



Supplier Code of Conduct

March 2024

OVERVIEW

RioCan Real Estate Investment Trust (“**RioCan**”) is committed to conducting business in a fair and ethical manner and complying with the laws and regulations of the jurisdictions in which we operate. We expect the same from our suppliers and require all new and existing suppliers to comply with this Supplier Code of Conduct (the “**Supplier Code**”). Suppliers include all those who supply goods or services to RioCan, such as consultants, agents, contractors, brokers and other third parties (collectively, “**Suppliers**”). In addition to conducting business in compliance with the applicable laws and regulations in the jurisdictions in which they operate for all their activities, the Supplier Code sets out the principles, standards and behaviors our Suppliers must follow in conducting their business.

Suppliers are responsible for any breaches of this Supplier Code including those by their employees, contractors, agents, sub-contractors, sub-agents, and all other business partners who are engaged to provide goods or services to RioCan on the Suppliers’ behalf (collectively, “**Suppliers Representatives**”).

The Supplier Code shall be ratified by Suppliers, and Suppliers must notify all their Supplier Representatives, who must commit to complying with the Supplier Code through the procedures established internally by Suppliers. RioCan will not knowingly work with Suppliers who do not meet the standards outlined in the Supplier Code.

The Supplier Code is not to be read in lieu of RioCan’s contractual agreements with its Suppliers but is in addition to the terms and conditions of those agreements and the RioCan Code of Business Conduct and Ethics Policy. Where such requirements conflict, Suppliers should comply with the highest standard.

CONFLICTS OF INTEREST

RioCan expects Suppliers to exercise reasonable care and diligence to prevent any actions that could result in an actual, potential, or perceived conflict of interest between their interest and the interest of RioCan. Suppliers are required to disclose any actual or potential conflict of interest that they may have to their RioCan representative before conducting business with RioCan or upon becoming aware of the conflict. Any transactions that create an actual or potential conflict of interest should not be entered into.

Suppliers are reminded that RioCan employees are required to avoid placing themselves in a situation of conflict of interest, actual or apparent. Consequently, RioCan employees must not be put in a position where personal or financial incentives or interests may impair their judgment and ability to make sound and unbiased business decisions in the best interest of RioCan.

GIFTS AND ENTERTAINMENT

Gifts may include services, favors, discounts, or any other item of value. Suppliers should not give gifts or entertainment that appear as an attempt to influence a business decision, create an obligation to do something in return, or as a personal reward for making a business decision. If Suppliers are unsure as to whether a gift or entertainment complies with RioCan's policies, they should consult with their RioCan representative. Suppliers are expected to maintain a record of any gifts or entertainment given to RioCan or its representatives. RioCan may request a copy of this record from the Supplier from time to time.

FRAUD, ANTI-BRIBERY, CORRUPTION, AND MONEY LAUNDERING

In the jurisdictions in which they operate, Suppliers must comply with all applicable anti-bribery, anti-corruption and anti-money laundering laws and regulations. Suppliers must not engage in fraud, which is an intentional act of deception, forgery, lying or concealment of material facts. Deceptive or unfair practices are prohibited, including but not limited to, rigging bids, fixing prices, or providing anything of material value with an intention to obtain an unfair business advantage. Suppliers and Suppliers Representatives cannot offer bribes, kickbacks, or any other incentive to any person or organization with whom they deal with on behalf of RioCan. RioCan does not participate in corruption, money laundering, terrorist financing, or other corrupt business practices.

FAIR LABOUR PRACTICES

Suppliers must comply with all employment laws and regulations in the jurisdictions in which they operate and uphold internationally recognized human rights and standards, treating people with dignity and respecting their human rights.

Suppliers must be able to demonstrate the following in their workplaces:

- Full compliance with wage laws, including those relating to wages, working hours, overtime, and benefits.
- Prohibited use of child labour. Suppliers shall not employ a person under the minimum legal age for employment as prescribed by the relevant local authority, or under the age for completing compulsory education, whichever is greatest. Suppliers shall implement measures to verify the age of their employees, maintaining appropriate documentation and records to ensure compliance with child labour laws. If and when discovered that a child is employed, the Supplier shall contribute, support and/or develop policies and programs that assist the child and contact appropriate external or government authorities where needed.

- Prohibited use of all forms of forced labour, including bonded labour, indentured labour, prison labour, military labour, modern forms of slavery and any form of human trafficking. Employment must be voluntary and free from financial penalties or coercion. All members of the workforce shall be free to leave the workplace or to terminate their employment at any time. No workforce member shall be required to surrender any government-issued identification, passports or work permits as a condition of employment.
- Further to the above items, Suppliers must have in place policies and procedures for identifying and prohibiting the use of forced labour and child labour in their activities and supply chains.
- A workplace free of harassment, intimidation, violence, or disruptive conditions from internal and external threats. Suppliers shall ensure that all members of the workforce are treated with respect and that no use is made of corporal punishment, threats of violence, or other forms of physical coercion or harassment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.
- A workplace free of discrimination, including that related to race, color, family status, national or ethnic origin, citizenship, sex, age, marital status, pregnancy, gender identity, disability, social status, creed, religion, sexual orientation, or any other personal characteristic prohibited by law or regulation. Cultural differences must be respected. RioCan encourages Suppliers to eliminate workplace discrimination with respect to hiring, salary, benefits, advancement, discipline or termination on the basis of the aforementioned grounds of discrimination.
- A workforce able to openly communicate and share grievances with management regarding working conditions and management practices without fear of reprisal, intimidation, or harassment. Prohibited retaliation or retribution taken against any individual who, in good faith, has reported a concern, questionable behavior, or potential violation.

SOCIAL RESPONSIBILITY

RioCan aims to support the communities where we operate and is committed to fostering a culture that advances diversity, equity and inclusion (“**DEI**”) throughout our business. We expect Suppliers to demonstrate a commitment to corporate responsibility for social and ethical matters, including a commitment to DEI, and engage with communities by respecting local identities, cultures, and heritage.

HEALTH AND SAFETY

RioCan expects Suppliers to provide a healthy and safe work environment and to comply with all applicable health and safety laws and regulations in the jurisdictions in which they operate.

Specifically, Suppliers should 1) recognize the specific hazards relevant to their operations, 2) take reasonable steps to prevent workplace accidents and injuries by providing training and access to information on health and safety and hazard prevention, 3) ensure that Supplier Representatives are qualified and equipped to perform activities safely, 4) provide adequate resources and training to ensure that their employees understand and appropriately apply safety standards and procedures and 5) have a clear process to report all injuries and accidents as required under local laws and regulations and for reporting such incidents to RioCan. Suppliers are expected to notify RioCan of any circumstances which could potentially affect the safety and/or quality of any given product or service, to cooperate fully with RioCan and to take all necessary steps to address any health, safety or regulatory issues associated with goods and/or services provided.

ENVIRONMENTAL RESPONSIBILITY

Since RioCan is committed to being a leader in the protection of the environment by minimizing the negative environmental impact of our business activities, we expect our Suppliers to align with this commitment and to make their own efforts in support of RioCan efforts to comply with applicable environmental laws and regulations in the jurisdictions in which they operate and institute best practices.

To that end, RioCan seeks to work only with Suppliers who strive to use resources, material and energy as efficiently and responsibly as possible and who work to minimize the adverse impact of their activities on the environment. Suppliers shall identify and implement opportunities to reduce or eliminate waste and pollution at source and to continually improve resource and materials use efficiency. Finally, Suppliers should take an active role to consider the future impacts of climate change on their operations.

Suppliers will also comply with any additional environmental requirements specific to the products or services being provided to RioCan as called for in design and product specifications and contract documents.

COMPANY ASSETS

When authorized by RioCan to use RioCan's physical and intellectual assets, including property, supplies, and equipment, Suppliers shall responsibly use and protect these assets from loss, damage, misuse, or theft.

DRUGS AND ALCOHOL

While on any RioCan properties, Suppliers must prohibit the use, possession, and sale of illegal drugs. Supplier Representatives must not be impaired from the use of alcohol, drugs (including cannabis and cannabis-related products), or any substance (medically prescribed or otherwise) that could cause impairment while providing services to RioCan.

RECORD KEEPING

In addition to maintaining accurate and complete books and records in accordance with applicable laws and regulatory requirements, Suppliers shall not destroy books or records that may be relevant to legal or regulatory proceedings.

BUSINESS CONTINUITY PLANNING

RioCan expects Suppliers to develop, maintain, and test their business continuity and disaster recovery plans in accordance with applicable laws, industry standards, and contractual requirements.

INSIDER TRADING

If Suppliers come into possession of RioCan's non-public information, they shall not trade RioCan securities or share such non-public information with other parties who may use it to trade in RioCan securities.

EXTERNAL COMMUNICATION

To the extent Suppliers wish to publicly discuss, endorse, review, reference, or otherwise publicly comment on or promote RioCan or its business, properties, services, representatives, or brand, through means including but not limited to, posts on social media platforms such as LinkedIn, company websites, and promotional materials, they must obtain prior written permission from RioCan.

CONFIDENTIALITY, PRIVACY, AND INFORMATION SECURITY

We must protect the confidentiality, privacy, and security of RioCan's information, including personal information of our tenants and employees, and our Suppliers must maintain appropriate policies and procedures to prevent unauthorized use or disclosure. Confidential information is information that has not been publicly disclosed. Examples include, but are not limited to,

employee personal information, business marketing and site plans, and engineering designs. Information about the internal operation of RioCan is also confidential.

Where Suppliers obtain information through their relationship with RioCan, they may use it only in accordance with RioCan instructions and strictly for the purpose for which it was provided. Suppliers must process and store such information as agreed with RioCan. Suppliers should securely destroy or anonymize personal information when it is no longer needed.

In case of any actual or suspected unauthorized disclosure, confidentiality breach, privacy breach, security breach, or loss of RioCan information, Suppliers must notify RioCan immediately and assist RioCan in managing any consequences arising from such events.

Suppliers are also expected to respect the intellectual property and other legal rights of third parties.

REPORTING VIOLATIONS

RioCan has a strong commitment to conducting business in a lawful and ethical manner. Any Supplier or Supplier Representative that believes a violation or possible violation of applicable laws or regulations, this Supplier Code or other RioCan policies has occurred should report the relevant information.

Formal Submission: Contact the SVP, General Counsel, ESG & Corporate Secretary (1-800-465-2733 or RioCan Yonge Eglinton Centre, 2300 Yonge St, Suite 2200, Box 2386, Toronto, ON, M4P 1E4) to initiate the filing of a formal complaint.

Anonymous Submission: An anonymous submission can be made by utilizing RioCan's third-party confidential reporting system, Clearview Connects. Reports can be made 24 hours a day, 7 days a week, in either English or French. A submission can be made through the Clearview Connects System using any of the following methods:

Internet: www.clearviewconnects.com

Telephone: 1-866-312-9900

Mail: Clearview Connects, P.O. Box 99505 Toronto, Ontario M1J 3N7

MONITORING COMPLIANCE

RioCan expects Suppliers to comply with our Supplier Code and to ensure that Supplier Representatives are educated and trained so they understand and comply with this Supplier Code. Furthermore, Suppliers who outsource activities in connection with RioCan must monitor the outsourcing engagement to ensure compliance with this Supplier Code.

We reserve the right to verify, via audit or otherwise, Supplier compliance with the Supplier Code and to require Suppliers to periodically confirm in writing that they meet the expectations of this Supplier Code. Suppliers may be asked to grant RioCan access to records for audit purposes, and Suppliers will be expected to accommodate these requests on reasonable terms.

Suppliers must take all reasonable measures to immediately rectify any instance of observed non-compliance to meet Supplier Code standards. If a Supplier fails to take appropriate corrective action or fails to comply with this Supplier Code, RioCan may, in its sole discretion and without any further obligation to the Supplier, suspend or terminate, in whole or in part, the Supplier's relationship with RioCan, including termination of all contractual agreements.

REVIEW OF SUPPLIER CODE

RioCan's Board of Trustees shall review and assess the adequacy of this Supplier Code annually and at such other times as they consider appropriate and shall make such changes as they consider necessary or appropriate.

QUESTIONS

Questions regarding the Supplier Code may be submitted to RioCan via the SVP, General Counsel, ESG & Corporate Secretary (1-800-465-2733 or RioCan Yonge Eglinton Centre, 2300 Yonge St, Suite 2200, Box 2386, Toronto, ON, M4P 1E4).