



Places where communities connect

2025 CORPORATE GOVERNANCE STATEMENT



Queens Plaza, QLD

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The following symbols are used in this report to cross-refer to more information on a topic:



Additional information available on vicinity.com.au



Additional information within Vicinity's 2025 Annual Report located in the Financial Results section of our website [Financial Results](#)



Acknowledgement of Country

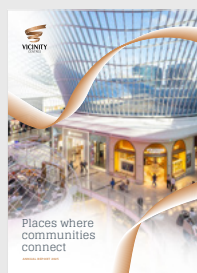
Vicinity Centres acknowledges the Traditional Custodians of the land and pays respect to Elders past and present.

As a business that operates in many locations across the nation, we recognise and respect the cultural heritage, beliefs, and relationship with the land, which continue to be important to the Traditional Custodians living today.

Vicinity's First Nation's Artwork for Reconciliation
– Emma Hollingsworth's 'Looking Forward'

Reporting suite

The 2025 Annual Report forms part of Vicinity's broader reporting suite in relation to Vicinity's financial and non-financial performance for FY25 including:



2025 Annual Report



FY25 Annual Results Investor Presentation



FY25 Annual Results Direct Portfolio Property Book



2025 Modern Slavery Statement (to be released in late 2025)

MESSAGE FROM THE CHAIRMAN

Vicinity’s corporate governance framework is designed to support the delivery of our purpose, vision and strategy in a responsible, safe and sustainable way that aligns with our values.



TREVOR GERBER
CHAIRMAN

We are pleased to present our 2025 Corporate Governance Statement (**Statement**), which outlines the key governance practices we have adopted in accordance with the 4th edition of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (**ASX Recommendations**) during FY25.

Our purpose: We shape meaningful places where communities connect

Our vision: To prosper with our people and communities by creating Australia’s most compelling portfolio of retail-led destinations

Our values: Respect. Integrity. Customer Focus. Collaboration. Excellence.

At Vicinity, we know that how we deliver our results is as important as the results themselves. We are committed to high standards of governance in everything we do – it is part of doing the right thing for our organisation and stakeholders to create long-term shared value. We regularly review and refine our governance practices to ensure they are fit for purpose and appropriately reflect the dynamic environment in which we operate, and the expectations of our stakeholders and the community.

This Statement has been approved by the Board and is current as at 20 August 2025.


Trevor Gerber
Chairman

FIGURE 1: Governance Framework





OUR BOARD

Our Board comprises ten directors, a majority of whom are independent.

Our Directors and their independence status, appointment date¹ and the Annual General Meeting (AGM) at which they were last elected or re-elected are set out below.



TREVOR GERBER
Independent Non-executive
Chairman²

Appointed: 28 October 2015³
Last elected/re-elected: 2022



PETER HUDDLE
CEO and Managing Director⁴

Appointed: 1 February 2023



TIFFANY FULLER
Independent Non-executive
Director

Appointed: 16 November 2022
Last elected/re-elected: 2022



TIM HAMMON
Independent Non-executive
Director

Appointed: 15 December 2011
Last elected/re-elected: 2024



MICHAEL HAWKER AM
Independent Non-executive
Director

Appointed: 16 November 2022
Last elected/re-elected: 2022



PETER KAHAN
Independent Non-executive
Director

Appointed: 11 June 2015
Last elected/re-elected: 2023



JANETTE KENDALL
Independent Non-executive
Director

Appointed: 1 December 2017
Last elected/re-elected: 2024



GEORGINA LYNCH
Independent Non-executive
Director

Appointed: 16 November 2022
Last elected/re-elected: 2022



ANGUS McNAUGHTON
Non-executive Director⁵

Appointed: 29 October 2024
Last elected/re-elected: 2024



DION WERBELOFF
Non-executive Director⁵

Appointed: 16 November 2022
Last elected/re-elected: 2022

1. Relates to length of service on the Board of the Company and the RE. Messrs Gerber and Kahan were previously Non-executive Directors of Novion Property Group which merged with Federation Centres in June 2015 (**Merger**). Whilst Mr Hammon was appointed to the Board of the Company and the RE on 15 December 2011, for practical purposes, his appointment to the Board of the current Vicinity group took effect at the time of the Merger in June 2015.
2. Mr Gerber was appointed as Chairman of the Board in November 2019.
3. In June 2015, following the Merger, Mr Gerber was appointed as a Director of the RE. Mr Gerber was appointed as a consultant to, and alternate Director of, the Company as the Company's constitution contained a limit on the maximum number of directors, being eight. Securityholders resolved to remove this limit at the Company's 2015 AGM in October 2015. Subsequently, Mr Gerber was appointed as a Director of the Company.
4. Mr Huddle is considered a Non-independent Director as he is an executive of Vicinity.
5. Messrs McNaughton and Werbeloff are considered Non-independent Directors as they are connected with The Gandel Group, a major securityholder of Vicinity.





Director independence

Our Board annually, and prior to appointment, assesses the independence of each Non-executive Director in accordance with the Board Charter by considering the factors relevant to assessing the independence of a director set out in the ASX Recommendations and the interests that the Directors have disclosed. Directors are required to disclose any information which may affect their independence to the Chairman or the Group Company Secretary.

Responsibilities of the Board

Our Board is responsible for demonstrating leadership, providing strategic direction and overseeing the effective management and performance of Vicinity, in accordance with Vicinity's purpose, vision and values. In doing so, our Board aims to create long-term value and sustainable earnings growth for Vicinity's securityholders and wholesale fund investors, having due regard to the interests of all of Vicinity's stakeholders.

Other key responsibilities of our Board include:

- setting Vicinity's strategy, purpose and vision, and overseeing management in its implementation of strategic objectives;
- approving and monitoring major business initiatives in excess of management's delegated authority thresholds, including major capital expenditure and capital management initiatives, acquisitions and divestments;
- demonstrating leadership and setting the tone from the top, including approving the values and code of conduct to underpin the desired culture and monitoring the effectiveness of corporate governance practices at Vicinity;
- monitoring the performance of management, challenging management and holding it to account where appropriate;
- overseeing the processes for making timely and balanced disclosure of material information concerning Vicinity;

- setting Vicinity's risk appetite, approving the risk appetite statement and monitoring the effectiveness of the risk management framework for both financial and non-financial risks and whether Vicinity is operating with due regard to the risk appetite statement;
- overseeing the social, ethical and environmental impact of Vicinity's activities;
- approving the remuneration framework and policies and ensuring that they are aligned to Vicinity's purpose, values, strategic objectives and risk appetite; and
- appointing, removing and planning the succession of the CEO.

Our Board and each Director may seek independent professional advice, at Vicinity's cost, on any matter relevant to the discharge of duties to assist our Directors in fulfilling their responsibilities.

Full details of the responsibilities and functions reserved for our Board are set out in the Board Charter.



[Corporate Governance](#)

Appointment of Non-executive Directors

For new appointments to the Board, detailed background checks and screening of the potential nominee are undertaken prior to appointment, including in relation to character, experience, qualifications, criminal and bankruptcy history. In some instances, external search firms may be retained by the Board to identify suitable candidates.

All new Non-executive Director appointments are confirmed by a formal letter of appointment, which sets out the terms of appointment and the obligations of the Director to comply with key policies and procedures.

Securityholders are provided with material information in Vicinity's possession regarding the election or re-election of a Director.

Director induction and ongoing education

New Directors are offered a tailored induction program to educate them about Vicinity's business and key issues.

Each year, our Directors are provided with the opportunity to visit a selection of Vicinity's assets and to meet with management to gain a better understanding of business operations, investment opportunities and organisational culture.

Briefings or education sessions on relevant topics are facilitated by management or external presenters to ensure Directors are appropriately informed about key issues relevant to Vicinity and to support the Directors with the effective discharge of their obligations. These sessions may relate to strategic matters, including material and/or emerging risks, or other important matters such as legal, regulatory or ESG developments.

Performance evaluation

Our Nominations Committee is responsible for recommending to the Board the process for assessing the performance of the Board, Board Committees, the Chairman and individual Directors, including whether to use external facilitators.

An evaluation of our Board led by the Chairman was undertaken in respect of FY25.



OUR BOARD

Board skills, experience and attributes

Our Board is committed to maintaining diversity of skills, experience and attributes in its membership so it can effectively discharge its duties.

Our Board skills matrix identifies the capability of Directors in areas considered most relevant to Vicinity. Following the end of the financial year, Directors were required to classify their level of capability for each skill in the matrix as either expert, advanced or developing based on a set of descriptive guidelines. Directors who assessed their skill level as expert or advanced satisfied the capability requirement for inclusion in the Board skills matrix.

Having assessed its composition and the results of the analysis set out above, our Board considers that it has the appropriate mix of skills and experience to discharge its responsibilities effectively as set out in Table 1 below.

The relevant qualifications, experience and other directorships of each Director are available on our website and in Vicinity's 2025 Annual Report.

TABLE 1

Skills/experience category		Description of capability	Number of Directors (out of 10) with expert or advanced capability
Industry experience	Property/development	Experience in property management or design and construction of major property projects	8
	Funds management	Experience in third party property funds management	7
Functional and operational management experience	Leadership and people	Leadership experience; experience in influencing organisational culture and in relation to remuneration frameworks	10
	Financial acumen	Experience in financial accounting and reporting, including analysing financial statements and assessing financial viability	10
	Capital management	Experience in capital management strategies, including capital partnerships, debt financing and capital raisings; and/or experience in being a part of, or overseeing, a treasury function	7
	Strategy	Experience in developing, implementing and challenging strategic plans to achieve the long-term goals of an organisation	10
	M&A execution	Experience in merger and acquisition transactions, execution and integration	10
	Legal/risk/health and safety	Experience in managing areas of major risk to an organisation (including legal risk); and/or experience in workplace health and safety	10
	Technology, data and innovation	Experience in overseeing or developing technology, data and innovative solutions to support efficient delivery of strategy	4



Our Board – page 50



Our People



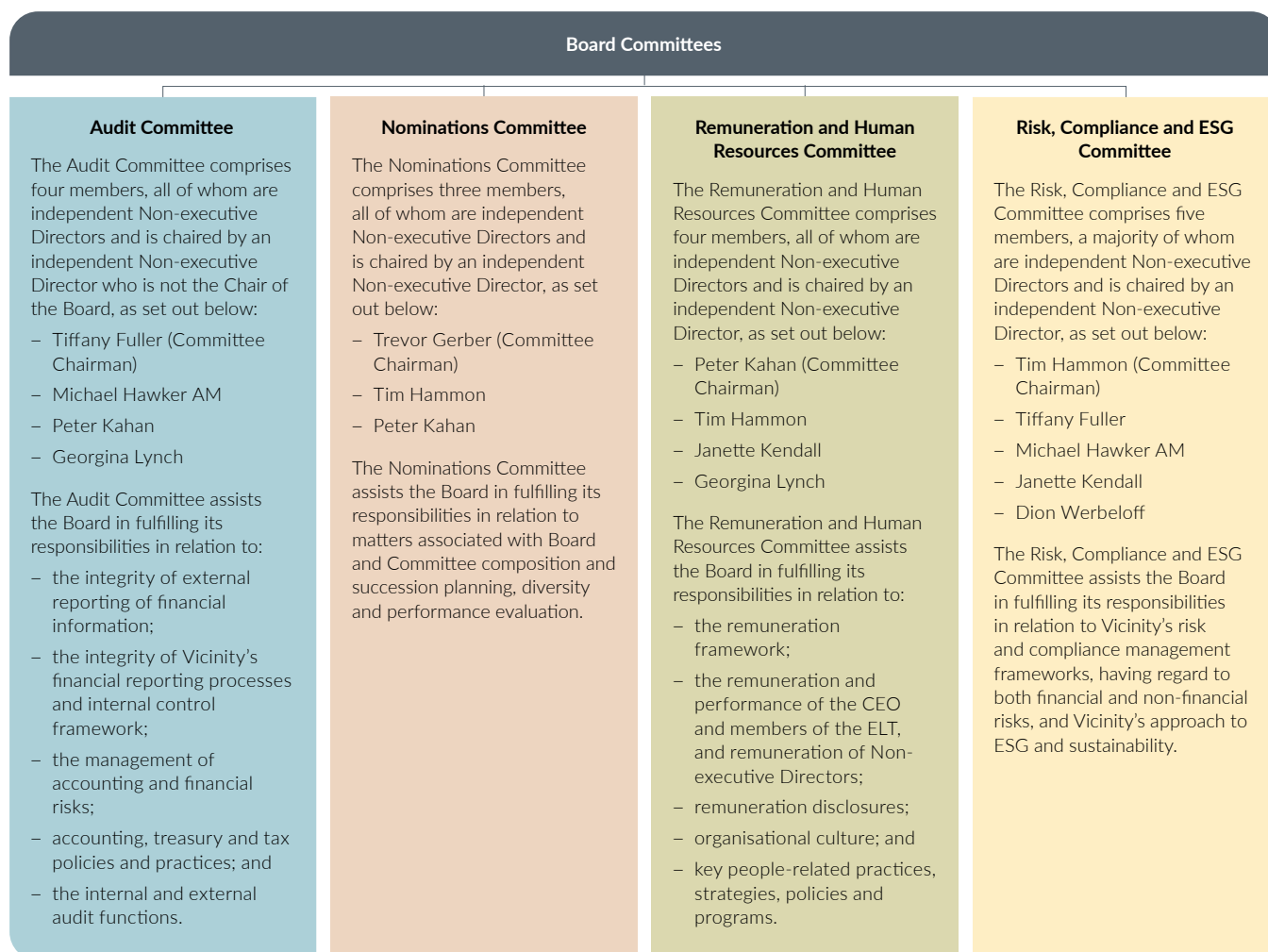
Queen Victoria Building, NSW

Board Committees

Our Board has established an Audit Committee, Nominations Committee, Remuneration and Human Resources Committee, and Risk, Compliance and ESG Committee to assist the Board in discharging its duties. Each Committee operates under a charter approved by the Board. All Directors have a standing invitation to attend Committee meetings and receive copies of the papers for and minutes of all Committee meetings. The Committees provide recommendations to the Board as required.

The composition and role of each Committee is outlined below, noting full details of each Committee's responsibilities are included in its respective charter and the Board may delegate further powers to, or determine additional responsibilities for, any of the Committees.

FIGURE 2



Full details of the responsibilities and functions reserved for our Committees are set out in the Committee Charters.



RELATIONSHIP OF THE BOARD WITH MANAGEMENT

Allocation of responsibilities

Our CEO, together with the members of our ELT and Business Leadership Team (BLT), is responsible for implementing Vicinity's strategy, achieving Vicinity's business objectives and carrying out the day-to-day management of Vicinity.

Management is also responsible for providing our Board with accurate, timely and transparent information to enable the Board to perform its responsibilities.

Appointment of ELT and employees

We have a formal recruitment process for all employees. All employees, including ELT members, are required to undertake background checks prior to their commencement.

Each ELT member has an executive services agreement with Vicinity setting out their appointment terms.

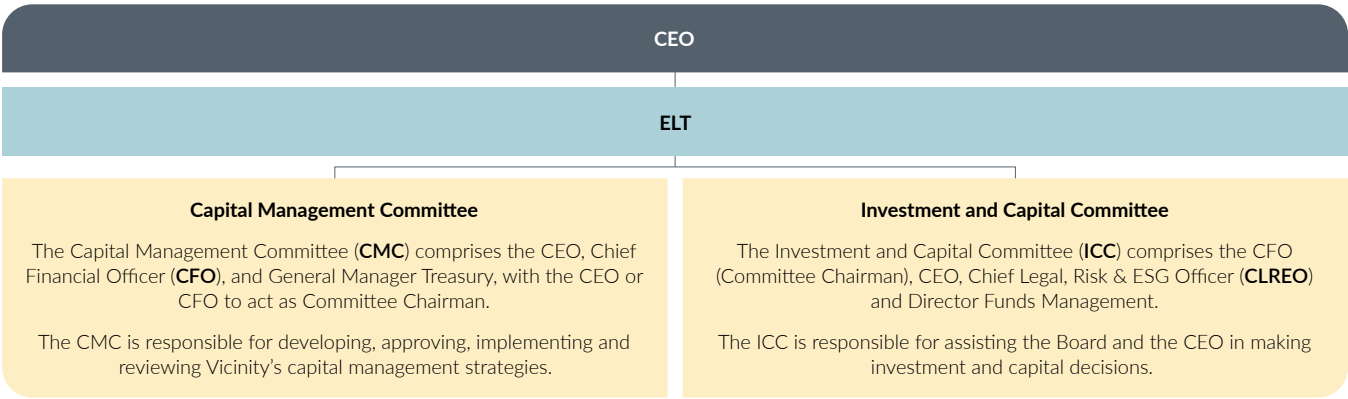
Delegated authority framework

We have in place a Delegated Authority Policy which supports our purpose and strategy through efficient decision making and effective risk management. The policy sets out who has authority to make decisions on behalf of Vicinity. All Vicinity employees must operate in accordance with the Board approved Delegated Authority Policy and associated authority limits.

Management Committees

Our CEO has established Management Committees to facilitate decision making by management as outlined below:

FIGURE 3



Company Secretary

Our Board is responsible for the appointment of Vicinity's Company Secretaries. The Group Company Secretary is accountable to the Board, through the Chairman, for all matters to do with the proper functioning of the Board and advises on governance matters. The CLREO is also appointed as a Company Secretary and provides legal and governance advice to our Board as required.

All Directors have access to the Group Company Secretary and CLREO for advice and information on governance matters.



PERFORMANCE AND ORGANISATIONAL DEVELOPMENT FRAMEWORK

Remuneration framework

The objective of our remuneration framework is to build capability by attracting, retaining and engaging a talented executive team capable of managing and enhancing Vicinity's business, while aligning their actions and outcomes with securityholder interests. We recognise that remuneration represents just one of the factors that enables the attraction and retention of talent.

We also seek to engage our executives over the long-term and to provide challenging work and personal development opportunities. This is assisted through linking executive remuneration to both short and long-term Group performance. Our framework encourages executives to focus on creating long-term value and growth and complements our purpose of shaping meaningful places where communities connect, while ensuring that short-term actions do not have a detrimental effect in the longer-term.

Our remuneration framework that operated throughout FY25 is detailed in the Remuneration Report in our 2025 Annual Report (**2025 Remuneration Report**).



Remuneration Report – page 66

The Remuneration Report details the remuneration of Non-executive Directors and Executive Key Management Personnel (together, **Key Management Personnel**) in line with the following reward principles:

Attract, retain and engage high performing executives

Demonstrate the link between strategy execution, performance, and reward

Encourage executives to manage from the perspective of securityholders

In discharging its responsibilities with respect to remunerating all employees fairly and responsibly, the Remuneration and Human Resources Committee has regard to external Australian benchmarking and engages independent consultants as necessary.

Minimum securityholding policy – Non-executive Directors

We apply a minimum securityholding requirement for Non-executive Directors. This encourages our independent Non-executive Directors to acquire a holding of securities with a minimum cost equal in value to one year of Non-executive Director base fees (net of income tax and superannuation) within five years from the Director's commencement date.

The principal consideration of this policy is to reinforce the alignment of the independent Non-executive Directors' interests with those of our securityholders.

Minimum securityholding policy – ELT

We apply a minimum securityholding requirement for our ELT. This requires the CEO and other members of our ELT to build and retain a minimum holding of securities equal to 100% and 60% of total fixed remuneration respectively within five years from the end of the first full financial year following an executive's commencement date. Restricted securities, including short-term incentive (STI) deferred restricted securities count towards the minimum securityholding requirement. Securities can be sold to cover tax obligations arising from awards that vest.

Further detail on the minimum securityholding requirement is available in the 2025 Remuneration Report.



Remuneration Report – page 66

Evaluating performance of management

All our employees are required to participate in a mandatory annual performance evaluation process, which involves, to the extent applicable, mid-year and end-of year performance conversations and a mandatory performance evaluation, including an assessment against our values and behaviours.

The annual performance objectives established for our CEO are cascaded, where appropriate, to our ELT and other employees.

On an annual basis, the Remuneration and Human Resources Committee, and the Board, formally review the performance of our CEO, and our CEO and the Remuneration and Human Resources Committee formally review the performance of each ELT member. The assessment criteria include both qualitative and quantitative measures covering financial; strategy; and culture, leadership and governance objectives.

Further details on the reward framework, performance measures for the STI and long-term incentive (LTI) plans and the assessment criteria for our Executive Key Management Personnel that operated during FY25 are set out in the 2025 Remuneration Report.



Remuneration Report – page 66



Chatswood Chase, NSW



DIVERSITY, INCLUSION AND BELONGING

Our Diversity, Inclusion and Belonging (**DIBs**) strategy demonstrates our commitment to creating an environment where the unique backgrounds, perspectives and experience of all employees are valued and considered key to Vicinity's performance.

Our DIBs strategy is set and governed by a Diversity Governance Council (**Diversity Council**), which includes all ELT members. Our DIBs agenda is discussed as part of ELT meetings to consider and monitor progress against the DIBs strategy and metrics and to provide suitable executive sponsorship for DIBs activities. Progress against delivery of the DIBs strategy is reported to the Remuneration and Human Resources Committee periodically.

In addition, Vicinity's DIBs Employee Advocacy Groups (**EAGs**) for Gender Balance, Pride and Allies, Disability and Access, and Cultural Diversity enable Team Members' involvement in areas of diversity they are passionate about, connect with and build communities of allyship, and help in raising awareness and supporting Vicinity to create an inclusive culture. Each EAG is sponsored by at least one member of the ELT.

In FY25, we continued to be a member of and participant in key external advocacy bodies including Pride in Diversity, the Australian Network on Disability and the Diversity Council of Australia. Additionally, we achieved Disability Confident Recruiter accreditation and Bronze Tier Australian Workplace Equality Index accreditation. Our commitment to diversity is also demonstrated via the ongoing delivery of our Innovate Reconciliation Action Plan, and through regular recognition of events of cultural significance, including Harmony Day, International Women's Day, Pride Month, NAIDOC Week and International Day of People with Disability.

Enabling our workplace to be one that promotes and embraces diversity, inclusion and belonging of all employees are our policies and practices on flexible working, such as the Diversity, Inclusion and Belonging Policy, Recruitment Policy (including frameworks for gender diverse shortlisting and interview panels), 'Every Family' Paid Parental Leave Policy and Workplace Behaviour Policy. Additionally, DIBs leadership commitments are embedded into the STI objectives for the ELT and BLT to foster ownership and accountability, further strengthening our commitment to diversity, inclusion and belonging at Vicinity.

Gender diversity

We have extended our gender diversity target of 40% female, 40% male and 20% any gender (**40:40:20**) across each level of our organisation, which we previously aimed to achieve by the end of FY25, to the end of FY28 for all levels of the organisation other than the Board.

We acknowledge that the Board did not meet this target by the end of FY25, noting that two of our ten Board members are representatives of a significant securityholder. Of the remaining eight Board members, as at the end of FY25, three were female equating to 37.5%. 40:40:20 representation at Board level is now targeted by the end of FY30. We remain committed to targeting gender balance of 40:40:20 at all levels of the organisation.

We are slightly under-represented by females at senior levels, and conversely over-represented by females below senior levels. We recognise that ongoing focus is required to meet our 40:40:20 target, and are actively seeking to improve our gender balance across various levels within the organisation through natural attrition, retention and development of talent and broader succession planning activities. Progress towards meeting our 40:40:20 target is reflected in the STI objectives for the ELT.

Vicinity organisational level	Gender representation as at 30 June 2025	Gender representation as at 30 June 2024
Board including CEO	30% female 70% male	30% female 70% male
ELT¹ including CEO	38% female 62% male ¹	38% female 62% male ¹
BLT²	36% female 64% male	37% female 63% male
Other leadership roles	56% female 44% male	54% female 46% male
All other roles	67% female 33% male	69% female 31% male
Whole of organisation	63% female 37% male	62% female 38% male

1. The ELT comprises those executives listed in the Our People section of our website.

2. The BLT comprises direct reports to the ELT and other key business leaders.

Our CEO, Peter Huddle, continues to be an active member of and from July 2025 is the Convenor of the Property Champions of Change, a forum established to drive continued focus on the gender equality agenda and achieve a significant and sustainable increase in the number of women in senior leadership positions across the property industry.

As a relevant employer, we report to the Workplace Gender Equality Agency (**WGEA**). Our most recent publicly available WGEA report, including progress against the WGEA Gender Equality Indicators, can be viewed via the WGEA website – wgea.gov.au.



[Our People](#)



ETHICAL AND RESPONSIBLE DECISION MAKING

Culture and values

We are committed to complying with laws and conducting our business ethically, with integrity and in accordance with our values.

Our culture and values are central to creating unique and relevant consumer experiences, delivering value to our retail and Joint Venture partners, and striving for excellence in everything we do.

RESPECT



- We listen to and acknowledge each other's views
- We have difficult conversations with care

INTEGRITY



- We back our words with the right actions
- We do the right thing, no matter the situation

CUSTOMER FOCUS



- We nurture a genuine connection with our customers
- We consider customer needs when making decisions

COLLABORATION



- We invite the right people to the table
- We balance consensus with decisive action

EXCELLENCE



- We always strive to improve
- We share our challenges and celebrate our wins

Our values guide our decisions and define the way we conduct business. Our values and behaviours are embedded into our performance and reward frameworks.

Enabling good business is how we describe a high-performance culture where our organisational values and ways of working are an enabler of strong performance and promote a thriving, safe work environment for everyone.

Code of Conduct

Our Code of Conduct (**Code**) outlines the expectations we have of our team, but also what our team, customers and partners can expect from Vicinity, and how it applies to our Directors, ELT, employees and contractors. Our Code, together with our values, sets clear boundaries on how to navigate difficult situations and take actions with integrity in accordance with ethical standards. We are committed to enabling good business through doing the right thing in all aspects of our business.

Our Code is available on our website and any material breaches of the Code are reported to the Remuneration and Human Resources Committee or the Board as appropriate.



[Corporate Governance](#)

Anti-bribery and corruption

We have a zero tolerance of bribery or corruption in any form within all aspects of our business.

Our Anti-Bribery and Corruption Policy applies to Team Members and parties with whom we deal, for example, tenants, suppliers, external contractors, Government authorities and Joint Venture partners.

We recognise that bribery and financial crime present a serious threat to Vicinity's reputation and our ongoing business. The policy is an important part of our commitment to combat financial crime in all forms.

The policy is available on our website and any breaches of the policy are required to be reported to the Risk, Compliance and ESG Committee.



[Corporate Governance](#)

Whistleblowing at Vicinity

We are committed to creating and maintaining a working environment that adheres to corporate compliance, good corporate governance and lawful, ethical and responsible behaviour.

Our Whistleblower Policy enables and encourages Eligible Persons (as defined in the policy) to report concerns about any wrongdoing involving Vicinity and provides protections so that those persons can report matters confidentially and without fear of reprisal through various channels, including anonymously through an external hotline.

The policy provides for all formal investigations to be conducted discreetly and in a fair, timely and objective manner. We will take reasonable steps to protect a whistleblower who makes a report in accordance with the policy and we will not tolerate any form of harassment, discrimination, victimisation or retaliation against a whistleblower.

Our Whistleblower Policy is available on our website and the Risk, Compliance and ESG Committee is notified of any incidents reported under the Whistleblower Policy and, in the case of formal investigations, the Committee will be provided with appropriate details of the incident and the findings and recommendations of the investigation.



[Corporate Governance](#)



ETHICAL AND RESPONSIBLE DECISION MAKING

Conflicts of interest

We are committed to effectively managing conflicts of interest to protect Vicinity's interests and reputation.

Our Conflicts of Interest Policy outlines the procedures for managing conflicts of interest to ensure that the personal interests of Team Members do not interfere with, and are not perceived to interfere with, the interests of Vicinity.

Directors are required to disclose any potential conflicts of interest in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**) so that the Board is aware of the potential conflict and can implement appropriate procedures to manage the conflict. Under their letters of appointment, all Non-executive Directors are required to consult with the Chairman before accepting a new external appointment which might conflict with, or impact on, the time they are able to devote to their Non-executive Director role with Vicinity or give rise to an actual or perceived conflict of interest.

The policy is available on our website and any material conflicts or non-compliance with the policy are reported to the Risk, Compliance and ESG Committee.



[Corporate Governance](#)

Continuous disclosure

We are committed to complying with our continuous disclosure obligations and have put in place measures to enable Vicinity to comply with those obligations.

Our Group Disclosure and External Communications Policy assists Team Members in understanding Vicinity's commitment to complying with its continuous disclosure obligations, and their own obligations and responsibilities.

The policy outlines, among other matters:

- the processes to ensure timely and meaningful disclosure of price sensitive information to Vicinity's securityholders and the market;
- the processes for general market updates regarding strategic, operational and financial performance of Vicinity, including preventing selective disclosure; and
- the approval procedures for market announcements.

The Board has established a Disclosure Committee comprising the CEO, CFO and CLREO (or the Group Company Secretary as alternate). The Disclosure Committee is responsible for disclosure matters not reserved for the Board.

Each ELT member is responsible for monitoring the activities of their respective business units and teams to assess if any matter arises that may require disclosure to the ASX and for bringing forward matters to the attention of a Disclosure Officer (as defined in the Policy).

Our Directors are provided with copies of all material market announcements made to the ASX and all market announcements are made available on our website.

The policy is available on our website.



[ASX Announcements](#)



[Corporate Governance](#)

Trading in Vicinity securities and hedging

We are committed to complying with insider trading laws.

Our Securities Trading Policy outlines insider trading laws and the ramifications of a breach of those laws, and the obligations of Team Members to deal in Vicinity securities in a lawful and appropriate manner.

Our Securities Trading Policy prohibits trading in Vicinity securities by Team Members during the following blackout periods and any other period determined by the Board:

- from 1 January until the trading day after the release of Vicinity's half year financial results; and
- from 1 July until the trading day after the release of Vicinity's full year financial results.

Restricted Officers (as defined in the Securities Trading Policy), including Directors, ELT members, other designated employees and their close associates, are required to obtain approval before dealing in Vicinity securities.

The policy is subject to the overriding prohibition against trading while in possession of inside information and prohibits Restricted Officers and their close associates from hedging or otherwise limiting their exposure to risk in relation to unvested Vicinity securities issued or acquired under any applicable equity arrangements and from entering into margin lending arrangements in respect of Vicinity securities.

The policy is available on our website.



[Corporate Governance](#)



RISK MANAGEMENT

Risk management framework

The identification, assessment and management of risks and opportunities are core competencies supporting the achievement of our strategy and objectives. We have adopted a structured and comprehensive approach to managing financial and non-financial risk which extends to environmental and social risks, as discussed further in the 'Environmental and Social Risks' section below.

Our business model is built on the principle of operating responsibly, taking well understood and well managed risks within the bounds of the risk appetite set by the Board. Our Risk Management Policy, Risk Appetite Statement and Enterprise Risk Profile, together the foundations of our Enterprise Risk Management Framework, are monitored by management and reviewed by the Board or Risk, Compliance and ESG Committee, as appropriate. Our Risk Appetite Statement and Enterprise Risk Profile consider relevant contemporary and emerging risks based on processes and procedures that management have in place to identify and assess those risks.

At each half year and full year reporting period, our Board receives assurance from management regarding the existence of a sound system of risk management and internal control.

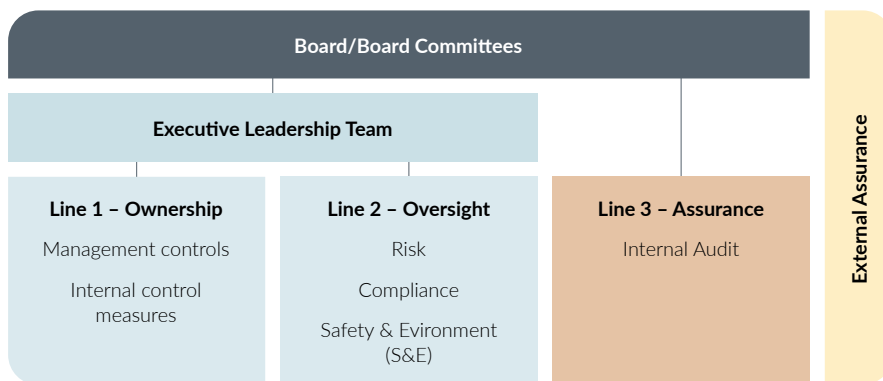
The Risk, Compliance and ESG Committee also receives quarterly risk reports which are made available to all Directors.

Responsibility for risk management

The assignment of roles and responsibilities for risk management activities follows a 'Three Lines Model' to ensure risks are appropriately managed through the establishment of an efficient and effective governance, risk and control framework.

The Three Lines Model is summarised below:

FIGURE 4



- **Line 1** – Management is responsible for developing a risk aware culture and identifying, assessing and managing risks associated with pursuing Vicinity's strategic objectives.
- **Line 2** – Functions such as Risk, Compliance and S&E are responsible for establishing and overseeing risk, compliance and S&E frameworks, constructively challenging business risk assessments and for reporting the aggregate risk position to management, the Risk, Compliance and ESG Committee and the Board.
- **Line 3** – Internal Audit is responsible for the provision of independent and objective assurance on the effectiveness of risk management, controls and governance processes.





RISK MANAGEMENT

Environmental and social risks

We recognise that sustainability is critical to the long-term performance of our business and that we must identify and manage exposure to a range of material economic, environmental and social risks (**Material Sustainability Risks**). Our Material Sustainability Risks are overseen by the ELT, the Risk, Compliance and ESG Committee, and the Board.

We believe that having a sustainable business is critical to delivering long-term value for all our stakeholders. Our sustainability strategy is integrated into our Group strategy and seeks to address our Material Sustainability Risks.

Our Material Sustainability Risks (including physical and transition climate-related risks) and how we manage or intend to manage those risks are disclosed in the 'Our Risks and Risk Management' section of the 2025 Annual Report which has been prepared in accordance with the Global Reporting Initiative Standard. We are a supporter of the Task Force on Climate-related Financial Disclosures (**TCFD**) and our climate-related risk disclosures align with the TCFD recommendations.

In December 2024 we published our Modern Slavery Statement outlining the actions undertaken in FY24 to assess and address modern slavery risks in our operations and supply chain.



[Sustainability Reporting](#)



[Financial Results](#)





INTEGRITY IN FINANCIAL AND CORPORATE REPORTING

CEO and CFO declarations

Our Board receives a declaration from the CEO and CFO in accordance with the ASX Recommendations and section 295A of the Corporations Act for the full year financial period and an equivalent declaration for the half year financial period.

The declarations confirm whether, in their opinion:

- the financial records of Vicinity have been properly maintained;
- the financial statements comply with Australian Accounting Standards and the Corporations Act and give a true and fair view of the financial position and performance of Vicinity; and
- the consolidated entity disclosure statement is true and correct,

and whether:

- the above opinion has been formed on the basis of a sound system of risk management and internal control; and
- the system is operating effectively in all material respects.

External auditor

Ernst & Young (**EY**) is the external auditor for the Company, the Trust and their controlled entities and for the wholesale funds for which VFRE is the Responsible Entity or Trustee. The lead audit partner from EY attends Vicinity's AGM and is available to answer questions on the Group's financial statements and the conduct of the audit.

We have an External Audit Policy which provides that the Audit Committee will review the auditor's independence, taking into account the requirements prescribed in the Corporations Act and the standards agreed between Vicinity and the auditor, which include:

- rotation of the lead audit partner every five years;
- half yearly confirmation by the auditor that it has satisfied all professional regulations relating to auditor independence;
- half yearly reporting on the level of audit and non-audit services; and
- any non-audit work performed by the auditor, which must be carried out in accordance with the protocols outlined in the Policy.

Internal auditor

In late FY25, Vicinity transitioned from a co-sourced internal audit model comprising an internal resource and an external service provider to an outsourced internal audit model, with PricewaterhouseCoopers (**PwC**) appointed as Vicinity's Internal Auditor. The Internal Audit function, which is governed by an Internal Audit Charter approved by the Audit Committee, reports to the CEO. Functionally, Internal Audit has a joint reporting line to the Group Company Secretary and the Audit Committee.

The purpose of the Internal Audit function is to strengthen Vicinity's ability to create, protect and sustain value by providing the Board and management with independent, risk-based and objective assurance, advice, insight and foresight. The Internal Auditor has no direct authority or responsibility for the activities it reviews.

The annual internal audit plan is approved by the Audit Committee and progress against the approved plan and the status of the implementation of agreed internal audit recommendations are reported to the Audit Committee on a quarterly basis. In addition, the Internal Auditor has direct access to the Board Chairman, CEO, and Chairman and other members of the Audit Committee.

Verification of periodic corporate reports

We release a number of periodic corporate reports to the market, including our Annual and Half Year Reports, Corporate Governance Statement and results presentations. Periodic reports that are not audited or reviewed by our external auditor, EY, are verified by management prior to release to the ASX, which includes review and cross-checking of information by internal subject matter experts and review of relevant information by accountable executives. EY provides limited assurance over selected ESG metrics included in the Annual Report, and Sustainability Performance Pack.



COMMUNICATION WITH SECURITYHOLDERS

Keeping our securityholders informed

Our Investor Relations team coordinates an investor relations program that 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. This program includes:

- the AGM which all securityholders are encouraged to participate in and attend. The AGM provides an opportunity for securityholders to ask questions of the Board and management and express their views. All resolutions at the AGM are decided on a poll. Securityholders can also follow the proceedings of the AGM live from a webcast available on our website. The webcasts are available for replay shortly after the live event via the Annual General Meetings section on our website;
- the Annual Report which includes an overview of operations and financial results for the year. Securityholders can elect to receive an electronic or printed copy of the Annual Report, or they may elect not to receive a copy of the Annual Report; and
- results briefings which follow the release of the half year and full year financial statements and reports which securityholders can follow live from a webcast available on our website. The webcasts are available for replay shortly after the live event via the Financial Results section on our website.

From time to time, we conduct briefings with investors and analysts in accordance with the protocols set out in the Group Disclosure and External Communications Policy. Care is always taken to ensure that no market sensitive information is discussed or disclosed in any meetings with investors or analysts.

Any new or substantive investor or analyst presentations are released to the ASX ahead of the meeting or presentation, which are then subsequently made available in the Financial Results section on our website. Our Investor Relations team and security registry also manage securityholder enquiries.



[Annual General Meetings](#)



[Corporate Governance](#)



[Financial Results](#)



[Investors](#)

Electronic communication with securityholders

Our securityholders are encouraged to receive communications from, and send communications to, our security registry electronically.

We provide information about Vicinity and its governance to our securityholders through the Investors section on our website, which is regularly updated and contains:

- announcements made to the ASX;
- key financial information, Annual Reports and Notices of AGMs;
- key corporate governance policies, Constitutions of the Company and the Trust, and Board and Committee charters;
- key dates and events for securityholders; and
- webcasts of half year and full year results briefings and AGMs.





GLOSSARY

Board	The Boards of the Company, the Responsible Entity and VFRE
Company	Vicinity Limited ACN 114 757 783
FY25	The financial year ended 30 June 2025
Responsible Entity or RE	Vicinity Centres RE Ltd ACN 149 781 322, the Responsible Entity of the Trust
Trust	Vicinity Centres Trust ARSN 104 931 928
VFRE	Vicinity Funds RE Ltd ACN 084 098 180, the Responsible Entity of the Wholesale Funds managed by Vicinity
Vicinity, Vicinity Centres, or any references to Group, us, we or our	The Company, the Trust, the Responsible Entity, VFRE and each of their respective controlled or managed entities





VICINITY.COM.AU



Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Vicinity Centres, comprising Vicinity Limited and Vicinity Centres Trust

ABN/ARBN

ABN 90 114 757 783
ARSN 104 931 928

Financial year ended:

30 June 2025

Our corporate governance statement for the period above can be found at:

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.vicinity.com.au/about-us/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 20 August 2025 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 20 August 2025

Name of authorised officer authorising lodgement: Rohan Abeyewardene, Group Company Secretary

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ in our Corporate Governance Statement and we have disclosed a copy of our Board Charter at: https://www.vicinity.com.au/about-us/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ in our Corporate Governance Statement and we have disclosed a copy of our Diversity, Inclusion and Belonging Policy at: https://www.vicinity.com.au/about-us/corporate-governance The measurable objectives for achieving gender diversity at Vicinity are set out in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ in our Corporate Governance Statement and we have disclosed a copy of the charter of the committee at: https://www.vicinity.com.au/about-us/corporate-governance and the information referred to in Recommendation 2.1(a)(5) in the 2025 Annual Report at page 64 which is available at: https://www.vicinity.com.au/investors/financial-results	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
2.4	A majority of the board of a listed entity should be independent directors.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ in our Corporate Governance Statement and we have disclosed our values at: https://www.vicinity.com.au/about-us/careers	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ in our Corporate Governance Statement and we have disclosed our Code of Conduct at: https://www.vicinity.com.au/about-us/corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ in our Corporate Governance Statement and we have disclosed our Whistleblower policy at: https://www.vicinity.com.au/about-us/corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ in our Corporate Governance Statement and we have disclosed our Anti-bribery and Corruption policy at: https://www.vicinity.com.au/about-us/corporate-governance	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ in our Corporate Governance Statement and we have disclosed a copy of the charter of the committee at: https://www.vicinity.com.au/about-us/corporate-governance and the information referred to in Recommendation 4.1(a) (4) and (5) in the 2025 Annual Report at pages 50 to 53 and 63 to 65 which is available at: https://www.vicinity.com.au/investors/financial-results	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ in our Corporate Governance Statement and we have disclosed our Group Disclosure and External Communications Policy at: https://www.vicinity.com.au/about-us/corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ in our Corporate Governance Statement and we have disclosed information about us and our governance on our website at: https://www.vicinity.com.au/about-us/corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ in our Corporate Governance Statement and we have disclosed a copy of the charter of the committee at: https://www.vicinity.com.au/about-us/corporate-governance and the information referred to in Recommendation 7.1(a)(5) in the 2025 Annual Report at page 64 which is available at: https://www.vicinity.com.au/investors/financial-results	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ in our Corporate Governance Statement	☒ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ in our Corporate Governance Statement and we have disclosed a copy of the charter of the committee at: https://www.vicinity.com.au/about-us/corporate-governance and the information referred to in Recommendation 8.1(a)(5) in the 2025 Annual Report at page 64 which is available at: https://www.vicinity.com.au/investors/financial-results	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ in our Corporate Governance Statement and in the 2025 Annual Report at pages 66 to 90 which is available at: https://www.vicinity.com.au/investors/financial-results	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ in our Corporate Governance Statement and within our Securities Trading Policy which we have disclosed at: https://www.vicinity.com.au/about-us/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable