



Conflicts of Interest Policy

Version 7.0

24 November 2022

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1. Introduction

Vicinity Centres (**Vicinity**) is committed to complying with laws and conducting its business ethically, with integrity and in accordance with its values.

Specific obligations to manage conflicts of interest arise as:

- Vicinity has fiduciary obligations as a Trustee which mean that Vicinity must avoid any conflicts of interest; and
- Vicinity’s AFSL holders are obliged to have adequate arrangements to manage conflicts of interest. This includes, for Vicinity’s Responsible Entities, duties to act in the best interests of the members of the Managed Investment Schemes and, if there is a conflict between the members’ interests and its own interests, to give priority to the members’ interests.

It is therefore essential that conflicts of interest are effectively managed at Vicinity. A failure to manage conflicts of interest can adversely affect Vicinity’s interests and reputation.

This purpose of this Policy is to outline the procedures for managing conflicts of interest.

2. Scope

This Policy is applicable to all Team Members.

This Policy should be read in conjunction with the:

- Code of Conduct Policy;
- Anti-Bribery and Corruption Policy;
- Gifts and Entertainment Policy;
- Related Party Transaction Policy; and
- Securities Trading Policy.

Other documents and procedures may also apply to the management of conflicts of interest at Vicinity e.g.:

- conflict of interest declaration procedures as part of the Procurement Standard when securing services;
- the Wholesale Funds Conflicts Committee Charter in respect of conflicts of interest arising between a Wholesale Fund and a Vicinity entity; and
- specific conflict of interest protocols that may be put in place to manage a director’s conflict of interest.

3. Definitions and Abbreviations

Term	Meaning
AFSL	Australian Financial Services Licence. Vicinity’s AFSL holders are the Responsible Entities.
Client	A Client is a reference to: <ul style="list-style-type: none"> • a shareholder, securityholder, unitholder, joint venture or strategic partner of a Vicinity Centres entity; or • a person to whom a Vicinity Centres entity provides a service or performs a function e.g. as a responsible entity, trustee, fund manager, development manager and property manager and includes each Wholesale Fund.
Conflict of duty	A conflict between your duty as a Team member of Vicinity and your duty to another organisation or person, which has the potential to have an impact on your capacity to act in a manner that is consistent with the best interests of Vicinity (i.e. competing loyalties).

Managed Investment Scheme	<p>Managed investment schemes are also known as ‘managed funds’, ‘pooled investments’ or ‘collective investments’. Generally, in a managed investment scheme:</p> <ul style="list-style-type: none"> • people are brought together to contribute money to get an interest in the scheme (‘interests’ in a scheme are a type of ‘financial product’ and are regulated by the Corporations Act 2001 (Corporations Act)) • money is pooled together with other investors or used in a common enterprise • a ‘Responsible Entity’ operates the scheme. Investors do not have day to day control over the operation of the scheme. <p>Vicinity’s Managed Investment Schemes are Vicinity Centres Trust (VCT) and Direct Property Investment Fund A (known as Vicinity Retail Partnership).</p>
Responsible Entity	A company that holds an AFSL to operate Managed Investment Schemes. Vicinity’s Responsible Entities are Vicinity Centres RE Ltd and Vicinity Funds RE Ltd.
Team Members	All casual, temporary and permanent staff (including contractors and consultants) and directors of Vicinity.
Trustee	A company that holds and administers property or assets for the benefit of a third party.
Vicinity or Vicinity Centres	The stapled group of Vicinity Limited and Vicinity Centres Trust (of which Vicinity Centres RE Ltd is the responsible entity), and a Vicinity Centres entity means any of them and their subsidiary or controlled entities.

4. Roles and Responsibilities

Role	Responsibilities
Compliance	<ul style="list-style-type: none"> • Respond to queries on the application of this Policy; • Confirm Conflict management arrangements are appropriate; • Refer material Conflicts to the Chief Legal & Risk Officer; • Record all Conflicts in the Conflicts of Interest Register; • Support Vicinity in implementing the requirements of this Policy; • Monitor compliance with this Policy as part of ongoing compliance assurance activities; • Report and deal with instances of non-compliance with this Policy in accordance with the requirements of this Policy.
Conflict Owner	<p>The relevant Senior Leader or Executive Committee member responsible for:</p> <ul style="list-style-type: none"> • effective implementation and ongoing oversight of agreed conflict management arrangements; and • implementation, review and update of conflict management arrangements, including engagement with Compliance, as needed; and • decisions on material conflicts in conjunction with the Chief Legal & Risk Officer. <p>The Conflict Owner is independent from the Team Member/s involved in the Conflict as the people who decide what is an appropriate action to take where a conflict of interest arises should not be significantly affected by the conflict themselves.</p>
Directors	Directors are required to disclose any potential conflicts in accordance with the Corporations Act (which, if applicable, may be a standing notice) so that other directors have notice of the potential conflict.

Team Members	<ul style="list-style-type: none"> • Understand and identify actual, potential or perceived conflicts of interest and how they may arise as part of their role at Vicinity; • Notify their People Leader and Compliance of any actual, potential or perceived conflicts of interest as soon as practicable; • Not be involved in an activity or transaction related to a notified conflict until the Compliance team has confirmed in writing that the Team Member may be involved in the activity or transaction; • Promptly escalate any known instances of non-compliance with this Policy to Compliance.
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Chief Legal & Risk Officer	Decisions on material conflicts in conjunction with the Conflict Owner.
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5. What is a conflict of interest?

A conflict of interest may arise where the interests of:

- a Team Member diverge from or conflict with the interests of a Vicinity Centres entity or Client;
- a Vicinity Centres entity are inconsistent with the interests of a Client or another Vicinity Centres entity; or
- a Client are inconsistent with the interests of another Client.

Where it is unclear whether a matter constitutes a conflict of interest, advice should be promptly sought from Vicinity's Compliance team at Compliance@vicinity.com.au.

Conflicts of interest may be actual, perceived or potential and can arise in many different situations. The types of conflicts are defined below:

- **Actual** conflicts are circumstances where there is a direct conflict between a Team Member's duties and responsibilities and their personal interests, which influence the performance of those duties.
- **Perceived** conflicts are situations where a conflict could be perceived, or appear to a reasonable person, that a Team Member's personal interests could improperly or unduly influence the performance of their duties and responsibilities.
- **Potential** conflicts are conflicts that are not currently a conflict, but in time could be or are likely to result in a conflict.

Conflicts of interest may arise by having family connections, personal associations or relationships with suppliers, clients or other third parties which may influence or prejudice the obligations owed to Vicinity or a Client, including in a Conflict of Duty situation. Some examples of possible conflicts of interest include:

- being involved in a decision to award a services contract to a friend or family member or a company that they work for;
- providing a friend with confidential information to assist them with tendering for a services contract;
- using Vicinity's information for personal gain e.g. to set up a business that competes with Vicinity or buying shares in a company that Vicinity is proposing to do business with;
- being involved (e.g. as a director) with an organisation that has or may have a business relationship with Vicinity or be a supplier to Vicinity or its retailers; or
- being in a close personal relationship with a Team Member where there is a position of influence which may give rise to a potential or actual conflict of interest.

6. Procedures for identifying, avoiding, managing and disclosing conflicts of interest

6.1 Identification of conflicts of interest

All Team Members are required to understand and identify actual, potential or perceived conflicts of interest and how they may arise as part of their role at Vicinity.

6.1.2 Notification of conflicts of interest

A Team Member that becomes aware of an actual, perceived or potential conflict of interest must inform the Compliance team and their People Leader as soon as possible when relevant facts are known, or the conflict becomes apparent.

The Team Member making the conflict disclosure must not be involved in an activity or transaction related to a notified conflict until the Compliance team or the Team Member's relevant Executive Committee member, after discussion with the Compliance team, has confirmed in writing that the Team Member may be involved in the activity or transaction.

6.1.2.1 Required information

Disclosure required by this Policy must contain sufficient detail for the potential impact of the conflict to be assessed, including:

- details of the nature and extent of the interest held and the relationship of the interest to the affairs of a Vicinity Centres entity or a Client;
- the proposed method of managing or dealing with the conflict;
- whether it is possible to avoid the conflict (including if not, why not);
- who the Conflict Owner is; and
- whether it is an arm's length transaction or agreement.

All conflicts of interest should be notified to Compliance team via compliance@vicinity.com.au. Compliance will review the proposed conflict management arrangements and, once deemed appropriate, will approve the arrangements.

6.1.3 Evaluation of conflicts of interest

The Compliance team will evaluate all conflict of interest disclosures by Team Members. Where the conflict of interest disclosed appears to be material, the Compliance team will refer the conflict to the Chief Legal & Risk Officer for a determination, in conjunction with the relevant Conflict Owner, of how to manage and monitor the Conflict (including whether to avoid).

6.2 Management of a conflict of interest

6.2.1 Avoiding conflicts of interest

Team Members should avoid any actual, perceived or potential conflict of interest which may arise as part of their role at Vicinity. This includes ensuring that:

- a) their personal, financial or professional interests or personal relationships with third parties, Clients or suppliers do not influence or prejudice their obligations to Vicinity or any of its Clients;
- b) they do not improperly use their position or information obtained from their position to gain an advantage (or avoid disadvantage) for themselves or another person or an associated entity; and
- c) they exercise their powers and discharge their duties to Vicinity:
 - (i) impartially and ethically;
 - (ii) with care and diligence;
 - (iii) in good faith;
 - (iv) in the best interests of Vicinity; and
 - (v) for a proper purpose.

6.2.2 Where conflicts of interest cannot be avoided

If a potential conflict of interest cannot be avoided, then it must be managed in one or both of the following ways:

- Controlling the conflict; and/or
- Disclosing the conflict.

Where a conflict cannot be managed effectively using other means, or could be classed as insider information, it may be appropriate, after consultation with the Chief Legal & Risk Officer, not to proceed with the matter or transaction giving rise to the conflict.

Controlling the conflict

To appropriately control conflicts of interest Vicinity must:

- a) identify the conflicts of interest relating to the business;
- b) assess and evaluate those conflicts; and
- c) decide upon, and implement, an appropriate response to those conflicts.

This reduces the impact of the conflict or potential conflict to an acceptable level e.g.

Examples of control at the Team Member / Director level	Examples of control at the Company level
Abstaining from making or influencing decisions or proposals	Restricting access to confidential information or information relating to the affected proposals e.g. through information barriers
Withdrawing from discussions or negotiations of affected proposals	
Not receiving or offering gifts or entertainment which could be perceived as inappropriate or which may give rise to actual or potential conflicts in accordance with the Gifts & Entertainment Policy	

Steps taken to control conflicts of interest must be:

- approved by Compliance or the Chief Legal & Risk Officer (for material conflicts) in conjunction with the relevant Conflict Owner;
- designed or tailored according to the nature, scale and complexity of the relevant business area;
- effectively implemented by the Conflict Owner;
- regularly reviewed by Compliance and, where necessary, updated to ensure that the arrangements are adequate to identify, assess, and evaluate and successfully control conflicts of interest; and
- overseen by the Conflict Owner who takes responsibility for implementation, review and update.

Disclosing the conflict

It may also be appropriate to disclose the conflict to the parties impacted by the conflict, so they are aware of the conflict and its impact on them. Disclosure alone will often not be enough to manage a conflict of interest.

Where disclosure is proposed, the form and content of this disclosure will be agreed with Compliance and the Chief Legal & Risk Officer for material conflicts to ensure the disclosure is:

- timely, prominent, specific and meaningful to the parties; and
- allows reasonable time for the parties to assess the effect.

6.2.3 Escalation of conflicts of interest

If any Team Member has reason to believe that the conduct of another Team Member is or may be perceived to be in conflict with the interests of Vicinity or a Client, that Team Member must promptly notify the Compliance team.

6.2.4 Recording of the conflict in the Conflicts of Interest Register

The Compliance team will maintain a Conflicts of Interest register and promptly record a disclosed conflict and the procedures to manage the conflict in the register.

7. Related Party Transactions

All related party arrangements must be conducted in accordance with the Related Party Transactions Policy.

8. Breaches

Breaches of this Policy are a breach of Vicinity's Code of Conduct and can lead to disciplinary action, including dismissal. Some breaches may also result in additional legal proceedings being taken by Vicinity or a regulator.

Breaches of this Policy are to be promptly escalated to the Compliance team by any Team Member that becomes aware of the breach. The Compliance team will then report any material breaches of this Policy to the Risk and Compliance Committee.

9. Records

Records of conflicts identified in relation to Vicinity and decisions and actions taken in accordance with this Policy (including the Conflicts of Interest Register and internal reports or disclosures given to clients or the public) must be maintained for at least seven years.

10. Monitoring and Reporting

Compliance will perform ongoing monitoring of compliance with conflict management arrangements with a focus on higher risk areas within the business.

Compliance will report material conflicts or any non-compliance with this Policy to the Risk and Compliance Committee.

11. Consequences of Non-Compliance

Failure to adhere to Policy requirements may have a significant impact on Vicinity's reputation, key stakeholders, operations and Team Members, on achievement of Vicinity's strategic objectives or on compliance with regulatory requirements.

After considering all relevant circumstances this may result in:

- further remedial training;
- reduced or loss of short-term incentive and long-term incentive if applicable;
- termination of employment;
- referral to police or other disciplinary bodies, including regulators.