

Code of Conduct for Senior Financial Officers

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1. INTRODUCTION

This Code of Ethics (this “**Code**”) of Brixmor Property Group Inc. (the “**Company**”) applies to the principal executive officer and all senior financial officers of the Company, including the principal financial officer, the principal accounting officer or controller and persons performing similar functions (each a “**Covered Officer**”). This Code includes standards reasonably designed to deter wrongdoing and to promote (1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interests between personal and professional relationships, (2) full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “**SEC**”) and in other public communications made by the Company, (3) compliance with applicable governmental laws, rules and regulations, (4) the prompt internal reporting of violations of this Code and (5) accountability for adherence to this Code. Each Covered Officer must conduct him/herself according to these standards and seek to avoid even the appearance of improper behavior. Covered Officers are also bound by the provisions in the Company’s Code of Business Conduct and Ethics, which supplements and is in addition to this Code.

If a law conflicts with a policy in this Code, a Covered Officer must comply with the law. If a Covered Officer has any questions about these conflicts or this Code, he or she should consult with the Company’s General Counsel.

2. HONEST AND ETHICAL CONDUCT

Each Covered Officer must always conduct him/herself in an honest and ethical manner. Each Covered Officer must act with the highest standards of personal and professional integrity and not tolerate others who attempt to deceive or evade responsibility for actions. All actual or apparent conflicts of interest between personal and professional relationships must be handled honestly, ethically and in accordance with the standards specified in this Code.

The Company respects the rights of each Covered Officer to manage their personal affairs and investments and does not wish to intrude upon their personal lives. At the same time each Covered Officer must act in the best interests of the Company and avoid situations that present a potential or actual conflict between their interests and the interests of the Company.

A “**conflict of interest**” exists when a person’s private interest interferes or appears to interfere in any way with the interests of the Company. A conflict situation can arise when a Covered Officer takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when a Covered Officer or members of his or her immediate family, receive improper personal benefits as a result of his or her position in or with the Company.

Conflicts of interest may not always be clear cut. If a Covered Officer knows of any transaction or relationship that reasonably could be expected to give rise to such a conflict (whether the transaction involves that Covered Officer or another Covered Officer), that Covered Officer must disclose the situation as described in Section 5 of this Code. A Covered Officer should also disclose any actual or apparent conflicts of interest between personal and professional relationships involving any management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

3. FULL, FAIR, ACCURATE, TIMELY AND UNDERSTANDABLE DISCLOSURE

Each Covered Officer is responsible for full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company. In order to fulfill such obligation, each Covered Officer must:

1. Assist in the careful review of drafts of reports and documents the Company is required to file with, or submit to, the SEC before they are filed, or submitted, and Company press releases or other public communications before they are released to the public, with particular focus on disclosures each Covered Officer does not understand or agree with and on information known to the Covered Officer that is not reflected in the report, document, press release or public communication.
2. Assist in the maintenance of accurate books and records to fully, fairly and accurately reflect the Company's financial information and reporting of transactions.
3. Assist in the preparation of the Company's financial statements and other financial information included in filings with or submissions to the SEC and in other public communications in accordance with generally accepted accounting principles and in a manner that fairly presents in all material respects the financial condition, results of operations and cash flows of the Company.
4. Comply with the Company's disclosure controls, policies and procedures as in effect from time to time, which have been designed to ensure that the information required to be disclosed by the Company in filings with or submissions SEC is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and to ensure that such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.
5. Promptly bring to the attention of the Disclosure Committee or a member thereof any material information of which a Covered Officer may become aware that affects the disclosures made by the Company in its public filings, any material information that may assist the Disclosure Committee in fulfilling its responsibilities, matters that a Covered Officer feels could compromise the integrity of the Company's financial reports or disagreements on accounting matters.
6. Never take, directly or indirectly, any retaliatory action of any kind against employees who make, in good faith, allegations of violations of this Code.
7. Never take, directly or indirectly, any action intended to coerce, manipulate, mislead or fraudulently influence the Company's independent auditors in the performance of their audit or review of the Company's financial statements.
8. Always act with the highest standards of personal and professional integrity, honesty, good faith and due care, exercising at all times the best possible independent judgment.

4. COMPLIANCE WITH APPLICABLE GOVERNMENTAL LAWS, RULES AND REGULATIONS

Compliance with applicable governmental laws, rules and regulations, both in letter and in spirit, is one of the foundations on which this Company's ethical standards are built. Each Covered Officer must understand and take responsibility to comply with the governmental laws, rules and regulations of the cities, states and countries in which the Company operates. For example, it is critical that each Covered Officer understand the governmental laws, rules and regulations applicable to disclosures the Company is required to make in its periodic reports and otherwise. Although a Covered Officer may not know the details of all these laws, rules and regulations, it is important to know enough to determine when to seek advice from the General Counsel or other appropriate personnel.

5. REPORTING OF VIOLATIONS OF THIS CODE

If a Covered Officer believes that actions have taken place, may be taking place or could potentially take place that violate or would or could potentially violate this Code, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls, the Covered Officer must immediately bring this matter to the attention of the Company's General Counsel and/or the Chairman of the Company's Audit Committee. A Covered Officer must also promptly bring to the attention of the General Counsel and/or the Chairman of the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof. Each Covered Officer should consult with the Company's General Counsel when in doubt about the best course of action in a particular situation.

The Company would prefer that any Covered Officer identify themselves to facilitate any investigation of any report or incident. However, a Covered Officer may elect to remain anonymous. Anonymous submissions may be made as described above or through the Company's Accounting Complaint Hotline. The Company will use reasonable efforts to protect the identity of any Covered Officer who reports potential misconduct and any retaliation for reports of misconduct by others made in good faith will not be tolerated. Indeed, any employees, officers or directors who engage in retaliation are subject to discipline, up to and including termination, and potentially, civil and/or criminal liability. The Company will also use reasonable efforts to protect the identity of the person about or against whom an allegation is brought, unless and until it is determined that a violation has occurred. Any person involved in any investigation in any capacity of a possible misconduct must not discuss or disclose any information to anyone outside of the investigation unless required by law or when seeking his or her own legal advice, and is expected to cooperate fully in any investigation.

Any use of these reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of this Code.

6. ACCOUNTABILITY FOR ADHERENCE TO THIS CODE

Each Covered Officer will be held accountable for adherence to this Code. Those who violate the standards in this Code will be subject to disciplinary action, up to and including a discharge from the Company and, potentially, civil liability and criminal prosecution.

7. WAIVERS FROM OR CHANGES TO THIS CODE

Any waiver, including an implicit waiver, from this Code for a Covered Officer will be promptly disclosed as required by law or regulation. Any change to this Code will also be promptly disclosed as required by law or regulation.

8. ADMINISTRATION

Board of Directors. The Board of Directors, through the Nominating and Corporate Governance Committee, will help ensure this Code is properly administered. The Nominating and Corporate Governance Committee will be responsible for the periodic review of the compliance procedures in place to implement this Code and will recommend clarifications or necessary changes to this Code to the Board for approval.

Covered Officers. Each Covered Officer is responsible for reviewing this Code and ensuring they have signed the attached certification. Each Covered Officer is also responsible for the diligent review of practices and procedures in place to help ensure compliance with this Code.

Effective Date: October 29, 2013