

Pennsylvania Real Estate Investment Trust
Code of Business Conduct and Ethics
For Non-Employee Trustees

This Code of Business Conduct and Ethics applies to all non-employee Trustees of Pennsylvania Real Estate Investment Trust (the “Company”) and their immediate family members, controlled entities and other affiliates. Any waiver of the requirements and prohibitions contained in this Code must be pre-approved by the Company’s Nominating and Governance Committee and must be promptly disclosed to the Company’s shareholders.

I. Conflicts of Interest

A basic principle of ethical business conduct requires each non-employee Trustee of the Company to support the Company’s business activities both on and off the job. One important way to satisfy this responsibility is to ensure that the Company’s business dealings are never influenced by – or even appear to be influenced by – the personal interests of its non-employee Trustees.

1. It is recognized that non-employee Trustees may have close personal friends or family who represent or work for the Company’s current and prospective clients, tenants, competitors, suppliers, vendors, contractors or subcontractors. When business situations require interaction with such individuals, non-employee Trustees must make a special effort to separate the personal from the business aspects of the relationship.
2. A Conflict of Interest occurs when a non-employee Trustee uses service for the Company or any confidential information received through service for the Company in a manner that could result in direct or indirect personal financial gain. In addition, circumstances that even suggest the appearance of impropriety must be carefully avoided; and non-employee Trustees must recognize those situations in which they should disqualify themselves from participating in business transactions.
3. The Company believes that it is important to have non-employee Trustees on its Board of Trustees who have experience in the real estate industry apart from their service on the Company’s Board. Accordingly, the Company recognizes that it would not be practicable or desirable in all circumstances to prevent its non-employee Trustees from having relationships with the Company’s competitors, clients, tenants, suppliers, vendors, contractors or subcontractors. However, the Company requires that its non-employee Trustees disclose any such material relationship to the Company’s Nominating and Governance Committee for its consideration of whether such relationship compromises the ability of the non-employee Trustee to perform his or her service to the Company.

4. From and after July 30, 2002, no non-employee Trustee may obtain any personal loan from, or have any of his or her personal obligations guaranteed by, the Company.

II. Corporate Opportunities

Non-employee Trustees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Accordingly:

1. No non-employee Trustee of the Company shall use Company property, information or position for personal gain, or shall take for his or herself personally opportunities of potential interest to the Company that are discovered or otherwise become available through the use of Company property, information or position.
2. The Company believes that it is important to have non-employee Trustees on its Board of Trustees who have experience in the real estate industry apart from their service on the Company's Board. Accordingly, the Company recognizes that it would not be practicable or desirable in all circumstances to prevent its non-employee Trustees from competing with the Company. However, as soon as a non-employee Trustee of the Company obtains actual, personal knowledge that an entity with which the non-employee Trustee is affiliated is engaged or intends to engage in an activity that is competitive with the Company, the non-employee Trustee shall disclose such activity to the Nominating and Governance Committee for its consideration of whether such activity compromises the ability of the non-employee Trustee to perform his or her service to the Company.

III. Confidentiality

Non-employee Trustees may, from time to time, be placed in a position of trust and confidence in which they receive or contribute to the creation of confidential and/or proprietary information relative to the operations of the Company and its current and prospective competitors, clients, tenants, suppliers, vendors, contractors or subcontractors. Because the markets in which the Company conducts its business activities are extremely competitive, the Company's continued success in these markets depends directly on its ability to protect such confidential and/or proprietary information from unauthorized use or disclosure to others. Accordingly, no non-employee Trustee shall use or disclose any confidential and/or proprietary information except as may be reasonably necessary in the ordinary course of business, as approved by the President or General Counsel of the Company or required by applicable law, rule or regulation. This rule applies during service with the Company and after service with the Company has ended.

1. The use or disclosure of confidential and/or proprietary information in violation of this Code may result in termination of service as a Trustee with the Company, in accordance with the Company's trust agreement and by-laws. Further, violators may be held personally liable for any damages resulting from a breach of confidentiality, regardless of whether the breach occurs during service or after service has ended.

2. Confidential and/or proprietary information includes, but is not limited to, the following information regarding the Company and/or its current or prospective competitors, clients, tenants, suppliers, vendors, contractors and subcontractors: business, marketing, legal and accounting methods, policies, plans, procedures, strategies and techniques; information concerning earnings and methods for doing business; research-and-development projects, plans and results; trade secrets and technical information; the names and addresses of employees, current and prospective clients, tenants, suppliers, vendors, contractors and subcontractors; client and tenant lists; pricing, credit and financial information; payroll data and personnel information; and any other data or information that is not known generally by and/or readily accessible to the public.
3. No non-employee Trustee shall discuss any confidential and or proprietary information in elevators, hallways, restaurants or any other public place where such discussion may be overheard by others. Further, all incoming calls or other inquiries received from members of the communications media concerning the Company's business activities must be referred to the President of the Company or the Investor Relations Department in the corporate office in Philadelphia.
4. All files, records, documents, drawings, specifications, computer printouts, software, equipment, and similar items relating to the business of the Company, regardless of who prepared them or who has possession of them, remain the exclusive property of the Company. Upon termination of service, whether by the Company or by the non-employee Trustee, regardless of the reason, any and all files, records, documents, drawings, specifications, computer printouts, and other writings which relate to or reflect confidential and/or proprietary information of the Company, regardless of where they were kept or prepared, must be returned to the Company and no copies of any such materials may be retained by the non-employee Trustee (except for copies of personal payroll and benefit information and personal file copies of records of meetings).

IV. Fair Dealing

1. All non-employee Trustees of the Company shall endeavor to deal fairly with the Company's current and prospective clients, tenants, competitors, suppliers, vendors, contractors and subcontractors.
2. In dealing with current and prospective clients, tenants, competitors, suppliers, vendors, contractors and subcontractors, no non-employee Trustee of the Company shall take unfair advantage of anyone through misrepresentation, manipulation, or concealment of material information, abuse of privileged information or any other unfair-dealing practice.

V. Protection and Use of Company Assets

1. No non-employee Trustee of the Company shall use any Company asset for any purpose other than legitimate business purposes.

2. No non-employee Trustee of the Company shall use Company assets in a careless or wasteful manner.

VI. Compliance with Laws

1. All non-employee Trustees of the Company shall comply with all laws, rules and regulations applicable to actions taken with respect to the Company.
2. All non-employee Trustees of the Company shall comply with the Company's Code of Business Conduct and Ethics: Policy on Selective Disclosure of and/or Use of Inside Information.
3. All non-employee Trustees promptly shall report any known violation of applicable laws, rules and regulations, including this Code of Business Conduct and Ethics, with respect to the Company, to the Company's General Counsel or Nominating and Governance Committee. The Company will not tolerate or permit retaliation for compliance with this reporting requirement.

VII. Enforcement

1. The Company's Nominating and Governance Committee is responsible for making determinations and recommending action to the Board of Trustees with respect to violations of this Code.
2. Violations of this Code may result in disciplinary action, including, without limitation, recusal from applicable matters, loss of status as an "independent" Trustee, termination of service in accordance with the Company's trust agreement and by-laws or any other penalty deemed appropriate by the Nominating and Governance Committee and approved by the Board of Trustees.

* This Code shall be made available on the Company's website and, upon request, in print.