



Whistleblower 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 encourages Eligible Whistleblowers to feel confident to report any misconduct, fraud, inappropriate behaviour or improper state of affairs in the workplace without fear of detriment or reprisal.

This policy is designed to encourage, protect and support the reporting of such improper behaviour, wrongdoing or misconduct at Growthpoint, and to provide transparency regarding the mechanism for the receiving, handling and investigation of reports. It reflects the key values of Growthpoint, as outlined in Growthpoint's Code of Conduct.

Policy application

This policy applies to any individual who is (or has been) one of the following:

- an employee or officer of any member of the Growthpoint group;
- a supplier (including employees) of goods or services to any member of the Growthpoint group;
- an associate of the Growthpoint group; or
- a relative, spouse or dependent of any of the above,

each, an **Eligible Whistleblower**.

An Eligible Whistleblower may qualify for protections at law if they make a report that meets the requirements set out in this policy.

Policy

1. What conduct and matters should be reported?

If an Eligible Whistleblower has reasonable grounds to suspect that there is misconduct or an improper state of affairs or circumstances in relation to Growthpoint (**Improper Conduct**), an Eligible Whistleblower is encouraged to report that information.

Examples of Improper Conduct

"Improper Conduct" is broad and may or may not involve a breach of a particular law. Examples of Improper Conduct include conduct that has occurred or is occurring at Growthpoint that:

- constitutes improper, dishonest, corrupt, unethical or fraudulent activity (including bribery, money laundering or misappropriation of funds);
- is illegal or in breach of a legal obligation, breach of trust or breach of duty;
- is a material breach of Growthpoint's key policies, including Growthpoint's Code of Conduct, Securities Trading Policy, Anti-bribery and Corruption Policy and Conflict Policy and Procedures;
- constitutes harassment, discrimination, victimisation or bullying or an unsafe work practice;

- constitutes improper or misleading behaviour relating to accounting, financial reporting or internal/external audit matters or processes;
- may cause loss or be contrary to Growthpoint's financial or non-financial interests;
- contravenes the *Corporations Act 2001* (Cth) (**Corporations Act**), the *Competition and Consumer Act 2010* (Cth) or the *Income Tax Assessment Act 1936* (Cth) or against any other law or regulation of the Commonwealth;
- represents a danger or significant risk to the public or the stability of and confidence within the financial system; and
- involves engaging in or threatening to engage in detrimental conduct against a person who has made a report of Improper Conduct or is believed or suspected to have made, or be planning to make, such a report.

An Eligible Whistleblower can still qualify for protection even if their report on the Improper Conduct turns out to be incorrect, provided it is based on reasonable grounds. It is important that the concerns raised by Eligible Whistleblowers are genuine and based on reasonable grounds, as alleging improper behaviour by a person can be damaging. Any employee deliberately making a false report of Improper Conduct will be treated seriously and may be subject to disciplinary action.

Personal work-related grievances

Most personal work-related grievances, such as interpersonal conflicts or decisions that do not breach workplace laws, are excluded from this policy and the whistleblower regime. Some instances of personal work-related grievances may qualify for protection if it includes information about misconduct, a breach of employment laws or otherwise constitutes Improper Conduct.

Employees of Growthpoint with personal work-related grievances should speak to their manager or Human Resources, or alternatively, seek legal advice about their rights and protections under employment laws.

2. How should reports be made?

Growthpoint encourages Eligible Whistleblowers to report any incidents of Improper Conduct to:

- a Whistleblower Officer (being any of the Compliance & Risk Manager, the P&C Manager, the Managing Director, the Chief Operating Officer, the Chief Investment Officer or the Chief Financial Officer) in person, email or telephone, inside or outside of business hours; 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). The Eligible Whistleblower's contact details will only be provided to a Whistleblower Officer if they consent.

An Eligible Whistleblower who makes such a report of Improper Conduct will qualify for protection as a whistleblower under the Corporations Act.

Growthpoint encourages reports of Improper Conduct to a Whistleblower Officer or via Your Call in the first instance in order for Growthpoint to investigate and address the Improper Conduct as soon as possible. All Whistleblower Officers have received training regarding this policy and how a report should be handled.

If an Eligible Whistleblower wishes to obtain additional information about the reporting process before making a formal report in respect of Improper Conduct, the Eligible Whistleblower may contact any Whistleblower Officer or Your Call.

Other avenues for reporting

An Eligible Whistleblower may also qualify for protection under the Corporations Act (even if they have not made a report to a Whistleblower Officer or via Your Call) if:

- they make a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act;

- they report an incident of Improper Conduct to any director of Growthpoint, Growthpoint's external auditors (including any member of the audit team) or ASIC, APRA or the Commissioner of Taxation at the ATO;¹ or
- in certain circumstances, disclosure of Improper Conduct is made to a journalist or parliamentarian under the prescribed public interest and emergency disclosure provisions in the Corporations Act.²

Making a report anonymously

Anonymous reports of Improper Conduct by an Eligible Whistleblower remain entitled to protections at law. An Eligible Whistleblower may choose to remain anonymous (including by adopting a pseudonym) for the purpose of making the report, during the investigation and after the investigation is finalised. An Eligible Whistleblower can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.

Growthpoint requests that any Eligible Whistleblower who wishes to remain anonymous maintain ongoing two-way communication with Growthpoint (e.g. via a Whistleblower Officer or Your Call), so that Growthpoint can ask follow-up questions, provide feedback and report on the status of the investigation.

3. Handling and investigating a report of Improper Conduct

Reports of Improper Conduct received by Whistleblower Officers or via Your Call will be provided to the Chief Operating Officer (or the Managing Director if the report relates to the Chief Operating Officer) or the Board Chair (if the report relates to the Managing Director) (as applicable, the **Responsible Person**) as soon as practicable after a report is received in accordance with this policy.

The Responsible Person will assess each report of Improper Conduct to determine whether it qualifies for the protections described below and the process and timeframe for investigation (including the nature and scope of the investigation). The Responsible Manager may seek external advice (including from legal advisors) for this purpose.

All reports of Improper Conduct will be investigated as necessary based on the substance of the report by an appropriate internal party that is independent from the area of the business involved. In most instances, this will be the Chief Operating Officer. In certain circumstances, appropriate external or internal resources may be engaged to assist with conducting the investigation.

Investigations will be undertaken in a timely manner that is confidential, fair, independent and objective. Growthpoint will aim to conclude all investigations within 30 days where reasonably practicable. Where a report is submitted anonymously, Growthpoint will conduct the investigation based on the information provided to it. If the circumstances require, Growthpoint may request the consent of the Eligible Whistleblower to a limited disclosure to enable investigation of the Improper Conduct.

Where appropriate, any person who is reported to have engaged in Improper Conduct will be informed of the allegations and provided with the opportunity to respond as part of the investigation. The Eligible Whistleblower will be contacted to confirm that the report has been received and, where appropriate and practicable, regular updates regarding the status of the matter. The frequency and timing of those updates may vary depending on the nature of the report.

Where the report has been made anonymously via Your Call, this information will be loaded onto Your Call to allow the individual to anonymously access this update. Growthpoint may not be able to undertake an investigation or provide updates if a report is made anonymously and no means of contact or communication with the Eligible Whistleblower are provided.

¹ See ASIC [Information Sheet 239](#) *How ASIC handles whistleblower reports* (INFO 239) for further information.

² A report may be made to journalist or parliamentarian under certain public interest and emergency disclosure provisions in the Corporations Act. An Eligible Whistleblower should understand the criteria for making a report in these exceptional circumstances, including the need for prior notice to ASIC, APRA or the ATO. Growthpoint recommends that independent advice from a legal practitioner is obtained before an Eligible Whistleblower makes a public interest or emergency disclosure.

4. Findings and reporting

The form of reporting on an investigation will be dependent on the nature and substance of the Improper Conduct. Findings from the investigation will be provided to the Managing Director (or the Board Chair, if a report relates to the Managing Director).

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

If an Eligible Whistleblower has concerns about an investigation or its outcome, Growthpoint encourages the Eligible Whistleblower to speak to a Whistleblower Officer in the first instance. Growthpoint is not obligated to reopen an investigation if it concludes the investigation was conducted properly, no new information is available or any new information would not change the findings.

5. Legal protections for Eligible Whistleblowers

There are special protections available under the Corporations Act and/or Tax Administration Act for Eligible Whistleblowers who make reports of Improper Conduct to a person described in Section 2 of this policy.

The legal protections are:

- immunity from any civil, criminal or administrative liability in relation to the report, except to the extent that report reveals the Eligible Whistleblower has engaged in misconduct;
- no contractual or other remedy may be exercised against the Eligible Whistleblower for making the report;
- in some circumstances (e.g. if the report has been made to a regulator or where the report qualifies as a public interest or emergency report), the information provided by the Eligible Whistleblower is not admissible in evidence against it in criminal or penalty proceedings, other than proceedings in respect of the falsity of the information;
- anyone who causes or threatens to cause detriment to an Eligible Whistleblower or another person due to a belief that a report has or could be made, may be guilty of an offence and liable for damages;
- the right to have their identity protected and protection from victimisation; and
- the right to seek compensation and other remedies through the courts for any loss, damage or injury suffered by the Eligible Whistleblower, including as a result of detrimental conduct.

6. Support and protection

Protection of identity and confidentiality

Growthpoint has a duty to ensure that reports by Eligible Whistleblowers are kept confidential and the identity of the Eligible Whistleblower protected, and subject to any requirement at law or from a regulator, will:

- only disclose information to parties directly involved in the investigation process, as reasonably necessary for the investigation, or for the purpose of administration of this policy;
- only disclose information that does not include the identity of an Eligible Whistleblower (unless they have provided their consent);
- take reasonable steps to reduce the risk of any information that may lead to the identity of an Eligible Whistleblower being disclosed (e.g. by de-identifying any reports prepared pursuant to this policy and redacting personal information or details that could identify the Eligible Whistleblower); and
- securely store, and restrict access to, all information, materials or documents received or created in connection with a report from an Eligible Whistleblower.

Other than to regulators, a legal practitioner (for the purpose of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act), or with the consent of the Eligible Whistleblower, it is illegal for a person to identify an Eligible Whistleblower or disclose

information that may lead to the identification of the Eligible Whistleblower. Concerns about a breach of confidentiality can be raised by Eligible Whistleblowers with a Whistleblower Officer or a regulator.

Notwithstanding Growthpoint's commitment to confidentiality, Eligible Whistleblowers should be aware that Growthpoint's ability to protect the identity of an Eligible Whistleblower may be impacted if the Eligible Whistleblowers informs other individuals of their intention to make a report or the substance of the Improper Conduct. Growthpoint encourages all Eligible Whistleblowers to make reports through the available channels under this policy and at law to receive the protections available.

Protection from detriment

Growthpoint will take all reasonable steps to ensure that an Eligible Whistleblower, who makes a report on reasonable grounds under this policy or at law, will not be subject to detriment and will be protected against reprisal or disadvantage.

The risk of detriment to the Eligible Whistleblower will be assessed and monitored by Growthpoint and the form of protection provided by Growthpoint will depend on the nature, circumstances and risks associated with the Eligible Whistleblower and their report, including protection from dismissal, demotion, disciplinary action, discrimination, harassment, intimidation, threats, physical or psychological harm or bias.

Growthpoint is also committed to providing all necessary support to Eligible Whistleblowers based on the nature of the misconduct reported and personal circumstances of the individuals involved. Eligible Growthpoint will work with Eligible Whistleblowers to understand and manage any welfare concerns, address any detriment suffered and provide professional support services as appropriate. Any Growthpoint employee or director who retaliates or personally disadvantages or threatens an Eligible Whistleblower will be faced with disciplinary action.

7. Fair treatment for individuals mentioned in a report

Growthpoint recognises the importance of ensuring fair treatment for individuals mentioned in or the subject of a report of Improper Conduct. Reports will be handled confidentiality in accordance with Growthpoint's investigation procedure and this policy.

Growthpoint may determine when to inform an individual who is the subject of an Improper Conduct, however, will always do so before making any adverse finding against them. All employees will be afforded the benefit of an objective, fair and independent investigation and the use of Growthpoint's support services.

Reporting of Improper Conduct by an employee or director implicated or involved in that conduct will be considered in the context of disciplinary action.

8. Training and accessibility of policy

Employees of Growthpoint are required to undertake regular training on this policy to encourage a 'safe to speak up' workplace culture and to ensure that employees are aware of their rights, obligations and responsibilities under this policy and whistleblower legislation.

This policy is readily accessible to all Growthpoint directors and employees through Growthpoint's internal policy register and website.

9. Breach of policy

All Growthpoint employees and officers must comply with this policy. Any breach of this policy will be regarded as a serious matter and may result in disciplinary action.

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 and its Anti-Bribery and Corruption policy.

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 and regulatory requirements.

Policy approval date

23 November 2021 by the Audit, Risk and Compliance Committee.