



## VENDOR CODE OF BUSINESS CONDUCT AND ETHICS

### Purpose

BRE Edison L.P. (including BioMed Realty, L.P., and their respective subsidiaries, the “Company”) is dedicated to conducting its business consistent with the highest standards of business ethics. Through our Code of Business Conduct and Ethics (the “Code”), we have established Company standards for conducting business with the highest standards of business ethics. Our Code is applicable to all of our employees, officers and agents, each of whom has a personal responsibility to uphold our standards.

Similarly, we expect our vendors, as well as their employees, agents and subcontractors (collectively, “Vendors”) to embrace our commitment to integrity and personal responsibility by complying with this Vendor Code of Business Conduct and Ethics (this “Vendor Code”) at all times while conducting business with or on behalf of the Company. To the extent this Vendor Code requires a higher standard than is otherwise required by commercial practice or applicable laws, rules or regulations, Vendors should adhere to these higher standards.

### Compliance with Laws and Regulations

Each Vendor must conduct its business activities with or on behalf of the Company in compliance with applicable laws and regulations, and must, without limitation:

- Antitrust. Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which the Vendor conducts business. Vendors should promote free and fair competition in the marketplace and avoid business practices that have the purpose or effect of limiting competition, such as bid rigging, price fixing, cover pricing or market sharing.
- Anti-Corruption. Avoid bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector, including the Company’s officers and employees. Vendors must comply with all applicable anti-corruption and anti-money laundering laws of any country in which they operate, including the U.S. Foreign Corrupt Practices Act. Vendors must not, directly or indirectly, offer or pay anything of value (including travel, gifts, hospitality expenses and charitable donations) to any official or employee of any government, government agency, political party, public international organization or any candidate for political office for the purpose of improperly inducing such individual to misuse his or her position to promote the business interests of such Vendor or the Company in any respect. Vendors should be honest, direct and truthful in all discussions with regulatory agency representatives and government officials.
- Licensing/Permits. Obtain all required licenses or permits to conduct business activities.

- **Privacy.** Comply with all laws and regulations regarding the privacy of information, data protection and cross-border data flows.
- **Trade.** Comply with all applicable trade controls, as well as all applicable export, re-export and import laws and regulations.

### **Business Practices and Ethics**

Each Vendor must conduct its business in a manner consistent with the highest standards of business ethics and in compliance with its own applicable professional standards, and must, without limitation:

- **Business Records:** Accurately record and report all business and financial information and comply with all applicable standards, laws, rules and regulations concerning the completion, accuracy and retention of such records and reports.
- **Confidential Information:** Safeguard all non-public information of the Company or third parties with which the Company conducts business that might be of use to competitors or, if disclosed, harmful to the Company or such third parties, unless disclosure is authorized or legally mandated, and then only in compliance with applicable confidentiality agreements and procedures.
- **Conflicts of Interest:** Avoid any conflict or potential conflict of interest that makes it difficult to conduct the Company's business objectively and effectively. Vendors should immediately report any such actual or potential conflict of interest to the Company's General Counsel or the EthicsPoint Reporting System. The Company's General Counsel will determine whether a conflict of interest exists and, if so, how best to address it.
- **Fair Dealing:** Deal fairly in all relationships and avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or other unfair practices.
- **Gifts and Entertainment:** Avoid gifts and entertainment that might compromise or appear to compromise the ability of the recipient to make objective and fair business decisions or that could be viewed as an inducement to or reward for any particular business decision, and properly account for all gifts and entertainment expenses on expense reports. Any gift from a Vendor to a Company employee or director must be permissible under the Code.
- **Insider Trading:** Avoid trading in the stock or other securities of any company while in possession of information about such company that has not been made generally available to the public and that a reasonable investor would consider important in a decision to buy, hold or sell such stock or other securities. Avoid recommending, "tipping" or suggesting that anyone else buy or sell stock or other securities of a company on the basis of such material, nonpublic information.

- **Political Contributions and Activities:** Ensure that political activity is conducted on a Vendor's property and time and using a Vendor's resources. It is Company policy that Company funds or assets shall not be used to make a political contribution to any political party or candidate without prior approval by our Chief Executive Officer.
- **Public Communications:** Direct all news media or others making requests for information regarding the Company to our Chief Executive Officer Executive Vice President, Chief Financial Officer; Executive Vice President, Integration; Executive Vice President, General Counsel & Secretary; or Senior Director, Corporate Communications, who will evaluate and coordinate a response to the request.

### **Protection and Use of Company Assets**

To ensure the protection and proper use of the Company's assets, each Vendor must, without limitation:

- **Business Use:** Use the Company's telephone system, other electronic communication services, written materials and other property only for business-related purposes.
- **Care:** Exercise reasonable care to prevent and report to the Company the actual or suspected theft, damage or misuse of Company property.
- **Security:** Safeguard all electronic programs, data, communications and written materials from unauthorized access by others.

### **Health and Safety**

The Company is committed to maintaining a healthy and safe work environment. Each Vendor is expected to integrate sound health and safety management practices into all aspects of its business, and must, without limitation:

- **Alcohol and Drugs:** Prohibit the use of alcoholic beverages, except at sanctioned events, and prohibit the manufacture, possession, use, distribution or sale of illegal drugs and other controlled substances (including any products containing cannabis) under all circumstances while on duty or on the premises of the Company or any Vendor.
- **Violence and Weapons:** Prohibit weapons of any kind on Company property, subject to applicable laws, and not tolerate violence or threats of violence in or related to the work environment. The only exception to this policy applies to law enforcement and security personnel who are legally authorized to carry weapons and have received written permission from the Company.

- **Working Conditions:** Provide a safe and healthy work environment and fully comply with all health and safety laws, regulations and practices, including those applicable to the areas of occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food and housing.

### **Labor Practices and Human Rights**

The Company pursues fair employment practices in every aspect of its business. Each Vendor must conduct its employment practices in compliance with all applicable labor laws and regulations, and must, without limitation:

- **Anti-Discrimination and Diversity:** Cooperate with the Company's commitment to provide equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, including traits historically associated with race, such as hair texture and protective hairstyles; color; creed; gender; religion; sex; national origin; ancestry; citizenship or immigration status; pregnancy, including a woman's potential to get pregnant, childbearing, childbirth, lactation, or related medical or pregnancy-related conditions; age; marital status; registered domestic partner status; sexual orientation; gender identity and gender expression, including transgender individuals who are transitioning, have transitioned, or are perceived to be transitioning to the gender to which they identify; protected medical condition; genetic information, including testing and characteristics; physical, mental, or sensory disability, including the use of a trained dog guide or service animal; medical condition; military or veteran status, including status as an honorably discharged veteran; Civil Air Patrol status; status as an actual or perceived victim of domestic violence; certain criminal records; HIV testing; HIV/AIDS or hepatitis C status; a personal admission to a facility for the care and treatment of a mentally ill person; taking of parental leave; political ideology; or any other consideration made unlawful by applicable federal, state or local laws. This Vendor Code also prohibits discrimination based on a perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics. We encourage our Vendors to foster diversity within their work force and provide an inclusive and nondiscriminatory working environment in which all employees are valued and empowered to succeed.
- **Anti-Harassment:** Avoid harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include but is not limited to offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures. Vendors should immediately report any such conduct to the Company's Senior Counsel or the EthicsPoint Reporting System.

- **Freedom of Association:** Respect workers’ rights to freedom of association and collective bargaining in accordance with applicable legal requirements.
- **Prevention of Underage Labor:** Comply with all applicable minimum age laws or regulations and not use child labor. Vendors may not employ anyone under the age of 15, the minimum age for employment in the applicable location, or the age for completing compulsory education in that location, whichever is highest. The Company only supports the development of legitimate workplace apprenticeship programs for the educational benefit of young people and will not do business with those who abuse such systems. Children under the age of 18 are prohibited from doing work likely to jeopardize their health, safety or morals.
- **Non-Retaliation:** Prohibit retaliation against any Vendor or Company employee who, in good faith, seeks help or reports known or suspected violations of this Vendor Code.
- **Voluntary Labor:** Use only voluntary labor. The use of forced labor, whether in the form of indentured labor, bonded labor or prison labor, by Vendors is prohibited. Also prohibited is support for any form of human trafficking of involuntary labor through threat, force, fraudulent claims or other coercion. Workers must not be required to surrender any government-issued identification, passports or work permits or to post any other “deposits” as a condition of employment, and must be permitted to terminate their employment in accordance with applicable laws and regulations without unlawful penalty.
- **Wages and Benefits:** Pay all workers at least the minimum wage required by applicable laws and regulations and provide all legally mandated benefits. Wages and benefits paid for a standard work week must meet, at a minimum, all applicable standards, laws and regulations. Deductions from wages as a disciplinary measure (without the express, written permission of the worker) or as otherwise prohibited by applicable laws or regulations are not permitted.
- **Working Hours:** Restrict workdays to the maximum hours of daily labor set by local laws and regulations, and ensure that overtime is paid in accordance with applicable laws and regulations.

### **Environmental Sustainability**

The Company is committed to sustainability and the protection of the environment. Vendors are encouraged to share our commitment by meeting or exceeding the requirements of applicable environmental laws and regulations and promoting sustainable business practices. At a minimum, each Vendor is expected to, without limitation:

- **Environmental Permits:** Obtain, maintain and keep current all required environmental permits and registrations, and follow the operational and reporting requirements of such permits.

- **Hazardous Materials:** Identify and prudently manage substances that pose a threat to the environment, if released.
- **Resource Reduction:** Endeavor to reduce or eliminate waste of all types, including water and energy, through the implementation of appropriate conservation measures in their facilities; their maintenance and production processes; and recycling, reusing or substituting materials.

### **Seeking Help and Information**

This Vendor Code is not intended to be a comprehensive rulebook and cannot address every situation that Vendors may face. If there are any doubts about whether an action is consistent with this Vendor Code or the Company's ethical standards, seek help. Vendors are encouraged to contact the Company's General Counsel directly or use the EthicsPoint Reporting System, as described below.

The General Counsel is the lead attorney of the Company's Legal Department, and may be contacted as follows:

Marie Lewis  
Executive Vice President and General Counsel  
BRE Edison L.P.  
4570 Executive Drive, Suite 400  
San Diego, CA 92121

### **Reporting Violations of the Vendor Code**

All Vendors should immediately report any known or suspected violation of this Vendor Code, including any violation of applicable laws, rules, regulations or policies, to the Company's General Counsel or the EthicsPoint Reporting System. All reports of known or suspected violations of the law or this Vendor Code will be handled sensitively and with discretion. The confidentiality of any reporting person will be protected to the extent possible, consistent with applicable law and the Company's need to investigate the reported concern.

In addition to contacting the Company's General Counsel, a Vendor may submit a report using the EthicsPoint Reporting System. This system is administered by NAVEX Global, a third party service provider. Reports may be made anonymously and confidentially as follows:

- **Online:** To submit a report from any computer with internet access, go to [www.ethicspoint.com](http://www.ethicspoint.com) and, under "File a New Report via EthicsPoint" in the upper left-hand corner, enter "BioMed Realty" under "Enter Organization Name." You will be directed to a webpage dedicated to the Company. Once there, under "Select the country in which you are located," select either United Kingdom or United States. Then, under "Select the country in which the violation took place," select either United

Kingdom or United States. The click on “Continue” and follow the instructions provided on the site. Complete all information to the best of your knowledge.

- Telephone: You may call the EthicsPoint Reporting System via telephone at 1-855-435-7152 (for the U.S.) or 0800-032-8483 (for the U.K.), which is referred to as the “Reporting Line.” EthicsPoint will administer the Reporting Line 24 hours per day, 365 days per year. When you call the Reporting Line, a compliance specialist will assist you in entering your report into the EthicsPoint Reporting System.

When you anonymously submit a report using the EthicsPoint Reporting System either online or via telephone, you will be asked to choose a password and will receive a unique user name known as a “Report Key.” Because some relevant facts may be inadvertently omitted from the initial report, you can return to the EthicsPoint Reporting System again online or via telephone and access the original report to answer questions posed by a Company representative, and add further information that will help resolve open issues. The Company strongly suggests that you return to the EthicsPoint Reporting System to answer Company questions. This will enable you and the Company to engage in “anonymous dialogue,” through which situations are not only identified but can be resolved. In certain circumstances it may be impossible for the Company to ensure absolute confidentiality and anonymity due to (a) the technology associated with telephone systems and (b) the requirements of applicable laws, rules or regulations, or of courts or administrative authorities having jurisdictional authority. You must not use these reporting systems in bad faith or in a false or frivolous manner. When possible, the Company will advise the reporting party of the results of the investigation.

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*This Vendor Code and the matters contained herein are not intended to create any new or additional rights or guarantees for any third party. We reserve the right to amend, supplement or discontinue this Vendor Code and the matters addressed herein, without prior notice, at any time.*