



## *CODE OF BUSINESS CONDUCT AND ETHICS*

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This amended and restated code of business conduct and ethics (the “**Code**”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but sets out basic principles to guide all trustees, directors, managers, officers and employees of WPT Industrial Real Estate Investment Trust (the “**REIT**”) and its subsidiaries, as well as all managers, officers and employees of WPT Capital Advisors, LLC (the “**Asset Manager**”) (as asset manager of the REIT) whose work involves matters relating to the REIT (collectively, “**WPT Personnel**”). All WPT Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. For clarity, this Code does not apply to managers, officers and employees of the Asset Manager whose work does not involve matters relating to the REIT, nor shall it be deemed to restrict any activities that may otherwise be permitted pursuant to that certain non-competition and non-solicitation agreement dated April 26, 2013 among the REIT, WPT Industrial, LP and the Asset Manager.

If a law conflicts with a policy in this Code, WPT Personnel must comply with the law. If a local custom or policy conflicts with this Code, WPT Personnel must comply with this Code. If you have any questions about these conflicts, you should ask a senior officer of the REIT how to handle the situation. Any questions regarding the Code should be addressed to the General Counsel of the REIT ([mcimino@wptreit.com](mailto:mcimino@wptreit.com)).

WPT Personnel who violate the standards in this Code will be subject to disciplinary action, up to and including termination of their employment or other relationship with the REIT, its subsidiaries or the Asset Manager (collectively, the “**WPT Entities**”). If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described below under “**Compliance Procedures**”.

### **1. The Code**

#### **A. Compliance with Laws, Rules and Regulations (including Insider Trading Laws and Disclosure)**

Obedying the law, both in letter and in spirit, is the foundation on which the WPT Entities’ ethical standards are built and is critical to our reputation and continued success. All WPT Personnel must respect and obey the laws of the various jurisdictions in which the WPT Entities operate and avoid even the appearance of impropriety. Although not all WPT Personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from senior management or other appropriate personnel. The REIT’s General Counsel is

available to assist WPT Personnel in determining applicable legal requirements and to seek the advice of legal counsel where appropriate.

WPT Personnel are required to comply with the REIT's Disclosure and Confidential Information Policy, its Insider Trading Policy and all other policies and procedures applicable to them that are adopted by the REIT from time to time.

WPT Personnel must cooperate fully with those (including the Chief Financial Officer and the General Counsel) responsible for preparing reports filed with the securities regulatory authorities and all other materials that are made available to the investing public to ensure those persons are aware in a timely manner of all information that is required to be disclosed. WPT Personnel should also cooperate fully with the independent auditors in their audits and in assisting in the preparation of financial disclosure.

## **B. Conflicts of Interest**

WPT Personnel are required to act with honesty and integrity and to avoid or fully disclose any interest, relationship or activity that may be harmful or detrimental to the REIT's best interests or that may give rise to real, potential or the appearance of a conflict of interest with the interests of the WPT Entities.

A "conflict of interest" exists when a person's private interests interfere in any way with the interests of the REIT. A conflict of interest can arise when WPT Personnel take actions or have interests that may make it difficult for them to perform their work for the REIT objectively and effectively. Conflicts of interest also may arise when WPT Personnel or members of their families receive improper personal benefits as a result of their positions with a WPT Entity.

Conflicts of interest are prohibited as a matter of policy, except as may be approved by the board of trustees of the REIT. Conflicts of interest may not always be clear-cut. If you have a question, you should consult with your supervisor or department head. Any WPT Personnel who become aware of a conflict or potential conflict should bring it to the attention of a supervisor and consult the procedures described below under "Compliance Procedures".

## **C. Confidentiality**

WPT Personnel must maintain the confidentiality of confidential information entrusted to them by any WPT Entity and persons with whom the WPT Entities do business, except when disclosure is authorized under the REIT's Disclosure and Confidential Information Policy or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to any WPT Entity or the person to whom it relates if disclosed. The obligation to preserve the confidentiality of confidential information continues even after WPT Personnel cease to have a relationship with the WPT Entities.

WPT Personnel who have access to confidential information are not permitted to use or share that information for trading purposes or for any other purpose except the conduct of the WPT Entities' business. All WPT Personnel should read and abide by the REIT's Disclosure and Confidential Information Policy.

#### **D. Corporate Opportunities**

WPT Personnel are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or positions without the consent of the REIT's board of trustees and from using trust or corporate property, information or positions for improper personal gain. No WPT Personnel may compete with any of the WPT Entities directly or indirectly. WPT Personnel owe a duty to each WPT Entity to advance its legitimate interests when the opportunity to do so arises.

#### **E. Protection and Proper Use of WPT Entity Assets**

All WPT Personnel should endeavor to protect WPT Entity assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the profitability of the WPT Entities. Any suspected incident of fraud or theft should be reported immediately to the General Counsel of the REIT ([mcimino@wptreit.com](mailto:mcimino@wptreit.com)) for investigation.

The obligation of WPT Personnel to protect the assets of the WPT Entities includes the WPT Entities' proprietary information. Proprietary information includes any information that is not known generally to the public or would be helpful to competitors of any of the WPT Entities. Examples of proprietary information include intellectual property (such as trade secrets, patents, trademarks and copyrights), business, marketing and service plans, designs, databases, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate WPT Entity policy and could be illegal and result in civil or criminal penalties. The obligation to preserve the confidentiality of proprietary information continues even after WPT Personnel cease to have a relationship with the WPT Entities.

WPT Entity assets may never be used for illegal purposes.

#### **F. Competition and Fair Dealing**

The WPT Entities seek to excel and to outperform any competitors fairly and honestly through superior performance and not through unethical or illegal business practices. Taking proprietary information without the owner's consent, inducing disclosure of that information by past or present employees of other persons or using that information is prohibited. WPT Personnel should respect the rights of, and deal fairly with, the WPT Entities' competitors and persons with whom the WPT Entities have a business relationship. No WPT Personnel should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of proprietary information, misrepresentation of material facts or any other intentional unfair-dealing practice. Nor should any WPT Personnel act in a manner that may be anti-competitive under anti-trust laws. The REIT's General Counsel ([mcimino@wptreit.com](mailto:mcimino@wptreit.com)) is available to assist WPT Personnel in determining the application of those laws and to seek the advice of legal counsel where appropriate.

#### **G. Gifts and Entertainment**

Business gifts and entertainment are customary courtesies designed to build goodwill and constructive relationships among business partners. These courtesies may include such things as

meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, accommodation and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when these courtesies compromise, or appear to compromise, a WPT Entity's ability to make fair and objective business decisions or to gain an unfair advantage.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. In particular, any gift with a value greater than \$1,000 must be disclosed to the REIT's General Counsel ([mcimino@wptreit.com](mailto:mcimino@wptreit.com)). Periodically, the REIT's General Counsel will report to the board of trustees of the REIT on such gifts disclosed to the General Counsel. These guidelines apply at all times and do not change during traditional gift-giving seasons.

No gift or entertainment should ever be offered, given, provided, authorized or accepted by any WPT Personnel or their family members unless it is consistent with customary business practices, is not excessive in value, cannot be construed as a bribe or payoff and does not violate any laws. Strict rules apply when a WPT Entity does business with governmental agencies and officials (as discussed in more detail below). WPT Personnel should discuss with their supervisor or department head any gifts or proposed gifts about which they have any questions.

## **H. Payments to Government Personnel**

All WPT Personnel must comply with all laws prohibiting improper payments to domestic and foreign officials. Other governments have laws regarding business gifts that may be accepted by government personnel. The promise, offer or delivery to an official or employee of various governments of a gift, favour or other gratuity in violation of these laws would not only violate the WPT Entities' policies but could also be a criminal offence. Illegal payments should not be made to government officials of any country. The REIT's General Counsel ([mcimino@wptreit.com](mailto:mcimino@wptreit.com)) can provide guidance to WPT Personnel in this area.

## **I. I. Discrimination and Harassment**

The diversity of WPT Personnel is a tremendous asset. The WPT Entities are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Violence and threatening behavior are not permitted. WPT Personnel are encouraged to speak with their supervisor or Human Resources when a co-worker's conduct makes them uncomfortable and to report harassment when it occurs.

## **J. Health and Safety**

The WPT Entities strive to provide all WPT Personnel with a safe and healthy work environment. All WPT Personnel have responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions to a supervisor or department head. Being under the influence, and the possession, of illegal drugs in the workplace will not be tolerated. WPT

Personnel should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol.

## **K. Accuracy of Records and Reporting**

The WPT Entities require honest and accurate recording and reporting of information of the REIT to make responsible business decisions. The REIT's accounting records are relied upon to produce reports for management, trustees, managers, securityholders, governmental agencies and persons with whom the REIT does business. All of the REIT's financial statements and the books, records and accounts on which they are based must appropriately reflect the REIT's activities and conform to applicable legal, accounting and auditing requirements and to the REIT's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless required by applicable law or regulation.

All WPT Personnel have a responsibility, within the scope of their positions, to ensure that the REIT's accounting records do not contain any false or intentionally misleading entries. The REIT does not permit intentional misclassification of transactions as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

Many WPT Personnel use business expense accounts, which must be documented and recorded accurately. If WPT Personnel are not sure whether a certain expense is legitimate, a supervisor or department head can provide advice. General rules and guidelines are available from the REIT's Chief Financial Officer ([dheieie@wptreit.com](mailto:dheieie@wptreit.com)).

Business records and communications often become public through legal or regulatory proceedings or the media. WPT Personnel should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including e-mail, informal notes, internal memos and formal reports.

### **2. Waivers of the Code**

Any waiver of this Code for trustees or officers may be made only by the trustees (or a committee of the board of trustees to whom that authority has been delegated) and will be promptly disclosed as required by law or stock exchange regulation.

### **3. Reporting and Illegal or Unethical Behavior**

Each of the WPT Entities has a strong commitment to the conduct of its business in a lawful and ethical manner. WPT Personnel are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the WPT Entities not to allow retaliation for reports of misconduct by others made in good faith. It is, at the same time, unacceptable to file a report knowing that it is false. All WPT Personnel are expected to cooperate in internal investigations of misconduct.

#### 4. Compliance Procedures

All WPT Personnel must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that the WPT Entities have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will help you to focus on the specific question you are faced with and the alternatives you have. Use your judgement and common sense - if something seems like it might possibly be unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from internal resources. In the rare case where it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, discuss it locally with your "two-up". If that is not appropriate for any reason, contact the REIT's General Counsel ([mcimino@wptreit.com](mailto:mcimino@wptreit.com)) or the REIT's Chief Financial Officer ([dheieie@wptreit.com](mailto:dheieie@wptreit.com)).
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the extent possible. The WPT Entities do not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

### Receipt of Code of Business Conduct and Ethics

I have received a copy of the Code of Business Conduct and Ethics (the “**Code**”) of WPT Industrial Real Estate Investment Trust (the “**REIT**”) and acknowledge that I have read and understand its contents. I understand my obligation to comply with the Code, and my obligation to report to appropriate REIT personnel any and all suspected violations of the Code. I understand that the REIT expressly prohibits any director, officer or employee from retaliating against any other such person for reporting suspected violations of the Code. I am familiar with all resources that are available if I have questions about specific conduct, REIT policies, or the Code.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_