

Anti-Fraud, Bribery and Corruption 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.

Scentre Group has zero tolerance of fraud, bribery or corruption. Improper conduct referred to in this policy may constitute serious criminal and civil offences for the Group and any individuals involved as well as attracting serious penalties. Reputational damage may also occur to the Group and any individual involved.

Our Anti-Fraud, Bribery and Corruption Policy is part of our risk management framework. It is a tool which assists in identifying key principles that must be adhered to in relation to fraud, bribery, corruption, facilitation payments, gifts and entertainment and political donations. The policy is consistent with, and supports, our Code of Conduct and our Whistleblower Policy review

This policy will be reviewed annually [by relevant governing structure] to assess if it is operating effectively and whether any changes are required.

2. Who does this policy apply to?

This policy applies to anyone who is employed by or works for Scentre Group including employees, contractors, consultants and directors, wherever located.

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

3. What is fraud, bribery and corruption?

3.1 Fraud

Fraud is any dishonest conduct which causes actual or potential financial loss to Scentre Group or a third party. Fraud can include but is not limited to:

- Financial theft including through false expense claims or invoicing.
- Improper or unauthorised expenditure.
- Theft of property.
- Falsification of records or data.

- Theft of intellectual property or other confidential information.
- Improper use of inside information.

Employees must always act honestly and with integrity and comply with the Group's Code of Conduct and must not commit or be involved in fraud.

3.2 Bribery and corruption

Bribery is the offer, promise, payment or provision of a benefit intended to improperly influence the performance of a person's duty or to encourage the misuse of authority. Bribes can take many forms including:

- Cash payments, whether by employees or by business partners such as agents or consultants.
- Gifts and excessive entertainment / hospitality.
- Travel benefits.
- Charitable donations (which may be a bribe in disguise).
- Secret commissions or "kickbacks".
- Uncompensated use, or use on non-arm's length terms, of Scentre Group's services, facilities or property.
- "Favours" provided to public or government officials or key employees or family members of business partners.

Corruption is the abuse of a position of trust for personal gain.

Bribery is a criminal offence in most countries including Australia and New Zealand. In addition, some countries such as Australia and New Zealand have anti-corruption laws which apply to the actions of individuals and companies even when they take place abroad. A breach of these laws can lead to severe penalties for individuals and companies.

Scentre Group employees may not commit, authorise, be party to or involved (directly or indirectly) in bribery or corruption. This prohibition applies whether dealing with public officials or private individuals.

3.3 Facilitation payments, secret commissions and money laundering

Facilitation payments are generally payments to expedite or secure the performance of a routine government action. Examples may include payments made to obtain permits, licences or other official documents, expedite custom clearances or obtain or expedite entry or exit visas.

Secret commissions occur when a person or entity offers or gives a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal.

Money laundering is receiving, possessing, concealing, disposing of or importing money if the money is the proceeds of crime (or there is a risk that the money will become an instrument of crime).

The making, paying or procuring of facilitation payments or secret commissions by an employee or any person acting on behalf of the Group is prohibited as is any activity in relation to or connected with money laundering.

4. Gifts and entertainment

4.1 Principles

Gifts, entertainment and hospitality must not be provided or received with the intention or effect of improperly obtaining or directing business or obtaining any improper advantage in the conduct of business. In principle, they should only be provided or accepted if they are occasional and of modest value.



4.2 What is a benefit?

Our gifts and entertainment policy refers to “benefits”. A benefit may be in the form of a loan, service, gift or entertainment but is not restricted to these categories.

You may not may accept a benefit from any party which has commercial ties to Scentre Group unless:

- the value of the benefit is \$250 or less (in aggregate); or
- the benefit is generally available to customers of the provider of the benefit and is obtained by the employee or Director on normal commercial terms; or
- in the case of Directors, the benefit is obtained through a relationship that does not involve Scentre Group; or
- the benefit is otherwise approved in accordance with our gifts and entertainment policy, or in the case of Directors, the Chair of the Board (or if the benefit is being provided to the Chair of the Board, the Chair of the Audit and Finance Committee).

A benefit in the form of cash, or cash equivalent (for example, a gift card) cannot be accepted, irrespective of the amount or value.

If you receive a benefit and one of the above exceptions do not apply you must, within 14 days of receipt, contact the provider of the benefit and arrange for its return. If for any reason a return is not possible, you must inform the provider that the gift can only be accepted if it is donated to a Scentre Group sponsored charity. The gift must be sent to the Director, Human Resources to arrange for such donation. All details of the gift must be recorded in the gifts and entertainment register.

4.3 Gifts and entertainment register

Within 14 days of receipt of entertainment or hospitality with a value of \$100 or more, or any other benefit (such as a gift) irrespective of value, must record the benefit in the gifts and entertainment register.

Directors must on a semi-annual basis inform the Company Secretariat of the receipt of a benefit so that it can be recorded in the Directors’ gifts and entertainment register.

4.4 Public officials

No gifts should be made or offered to any public official. Approval is required prior to offering any entertainment / hospitality to a public official (except for common courtesies such as modest refreshment in connection with a legitimate business meeting).

In general terms, a public official includes anyone, whether elected or appointed, holding a legislative, administrative or judicial office in Australia or New Zealand or other country, any person exercising a public function in Australia or New Zealand or other country, including for a public agency or public enterprise and any official or agent of a public international organisation. If you are in doubt as to whether a person you are dealing with is a public official, you should seek guidance.

5. Political donations and contributions

Some jurisdictions prohibit political donations or contributions. For example, in NSW property developers are prohibited from making political donations. No political donations may be made by or on behalf of Scentre Group to any party in NSW. In all other cases, no political donations may be made without the consent of the Chief Executive Officer.

Employees must also obtain prior approval from the Chief Executive Officer for involvement in any business-related event which is organised by or on behalf of a political party or candidate to ensure compliance with the law and the Group’s policies.



6. Business partners

Appropriate enquiries and checks must be made when selecting and engaging new business partners. Business partners are third parties with which the Group does business or that interact with others on behalf of the Group. Business partners include joint venture partners, agents, brokers, intermediaries, consultants, representatives and advisers.

Business partners must be reputable, qualified and competent. Arrangements with business partners must comply with all applicable laws and the terms of any compensation or payment must be on reasonable commercial terms.

Business partners must not be engaged, or business conducted with them, if there is a material risk that they will violate anti-bribery or corruption laws or Scentre Group's codes or policies.

Employees must not use a business partner to do something that Scentre Group is prohibited from doing itself. Employees must not give or promise anything of value to a business partner if there is a material risk that the business partner will engage in prohibited conduct on Scentre Group's behalf.

7. Record keeping

We must keep financial records and have appropriate controls in place to evidence the business reason for making payments to third parties and that all expenditures are properly authorised and accurately and transparently recorded.

You must comply with the recording, reporting and approval requirements of our gifts and functions guidelines, gifts and entertainment policy, political donations policy, business travel and expense policy, credit card policy and authorisations policy.

No entry may be made in the Group's records that distorts or disguises the true nature of any transaction.

8. Your responsibilities and how to raise a concern

All Scentre Group employees have a responsibility to help prevent, detect and report fraud, bribery and other forms of corrupt conduct or activities.

8.1 Making a report

If you are aware of, concerned about or suspect an activity may be in violation of this policy you must report the matter to your manager or Divisional Director. You must also report if you are asked to engage in any illegal activity.

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.

This policy is supported by our [Whistleblower Protection Policy](#). If you are not comfortable, for any reason, with speaking with your manager or Divisional Director, the Whistleblower Protection Policy outlines methods by which reports can be made and protections and support that may be available to you.

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 who has made a report under this policy or the Group's Whistleblower Protection Policy.

8.2 Help with this policy

If you need information or advice as to how this policy works and what it covers, you should contact a member of the legal team or the General Counsel, who is also a Whistleblower Protection Officer under our [Whistleblower Protection Policy](#).



9. Investigations

Scentre Group will assess all allegations of fraud, bribery and corruption as soon as practicable after a matter has been reported and, if required, an appropriate investigator will be appointed. An investigator may be internal to the Group or 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 they can conduct the investigation in an impartial manner. Investigations will be carried out in a timely manner and will be objective, fair and independent of you and any person who is the subject to the report or any business unit concerned. Investigators will keep appropriate records including of all interviews conducted and information received which affect the outcome of the investigation.

Regulatory reporting obligations may arise if a bribery or corruption incident occurs.

10. 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 or our Whistleblower Protection 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 or our Whistleblower Protection Policy including the results of any investigation; and
- (d) the protection and support of any person making a report under this policy or our Whistleblower Protection Policy.

The Board Audit and Finance Committee reviews all material matters reported under this policy, which are also reported to the Board.

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 will be provided to employees.

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. Consequences of a breach of this policy

A breach of this policy may be regarded as serious misconduct leading to disciplinary action, including termination of employment.

A breach of this policy may also expose an individual to serious criminal and civil liability.



Effective Date	19.10.2021
Approval Date	19.10.2021
Approvers	Scentre Group Board