

# PHILLIPS EDISON GROCERY CENTER REIT I, INC.

## CODE OF ETHICS

*Amended and Restated October 4, 2017*

### **I. Covered Persons/Purpose of this Code**

This Code of Ethics (the “Code”) for Phillips Edison Grocery Center REIT I, Inc. and its subsidiaries (the “Corporation”) applies to the board of directors, officers, and all employees of the Corporation and its subsidiaries (collectively, the “Covered Persons”), for the purpose of promoting:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that a registrant files with, or submits to, the Securities and Exchange Commission (“SEC”) and in other public communications made by the Corporation;
- compliance with applicable laws and governmental rules and regulations;
- the prompt internal reporting of violations of this Code to an appropriate person or persons identified in this Code; and
- accountability for adherence to this Code.

### **II. Conflicts of Interest**

Covered Persons should be scrupulous in avoiding conflicts of interest with regard to the interests of the Corporation. A “conflict of interest” occurs when a Covered Person’s private interest in any material respect interferes with the interests of, or his service to, the Corporation. For example, a conflict of interest would arise if a Covered Person, or a member of his family, receives improper personal benefits as a result of his position with the Corporation.

The following list provides examples of prohibited conflicts of interest under this Code, but Covered Persons should keep in mind that these examples are not exhaustive. The overarching principle is that the personal interest of a Covered Person should not be placed improperly before the interest of the Corporation.

When acting on behalf of the Corporation, each Covered Person must:

- not use his personal influence or personal relationships improperly to influence business decisions or financial reporting by the Corporation whereby the Covered Person would benefit personally to the detriment of the Corporation;
- not cause the Corporation to take action, or fail to take action, for the individual personal benefit of the Covered Person to the detriment of the Corporation; and

- report any conflicts of interest as they arise.

Additionally, federal securities laws now prohibit personal loans to directors and executive officers by the Corporation.

In order to avoid situations in which a conflict of interest involving a Covered Person may result in an improper benefit, all transactions involving a conflict of interest of an officer or director must be approved by a majority of the Board of Directors (including a majority of the Independent Directors) not otherwise interested in the transaction as fair and reasonable to the Corporation and on terms not less favorable to the Corporation than those available from unaffiliated third parties. Conflicts of interest may not always be clear-cut, so if an officer or director has a question, he or she shall promptly bring it to the attention of the Compliance Officer of this Code or the Chairman of the Audit Committee of the Board of Directors of the Corporation. Examples of potential conflicts of interest include:

- service as a director on the board of any other business organization;
- the receipt of non-nominal gifts, which for the purpose of this Code is any gift having a value greater than \$250.00;
- the receipt of entertainment from any company with which the Corporation has current or prospective business dealings, including investments in such companies, unless such entertainment is reasonable in cost, appropriate as to time and place, and not so frequent as to raise any questions of impropriety; or
- any ownership interest in, or any consulting or employment relationship with, any of the Corporation's unaffiliated service providers.

The Corporation encourages civic, charitable, educational and political activities as long as they do not interfere with the performance of the duties of an officer or director of the Corporation. Each officer or director shall contact the Audit Committee of the Board of Directors before agreeing to participate in any civic or political activities that are likely to unduly interfere with the performance of his or her duties as an officer or director of the Corporation.

### **III. Confidentiality**

Covered Persons shall maintain the confidentiality of confidential information entrusted to them by the Corporation or parties with which the Corporation transacts business, except when disclosure is authorized by the Compliance Officer of this Code or the Chairman of the Audit Committee or required by laws, regulations or legal proceedings. Whenever feasible, Covered Persons should consult with the Compliance Officer of this Code or the Chairman of the Audit Committee if they believe they have a legal obligation to disclose confidential information. Confidential information includes all material non-public information, and all other material information the disclosure of which would reasonably be expected to be harmful to the Corporation or parties with which the Corporation transacts business, including, without limitation, information that would reasonably be expected to (i) be of use to competitors of the Corporation, (ii) have an adverse effect on the Corporation's business relationships or otherwise adversely affect the reputation or perception of the Corporation in the business, financial, investment or real estate community, (iii) impair the value of any of the Corporation's assets, or (iv) expose the Corporation to legal claims, regulatory actions or other forms of liability. Covered Persons shall not share confidential information with anyone outside of the Corporation, including family and friends, or with employees, officers and directors who do not need to know the information to carry out

their duties. Covered Persons remain under an obligation to keep all confidential information confidential even if their relationship with the Corporation ends.

#### **IV. Recordkeeping**

All of the Corporation's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Corporation's transactions and must conform both to applicable legal requirements and to the Corporation's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and authorized by the Audit Committee of the Board of Directors. Records should always be retained or destroyed according to the Corporation's record retention policies.

#### **V. Fair Dealing**

We seek competitive advantages through superior client service, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Covered Persons must disclose prior to or at their time of hire the existence of any employment agreement, non-compete or non-solicitation agreement, confidentiality agreement or similar agreement with a former employer that in any way restricts or prohibits the performance of any duties or responsibilities of their positions with the Corporation. Copies of such agreements should be provided to the general counsel of the Corporation to permit evaluation of the agreement in light of the officer's position. In no event shall a Covered Person use any trade secrets, proprietary information or other similar property, acquired in the course of his or her employment with another employer, in the performance of his or her duties for or on behalf of the Corporation.

#### **VI. Protection and Proper Use of the Corporation's Assets**

All Covered Persons shall protect the Corporation's assets and ensure their efficient and proper use. Theft, carelessness, and waste have a direct impact on the Corporation's profitability. All Corporation assets should be used for legitimate business purposes. Corporation assets may not be used for personal benefit, sold, loaned, given away or disposed of without proper authorization. Permitting Corporation property to be damaged, lost or used in an unauthorized manner is strictly prohibited. Covered Persons shall not use corporate or other official stationary for personal purposes.

#### **VII. Foreign Corrupt Practices Act**

The United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to foreign government officials or foreign political candidates in order to obtain, retain or direct business. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by a Covered Person or an agent acting on his/her behalf, to a foreign official, foreign political party or official thereof or any candidate for a foreign political office for the purpose of influencing any act or decision of such foreign person or inducing such person to use his influence or in order to assist in obtaining or retaining business for, or directing business to, any person.

Covered Persons are also prohibited from offering or paying anything of value to any foreign person if it is known or it should have been known that all or part of such payment will be used for the above-described prohibited actions. This provision includes situations when intermediaries, such as affiliates or agents, are used to channel payoffs to foreign officials.

## **VIII. Disclosure and Compliance**

Each Covered Person should:

- not knowingly misrepresent, or cause others to misrepresent, facts about the Corporation to others, whether within or outside the Corporation, including to the Corporation's directors and auditors, and to governmental regulators and self- regulatory organizations;
- to the extent appropriate within his area of responsibility, consult with other officers and employees of the Corporation with the goal of promoting full, fair, accurate, timely and understandable disclosure in the reports and documents the Corporation files with, or submits to, the SEC and in other public communications made by the Corporation; and
- promote compliance with the standards and restrictions imposed by applicable laws, rules and regulations.

## **IX. Accountability**

Each Covered Person must:

- upon adoption of this Code (or thereafter as applicable, upon becoming a Covered Person), affirm in writing to the Corporation that he has received, read, and understands this Code;
- annually thereafter affirm to the Corporation that he has complied with the requirements of this Code;
- not retaliate against any other Covered Person or any employee of the Corporation for reports of potential violations that are made in good faith; and
- notify the Compliance Officer of this Code, the General Counsel, or the Chairman of the Audit Committee promptly if he knows of any material violation of this Code.

## **X. Accounting Complaints**

The Corporation's policy is to comply with all applicable financial reporting and accounting regulations applicable to the Corporation. If any Covered Person of the Corporation has concerns or complaints regarding questionable accounting or auditing matters (including, but not limited to, knowingly providing any false or misleading representation to an auditor) which in any way affects the Corporation, then he or she is encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) to the Compliance Officer of this Code, the General Counsel, or the Chairman of the Audit Committee of the Board of Directors in accordance with the Whistleblower Policy of the Corporation.

## **XI. Reporting any Illegal or Unethical Behavior**

Covered Persons are encouraged to talk to other officers about observed illegal or unethical behavior and, when in doubt, about the best course of action in a particular situation. Officers and directors who are concerned that violations of this Code have occurred or may occur or that other illegal or unethical conduct by other officers or directors of the Corporation has occurred or may occur should

contact (anonymously, confidentially or otherwise) the Compliance Officer of this Code or the Chairman of the Audit Committee of the Board of Directors.

## **XII. Administration and Violations of this Code of Ethics**

This Code shall be administered and monitored by this Code's Compliance Officer who shall be appointed by the Audit Committee of the Board of Directors. The Compliance Officer will handle the Corporation's day-to-day compliance matters, including:

- receiving, reviewing, investigating and resolving concerns and reports on the matters described in this Code;
- providing guidance on the meaning and application of this Code; and
- reporting periodically and as matters arise (if deemed necessary by the Compliance Officer) to management and the Audit Committee of the Board of Directors on implementation and effectiveness of this Code and other compliance matters and recommending any updates or amendments to this Code that he / she deems necessary.

Any questions and further information on this Code should be directed to the Compliance Officer.

Covered Persons are expected to follow this Code at all times. Generally, there should be no waivers of this Code. For members of the Board of Directors and executive officers, the Audit Committee of the Board of Directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from or amendments to this Code. Any such waiver from or amendment to this Code applicable to or directed at the Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer or persons performing similar functions shall be disclosed as required by the rules promulgated under the Securities Exchange Act of 1934 and other applicable law.

## **XIII. Other Policies and Procedures**

This Code shall be the sole code of ethics adopted by the Corporation for purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the applicable rules and regulations thereunder. Insofar as other policies or procedures of the Corporation govern or purport to govern the behavior or activities of the Covered Persons who are subject to this Code, they are superseded by this Code to the extent that they conflict with the provisions of this Code.

## **XIV. Confidentiality of Reports & Records**

All reports and records prepared or maintained pursuant to this Code will be considered confidential and shall be maintained and protected accordingly. Except as otherwise required by law or regulation or this Code, such matters shall not be disclosed to anyone other than the Board and the Audit Committee.

## **XV. Internal Use**

This Code is intended solely for the internal use by the Corporation and does not constitute an admission, by or on behalf of the Corporation, as to any fact, circumstance or legal conclusion.