



CODE OF CONDUCT

FOREWORD

Dear Associates,

Since the foundation of our company, ECE has acquired the reputation of being a reliable, upright and fair partner. These values, which are an integral part of the canon of values defined by ECE for itself, constitute the basis for the sustainable success and reputation of ECE as a renowned internationally operating family business in the real estate segment.

In our mission, vision and strategy we have defined what ECE stands for and what we want to achieve taking into account holistic approaches.

The way to our defined goals is marked by our values which are important for us and which we have, therefore, laid down in a binding manner.

An important component of our canon of values and their understanding is the value of "integrity". Our understanding of this value is that as a Hanseatic company we are not only considering ourselves committed to national and international regulations but also to the principles of honourable merchants and behave in a fair, reliable, calculable and righteous manner.

In order to ensure this in business life as well, the updated Code of Conduct of ECE is to be our ethical and legal signpost for the concrete implementation of our values in a corresponding conduct of our associates within the ECE Group and vis a vis our business partners and competitors.

With the procedural standards laid down in this Code of Conduct, the reputation, competitiveness and market position of ECE are likewise to be sustainably strengthened.

Every manager and every associate of ECE in Germany and abroad is responsible for his/her conduct complying with the principles laid down in the Code of Conduct of ECE. The latter is both a signpost and a guideline.

The conduct of the managers of ECE is a role model. They set an example for the application of the principles laid down in our Code of Conduct and are the first contacts in questions concerning our Code of Conduct. In addition, the Compliance Department of ECE offers support and advice to all associates. Please use the support offered by our Compliance organisation because we cannot and will not tolerate any infringements of our Code of Conduct.

Yours

A handwritten signature in black ink, appearing to read 'Alex Otto', with a stylized flourish at the end.

Alexander Otto
CEO of ECE Projektmanagement G.m.b.H. & Co. KG

DECLARATION OF FUNDAMENTAL VALUES

ECE

is a successful service-led company in the international real estate sector. Our success is based on the trust of our shareholders, the effectiveness of our associates and our reputation with investors, lenders, lessee partners, visitors to our properties, suppliers, political parties, media, public authorities, municipal and regional parliaments as well as the public at large.

OUR MISSION

We create the urban market squares of the future

OUR VISION

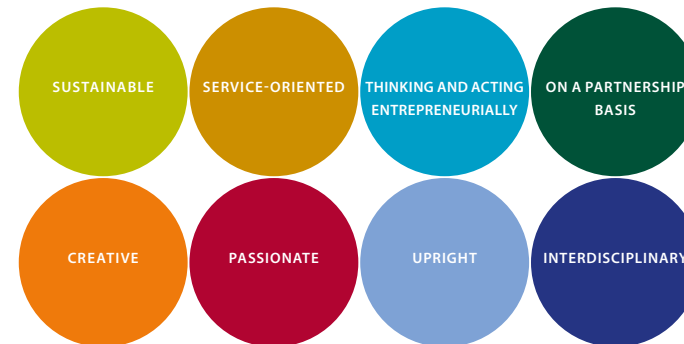
Shopping:

We discover and create locally significant retail real estate, with a focus on Europe, in integrated locations which enthuse customers and offer a high long-term added value to our lessees and investors. As a family-run business we generate, through our holistic approach, a return far beyond standard market yields and continuously improve our absolute result.

OTI:

In the field of Office, Traffic, Industries we are established on our regional target markets with a focus on Germany as a customer-driven developer and service provider. We accompany our customers on request on an individual project basis to European foreign countries. With our diversity of competency and creativity we secure a unique position for ourselves on the market. With the entire ECE organisation we mutually network expert knowledge, information and resources. Apart from stand-alone projects, we are specialising in office spaces in shopping centres and urban developments. As a family-run business we generate, through our holistic approach, a return far beyond standard market yields and continuously improve our absolute result.

In order to sustain this success and our reputation within the society we will continue to be guided by our values



The Management Board of ECE demands of itself and of all associates of the ECE group of companies that the values of ECE and the standards of conduct defined below govern all our acting.

The managers of ECE have a particular model function in this connection.

Our management understanding is governed by our values and is strongly task-oriented: it is characterised by a high professional competency, a strong orientation towards goals and results and a high sense of responsibility in respect of the quality of the work of our associates.

In addition, the development of our associates and a management style adapted to the respective situation take centre stage for us.

Managers represent employer and employee interests in our company.

The managing partner has a decisive influence on decision processes.

OUR VALUES

SELF-UNDERSTANDING OF THE MANAGEMENT BOARD

MODEL FUNCTION OF MANAGERS

OUR MANAGEMENT UNDERSTANDING

OUR GUIDELINES

OBLIGATION OF COMPLIANCE

We feel particularly committed to the following principles and goals:

The applicable laws and other relevant rules and regulations in Germany and abroad must be complied with in all business operations and decisions. A stable and sustainably successful co-operation for the benefit of all people directly and indirectly involved is only possible with fair competition and strict compliance with the legal order.

FIGHT AGAINST CORRUPTION, ABUSE OF TRUST AND FRAUD

Corruption, abuse of trust and fraud distort competition, generate higher costs, destroy the trust of business partners, jeopardise our competitiveness and, at the end of the day, also our jobs.

FIGHT AGAINST ILLEGAL EMPLOYMENT AND ILLICIT WORK

Compliance with legal provisions governing the employment of associates is of essential significance for us. We resolutely fight against illegal employment and illicit work.

FIGHT AGAINST AGREEMENTS AND CONCERTED ACTIONS PROHIBITED UNDER CARTEL LAW

Prohibited agreements and concerted actions prevent competition on the merits, can result in considerable economic losses for ECE and damage the image of ECE.

UPRIGHT CONDUCT AS A COMPETITIVE EDGE

By upholding ethically proper conduct, ECE may have to suffer from disadvantages at short notice in competing with less righteous and upright competitors. However, we believe in the medium and long-term self-assertion of a conduct governed by the values and standards of conduct of ECE.

PROHIBITION OF DISCRIMINATORY PRACTICES

Any form of discrimination is consistently rejected.

We support a respectful dealing of associates with one another without which the capabilities of the associate cannot develop. The loyalty of the associates is the basis for the success of ECE.

The Management Board of ECE is responsible for creating the framework within our company which prevents, more particularly, infringements of the afore-mentioned principles and increases the risk of detection of e.g. corrupt conducts or infringements of cartel law. For this purpose the Code of Conduct and the corporate rules and regulations, which may concretise the latter if necessary, are notified to all associates of the ECE group of companies and, on request, also to other interested parties. All members of the Management Board, managers and associates of ECE must comply with the principles of conduct included therein. Compliance with the principles of conduct will be checked on a regular basis. The Management Board of ECE will not tolerate any infringements under any circumstances.

RESPECTFUL, FAIR AND LOYAL DEALING WITH ONE ANOTHER

OBLIGATION TO COMPLY WITH THE CODE OF CONDUCT



STANDARDS OF CONDUCT

GUIDING PRINCIPLE

The Standards of Conduct are mainly marked by our core values and define binding rules for dealing with the legal, economic and ethical challenges of day-to-day business. The necessary rules are laid down below and concretised in individual cases, as far as necessary, by additional corporate rules and regulations:

I. GUIDING PRINCIPLES FOR THE ASSOCIATES

BASIC PRINCIPLE

As a matter of principle, co-operation within ECE is driven by trust.

COMPLIANCE WITH LAWS

ECE does not accept that competition is influenced or distorted by illegal practices such as bribery and corruption, granting of undue bribes/accepting of undue bribes, fraud, abuse of trust, industrial espionage, duress, infringements of competition and anti-corruption laws etc.

CORRECT DEALINGS WITH BUSINESS PARTNERS AND PUBLIC AUTHORITIES

Our company is convincing through its performance and the quality of the services offered. We treat our business partners in a fair manner and expect them to do the same.

PROHIBITION OF AGREEMENTS AND CONCERTED ACTIONS UNDER CARTEL LAW

A participation in agreements and concerted actions contrary to cartel law do not take place.

PROHIBITION OF CORRUPTION

Corruption of any kind whatsoever will not be tolerated at all.

COMPULSORY NOTIFICATION OF CORRUPT PRACTICES OF THIRD PARTIES

Attempts by business partners, public authorities or other third parties to improperly influence associates of ECE in their decision will not be tolerated; they must be notified without delay to the competent manager and/or the Management Board or the Compliance Department (see under IV below).

Associates who accept to be influenced in an improper manner by business partners, public authorities or other third parties or actively influence business partners, public authorities or other third parties actively themselves in the same way will be consistently held accountable in disciplinary and labour law terms, notwithstanding any consequences under criminal law.

If grants which are usual in business transactions such as, more particularly, gifts, invitations and other attentions are accepted or distributed, their value should, as a matter of principle, be such that their acceptance does not create any obliging dependency of the recipient. They must be selected according to the principle that neither the giver nor the taker comes under any suspicion of dishonesty or incorrectness. If there is any doubt, a decision by the competent manager must be sought.

Grants are primarily monetary grants and grants in kind. Monetary grants are payments of any kind and currency whatsoever, contributions in kind encompass all items with a certain value. Furthermore, invitations to cultural, sports or other events, trips, gifts, invitations to business lunches or dinners, services, advertising bonuses and rebates or the similar and even immaterial benefits must be considered as grants.

In dealing with politicians and public authorities – more particularly with officeholders and persons under a special public service obligation – not only statutory provisions but the special rules and regulations for these groups of persons must be complied with

Outside Germany gifts and/or hospitality may correspond to customs and the rules of courtesy. In this case it must likewise be ensured that this does not result in any dependency involving obligations, and that the statutory provisions in Germany and abroad are observed. In case of doubt, a decision by the competent manager must be sought.

CONSEQUENCES

RESPONSIBLE HANDLING OF GRANTS

WHAT ARE “GRANTS”?

DEALING WITH POLITICIANS AND PUBLIC AUTHORITIES

SPECIAL SITUATIONS ABROAD

CLEAR SEPARATION BETWEEN BUSINESS AND PRIVATE INTERESTS

Business and private expenses are strictly to be separated. In case of doubt expenses, in particular also for gifts or hospitality, must be borne privately. The higher the position in the company, the more this can be expected.

AVOIDANCE OF CONFLICTS OF INTEREST

Conflicts of interest must be avoided as a matter of principle. Relevant conflicts of interest involve on the one hand conflicts between private interests of the associates and the business interests of ECE. Conflicts of interest can, however, also exist if an associate has to safeguard different business interests. Possible conflicts of interest must be notified immediately by the associate to his/her manager so that measures for the avoidance or discontinuation of the conflict of interest can be taken.

Secondary employment and capital interests of associates may not be used to the disadvantage of the company. Secondary employments and investments of associates with and/or in business partners and competitors must be disclosed in writing by the associate to the Section Human Resources and, if necessary, be approved by the company. This duty of notification does not apply to the acquisition of listed shares or pure capital investments of an insignificant extent.

DONATIONS

Any deliberate avoidance of this obligation by involving spouses or any other relatives does not exempt the associate from his/her duty of notification and approval.

FOUNDATIONS

Donations by ECE must remain within the framework of the legal order and are exclusively regulated by the Management Board of ECE.

As far as Foundations of ECE are concerned (e.g. Foundation Living City), a strict separation from the business activities of ECE must be observed. The Foundations are independent and politically neutral and are not used for acquisition purposes. As far as associates of ECE are active in bodies of such Foundations, they do not derive any financial or any other material benefits from such activity.



II. INTERNAL ORGANISATIONAL MEASURES

The implementation of the above-mentioned Standards of Conduct in the company will be ensured, more particularly, by the following internal organisational measures:

The application of the four-eye principle, the separation of incompatible activities (separation of functions), full and transparent accounting and strict provisions on full documentation are appropriate measures in order to prevent irregularities particularly in procurement and deliveries. No “black accounts” are kept.

Within the framework of the separation of functions, a strict separation should be made between decision, execution, auditing and reporting.

**FOUR-EYE PRINCIPLE,
SEPARATION OF FUNC-
TIONS AND FULL
DOCUMENTATION**

PERSONNEL ROTATION IN SENSITIVE AREAS

As far as possible and economically reasonable, the company reserves the right to proceed to a proper personnel rotation in operating areas exposed to a risk of corruption. In this connection it must be made clear that such a rotation does not involve any discrimination of the associates concerned.

ALTERNATIVE CONTRACTORS

For economic reasons it must be ensured that within the framework of the value limits defined by the ECE regulations on signatures, different bids are obtained on a regular basis. Unilateral dependencies are to be effectively countered in this way.

MANDATORY COMPLIANCE BY THIRD PARTIES

ECE shall, moreover, contractually oblige external service providers (consultants, freelancers, etc.) as well as in individual cases other contracting partners instructed by it, to refrain from actions with relevance under criminal law and to observe and comply with the Standards of Conduct of ECE accordingly.

OBLIGATION TO CLARIFY/PROVIDE INFORMATION

The prevention, more particularly, of corruption is an important corporate goal. It is expected that the associates meet their duty to inform about any discovered corrupt conduct but also any other infringements of this Code of Conduct and any corporate regulations possibly concretising it. Every associate is jointly responsible if he/she learns about such circumstances and does not notify them. The Management Board of ECE has introduced the electronic BKMS® System at ECE for this purpose; it is to facilitate the supply of information for associates – at his/her option anonymously or by disclosing his/her identity.

PROTECTION OF THE WHISTLEBLOWER

Any associate who meets his/her duty of information by disclosing his/her identity will likewise not suffer any disadvantage as a result. His/her notifications will be treated with strict confidentiality.

TRAINING AND INFORMATION ON COMPLIANCE

Prevention, more particularly, of corrupt conduct must include in addition to corporate Standards of Conduct and employment/works agreements also the field of initial and further training on topics which are relevant for compliance. By

means of targeted information the associates can have their sensitivity in respect of correct behaviour strengthened. In particular in areas exposed to a risk of corruption (awarding of contracts etc.) appropriate information (through training measures) must be ensured. The same applies also to areas with relevance for compliance, such as cartel law.

The corporate values and Standards of Conduct must be brought to the attention of all associates of the company. The respectively competent manager must ensure that his/her staff is informed in an appropriate manner.

Furthermore, the corporate values and the Standards of Conduct must be explained and discussed with the associates in regular talks.

For all aspects of this Code of Conduct the Managing Director of HR & Corporate Services is the competent contact within the Management Board of ECE.

TALKS TO ASSOCIATES

ANCHORING IN THE MANAGEMENT BOARD OF ECE



NEED FOR CONTROLS

III. CONTROLS AND SANCTIONS

Human experience shows that organisational principles cannot be successful unless they are accompanied by corresponding control measures and any infringements which are detected are sanctioned.

PLAUSIBILITY CHECKS

For that reason controls are made, more particularly, with a view to compliance with any established processes and regulations on a corporate level as well as through plausibility checks. The control bodies within the company (Internal Audit, Compliance and Risk Management) work closely together in this field.



The detection of illegal conduct (e.g. corruption, acceptance of bribes, fraud, abuse of trust, infringements of cartel law) is difficult. Through the awarding of special audit mandates to Internal Audit and/or an external firm of auditors or other appropriate measures a preventive effect is obtained. The audits can also include, amongst other things, compliance with rules and regulations issued by the Management Boards of ECE, formal and material invoicing, functioning and efficiency of internal control systems, proper fulfilment of tasks and compliance with economic principles and statutory provisions as well as the functioning and efficiency of rules to avoid financial losses; they have to be integrated into the audit procedures of the Compliance Department of ECE.

As for the rest, the Management Board of ECE will take appropriate measures in order to secure compliance with these Standards of Conduct.

In the event of infringements of the Code of Conduct and/or any corporate rules and regulations which may concretise the latter if necessary, the necessary organisational, disciplinary and legal measures are taken consistently in order to respond properly to the infringements detected and to prevent any future infringements, notwithstanding any consequences under criminal law. Depending on the seriousness of the infringement, this may also involve the loss of employment.

AWARDING OF SPECIAL AUDIT MANDATES

SANCTIONS IN THE EVENT OF INFRINGE- MENTS

CONTACTS AND FURTHER INFORMATION

ECE has set up an internal Compliance organisation. The Chief Compliance Officer appointed by the Management Board of ECE exercises his duty free from instructions and reports to the Management Board of ECE.

The Compliance Department has set up a central helpdesk for possible information by associates about infringements of this Code of Conduct and all issues relating to compliance

Information about possible infringements of the Code of Conduct of ECE or the corporate rules and regulations concretising it, may, moreover, be provided through the electronic BKMS® System set up for this purpose. Through this system information can be provided optionally anonymously or by disclosing the identity. Further information can be found on the Intranet of ECE .

The contact partners are:



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Chief Compliance Officer



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Compliance Officer



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This Code of Conduct is reviewed on a regular basis and updated as necessary. The respective up-to-date version and further information about the Code of Conduct and Compliance can be found on the Intranet of ECE.

COMPLIANCE
DEPARTMENT

HELPDESK

BKMS® SYSTEM

WHERE IS THE UP-TO-
DATE VERSION OF THE
CODE OF CONDUCT
AND FURTHER INFOR-
MATION AVAILABLE?