



COUSINS PROPERTIES

CODE OF BUSINESS CONDUCT

Last Revised: April 24, 2018

COUSINS PROPERTIES INCORPORATED  
AMENDED AND RESTATED  
CODE OF BUSINESS CONDUCT AND ETHICS

**I. Introduction**

Cousins Properties Incorporated (together with its subsidiaries and controlled affiliates, “Cousins” or the “Company”) seeks at all times to conduct our business with the highest standards of honesty and integrity and in compliance with all applicable laws, rules and regulations and our internal policies.

This Amended and Restated Code of Business Conduct and Ethics (the “Code”) governs the business decisions made and actions taken by our directors, officers and employees. *All references in this Code to “employees” should be understood to include all employees, officers and directors of Cousins Properties Incorporated, its subsidiaries and/or any affiliate controlled by the same, unless the context requires otherwise.* We also expect the consultants and independent contractors we retain generally to abide by this Code or by similar principles of honest and highly ethical conduct. This Code has been adopted by our Board of Directors (the “Board”) and is designed to comply with all regulatory and exchange requirements for establishing a code of ethics.

The Code is an expression of our fundamental core values, which are as follows:

- **Integrity:** We are guided by the principles of integrity and professionalism for every point of contact in our professional and personal lives.
- **Service Excellence:** We believe deeply in providing superior service at the highest level of courtesy and promptness to our internal and external customers.
- **Diversity:** We value and embrace diversity in the backgrounds, cultures, interests and experiences within our organization.
- **Empowerment:** We empower our teammates to encourage one another, celebrate accomplishments and have a passion for professional development.
- **Community Involvement:** We believe in an obligation to give back through dedication of time and leadership by our associates within their communities.
- **Innovation:** We believe persistent innovation in design, service and operations can differentiate our properties from the competition.

These core values and the other standards of conduct in this Code provide general guidance for resolving a variety of legal and ethical questions for our employees. However, while the specific provisions of this Code attempt to describe certain foreseeable circumstances and to state our employees’ obligations in such event, it is impossible to anticipate all possibilities. Therefore, in

addition to compliance with the Code and applicable laws, rules and regulations, our employees are expected to observe the highest standards of business and personal ethics in the discharge of their assigned duties and responsibilities.

## II. Obligations of Employees, Officers and Directors

The integrity, reputation and profitability of the company ultimately depend upon the individual actions of our employees. As a result, each such individual is personally responsible and accountable for the following:

- **Read and understand the Code.** Employees are expected to read and understand this Code and comply fully with both the letter and spirit of the principles and procedures described herein and in the other policies and procedures that govern our compliance efforts.

To ensure understanding of the Code and its application, employees are encouraged to discuss any questions regarding this Code, including its scope and application, with their supervisors or any of the following: the Chief Executive Officer, the President, the Chief Financial Officer or the General Counsel (each, an “Executive Officer”).

- **Follow the Code.** Employees must act in accordance with this Code. The Company may periodically require employees to participate in ethics training and/or to provide written certification of their compliance with the Code.

All leaders must help their teams understand that ***business performance is never more important than ethical business conduct.***

- **Report known or possible violations of the Code.** If an employee becomes aware of known or possible instances of non-compliance with this Code, he or she must report such instances (i) to his or her supervisor, (ii) to any member of the internal audit or human resources team; (iii) to any Executive Officer or the Chairperson of the Audit Committee of the Board of Directors (anonymously or otherwise), as appropriate; or (iv) through any other complaint/grievance procedure then in place.

**In addition, all known or possible instances of non-compliance may be reported anonymously using the Company’s ethics hotline at [www.cousins.ethicspoint.com](http://www.cousins.ethicspoint.com) or by calling toll-free 1-877-888-0002.** This ethics hotline is an independent, professional reporting service retained by the Company to assist with receiving reports of compliance concerns and suspected violations, and it is available 24 hours a day, 7 days a week.

Officers and directors who are concerned that violations of this Code may have occurred, or that other illegal or unethical conduct by other officers or directors of the Company has occurred or may occur should contact (anonymously, confidentially or otherwise) the General Counsel or the Chairman of the Audit Committee, except as otherwise authorized by law.

- **Not retaliate in connection with reports of possible violations of the Code.** We will not tolerate any retaliation or threat of retaliation against any employee, officer, director or other person who makes a report of good faith concerns regarding potential violation of the Code or our other policies and procedures. Concerns regarding potential retaliation should be immediately reported as a possible violation of the Code.

This Code is in addition to any other Company policies, including the Employee Handbook (which may be revised, updated and supplemented from time to time and is made available to our employees on our intranet portal), and/or applicable agreements. This Code is not intended to reduce or limit other obligations that employees may have to the Company. The information and policies contained in this Code and the Employee Handbook are subject to change and we expressly reserve the right to modify or terminate any policies or procedures whether or not described in this Code or the Employee Handbook at any time.

### **III. Compliance Procedures**

This Code has been approved by the Board, which has designated the Audit Committee as the sub-group responsible for administration of this Code.

#### **A. Administration**

The Board has also directed the General Counsel and the internal audit personnel to handle the Company's day-to-day compliance matters regarding the Code, including:

- Establishing procedures for review, training and certification of the Code by employees and officers;
- Receiving, reviewing, investigating and resolving concerns and reports on the matters described in the Code;
- Providing guidance on the meaning and application of the Code;
- Reporting periodically and as matters arise to management and the Audit Committee on implementation and effectiveness of the Code and other compliance matters; and
- Reporting periodically on recommended updates or amendments to the Code as deemed necessary or advisable by the General Counsel or outside legal advisors.

#### **B. Modifications or Amendments**

This Code may be amended or modified by the Board in its sole discretion, subject to the disclosure and other provisions of the Securities and Exchange Act of 1934, and the rules of the New York Stock Exchange ("NYSE"); provided, however, that the Chief Executive Officer, in his or her sole discretion, may make non-substantive modifications without the necessity of prior approval of the Board or its committees. Following any such amendment or modification, the General Counsel shall be responsible for providing appropriate communication and training to employees, officers and

directors, in addition to public disclosure of any amendment to this Code by means of one of the methods described in the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”).

### **C. Waivers**

Any waiver of a provision of this Code for our employees requires the written approval of the General Counsel. Any waiver of this Code for our directors, Executive Officers or other Designated Officers may be made only by our Board or an appropriate committee of our Board, and will be disclosed to the public as required by law or the rules of the NYSE. For purposes of this paragraph, “Designated Officers” means the Company’s principal executive officer, principal financial officer, principal accounting officer or controller and any other officer who is an “executive officer” as defined in the rules and regulations of the SEC and/or NYSE. Waivers may be granted only as permitted by applicable law and in extraordinary circumstances.

With respect to any waiver or approval required herein to be provided by the General Counsel, each such waiver or approval may also be granted by the Chief Executive Officer.

### **D. Consequences of Non-Compliance**

Violations of our Code not only damage our Company’s reputation – they may also be illegal. Punishments for misconduct can be severe, including financial penalties, criminal convictions and exclusion from government programs. Employees who fail to follow the provisions of this Code or any of our other policies or procedures will be considered to be acting outside the scope of their employment and thus will be subject to disciplinary action, up to and including termination.

### **E. Investigation Process**

We will investigate all reports made pursuant to this Code, and in any such investigation we will respect the rights of all involved parties and observe principles of fairness and dignity. Upon receipt of a report, we will initiate an investigation, collect information, analyze the findings and determine appropriate steps to address or resolve any issues that have been identified in accordance with the provisions of this Code and other applicable Company policies. All reports made by employees will be treated in strict confidence and will only be disclosed to the extent necessary or advisable to conduct the investigation and take any remedial action, or as otherwise required by applicable law. Employees must not interfere in our investigation into any reported conduct, nor should they engage in their own fact-finding. All employees are expected to cooperate upon request in our investigation into reported conduct.

### **F. Prohibition on Retaliation**

We will not tolerate retaliation against any employee who, in good faith, reports a possible violation or other concern regarding this Code or our other policies and procedures. Acting in “good faith” means that you provide all of the information you have and believe that you are giving a sincere and complete report. We are committed to ensuring that our employees have the ability to raise concerns or report misconduct without fear of retribution. Accordingly, individuals who take action against a person for making a report or participating in an investigation in good faith will be subject to disciplinary action, up to and including termination. In the event of a

concern regarding potential retaliation, the employee having such concern should report it immediately using any of the available reporting avenues.

#### **IV. STANDARDS OF CONDUCT**

##### **A. Honest and Ethical Conduct and Fair Dealing**

We are committed to ensuring that our employees and other representatives represent our services in a fair and honest manner, exhibiting the highest standards of honest and ethical conduct. All promotional materials (*e.g.*, advertising, labeling and literature) and public statements must be truthful and non-misleading.

No employee or representative should ever misstate facts or create misleading impressions, including by omission of information necessary to make a statement fair and balanced. This applies to our services as well as the services of our competitors. All express or implied claims, comparisons and/or testimonials must be true, accurate and complete.

No employee should take unfair advantage of another person through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts or any other unfair dealing practice. Whenever the ethical or legal requirements of a situation are unclear, employees should contact their supervisors or the General Counsel.

##### **B. Financial Records and Periodic Reports**

Accurate and reliable records are crucial to our business. As such, we require honest and accurate recording and reporting of information, including in reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company. All of our employees must ensure that we maintain accurate books and records and financial documents, engage in appropriate document retention practices (the Company's policy on document retention is maintained on our employee intranet portal), follow established internal controls and provide prompt and accurate answers to our investor disclosure requirements.

In support of our commitment, we have, among other measures, (i) designed and implemented disclosure controls and procedures (within the meaning of applicable SEC rules) and (ii) required the maintenance of accurate and complete records, the prohibition of false, misleading or artificial entries on its books and records, and the full and complete documentation and recording of transactions in our accounting records. In addition to performing their duties and responsibilities under these requirements, all employees involved in our SEC reporting process, including the Executive Officers, will establish and manage the Company's reporting systems and procedures with due care and diligence to ensure that:

- Reports filed with or submitted to the SEC and other public communications contain information that is full, fair, accurate, timely and understandable and do not misrepresent or omit material facts.
- Business transactions are properly authorized and completely and accurately

recorded in all material respects on the our books and records in accordance with generally accepted accounting principles and our established financial policies.

- Appropriate measures are taken to protect the confidentiality of our non-public information and the non-public information of third parties with which we are entrusted.
- Retention or disposal of Company records is in accordance with applicable legal and regulatory requirements.

Company records include any and all paper or electronic files that are maintained in the normal course of business, which include (but are not limited to) customer order / billing information, contracts, payroll records, time and attendance records, travel and expense reports, accounting and financial data, emails and performance information. All company records must be complete, accurate and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited.

### **C. Conflicts of Interest and Corporate Opportunities**

We recognize and respect the right of our employees to engage in outside activities which they may deem proper and desirable, provided that employees fulfill their obligations to act in the best interests of the Company and to avoid situations that present a potential or actual conflict between their interests and the Company's interests.

A "conflict of interest" occurs when a person's private interest interferes, or even appears to interfere, in any way with the interests of the company as a whole. A conflict can arise when an employee or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company.

Where there is a real or perceived conflict of interest involving a director, an Executive Officer or a Designated Officer, the matter should be referred to the Chair of the Audit Committee. For our directors and Executive Officers, our policy is that conflicts of interest should be avoided, except as approved by the Audit Committee. In the case of directors and Executive Officers, conflict of interest transactions may also be subject to public reporting, pursuant to the rules of the SEC, as a related party transaction.

Employees and directors also owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. Employees and directors are prohibited from (i) taking for themselves personally any actual or potential opportunities that are discovered through the use of corporate property, information or position, (ii) using corporate property, information or position for actual or potential personal gain and/or (iii) competing with the Company, unless the General Counsel has confirmed in writing that the Company has an interest in the opportunity.

## **D. Compliance with Laws, Rules and Regulations, Including Anti-Bribery and Insider Trading**

We are committed to conducting our business with honesty and integrity and in compliance with all applicable laws, rules and regulations. No employee shall engage in any unlawful or unethical activity or instruct others to do so, for any reason.

As part of our compliance policies, including our gift and entertainment policy (which is available to employees on our intranet portal), we have provided our employees with certain guidelines and principles which reflect our dedication to ensuring full compliance with all anti-bribery and corruption laws and regulations. These policies include the following:

- Our employees and representatives may not directly or indirectly offer payments (or anything else of value such as gifts) whether to a government official or any other person to make that individual or the entity they represent act in a manner that will assist us in obtaining or retaining or securing any improper business advantage. We seek competitive advantages only through superior performance and never through unfair practices.
- We will not pay excessive travel or entertainment expenses on behalf of a government official or other person, as such payments could be considered bribes.
- In addition, all exchanges of gifts or social amenities are only acceptable when based on a clear business purpose and within the bounds of good taste. No such activities should be of a type which could embarrass or harm the reputation of the Company.
- As noted above, accurate books and records are required; falsifying records to conceal a bribe is not only prohibited, it might be a criminal offense.

In addition, our employees are strictly prohibited from engaging in any act or omission that may result in a violation of any applicable anti-corruption, kickback or similar law or regulation. The Company does not tolerate the provision or acceptance of any improper payments or advantages in relation to its business.

Employees and directors are required to comply with the insider trading laws which make it unlawful for any person who has material non-public information about the Company to trade the stock or other securities of the Company or to disclose such information to others who may trade, as well as our insider trading policy, which is available to employees through our intranet portal. Any questions regarding the Company's insider trading policy should be directed to the General Counsel.

## **E. Confidentiality**

In carrying out the Company's business, employees may access confidential information, data and documents and become aware of information about the Company, its investors, other employees, customers, prospective customers or other third parties that is not generally known to the public. This includes, bids, quotations, technologies, concepts, business strategies and plans, financial data, employment arrangements and other confidential sensitive information. It is the duty of every employee not to use or disclose this information improperly or in a way that

could be detrimental to the interests of the Company or its co-venturers, partners, customers, suppliers or investors.

Employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. We also require that our employees exercise caution in communicating or transmitting confidential information, especially electronically, due to the security and access concerns regarding email communications. Sensitive information of the Company should only be discussed with those employees who need to know the information to perform their functions for the Company. Further, Company documents should be managed and maintained pursuant to all applicable document management policies. Our employees' obligations to preserve confidentiality continue even after their employment with us terminates.

In addition to the above, all employees should refer to the policies set forth in the Company's Confidential Information Policy, which is available to employees through the Company's intranet portal.

If an employee has any questions regarding whether information in his or her possession is confidential, or whether disclosure or other use of information is permissible, he or she should consult the General Counsel.

#### **F. Equal Employment Opportunity and Harassment**

Our focus in personnel decisions is on merit and contribution to the Company's success. Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set for ourselves. The Company affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. Our objective is to provide a work environment free of discrimination and harassment based on gender, race, color, national origin, age, religion, marital status, disability, sexual orientation or veteran status.

We do not tolerate (and do not tolerate our representatives engaging in) discrimination, unlawful harassment, hate-related behaviors, threats of workplace violence or other conduct or actions that have a direct or indirect discriminatory or other harmful effect. Every employee is expected to be sensitive to and aware of any behaviors or situations that could be interpreted as violating that policy and is responsible for taking steps to correct any such behavior or stop any such actions. Any complaints alleging harassment or other discriminatory conduct should be made in the same manner as other violations of this Code are to be handled in a timely manner.

#### **G. Protection and Proper Use of Company Assets**

All employees should protect the Company's assets and ensure their efficient use. Company assets include, but are not limited to, confidential information, software, computers, office equipment and other supplies. All employees must appropriately secure all company property within his or her control to prevent its unauthorized use. All Company assets should be used for legitimate business purposes only. Company employees shall make sure that any use of Company assets that is not solely for the benefit of the Company is approved beforehand through the General Counsel. In addition, all employees shall follow the guidelines and requirements of the

employee Handbook as it relates to use of Company's assets.

#### **H. Political Contributions; Political Activities**

We encourage our employees to contribute to the community and to fully participate in local and national political processes. However, there are certain ethical guidelines for doing so. It is important that our employees' individual political activities be kept separate from Company political activities. If an employee chooses to participate in activities of a political nature, then such employee must make clear that such activities are his or her own and not implicitly or explicitly endorsed by the Company.

Any Company contribution that could be a political donation requires the review and pre-approval of the General Counsel. In addition, when permitted by law and authorized by the Chief Executive Officer, the Company may express its views through designated spokespersons on specific issues that are important to the Company's business and may make contributions to, or otherwise support, candidates to elective office.