

THE CODE OF BUSINESS CONDUCT AND ETHICS

As most recently adopted by the Board of Directors on September 17, 2015 and effective December 1, 2015.

CONTENTS

- AVALONBAY'S CORE VALUES** 3
 - Applicability of Code 3
 - What AvalonBay Expects of You 3
 - Building AvalonBay 5
 - Grow Sustainable Communities 6

- COMPLIANCE WITH THE CODE** 7
 - Reporting Violations 7
 - Resolution of Concerns 7
 - Who To Call 7
 - Non-Retaliation 8
 - Disciplinary Action 8
 - Guidance, Waivers, Administration, and Accountability 8

- COMPONENTS OF THE CODE OF BUSINESS CONDUCT AND ETHICS** 9
 - Employment Practices** 9
 - Treatment of Employees and Others 9
 - Equal Employment Opportunity 9
 - Non-Discrimination and Harassment-Free Workplace 9
 - Fraternization 10
 - Hiring of Family Members 10

 - Disclosure and Internal Controls** 10
 - Fraud Policy 10
 - Accuracy of Records and Quality of Public Disclosures 11

 - Confidentiality and Data Privacy** 11
 - Confidential and Non-Public Information 11
 - Media Relations 12
 - Customer and Data Privacy 12
 - Protection of Intellectual Property 12

 - Conflicts of Interest** 12
 - Business Opportunities and Use of Company Assets 13
 - Involvement with Vendors 13
 - Tips, Gifts, and Entertainment 14
 - Outside Employment or Positions 15
 - Political Activities and Dealings with Government Officials 15
 - Civic, Charitable, and Business Solicitation 15
 - Personal Investments 16
 - Loans 16

 - Trading in Company Securities 16
 - Locating Company Policies 17

 - Employee Acknowledgement 18
 - Employee Acknowledgement: Conflict of Interest Disclosure 19

AVALONBAY'S CORE VALUES

AvalonBay is a values-driven organization. That means that our values guide our business decisions and are an integral part of how we conduct ourselves. We know that our Company's reputation, built on years of business practices governed by integrity, honesty and fair dealing, is vital to the value of the AvalonBay brand and is a critical asset. Our reputation not only affects how customers view us, but how we, the employees, officers and members of the Board of Directors, feel about being a part of this Company.

OUR PURPOSE is to *Create a Better Way to Live*

OUR CORE VALUES are:

- Commitment to Integrity
- Spirit of Caring
- Focus on Continuous Improvement

OUR CULTURAL NORMS are:

- We Collaborate
- We Excel
- We Innovate
- We are thoughtful and thorough
- We act like owners
- We show appreciation

At AvalonBay, we pursue our Purpose with our Core Values and Cultural Norms in mind.

In addition to upholding our Core Values and the ethical guidelines described within this Code, you are also expected to comply with any laws or government regulations that apply to your part of the business, as well as any other policies that AvalonBay may implement and communicate to you at any time.

Applicability of Code

This Code of Business Conduct and Ethics ("Code") applies to all associates, including officers and, except where the context clearly provides otherwise, members of the Board of Directors. For convenience, we use the term "**Employees**" in this code to refer to all associates, including officers, and also to members of our Board of Directors. When we refer to laws, we are referring to all applicable statutes, laws and regulations, including the rules of the New York Stock Exchange or any other exchange on which the Company's securities trade. The Code does not affect an individual's ability to exercise his or her constitutional, statutory or other protected rights.

What AvalonBay Expects of You

All Employees are expected to conduct themselves in an ethical manner and protect the assets and the reputation of AvalonBay at all times. Participating in fraudulent or illegal activity is unacceptable; knowing about such activity and not reporting it is also unacceptable. It takes years to develop a reputation for honesty and fair dealing and very little time for the actions of a few to destroy it. We should each be on guard to not only protect but enhance AvalonBay's reputation.

This is especially important for those associates who live onsite. The relationship we share with our residents is personal, and is built on them viewing AvalonBay as a Company that they can respect and trust. The trust bestowed upon each of us by our residents and colleagues is broad, and the consequences of abusing that trust can be severe and long-lasting. You are required to conduct yourself at all times in a manner that is consistent with the Core Values of the Company.

At AvalonBay, we are often in a fast paced environment that requires us to make decisions quickly. It would be impossible to write a policy for every situation that you might encounter. So rather than list a specific set of rules, this Code of Business Conduct and Ethics, along with our Core Values and, for associates, our Associate Handbook, is designed to give you a standard of behavior that must be followed in all of our business dealings or relationships. You must use your own good judgment, along with the Code, to make the right decisions. If you are faced with a difficult ethical decision, ask yourself the following questions:

- Does this action support our core values and cultural norms?
- Am I acting with genuine kindness and concern for others?
- Would I like to see other companies in our industry make my action a standard practice?
- How would I feel if my action was reported on the front page of the local newspaper or on the nightly news?
- How would our customers or shareholders view AvalonBay if they knew its Employees behaved this way?
- How would I feel if I had to explain my action to my spouse? My parents? My children?

In other words, you must always ask yourself, “Am I doing the right thing?”

You must follow and comply with all laws, legal rules and regulations that apply to our business. If you have any questions about the legality of an action, contact the Legal Group in the Arlington corporate office.

Supervisors and managers, by virtue of their positions of authority, must be ethical role models for all Employees and demonstrate the highest standards of integrity in all dealings with customers, suppliers and the community at large. An equally important responsibility is to ensure the associates they supervise are committed to making good ethical decisions.

Ethical leadership includes both fostering a work environment that encourages Employees to voice concerns or otherwise seek assistance if faced with potentially compromising situations.

After reading this Code, if you are still uncertain about the right decisions, look to your supervisor, Human Resources, Legal, or Internal Audit. Never do something that you think might violate this Code. You always have someone who can help you make the right decision.



Timothy J. Naughton
Chairman and CEO

Building AvalonBay

At AvalonBay, we're driven by a bold purpose: **CREATING A BETTER WAY TO LIVE**. We do this by providing distinctive apartment living experiences and contributing to the vitality of local communities. It's important work, and we all have a role to play in bringing our purpose to life.

Our culture is special and sets us apart. It's built around our desire to fulfill our purpose through a common vision, shared values and cultural norms. These are the building blocks that make AvalonBay strong-and they're our inspiration as we reach new heights and go further together.

Our vision is to BE THE LEADING APARTMENT COMPANY IN SELECT U.S. MARKETS BY PROVIDING DISTINCTIVE LIVING EXPERIENCES THAT CUSTOMERS VALUE. Our purpose and this vision underpin every decision we make. They drive our commitment to building and maintaining state-of-the-art communities and to expanding our reach in our markets. They're the reasons we've created distinct brands to meet different customer needs. And they inspire us to give our best every day.

We have three core values to help guide our choices and actions.

A COMMITMENT TO INTEGRITY – Do the right thing always

A SPIRIT OF CARING – Have genuine kindness and concern for others

A FOCUS ON CONTINUOUS IMPROVEMENT – Always try to get better

Succeeding at AvalonBay is easy when we apply our six cultural norms to our actions and interactions.

WE COLLABORATE – We solve problems together in the best interest of all AvalonBay stakeholders – our customers, associates, shareholders and communities. In making decisions, we consider other perspectives and listen to each other, our customers and the market. We share our time and knowledge with each other, and we actively seek ideas and support from others.

WE EXCEL - We expect the best from ourselves and our colleagues. By being highly engaged in this way, we produce outstanding results. We are motivated self-starters who care and work intensely for AvalonBay's success.

WE INNOVATE – We challenge convention and recognize problems as the seeds for innovation. We generate new ideas, offer better solutions and embrace change at all levels. Knowing that not all ideas will work, we test new concepts before implementing them full-scale, and we discuss and learn from our failures.

WE ACT LIKE OWNERS – We use the company's resources responsibly. We take smart risks by weighing the pros and cons of decisions, and we take ownership of and accountability for our choices and actions. We act in ways that focus on creating value for our customers, investors and associates.

WE ARE THOUGHTFUL AND THOROUGH – We use reliable data and sound judgment when making decisions and taking action. That means we do our homework and avoid jumping to conclusions. We plan well, think through the big picture and evaluate the consequences of our decisions in order to best manage risk.

WE SHOW APPRECIATION – We recognize and reward excellent performance, celebrating successes of all sizes in all areas. We provide open, honest feedback and we acknowledge the contributions of others.

CREATING A BETTER WAY TO LIVE comes down to each of us, every day, asking: "What can I do?" By putting our hearts into our purpose, we're helping to build a stronger culture, a more competitive AvalonBay and a place that our customers can proudly call home.

Grow Sustainable Communities

We grow sustainable communities by taking into account the full ecosystem in which we operate. We integrate our environmental sustainability initiatives with our design, development, construction and operations processes, and assess these initiatives for their impact beyond individual building performance.

We know our efforts to improve building performance have ripple effects that can reduce consumption of carbon-based fuels, improve air and water quality, and reduce waste. In small and large ways, our attention to environmental impact is a critical part of developing sustainable communities.

We encourage all associates to engage in innovative thinking to help reduce our footprint. All associates should consider how to be environmentally responsible in their work. You should not create or ignore environmental hazards and are encouraged to report any potential violations of environmental regulations.

COMPLIANCE WITH THE CODE

All Employees are responsible for reading, understanding and complying with this Code of Business Conduct and Ethics. It is your personal responsibility to seek the advice of your supervisor or other Company official if you are unclear about any part of the Code.

Reporting Violations

If you believe that you may have inadvertently violated the Code or any applicable law or regulation, it is your responsibility to report that violation to the Company immediately so that appropriate action can be taken. The fact that you have reported the violation will be taken into consideration in determining the appropriate disciplinary action, if any. In many cases, a prompt report of a violation can substantially reduce or eliminate the adverse consequences for all involved -- the third parties, the Company and you.

If you become aware that another Employee, regardless of his or her position or level in the Company, has violated the Code, including any law or regulation applicable to AvalonBay's business, it is your responsibility to promptly report that violation. If the situation warrants, Human Resources, Internal Audit, Legal, or the Board or an appropriate Board Committee will oversee a confidential investigation. You will not be subject to retaliation for making a report in good faith.

It's important to remember that by reporting a potential violation early, it is often possible for the Company to take simple corrective action. Violations that go unreported for an extended period of time can lead to more serious consequences for everyone involved.

You should report violations to your supervisor, any member of management, Human Resources, Legal, Internal Audit, the AvalonBay Hotline, or the Chair of the Board's Audit Committee.

Resolution of Concerns

AvalonBay believes that all Employees should have an avenue for expressing their concerns about workplace issues to management. That's why we support an open-door culture that encourages associates to share their thoughts, ideas, and concerns with management on a regular basis.

However, at times an associate may have a more

serious concern, such as a belief that he or she has been treated unjustly, that policies have not been applied fairly, or that he or she is the subject of a form of harassment. To ensure that these situations are addressed appropriately, the following Resolution Process has been established:

- First, if you have a serious concern, contact your immediate supervisor.
- If, for some reason, you do not feel comfortable approaching your supervisor, you may contact your supervisor's manager or your business unit executive.
- If your concerns cannot be resolved within your business unit, contact Human Resources, who will then conduct an investigation and consider the facts of the situation. At its conclusion, Human Resources will provide the results of the investigation to the associate, and take any action necessary.
- If you are not satisfied with the results of the investigation, you may prepare a written summary of concerns and request a review by the Senior Vice President of Human Resources. After a full review of the situation, the associate will be notified of the Senior Vice President's assessment. The decision of the Senior Vice President of Human Resources will be final.

AvalonBay has established a confidential, anonymous hotline for Employees to report concerns about workplace issues and complaints including those regarding fraud, accounting, internal accounting controls, or auditing matters. You may access this hotline either through the Internet at www.avalonbayhotline.com, or by telephone at **866-292-2076**. Once accessing the hotline through either method you will be prompted to enter your concerns and, if necessary, an investigation will be conducted.

Who To Call

From time to time, you may have questions about whether or not a behavior or activity is in conflict with this Code of Business Conduct and Ethics. If you need advice, you have several resources:

- Your supervisor
- Human Resources 703-317-4698
- Legal 703-317-4639
- Internal Audit 703-317-4718
- AvalonBay Hotline: www.avalonbayhotline.com and/or 866-292-2076

Non-Retaliation

If you make a report about a violation of the Code, or if you raise concerns through the Resolution Process, you will not be subject to retaliation for making a report in good faith. Any Employee who participates in or condones retaliation will be subject to disciplinary action, up to and including termination of employment as noted below in the Disciplinary Action section.

Disciplinary Action

Associates who fail to comply with this Code of Business Conduct and Ethics or any applicable law, regulation or Company policy, or who knowingly fail to report another Employee's violation of any of the foregoing; will be subject to disciplinary action up to and including termination of employment. In the case of members of the Board of Directors, a violation may lead to a request from the Board for resignation or may be taken into account in determining nominees for the following year.

Guidance, Waivers, Administration, and Accountability

This Code of Business Conduct and Ethics has been adopted by the Company's Board of Directors, and any amendment to the Code must be approved by the Board and promptly publicly disclosed as required by law.

The different sections of this Code often describe who you should seek guidance from, or from whom you should seek a waiver, with respect to that provision of the Code. If unclear, then you should seek guidance and a waiver from both the Senior Vice President of Human Resources and your business unit executive. **However, in accordance with applicable law, an executive officer or member of the Board of Directors can only receive a waiver from the Board or a designated committee of the Board, and any waiver granted to an executive officer or director will be disclosed to the Company's shareholders as required by law.**

The Code will be provided to all Employees each year, and to any Employee upon commencement of service, for review and acceptance. The Board has delegated to senior management of the Company the day to day administration of this Code with respect to associates other than executive officers. If the Code refers to a particular title to approve any matter or take any action, management may allow, in its discretion, an associate of similar or higher rank to undertake that responsibility in any particular instance. In the case of executive officers and members of the Board of

Directors, the Board expects that the Chairman and CEO will provide guidance and oversight, but the Nominating and Corporate Governance Committee of the Board (or another committee that is designated) shall be responsible for administering the Code for executive officers and directors.

This Code of Business Conduct and Ethics and your execution of an acknowledgement form is not intended to and does not create an employment contract, guaranteeing employment for any particular period, nor does it create any express or implied promise for specific treatment in specific situations.

COMPONENTS OF THE CODE OF BUSINESS CONDUCT AND ETHICS

Employment Practices

Treatment of Employees and Others

In keeping with our AvalonBay Values, you are expected to treat our residents and others we do business with, including vendors, with respect and dignity. Associates should feel free to share their ideas. Managers should consider this associate input as decisions are made.

Fair dealing applies to our customers, suppliers, and competitors. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material fact, or any other unfair dealing practice.

Equal Employment Opportunity

AvalonBay makes employment decisions (e.g., hiring, promotions, terminations) without regard to a person's race, ethnicity, color, religion, national origin, gender, sexual orientation, gender identity, age, disability, military status, or any other status protected by the law (i.e., "Protected Status").

Non-Discrimination and Harassment-Free Workplace

AvalonBay forbids discrimination against any person on the basis of race, ethnicity, color, religion, national origin, gender, sexual orientation, gender identity, age, disability, military status, or any other status protected by the law.

We are committed to providing a workplace that is free from any intimidation or harassment. Sexual, racial, and other unlawful harassment of Employees by coworkers, supervisors, or anyone with whom we do business is prohibited. Harassment is behavior that is offensive to individuals or groups, that interferes with an Employee's work performance, or that creates an intimidating, hostile or offensive work environment. Examples of harassment include unwelcome sexual advances, uninvited suggestive remarks of a sexual nature, sexist or racist comments, explicit posters or pictures, religious slurs and ethnic jokes. Harassment can occur in person or via other means, such as e-mail, texts, faxes, via social media, or through phone calls.

It is unlawful and against AvalonBay policies for any Employee, male or female, to encourage any actions that harass another Employee. Harassment can occur

in a variety of circumstances, and may include:

- Making unwelcome sexual advances or requests for sexual favors, or other verbal or physical contact of a sexual nature, a condition of employment;
- Making submission to or rejection of such conduct the basis for employment decisions;
- Stating or implying that an Employee's advances in employment have resulted from sexual favors or involvement in a sexual relationship;
- Stating or implying that an Employee's deficiencies in performance are attributable to a person's Protected Status;
- Commenting on characteristics associated with a person's Protected Status;
- Creating an intimidating, hostile, or offensive working environment as a result of such conduct.

Harassment can be verbal, visual, or physical. Additional examples of harassment include:

- Sexual advances, propositions, or threats;
- Sexual innuendoes;
- Suggestive or insulting comments or sounds, including whistling;
- Jokes or teasing;
- Display of suggestive objects, pictures, or letters;
- Leering;
- Bullying or threatening another person;
- Obscene gestures;
- Suggestive or offensive graffiti;
- Unwanted physical contact including offensive touching, pinching, impeding, or blocking movement; unwanted sexual acts, assaults or battery.

Any discriminatory treatment or harassment of Employees, vendors, suppliers or others with whom we do business will result in disciplinary action, up to and including termination of employment.

If you believe that you are the victim of harassment in any form, notify your supervisor, any member of management, Human Resources, Legal, Internal Audit, or the AvalonBay Hotline. A prompt investigation will be conducted, and appropriate action to resolve the situation will be taken.

Fraternization

Romantic relationships within the workplace can create conflicts of interest and an uncomfortable environment.

If a romantic relationship develops between a supervisor and a subordinate, the supervisor must notify Human Resources. Human Resources will work with the individuals to facilitate a transfer for one of the associates, if possible, or some other appropriate solution. In no situation may a supervisor manage an associate with whom he or she is romantically involved.

Associates also must notify Human Resources if they become romantically involved with an associate within their work group, with a vendor, or with a resident. Human Resources will work with the associate to ensure that the relationship does not create conflicts of interest.

Hiring of Family Members

While we welcome associate referrals, and often find our best associates through our current associates, it is generally not appropriate for family members (as defined in the Employee Acknowledgement: Conflict of Interest Disclosure) to work in the same community or business unit. No associate should work in the same reporting structure as another family member. For example, a maintenance manager should not supervise his or her son or daughter. However, under certain circumstances, family members may work at different communities or within a different business unit with prior approval from Human Resources.

As it relates to Officers, spouses, domestic partners, and children of Officers will not be considered for employment with the Company unless approved by the Chief Executive Officer.

Current associates who become related, for example, by virtue of marriage, to another current associate will generally be permitted to continue employment. However, the Company may transfer one of the associates if both associates work in the same department or within the same reporting structure.

Disclosure and Internal Controls

Fraud Policy

Fraud is defined as an intentional, willful or deliberate act with the intention of obtaining an unauthorized

benefit for yourself or others, such as money or property, by deception or other unethical means. All fraudulent acts are covered under this policy and include, but are not limited to:

- Embezzlement, bribery, or theft;
- Forgery, falsification or improper alteration of documents (checks, timesheets, contractor agreements, purchase orders, budgets, the General Ledger, financial systems, cash disbursements, approvals and authorizations, or other financial documents);
- The purposeful and bad faith omission, concealment or failure to state and/or disclose key facts, data, and information to others within the Company who are evaluating or reviewing a business matter;
- Improprieties in the handling or reporting of money or financial transactions;
- The use of your position at AvalonBay for personal enrichment or the enrichment of a family member, friend, vendor, or business associate through the deliberate misuse or misapplication of the organization's resources or assets, including misuse of your title and position within the Company;
- Misappropriation or misuse of funds, securities, supplies, inventory, or any other asset;
- Profiteering as a result of insider knowledge of company activities.

The purpose of AvalonBay's fraud policy is to communicate management's intolerance for fraud, to promote a controlled environment that deters fraud, to establish each Employee's personal responsibility and accountability for reporting suspected fraud, and to require allegations of fraud to be promptly and objectively investigated and require disciplinary action when fraud is detected.

Management is responsible for ensuring adequate internal controls and should endeavor to detect and prevent fraud. Each member of management should become familiar with the types of improprieties that may occur within his or her area of responsibility and be alert for any indication of irregularity.

Any Employee detecting, suspecting, or having knowledge of fraud must immediately report the fraudulent activity to his or her supervisor, any member of management, the AvalonBay Hotline, Human Resources, Internal Audit, Legal, or the Chair of the Board's Audit Committee. All reports will be treated with an appropriate level of confidentiality.

Any Employee having knowledge of fraudulent activity and not reporting it will be subject to disciplinary action. Any Employee intentionally making false allegations of fraud or improperly sharing knowledge of an investigation will also be subject to disciplinary action. An investigation will be promptly conducted of any suspected fraud without regard to the suspected wrongdoer's length of service, position/title, or relationship to the Company.

An associate involved in the perpetration of a fraud should expect to be terminated. Report suspected fraud to:

- **Your supervisor**
- **Any member of management**
- **AvalonBay Hotline at 866-292-2076 and/or www.avalonbayhotline.com**
- **Human Resources**
- **Internal Audit**
- **Legal**
- **The Chair of the Board's Audit Committee**

Accuracy of Records and Quality of Public Disclosures

You are responsible for ensuring that documents you produce are fair, honest, accurate, and complete. This includes, but is not limited to: financial reports, budgets, associate time and attendance documents, and expense reports. You are reminded that approved expenses are only those that are business-related. Expenses for personal entertainment or extravagant meals are not considered business expenses.

Associates involved with the preparation or review of financial reports or public communications (including filings with the SEC) must work diligently to help ensure full, fair, accurate, timely, and understandable reporting of financial and other Company information. You may not cause AvalonBay to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner, and you may not create any false, misleading, or inappropriate documentation or book entry for any transaction. Employees have a legal and ethical responsibility to properly report financial and other Company information and to report known or suspected violations by others to his or her supervisor, any member of management, Human Resources, Legal, Internal Audit, the AvalonBay Hotline, or the Chair of the Board's Audit Committee. We maintain the highest standards of accuracy, integrity, completeness, and confidentiality in our financial records and reporting. All accounts

and records will be maintained, and financial reports will be prepared in a manner that ensures consistent use of basic accounting definitions, classifications, reporting, and control.

This provision of the Code explicitly applies to the Company's Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer (if different than the Chief Financial Officer), Controller, and to persons performing similar functions.

Confidentiality and Data Privacy

Confidential and Non-Public Information

It is a violation of the Code of Business Conduct and Ethics to fail to maintain the confidentiality of information entrusted to you that might be of use to competitors, vendors, (or their customers) if disclosed, unless disclosure is related to an authorized business purpose or is legally mandated. Confidential or non-public information includes; information about our pricing, services, development efforts, and potential acquisitions or dispositions, unless that information has already been made public through the appropriate Company channels. This information also could include customer lists, marketing plans, budgets, and other non-public proprietary Company information.

AvalonBay's ability to compete in the marketplace is driven by our ability to provide quality products and services in a way that challenges our competitors. Therefore, it is critical that you not share confidential Company information as described above with others outside of AvalonBay. That's why associates, at the onset of their employment, sign a Confidentiality Agreement.

You should be careful not to discuss confidential or non-public information with family members, co-workers, business or social acquaintances, or in places where you may be overheard, such as in elevators, on airplanes or in restaurants. You also may not share such confidential Company information on social media.

Remember, confidential information should be limited to those associates who have a direct business need for the information. The fact that an associate works for AvalonBay does not automatically give him or her access to confidential or non-public information.

While all Employees are encouraged to network and learn about developments in our industry, you

must also observe the Company's "Private Business Information" policy located in the Human Resources Office Suite. That policy, for example, prohibits those involved with running our properties from sharing our historical, current, or expected rent or occupancy data with other apartment operators.

Media Relations

AvalonBay strives to anticipate and manage crisis situations in order to reduce disruption to our associates and to maintain our reputation as a high quality company. The Company also responds to the media when appropriate to answer questions about our development or other activities. To best serve these objectives, the Company will respond to the news media in a timely and professional manner, and only through designated spokespersons. . Generally only officers may respond to media inquiries with statements purporting to be made on behalf of the Company. Officers must observe any additional policies regarding media contacts that are announced from time to time.

With regard to "social networking" websites, to the extent related to apartment rentals, such as AvalonBay community websites on Facebook or apartment rating websites, only authorized Employees may post responses or comments on behalf of the Company, and those Employees must affirmatively identify that the response or comment is being made by an AvalonBay Employee. It is unethical for AvalonBay Employees to post negative comments about our competition on any website. A more complete description of the Company's Social Media and Social Networking guidelines is in the Associate Handbook.

Customer and Data Privacy

You are responsible for safeguarding the privacy, confidentiality and security of customer and other information that has been entrusted to AvalonBay. The Company has an "Information Security" policy that provides additional information.

Documents should always be retained and disposed of in accordance with the Company's "Record Retention" policy. Documents relevant to any threatened, anticipated or existing litigation, proceeding, or government investigation will be subject to a legal hold, and may not be disposed of, regardless of the Company's Record Retention Schedule, until notified by the Legal Department. If you have any questions about such documents, or whether they are relevant, please contact the Legal Department.

Protection of Intellectual Property

AvalonBay associates will respect all copyright and other intellectual property laws. For AvalonBay's protection as well as your own, it is critical that you show proper respect for the laws governing copyright, fair use of copyrighted material owned by others, trademarks and other intellectual property, including AvalonBay's own copyrights, trademarks and brands.

It is important that we respect the property rights of others. AvalonBay Employees will not acquire or seek to acquire, by improper means, a competitor's trade secrets or a competitor's proprietary or confidential information. We will not engage in unauthorized use, copying, distribution, or alteration of intellectual property.

Conflicts of Interest

A conflict of interest arises when your personal interests interfere – or appear to interfere - with your ability to make sound business decisions on behalf of AvalonBay. Understand that actual, apparent or potential conflicts of interest may go beyond your dealings with residents, customers, vendors, or suppliers. Conflicts of interest may also include dealings with other AvalonBay associates, or may occur because of benefits received by your family members, relatives, business colleagues or partners, acquaintances, friends and other relationships. Sharing or otherwise discussing information pertaining to associates' wages and working conditions will not generally constitute a conflict of interest.

To provide a few guidelines, any direct or indirect interest in, connection with, or benefit from any activity, especially outside commercial activities, involves a conflict of interest if:

- The activity could adversely affect or compete with AvalonBay.
- The interest, connection, or benefit could reasonably be expected to cause you to consider anything other than the best interest of AvalonBay when deliberating and voting on company matters.
- The interest, connection, or benefit could give you or a member of your family an improper benefit that you obtain on account of your position within AvalonBay.

To provide an exhaustive list of those circumstances or activities that constitute a conflict of interest and

require a waiver is virtually impossible. Therefore, rather than presenting a list of precise rules and exceptions, we are instead providing guidelines to help you identify situations where a conflict of interest is likely to arise. If you are ever uncertain, you should not attempt to judge your own case; instead, you should inquire as to whether a conflict exists for which a waiver is needed. Many conflicts or potential conflicts, if addressed early, can be resolved or avoided. You should keep in mind that the objective of this policy is to assure your undivided loyalty and to avoid the appearance of conflicts that can erode confidence and trust.

The following guidelines help explain situations in which conflicts of interest can arise, and an Employee may not engage in such activities unless he or she discloses in writing all relevant details to his or her supervisor or business unit executive, and to Human Resources, and receives an appropriate written waiver permitting the conduct. **In the case of executive officers and members of the Board of Directors, a waiver of a conflict of interest may be made only by the Board or an authorized Board committee and will be promptly publicly disclosed as required by law.**

Business Opportunities and Use of Company Assets

Employees are prohibited from (a) taking for themselves personally, or for others, opportunities that are discovered through the use of AvalonBay property, information, or position, unless they disclose the opportunity in writing and receive a waiver from their business unit executive and the Senior Vice President of Human Resources; (b) improperly using corporate assets, property, information, or position for personal gain or improper gain for others; and (c) competing with the Company.

As an AvalonBay Employee, you are entrusted with protecting our assets and avoiding waste. You should follow our security procedures, keep our communities and offices secure, ensure that Company assets, equipment, etc. are not being used for personal gain, ensure that maintenance concerns are reported, and to the extent such use may indicate sponsorship or endorsement by the Company, use our brands only as authorized by the Marketing Department. All Company assets should be used for legitimate and ethical business purposes.

AvalonBay Employees and/or members of their families are prohibited from taking items that are left

behind in apartments, near trash bins, at construction sites, etc. Under no circumstances should items left behind be retained by an associate for personal use or be given to others. In some circumstances, AvalonBay provides a process whereby items can be fairly distributed or donated. This process is outlined in the “Disposal of Used Equipment and Materials” policy and can be found in the Human Resources Office Suite. Employees are responsible for ensuring that all appropriate policies and procedures are followed in these cases and that the approval of your functional group’s Vice President is solicited.

Involvement with Vendors

AvalonBay and its associates select our vendors on the basis of the needs of our business. Consequently, we utilize only reputable, qualified individuals or companies that charge competitive and fair market rates for their services. Vendors include all suppliers, subcontractors, consultants, and anyone with whom we may do business.

The criteria used in vendor selection should always be based on the supplier’s ability to provide the service or product in question at the quality and price desired by AvalonBay. Therefore, Employees may not develop relationships with suppliers or vendors that could compromise the Company’s impartiality.

For example, Employees should not purchase appliances directly from vendors at a discount (but may do so following the procedures set out by the Corporate Purchasing Department in Arlington to manage the transaction).

You should not hire a vendor such as a landscaper, decorator, or contractor to work on your personal residence even if you are paying for the service. This kind of relationship can create the perception of a conflict, since the pricing for materials and services is subjective.

In some situations, an Employee may have a relationship with a vendor that predates his or her employment at AvalonBay, or the vendor’s relationship with AvalonBay, or there may be other unusual circumstances. If you have this kind of situation, you should report it to Human Resources in writing. Any exception to these vendor guidelines will be made at the sole discretion of Human Resources and your business unit executive, and must have prior written approval.

Tips, Gifts, and Entertainment

Tips

AvalonBay generally follows a “no tipping” policy for all Employees, unless authorized by management. Providing superior customer service to our residents is an expectation—not an “extra.”

Acceptance of “Gifts”—which includes paying for entertainment outings and meals—may raise many conflict of interest issues and you must be vigilant to avoid an actual or apparent conflict of interest. Gifts include donations and/or gifts for associate events. Acceptance of significant gifts, products, services or materials by an Employee or family member can create a perception that the Gift influenced our decision to work with a given vendor or influenced business decisions.

Of course, in the normal course of business, vendors sometimes buy an Employee lunch, invite an Employee to join the vendor at a sporting event, or send a nominal gift to an Employee or team. Follow these guidelines when considering whether or not the vendor’s offer is appropriate. These guidelines also apply to anyone with whom we do business, including residents.

A Gift will generally not create a conflict of interest if all of the following are true:

- The gift or favor has a value of \$100 or less, **and**
- It is a customary social or business amenity, **and**
- It does not place, or appear to place, the Employee under an obligation to, or the influence of, the vendor, **and**
- It is not from a vendor/business partner who has already given a Gift recently (generally, within the last year).

Employees may never accept cash, gift cards, or gift certificates, in any amount, from a vendor or anyone with whom we do or may likely do business.

Facts and circumstances vary from case to case. If you think there is any chance that a Gift may create a conflict of interest, you should seek guidance from your supervisor and, if a conflict of interest will be created, obtain a waiver from your business unit executive and Human Resources. Remember, your job and the trust Employees have in you is far more valuable than any Gift.

Any exceptions to this policy based on specific circumstances must have the approval of an Executive Officer.

Guidelines for Gifts

Examples of Generally Acceptable Situations

A holiday gift of a bottle of wine
A celebratory dinner for a project team after a key milestone is met
Specialty logo items such as coffee mugs, sports bottles, polo shirts, etc.
Lunch or dinner
Tickets to a local sporting or entertainment event at which the vendor is present.
A trip associated with a site visit or a clearly defined business purpose
A book or report that relates to our business
A gift basket for a leasing office or project team during the holiday season

Examples of Situations that are Generally Not Acceptable

A case of fine wine or champagne
An expensive dinner with the project team leader during the vendor selection process
Fine jewelry or watches, or a leather jacket
Weekly lunches or dinners with the same vendor
Tickets to a prestigious event like the Super Bowl, World Series, Olympics, or season tickets
A trip to a resort for you and a guest that does not have a clear and specific business purpose
Vendor materials left over from job sites (e.g. drywall, tile, etc.)
A large gift basket for an individual associate

If anyone offers you a Gift that may create a conflict of interest under these guidelines, you must report the offer to your supervisor.

In many cases involving vendors, you should also notify the Purchasing Department in Arlington immediately. These types of offers may signal a vendor who is hoping to use influence, rather than quality services and fair market prices, to obtain AvalonBay business.

If you have questions about whether or not a Gift is appropriate, contact your manager or your business unit executive.

Outside Employment or Positions

All full-time associates should consider AvalonBay their primary employer. This means that if an associate also holds another job, the associate must consider his or her obligation to AvalonBay first. Outside employment may not interfere with your job responsibilities in any way.

In addition, no associate, whether full-time or part-time, may work for an AvalonBay competitor, vendor, or supplier while employed at AvalonBay. You must have written approval of both your business unit executive and the Senior Vice President of Human Resources for an exception to this guideline. If you work for a competitor while AvalonBay employs you and you do not have written approval, you will be subject to disciplinary action up to and including termination of employment. You must inform the Company if you are in a position of influence or decision-making, or if a member of your family is in a position that could create a conflict of interest.

In addition, associates may not serve as a director, trustee, officer or similar positions (paid or otherwise) of any business without prior written approval of the Chief Executive Officer and President. This rule does not apply to charitable, civic, religious, educational, professional, public, or similar organizations, or to homeowners' or condo-minium association boards, in any such case whose activities do not conflict with the interests of the Company and that do not impose excessive demands on your time or interfere with your work at the Company.

Employees are not permitted to work for another Employee or resident on a full-time, part-time, or contractor basis. This includes all off hours work including, but not limited to, housecleaning, babysitting, repairs, and general maintenance. If a member of your immediate family works for a resident on a full-time, part-time, or contractor basis, you must notify your manager.

Political Activities and Dealings with Government Officials

AvalonBay respects your right to participate (during your personal time) or not participate in the political process as you see fit. Political activities as described within do not include associates' participation in union activities. However:

- Associates may not seek reimbursement for any political contributions or devote any work hours to any campaign for a candidate or political party.
- Associates may not, for political purposes, use or permit anyone to use any AvalonBay facility, materials, equipment, or property, including use of the AvalonBay name and logo, without prior approval of their business unit executive, who will seek approval in accordance with the Company's "Political Contributions and Lobbying" policy.
- Political contributions by our Employees may subject the Company to significant legal restrictions and prohibitions, including through the application of "pay to play" laws that can prohibit the Company from engaging in certain businesses if Employees make contributions to covered officials, candidates, or committees. Therefore, the Company may, to the extent permitted by law and for the purpose of addressing such possible restrictions and prohibitions, require pre-clearance of, and may prohibit, specified types of personal, political contributions by certain levels of Employees.

Employees also are strictly prohibited from using their position in the Company to coerce or pressure any other Employee, vendor, or supplier to make contributions to or show support for candidates or political causes.

Payments, entertainment, and gifts that could be perceived as questionable or as a conflict of interest, or that may jeopardize the reputation of government officials or the Company, are prohibited.

In certain situations, AvalonBay may encourage Employees to support or oppose legislative issues that affect our business. In no instance, however, should an Employee feel pressured to show that support or opposition.

The Company has adopted a formal "Political Contributions and Lobbying" policy, which requires pre-approval for any political contributions to be made or lobbying efforts to be engaged in on behalf of the Company, whether such contributions or activities occur at the local, state, or federal levels.

Civic, Charitable, and Business Solicitation

AvalonBay Employees should generally not solicit favors or gifts from vendors at any time (including donations to associate events unless approved by Human Resources). By asking vendors for favors,

gifts, or tips, you could appear to be implying a return favor to that vendor.

In addition to not using AvalonBay e-mail systems, copiers, or other equipment or materials to further personal business endeavors, Employees may not conduct sales meetings at work at any time, such as for cosmetics, household items or children's fundraisers. Solicitations related to such matters by one associate of another associate should not occur when either person is on working time, and are prohibited.

AvalonBay has a strong sense of responsibility to the communities in which we do business. Therefore, as a Company, we often participate in charitable activities. You are welcome and encouraged to join in these activities.

However, you should not use AvalonBay resources such as e-mail, voice mail, etc., to approach other Employees, vendors, or residents to solicit a charitable contribution or advertise a personal business pursuit. In addition, you may never use your position in the Company to pressure Employees, residents, or vendors to participate in charitable giving.

If you have a charitable cause that you believe AvalonBay should support on a Company-wide basis, discuss it with your supervisor or business unit executive.

Personal Investments

You should not invest in stocks or securities of any company that is a competitor of, does business with, or is seeking to do business with AvalonBay if your investment could create a conflict of interest or the appearance of a conflict, unless you have written approval of the Senior Vice President of Human Resources. This is not intended to preclude ownership of publicly-traded securities of a corporation where the security holdings would not have the effect of influencing you, the Company or the other corporation, either because of the investment's size or because of the insignificance of the current and prospective dealings between the Company and the other corporation.

In addition, because of the generally speculative nature of private companies, and the fact that a business relationship between AvalonBay and a private company would frequently affect the private company's valuation, any investment in a private vendor or competitor is prohibited without prior approval of the Senior Vice President of Human Resources. This

guideline also applies to members of your immediate family or household.

Investments in private partnerships or funds or similar investment vehicles may create a conflict of interest when directors and officers invest together, or make investment opportunities available to other directors or officers.

Loans

Any loan from the Company to an Employee incurred for personal reasons requires the consent of the Senior Vice President of Human Resources. Federal law prohibits the Company from making or arranging loans to its executive officers and directors.

Trading in Company Securities

Insider trading, which is discussed more fully in the Company's "Insider Trading" policy, is both unethical and illegal, and will be dealt with decisively by the Company. Employees are required to comply with all insider trading laws, rules, and regulations. The Company's "Insider Trading" policy prohibits all Employees from trading in Company securities on the basis of material, nonpublic information. In addition, the Board of Directors and officers of the Company (and other associates who may be designated from time to time) must follow certain procedures before trading in Company securities, including obtaining advance consent. The Company's "Special Trading" procedures explain this policy in more detail. In accordance with the "Insider Trading" policy, communicating material, nonpublic information about the Company to others who may trade Company securities is also prohibited.

LOCATING COMPANY POLICIES

The policies referenced within the Code of Business Conduct and Ethics can be found in the Human Resources Office Suite.

Company policies maintained in the Human Resources Office Suite include:
Private Business Information
Information Security
Record Retention
Disposal of Used Equipment and Materials
Political Contributions and Lobbying
Insider Trading Policy and Special Trading Procedures
Associate Handbook
Copyright Compliance
Associate Housing
Travel
Personal Communication Device

Integrity... Commit to it!

Concerns and reports regarding financial fraud, abuse, or possible Code of Business Conduct and Ethics violations are made anonymously and confidentially through EthicsPoint, a confidential third party hotline. You will not be subject to retaliation or discrimination for making a report in good faith. Confidentiality... we commit to it!

There are five ways to report a concern:

- Toll-free: 1866-292-2076 (24/7)
- AvalonBayHotline.com (24/7)
- Legal Department (703-329-4639)
- Human Resources (703-329-4698)
- Internal Audit (703-329-4718)

AVALONBAY CODE OF BUSINESS CONDUCT AND ETHICS

Employee Acknowledgement

I, _____, acknowledge that I have read and understand AvalonBay's Code of Business Conduct and Ethics. I understand that it is my personal responsibility to get clarification of any part of the Code that I do not understand by going to my supervisor, Human Resources, Legal, or Internal Audit. I acknowledge that lack of understanding is not an excuse for violation of the guidelines set forth in the Code. In addition, I accept responsibility for reporting, through appropriate Company channels, any action that I believe could be a violation of this Code.

Print Employee's Full Legal Name

Employee Signature

Date

THE ELECTRONIC SIGNED COPY OF THIS AGREEMENT WILL BE FILED IN YOUR PERSONNEL FILE.

AVALONBAY CODE OF BUSINESS CONDUCT AND ETHICS

Employee Acknowledgement: Conflict of Interest Disclosure

In furtherance of the Conflict of Interest section of the Code of Business Conduct and Ethics, and to help AvalonBay assure that it effectively monitors and reviews related party transactions, please review and, if accurate, sign the following acknowledgements or describe the exceptions that prevent you from signing the following acknowledgements:

To the best of my knowledge, within the last 12 months (or, if this acknowledgement is being given during the first six months of the calendar year, since January 1 of the prior calendar year):

*AvalonBay has not conducted business with, nor have I recommended that AvalonBay conduct business with, nor do I at present expect AvalonBay to conduct business with, any person, vendor, contractor, subcontractor, consultant, organization, or entity in which I, or a **family member**, had a financial or **personal interest**.*

*I have not received, nor do I at present expect to receive, an **improper benefit** from any person, vendor, contractor, subcontractor, consultant, organization, or entity.*

Please note the meaning of the following for purposes of these acknowledgements:

The following are considered your **family members**: (i) your spouse, domestic partner, children, stepchildren, siblings, parents, stepparents, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in law, or sister-in-law, whether or not any of the foregoing are sharing your household, (ii) your grandchildren, uncles, aunts, cousins and the spouses, partners, and children of each, whether or not any of the foregoing are sharing your household, and (iii) any other person who is not in the foregoing categories who is sharing your household (except a bona fide tenant or employee with rent and/or compensation based on arms length terms).

A **personal interest** refers to a financial interest; employment, consulting, or independent contractor relationship; or any interest, connection, or benefit, financial or non-financial that could reasonably be expected to create the appearance that you might consider anything other than the best interests of AvalonBay.

An **improper benefit** means something that you or a family member obtain under circumstances that could reasonably be expected to create the appearance that it might have been obtained on account of your position within AvalonBay.

If you cannot truthfully sign this acknowledgement, hit the exception button (on electronic versions of this acknowledgement) and use the space below to fully describe any and all matters which prevent you from truthfully signing the acknowledgement. If you received proper authorization to waive the conflict, please note when and from whom. (The fact that you cannot sign the acknowledgement does not automatically mean that you violated the code. For example, you may have received authorization, but we are asking for a complete explanation here in order to assure full disclosure.)

THE ELECTRONIC SIGNED COPY OF THIS AGREEMENT WILL BE FILED IN YOUR PERSONNEL FILE.

INTEGRITY... COMMIT TO IT!

Concerns and reports regarding financial fraud, abuse, or possible Code of Business Conduct and Ethics violations are made anonymously and confidentially through EthicsPoint, a confidential third party hotline. You will not be subject to retaliation or discrimination for making a report in good faith. Confidentiality... we commit

There are five ways to report a concern:

- Toll-free: 1866-292-2076 (24/7)
- AvalonBayHotline.com (24/7)
- Legal Department (703-329-4639)
- Human Resources (703-329-4698)
- Internal Audit (703-329-4718)



Summary of Changes to AvalonBay Code of Business Conduct and Ethics
effective as of December 1, 2015¹

- References to the Company's vision statement and cultural norms as communicated to associates, and references to the Company's commitment to sustainability, have been added, primarily on pages 3- 6.
- Clarifications were made based on recurring issues/questions that arise within the Company, for example, to the media relations policy on page 12.
- Changes were made to ensure that the Code remains compliant with evolving National Labor Relations Board guidelines, for example, clarifying on page 17 that limitations on political activity do not include associates' participation in union activities.

¹ All changes were administrative, technical or non-substantive in nature.