



Anti-Bribery and Corruption Policy

Version 3.0

2 June 2020

Contents

1.	Introduction	3
2.	Purpose	3
3.	Scope	3
4.	Definitions	3
5.	Policy principles	4
6.	Roles and responsibilities	5
7.	Training	6
8.	Speaking up	6
9.	Protection	6
10.	Investigation of bribery or corrupt conduct	6
11.	Reporting and referral	7
12.	Penalties	7
13.	Consequences of non-compliance	7
14.	Review	7

1. Introduction

1.1 Background

Members of Vicinity Centres, comprising Vicinity Limited (ABN 90 114 757 783) and Vicinity Centres Trust (ARSN 104 931 928) which are stapled and trade together on the Australian Securities Exchange, and their respective controlled entities, are committed to complying with the law and regulations in all its business activities. We refer to each of these entities collectively in this policy as “us”, “we” or “Vicinity”.

Vicinity has zero tolerance of any bribery or corruption in any form within all aspects of its business. This applies to acts committed by Employees or parties with whom Vicinity deals, for example, tenants, suppliers, external contractors and government authorities. Vicinity has a moral and ethical duty to act with the highest standards of integrity and honesty. Bribery and financial crime in general present a serious threat to both Vicinity’s reputation and its ongoing business and could result in criminal and/or regulatory proceedings being taken against Vicinity as well as the individual concerned. This Anti-Bribery and Corruption Policy forms an important part of Vicinity’s commitment to combat financial crime in all its forms and is underpinned by Vicinity’s Code of Conduct.

2. Purpose

This Policy sets out the approach for Vicinity and how bribery and corruption risk is to be managed. The principles outlined in this Policy support our commitment to good corporate governance, integrity and leading practice by:

- defining the core anti-bribery and corruption principles that all Vicinity entities and employees must adhere to;
- ensuring that our employees are aware of and understand both their individual and Vicinity’s obligations; and
- promoting internal and public awareness of Vicinity as a responsible corporate citizen by not participating in or facilitating activities that may stem from or lead to criminal enterprise.

3. Scope

This Policy applies to:

- actual or potential internal or external bribery and corruption;
- all employees, directors and contractors (together Employees) directly engaged by Vicinity to undertake activities on behalf of the Group;
- all Vicinity entities and activities, irrespective of the jurisdiction in which those activities may be undertaken, noting that many anti-bribery and corruption regulations have extra-territorial reach;
- arrangements we have with tenants, suppliers and government agencies; and
- joint ventures and other arrangements whereby Vicinity, or one of its controlled entities, owns an interest in an entity where that interest allows Vicinity to influence decision making.

4. Definitions

The following definitions are relevant for the purposes of this Policy.

Table 1
Examples of bribery, corruption or unethical behaviour

Conduct	Definition
Accounting or auditing irregularities	A breach of applicable laws or professional standards relating to accounting or auditing requirements where the conduct is intentional or for an improper purpose.
Breaches of any law or internal policy	A material or systemic breach of any applicable law, regulation, code, licence or internal policy where the conduct is intentional or for an improper purpose.
Bribery	The act of offering, providing or causing the offer or provision of a financial or other advantage that is not legitimately due to a person for the purpose of inducing that person to improperly perform a relevant function or activity.
Corruption	An act or omission for an improper purpose, which is contrary to the interests of Vicinity or which involves an abuse of a person’s position of trust or power with the object of obtaining

	an unjust personal gain or advantage for the person or for another person or entity, or of causing a disadvantage to another person or entity.
Facilitation payments	Facilitation payments are unofficial payments made to public officials in order to secure or expedite the performance of a routine or necessary action. Legally required administrative fees or fast-track services are not considered facilitation payments.
Fraud	A deceitful or dishonest act or omission (including the making of a false statement, either orally or in writing), with the object of obtaining an unjust personal gain or advantage for the person or for another person or entity, or of causing a disadvantage to another person or entity.
Maladministration	An act or omission of a serious nature that is unlawful, negligent, unjust, oppressive, or is based on improper motives.
Misuse	The serious or substantial misuse, loss or waste of Vicinity property, information, funds or resources.

Table 2
General Policy Definitions

Conduct	Definition
Material outsourced business activities	Business activities outsourced are material if they have the potential, if disrupted, to significantly impact Vicinity’s reputation, ability to manage risks effectively or operate the business effectively having regard to such factors as: (a) the financial and operational impact and impact on reputation of a failure of the service provider to perform the outsourced services over a given period; (b) the cost of the outsourcing arrangement; (c) the degree of difficulty, including the time taken, in finding an alternative service provider or bringing the outsourced services in-house; (d) the ability of Vicinity to meet regulatory requirements if there are problems with the outsourced services; and (e) potential losses to Vicinity customers, Vicinity securityholders, Wholesale Fund unitholders, strategic joint venture partners or co-owners and other affected parties in the event of a service provider failure.
Public Official	An officeholder, employee or official of a government body or international organisation. It also includes a member of the legislature, executive or judiciary of a country. Government body includes governments, government authorities, government enterprises and local governments.

5. Policy principles

The principles below are the minimum standard expected for Vicinity.

5.1 Principle 1: Vicinity will not engage in or facilitate bribery or corrupt activities

- Vicinity’s anti-bribery and corruption principles and zero tolerance stance in relation to bribery and corruption must be communicated to all Employees conducting business on behalf of Vicinity;
- Vicinity does not participate in bribery or corruption when contracting with other parties. All Employees are expressly prohibited from engaging in any kind of facilitation payment, bribe or improper payment or benefit, regardless of whether or not a benefit is given or received;
- Donations on behalf of Vicinity must not be made to any political party or individual candidate; and
- Payment of secret commissions to those acting in an agency or fiduciary capacity is prohibited.

5.2 Principle 2: Vicinity implements controls to manage bribery and corruption

- Vicinity develops appropriate processes and procedures to mitigate bribery and corruption risks. These include the maintenance of a gifts and entertainment register with relevant people leader approvals and declines of gift and entertainment transactions, periodic monitoring of gifts and entertainment transactions by the Compliance

function, and regular reporting to the Risk and Compliance Committee. These are covered in more detail in the Gifts and Entertainment Policy;

- Board delegations for approval of transactions and activities; and
- Vicinity conducts monitoring and testing of anti-bribery and corruption processes and controls.

5.3 Principle 3: Vicinity demonstrates awareness and knowledge of its bribery and corruption risks and responsibilities

- General anti-bribery and corruption awareness training is undertaken by all Employees.

5.4 Principle 4: Vicinity is committed to complying with this Policy and embedding a strong anti-bribery and corruption culture through top-down communication and training

- All Employees must comply with this Policy as applicable to their business areas.

5.5 Principle 5: Vicinity demonstrates transparency and integrity in its actions:

- Vicinity must ensure its financial dealings are transparent and sufficiently documented;
- Vicinity encourages communication and consultation on bribery and corruption matters through its commitment to a culture of ‘speaking up’; and
- Vicinity ensures its Employees understand how to escalate any bribery or corruption matters as they arise, without fear.

5.6 Principle 6: Vicinity knows who it is doing business with and who is conducting business on its behalf:

- Vicinity must appropriately conduct and document due diligence on the following parties in order to understand any relationships with Public Officials in connection with:
 - Material Outsourced Business Activities;
 - joint venture and alliance partners; and
 - merger and acquisition targets.
- Vicinity must appropriately conduct, monitor and document:
 - payments relating to gifts and entertainment (for more information, please refer to the Gifts and Entertainment Policy); and
 - payments involving contractors.
- Vicinity must clearly document the goods and services provided by contractors and the value of payments. Payments made must be proportionate to the goods and services being provided and in line with market standards.

6. Roles and responsibilities

Table 2
Roles and responsibilities

Role	Responsibilities
All Employees	<ul style="list-style-type: none"> • Completing anti-bribery and corruption training. • Being alert for instances of potential or actual bribery and/or corruption. • Escalating any potential or actual bribery and corruption matters that may arise to Compliance in accordance with Breach Reporting Policy and Procedures. • Not misusing funds or company property or assisting others in doing so. • Providing information and assistance to facilitate anti-bribery and corruption risk assessment. • Assisting in investigations as required.
People Leaders, Senior Leaders and the Executive Committee	<ul style="list-style-type: none"> • Maintaining and monitoring controls. • Ensuring staff are aware of their responsibilities. • Assisting in investigations and undertaking remedial action as required.
People and Culture	<ul style="list-style-type: none"> • Ensuring employment contracts require compliance with Vicinity policies, including this Policy, as a condition of employment.

	<ul style="list-style-type: none"> • Ensuring appropriate security screening and selection of Employees is conducted prior to employment. • Enacting disciplinary/dismissal procedures if required.
Compliance	<ul style="list-style-type: none"> • Acting as the central point of contact for queries, escalation and notification of matters arising, including any breach of this Policy. • Investigating bribery and corruption matters. • Escalating material issues to the Risk and Compliance Committee. • Acting as the regulatory contact and Vicinity contact point for anti-bribery and corruption matters. • Overseeing compliance with this Policy. • Reviewing bribery and corruption risks to identify if they are being appropriately managed and controlled. • Communicating any changes in anti-bribery and corruption obligations.
The Board, Risk and Compliance Committee	<ul style="list-style-type: none"> • Setting a culture of zero tolerance for bribery or corruption. • Ensuring there is an effective bribery and corruption risk management framework in place. • Understanding Vicinity's bribery and corruption risks. • Maintaining oversight of bribery and corruption risk assessments and the controls in place to mitigate the risks identified. • Monitoring reports on bribery and corruption risks, policies and control activities which include obtaining assurance that the controls are effective.

7. Training

Bribery and corruption risk awareness training forms part of Vicinity's induction process for new Employees.

Employees of Vicinity will be required to complete refresher training on anti-bribery and corruption on an annual basis. Where appropriate, Employees with greater exposure to bribery or corruption risk may have specialised training provided.

Compliance will review anti-bribery and corruption training content when there is a legislative change and at a minimum on an annual basis.

8. Speaking up

All Employees who suspect corrupt activity have a responsibility to report it either by notifying:

- their People Leader,
- their People and Culture business partner; or
- by directly notifying Compliance.

All instances of potential bribery or corruption must be reported to Compliance.

Alternatively, Employees can report their concerns to a Whistleblower Investigations Officer in accordance with the Whistleblower Policy.

9. Protection

Employees who refuse to accept a bribe, or those who raise concerns or report another's wrongdoing, may be concerned about possible repercussions. If this is the case, please refer to the Vicinity Whistleblower Policy for details on how to make a confidential report and the protections that are available.

10. Investigation of bribery or corrupt conduct

All reports of bribery or corrupt conduct will be investigated in accordance with the Whistleblower Policy.

11. Reporting and referral

All suspicions of bribery or corrupt activity will be reported to the Risk and Compliance Committee by Compliance, unless concerns are dealt to under the Whistleblower Policy. In that case, reporting will be undertaken in accordance with the Whistleblower Policy.

Decisions to prosecute or refer the investigation results to the appropriate law enforcement or regulatory agency will be made by Compliance in conjunction with the General Counsel. Where this occurs, the matter will be escalated and reported to the CEO, Risk and Compliance Committee and Board.

12. Penalties

Domestic and foreign bribery carries the risk of a significant term of imprisonment. Profits obtained through bribery can also be seized as proceeds of crime.

For an individual:

The maximum penalty for an individual is:

- 10 years imprisonment and/or a fine of up to \$1.8 million: or
- 5 years imprisonment and/or a fine of \$900,000.00 for reckless offence

Directors and officers of majority and/or minority subsidiaries as well as parent companies may have personal liability for breaches of anti-bribery and corruption regulations.

For a body corporate:

The penalty for a body corporate can be a fine or a proportional penalty, calculated according to the value of benefits obtained from bribery, or the annual turnover of the company.

The maximum penalty for a body corporate who commits the intentional offence can face the following fines:

- \$18 million; or
- three times the value of benefit obtained (if the value can be ascertained); or
- 10% of the company's 'annual turnover' (if the value of the benefit cannot be determined).

13. Consequences of non-compliance

Failure to adhere to Policy requirements may have a significant impact on Vicinity's reputation, key stakeholders, operations and employees, 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.

14. Review

This Policy will be reviewed every two years to ensure that it remains effective and meets the needs of Vicinity. Material changes to the Policy will be approved by the Risk and Compliance Committee.