

Whistleblower Policy

Scope and Purpose

Investa Management Holdings Pty Limited (**IMH**), through its related bodies corporate (**Investa**), provides a full service, end-to-end offering across funds management, portfolio and asset services, property services, development and sustainability. It also controls or is associated with entities which are trustees or responsible entities of trusts or managed investment schemes.

Recognising the expectations of security holders, employees, customers, regulators and the community, Investa is committed to best practice in corporate governance, compliance and ethical behaviour generally.

A key test of the health of Investa's corporate governance is whether there are both formal and informal structures in place to enable good news and bad news to travel rapidly to the appropriate destination. This policy is an important mechanism for satisfying that key test.

Investa encourages openness, integrity and accountability. Accordingly, the purpose of this policy is to provide everyone either working at or with Investa with the means to raise concerns, freely and without fear of repercussions, regarding actual or suspected misconduct or any improper state of affairs (including tax affairs) within Investa.

Who and what does this policy apply to?

This policy applies to and provides protections in relation to reporting by an Eligible Person of Disclosable Conduct. For the purpose of this policy, an Eligible Person who reports or attempts to report Disclosable Conduct is referred to as a Whistleblower.

An **Eligible Person** is an individual that is or has in the past been:

- an employee (whether permanent, part time, fixed term or temporary), officer or associate of Investa;
- a supplier (or an employee of a supplier) of good or services to Investa, including contractors, consultants and secondees; or
- relatives or dependents of any of the above, including spouses and their dependents.

Disclosable Conduct is conduct (which can be either actual conduct or conduct that there are reasonable grounds to suspect) or a state of affairs (including tax affairs) that is dishonest, fraudulent, corrupt, illegal, in breach of law, is prescribed by regulation, unethical, represents a danger to the public or financial system or a breach of the Investa Code of Conduct.

Disclosable Conduct does not generally include conduct relating to personal work-related grievances and such matters are dealt with pursuant to the Investa Grievance Handling Policy. Personal work-related grievances are those that relate to the discloser's current or former employment but do not have any significant implications for Investa or relate to any Disclosable Conduct. An example would be a complaint about a supervisor bullying an employee. A personal work-related grievance may qualify for protection under this policy if, for example, it includes information about Disclosable Conduct or the Eligible Person suffers from or is threatened with detriment for making a disclosure concerning a personal work related grievance.

Reports that are not about Disclosable Conduct do not qualify for protection.

A Whistleblower will still qualify for protection even if their report turns out to be incorrect.

Responsibility to report

All current Investa employees and officers (**Investa Personnel**) are encouraged, and have the responsibility, to report any known or suspected incidences of Disclosable Conduct by making a report in accordance with this policy. Reports under this policy may be made anonymously and a Whistleblower can choose to remain anonymous over the course of the investigation and after the investigation is finalised. Investa will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

Making a report

In order to qualify for protection under this policy, a report of Disclosable Conduct must be made by an Eligible Person and be made to an Eligible Recipient. Each of the recipients identified below are Eligible Recipients.

Investa notes for completeness that concerns can also be reported in person, by phone, by email or otherwise in writing to any of the following Eligible Recipients:

- Human Resources;
- officers and senior managers;
- our auditors (or members of an audit team conducting an audit);
- our actuaries; or
- our Tax Agent or BAS Agent in relation to tax affairs,

(each an '**Eligible Recipient**').

Investa anticipates that Disclosable Conduct reported under this policy will be most efficiently dealt with internally.

Investa Personnel are encouraged to first report Disclosable Conduct to their Executive Team Member.

However, if an Investa Personnel does not wish to make a report to their Executive Team Member (for example they believe that the Executive Team Member is involved in the Disclosable Conduct), the report can be made to the Whistleblower Protection Officer; or the Whistleblower Investigation Officer where the disclosure relates to the Whistleblower Protection Officer, either on an anonymous or open basis. Anonymous Disclosures can be made at the [Investa Whistleblower portal](#) or by email to Whistleblower@investa.com.au.

The Whistleblower Protection Officer is the person that occupies the position of Group Executive, Head of Corporate Operations. The Whistleblower Investigation Officer is the person that occupies the position of Compliance Manager.

Alternatively, if the reported Disclosable Conduct is an allegation made against the Group Executive, Head of Corporate Operations then the Chief Executive Officer (**CEO**) should be notified. If the reported Disclosable Conduct is an allegation made against the CEO, either the Whistleblower Protection Officer or the Chairman of IMH should be notified.

Reports of Disclosable Conduct by an Eligible Person that is not Investa Personnel may also be made to the Whistleblower Protection Officer and/or the Whistleblower Investigation Officer at: Whistleblower@investa.com.au.

Reports of Disclosable Conduct may also be protected when made to ASIC, APRA and the Commissioner of Taxation. In more specific and limited circumstances where a matter of public interest is concerned or there is an emergency, a report may be protected if made to a journalist or a member of Parliament. It is important for the Whistleblower to understand the criteria for making a public interest or emergency disclosure and should contact an independent legal adviser before doing so.

A Whistleblower also qualifies for protection if they report to a legal practitioner for the purposes of obtaining legal advice or legal representation about whistleblower protections.

Investigation process

As soon as reasonably practicable (and, if possible using best endeavours, within 14 days) after receipt of a report:

- the recipient of the report will refer the disclosure to the Group Executive, Head of Corporate Operations (or, if the report concerns an allegation against the Group Executive, Head of Corporate Operations, the CEO or Chairman);
- the Group Executive, Head of Corporate Operations (or the CEO or Chairman) will judge whether the report qualifies for protection and whether a formal, in-depth investigation is required;
- if a formal, in-depth investigation is required, the Group Executive, Head of Corporate Operations (or the CEO or Chairman) must form a committee to investigate it further. The committee will be comprised of the following officers from Investa, namely the CEO, the Chief Legal & Risk Officer, the Chief Financial Officer and the Group Executive, Head of Corporate Operations. If the reported Disclosable Conduct is an allegation made against a member of this committee, the member shall not form a part of the committee or be involved in the investigation;
- the Group Executive, Head of Corporate Operations or Compliance Manager will notify the IMH Board and Audit & Risk Committee that a report has been received and advise whether a formal, in-depth investigation has been deemed required.

The members of the committee will ensure that the investigation process is conducted fairly.

The Group Executive, Head of Corporate Operations or Compliance Manager will provide updates to the Audit & Risk Committee at each regular meeting (and the IMH Board as directed) until the conclusion of the investigation.

Investa will seek to rectify any wrongdoing verified by the investigation, to the extent practicable in all circumstances.

Investa Personnel also have an important responsibility concerning the welfare of the Whistleblower within the organisation. All Investa Personnel must refrain from any activity that is, or could be perceived to be, a detriment, victimisation or harassment of a person who reports Disclosable Conduct.

Managing the welfare of the Whistleblower

Commitment to protecting Whistleblowers

Investa views all whistleblowing reports seriously and is committed to the protection of Whistleblowers against action taken in reprisal for reporting Disclosable Conduct. Investa will protect the identity of the Whistleblower to the extent permitted or required by law, and prohibits reprisals, discrimination, harassment or victimisation against any suspected Whistleblower, their colleagues or relatives.

To the extent possible, Whistleblowers can also request action to protect them. This may include relocation or a leave of absence during the investigation where it will not be possible to maintain the anonymity of the Whistleblower.

It is unlawful for a person to engage in conduct that causes, or threatens to cause, detriment to a Whistleblower (or an associate of the Whistleblower) in the belief or suspicion that a person has made, may make, proposes to make or could make a report of Disclosable Conduct or to purport to terminate an employee because of a protected disclosure. It is also unlawful to make a threat to cause detriment to a Whistleblower in relation to a disclosure.

Investa will protect Whistleblowers from detriment by, for example, ensuring management are aware of their responsibilities to maintain confidentiality, address the risks of detriment and ensure fairness when taking management action.

A Whistleblower is protected from civil, criminal and administrative liability in relation to their disclosure.

A Whistleblower (or any other employee or person) may seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and if Investa fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Keeping the Whistleblower informed

Investa will, to the extent possible, ensure the Whistleblower is kept informed of action taken in relation to his or her disclosure, including by the provision of regular updates, if the Whistleblower can be contacted.

Whistleblowers implicated in Disclosable Conduct

Investa acknowledges that the act of whistleblowing should not shield Whistleblowers from the reasonable consequences flowing from any involvement in Disclosable Conduct. A person's liability for his or her own conduct is not affected by the person's disclosure of that conduct. However, in some circumstances, an admission may be a mitigating factor when considering disciplinary or other action.

Confidentiality

Investa Personnel must maintain the confidentiality of a person they know or suspect to have reported Disclosable Conduct. Maintaining confidentiality is crucial in ensuring reprisals are not made against a Whistleblower. It is unlawful for any person to disclose the identity of the Whistleblower or information that is likely to lead to the identification of the Whistleblower, subject to the exceptions listed below.

Investa will protect the confidentiality of a Whistleblower by ensuring reports are handled and investigated by qualified staff and that access to information relating to a disclosure will be limited to those directly involved in managing and investigating the report.

Subject to the above, a person's identity may be disclosed:

- with their consent;
- to ASIC, APRA or a member of the Australian Federal Police; or
- to a lawyer for the purposes of obtaining legal advice about whistleblower protections.

Information which may lead to the Whistleblower's identification may also be disclosed if it is necessary for the purposes of an investigation, the information does not include the discloser's identity and reasonable steps are taken to reduce the risk that the Whistleblower will be identified. Whistleblowers acknowledge that by remaining anonymous, there are practical limitations on the extent to which their report may be investigated.

Fair treatment

Investa recognises that individuals against whom a report is made must also be supported during the handling and investigation of the wrongdoing report. Investa will take reasonable steps to treat fairly any person who is the subject of a report.

Where a person is identified as being suspected of possible wrongdoing, but preliminary inquiries determine that the suspicion is baseless or unfounded and that no formal investigation is warranted, then the Whistleblower will be informed of this outcome.

Generally, where an investigation is conducted and the investigator believes there may be a case for an individual to respond to, the investigator must ensure that a person who is the subject of a disclosure is given a fair and reasonable opportunity to answer the allegations before the investigation is finalised.

Where adverse conclusions are made about an individual, depending on the circumstances of the reported matter and subject to Investa's legal or contractual rights, that individual may be given an opportunity to respond to those conclusions prior to any action being taken by Investa against them.

Reports prepared pursuant to this policy

Copies of reports prepared pursuant to this policy may be provided to:

1. the CEO;
2. the Audit & Risk Committee; and
3. the IMH Board.

Reasonable steps will be taken to reduce the risk that reports contain information that could lead to the identification of a Whistleblower that has chosen to remain anonymous. Reports will be kept confidential and secure within the law.

Investa will ensure that copies of reports will not be made available to persons against whom a report of Disclosable Conduct has been made unless otherwise required by law.

Application and Review of policy

This Policy is to be reviewed annually by management and approved by the relevant Board(s) at least every 3 years.

ICPF Holdings Limited (ICPFHL) together with the Investa Commercial Property Fund, comprises the stapled entity known as Investa Property Group. ICPFHL has adopted this policy and therefore references to an Investa entity should, for the purposes of this policy, be taken to include ICPFHL and its related bodies corporate.

This policy may be changed with the approval of the Boards of IMH and ICPFHL.

Related policies

This policy should be read in conjunction with the following related Investa policies:

- the Investa Code of Conduct;
- Investa Grievance Handling Policy; and
- Employee Assistance Program Policy.

Questions?

In the event that you have any queries about the application of this policy, please contact:

Chief Legal & Risk Officer

Level 30

420 George Street

Sydney NSW 2000

Phone: (02) 8226 9300

Fax: (02) 9844 9300

Email: companysecretary@investa.com.au

Policy information

Responsibility: Compliance Manager, Legal

Hierarchy: Level 1 – Board approved Policies and Frameworks: Statement of principle(s) outlining our expectations in these areas of risk as deemed significant by management and/or the Board.

Date Created: 13 May 2022

Date Last Reviewed: 27 September 2023

Review Frequency: Triennially

Revision History:

Version	Date Released	Author	Description
1.0	14 Jun 2022	Senior Legal Counsel	Approved by IMH Board (13 May 2022), IWFML & ICPHL Boards on 14 June 2022.
1.1	27 Sep 2023	Senior Legal Counsel	Non-Material Change – Entity Name effective of 27 September 2023
2.0	21 Mar 2024	Compliance Manager	Minor amendments including adding the anonymous disclosure mechanism.