



# Group Disclosure and External Communications Policy

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## 1. Purpose

Vicinity Centres has obligations under the Corporations Act and the Listing Rules to immediately (ie promptly and without delay) 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 Policy is to assist Vicinity Directors, employees and contractors in understanding Vicinity’s commitment to complying with its continuous disclosure obligations, and their own obligations and responsibilities.

## 2. 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 is committed to complying with its continuous disclosure obligations contained in the Listing Rules and the Corporations Act and has put in place measures to enable it to comply with its continuous disclosure obligations.

## 3. Decision Making for Disclosure

### 3.1 Role of the Board

The Board is responsible for overseeing the Company's continuous disclosure obligations, including:

- periodically reviewing and approving this Policy and any amendments to it;
- monitoring the effectiveness of Vicinity’s continuous disclosure systems; and
- considering and approving ASX announcements in relation to Board Disclosure Matters.

For the purposes of this Policy, **Board Disclosure Matters** are the following matters in respect of which the Board reserves authority for approval of disclosure to the ASX:

- half year and full year financial results;
- distribution policy and declarations;
- earnings and distribution guidance, including upgrades and downgrades;
- annual reports;
- property valuations;
- company transforming events;
- significant corporate actions;
- matters which involve significant financial or reputational risk; and
- any other matters determined by the Board or the Chairman.

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 the ASX to a committee of the Board, the Disclosure Committee or a Disclosure Officer.

### 3.2 Role of the Disclosure Committee

The Board has established a Disclosure Committee that is responsible for disclosure matters not reserved for the Board.

The Disclosure Committee is comprised of the:

- CEO;
- CFO; and
- CLRO (or the Group Company Secretary as alternate).

For information that may have a material effect on the price or value of VCX securities that is not a Board Disclosure Matter, the Disclosure Committee is responsible for:

- reviewing the information to determine whether it requires disclosure under Listing Rule 3.1;
- if disclosure is deemed to be required, approving the form of disclosure; and
- deciding whether a trading halt is required and approving the form of the trading halt request, where practicable, in consultation with the Chairman or the Board.

The Disclosure Committee is also responsible for:

- referring Board Disclosure Matters to the Board; and
- considering and responding to any disclosure-related enquiries received from the ASX.

In the event of a Board Disclosure Matter where immediate disclosure is deemed to be required by the Disclosure Committee and Board consultation is impracticable, the Disclosure Committee is authorised to approve the form of disclosure to the ASX, where practicable, in consultation with the Chairman.

### **3.3 Role of Disclosure Officers**

Disclosure Officers are responsible for referring information in their possession that may have a material effect on the price or value of VCX securities to the Disclosure Committee.

The Group Company Secretary (or delegate) may approve non-material administrative ASX announcements.

### **3.4 Role of EC members**

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 a Disclosure Officer.

### **3.5 Role of Vicinity employees**

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 a Disclosure Officer or their people leader for subsequent reporting to a Disclosure Officer.

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

Vicinity will satisfy its continuous disclosure obligations under both the Listing Rules and the Corporations 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 Group 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.

Following receipt of confirmation from the ASX, Vicinity will provide its Directors with copies of all material market announcements made to the ASX and place all information disclosed to the ASX on Vicinity's website.

### **3.7 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.

### **3.8 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.

### **3.9 Communication with Investors and Analysts**

Vicinity will from time to time conduct briefings with investors and analysts and will do so in accordance with the following protocols:

#### **3.9.1 Investor and Analyst Presentations**

Vicinity will release any new or substantive investor or analyst presentations to the ASX ahead of the meeting or presentation. Any tailored presentation that contains materially the same information as what has been previously released to the ASX (such as those presented during investor meetings and roadshows) will not be disclosed unless it contains material information not previously disclosed to the ASX. The responsible EC member or Head of Investor Relations, in consultation with the CLRO (or Delegate) as appropriate, will determine whether any such presentations should be released to the ASX.



### 3.9.2 Interview and Briefing Black-Out Periods

No investor meetings 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) (**Interview and Briefing Black-out Periods**), without the permission of the CEO (or Delegate).

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 that is not new material information requiring disclosure to the ASX pursuant to Listing Rule 3.1.

### 3.9.3 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 CLRO (or Delegate) to ensure they contain no material information that has not been disclosed to ASX. 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. If a Vicinity representative present at the briefing or presentation believes that material price sensitive information has been disclosed inadvertently, the representative must immediately report the matter to a Disclosure Officer.

## 3.10 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.

## 3.11 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. This extends to the use of social networking or other internet sites, which must only be used by Vicinity employees authorised to use social media on Vicinity's behalf in accordance with the Social Media Policy.

## 3.12 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. This includes by limiting the number of people who are given access to confidential information, and ensuring that anyone receiving confidential information is aware of their obligations of confidentiality.

# 4. Investor Relations

## 4.1 Investor Relations Program

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

## 4.2 Website

Vicinity provides information about itself and its governance to investors via its website. As noted above, following confirmation of release to the market from the ASX, all announcements released to the ASX under this Policy or otherwise will be accessible from Vicinity's website.

### 4.3 General Meetings

Securityholders are encouraged to participate in general meetings and those who are not able to attend meetings in person can follow the proceedings of the meeting live from a webcast available on Vicinity's website which is subsequently accessible on Vicinity's website. Irrespective of whether the meeting is held in a physical, hybrid or virtual format, securityholders will have the opportunity to vote and ask questions in relation to the business of the meeting at or prior to the meeting.

### 4.4 Communications

Securityholders are encouraged to receive communications from, and send communications to, Vicinity's security registry electronically.

## 5. Consequences of breach

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

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.

## 6. Review of Policy

This Policy is to be reviewed to ensure that it is operating effectively and assess whether any changes are required every two years or earlier if deemed necessary with any material amendments to be approved by the Board. A Disclosure Officer is authorised to approve immaterial amendments to this Policy as required.

## 7. Definitions

ASX	Australian Securities Exchange
Board	The Boards of Vicinity Limited ACN 114 757 783 and Vicinity Centres RE Ltd ACN 149 781 322
CEO	Chief Executive Officer and Managing Director of Vicinity
CFO	Chief Financial Officer of Vicinity
CLRO	Chief Legal and Risk Officer of Vicinity
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Delegate	A person appointed in writing during a period of absence to undertake the obligations of another person under this Policy
Disclosure Officer	Chief Legal and Risk Officer, Group Company Secretary or Head of Investor Relations
EC	Executive Committee of Vicinity
Listing Rules	ASX Listing Rules
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.

#### Copyright and confidentiality

The copyright of this document and the Information contained therein is vested in the Vicinity Centres group of companies. This document should not be copied, reproduced or redistributed without prior consent.

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