



Anti-Bribery and Corruption Policy

Purpose

Growthpoint Properties Australia (**Growthpoint**) is committed to conducting its business to the highest standard and a culture of corporate compliance, integrity and responsible and ethical behaviour.

Growthpoint acknowledges the serious criminal and civil penalties that may be incurred and the reputational damage that may be done to Growthpoint's reputation or standing in the community if the Group is involved in fraud, bribery or corruption. Accordingly, Growthpoint does not tolerate any form of fraud, bribery or corruption by its employees and officers.

Growthpoint encourages employees and officers to report any suspected or actual incidents of fraud, bribery or corruption in the workplace without fear of detriment or reprisal.

This policy is designed to provide a mechanism to encourage the prevention, detection and reporting of such behaviour or conduct.

Policy application

All Growthpoint employees and officers must comply with this policy.

Policy

1. What is fraud?

Fraud is an act of dishonesty, including misrepresentations or deceitful conduct, in order to gain an unfair or illegal advantage, that causes or may cause actual or potential financial loss to Growthpoint or any other person or entity.

Examples of fraud include:

- destroying, concealing or falsifying documents or data;
- theft of physical assets, cash, equipment, supplies, documents, data or intellectual property;
- unauthorised use of a Growthpoint corporate card or falsifying employee expense reimbursements;
- diversion of cash; and
- dishonest or international misleading financial performance reporting.

2. What is bribery?

Bribery is an act of dishonestly persuading someone to act in one's favour by a payment, benefit or other inducement which can take the form of gifts, secret commissions, fees, rewards or other advantages. Blackmail or leverage of personal information to obtain an advantage is also an example of bribery.

3. What is corruption?

Corruption is the abuse of entrusted power of an employee, contractor or officer of Growthpoint for their private gain or advantage or for Growthpoint or another person or entity. Bribery is a form of corruption.

4. Policy on fraud, bribery and corruption

Growthpoint strictly prohibits all employees and officers engaging in any form of fraud, bribery or corruption when undertaking business dealings for or on behalf of Growthpoint with other businesses, government or statutory authorities, foreign public officials (including a candidate for public office), including parties acting in an agency or fiduciary capacity.

Growthpoint employees and officers must not:

- give, offer, accept, or request any form of bribes, kickbacks, improper payments, facilitation payments, or secret commissions; and
- make, accept or request any offers or improper payments which may or are intended to influence the behavior of a party or an outcome or obtain an advantage in connection with Growthpoint dealings (including by influencing a foreign public official).

Growthpoint also prohibits the making of any payment or engaging in any transaction that is in breach of any Sanctions Law. A **Sanctions Law** is one which restricts trade or prohibits other economic, financial or trade transactions with particular countries, individuals or entities and which has been imposed by Australia, the United Nations or otherwise applies to Growthpoint.

5. Duties and responsibilities

5.1 Reporting Obligations

Growthpoint employees and officers should be vigilant in their business dealings in the context of fraud, bribery or corruption activities and report any conduct or actions that:

- results in a financial benefit or other improper advantage to a party;
- is illegal or in breach of a legal obligation; or
- constitutes improper, dishonest, corrupt, unethical or fraudulent activity.

5.2 Gifts and benefits

Employees must not accept, directly or indirectly, payments, gifts, entertainment or any other gratuities or benefits from any supplier or company with which Growthpoint conducts or may conduct business where the receipt of such a benefit is likely to influence (or be perceived to influence) judgement on the choice of goods or services procured on behalf of Growthpoint.

Officers and employees must report any gifts received as required by the Growthpoint Conflicts Policy and Procedures.

5.3 Donations and political activity

Growthpoint prohibits donations or gifts to political parties, any organisation which acts a conduit to a political party, or public officials (both domestic or foreign).

Accordingly, employees and officers of Growthpoint must not make donations to a political party, any organisation which acts a conduit to a political party or public officials (both domestic or foreign) for or on behalf of Growthpoint.

It is a criminal offence under the Commonwealth Criminal Code of Conduct for Growthpoint employees and officers to:

- dishonestly offer to someone (directly or indirectly) a benefit with the intention of influencing a public official in the exercise of their duties; and
- influence a foreign public official in order to retain or obtain business or a personal or business advantage.
- Growthpoint does not seek to restrict employees or officers making personal political donations or expressing personal political views in compliance with relevant laws, however any political involvement must not represent the views of Growthpoint.

5.4 Contracts and tenders

Growthpoint employees must ensure that all contractual agreements relating to tenders and the procurement of goods and services entered on behalf of Growthpoint are conducted at arm's length and that the tender process is conducted in a fair and transparent manner. All actual, apparent and potential conflicts of interests must be declared, assessed and documented in accordance with the Conflicts Policy and Procedures.

6. Process for reporting

Growthpoint employees and officers should report any incidents of suspected or actual fraud, bribery or corruption immediately to:

- the Compliance & Risk Manager, the HR Manager, the Chief Operating Officer, the Chief Investment Officer or the Chief Financial Officer; or
- the external and independent whistleblowing service provider of Growthpoint, Your-Call, if a report on an anonymous basis is preferred, via an online portal at www.yourcall.com.au/report (Organisation ID - GOZA2016). Individual contact details will only be provided to Growthpoint if prior consent is given.

The Growthpoint Whistleblower Policy provides protection to employees and officers who make a report of bribery, corruption or fraud on *reasonable grounds* from reprisal or disadvantage.

It is important that the concerns of suspected fraud, bribery or corruption are genuine, as alleging improper behaviour by a person can be damaging. Any employee deliberately making a malicious or false report of suspected fraud, bribery or corruption will be treated seriously and may be subject to disciplinary action.

7. Governance process for managing fraud, bribery and corruption risks

Growthpoint continually monitors and manages its exposure to fraud, bribery and corruption risks through several controls and processes including:

- semi-annual risk reviews;
- credit card expenditure monitoring and approvals process;
- internal controls and internal and external audit planning and reporting;
- approved policies such as Delegations of Authority Policy, Conflicts Policy and Procedures and Expenses Reimbursement Policy;
- reference and background checks for the appointment of employees and officers and due diligence on the engagement of suppliers and consultants;
- employee education and training programs for awareness and identification of fraud, corruption and bribery; and
- confidential reporting and investigation procedures of any suspected fraud, corruption and bribery under the Whistleblower Policy.

8. Training

Employees of Growthpoint are required to undertake training on this policy to recognise and report fraud, bribery and corruption.

9. Findings and reporting

Findings from any investigation into fraud, bribery or corruption conduct will be provided to the Managing Director (or the Chairman of the Board, if a report relates to the Managing Director).

The Audit, Risk and Compliance Committee will be provided with an update on any incidents reported under this policy on a quarterly basis. Any material incidents will also be reported to the Board.

Reports will be de-identified to maintain the confidentiality of matters disclosed under this policy.

10. Breach of policy

Any breach of this policy will be regarded as a serious matter and may result in disciplinary action, including criminal and civil liabilities for the individual(s), officers and Growthpoint. Growthpoint may also have an obligation to report incidents of fraud, bribery or corruption to an external body or police.

To the full extent permitted by law, Growthpoint reserves the rights to seek to recover any losses incurred as a result of any fraud, bribery or corruption committed by Growthpoint employees and officers.

11. Consequences of a breach

Fraud, bribery and corruption, including allegations of such behaviour, can have a detrimental effect on Growthpoint including, financial loss, reputational damage, loss of business partners, tenants or suppliers, loss of Australian Financial Services Licence and serious civil and criminal penalties for both individuals, officers and Growthpoint.

Related policies

This policy is an integral part of Growthpoint's compliance framework and should be read in conjunction with Growthpoint's Code of Conduct, Whistleblower Policy, Conflicts Policy and Procedures and Supply Chain Sustainability guidelines.

Policy review

This policy will be periodically reviewed, at least every two years, to ensure that it is operating effectively to meet the needs of Growthpoint or earlier in response to any significant regulatory developments.

Policy approval date

28 May 2020 by the Audit, Risk and Compliance Committee.

29 May 2020 by the Board.