



Whistleblower Guidelines

Vicinity Centres

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Document control

Policy information

Policy approver	Risk and Compliance Committee
Policy owner name	Company Secretary and Head of Compliance
Policy delegate name/s	
Policy stakeholder name/s	General Counsel EGM Digital, Marketing and People and Culture
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Linked artefacts

Linked documents	Code of Conduct
Linked products	Nil
Linked systems	Nil
Linked legislation	<i>Corporations Act 2001</i> (Cth)
Linked industry standards	Australian Standard AS 8004-2003 Whistleblower Protection Program for Entities
Linked risks	Regulatory Reputational

Revision history

Version	Approval date	Author	Description
1.0	15 December 2015	Head of Compliance	Whistleblower Guidelines approved by the Risk and Compliance Committee
2.0	8 August 2017	Company Secretary and Head of Compliance	Amended Whistleblower Guidelines approved by the Risk and Compliance Committee

Whistleblower Guidelines

1. Purpose

Vicinity Centres (Vicinity), 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, is committed to creating and maintaining a working environment that adheres to corporate compliance and ethical behaviour and in which Eligible Persons are able to raise concerns regarding undesirable conduct. The guidelines empower Eligible Persons who wish to report, in good faith, any wrongdoing without fear of reprisal.

For the purpose of these guidelines:

- Eligible Person is an employee¹, supplier, tenant or former employee of Vicinity; and
- 'undesirable conduct' and 'wrongdoing' include, but are not limited to:
 - behaviours that are not in accordance with Vicinity's Code of Conduct; and
 - any other conduct which may be contrary to Vicinity's interests or causes loss to Vicinity of a financial or non-financial nature.

2. Reporting

Employees are encouraged to report any wrongdoing to their people leader or another appropriate internal contact (People & Culture (P&C) representative or Executive Committee (EC) member).

In situations where an employee:

- has previously reported the situation without a satisfactory resolution;
- wishes to remain anonymous; and/or
- does not feel comfortable reporting the wrongdoing to their people leader;

the employee can choose to report the wrongdoing to one of the internal whistleblower officers (for fraud and unethical conduct to the Head of Compliance, Head of Risk or an EC member; for improper conduct and workplace behaviour to a P&C representative and for health & safety to the Head of Health & Safety (each a Whistleblower Officer)).

If the employee is not sure who to report the matter to, the employee may contact any of the Whistleblower Officers to make the report.

Eligible Persons who are not employees may also elect to submit a report to an appropriate Whistleblower Officer. Alternatively, any Eligible Person may submit a report in relation to any wrongdoing via Vicinity's external whistleblower service, supplied by Deloitte Digital.

Access to this service is available 24-hours a day and it may be used anonymously,

- By telephone: 1800 600 370 (Free call)
- Online submission: <http://www.vicinity.deloitte.com.au/>
 - Username: Vicinity
 - Password: Centre5# (note password is case sensitive)
- By Email: vicinity@deloitte.com.au
- By Fax: (+61) 3 9691 8182

¹ The term employee includes casual, temporary and permanent staff, officers and directors of Vicinity and consultants or contractors who are in an employment like relationship with Vicinity Centres.

3. Confidentiality

Vicinity has an obligation to keep concerns raised confidential and will only disclose information to those directly involved in any subsequent investigation. If the complainant has revealed his / her identity, it will remain confidential unless the whistleblower has provided prior consent to its disclosure or there is a legal requirement to reveal it.

4. Investigations

All reports will be investigated discreetly and only those persons who need to know the details of a report will be informed. Where necessary, Vicinity may employ external resources to assist with an investigation. Upon receipt of the initial report the Whistleblower Officer will:

- make a detailed record of the report;
- liaise with the CEO (or Chairman, if the CEO is implicated) on all matters relating to the report;
- appoint an investigator who may be another employee of Vicinity or an external party;
- provide a copy of the full report of the findings and recommendations of the investigation to the CEO (or Chairman, if the CEO is implicated); and
- notify the Risk and Compliance Committee that the report has been made.

Where appropriate, a Whistleblower Officer may provide a copy of the full report of the findings and recommendations of the investigation to the person accused of committing the wrongdoing as part of the investigation.

The Risk and Compliance Committee may review the investigation and findings in respect of the report.

5. Protection

Provided any report of wrongdoing is made in good faith, that is, reasonably believing it to be true and without malice, Vicinity will protect a whistleblower. Vicinity will not tolerate any form of harassment, victimisation of, or retaliation against Eligible Persons who report a wrongdoing. Vicinity will take reasonable steps to protect all Eligible Persons who report a wrongdoing, however, the nature and level of protection Vicinity is able to provide to an Eligible Person who is not an employee of Vicinity at the time the report is made may vary depending upon the nature of the relationship between Vicinity and the Eligible Person(s).

Any employee who is found to have:

- victimised, harassed or retaliated against an Eligible Person for having reported a wrongdoing; or
 - threatened an Eligible Person for proposing to report a wrongdoing,
- will be subject to disciplinary action, which may include termination of employment.

Reporting a wrongdoing will not necessarily shield the whistleblower from any consequences where they are themselves implicated in the wrongdoing.

6. Application of the guidelines

In relation to employees, these guidelines are intended to complement (not replace) Vicinity's usual reporting avenues for raising issues of concern e.g. talking with your people leader, People & Culture representative or the Head of Health & Safety. However, where those existing avenues appear to have failed or may be inappropriate, employees are able to contact the internal Whistleblower Officers and / or the external whistleblower service provided by Deloitte Digital.