



# Whistleblower Policy

## Compliance Policy

At Dexus, we actively encourage and support our employees to speak up with any concerns they may have.

We value openness and trust, empowerment and integrity and these values are the driving force behind how we work and our culture.

Our Whistleblower Policy has been designed to offer protection, confidentiality, and assistance for all Dexus employees, suppliers, and relatives. If an employee, supplier, or relative is concerned that there has been a breach of the Code of Conduct or another Dexus policy, an incidence of fraud, corruption, bribery, or a breach of the law, or any conduct inconsistent with our values, we encourage you to act with initiative, take responsibility, and report your concerns.

We will not tolerate any discrimination or retaliation as a result of reporting a concern, and we are committed to fostering an environment in which employees, suppliers, and relatives feel safe, supported, and protected. In this policy we outline how you can report an incident and how Dexus will respond.

The below summary has been designed to give you an overview of our Whistleblower Policy. The full Whistleblower Policy follows.

### Who does this Policy cover?

Our Policy applies to an individual who is (or has been):

- a Dexus employee
- a supplier (including their employees) of goods or services to Dexus;
- a relative, spouse or dependant of the above.

### What can be reported?

As a general rule, a reportable incident under our Policy would include any conduct that:

- constitutes fraudulent activity
- is dishonest, corrupt or illegal
- abuses human rights
- is a contravention of the Corporations Act, the Australian Securities and Investments Commission Act 2001 (Cth), the Competition and Consumer Act 2010 (Cth) or the Income Tax Assessment Act 1936 (Cth)

A more comprehensive list is available by accessing our Policy.

### Who should you report an incident to?

Dexus has a number of channels for you to report a suspected incident. Our Whistleblower Protection Officers (**WPO**) are Dexus's:

- Head of Governance
- Head of People & Culture
- General Counsel
- Lead Statutory Auditor, PwC
- Lead Internal Auditor, KPMG

Contact details (including email addresses) for the above officers are outlined in the full Policy.

Whistleblower Reports may also be made to any officer or senior manager of the Group.

We have also appointed an independent disclosure management service provider, Your-Call, to help you make a report. You can complete an online form on the Your-Call website at [yourcall.com.au/report](http://yourcall.com.au/report) or call 1300 790 228 between 9:00am and midnight AEST (excluding weekends and public holidays) using Dexus's ID: DEXU5000. Your-Call is available to employees and contractors (including their relatives, spouses or dependants).

#### **Investigation**

If required, an investigation will take place as soon as possible. You will be updated on the matter accordingly. All investigations will be conducted in a thorough, fair and independent manner in accordance with best practice.

#### **Protection for Eligible Whistleblowers**

All reasonable steps will be taken by Dexus to ensure that you do not suffer detrimental treatment. Detrimental treatment includes dismissal, injury, demotion, discrimination, harassment, intimidation, disciplinary action, bias, threats or other unfavourable treatment. When requested by the Whistleblower, anonymity will be maintained.

#### **Statutory protections**

You also have statutory protections which are outlined in the full Policy.

## 1. Purpose

Dexus's Whistleblower policy (**Policy**) has been developed to ensure that each entity in the Dexus Group (collectively, **the Group or Dexus**) conducts itself to the highest standards of honesty and integrity in its business activities and reinforces and promotes the Dexus purpose that:

- We are a passionate and agile team who want to make a difference
- We come to work to create spaces where people thrive
- We believe in creating value for customers, investors, communities and our people
- Our values are openness and trust, empowerment, and integrity.

The purpose of this Policy is to provide a mechanism to encourage, protect and support the reporting of incidents of misconduct, fraud, questionable accounting, inappropriate behaviour or an improper state of affairs or circumstances or any other conduct inconsistent with our values or policies. The Policy also seeks to ensure those people who report a concern can do so without being subject to detrimental treatment.

## 2. Who does this Policy cover?

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

- an officer, employee or associate of any entity in the Group;
- suppliers of goods or services (whether paid or unpaid) to any entity in the Group, including an individual who is or has been employed by such a supplier;
- a relative, spouse or dependant of any of the above.

An individual identified above is described as an **Eligible Whistleblower** in this Policy.

## 3. What can be reported?

It is not possible to provide an exhaustive list of the activities that should be reported for the purposes of this Policy (**Reportable Conduct**).

However, as a general rule, Reportable Conduct includes any conduct of any entity in the Group or any conduct of any employee or officer of the Group, which an Eligible Whistleblower has reasonable grounds to suspect:

- constitutes misconduct or an improper state of affairs (for these purposes misconduct includes fraudulent activity including any breach of the Group's Fraud, Corruption & Bribery (Prevention and Awareness) Policy, negligence, default, breach of trust and breach of duty), in relation to any entity in the Group;
- is dishonest, corrupt or illegal activity (including criminal damage against property, theft, violence or threatened violence, drug sale or use or other breaches of State or Federal law);
- are wilful or intentional breaches of the Group's key policies, including the Code of Conduct, or other unethical behaviour;
- abuses of human rights including occurrences of modern slavery in both Dexus's operations or Dexus's supply chain
- is intentional withholding or manipulation of information provided to an auditor or regulator or misleading or deceptive conduct including practices or representations which amount to improper or misleading accounting or financial reporting;
- is an offence under a law of Australia which is punishable by imprisonment for 12 months or more;
- is a contravention of the Corporations Act, the Australian Securities and Investments Commission Act 2001 (Cth), the Competition and Consumer Act 2010 (Cth) or the Income Tax Assessment Act 1936 (Cth);
- is a contravention of anti-money laundering or anti-bribery legislation or the Group's policy relating to these matters;
- is a danger to the public or the financial system; or
- is conduct that may cause financial loss to any entity in the Group or is otherwise detrimental to the interests of any entity in the Group.

Reportable Conduct can also include the conduct outlined above engaged in by an external party who has an association with the Group where the conduct could have legal implications for the Group or materially impact Dexus's reputation.

## 4. What is excluded from reporting?

Personal workplace grievances are generally not covered by the Whistleblower Policy and do not qualify for protection under the Corporations Act. Personal workplace grievances should be referred to your HR Business Partner or the Head of Risk in accordance with Dexus's Grievance Procedure which has been established to receive these complaints.

Examples of grievances that may be personal workplace grievances include:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

However, the above rules do not apply where:

- the personal grievance relates to alleged detrimental treatment in breach of this Policy or if the concerns being raised may have significant implications for the Group;
- the personal grievance includes information about misconduct, or information about misconduct includes or is accompanied by a personal grievance (mixed report);
- Dexus has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Reporting Person's personal circumstances;
- the Reporting Person seeks legal advice of legal representation about the operation of the whistleblower protections under the Corporations Act.

In these cases, the report may be considered to be Reportable Conduct under this Policy.

### 5. Who should reports of Reportable Conduct be made to?

Dexus has a number of channels for an Eligible Whistleblower (or Reporting Person) to make a report of suspected Reportable Conduct (**Whistleblower Report**).

These are addressed below.

#### (a) Whistleblower Protection Officers

For the purpose of this Policy, Whistleblower Reports should be made to any one of the Whistleblower Protection Officers (**WPO**) listed below:

- Head of Governance (Dexus)  
Scott Mahony  
[scott.mahony@dexus.com](mailto:scott.mahony@dexus.com)  
P: +61 2 9017 1122
- Head of People and Culture (Dexus)  
Yvette Gray  
[yvette.gray@dexus.com](mailto:yvette.gray@dexus.com)  
P: +61 2 9017 1102
- General Counsel (Dexus)  
Brett Cameron  
[brett.cameron@dexus.com](mailto:brett.cameron@dexus.com)  
P: +61 2 9017 1173
- Dexus's Lead Statutory Auditor, PwC (external)  
Matthew Lunn  
[matthew.lunn@pwc.com](mailto:matthew.lunn@pwc.com)  
P: +61 2 8266 2381
- Dexus's Lead Internal Auditor, KPMG (external)  
Jeff O'Sullivan  
[josullivan1@kpmg.com.au](mailto:josullivan1@kpmg.com.au)  
P: +61 2 9335 8336

The WPO to whom a Whistleblower Report is made will determine the appropriate action to be taken in respect of the report (in consultation with the General Counsel or Head of Governance), including whether it should be subject to investigation under this Policy. By making a Whistleblower Report a Reporting Person consents to the detail of the Whistleblower Report (including their identity unless they have elected to remain anonymous) being disclosed to the General Counsel and/or Head of Governance for this purpose. Whistleblower Reports which require further investigation will be dealt with in accordance with Section 8 of this Policy.

#### (b) Senior Managers

Whistleblower Reports may also be made to any officer or senior manager of the Group.

While Whistleblower Reports can be made to any “officer” or “senior manager” (within the meaning of the Corporations Act) of any entity in the Group, we encourage Whistleblower Reports made for the purpose of this Policy to be made to the designated WPOs above so they can ensure the report is handled in accordance with this Policy.

An officer or senior manager who receives a Whistleblower Report will provide details of the report to a WPO so the report may be handled in accordance with this Policy. By making a Whistleblower Report to an officer or senior manager (who is not a WPO) a Reporting Person consents to the details of the Whistleblower Report (including their identity unless they have elected to remain anonymous) being disclosed to a WPO so it can be addressed in accordance with this Policy.

(c) Your-Call

Dexus has also appointed an independent disclosure management service provider, Your-Call, to enable a Reporting Person to make a Whistleblower Report under this Policy.

Your-Call will provide details of the Whistleblower Report to a Dexus WPO. A Reporting Person who makes a Whistleblower Report to Your-Call consents to Your-Call sharing the details of the Whistleblower Report (including their identity unless they have elected to remain anonymous) being disclosed to a WPO so the Whistleblower Report may be investigated in accordance with this Policy.

(d) Regulatory and other bodies

Complaints can be lodged with a regulator such as ASIC, APRA or the ATO. Public interest and emergency disclosures may be made to journalists and members of the Commonwealth, state or territory parliaments where a written disclosure has previously been made to ASIC, APRA, or another prescribed Commonwealth body, and is in accordance with the required timeframe and requirements prescribed by the relevant law. It is important to understand the criteria for making a public interest or emergency disclosure. Before making a public interest or emergency disclosure, an independent legal advisor should be contacted.

A Reporting Person may seek additional information before formally making a Whistleblower Report by contacting a WPO listed in Section 5(a) above, or by seeking advice from an independent legal practitioner.

## 6. How to make a report

Whistleblower Reports can be made through one of the following means:

- by an email or phone call to the WPOs listed in Section 5(a) above;
- by an email or phone call to one of the officers or senior managers listed in Section 5(b) above. Where a Whistleblower Report is made by email, the subject of the email should make it clear that the email is a report under this Policy; or
- by completing an online form on the Your-Call website at <https://www.yourcall.com.au/> or by calling 1300 790 228 between 9.00am and 12.00am AEST Monday to Friday (excluding public holidays). To complete an online report, log on to the “Your-Call” website and click on the “make a secure report” button. Follow the prompts after entering Dexus’s ID: DEXU5000 to supply information in an electronic form. Your-Call is available to employees and contractors (including their relatives, spouses or dependants).

Information received from a Reporting Person via any of these channels will be kept confidential to the extent possible subject to the Group’s escalation and reporting procedures set out in Section 12 of this Policy and to meeting legal and statutory obligations. In particular, the Group may be required to disclose the information received to appropriate regulatory authorities including the Australian Securities and Investments Commission, Australian Prudential Regulatory Authority, the Australian Federal Police or other governmental agencies. By making a Whistleblower Report under this Policy, a Reporting Person also consents to the Whistleblower Report being escalated and reported in accordance with the procedures set out in Section 12 of this Policy.

At the time of making a Whistleblower Report, a Reporting Person should also indicate whether they consent to the recipient of their report disclosing their identity to other persons (including the designated whistleblower investigation team if established) and officers referred to in Section 7 below, the Group’s external legal advisors, the Chief Executive Officer and the Board of the relevant entity in the Group. The Group may not be able to properly investigate a report without this consent. A Reporting Person who makes a Whistleblower Report under this Policy will be taken to consent to their identity being shared to these limited persons for the purpose of this Policy unless they positively indicate they wish to remain anonymous. A Reporting Person may elect to make a report anonymously, and will still be protected under the Corporations Act. The Group will respect the Reporting Person’s right not to identify themselves. However, if a Reporting Person chooses to make a report anonymously, it will mean that any investigation by the Group may be limited.

## 7. Confidentiality

Dexus is committed to ensuring that Whistleblower Reports are managed with appropriate confidentiality and in accordance with statutory confidentiality regimes in the Corporations Act and the Tax Administration Act where applicable.

Subject to compliance with legal reporting obligations when implementing any process under this Policy, Dexus will:

- not disclose the identity of a Reporting Person without their consent as outlined in Section 6;
- ensure that information contained in a Whistleblower Report is only disclosed to the extent necessary to conduct an investigation or administer this Policy; and
- take reasonable steps to reduce the risk that the Reporting Person will be identified as part of any process conducted under this Policy.

Nothing in this Policy prevents Dexus or any person from disclosing information required by law.

Other than in circumstances required by law, the disclosure of information in a Whistleblower Report (other than as permitted by this Policy) will be a breach of this Policy and will be dealt with under the Group's disciplinary procedures.

All records produced as part of receiving or investigating a Whistleblower Report will be securely retained with access restricted. A Reporting Person who makes a Whistleblower Report consents to this information being handled in this way.

## 8. Investigation

Where it has been determined a Whistleblower Report should be subject to further investigation, it will be investigated as soon as practicable after the matter has been reported. Dexus is committed to ensuring that investigations are undertaken in a timely manner and will provide the Eligible Whistleblower with an indicative timeframe for the completion of the investigation.

In most instances, investigations will be undertaken by designated members of the Governance team or People & Culture team (the **Whistleblower Investigation Team** and each a **Whistleblower Investigation Officer**). In certain circumstances, an external investigator may be appointed.

Where appropriate, the Whistleblower Investigation Team will provide updates to the Eligible Whistleblower regarding the investigation's progress and/or outcome.

### (a) Anonymous Whistleblower Reports

Where a Whistleblower Report has been made anonymously via Your-Call, this information will be loaded onto Your-Call to allow the individual to anonymously access the file to receive an update on the investigation.

Where a Whistleblower Report has been made partially anonymous via an eligible recipient, where appropriate, the eligible recipient will provide updates to the Eligible Whistleblower regarding the investigation's progress and/or outcome. All investigations will be conducted in a thorough, fair and independent manner in accordance with best practice having regard to the interests of all parties involved. Implemented measures and mechanisms to ensure fair treatment of individuals mentioned in a disclosure include:

- disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- each disclosure will be assessed and may be the subject of an investigation;
- the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken; and
- an employee who is the subject of a disclosure may contact Dexus's Employee Assistance Provider, Benestar.

## 9. Resources and protections for Eligible Whistleblowers

The Group is committed to ensuring that a Reporting Person who makes a Whistleblower Report in accordance with this Policy will not suffer detrimental treatment or be disadvantaged as a direct consequence of making that report, and may still qualify for statutory protections, outlined in Section 10, even if the report is subsequently determined to be incorrect or is not substantiated. The law offers further protections where Eligible

Whistleblowers make a disclosure outside the Whistleblower Policy (for example, if potential misconduct is reported to people other than Whistleblower Protection Officers).

All reasonable steps will be taken by Dexus to ensure that a Reporting Person does not suffer detrimental treatment (during or after the investigation) as a direct consequence of having made a report and is not subject to any form of victimisation or detrimental treatment. Detrimental treatment includes dismissal, injury, demotion, discrimination, harassment, intimidation, disciplinary action, bias, threats or other unfavourable treatment connected with making a report in accordance with this Policy. Detrimental treatment does not include administrative action that is reasonable for the purpose of protecting a Reporting Person from detriment and appropriately addressing conduct in accordance with Dexus's performance management framework.

A Reporting Person may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO if the Reporting Person believes they have suffered detriment.

Dexus is also committed to providing appropriate support to Reporting Persons. The nature of the support that may be offered will depend on the nature of the conduct reported and the personal circumstances of the Reporting Person.

However, examples of the support provided by the Group include:

- the provision of the Your-Call hotline as outlined in Section 5 above;
- a fair and objective investigation process in accordance with Section 8 above;
- access to the Dexus's Employee Assistance Program;
- support from People & Culture where reasonably required by a Reporting Person;
- consideration of offering alternate work locations for the Reporting Person (where applicable) while the investigation is underway.

Questions about the availability of support should be directed to a WPO and may also be addressed as part of the process of investigating a Whistleblower Report.

Both the Corporations Act and the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) provide special protections available for Eligible Whistleblowers in respect of disclosures which qualify for protection under each Act. These protections are outlined in Sections 7 and 10. Dexus is committed to ensuring these legislative protections are complied with.

## 10. Statutory protections

This section sets out the special protections available for Eligible Whistleblowers who make disclosures that qualify for protection under the Corporations Act and/or Tax Administration Act.

### (a) Corporations Act

The Corporations Act gives special protection to an individual who is an Eligible Whistleblower and who makes a disclosure which qualifies for protection under the Corporations Act.

This Policy is designed to comply with the requirements of the Corporations Act and to ensure that the protections available in the Corporations Act are afforded to Reporting Persons who make a disclosure, including disclosures to legal practitioners, regulatory and other external bodies, public interest and emergency disclosures which qualifies for protection under the Corporations Act.

To be protected by the Corporations Act:

- the individual must have reasonable grounds to suspect that the information they are reporting concerns misconduct or an improper state of affairs relating to an entity in the Group. This would include most cases of Reportable Conduct under this Policy; and
- the report is made to:
  - ASIC;
  - APRA;
  - the auditor for an entity in the Group, or a member of an audit team conducting an audit of the entity;
  - a director, company secretary or senior manager of an entity in the Group;
  - the WPO (or the Your-Call service);
  - a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower protections in the Corporations Act.

The Corporations Act also provides protection for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act.

The protections available under the Corporations Act to an individual who meets the requirements above include:

- the right to have their identity protected in accordance with the provisions of that legislation;
- the right to have information provided as part of the disclosure handled in accordance with the provisions of that legislation;
- the right to be protected from civil, criminal or administrative liability (including disciplinary action) for making disclosure, from contractual or other remedy on the basis of the disclosure and from the admissibility of the information provided in evidence against the person, in each case in accordance with the provisions of that legislation;
- the right to be protected from detrimental treatment or any form of victimisation in accordance with the provisions of that legislation;
- the right to compensation and other remedies in accordance with the provisions of that legislation (including a right not to be required to pay costs incurred by another person when litigation is commenced);
- the right not to be required to disclose their identity before any court or tribunal in accordance with the provisions of that legislation.

Disclosures that are not classified as Reportable Conduct do not qualify for protection under the Corporations Act, however, may be protected under other legislation. These protections do not grant immunity to a Reporting Person if it is revealed the Reporting Person engaged in any misconduct.

Any questions about these protections should be directed to a WPO. We encourage Reporting Persons to seek independent legal advice.

#### (b) Tax Administration Act

The Taxation Administration Act also provides protection for disclosures of information which indicates misconduct or an improper state of affairs in relation to the tax affairs of an entity or an associate of an entity where the discloser considers that the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the Commissioner of Taxation or any person or agency specified in Section 10(a) above.

The protections available to an individual making a protected disclosure under the Taxation Administration Act are the same as those outlined above in Section 10(a) above.

Disclosures that are not classified as Reportable Conduct do not qualify for protection under the Tax Administration Act, however, may be protected under other legislation.

### **11. Training**

Dexus staff and Whistleblower Protection Officers will be required to undertake regular training relating to Dexus's Whistleblower Policy. Successful completion of training is compulsory.

### **12. Escalation and Group reporting procedures**

On a quarterly basis, the Head of Governance (in consultation with the General Counsel), will consider all reports made under the Whistleblower Policy. The Corporate Executive Committee will be provided with a list of all newly reported incidents and updates on existing incidents to ensure they are addressed in a timely manner. Reporting will be provided to the Dexus Board Risk Committee, Dexus Asset Management Limited Audit, Risk & Compliance Committee and relevant Board on a quarterly basis. Reports will be provided on a thematic basis only and do not contain any information that could lead to the identification of a Reporting Person.

Reports will be deidentified to maintain the confidentiality of matters under this Policy.

### **13. Availability of this Policy**

This Policy is available to all officers and employees of the Group through the intranet and Dexus web-site.

### **14. Review of the Policy**

This Policy will be reviewed from time to time (but at least annually) so the Policy complies with relevant standards and legislative requirements and well as reflecting the changing nature of Dexus.

### Document Control Log

<b>Version</b>	<b>Document Owner</b>	<b>Author</b>	<b>Approving Authority</b>	<b>Approved Date</b>
7	Governance	Scott Mahony	Group Risk Committee Board Risk Committee Dexus Board	30 Jan 2020 3 Feb 2020 5 Feb 2020
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