



# Whistleblower Policy

---

Vicinity Centres

1 August 2019

# Whistleblower Policy

## 1. Purpose

Vicinity Centres is committed to complying with laws and conducting its business ethically, with integrity and in accordance with its values. It is also committed to creating and maintaining a working environment that adheres to corporate compliance, good corporate governance and lawful, ethical and responsible behaviour.

The purpose of this Policy is to enable Eligible Persons (as defined in section 12 of this Policy) to raise concerns about any unlawful, unethical, irresponsible or undesirable conduct involving Vicinity without fear of reprisal.

## 2. Policy Scope

This Policy applies to all Employees and the additional people specified in the definition of 'Eligible Persons'.

Personal work related grievances by Employees are not covered by this Policy. Employees with personal work related grievances should talk to their people leader or a member of Vicinity's People & Culture team.

## 3. Reporting

### 3.1 Making a report

Vicinity encourages Eligible Persons to report Unacceptable Conduct under this Policy where they feel uncomfortable raising the concern with their people leader, a member of the People and Culture team or senior management, or the concern they have previously raised with one of these persons about Unacceptable Conduct has not been adequately addressed.

Eligible Persons can report any Unacceptable Conduct to a Whistleblower Officer. Alternatively, an Eligible Person may submit a report via Vicinity's independently monitored external whistleblower service, supplied by Deloitte, which allows a report to be made anonymously if preferred:

- 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](mailto:vicinity@deloitte.com.au)
- By Fax: (+61) 3 9691 8182

Reporting of Unacceptable Conduct under this Policy must be based on a genuine belief and reasonable grounds that the Unacceptable Conduct has occurred or is suspected to have occurred. However, a Whistleblower must not make a report under this Policy which they know is misleading or not true.

### 3.2 What information should be included in a report?

The report should include as much information as possible, including the grounds for the report, steps already taken to resolve the matter elsewhere and supporting documentation (if any).

### 3.3 Escalation of reports

After a report is made, it will be referred to a Whistleblower Investigation Officer.

## 4. Confidentiality

Vicinity has an obligation to keep the concerns raised as well as the identity of the Whistleblower confidential and any Employee who receives a report will only disclose information to those directly involved in the allocation or conduct of any subsequent investigation.

If the Whistleblower has revealed his/her identity, it will remain confidential unless they have consented to its disclosure or there is a legal or regulatory requirement to reveal it. If the Whistleblower does not consent to the limited disclosure within Vicinity, Vicinity will ensure that only a de-identified report which does not identify the Whistleblower is disclosed but this may limit Vicinity's ability to progress the disclosure and take any action in respect of the disclosure.

If a report is made anonymously to Deloitte, the Whistleblower's contact details will only be provided to the Whistleblower Officer if the Whistleblower provides their consent.

## **5. Investigations of a report**

### **5.1 Preliminary review of the report**

Whistleblower reports will be referred to a Whistleblower Investigation Officer who will promptly carry out a preliminary review of the allegations raised in the disclosure. The Whistleblower Investigation Officer that conducts the preliminary review and any investigation will be independent from the area of the business involved.

Following that review, the Whistleblower Investigation Officer will decide whether there is sufficient information to support an allegation of Unacceptable Conduct and whether a formal investigation is required. Vicinity's response to a whistleblower report will vary depending on the nature of the disclosure (including the amount of information provided).

If the Whistleblower Investigation Officer determines that a formal investigation is required, the CEO (or Chair of the Board if the whistleblower report relates to a significant matter involving the CEO) will be informed of the whistleblower report.

### **5.2 Formal investigation**

Any formal investigations will generally be conducted by the Whistleblower Investigation Officer discreetly and in a fair, timely and objective manner, having regard to the nature and circumstances of the report. Where necessary, another Employee or external resources may also be asked to assist or run the investigation.

Where appropriate, the person accused of committing the Unacceptable Conduct will be informed of the allegations and provided with the opportunity to respond as part of the investigation.

## **6. Findings**

The report of the findings and recommendations of the formal investigation will be kept confidential and will be provided to the CEO (or Chairman, if the CEO is implicated).

Where appropriate, the Whistleblower may be informed of the outcome of the investigation. Where the report has been made anonymously to Deloitte, this will be done through the Deloitte online service.

Where a formal investigation identifies Unacceptable Conduct has occurred, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending employment or engagement of person(s) involved in any misconduct.

## **7. Protection**

### **7.1 Under this Policy**

Provided any report of Unacceptable Conduct is genuine and without malice, Vicinity will take reasonable steps to protect a Whistleblower. Vicinity will not tolerate any form of harassment, discrimination, victimisation or retaliation against a Whistleblower. The nature and level of protection Vicinity is able to provide to a Whistleblower will depend on things such as the nature of the Unacceptable Conduct and people involved. Protections to a Whistleblower who is not an Employee at the time the report is made may vary depending upon the nature of the relationship between Vicinity and the Whistleblower.

Any Employee who is found to have:

- victimised, harassed, discriminated or retaliated against a Whistleblower;
- threatened an Eligible Person for proposing to report Unacceptable Conduct; or
- revealed without authorisation the identity of a Whistleblower or information that could reveal their identity,

will be subject to disciplinary action, which may include termination of employment. It may also be an offence under Australian law.

Reporting a wrongdoing will not necessarily shield the Whistleblower from any consequences where they are implicated or involved in the Unacceptable Conduct (although making a report may be a mitigating factor in determining what disciplinary action is appropriate).

## **7.2 Additional protections**

Vicinity encourages Whistleblowers to make a report to the Whistleblower Officer under section 3 of the policy above. However, the law also offers protections if the Whistleblower makes a report of certain types of Unacceptable Conduct including but not limited to, information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Vicinity, or information that Vicinity or any Employee of Vicinity has engaged in conduct that contravenes certain legislation (e.g. the Corporations Act) or represents a danger to the public or the financial system, to:

- an officer or senior manager of Vicinity or of a related body corporate;
- an auditor, or a member of an audit team conducting an audit of Vicinity;
- ASIC or APRA; or
- a legal practitioner, for the purposes of obtaining legal advice or legal representation in relation to the report of Unacceptable Conduct.

The additional protections provided by law are that:

- the Whistleblower will not be subject to any civil, criminal or administrative liability for making the disclosure;
- no contractual or other remedy may be enforced or exercised against the Whistleblower on the basis of the disclosure; and
- in some circumstances (e.g. if the disclosure has been made to a regulator), the information the Whistleblower provides is not admissible in evidence against the Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

## **8. Training**

Vicinity will provide training and awareness to Employees about this Policy and their rights, obligations and responsibilities under it and whistleblower laws.

## **9. Reporting to the Risk and Compliance Committee**

The Risk and Compliance Committee will be notified of any incidents reported under this Policy. In the case of whistleblower reports that have been formally investigated, the Risk and Compliance Committee will be provided with appropriate details of the incident and the findings and recommendations of the investigation, which it may review.

## **10. Breach of this Policy**

Any breach of this Policy will be taken seriously and may result in disciplinary action.

## **11. Review**

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

## 12. Definitions and Abbreviations

Term	Meaning
CEO	Vicinity's Chief Executive Officer
Eligible Person	Any of the following of Vicinity or a Vicinity group member: <ul style="list-style-type: none"> <li>• current and former directors or company secretaries;</li> <li>• current and former Employees;</li> <li>• current and former associates;</li> <li>• current and former volunteers;</li> <li>• current and former service providers, suppliers and tenants;</li> <li>• employees of current and former service providers, suppliers or tenants; and</li> <li>• relatives or dependents of any individuals listed above (or their spouse's dependents).</li> </ul>
Employees	All casual, temporary and permanent staff (including secondees, contractors and consultants) and officers of Vicinity.
Unacceptable Conduct	Includes any of the following types of conduct which is actual or suspected, current or past: <ul style="list-style-type: none"> <li>• dishonest, fraudulent or corrupt, including bribery or abuse of authority;</li> <li>• illegal or in breach of a legal obligation;</li> <li>• unethical, improper or in material breach of Vicinity's policies or Code of Conduct;</li> <li>• improper behaviour relating to accounting or internal/external audit matters or processes;</li> <li>• harassment, discrimination, victimisation or bullying;</li> <li>• which endangers the health or safety of an individual;</li> <li>• which may be contrary to Vicinity's interests or causes loss to Vicinity of a financial or non-financial nature (including reputational harm); and</li> <li>• any other kind of misconduct or an improper state of affairs or circumstances in relation to Vicinity or its tax affairs.</li> </ul> <p>It does not include personal work-related grievance of an Employee making a report.</p>
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 any of their subsidiary or controlled entities.
Whistleblower	An Eligible Person that makes a report of Unacceptable Conduct under this Policy.
Whistleblower Officer	Investigation One of the following Employees, who must also not be a Whistleblower Officer: <ul style="list-style-type: none"> <li>• General Counsel (or equivalent) or their delegate;</li> <li>• Chief People and Transformation Officer (or equivalent) or their delegate; and</li> <li>• any other senior member of management that has the required skill to manage and investigate the Unacceptable Conduct reported, as determined by the CEO.</li> </ul>
Whistleblower Officer	An Employee who holds any of the following roles (or equivalent title): <ul style="list-style-type: none"> <li>• the Group Company Secretary;</li> <li>• Head of Compliance;</li> <li>• Head of Risk;</li> <li>• National Manager, Health and Safety; and</li> <li>• General Manager – People &amp; Culture.</li> </ul>