

Whistleblower Policy

Don't ignore it, report it

Stockland is committed to conducting our business ethically, with integrity and with consideration to the expectations of our stakeholders.

Employees and Stakeholders (as defined in this Policy) are encouraged to report any alleged misconduct or improper state of affairs or circumstances that does not align with Stockland's values.

Whistleblowers are protected

Stockland is committed to providing a physically and psychologically safe environment which supports a culture where individuals feel safe to speak up and where we listen to what you have to say.

Our Whistleblower Policy has been designed to offer protection, confidentiality and assistance to any Stockland employee, supplier and other Stakeholder who raises a concern. Refer Section 5.5 for details.

How to make a whistleblower report under this Policy

Email: Contact Stockland's Whistleblower Protection Officers at whistleblowing@stockland.com.au

Internet: Visit Stockland's intranet page "Tell Me" (for employees only) or Stockland's external website "Tell Me" [Stockland Whistleblower Channel](#)

External: "Your Call" is Stockland's external and independent whistleblowing service provider
Phone: 1800 940 379

Internet: www.yourcall.com.au/report (use unique identifier code: Stockland 1952)

Making a report – we don't need proof, but we do need details

Stockland will assess any reports in accordance with this policy, and investigate such reports where appropriate, as quickly as reasonably practicable. You can make an anonymous report, however, providing your contact details assists us in conducting any investigation and keeping you informed of its status.

Other types of reports

Some types of reports are not appropriate to be made under this Whistleblower Policy including:

- To report a work, health and safety incident or hazard please contact your Line Manager immediately. If you are not an employee and would like to report a work, health and safety incident or hazard, contact us at www.stockland.com.au or 612 9035 2000.
- For personal workplace grievances, please consult the Stockland Grievance Procedure for guidance.
- For general complaints, please refer to the Stockland website [Contact Stockland](#).

Need more information

Please read the balance of this Whistleblower Policy for specific guidance on the key principles which guide Stockland's approach to whistleblowers.

Whistleblower Policy

1. Purpose

Stockland is committed to conducting our business ethically, with integrity and with consideration to our stakeholder expectations.

The Whistleblower Policy (**Policy**) has been put in place to ensure Stakeholders (as defined below) feel safe to speak up regarding any misconduct or improper state of affairs or circumstances (such as any illegal, corrupt or unethical conduct) without fear of victimisation. The Policy outlines the key elements of Stockland's Whistleblowing Program so that reports are addressed in an effective and timely manner.

The purpose of this Policy is to:

- encourage and enable Stakeholders to raise concerns regarding actual or suspected misconduct or an improper state of affairs or circumstances on a confidential and, if desired, anonymous basis;
- outline how Stockland will protect Stakeholders for raising such concerns;
- document and provide transparency regarding how reported concerns are received and, where appropriate, investigated by Stockland; and
- the protections and support in place to ensure confidentiality and prevent victimisation.

The *Corporations Act 2001 (Cth)* (**Corporations Act**) provides certain people with legal rights and protections as whistleblowers and requires Stockland to have a whistleblowing policy that addresses the protections under that Act. Further information regarding these protections is set out in the Annexure to this Policy.

2. Who is protected under this policy

Individuals will be protected under this Policy if:

- they are a person who can make a report under this Policy as a whistleblower as set out in the 'Who can make a report?' section below;
- they make a report about a matter covered by the 'What can be reported' section below; and
- they make a report in accordance with the 'How to make a Whistleblower report' section below.

3. Who can make a report

This Policy applies to an individual who is or has been:

- a Stockland employee or officer, including a director or company secretary;
- a supplier of goods and services to Stockland (for example, a contractor, consultant or service provider), or an employee of such a supplier;

- an associate of Stockland as defined under the Corporations Act (including a person with whom Stockland acts in concert, or a person with whom Stockland is or proposes to become formally or informally associated); and/or
 - a relative, dependent or spouse of the above
- (collectively, “**Stakeholders**”).

If an individual does not fall into one of the above categories, they are still encouraged to raise any concern they have through the channels outlined in this Policy. Stockland will still assess the concern raised and take appropriate steps. While Stockland may not be able to apply all of the protections set out in this Policy (and the protections under the Corporations Act may not apply) to them in this circumstance, Stockland will look for ways to support all people who raise a concern.

4. What can be reported.

4.1. Disclosable Matters

Stakeholders are encouraged to report any “Disclosable Matters” in relation to Stockland or its related bodies corporate. A Disclosable Matter includes any conduct that Stockland or any employee or officer has, or has potentially, engaged in that a Stakeholder has reasonable grounds to suspect is:

- illegal, fraudulent, dishonest or corrupt;
- unethical or grossly negligent;
- theft, violence or threatened violence, and criminal damage against property;
- improper or misleading accounting or financial reporting practices;
- undisclosed conflicts of interest and anti-competitive behaviour;
- conduct that may constitute modern slavery or exploitation of vulnerable workers;
- an unsafe work practice or any conduct that poses a serious risk to the health and safety of any person at the workplace or a serious risk to public health, public safety or the environment;
- any conduct which:
 - indicates a serious or systemic failure to follow or a deliberate disregard for a corporate process, policy or procedure (for example sexual harassment or unlawful discrimination);
 - breaches or potentially breaches a law, regulation or an obligation under a contract;
 - has the potential to damage Stockland’s reputation;
 - concerns alleged victimisation of a whistleblower;
- any other conduct which has caused or may cause financial or non-financial loss to Stockland or may be otherwise detrimental to the interests of Stockland; or
- constitutes an offence against, or contravention of, a provision of the Corporations Act and other relevant legislation; or
- constitutes an offence under any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.

A Disclosable Matter may also include any behaviour or conduct where there is a decision or impending decision which is likely to result in a Disclosable Matter or any attempt to conceal any of the above behaviour or conduct.

A Stakeholder does not have to be sure that any of the above behaviour or conduct has occurred in order to raise a concern (for example, if they only have some information leading to a suspicion, but not all the details).

Stakeholders will be protected under this Policy even if their concern turns out to be incorrect. However, they must not make a report that they know, or ought to know, is false or has no substance. Where it is found that a person has knowingly made a false report, this will be considered a serious matter and may result in disciplinary action up to and including termination of employment or engagement.

4.2. Work-related grievances

Personal work-related grievances are generally not covered by the Whistleblower Policy and do not qualify for protections under the Corporations Act.

Personal work-related grievances are generally grievances relating to a person's current or former employment or engagement that only have implications for them personally, and do not have any other significant implications for Stockland or relate to a Disclosable Matter.

For example, a personal work-related grievance not qualifying for protection under this Policy would include:

- interpersonal conflicts with another employee;
- challenges to a decision relating to the person's employment or engagement such as a transfer or promotion;
- challenges to decisions about the person's terms and conditions of employment, such as a pay review; or
- challenges to a decision to suspend or terminate the person's employment, or otherwise discipline them where appropriate.

Where an employee has a concern relating to their employment, they should attempt to resolve the concern informally. If an employee has not been able to resolve the concern in an informal way, or feels it is not possible to do so, employees should refer to the Grievance Procedure or contact their People & Culture Business Partner for assistance.

Matters where a personal work-related grievance relates to a Disclosable Matter, would have significant implications for Stockland, or relates to any detriment suffered by or threatened towards a Stakeholder who raised a Disclosable Matter, should be reported under and will be covered by this Policy.

4.3. Other concerns

Stockland is committed to responding to complaints and feedback from investors and customers in a timely manner.

Investors may refer to the Financial Disputes Resolution Policy for complaints relating to their investment in Stockland stapled securities.

Customers seeking to raise a complaint or provide feedback may do so through our website at www.stockland.com.au/contact-stockland

5. How to make a Whistleblower report

Stockland has several channels for a Stakeholder to report a Disclosable Matter and, in order to assist with responding to any report, requests that you clearly state that you are making a report under this Policy. Reporting channels are set out below and in the Annexure to this Policy.

5.1. Whistleblower Protection Officers

Stockland has designated the Chief Legal & Risk Officer and the Group Risk Officer as the Whistleblower Protection Officers (**WPO**). In the event the Disclosable Matter relates to either role or the Legal and Risk functions, the Chief People & Stakeholder Engagement Officer will be appointed as WPO for the specific matter.

The WPOs are responsible for reviewing all Disclosable Matter reports and commencing an investigation if appropriate and there is sufficient information to do so. Where there is insufficient information, the WPOs will, where the Stakeholder who has made the disclosure is able to be contacted, seek further details.

Where a Stakeholder has concerns about a Disclosable Matter and they would like to make a report under this Policy, they are encouraged to report it to a WPO through the following channels:

- directly via email or phone
- by email to whistleblowing@stockland.com.au or
- through “Tell Me” via Stockland’s intranet (available for employees only) [Tell me or](#) Stockland’s external website <https://www.stockland.com.au/about-stockland/corporate-governance/whistleblower-channel>

Stockland encourages internal disclosures in the first instance, so that Stockland can identify and address any wrongdoing as quickly as possible. Stakeholders are encouraged to make a report through one of the above channels, so it can be promptly and effectively addressed by Stockland.

5.2. Eligible Recipients

Eligible Recipients are authorised to receive Disclosable Matter reports. Stockland’s Eligible Recipients include;

- a Stockland non-executive director,
- a member of the Stockland Leadership Team (“SLT”) or an Executive General Manager, or
- a member of an audit team conducting an internal audit or external audit of Stockland

Subject to any confidentiality requirements, all concerns received by Eligible Recipients will be escalated directly to the WPOs to preserve confidentiality and to enable an investigation to commence where appropriate.

5.3. Your Call

Your Call is Stockland’s independent third-party whistleblowing service provider.

The Your Call reporting options include:

- Website www.yourcall.com.au/report
(please use Stockland’s unique identifier code Stockland1952)
- Telephone 1800 940 379, between 9am and 12am during recognised business days, AEST

Your Call will receive and manage your report with impartiality and confidentiality. This option allows you to:

- remain completely anonymous; or
- identify yourself to Your Call only; or
- identify yourself to both Your Call and Stockland.

Your Call will generally remain the intermediary, receiving and forwarding communication between all parties, including WPOs, unless you consent to the WPOs contacting you directly.

5.4. Raising Concerns Anonymously

Reports can be made anonymously and a Stakeholder can remain anonymous while interacting with Stockland in relation to their report, including during any investigation of their report, as well as after their report is closed. At any given time they can identify themselves, but this is their choice and at no point do they need to do this or will they be forced to provide their identity. If a Stakeholder decides to disclose their identity, Stockland will take steps to protect their identity and to protect them from detriment.

It is recommended that Stakeholders making an anonymous disclosure maintain an ongoing two-way communication with Stockland, to allow Stockland to ask follow-up questions or provide feedback. Stakeholders may refuse to answer questions that they feel may reveal their identity at any time.

Stockland will make every endeavour to investigate each report where possible and appropriate, but in some cases, there are limitations on what can be achieved if a Stakeholder decides to remain anonymous (for example, if Stockland is not able to contact them to obtain sufficient information).

If you would like some further information before making a report, please contact a WPO.

5.5. Confidentiality

Stockland's priority is to support and protect Stakeholders who raise concerns that are reportable under this Policy. As part of this, a person who raises a report under this Policy will be afforded the confidentiality protections set out in this Policy.

In particular, if a Stakeholder raises a concern that is reportable under this Policy, their identity (and any information that Stockland has because of their report that someone could likely use to identify them) will only be disclosed if:

- they give their consent;
- the disclosure is required or allowed by law (for example, disclosure by Stockland to a lawyer to obtain legal advice about whistleblower protections under law); or
- in the case of information likely to identify them, it is reasonably necessary to disclose the information for the purposes of an investigation, but their actual identity is not disclosed and all reasonable steps are taken by Stockland to prevent someone from identifying them.

Reports received will be treated sensitively and seriously. To maintain confidentiality of a report, Stockland:

- limits access to information relating to a report;
- carefully reviews and potentially de-identifies certain aspects of a report as appropriate; and
- uses tools and platforms that allow reports to be made anonymously.

Consent to the limited sharing within Stockland of a Stakeholder's identity will assist Stockland to protect and support a Stakeholder in relation to their disclosure and facilitate Stockland in investigating, reporting and taking action arising as a result of their report (where appropriate).

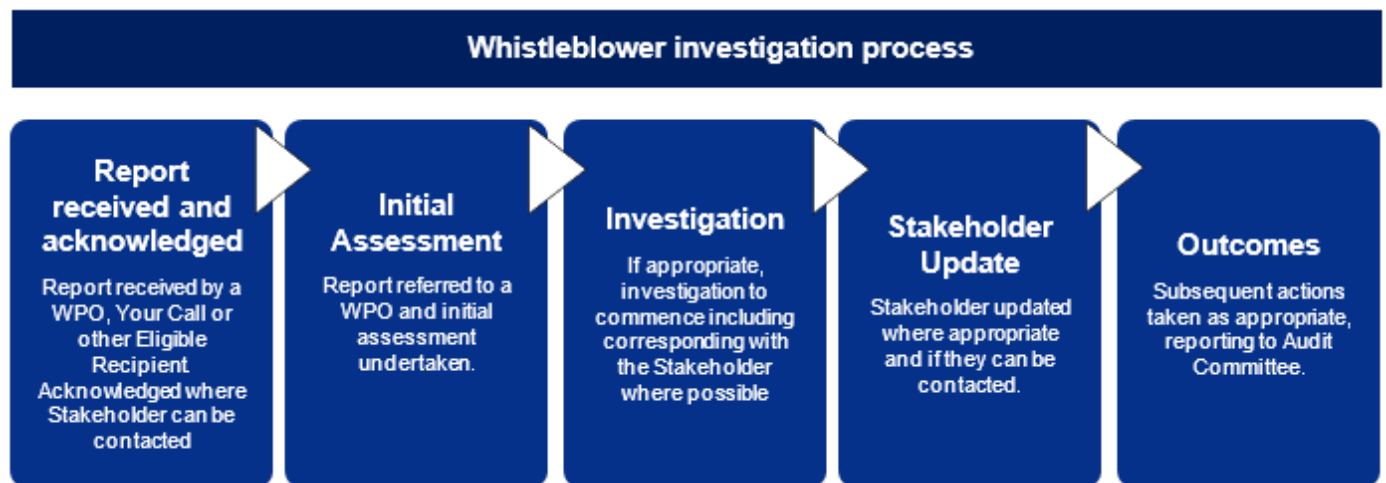
Stakeholders should be aware that if they do not consent to the limited sharing within Stockland of their identity and the information provided by them as needed, this may limit Stockland’s ability to progress their report and to take any action in relation to it.

Stakeholders have a right to raise any issue they experience as a result of making a report (including if they believe or suspect that there has been a breach of their confidentiality) directly with a WPO.

5.6. Data Protection

The Stockland Privacy Policy explains how personal information is collected, stored, used, disclosed and managed. All personal information that forms a part of a Disclosable Matter report will be treated in accordance with Stockland Privacy Policy and applicable privacy or data protection laws.

6. Investigation Process



6.1. Investigations

While making a report under this Policy does not guarantee that it will be formally investigated, all reports made under this Policy will be initially assessed and considered by Stockland and a decision made by Stockland as to whether it should (and can be) investigated further.

Stockland’s response will vary depending on the nature of the report (including the amount of information provided). An investigation may not be possible if the Stakeholder cannot be contacted or further details cannot be obtained (for example, if a report is made anonymously and no contact details are provided).

All Disclosable Matters reports that are investigated will be investigated in a fair, objective and prompt manner, conducted impartially of the Stakeholder and the individuals(s) subject to the Disclosable Matter (if applicable). The investigation will be in accordance with this Policy and Stockland’s Whistleblower Investigation Procedure and be initiated and progressed as quickly as practicable.

The investigation may be undertaken by other appropriate Stockland employees, or external legal counsel, accountants, or other experts. This is subject to compliance with the confidentiality protections set out in this Policy and the delegate not being a subject of the reported concern. All investigations will

be conducted in a manner compliant with the confidentiality obligations outlined in this Policy. Stockland and the WPOs will ensure fair treatment for employees who are the subject of a disclosure that qualifies for protection under this Policy and the Corporations Act.

Whilst every investigation process will differ according to the relevant circumstances, the investigator will ordinarily ensure that appropriate enquiries are made to determine whether there is enough evidence to substantiate the matters reported. Investigations will be impartial of both the person who made the report and the person(s) or business unit(s) reported.

The timeframe for an investigation will vary depending on the nature of the allegations, the number of individuals to be interviewed (including any witnesses), and any other relevant matters. Stockland endeavours to complete investigations within 90 days of receipt of a report, however this time period may be exceeded depending on the circumstances of the matter.

Unless there are confidentiality or other reasons not to do so, employees to whom a report relates will be informed of the allegation at the appropriate time, and given an opportunity to respond to the allegation(s) made against them, as and when required by principles of procedural fairness.

Findings will be made on the balance of probabilities and it will be either that the allegation(s) are:

- fully substantiated;
- partially substantiated (for example, if one but not all allegations are substantiated);
- not able to be substantiated;
- unsubstantiated; or
- disproven.

The method for documenting and reporting the findings of an investigation will depend on the nature of the report. Any report prepared in relation to an investigation may be provided to a decision-maker in relation to the matter and remains the property of Stockland. It will not be provided to a person who makes a report or any other person to whom a report relates.

6.2. Updating the Stakeholder

Stockland will provide periodic updates to a Stakeholder on the progress and outcomes of the investigation of their report subject to the privacy and confidentiality considerations of the person(s) against whom the allegations or complaint is made and whether the Stakeholder has provided contact details. The frequency and timeframe of any updates may vary depending on the nature of the disclosure. These updates may include the following:

- confirming receipt of a report;
- advising that an investigative process has begun (where an investigation is appropriate);
- providing updates on the investigation status (even if there has been no progress);
- advising when an investigation has been closed.

While Stockland may communicate the findings of any investigation to a Stakeholder who has made a report in its absolute discretion, it may not always be appropriate to provide details of the outcome having regard to confidentiality and privacy considerations. If appropriate, the persons to whom the report relates will also be informed of the findings of any investigation.

6.3. Outcomes of investigation

Stockland may, in its discretion, change internal processes and take action in relation to employees or contractors who have behaved improperly where an investigation establishes there has been misconduct or other inappropriate conduct.

Substantiated misconduct may result in disciplinary action up to and including termination of employment or engagement, and if there has been illegal activity, civil penalties or criminal charges. If an investigation finds that criminal activity is likely to have occurred, the matter may also be reported to the police and other regulatory authorities by Stockland.

7. Fair treatment of persons implicated or mentioned in a report

Stockland is committed to ensuring the fair treatment of any person who is mentioned in a report or to whom any report relates, and will take reasonable steps to this end, including by:

- maintaining confidentiality during an investigation to the extent that it is practicable;
- providing support to any employee or contractor who is the subject of a whistleblower complaint where appropriate and, to the extent practicable, including counselling and other support services;
- allowing any employee that is subject to a report to receive procedural fairness, including a sufficient opportunity to be heard before findings are made in an investigation; and
- basing investigation findings on the balance of probability.

No action will be taken against employees or officers who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may continue for the duration of the investigation.

Support available for persons implicated in a report under this Policy includes:

- connecting the person with access to Stockland's Employee Assistance Program (available to current employees and officers); or
- appointing an impartial support person from the HR team or other appropriate employee to deal with any ongoing concerns they may have, subject to confidentiality considerations.

8. Protection for Stakeholders

Stockland does not tolerate any reprisal action against or victimisation of any Stakeholder who reports a Disclosable Matter and is committed to protecting Stakeholders from any detriment or threats of detriment because of a report (or proposed report) raised in accordance with this Policy. These protections are an essential element of creating an environment in which Stakeholders feel safe to raise concerns about Disclosable Matters. These protections apply even if no wrongdoing is identified following completion of an investigation.

It is a breach of this Policy for any Stockland employee to take reprisal action against a Stakeholder who reports a Disclosable Matter under this Policy, or because of a belief or suspicion that such a report is proposed to be made. Prohibited reprisal action includes, but is not limited to:

- dismissal of an employee;
- injury of an employee in their employment or alteration of their duties to their disadvantage;
- discrimination between an employee and other employees;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property, reputation, business, financial position, or any other damage; and/or
- threats to carry out any of the above.

Any actual or threatened reprisal action will be treated as serious misconduct and may result in disciplinary action, up to and including termination of employment or engagement. In some circumstances, this conduct can also attract civil and/or criminal penalties.

Stockland and the WPOs will take reasonable steps to protect the:

- Stakeholder from detriment (including reprisal or disadvantage as a result of raising their concern(s));
- confidentiality of the identity of the Stakeholder or information which is likely to lead to their identification.

In practice, this means that Stockland and the WPOs may:

- monitor and manage the behaviour of other employees, including putting in place temporary work arrangements (such as allowing a person to perform their duties from a different location);
- implement investigation processes and limit access to information relating to the disclosure to those managing and investigating the disclosure;
- remind those involved in handling and investigating a disclosure of the confidentiality requirements, including that the disclosure of a Stakeholder's identity may be a criminal offence;
- communicate support services available to Stakeholders making a Disclosable Matter report, such as Stockland's Employee Assistance Program (available to current employees and officers);
- taking disciplinary action where appropriate for conduct that amounts to detrimental conduct or breaches the confidentiality requirements of this Policy; and
- encourage Stakeholders to lodge a formal complaint via the channels in the Policy if they believe their interests have not been protected and promptly investigate and, if necessary, act on those complaints.

If an employee believes that they or someone else has suffered reprisal action as a result of a concern being reported or being proposed to be reported, they should immediately report this to the WPO on the contact details outlined above.

Stockland will at all times be able to raise and address with an individual matters that arise in the ordinary course of their employment or contractual relationship with Stockland (for example, any separate performance or misconduct concerns), or take appropriate action to protect a person from detriment, and this will not amount to reprisal action.

Stockland will look for ways to support all people who raise a concern, but it will not be able to provide non-employees with the same type and level of support that it provides to its employees. Where this

Policy cannot be applied to non-employees, Stockland will still seek to offer as much support as reasonably practicable.

9. Reporting to the Stockland Audit Committee

The Stockland Audit Committee is regularly updated on Stockland's whistleblowing program and will be provided with a summary information relating to reports, investigations, and findings, which are de-identified as required.

Reports or investigations concerning material incidents may be reported to the Stockland Audit Committee outside of the usual updates and the Stockland Audit Committee can at any time request further information regarding the state of Stockland's whistleblowing program.

10. Policy Compliance

Failure to comply with this Policy may result in substantial fines and penalties being imposed upon Stockland and may expose Stockland and/or its employees to civil or criminal liability or other financial or reputational damage. It may put our Australian Financial Services Licences and other business licences at risk. Employees who breach this Policy may face disciplinary action which could include dismissal. Contractors who breach this Policy may face consequences which could include termination of engagement.

Subject to this Policy, employees must adhere to Stockland's Escalation Policy in reporting any breach of this Policy that they are involved in, or become aware of, and do so in a timely manner.

11. Review

This Policy and any changes are approved by the Stockland Board.

The Group Risk Officer is the Policy Owner and is required to review the Policy:

- when applicable and appropriate, including when there are changes in business practice, legislation and compliance obligations; and
- at least every 2 years.

12. Miscellaneous

This Policy is non-contractual and does not form part of any employment agreements with employees or contracts of engagement. This Policy does not bind Stockland and does not create any contractual obligation on the part of Stockland toward an employee.

This Policy is subject to ongoing review and may be amended, replaced or revoked at any time by Stockland in its absolute discretion.

13. Related Policies

- [Code of Conduct](#)
- [Fraud, Bribery and Corruption Prevention Policy](#)
- [Anti-Competitive Behaviour Policy](#)
- [What Stockland Expects from its Suppliers Policy](#)
- Grievance Procedure (internal document)
- Whistleblowing Investigation Procedure (internal document)
- [Privacy Policy](#)

14. Contact for Questions

Please contact Stockland's WPOs at whistleblowing@stockland.com.au with any questions on this Policy

15. Policy Availability

This policy is available on the internal RISC site and is externally published on Stockland's [Corporate Governance](#) external webpage.

A. Annexure: Protections for whistleblowers provided by Australian law

How will I be protected if I raise a concern?

As set out in this Policy, Stockland is committed to protecting “eligible whistleblowers” who make a disclosure in accordance with this Policy.

Two key protections inform all aspects of this Policy, being to protect the confidentiality of “eligible whistleblowers” who make such disclosures and to protect people from detriment being caused to them in relation to such disclosures. Further detail about these protections is set out below.

Protections can also arise under law. For example, for reports that arise in connection with Stockland's operations, the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) protect “eligible whistleblowers” where they make a disclosure about a “disclosable matter” to a person specified under those Acts.

A “disclosable matter” under the Corporations Act will arise where an “eligible whistleblower” makes a report in circumstances where they have reasonable grounds to suspect that the information concerns misconduct or improper state of affairs in relation to an entity of Stockland, including, but not limited to, conduct that:

- constitutes an offence against a range of corporate and financial sector legislation specified under the Corporations Act;
- constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or the financial system; or
- is otherwise prescribed by regulation.

In addition, a disclosure may also be protected as a “disclosable matter” under the Taxation Administration Act where a report relates to a breach of Australian tax law or tax-related misconduct.

Disclosures that are not protected under the Corporations Act or the Tax Administration Act may have protection under other legislation, such as the *Fair Work Act 2009* (Cth).

A report about a “disclosable matter” by an “eligible whistleblower” will be protected under the Corporations Act and the Taxation Administration Act if it is made to Your Call or any authorised recipient. These protections are also available in relation to such disclosures made to another person specified under those Acts as set out further below.

If an “eligible whistleblower” makes a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation, that disclosure will also be protected even if it does not relate to a “disclosable matter”.

The key protections under this Policy and applicable Australian laws are as follows:

Confidentiality: Stockland protects the confidentiality of Stakeholders who raise concerns, by limiting how both their identity and information that is likely to lead to their identification is shared. A Stakeholder's identity will be kept confidential to the fullest extent possible and only shared as permitted by the Stakeholder or law.

Under the Corporations Act (and the Tax Administration Act, where relevant), where a report is made about a “disclosable matter” by an “eligible whistleblower” to Your Call, an authorised recipient, or another person specified under those Acts (as set out below), that “eligible whistleblowers” identity (and information which is likely to identify them) can only be disclosed without their consent, if the disclosure is to:

- the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**);
- the Australian Federal Police (**AFP**);
- the Australian Commissioner of Taxation in respect of tax-related misconduct; or
- a legal practitioner for the purpose of obtaining legal advice or legal representation,

or if it is reasonably necessary to disclose information for the purposes of an investigation, provided their identity is not disclosed and all reasonable steps are taken by Stockland to reduce the risk that they will be identified.

It is an offence for a person to identify an “eligible whistleblower” or disclose information in a report about a “disclosable matter” made by them that is likely to lead to their identification, other than as set out above. Reports can also be made anonymously and still be protected under the Corporations Act.

Non-victimisation: Stockland protects Stakeholders from detriment caused because they or another person raised a concern or plan to raise a concern. Stockland does not tolerate anyone threatening to cause or causing detriment to a Stakeholder because of a desire or decision to raise a concern. Doing so is taken seriously by Stockland and may lead to disciplinary action.

In certain circumstances, these protections will also be enforceable under the Corporations Act or the Tax Administration Act (where a report relates to tax-related misconduct). Under this legislation, it is an offence for a person to engage in conduct (or threaten to engage in conduct) that causes detriment to an “eligible whistleblower” (or another person) if:

- that person believes or suspects that the “eligible whistleblower” (or another person) made, may have made, proposes to make, or could make a disclosure that qualifies for protection, and
- the belief or suspicion is the reason (or part of the reason) for the conduct.

Where these protections apply, an “eligible whistleblower” is also protected from liability for making the report (either by way of civil, criminal or administrative legal proceedings, or contractual or other remedies being sought against them). Further, information an “eligible whistleblower” discloses in a report made to a regulator or Commonwealth authority cannot be used in legal proceedings against them (except for proceedings in relation to giving false information). However, an “eligible whistleblower” will not be granted immunity from the consequences of any misconduct they have engaged in that is revealed by their report (including, but not limited to, any disciplinary action).

When will I be protected?

Stockland provides protections to Stakeholders who raise disclosures pursuant to this Policy, as set out in this Policy.

Stockland also provides these protections to any “eligible whistleblower” who makes a disclosure that is a “disclosable matter” under the Corporations Act (or the Tax Administration Act, where relevant) to Your Call, an authorised recipient, or another “eligible recipient” under law, which includes:

- a director, officer or senior manager of Stockland or a related body corporate;
- an auditor, or a member of the audit team conducting an audit of Stockland or a related body corporate;
- an actuary of Stockland or a related body corporate;
- ASIC, APRA or, in the case of tax-related misconduct, the Australian Commissioner of Taxation; or
- a legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to the operation of Part 9.4AAA of the Corporations Act. It may be advisable to obtain independent legal advice prior to making a report about a “disclosable matter”.

In limited circumstances, certain “public interest” or “emergency” disclosures made to journalists or parliamentarians are also protected by law. It is important that “eligible whistleblowers” understand the criteria for making a “public interest” or “emergency disclosure” before doing so. For example, they must have previously made a disclosure to ASIC, APRA or another prescribed body before they can make a “public interest” or “emergency” disclosure and, in the case of a “public interest” disclosure, at least 90 days must have passed since the previous disclosure. “Eligible whistleblowers”, seeking to make public interest or emergency disclosures should refer to section 1317AAD of the Corporations Act and should seek their own independent legal advice prior to disclosure to ensure protection is afforded in the specific circumstances.

Stakeholders are encouraged to raise a disclosure with Your Call or an authorised recipient in the first instance, so that Stockland can be in a position to identify and address any wrongdoing as early as possible. However, Stakeholders can qualify for protection regardless of which of the above eligible recipients they choose to raise a disclosure with. As set out in this Policy, Stockland takes any reports made under this Policy seriously and will treat such reports sensitively and confidentially.

What should I do if a protection is breached?

Stockland takes any breach of these protections seriously. Where a person believes a breach has occurred, they should raise this with the Whistleblower Protection Officer (or, if they are implicated in the concern, with Your Call or an authorised recipient). An “eligible whistleblower” can also seek independent legal advice or, if there has been a suspected breach of confidentiality, lodge a complaint with a regulator, such as ASIC, APRA or the Australian Taxation Office, for investigation.

If a person suffers detriment because a person believes or suspects that they or another person has, proposes to make, could make or may make a report that qualifies for protection under the Corporations Act, that person can also seek compensation and other remedies through the courts if they suffer loss, damage or injury because of the disclosure, including if Stockland fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. A person should seek legal advice if they are considering seeking such remedies.

Is anything not covered by the Whistleblower Protection Policy?

The Policy and the protections under law (including the Corporations Act) generally do not apply to personal work-related grievances. These are reports which relate to a person’s employment with Stockland and only have implications for them personally. For example, a personal work-related grievance would include an interpersonal conflict between an “eligible whistleblower” and another employee, a decision about the engagement, transfer, or promotion of an “eligible whistleblower”, or a decision to suspend or terminate the engagement of an “eligible whistleblower” or otherwise discipline them. Instead, these matters should be reported in accordance with Stockland’s internal grievance resolution policy and guidelines.

However, this Policy and the law can still apply in some circumstances, such as where a Stakeholder’s concern:

- relates to a “disclosable matter” (see above);
- has significant implications for Stockland;
- relates to any detriment suffered by the Stakeholder, or which they are threatened with, for raising a concern;
- relates to conduct where there is a breach of employment or other laws punishable by imprisonment of 12 months or more, or the conduct represents a danger to the public; or
- relates to misconduct beyond their personal circumstances.

If a Stakeholder seeks legal advice or legal representation in relation to the operation of the whistleblowing provisions under the Corporations Act, their disclosure will also remain protected as set out above and will not constitute a personal work-related grievance.

Where in doubt, a Stakeholder should make their report to an authorised recipient or to Your Call and their report will be dealt with under the right policy.



Stockland
