

# White City Acquisitions Limited

## Slavery & Human Trafficking

### Statement

Financial Year Ending 31 December 2018

## SECTION 1

---

# Introduction and Background

White City Acquisitions Limited (“**Westfield**”) supports the objectives of the United Kingdom’s (the “**UK**”) Modern Slavery Act 2015 (the “**Modern Slavery Act**”); to detect and prevent the crimes of slavery, servitude, forced or compulsory labour, human trafficking and related and equivalent offences (collectively the “**Offences**”). Westfield supports the related drive to encourage transparency in the supply chains of commercial organisations so that the commission of Offences can be more easily detected and prevented.

Westfield also respects and supports the objectives of the International Labour Organisation’s eight fundamental conventions with respect to freedom of association, forced labour, discrimination and child labour.

This Slavery and Human Trafficking Statement (the “**Statement**”) relates to Westfield’s activities for the financial year ended 31 December 2018 (the “**Financial Year**”).

## SECTION 2

---

# Structure, Business and Supply Chains

## Westfield’s Business

Westfield is a group undertaking of Unibail-Rodamco SE (all group undertakings of Unibail-Rodamco SE together comprising the “**URW Group**”). Westfield’s business is:

1. in its capacity as a developer, to develop, design and construct real estate assets in the UK that deliver great experiences for retailers, brands, consumers, tenants and other stakeholders (the “**Developer Capacity**”); and
2. in its capacity as a landlord, to operate real estate assets in the UK that deliver great experiences for retailers, brands, consumers, tenants and other stakeholders (the “**Landlord Capacity**”),

Where Westfield is acting in its:

1. **Developer Capacity**, Westfield conducts its business as set out in this Statement, including with respect to the supply chains employed by Westfield in such capacity. Westfield’s principal supplier in such capacity is Westfield Europe Limited (one of Westfield’s group undertakings in the URW Group) (“**WEL**”), with WEL acting as developer and/or development manager on behalf of Westfield, and Westfield ensures that WEL also conducts its business on behalf of Westfield on the basis and as set out in this Statement, including with respect to the supply chains employed by WEL in such capacity.
2. **Landlord Capacity**, Westfield conducts its business as set out in this Statement, including with respect to the supply chains employed by Westfield in such capacity. Westfield’s principal supplier in such capacity is WEL, with WEL acting as asset manager on behalf of Westfield, and Westfield ensures that WEL also conducts its business on behalf of Westfield on the basis and as set out in this Statement, including with respect to the supply chains employed by WEL in such capacity.

References in this Statement to Westfield's business and its supply chain should therefore be interpreted accordingly having regard to the relevant capacity in which Westfield may be acting.

### **Westfield's Supply Chain**

Westfield's business involves a number of different supply chains, with the principal supply chains being:

1. Development, design and construction ("**DD&C**"):
  - a. development, design and construction consultants and advisers;
  - b. construction trade contractors and their sub-contractors;
  - c. suppliers of goods, services and materials for all stages of the construction cycle; and
  - d. suppliers of plant and machinery.
2. Operations/centre management ("**Centre Management**"):
  - a. security, cleaning and other contractors; and
  - b. suppliers of temporary and fixed-contract staff (head office and centre management).

Although, as noted in the *Global Slavery Index's* findings, the UK is at only moderate risk of incidences of Offences (relative to other geographies), the prevalence of overseas workers in the construction industry, generally, and the sourcing of materials and equipment from higher risk global areas, makes Westfield more susceptible to Offences occurring in its business and supply chains.

Westfield's approach to risk assessment, due diligence and ongoing monitoring with respect to consultants, advisers, contractors, sub-contractors, suppliers and other service providers providing goods or services to Westfield (collectively, "**Suppliers**") is described in more detail throughout this Statement.

## **SECTION 3**

---

# **Policies In Relation to Slavery and Human Trafficking**

### **Westfield's Culture**

Westfield is committed to conducting its business in a moral, ethical and sustainable way, and recognises the need to establish and maintain corporate governance policies and business practices which reflect legal requirements in the UK and other countries in which Westfield may operate from time to time, together with the requirements of market regulators and the expectations of its stakeholders.

To that end, Westfield and the wider URW Group have various policies, codes of conduct and practices directed at ensuring that high standards of corporate governance, ethical behaviour and legal compliance are maintained. All Westfield employees and directors are required to comply with both the Westfield and the wider URW Group policies, codes of conduct and practices and failure to do so may lead to disciplinary action up to and including dismissal. Of particular relevance to the detection and prevention of the Offences in Westfield's business and supply chains are:

1. the URW Group's '*Code of Ethics*';
2. the URW Group's '*Whistleblowing Procedure*';

3. Westfield's *'Modern Slavery Policy'* in the UK; and
4. Westfield's *'Recruitment Policy'* in the UK,

each described in more detail below. These policies remain under constant review as legal requirements, regulation and good governance practices evolve.

### **Code of Ethics**

The URW Group's Code of Ethics requires, among other things, that each employee and director of Westfield:

1. behaves in a way that does not harm human dignity;
2. complies with all applicable laws and regulations;
3. reports to the UK General Counsel or URW Group General Counsel any circumstance or event which could reasonably be expected to create the appearance of impropriety; and
4. refuses to follow any instructions given or to take any actions required of them by any superior that the employee or director reasonably believes would violate applicable law and/or regulations set out in the Code of Ethics.

### **Whistleblowing Procedure**

The URW Group's Whistleblowing Procedure encourages all Westfield employees and directors to report any matter or behaviour that they believe is a serious threat to the sound management of the URW Group's business, including Westfield's business and including behaviour:

1. by any employee or director of Westfield; and/or
2. by any third party performing activities for Westfield.

The Whistleblowing Procedure identifies specific Compliance Officers to whom incidents can be reported, and assures employees of anonymity when reporting such incidents.

### **Modern Slavery Policy**

Following the introduction of the Modern Slavery Act, Westfield produced a *'Modern Slavery Policy'* (the "**Modern Slavery Policy**").

The Modern Slavery Policy:

1. provides an overview of the Modern Slavery Act;
2. outlines Westfield's expectations of its Suppliers with respect to the detection and prevention of the Offences;
3. explains training available to Westfield employees and directors with respect to the detection and prevention of the Offences;
4. outlines Westfield's employees' responsibilities with respect to compliance with the Modern Slavery Act;
5. details what a Westfield employee should do if they suspect the Modern Slavery Act is not being adhered to; and

6. summarises the implications for Westfield’s employees in the event of any breach of the Modern Slavery Policy.

### **Recruitment Policy and Processes**

Following the introduction of the Modern Slavery Act, Westfield reviewed its ‘*Recruitment Policy*’ (the “**UK Recruitment Policy**”), ‘*Employee Referral Policy*’ (the “**UK Referral Policy**”) and employment contract (the “**UK Employment Contract**”) to assess what improvements could be made to them, in order to assist in the detection and prevention of the Offences. Following this review, those policies and contracts have been updated to ensure that:

1. UK recruitment costs remain a business cost and will not be charged to Westfield’s workers in the UK, directly or indirectly;
2. a large number of employee referrals coming from one employee in the UK will be monitored and investigated;
3. Westfield’s support of the objectives of the Modern Slavery Act is acknowledged along with our goal to detect and prevent the Offences;
4. upon application for a role at Westfield in the UK and again on obtaining a position, all candidates are required to certify that they are applying for the role of their own free will have not paid anyone to allow them to apply for work; and
5. Westfield’s UK team runs regular reports ensuring that one bank account is not used for payment of more than one UK employee’s wages and also to identify where multiple employees reside at one address.

## **SECTION 4**

---

# **Risk Assessment, Due Diligence Processes and Risk Management and Effectiveness**

### **Risk Assessment**

The URW Group operates a Group Risk Committee (“**GRC**”) and platform committees (US and Europe Risk Committees). Among other things, these committees work in conjunction to:

1. Define, review and, as necessary, update the URW Group Risk Management policy;
2. Evaluate risks and design risk mitigation measures and implement and monitor any actions plans; and
3. Ensure that Enterprise Risk Management (“**ERM**”) is embedded in all URW Group activities, that all URW Group executive teams have identified and assessed risks, that all URW Group executive teams have established an ERM system capable of addressing those risks and that those risks are appropriately managed.

As a part of the URW Group, Westfield, together with its employees, managers and directors, adopts and adheres to any policies, procedures and directions set down by the GRC, the Europe and US Risk Committees.

### **Due Diligence Processes and Risk Management**

#### *Overview*

It is expected that all Suppliers to Westfield are reputable, have good financial standing and are sufficiently well-resourced to enable them to comply with the demands of working within centres or construction projects with which Westfield is involved (whether as contractor, manager or otherwise). As part of the procurement process, Westfield establishes a procurement strategy having assessed the risks associated with that supply or service.

#### *Supply Chain Mapping*

Westfield has identified that, at a high level, its key risk areas are its DD&C activities and its Centre Management activities, in particular those involving low-skilled support services. Westfield divides its supply chain into three tiers, with each tier containing complex supply chains. Westfield is in the process of carrying out a detailed risk assessment of its supply chains and the status of such risk assessment is set out below:

<b>Tier</b>	<b>Definition</b>	<b>Example</b>	<b>Status</b>
Tier 1	Direct Trade Contractors, Suppliers and Service Providers	Construction contracts; Structures, Facades, Building Services, Finishes Service Contracts; Cleaning, Security, Waste and Facilities Management	Fully Mapped
Tier 2	Indirect Sub-Contractors	Labour providers, agencies	Completion expected 2019
Tier 3	Indirect Manufacturers and suppliers of material, plant and equipment	Concrete, Steel, cladding, Insulation, stone Flooring, BMS systems, Lifts and escalators	Completion expected 2019

#### *Supply Chain Screening*

Whenever Westfield proposes to appoint a Supplier on a new engagement, Westfield follows assessment procedures appropriate to the level of risk that has been identified. Westfield currently takes the following steps:

##### 1. Pre-Tender

- a. *Tender selection*: select a group of potential Suppliers to tender for the engagement;
- b. *Pre-qualification*: each potential Supplier is required to complete a pre-qualification questionnaire (the "PQQ") which addresses a number of areas, including health and safety, environment and general competency;

##### 2. Tender

- a. *Interview*: where appropriate each potential Supplier is interviewed to assess their competency and the strength of their internal policies, including those with respect to their employees, contractors and suppliers;
- b. *References*: where appropriate each potential Supplier is required to provide references from existing clients;
- c. *Site Visit*: where appropriate, visit and inspect the Supplier's facilities including their head office;

##### 3. Post-Tender

- a. *Right to Work*: confirm that the relevant individual has the right to work in the UK with the production of a valid passport and that they carry the appropriate CSCS card (Construction Skills Certification Scheme) relevant to the work they are to undertake

- b. *Criminal Record Checks*: where the associated risk is higher, carry out appropriate criminal record checks on individuals;

#### *Contractual Protections*

Westfield's standard supply contracts include, where appropriate, provisions which are specifically targeted at combating the risk of Offences being committed. In summary, the contractual provisions require each counterparty to comply with the provisions of the Modern Slavery Act and notify the other of any incidences of the Offences. In the event of any actual or suspected incidences of the Offences or of any breaches of any other provisions of the Modern Slavery Act, Westfield will have the right to terminate the relevant contract. Where Westfield is made aware of the commission of any Offence, Westfield will take appropriate measures to report the incident to the proper authorities.

#### *Effectiveness Measured Against Performance Indicators*

Westfield does not employ performance indicators specifically in relation to the detection and prevention of Offences in its business and supply chain, but Westfield considers that its policies, risk assessment, due diligence, risk management, training and procedures are appropriate and have been and will continue to be effective in detecting and preventing Offences in its business and supply chain. Westfield keeps all of its policies and procedures under review in order to ensure their effectiveness and will adapt such policies and procedures as necessary to ensure they remain effective as the businesses that Westfield operates and the supply chains employed by Westfield in such operation, evolve.

## SECTION 5

---

### Training and Industry Awareness

Training is a fundamental component of Westfield's approach to its business activities and is critical in raising awareness of the risk of the Offences taking place within Westfield's own business and within its supply chain.

During the Financial Year, Westfield ensured that all construction employees and directors working for WEL on behalf of Westfield received training, within three months of joining WEL, in relation to the detection and prevention of the Offences in Westfield's and WEL's businesses and in their respective supply chains.

## SECTION 6

---

### Further Steps for 2019

During 2019 Westfield intends to:

1. continue to ensure that all construction employees and directors joining WEL and working on behalf of Westfield receive, within three months of joining Westfield, training in relation to the detection and prevention of the Offences in Westfield's business and in its supply chains;
2. continue to map Westfield's Tier 1, Tier 2 and Tier 3 supply chains and identify and target the areas of highest risk;

3. continue to review and, where appropriate, make improvements to Westfield's Supplier due diligence procedures, including considering the introduction of an independent PQQ and other monitoring procedures;
4. develop a '*Supplier Code of Conduct*' which would set out Westfield's expectations with regards to the detection and prevention of Offences, generally; and
5. continue to review and, where appropriate, make improvements to Westfield's contracting models (including contractual terms) with Suppliers in order to promote awareness and enhance Westfield's management of its business and supply chains.

In taking any action with respect to the goals of the Modern Slavery Act, Westfield will have regard to the commercial and legal environment in the countries where we operate.

This Statement was approved by the Westfield board of directors on 29 March, 2019.

  
**Amanda Beattie**  
Director  
White City Acquisitions Limited

29 March, 2019