

BRANDYWINE VENDOR CODE OF CONDUCT

I. Letter from Brandywine's President and CEO

A key element of Brandywine's success is a product of our unwavering commitment to the highest ethical standards and best business practices. It is our policy to conduct business with vendors who share and embrace the spirit of that commitment . As a vendor to Brandywine Realty Trust, you are an integral part of our business strategy and franchise. The services and goods you provide to Brandywine and our customers will propel our collective successes.

Brandywine expects that our vendors will similarly embrace a commitment to integrity and high ethical conduct. Consequently, we require that all vendors adhere to our Vendor Code of Conduct. The requirements in this Code are in addition to any specific obligations under any agreement you may have with Brandywine.

We know that by working together we can create more successes and continue to build our respective franchises.

Gerard H. Sweeney
President and CEO

II. Legal and Regulatory Compliance Practices

Brandywine vendors must conduct their business activities in compliance with applicable laws and regulations while conducting business with and/or on behalf of Brandywine.

All vendors will, without limitation:

- Comply with anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, and not make any illegal direct or indirect payments or promises of payments to any government officials (including employees of state-owned enterprises) for the purpose of inducing the individual to misuse his or her position to obtain or retain business. Our policy is not to make “facilitating payments” in any amounts.
- Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.
- Comply with all laws and regulations regarding the privacy of information and data protection.
- Be honest, direct and truthful in discussions with regulatory agency representatives and government officials.
- Obtain all necessary licenses or permits to conduct the activities for which they have been engaged by Brandywine.
- Obey the laws and regulations of the United States and applicable state and local laws and regulations.

III. Business Practices

Brandywine vendors must conduct their business interactions and activities with integrity.

All vendors will, without limitation:

- Safeguard all non-public information of Brandywine, Brandywine’s tenants or third-parties with which Brandywine conducts business, unless disclosure is authorized or legally required. The obligation to preserve confidential information continues even after your engagement or contract ends. Such information may be material inside information and all vendors must comply with laws and securities regulations related to such information.
- Provide services in compliance with the applicable professional standards of their industry, including requirements established by any organizations that regulate their activities.
- When acting on behalf of Brandywine, protect and responsibly use both the physical and intellectual assets and proprietary information of Brandywine, including its property, supplies and equipment.

- Comply with the intellectual property ownership rights of Brandywine and others including, but not limited to, copyrights, patents, trademarks and trade secrets. Use software, hardware and content only in accordance with their associated license or terms of use.
- Create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements.
- Speak to the press on Brandywine’s behalf or regarding Brandywine only if the vendor is expressly authorized in advance in writing to do so by one of Brandywine’s authorized communications professionals. Not make any public appearance implying Brandywine representation without having obtained specific written authorization in advance from Brandywine.
- Use information technology and systems provided by Brandywine (including email and any social media platforms) only for authorized Company business-related purposes on behalf of Brandywine.
- Maintain a stringent and safe information technology (IT) environment and adhere to directives and requirements regarding data security.

IV. Conflicts of Interest

Brandywine vendors and their representatives must conduct their business interactions and activities with Brandywine employees, officers and trustees to avoid any conflicts of interest. Conflicts of interest may arise when an employee, officer or trustee of Brandywine (or their family members) receives improper personal benefits from any vendor as a result of his or her position with Brandywine or such employee, officer, or trustee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively.

All vendors will, without limitation:

- Not cause any Brandywine employee to work (as an employee, consultant or board member) simultaneously for Brandywine and such vendor, except where permitted by the President and CEO of Brandywine in writing.
- Not give or cause to be given any payment, loan, employment or promise of employment, investment opportunity to any employee, officer or trustee of Brandywine or relative of such a person as condition of the initial or continued engagement as a vendor of Brandywine.
- Not give or cause to be given any gift or entertainment except reasonable business entertainment or business gifts.
- Not give any kickback, fee sharing or other payment to any employee, officer or trustee in connection with recommending any work or project to any employee, officer or trustee.
- Not cause any employee, officer or trustee to obtain any goods or services from any vendor or supplier of Brandywine for such person’s own personal use without the approval of the President and CEO of Brandywine.

V. Human Rights and Labor Standards

Brandywine expects vendors to respect fundamental human rights and promote a safe working environment.

All vendors will, without limitation:

- Prohibit the use of any forced, compulsory, involuntary labor or trafficking of persons. Vendors must ensure such activity is not engaged in or supported in any part of its supply chain.
- Vendors shall not require workers to work more than the maximum hours of daily labor set by applicable laws and otherwise comply with all local labor laws and standards regarding working hours, minimum wage, overtime, public holidays and payday requirements. Vendors are encouraged to strive to improve the standards of living and quality of life for their employees and communities.
- Comply with any and all applicable child labor laws. Further, the minimum age for employment shall be 16 or the age for completing compulsory education, whichever is higher.
- Promote a safe and healthy work environment in accordance with all applicable regulations and implement procedures and safeguards to prevent industry-specific workplace hazards (including compliance with the Occupational Safety and Health Act (OSHA)). Vendor must provide its workers with adequate personal protective equipment to protect workers against hazards typically encountered in the scope of the service.
- Adhere to policies and directives of the our Human Rights Policy which can be found on our website in the Responsibility section.

VI. Employment Practices

Brandywine values the diversity of our employees and is committed to providing equal opportunity in all aspects of employment. Brandywine expects its vendors to share our commitment to comply with employment-related laws and practices. Brandywine's vendors must conduct their employment practices in full compliance with all applicable laws and regulations.

All vendors will, without limitation:

- Cooperate with Brandywine's commitment to a workforce free of harassment and unlawful discrimination. Vendor companies must not engage in discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, ancestry, color, religion, gender, identity or expression, marital status, national origin, age, disability, pregnancy, citizenship, veteran status or military service obligation.
- Comply with laws regarding illegal drugs while on Brandywine's property.
- Provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices. Adequate steps must be taken to minimize the causes of hazards inherent in the working environment. While on a Brandywine property, vendors must comply with all rules and regulations regarding the operation of the property and the interaction with other individuals with access to the property, whether Brandywine, its clients or other vendors, employees or guests.
- Not retaliate against any employee (or any Brandywine employee) who reports in good faith any potential violation of this Code.

- Not retaliate against any person for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any federal offense.
- To the extent applicable, vendors shall comply with any collective bargaining agreement and respect their employees' freedom of association without fear of reprisal.

VII. Business Continuity and Crisis Management

Subject to the terms of any specific contractual provisions that apply, we expect that each Brandywine vendor will have adequate business continuity plans in place to continue to provide its services to a reasonable degree in the aftermath of any kind of operational crisis, whether caused by a natural disaster, equipment malfunction, power failure, terrorist act or so forth. Upon request by Brandywine, each vendor will disclose in reasonable detail and discuss the elements of its business continuity plans.

VIII. Environmental Sustainability Practices

Brandywine is committed to being a leader in the real estate industry in environmental sustainability and energy management. We believe a healthy environment is good for business and essential to the well-being of our communities, and we recognize that buildings can have a significant impact on the environment.

Brandywine expects its vendors to share our commitment to sustainability by meeting or exceeding the requirements of environmental laws and regulations and promoting acceptable levels of energy consumption, water use and waste management to reduce the environmental impacts of our business operations and those of our clients. Brandywine reserves the right to audit the environmental management practices of our supply chain.

All vendors will, without limitation:

- Comply with the requirements of all applicable federal, state and local environmental laws and regulations.
- Resolve to reduce waste of all types, including energy and water, by implementing appropriate conservation measures, as applicable. Vendors should endeavor to provide products and services that in a manner that reduces waste.
- Store all chemicals and other hazardous materials intended for use on Brandywine property that has been identified as harmful to human health or the environment by the EPA under Section 5(b)(4) of the Toxic Substances Control Act (Concern List) in a secure, well-ventilated area and managed appropriately to ensure safe handling, use, reclamation and/or disposal.
- Endeavor to minimize or eliminate the use of products containing hazardous chemicals and materials, which have been identified as harmful to human health or the environment by the EPA under Section 5(b)(4) of the Toxic Substances Control Act (Concern List) to mitigate harm within the supply chain.
- Provide applicable performance metrics, such as GHG emissions and/or waste diversion, upon request.

IX. Compliance with the Vendor Code of Conduct

- Brandywine reserves the right to audit its vendors' compliance with this Code.

- **Reporting of Questionable Behavior or Possible Violations:** We require that all vendors report inappropriate or unethical behavior (or suspected behavior) by any Brandywine employee, officer or director. We require all vendors to report any violations of this Code by any of the vendor's employees.

Brandywine has a variety of resources available to report a possible violation of the Code. You are encouraged to work with your primary Company contact in resolving a business practice or compliance concern. However, Brandywine recognizes that there may be times when this is not possible or appropriate. In such instances, please contact either of the following:

- **Ethics Hotline:** Report a possible violation to Brandywine's Ethics Hotline. The Hotline is maintained by an independent service provider, is available at all hours of the day and night, and may be used in all major languages. Reports can be made anonymously. The confidential Hotline can be accessed by telephone or the internet as follows:
 - For callers from the U.S., Canada and Puerto Rico is: 📞 **1-844-848-6595 (toll-free)**.
 - Through the following web intake site: **www.brandywinerealty.ethicspoint.com**. You can make a report directly through this website.
- **Brandywine's General Counsel:** Report a possible violation to Brandywine's General Counsel by email to: **Legal.Notices@bdnreit.com** or by mail to Brandywine Realty Trust, 2929 Arch Street, Suite 1800, Philadelphia, PA 19104, Attention: General Counsel.
- **Cooperation with Investigations:** We expect that each vendor will cooperate with Brandywine in any investigation we may conduct regarding an allegation of inappropriate or unethical behavior involving either a Brandywine employee, officer or trustee or an employee of the vendor where the allegation involves Brandywine. Brandywine will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or has reported questionable behavior or a possible violation.
- **No Creation of Third-Party Rights:** This Code does not confer, nor will it be deemed to confer, any rights on the part of third parties, including any third-party beneficiary rights. For example, no employees of any vendor will have any rights against the Company by virtue of this Code, nor will such employees have any rights to cause the Company to enforce any provisions of this Code. The decision with respect to any such actions is reserved by the Company in its sole discretion.
- **Modifications to the Code:** Brandywine reserves the right to reasonably change the requirements of this Code and, in such an event, expects vendor to accept such reasonable changes.
- **Questions about this Code:** Please direct any questions regarding this Code to Brandywine's General Counsel at **Legal.Notices@bdnreit.com**.