



# Group Disclosure and External Communications Policy

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## 1. Purpose of Document

Vicinity Centres (VCX) has obligations under the *Corporations Act 2001* (Cth) and the Listing Rules to immediately notify the ASX of information which would have a material effect on the price or value of VCX securities (subject to certain exceptions as set out in the Listing Rules). These obligations are generally referred to as “continuous disclosure obligations”. The purpose of this Group Disclosure and External Communications Policy (the Policy) is to assist employees in understanding Vicinity’s commitment to observing its continuous disclosure obligations, and their own obligations and responsibilities.

### 1.1 Scope

This policy applies to all Vicinity Directors, employees and contractors.

## 2. Definitions and Abbreviations

ASX	Australian Securities Exchange
Board	The Boards of Vicinity Limited ACN 114 757 783 and Vicinity Centres RE Ltd ACN 149 781 322
Board Disclosure Matters	The following matters in respect of which the Board reserves authority for approval of disclosure: <ul style="list-style-type: none"> <li>• financial results;</li> <li>• distributions;</li> <li>• property valuations;</li> <li>• profit outlooks;</li> <li>• resignations and appointments of directors;</li> <li>• major development activity;</li> <li>• restructuring transactions;</li> <li>• major acquisitions or divestments;</li> <li>• other key strategic decisions; and</li> <li>• other matters which involve significant financial or reputational risk</li> </ul>
CEO	Chief Executive Officer and Managing Director of Vicinity
Corporations Act or Act	<i>Corporations Act 2001</i> (Cth)
Delegate	In this Policy means a person appointed during a period of absence to undertake the obligations of the CEO, the General Counsel or the Company Secretary, as applicable, under this Policy
EC	Executive Committee of Vicinity
Listing Rules	ASX Listing Rules
Material Information	Information that a reasonable person would expect to have a material effect on the price or value of VCX’s securities
Policy	This Group Disclosure and External Communications Policy
Vicinity, Vicinity Centres or VCX	The stapled group known as Vicinity Centres, comprising Vicinity Limited and Vicinity Centres Trust, of which Vicinity Centres RE Ltd is the responsible entity, and any of their subsidiaries or controlled entities.

## 3. Commitment to Disclosure

Vicinity aims to be open and transparent with all stakeholders, and is committed to ensuring that stakeholders and the market are kept fully informed of relevant information in a timely and meaningful way.

Vicinity will comply with its continuous disclosure obligations contained in the Listing Rules and the Act and will immediately disclose to the ASX any information that a reasonable person would expect to have a material effect on the price or value of VCX securities.

In certain circumstances, the Listing Rules may allow Vicinity not to disclose such material information. If this is the case, then Vicinity will be entitled not to disclose the relevant information.

### **3.1 Decision Making for Disclosure**

The Board will:

- periodically review and approve this Policy and any amendments to it;
- monitor the effectiveness of Vicinity's continuous disclosure systems; and
- consider and approve the Board Disclosure Matters.

The CEO, General Counsel and Company Secretary are responsible for assessing whether information is required to be disclosed under Listing Rule 3.1 and, if so, whether that information relates to a matter for which the Board has specific responsibility.

In relation to Board Disclosure Matters, the Board may, as required and to the extent permitted by law, delegate authority in relation to the disclosure of information to ASX to a committee of the Board or to the CEO, General Counsel, Company Secretary and/or other appropriate members of the EC.

Announcements which do not relate to Board Disclosure Matters and have not otherwise been approved by the Board may be considered and approved by the CEO and General Counsel (or their Delegate). It is expected that the CEO and General Counsel will participate in the review of all material announcements. However, to the extent that one or both of the CEO and General Counsel are unavailable to confirm their approval of such an announcement and prompt disclosure is required, approval may be provided by their Delegates.

Routine administrative announcements may be approved by the Company Secretary or General Counsel.

Each member of the EC is responsible for monitoring the activities of their respective business units and teams to assess if any matter arises that may require disclosure and for bringing forward matters to the attention of the General Counsel, the Company Secretary or the CEO.

Where an employee becomes aware of information which is not generally available, including where such information has been leaked or inadvertently disclosed, and which the employee believes may potentially be market sensitive, the employee must, as soon as they become aware of it, either inform their people leader for subsequent reporting to their EC member, or inform a member of the EC.

### **3.2 Disclosure of Information and Communications to ASX**

Vicinity will satisfy its continuous disclosure obligations under both the Listing Rules and the Act by monitoring whether there is any material information requiring disclosure to the market through the ASX and by releasing announcements, as required, to the ASX.

The Company Secretary is responsible for all communications with the ASX. No release of a communication to the ASX may occur other than in accordance with the Policy and any associated internal procedures.

Except as permitted by the Listing Rules, Vicinity will not release any information publicly (including to media or analysts or by posting it on the Vicinity website) that is required to be disclosed through the ASX until Vicinity has received formal confirmation of its release to the market by the ASX. All information disclosed to the ASX by Vicinity will be placed on Vicinity's website following receipt of confirmation from the ASX.

### **3.3 Trading Halts**

In some circumstances, it may be necessary for Vicinity to request a trading halt or voluntary suspension from ASX in order to manage Vicinity's continuous disclosure obligations under this Policy. For example, a trading halt may be appropriate where the CEO, General Counsel or Company Secretary has established that material information exists, however time is required to prepare an appropriate announcement.

Whenever circumstances permit, the CEO, General Counsel and Company Secretary will approve the trading halt request in consultation with the Board. If circumstances do not permit Board consultation, the CEO or his Delegate, together with one of the General Counsel or the Company Secretary, may make this decision.

The Company Secretary (or Delegate) is the only person authorised to lodge a trading halt request with the ASX.

### 3.4 Market Speculation

Vicinity will generally not respond to market speculation or rumours unless a response is required by law or pursuant to a request from a relevant regulator.

### 3.5 Correcting a False Market

Vicinity will disclose appropriate information to the market if Vicinity and/or the ASX consider that this is necessary in order to prevent or correct a false market in VCX securities.

### 3.6 Communication with Investors and Analysts

In addition to satisfying its continuous disclosure obligations through the ASX, Vicinity will from time to time conduct briefings with investors and analysts. Those briefings will be conducted in accordance with the following protocols:

#### 3.6.1 Interview and Briefing Black-Out Period

No investor interviews or presentations, including analyst briefings, will be given between the end of Vicinity's full-year and half-year financial reporting periods and the date of Vicinity's annual or half-year results announcements (as applicable) or in the one month period before the publication of any other financial results, without the permission of the CEO (or Delegate). The CEO (or Delegate) and General Counsel (or Delegate) will determine whether any such presentations should be released to the ASX.

It is recognised that communication may take place during interview and briefing black-out periods with securityholders who are also co-owners of Vicinity assets, in their capacity as co-owners. In these circumstances, communication must be limited to matters relating to the co-owned assets.

#### 3.6.2 Pre and Post Briefing Review

Materials for investor and analyst briefings, including one-on-one briefings, will be reviewed before the briefing by the CEO (or Delegate) and General Counsel (or Delegate) to ensure they contain no material information that has not been disclosed. Where practicable, any briefing or presentation should be attended by at least two representatives of Vicinity. A post-briefing review will be held to determine whether any matter arose during the briefing that would lead to any obligation to disclose information.

### 3.7 Analyst Reports

If Vicinity determines to comment or provide feedback to an analyst in respect of that analyst's reports and financial forecasts, including profit forecasts, or on conclusions or recommendations set out in that analyst's report:

- that commentary or feedback will be restricted to correcting the underlying data on which the conclusions are based, without comment on the analyst's conclusions themselves; and
- the only information used will be information that is already in the public domain or not price sensitive, and no previously undisclosed material information will be communicated.

### 3.8 Communications with the Media and Investment Community

From time to time, Vicinity issues information to news and media providers and the investment community. However:

- material information will not be released, even on an embargo basis, before disclosure to the ASX; and
- marketing material will not normally be combined with or included in releases issued for legal or regulatory purposes.

Vicinity restricts interactions with the media and investment community to a limited number of appropriately authorised Vicinity representatives.

### 3.9 Confidential Information

Every officer, employee and contractor of Vicinity is required to keep confidential all confidential information of Vicinity and not to disclose any such information to any person except in circumstances required by law or with the express consent of Vicinity.

## 4. Breaches of this Policy

Contravention of Vicinity's continuous disclosure obligations can lead to criminal and/or civil penalties for both Vicinity and the persons involved. Breach of this policy may lead to disciplinary action, including dismissal.

Where a breach of this Policy is identified, it must be reported in accordance with Vicinity's Breach Reporting Policy and Procedures. The breach will be recorded, investigated and otherwise handled in accordance with that policy and Vicinity's legal and regulatory obligations.

## 5. Investor Relations

### 5.1 Investor Relations Program

Vicinity's investor relations program is designed to provide investors with appropriate information and to facilitate effective two-way communications with investors. The aim of this program is to allow investors to understand Vicinity's business, governance, financial performance and prospects. In addition, Vicinity values the opportunity to hear investors' views and concerns. Where appropriate, those views will be distilled and communicated to the Board.

### 5.2 Website

Vicinity provides information about itself and its governance to investors via its website.

In addition, as noted above, following confirmation from the ASX that any announcement by Vicinity has been received and released on the ASX announcements platform, all information released to the ASX under this Policy or otherwise will be accessible from Vicinity's website at: <http://www.vicinity.com.au>.

### 5.3 General Meetings

Securityholders are encouraged to participate in general meetings and those who are not able to attend meetings in person may provide questions or comments ahead of the relevant meeting.

### 5.4 Communications

Securityholders have the opportunity to receive communications from, and send communications to, Vicinity and its security registry electronically.

### For further information please contact:

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Company Secretary and Head of Compliance

**Rohan Abeyewardene**  
Group Company Secretary

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