

## Whistleblower Protection Policy

### 1. Our commitment

Scentre Group, through our Board and executive leadership team, is committed to high standards of ethical conduct and to promoting and supporting a culture of ethical behaviour and good corporate governance.

Ethical business and personal behaviour are fundamental to our purpose – *creating extraordinary places, connecting and enriching communities* – to our values – referred to as our DNA – and to our culture. Integrity underpins how we operate.

Our Whistleblower Protection Policy is part of our risk management framework. The policy encourages the reporting of instances of unethical, unlawful or improper conduct. It is a tool which assists in identifying behaviour which is inconsistent with our values, culture or policies. The policy is consistent with, and supports, our Code of Conduct.

Our Board is also committed to the process by which any concerns raised under our Whistleblower Protection Policy are reviewed in an impartial, fair and objective manner. Anyone who makes a report may do so without fear of reprisal, intimidation or disadvantage.

We believe that encouraging reporting under this policy, and protecting and supporting whistleblowers, supports and advances the long-term interests of the Group and our stakeholders including our people, our investors and the broader community.

### 2. Who does this policy apply to?

This policy applies to current or past:

- (a) directors, officers and employees of a Scentre Group company;
- (b) an individual who supplies goods or services to a Scentre Group company or an employee of a person who supplies goods or services to a Scentre Group company; and
- (c) individual associates of a Scentre Group company, for example, a director or secretary of a related body corporate.

The policy also applies to a relative, dependent or spouse of an individual listed above.

The above is also a list of eligible whistleblowers for protections provided under the Corporations Act 2001 (Cth) (**Corporations Act**).

The Taxation Administration Act 1953 (Cth) (**Tax Administration Act**) also provides protections in relation to disclosures about a breach of an Australian tax law by Scentre Group. Tax disclosures may be made by an individual listed above. However, in relation to tax disclosures, an associate is defined by reference to section 318 of the Income Tax Assessment Act 1936 (Cth), and only a spouse or child of one of the above individuals (or a dependent of one of the above individuals or their spouse) may make a protected disclosure.

### 3. What conduct should be reported?

All Scentre Group employees have a responsibility to help prevent, detect and report unethical, unlawful or improper conduct.

### 3.1. Reportable conduct

We refer to the types of conduct that can be reported under this policy for protection under the Corporations Act as **reportable conduct**. You may make a report if you have reasonable grounds to suspect concerns of misconduct, or an improper state of affairs or circumstances in relation to Scentre Group. The conduct that can be reported may include conduct that may not involve contravention of a particular law. Reportable conduct includes any actual or suspected:

- (a) fraudulent or corrupt conduct;
- (b) illegal conduct (such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property);
- (c) misleading or deceptive conduct;
- (d) conduct which is in breach of law such as the Corporations Act, the Australian Securities and Investments Commission Act 2001 (Cth), the Competition and Consumer Act 2010 (Cth), or an offence under any other law of the Commonwealth that is punishable by imprisonment of 12 months or more;
- (e) conduct that may cause financial loss to Scentre Group, damage the Group's reputation or otherwise be detrimental to Scentre Group's interests;
- (f) unethical or other improper conduct including serious breaches of Scentre Group policies including the Group's Code of Conduct;
- (g) conduct that breaches work, health and safety laws; and
- (h) conduct that may represent a danger to the public or the financial system (whether or not a breach of a particular law).

You may qualify for protection even if your disclosure turns out to be incorrect. Reports about matters that are not reportable conduct do not qualify for protection under the Corporations Act (or the Taxation Administration Act).

### 3.2. Tax Disclosures

If a report relates to tax affairs (**tax disclosure**), protections under the Taxation Administration Act only apply:

- (a) where a report is made to the Commissioner of Taxation, if you consider that the information may assist the Commissioner to perform their duties under a taxation law in relation to Scentre Group or an associate of the Group;
- (b) where a report is made to a recipient referred to in section 5.1 of this policy:
  - (i) if you have reasonable grounds to suspect the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Scentre Group or an associate of Scentre Group; and
  - (ii) if you consider that the information will assist the recipient of the information to perform their duties under a taxation law in relation to Scentre Group.

### 3.3. Legal advice

Disclosures of reportable conduct that you make to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions of the Corporations Act are protected even if the legal practitioner concludes that a disclosure does not relate to reportable conduct.

## 4. Personal work-related grievances

Reportable conduct does not include personal work-related grievances.

Generally, these are grievances in relation to an employee's employment, or former employment, that have (or tend to have) implications for the employee personally and do not have broader implications for the Group. Examples include personal conflicts within the workplace or a decision in relation to employment such as a promotion, transfer, disciplinary action or termination.

Disclosure may still be protected where a mixed report is made. A **mixed report** is a report of a personal work-related grievance which includes information about reportable conduct or a report of reportable conduct which includes a personal work-related grievance.

Where a mixed report is received, the personal work-related grievance will be separated into a stand-alone report and referred to Human Resources. The report of reportable conduct will be investigated in accordance with the procedures outlined in section 6.

If you have a personal work-related grievance, you are encouraged to raise the matter directly with Human Resources.

## 5. How to report

### 5.1. Making a report

There are several channels for making a report. Reports may be made:

- (a) to our Whistleblower Protection Officers, listed in section 12 of this policy;
- (b) through Scentre Whistleblower a secure online portal powered by Whispli, an external provider to the Group; and
- (c) to a senior manager within the Group, being a member of the Executive Committee,

collectively being **Scentre Group Recipients**.

Scentre Whistleblower enables reports to be made confidentially, anonymously and outside of business hours. It also allows you to communicate securely with a Whistleblower Protection Officer. Scentre Whistleblower can be accessed via MYSCENTRE, Scentre Group's intranet or through this [link](#).

Reports may also be posted to Scentre Group at GPO Box 4004, Sydney NSW Australia (marked to the attention of one of our Whistleblower Protection Officers).


Senior managers who receive a report under this policy are required to notify the Whistleblower Protection Officer of the report to ensure that the mechanisms under this policy to protect and safeguard disclosures can commence. Your identity will not be disclosed to the Whistleblower Protection Officer unless you consent. In this situation your report will be treated as an anonymous report unless you consent.

You may also raise any actual or suspected reportable conduct with the Group's external auditor by contacting the [EY Ethics Hotline](#) or one of our Whistleblower Protection Officers for the contact details of the EY Audit Partner.

If you are unsure as to whether or not you should make a report you should obtain additional information by contacting one of our Whistleblower Protection Officers.

Reports may also be made to ASIC, APRA or other Commonwealth bodies that may be prescribed by regulation and qualify for protection under the Corporations Act.

Under certain circumstances, protections under the Corporations Act (but not the Tax Administration Act) may apply to public interest disclosures or emergency disclosures being disclosures to a member of Parliament or a journalist. You should contact a Whistleblower Protection Officer to ensure that you understand the criteria for making a public interest or emergency disclosure that qualifies for protection. ASIC also provides guidance regarding these criteria, in tables 2 and 3 of this [link](#). You should seek independent legal advice if you are considering making a public interest disclosure or an emergency disclosure.



In relation to tax affairs, in addition to Scentre Group Recipients, reports may be made to the Group's external auditor, to an employee or officer of Scentre Group who has functions or duties relating to the Group's tax affairs or to a registered tax agent or BAS agent who provides tax or BAS services to the Group. You may also make a report to the Commissioner of Taxation as outlined in section 3.2(a) of this policy.

Reports need to be made directly to one of the recipients nominated in this section 5.1 to qualify for protection under the Corporations Act (or the Taxation Administration Act).

## 5.2. Can reports be made anonymously?

All reports are treated in confidence and you have the option to remain anonymous. Scentre Whistleblower enables you to remain anonymous while allowing us to request additional information. You will still be protected under law even if you make a report on an anonymous basis.

During an investigation, you are not required to answer questions that you may feel will lead to your identity being revealed. You may also elect to adopt a pseudonym for the purposes of your report and not use your true name.

However, people making a report are encouraged to identify themselves to assist us in being able to properly investigate matters raised in the report or during an investigation, and to ensure protection and support is provided.

## 5.3. Help with this policy

Whistleblower protection laws can be complicated.

If you need information or advice as to how this policy works, what it covers and how disclosure may be handled, you should contact a Whistleblower Protection Officer.

In addition, [ASIC](#) and the [Australian Taxation Office](#) also provide guidance to whistleblowers.

# 6. What happens after a report is made?

## 6.1. Investigation processes

Investigation processes will vary depending on the nature of the reportable conduct being investigated.

Scentre Group will assess all reports made under this policy to determine whether the disclosure relates to reportable conduct and qualifies for protection under this policy. Where an assessment is made that the conduct requires a formal, in-depth investigation, an appropriate investigator will be appointed. An investigator may be internal to the Group or may be an external service provider. The nature and scope of an investigation will also have regard to any technical, financial, legal or other expert advice that may be required to support the investigation.

An investigator will only be appointed if Scentre Group considers that they can conduct the investigation in an impartial manner. Investigations are intended to be carried out in a timely manner and be objective, fair and independent of you and any person who is the subject of the report or any business unit to which the report relates. Investigators will keep appropriate records including of all interviews conducted and information received which affect the outcome of the investigation. The investigator's findings will be provided to the Whistleblower Protection Officer and reported to relevant Committees in accordance with section 7.1 of this policy. The manner in which findings are documented and reported will depend on the nature of the disclosure and any relevant legal requirements.

Where a report is made anonymously, Scentre Group will conduct the investigation based on the information provided.

Scentre Group may not be able to undertake an investigation if it is not able to contact you. For example, if a disclosure is made anonymously and you have not provided a means of contact.

Without your consent, Scentre Group cannot disclose information that is likely to lead to your identification as part of its investigation process, unless:

- (a) the information does not include your identity;

- (b) Scentre Group removes information relating to your identity or other information that is likely to lead to your identification; and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

If a report refers to or identifies any Scentre Group employee, the Group is committed to treating those employees fairly. Any investigation of a report will have regard to this requirement.

A report that relates to a Director or the Chief Executive Officer will be notified to the Chair of the Board and the Chair of the Audit and Risk Committee provided the complaint does not relate to that Director.

## 6.2. Communication

If you have provided your contact details or make a report through Scentre Whistleblower, a Whistleblower Protection Officer will contact you to acknowledge receipt of the report and to establish a process, including expected timeframes, for reporting to you on progress in dealing with the report including if the report is to be investigated.

Our objective will be that a Whistleblower Protection Officer will advise you of the outcome of any investigation and provide you with regular updates during the investigation process, subject to privacy considerations in respect of anyone who is the subject of the report and normal confidentiality requirements. This will include through anonymous channels if you have reported anonymously. The frequency and time frames may vary depending on the nature of the disclosure.

The level of detail to be provided to you will be determined by the Whistleblower Protection Officer and there may be circumstances where it is not appropriate to provide you with updates on or the details of the outcome of the investigation.

## 7. Protections for whistleblowers

Scentre Group is committed to respecting the rights, and safeguarding the interests, of any person who makes a report under this policy.

In addition, important protections for people making a report are contained in the Corporations Act in relation to reports of reportable conduct and the Taxation Administration Act in relation to tax disclosures.

### 7.1. Protection of your identity and confidentiality

If you make a report, your identity (or any information likely to lead to your identification) will only be disclosed:

- (a) with your consent; or
- (b) if it is required or permitted by law.

Scentre Group may disclose your identity if it:

- (c) reports the matter to a regulator (such as ASIC), the Commissioner of Taxation or the Australian Federal Police; or
- (d) raises the matter the subject of the report with a lawyer for the purpose of obtaining legal advice or representation.

The non-identifying content of your report may need to be shared in order for reports to be made to the Group's Executive Risk Management Committee, the Board or the Audit and Risk Committee.

Any disclosures of your identity or information likely to lead to your identification will be made on a confidential basis as required by law or otherwise in accordance with an investigation under this policy.

All records relating to a report under this policy will be kept securely. Only employees authorised to assess or investigate the report will have access to the records.

Unauthorised disclosure of your identity (or any information likely to lead to your identification) will be a breach of this policy and will be dealt with under the Group's disciplinary procedures. It may also be an offence under Australian law. If you believe that there has been an unauthorised disclosure you should contact a Whistleblower Protection Officer. You may also lodge a complaint with ASIC, APRA or the ATO for investigation.

## 7.2. Protection against detrimental treatment

Scentre Group is committed to ensuring that persons who make a report under this policy are treated fairly and do not suffer detriment. The Group prohibits any form of detrimental treatment against a person because they have made, may make or proposes to make a report under this policy.

Detrimental treatment includes dismissal, demotion, discrimination, disciplinary action, victimisation, harassment, intimidation, harm or injury to a person, damage to a person's reputation or property or other unfavourable treatment. Detrimental treatment includes a threat (express or implied) to cause detriment.

Any detrimental treatment of a person making a report under this policy may be an offence under Australian law and will be treated as serious misconduct and be dealt with under the Group's disciplinary procedures.

Reasonable administrative or management actions that may be taken by the Group to protect a person from detriment or to ensure the integrity of an investigation will not be considered detrimental treatment.

In addition, protecting a person from detriment does not prevent the Group from managing that person's unsatisfactory work performance, in line with our performance management framework. We understand the importance of people making a report under this policy being aware of, and understanding, the reason for any administrative or management action.

If you believe that you have suffered detriment you may seek independent legal advice or contact ASIC, APRA or the ATO.

## 7.3. Other protections

In addition to the above, you may also be entitled to additional legal protections in certain circumstances including:

- (a) protection against civil, criminal or administrative legal action for making a report;
- (b) protection against contractual or other remedies on the basis of the report;
- (c) the right not to have your identity disclosed before any court or tribunal; and
- (d) if you are subject to detrimental treatment, you may be entitled to compensation if you suffer detriment and we fail to take reasonable precautions and exercise due diligence to prevent that.

However, you may not have immunity from civil, criminal or administrative liability in relation to any misconduct you have engaged in that is revealed in your report.

## 7.4. Support

We are committed to supporting any person who makes a report under this policy and understand the importance of protecting the welfare of anyone making a report.

When a report is made under this policy we will, in assessing the report, also assess the risk of detrimental treatment against the person making the report (if their identity is disclosed) or any employees who may be suspected to have made the report. If there is an actual or perceived risk of detrimental treatment, we will consider actions that may be taken to protect you, which may include you working from a different location, reassigning you to another role (at the same level) or reassigning or relocating other employees involved in the report.

We will also take steps to maintain your confidentiality including by:

- (a) redacting personal or identifying information (subject to your consent);
- (b) limiting access to information relating to your disclosure to only those directly involved in handling and investigating your disclosure;

- (c) securely storing information relating to your disclosure;
- (d) providing training to employees involved in investigations.

Employees have access to our Employee Assistance Program (EAP) which provides counselling services. The Whistleblower Protection Officer can also provide other forms of support.

Depending on the circumstances and at our discretion, additional support may be made available which may include appointing a person other than a Whistleblower Protection Officer to support your interests, assisting you with obtaining independent legal advice or, if you are uncomfortable using the EAP, assisting you with obtaining counselling services through another means.

## 7.5. Role of the Whistleblower Protection Officers

Whistleblower Protection Officers:

- (a) receive and assess reports from whistleblowing channels;
- (b) provide information or advice as to how this policy works, what it covers and how disclosure may be handled;
- (c) protect and support people making a report under this policy;
- (d) review and consider any reports of detrimental treatment or any concern that your report has not been dealt with in accordance with this policy; and
- (e) are accountable for informing the Audit and Risk Committee of material matters reported under this policy and the results of any investigation.

Whistleblower Protection Officers have access to, and may engage, independent advisers.

## 8. Escalation procedures

You should contact a Whistleblower Protection Officer if you are concerned that:

- (a) you may be or have been subjected to detrimental treatment; or
- (b) your report has not been dealt with in accordance with this policy.

If you have a complaint against the conduct of the Whistleblower Protection Officer, or if you are not satisfied with the findings of the investigation or a decision that the report not be investigated you may escalate your concern directly to the Chair of the Executive Risk Management Committee.

The Chair of the Executive Risk Management Committee will in consultation with the Director, Human Resources determine the most appropriate course for handling the complaint which may include an independent external review.

## 9. The role of our Board

Our Board is committed to:

- (a) high standards of ethical conduct and to promoting and supporting a culture of ethical behaviour and good corporate governance;
- (b) the process by which any concerns raised under this policy are reviewed in an impartial, fair and objective manner;
- (c) ensuring that it is informed of and properly considers any material reports made under this policy including the results of any investigation; and
- (d) the protection and support of any person making a report under this policy.

Whistleblower reports are a standing item on the agenda of meetings of the Board Audit and Risk Committee. The Committee reviews all material matters reported under this policy, which are also reported to the Board.

The Whistleblower Protection Officers have direct contact with the Chair of the Board and the Chair of the Audit and Risk Committee. Processes are in place to report material matters to the Committee and the Board outside of scheduled meetings, if required.

## 10. False reports

When making a report, you must have reasonable grounds to suspect that the information is true. In these circumstances, you will not be penalised if the information is found to be incorrect.

A false report may damage the Group's reputation and the reputation of people named in the report.

Deliberately making a false report under this policy or otherwise, will be treated as a serious disciplinary event. In these circumstances, you will not have access to any of the protections referred to in this policy.

## 11. Availability, training and review

### 11.1. Availability

This policy is available on MYSCENTRE, Scentre Group's intranet. It is also available on the Group's website.

### 11.2. Training

We seek to foster a culture of continuous improvement. Regular training in relation to the application and operation of this policy and applicable whistleblower laws will be provided to employees, managers, Whistleblower Protection Officers and others who may receive reports under this policy

### 11.3. Review

Scentre Group will review this policy on an annual basis to ensure that it remains effective and whether any changes are required.

## 12. Whistleblower Protection Officers

### Paul Giugni, General Counsel

T: +61 2 9358 7730

E: [pgiugni@scentregroup.com](mailto:pgiugni@scentregroup.com)

### Maria Stamoulis, Director Human Resources

T: +61 2 9358 7291

E: [MStamoulis@Scentregroup.com](mailto:MStamoulis@Scentregroup.com)

Document approved 19 October 2021.

**Scentre Group Limited**  
ABN 66 001 671 496

**Scentre Management Limited**  
ABN 41 001 670 579

**RE1 Limited**  
ABN 80 145 743 862

**RE2 Limited**  
ABN 41 145 744 065

Level 30, 85 Castlereagh Street  
Sydney NSW 2000 Australia

GPO Box 4004  
Sydney NSW 2001 Australia

[scentregroup.com](http://scentregroup.com)