

# ASX Announcement

24 May 2016

## **Brookfield Prime Property Fund (ASX: BPA) Personal Trading Policy**

In accordance with Listing Rule 12.10, attached is an updated Personal Trading Policy for Brookfield Prime Property Fund.

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For more information please contact:

**Brookfield Customer Service**

Ph: 1800 570 000

Email: [clientenquiries@au.brookfield.com](mailto:clientenquiries@au.brookfield.com)

**Brookfield**

**PERSONAL TRADING POLICY**

**February 2015**

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## INTRODUCTION

This Personal Trading Policy (“this Policy”) applies to all directors, officers, and employees of Brookfield Asset Management Inc. (“Brookfield”), its wholly-owned subsidiaries, and certain publicly-traded controlled affiliates<sup>1</sup> (Brookfield Infrastructure Partners LP, Brookfield Property Partners LP and Brookfield Renewable Energy Partners LP) (“Controlled Affiliates”, and collectively with Brookfield and its wholly-owned subsidiaries, “we”, “us”, “our” or the “Company”).

Note that the activities of your spouse, partner and family members who live in the same dwelling as you (collectively, “Family Members”) are also subject to the restrictions set out in this Policy. You are responsible for ensuring compliance by your Family Members.

The objective of this Policy is to provide guidance on when it is permissible for directors, officers, and employees of the Company to trade in securities<sup>2</sup> for their personal accounts, when such actions are prohibited, and the protocol to be followed when personal trading is conducted. In all cases, this Policy is designed with a view to avoid the risk of situations arising whereby you and/or the Company could be harmed through damaged reputation or legal action.

**For the purposes of this Policy, your personal trading activities are considered to include your own trading activities and those of your Family Members, as well as activities in any other account(s) over which you and/or your Family Members have trading authority or exercise similar influence other than in the course of employment** (e.g. this Policy applies to your activities as the treasurer or investment officer of a charitable organization or foundation or acting as an informal investment advisor for relatives, friends or investment clubs).

This Policy applies not only during the course of your tenure with the Company, but also after the completion or termination of such service to the extent that you possess material non-public information (as defined below) at the time such service is completed.

If you have questions regarding the application of this Policy or about the best course of action in a particular situation, you should seek guidance from the Company’s internal legal counsel or compliance department (See [Appendix A](#)).

## CONSEQUENCES OF NON-COMPLIANCE

As is the case with policies of this nature, it is important to use common sense. If a securities trade becomes the subject of scrutiny, it will be viewed after the fact with the benefit of hindsight and may expose you to the risk that the trade was improper, either because a real or perceived conflict of interest existed, the trade violated securities laws, or otherwise. Before engaging in any trade, you should carefully consider how the trade may be construed with the benefit of hindsight.

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<sup>1</sup> These controlled affiliates of Brookfield may adopt this Policy or may maintain separate personal trading policies provided the provisions of such policies are consistent with the provisions of this Policy.

<sup>2</sup> “Securities” include, but are not limited to, common shares, preferred shares, notes, bonds, convertible securities, derivatives, and partnership and fund units.

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**Violations of this Policy can have severe consequences.**

If you (or a Family Member) trade contrary to what is permitted in this Policy, or fail to pre-clear a trade when required, you may be asked to cancel or reverse the trade and/or your trading privileges may be suspended for a specified amount of time. If required to reverse or cancel a trade, you (or a Family Member), would be responsible for any trading losses, while the Company reserves the right to compel you (or a Family Member) to forfeit any trading gains to the Company. A trading violation could also result in disciplinary action up to and including dismissal for cause, depending upon the severity of the violation.

Additionally, the criminal and civil consequences of violating securities laws (see page 3), such as the prohibitions on insider trading and “tipping”, or a failure to file an insider report on a timely basis, can be severe and may include sanctions, substantial jail terms and penalties of several times the amount of profits gained or losses avoided. The Company’s policy is that its directors, officers and employees must comply with all securities laws, so in addition to the legal consequences associated with breaching securities laws, the Company reserves the right to take its own actions.

**For your protection, the Company strongly encourages you and your Family Members to have your personal financial investments managed through blind trusts or by third party professional financial advisors who have full discretion over the investment decisions for the account.**

#### **APPLICATION OF THIS POLICY**

Directors, officers and employees of the Company are required to conduct personal trading activities in compliance with securities laws, Brookfield’s Code of Business Conduct and Ethics and this Policy.

This Policy is broadly divided into three parts:

Part I – requirements for all directors, officers and employees of the Company

Part II - requirements for directors (in addition to Part I); and

Part III - requirements for certain designated officers and employees, collectively known as “Covered Persons” (in addition to Part I).

There are three types of Covered Persons: Access Persons, Investment Access Persons and Insiders:

- “Access Persons” – means individuals who are categorized as such based on the definition of such term in the Brookfield Asset Management Private Institutional Capital Group Investment Adviser Compliance Manual, as may be amended from time to time. Access Persons are categorized as such by the Company in its sole discretion. If you are designated an Access Person, the Company will advise you of this;
- “Investment Access Persons” – means a subset of Access Persons who are actively involved in recommending or making investment decisions on an ongoing basis (e.g. investment team, Investment Committee). Investment Access Persons are categorized as such by the Company in its sole discretion. If you are designated an Investment Access Person, the Company will advise you of this; and

- “Insiders” – means employees who are not Access Persons but, in connection with their duties or as a result of physical location, have access to or are able to obtain material non-public information concerning investment activities of the Company. Insiders include all non-Access Person employees physically located in one of the Company’s global head offices. Please refer to the Brookfield website for the current list of global head offices.

The Company’s compliance department maintains a list of all Access Persons and Investment Access Persons. The Company’s legal department maintains a list of all Insiders. If you have any questions regarding your designation or which rules apply to you, you should seek guidance from the Company’s internal legal counsel or compliance department.

## COMMUNICATION AND REPORTING

Upon joining the Company, you will be provided with a copy of this Policy and will be asked to certify compliance with this Policy on an annual basis. You may also have ongoing internal or external reporting obligations, as noted in this Policy.

### PART I – GENERAL RULES APPLICABLE TO ALL DIRECTORS, OFFICERS AND EMPLOYEES

#### 1. Securities Laws

##### a) Insider Trading

As a rule, if you have “material” “non-public” information about any entity, and if you directly or indirectly through any person acting on your behalf, buy or sell securities of that entity before the information is public or no longer material, then you will have violated securities laws. Such trades are therefore not permitted under this Policy.

Information about an entity is “material” if a reasonable investor would consider the information important when deciding to buy, sell or hold that entity’s securities.

Information is “non-public” until it has been generally disclosed and adequate time has passed for the securities markets to digest the information.

Common examples of material non-public information include: (i) advance notice of changes in senior management; (ii) unannounced mergers or acquisitions; (iii) significant pending or threatened litigation; and (iv) non-public financial results.

If you are not sure whether information is material or non-public, consult with the Company’s internal legal counsel or compliance department for guidance before engaging in a transaction.

##### b) Tipping

“Tipping” arises when you disclose material non-public information about any publicly-traded entity to another person and that person either: (i) trades in a security related to the information that you provided; or (ii) provides the information to a third person who then makes

a trade in a related security. Tipping is a violation of law, even if you do not personally make a trade or otherwise benefit from disclosing the information. You are prohibited from disclosing material non-public information to others outside the Company, including relatives and friends. You should also refrain from discussing material non-public information with others within the Company unless they have a business need to know this information.

c) Trading Advice

If you have material non-public information about the Company or an entity with which the Company does business, or may do business with, or the Company has invested in, you are not permitted to give trading advice of any kind to anyone outside the Company, including relatives or friends, while in possession of that information.

d) Other Prohibited Transactions

- Hedging Transactions – You are prohibited from selling short public securities issued by Brookfield and its affiliates, including but not limited to securities of the issuers listed in Appendix B (“Brookfield Securities”), or buying or selling call or put options or other derivatives in respect of Brookfield Securities. You are also prohibited from entering into other transactions which have the effect of hedging the economic value of any direct or indirect interests in the Company’s common equity. This prohibition includes your participation in the Company’s long-term stock ownership plans unless such transactions are executed and disclosed in full compliance with all applicable regulations and have been previously approved by either the CEO or CFO of Brookfield (or, in the case of the securities of a Controlled Affiliate, the CEO or CFO of such affiliate), and if such officers deem appropriate, the Governance and Nominating Committee of the Board.
- Short-term Trading – You may not purchase or sell Brookfield Securities with the intention of reselling or buying them back in a relatively short period of time in the expectation of a rise or fall in the market price of the securities (as opposed to purchasing or selling Brookfield Securities as part of a long term investment program). Once purchased, a Brookfield Security must be held for at least 90 days from the date of the trade unless acquired pursuant to the exercise of rights under a stock option plan. Similarly, once sold, a Brookfield Security must not be repurchased for at least 90 days from the date of the trade unless acquired pursuant to a grant under an executive compensation plan.
- Pledging of Securities – Brookfield Securities must not be pledged as collateral for a loan unless such transactions are executed and disclosed in full compliance with all applicable regulations and have been previously approved by either the CEO or CFO of Brookfield (or, in the case of the securities of a Controlled Affiliate, the CEO or CFO of such affiliate), and if such officers deem appropriate, the Governance and Nominating Committee of the Board.
- “Phantom” Stock Options – The Company may, from time to time, establish so-called “phantom” option plans, where an individual may be eligible to receive a cash bonus based on the value of a stated number of the Company’s securities at any specified period of time. No individual may exercise entitlements under a “phantom” stock option plan during a blackout period.

- “Deferred Share Units” / “Restricted Share Units” – Although Deferred Share Units and Restricted Share Units of the Company (collectively, “Units”) are not technically securities, for reputational reasons Units are subject to all the same restrictions as the Company’s securities. Therefore, no individual may hedge against their Units or pledge their Units as collateral for a loan without the approval of the CEO or CFO of Brookfield (or, in the case of the securities of a Controlled Affiliate, the CEO or CFO of such affiliate). Additionally, ordinarily Units are valued for cash payment on the date an individual leaves the Company; however, Units will not be valued for cash payment while the Company associated with the Units is in a blackout period.

## 2. Insider Reporting

Certain directors, officers and employees of the Company may be considered “reporting insiders” under applicable securities laws (“Reporting Insiders”) and are required to file insider reports. In general, Reporting Insiders are persons who hold certain Company positions and those persons who both: (i) receive or have access, in the ordinary course, to material non-public information about the Company; and (ii) have the ability to exercise, directly or indirectly, significant power or influence over the business, operations, capital or development of the Company. This would generally include the boards of directors of our public entities and their CEO, CFO, Chief Operating Officer and others with similar levels of authority. Internal legal counsel maintains a list of all individuals who are considered Reporting Insiders for Brookfield and any Controlled Affiliates.

If you fall within the definition of a Reporting Insider, you must ensure that you comply with any applicable insider reporting requirements in respect of transactions in Brookfield Securities. A description of the relevant insider reporting guidelines is set out in [Appendix C](#).

### PART II – ADDITIONAL RULES APPLICABLE TO DIRECTORS

Transactions by non-employee directors and their Family Members in Brookfield Securities are permitted, provided that all such trades in Brookfield Securities do not occur during any applicable blackout periods and are “pre-cleared”. To pre-clear a trade in a Brookfield Security, a director must e-mail and receive approval from internal legal counsel. Approved transactions must be executed by the end of the second business day following the receipt of such approval. Internal legal counsel will determine whether a trade in a Brookfield Security requires an insider report to be filed, in which case the director will file an insider report in accordance with the guidelines set forth on [Appendix C](#).

Transactions in any securities other than Brookfield Securities are permitted without restriction for non-employee directors and these transactions do not need to be pre-cleared with the Company.

However, a director may, in the course of his or her directorship with Brookfield or its affiliates, come into contact with material non-public information regarding entities other than Brookfield and its affiliates, and it is incumbent upon the director to take due caution in their personal trading in such situations to ensure no securities laws are breached. A director should consult with the Company’s internal legal counsel if he or she encounters such situations.



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## PART III – ADDITIONAL RULES APPLICABLE TO COVERED PERSONS

### 1. Personal Trading

The following additional rules govern the personal trading of all Covered Persons:

#### a) Blind Trusts / Discretionary Accounts

All Covered Persons and their Family Members are permitted to enter into securities trades and are exempt from the pre-clearance obligations of this Policy if they are:

- done in a blind trust (i.e., a trust in which you (and/or a Family Member) are a beneficiary but for which you do not receive any reporting and have no knowledge regarding investments); or
- done in accounts managed on your (and/or a Family Member's) behalf by a third party financial advisor who has full discretion over investment decisions and for which no trading instructions are given other than customary general client investment objectives and similar information.

Reporting Insiders may not hold Brookfield Securities in blind trusts or accounts managed on their behalf by a third party financial advisor, due to insider reporting requirements.

#### b) Permitted Securities

Transactions by Covered Persons and their Family Members in the following types of securities ("Permitted Securities") are exempt from the pre-clearance requirements of this Policy, provided that such securities are not convertible, exchangeable or exercisable for or into Marketable Securities (as defined below):

- government securities, foreign or domestic;
- short-term instruments, such as certificates of deposit ("CDs") and guaranteed investment certificates, of financial intermediaries including life insurance companies and banks where these instruments are purchased for holding to maturity;
- bankers acceptances, bank CDs, repurchase agreements or commercial paper of non-financial institutions with a maturity of 180 days or less where these instruments are purchased for holding to maturity;
- purchases under DRIPs (discretionary DRIPs or stock purchase programs, however, must be pre-cleared in accordance with this Policy);
- open-end mutual funds (or the equivalent, including funds of funds);
- closed-end mutual funds;
- exchange-traded funds or "ETFs" (i.e., Holders, iShares, OPALS);
- non-equity options (i.e., index funds);
- foreign exchange securities (i.e., currency forwards);
- commodity futures (i.e., oil, corn and sugar); and
- insurance products in which underlying investment options are open-end mutual funds or ETFs.

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## 2. Brookfield Securities

### a) Trading in Brookfield Securities

Transactions by Covered Persons (and their Family Members) in Brookfield Securities are permitted, provided that all such trades in Brookfield Securities do not occur during any applicable blackout periods and are “pre-cleared”. If a Covered Person wishes to execute an order in Brookfield Securities, they must submit a request for pre-clearance through the Company’s automated trade approval system. Approved transactions must be executed by the end of the second business day following the receipt of such approval.

This Policy only applies to actual trades in Brookfield Securities. Pre-clearance and receipt of pre-approval for the exercise of stock options into Brookfield Securities by a Covered Person are outside the scope of this Policy. Rather these types of trades are governed by the Company’s stock option exercise procedures.

Specific approval is also not required for transactions in either Brookfield Securities that are: (i) non-volitional in nature, including mergers, recapitalizations, distributions-in-kind or similar transactions; or (ii) purchases that are part of a DRIP.

### b) Trading Blackout Periods in Brookfield Securities

Covered Persons and directors are not permitted to, directly or indirectly through any person acting on their behalf, buy or sell securities of the Company during a trading blackout period. Regular trading blackout periods generally commence at the close of business on the last business day of a quarter and end on the beginning of the first business day following the earnings call discussing the quarterly results.

Also, from time to time, other types of material non-public information regarding the Company (such as negotiations of mergers, acquisitions or dispositions) may be pending and not publicly disclosed. While such information is pending, special blackout periods may also be imposed on Covered Persons and directors. When the Company imposes a special trading blackout on a security, no Covered Person or director is permitted to trade in the blacked out security until the restriction has been lifted. Consult internal legal counsel or the compliance department for information on whether a blackout is in effect on one of the Company’s securities.

The prohibition on trading during a blackout period also applies to any securities issued pursuant to the Company’s automatic dividend reinvestment plan (“DRIP”). Covered Persons and directors may not make any election under the DRIP during a blackout period, including an election to enter into the DRIP or exit the DRIP. Covered Persons and directors seeking to participate in the DRIP must elect to enter into the DRIP during a non-blackout period and may only elect to exit the DRIP during a non-blackout period.

Although Covered Persons are prohibited from exercising stock options for cash during a blackout period, they are not prohibited from exercising stock options during a blackout period if such exercise results in them owning Company securities, since the “strike price” does not vary with the market but is fixed by the terms of the option agreement or the plan. Upon the acquisition of such securities, Covered Persons would then be subject to the applicable blackout

period. Notwithstanding the foregoing, Reporting Insiders may not exercise options during a blackout period for reputational reasons.

In certain very limited circumstances, Covered Persons and/or directors may be permitted to sell Company securities directly to the Company (or a Company entity, as applicable) during a blackout period, subject to a limitation that the price is not greater than the average closing price over the preceding 20 trading days, or to otherwise trade in such securities during a blackout period. These transactions will be permitted only in special circumstances and must be approved in advance by either the CEO or CFO of Brookfield (or, in the case of the securities of a Controlled Affiliate, the CEO or CFO of such affiliate).

### 3. Marketable Securities

All securities that are not: (i) Permitted Securities, or (ii) Brookfield Securities, are by definition “Marketable Securities”. Marketable Securities include, among others, stocks, warrants, rights, options, and corporate bonds and debentures.

The following additional rules govern the personal trading of Investment Access Persons, Access Persons and Insiders, respectively, in Marketable Securities:

#### a) Investment Access Persons

Effective March 2, 2015, Investment Access Persons and their Family Members<sup>3</sup> are **prohibited from conducting personal securities transactions in Marketable Securities at any time.**

Investment Access Persons and their Family Members must delegate any such activity to: (i) a blind trust; or (ii) a professional third party financial advisor who has full discretion over investment decisions and for which no trading instructions are given other than customary general client investment objectives and similar information.

An Investment Access Person may contact Brookfield’s compliance department to request an exemption **on behalf of his or her Family Member(s) only** to permit such Family Member(s) to trade in Marketable Securities, which, if granted, will be noted in the Investment Access Person’s file. The Company reserves the right not to approve an exemption request.

The following is a non-exhaustive list of factors that will be considered in determining whether to grant an exemption:

- (a) A Family Member is employed or otherwise affiliated with an issuer of Marketable Securities (e.g. a Family Member is employed by a bank and seeks to trade in securities issued by the bank or its affiliates).

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<sup>3</sup> A Family Member whose primary occupation is in professional investment management or securities trading is permitted to trade if he or she is conducting such transactions on behalf of non-Family Member third parties (alongside a limited amount of the Family Member’s own funds) in such capacity and is not subject to the preclearance or reporting requirements of this Policy.

- (b) A Family Member invests his or her funds in Marketable Securities for themselves as the primary source of his or her income, or on behalf of others (e.g., the spouse of an Investment Access Person is involved with managing his or her parents' estate).

In receiving an exemption, an Investment Access Person will be required to certify periodically to the Company that the Investment Access Person: (i) has not shared any securities information with the Family Member trading in Marketable Securities; and (ii) has no involvement in the trading of Marketable Securities by the Family Member.

In the event that an exemption is granted under (b) above, an Investment Access Person must pre-clear all personal trades in Marketable Securities made by an exempt Family Member and provide copies of account statements for the accounts in which such trades are made. Approved transactions must be executed by the end of the second business day following the receipt of such approval. Securities in connection with an initial public offering or private placement also require pre-clearance, approval for which will be granted or denied within 24 hours of the request being submitted and may involve an additional request for information from Brookfield's internal legal counsel or compliance department.

Investment Access Persons and/or their Family Members may have ownership positions in Marketable Securities that predate March 2, 2015, joining the Company, and/or becoming an Investment Access Person. In addition, subsequent to March 2, 2015, Investment Access Persons and/or their Family Members may receive gifts or bequests of Marketable Securities. All such holdings of Marketable Securities must be disclosed to the compliance department as soon as practicable, if they have not been disclosed already, so that they may be recorded as grandfathered Marketable Securities. Should the Investment Access Person or a Family Member want to sell one of these grandfathered Marketable Securities, pre-clearance approval must be sought through the Company's automated trade approval system. Approved transactions must be executed by the end of the second business day following the receipt of such approval.

b) Access Persons / Insiders

Transactions in Marketable Securities may be permitted for Insiders and Access Persons (and their Family Members) who are not Investment Access Persons in certain instances. To transact in Marketable Securities, an Insider or Access Person must submit a request for pre-clearance (either on their own behalf or on behalf of a Family Member) through the Company's automated trade approval system. In addition, Insiders and Access Persons (and their Family Members) may not purchase securities in connection with an initial public offering or private placement without first seeking pre-clearance through the Company's automated trade approval system.

A trade request will be approved or denied within 24 hours of the request being submitted and additional information may be required by the Company's internal legal counsel or compliance department prior to a decision being made. Approved transactions must be executed by the end of the second business day following receipt of approval. (e.g., if a trade request is approved on a Monday then the trade must be executed by close of business on Wednesday)

As with Brookfield Securities, specific approval is not required for transactions in Marketable Securities that are: (i) non-volitional in nature, including mergers, recapitalizations, distributions-in-kind or similar transactions; or (ii) purchases that are part of a DRIP.

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In certain situations, including where there is a conflict or perceived conflict between positions held or being acquired by the Company and those held by any Covered Person (or their Family Member), the Covered Person (or Family Member) who holds Marketable Securities may not be permitted to sell a security when pre-clearance for the sale is requested. When this is the case, such restriction could be in place for an indeterminate period of time. In the event a restriction is in place, the Company is not responsible for any losses that may be incurred by the delay.

#### 4. Internal Reporting Obligations

##### a) Blind Trusts / Discretionary Accounts

All Covered Persons and their Family Members are exempt from internal reporting obligations of this Policy if they are done in a blind trust or accounts managed by a third party financial advisor who has full discretion over investment decisions and for which no trading instructions are given other than customary general client investment objectives and similar information.

However, if requested by Brookfield's compliance department, Covered Persons (and their Family Members) must identify and provide account statements within 10 days of such request.

##### b) Other Accounts

Access Persons are required to identify all of their Reportable Accounts (as defined in Appendix D) on the Company's automated trade approval system so that trading activities in those accounts can be monitored and the Company can ensure that an Access Person has made trades in Brookfield Securities in accordance with this Policy, and that no trades have been made in Marketable Securities unless an exemption has been granted.

Access Persons must identify their Reportable Accounts within 10 days of being notified of such designation. Statements for each Reportable Account must be provided to the compliance department initially when an individual becomes an Access Person, and on an ongoing basis within 30 days of the quarter. Access Persons are required to notify the compliance department when a Reportable Account is opened or closed. Access Persons may be asked to facilitate the provision of statements directly from the financial institution to the compliance department. Investments that are not held through a broker must be reported to the compliance department prior to any initial investment, or becoming an Access Person, and annually thereafter.

Insiders (and their Family Members) are not required to report on their trading activities on an ongoing basis. However, if requested by Brookfield's compliance department, an Insider must identify all Reportable Accounts of the Insider and his or her Family Members and provide statements of each Reportable Account to the Company within 10 days of such request.

Covered Persons will be required to certify annually that they, and their Family Members, have conformed to the requirements of this Policy.

**APPENDIX A**  
**LEGAL AND COMPLIANCE CONTACT INFORMATION**

**Legal**

Brookfield Asset Management

A.J. Silber

Vice President, Legal Affairs

[aj.silber@brookfield.com](mailto:aj.silber@brookfield.com)

416-359-8598

Brookfield Infrastructure Partners

Michael Ryan

Senior Vice President and Counsel

[michael.ryan@brookfield.com](mailto:michael.ryan@brookfield.com)

+ 61 2 9692 2810

Brookfield Property Partners

Michelle Campbell

Vice President, Counsel

[michelle.campbell@brookfield.com](mailto:michelle.campbell@brookfield.com)

212-417-7514

Brookfield Renewable Energy Partners

Jennifer Mazin

Senior Vice President and General Counsel

[jennifer.mazin@brookfield.com](mailto:jennifer.mazin@brookfield.com)

416-369-3369

**Compliance**

Ronald Fisher-Dayn

Regulatory Counsel and Chief Compliance Officer

[ronald.fisher-dayn@brookfield.com](mailto:ronald.fisher-dayn@brookfield.com)

212-978-1763

**APPENDIX B  
ASSOCIATED COMPANIES AND ENTITIES**

The following is a non-exhaustive list of the issuers of Brookfield Securities:

Acadian Timber Corp.  
 Ainsworth Lumber Co. Ltd.  
 Brookfield Advantage Fund L.P.  
 Brookfield Asset Management Inc.  
 Brookfield Canada Office Properties  
 Brookfield DTLA Fund Office Trust Investor Inc.  
 Brookfield Global Infrastructure Securities Fund  
 Brookfield Global Listed Infrastructure Income Fund Inc.  
 Brookfield High Income Fund  
 Brookfield High Yield Strategic Income Fund  
 Brookfield Incorporações S.A.  
 Brookfield Infrastructure Partners L.P.  
 Brookfield Investments Corporation  
 Brookfield Mortgage Opportunity Income Fund Inc.  
 Brookfield Property Partners L.P.  
 Brookfield Property Split Corp.  
 Brookfield Real Estate Services Inc.  
 Brookfield Renewable Energy Partners L.P.  
 Brookfield Renewable Power Preferred Equity Inc.  
 Brookfield Residential Properties Inc.  
 Brookfield Select Opportunities Income Fund  
 Brookfield Total Return Fund, Inc.  
 CWC Well Services Corp.  
 General Growth Properties, Inc.  
 Norbord Inc.  
 Partners Value Fund Inc.  
 Partners Value Split Corp.  
 Rouse Properties, Inc.  
 Wilmington Capital Management Inc.

## APPENDIX C INSIDER REPORTING GUIDELINES

### ***Reporting Insiders***

Under the insider reporting rules, reporting insiders of a reporting issuer (“Reporting Insiders”) must file insider reports upon becoming a Reporting Insider and upon any change in their holdings of securities of the reporting issuer. In general, these reporting requirements are intended to apply to persons who both (i) receive or have access, in the ordinary course, to material undisclosed information about the reporting issuer and (ii) have the ability to exercise, directly or indirectly, significant power or influence over the business, operations, capital or development of the reporting issuer. This would generally include the boards of directors of our public entities and their CEO, CFO, Chief Operating Officer, Senior Managing Partners and others with similar levels of authority. Brookfield’s internal legal counsel or the internal legal counsel for a Controlled Affiliate, as applicable, maintains a list of all individuals who are considered Reporting Insiders.

### ***Insider Reporting***

A person who becomes a Reporting Insider must file an insider report within **10 calendar days** (or shorter period if prescribed by the regulations) of becoming a Reporting Insider. In addition, a Reporting Insider must also file an insider report when there is any change in their holdings of securities of the reporting issuer within **five calendar days** (or shorter period if prescribed by the regulations) of the change.

In the insider report, a Reporting Insider must report not only their direct holdings of securities of the reporting issuer, but any indirect beneficial ownership of securities, as well as securities of reporting issuer over which they exercise control or direction. Under the insider reporting rules, beneficial ownership passes on the day of the trade, not the day of settlement. An insider report must include not only all publicly-traded securities of the issuer held by the Reporting Insider, whether they be voting or non-voting, debt, equity and trust units, but also related financial instruments which include the grant, exercise or expiry of any options and deferred or restricted share units related to these securities.

Insider reports should be filed electronically through the System for Electronic Disclosure (SEDI). The consequences for failure to file in a timely manner or filing a report that contains information that is materially misleading may include late filing fees; the Reporting Insider being identified as a late filer on a public database of late filers maintained by certain securities regulators; the issuance of a cease trade order that prohibits the Reporting Insider from trading in securities of the applicable reporting issuer or any reporting issuer until a specified period of time has elapsed or enforcement proceedings.

It is the personal responsibility of each Reporting Insider to ensure that the required insider reports are filed in a timely fashion. The Company’s internal legal counsel can assist you with the filing of these reports.

All Senior Managing Partners and directors of Brookfield are required to report to Brookfield’s internal legal counsel any trades of Brookfield Securities within two (2) business days so that appropriate insider reports can be filed.



## **APPENDIX D REPORTABLE ACCOUNTS**

A “Reportable Account” is an account over which the Covered Person has investment discretion, influence or control, and in which the Covered Person may benefit from profits in the account, other than:

- Any account in which transactions are effected only pursuant to an automatic investment plan;
- Any account which holds only bank certificates of deposit, bankers’ acceptances, commercial paper, direct obligations of the Government of the United States, money market funds, and open ended mutual funds (not managed by the Company).

Reportable Accounts, as defined above, may include:

- Personal brokerage accounts (including, but not limited to: individual and joint accounts, 401(k)s, RSPs, IRAs, UGMAs, RESPs, TFSA, LIRAs, Keogh Plans, trusts, family limited partnerships, guardianship or conservatorships accounts);
- Accounts of Family Members living in the same dwelling as you;
- Investment club accounts;
- Accounts for business interests outside of the Company;
- Accounts for which you are a trustee or for which you have discretionary authority; and
- Employer sponsored retirement accounts if they are self-directed or if they hold securities other than open-end mutual funds (i.e., profit sharing and 401(k)s). This includes the Company’s 401(k) plan.

Reportable Accounts, as defined above, do not include:

- Accounts managed by a professional third party financial advisor who has full discretion over investment decisions and for which you do not provide any trading instructions;
- A blind trust in which you are a beneficiary but for which you do not receive any reporting and have no knowledge regarding the investments in the account;
- Accounts in which you are permitted to hold only open-end mutual funds (i.e. 529 savings plans and accounts held directly with a mutual fund Company); and
- Insurance products only if the underlying investment options are mutual funds or exchange-traded funds.