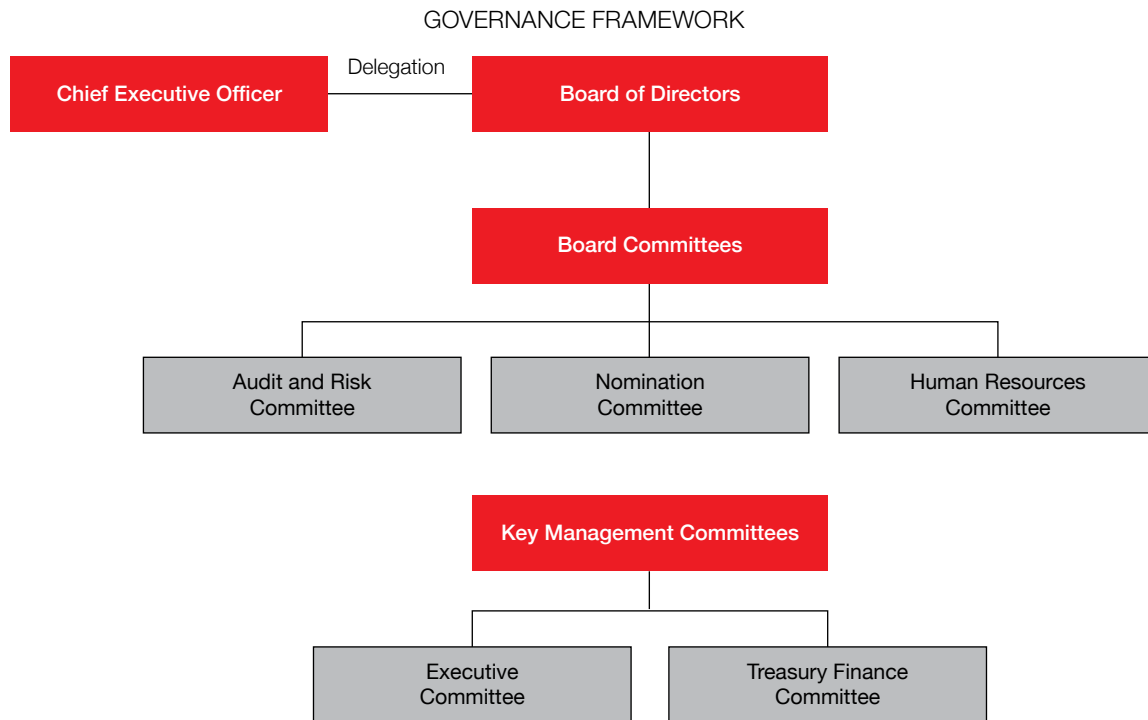


# Corporate Governance Statement

## Introduction

Scentre Group<sup>®</sup> is committed to ensuring that its policies and practices reflect a high level of corporate governance. During the year, the Group's corporate governance framework was consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd edition).

The Group's governance framework is outlined in the diagram below. The Group's corporate governance documentation, including charters and relevant corporate policies and codes, are available in the corporate governance section on Scentre Group's website – <http://www.scentregroup.com/about/governance/>. This corporate governance statement was approved by the Scentre Group Board and is current as at 21 February 2017.



At the date of this report, the Board comprised 7 Non-Executive Directors and one Executive Director. The independence status of, and the period of office held by, each Director is as follows.

Name	Position Held	Independent (Y/N)	Year Appointed <sup>®</sup>
Brian Schwartz	Non-Executive Chairman	Y	May 2009
Peter Allen	Chief Executive Officer/ Executive Director	N	May 2011
Andrew Harmos	Non-Executive Director	Y	June 2014
Michael Ihlein	Non-Executive Director	Y	June 2014
Carolyn Kay	Non-Executive Director	Y	February 2016
Aliza Knox	Non-Executive Director	Y	May 2015
Steven Lowy	Non-Executive Director	N	June 1989
Margaret Seale	Non-Executive Director	Y	February 2016

Details of the qualifications, experience and responsibilities of the Directors are set out in the Directors' Report.

During the year, Mr Frank Lowy and Mr Richard Egerton-Warburton retired from the Board at the conclusion of the AGM on 5 May 2016. As part of the ongoing renewal of the Board, Ms Carolyn Kay and Ms Margaret Seale were appointed to the Board in February 2016.

<sup>®</sup> Scentre Group is a stapled entity comprising Scentre Group Limited, Scentre Group Trust 1, Scentre Group Trust 2 and Scentre Group Trust 3. The Boards of Scentre Group Limited, Scentre Management Limited (as responsible entity of Scentre Group Trust 1), RE1 Limited (as responsible entity of Scentre Group Trust 2) and RE2 Limited (as responsible entity of Scentre Group Trust 3) are identical. Each Board has adopted a common Board Charter which sets out the objectives and responsibilities of the Scentre Group Board. Each Board Committee has the same membership and, for all purposes, operates as one "Scentre Group" Committee.

<sup>®</sup> Reference to the date of appointment is to the date of appointment to Scentre Group Limited (formerly Westfield Holdings Limited). Scentre Group was established on 30 June 2014. Prior to the establishment of the Group, Scentre Group Limited formed part of the prior Westfield Group.

## PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### 1.1 Responsibilities of Board and management

#### *Board charter*

The Board is responsible for overseeing the effective management and operation of the Group. The Board seeks to ensure that the business objectives of the Group are aligned with the expectations of securityholders and that the operations of the Group are effectively managed in a manner that is focussed on those business objectives, as well as meeting all regulatory and ethical requirements.

The Board Charter sets out the primary objectives of the Board and the practices and processes the Board has adopted to discharge its responsibilities including the matters reserved for the Board and the delegation of authority to the Chief Executive Officer (CEO) and other executive Key Management Personnel (executive KMP), including the limits on the execution of that authority by those officers.

This framework ensures accountability and a balance of authority by clearly defining the respective roles and responsibilities of the Board and the senior management team. In turn, this enables the Board to maintain its focus on strategic guidance, while exercising effective oversight of the Group.

Key responsibilities of the Board are to:

- oversee the effective management and control of Scentre Group including the composition, performance and remuneration of the senior executive team;
- set and review the strategic direction of Scentre Group;
- approve and monitor key budgets, business plans, financial statements, financial policies and financial reporting;
- establish, promote and maintain proper processes and controls and to maintain the integrity of financial accounting, financial records and reporting;
- develop and implement key corporate policies, procedures and controls as necessary to ensure appropriate standards of accountability, risk management and corporate governance and responsibility;
- oversee the adequacy of managerial resources to ensure there is adequate depth of resources and appropriate succession planning;
- monitor the performance of senior executives and the implementation of strategy;
- approve proposals for major new investments, capital expenditure and capital management initiatives as proposed by management;
- ensure that securityholders receive high quality, relevant and accurate information in a timely manner and that investors generally are able to trade in Scentre Group's securities in a market which is efficient, competitive and informed;
- determine and adopt distribution policies for Scentre Group; and
- oversee compliance by Scentre Group with its legal and regulatory obligations.

#### *Board Committees*

The Board delegates certain responsibilities to standing Committees which operate in accordance with charters approved by the Board. There are 3 standing Board Committees: the Audit and Risk Committee, the Human Resources Committee and the Nomination Committee.

The roles and responsibilities of the Committees are explained later in this report.

The Chair of each Committee (or a person nominated by the Chair of the Committee for that purpose) reports to the Board at the Board's next meeting on any matters relevant to the Committee's duties and responsibilities. The Board also receives copies of the minutes of all Committee meetings. This ensures that all Directors have oversight as well as the opportunity for full discussion of the issues being considered by the Committees.

#### *Delegation to Management*

Day to day management of the business and operations of Scentre Group is delegated by the Board to management through the CEO subject to the agreed authority limits applicable to the senior executive management team.

The Board has delegated to management responsibility for:

- Strategy: development of strategies and the management and performance of the business and operations, and making recommendations to the Board on such strategies.
- Management: managing the Group in accordance with the strategy, business plans and policies approved by the Board.
- Financial performance: developing the Group's annual budget, managing day to day operations within the budget and ensuring that the financial reports present a true and fair view of the Group's financial condition and operational results and are in accordance with the relevant accounting standards.
- Risk management: establishing and maintaining appropriate and effective risk management frameworks and internal control systems.
- Continuous disclosure: keeping the Board and the market fully informed about material developments in the Group's business.
- Selection of senior management: making recommendations for the appointment of senior executives, determining terms of appointment, evaluating performance and developing and maintaining succession plans for senior management.

The CEO reports regularly to the Board on the progress being made by the Group in all aspects of the business including shopping centre operations, developments, capital markets and potential new business opportunities.

The Non-Executive Directors meet regularly without management present to discuss the operation of the Board and a range of other matters.

# Corporate Governance Statement (continued)

## 1.2 New appointments/Re-election of Directors

Appropriate checks are undertaken before a new candidate is recommended to the Board for appointment. These include checks as to the person's experience, educational qualifications, character, criminal record and bankruptcy history.

As noted at 2.1 'Structure of the Board and role of the Nomination Committee', the Board, on the recommendation of the Nomination Committee, determines if it will endorse a Director retiring under the Company's constitution or Listing Rules, for re-election.

The notice of meeting and explanatory notes for the Group's 2017 AGM will contain the relevant applicable information as specified by Recommendation 1.2.

## 1.3 Written agreements with Directors

New Directors receive a letter of appointment which sets out the main terms and conditions on which each Director is appointed. This letter provides that if a Director ceases to be a Director of Scentre Group Limited for any reason, they must also resign as a Director of Scentre Management Limited, RE1 Limited and RE2 Limited. The letter of appointment conforms to Recommendation 1.3.

The letter of appointment clearly defines the role of Directors, including expectations in terms of independence, participation, time commitment and continuous development. Directors are required to disclose, on an ongoing basis, circumstances that may affect, or be perceived to affect their ability to exercise independent judgment so that the Board can determine independence on a regular basis.

Procedures are also set out by which Directors are able to take independent, professional advice at the Group's expense. Directors are encouraged to direct any enquiries or requests for additional information to the Company Secretary, who will facilitate a response to the query and/or provide the Director with the requested information. Further, Directors have access to key members of the senior management team, who regularly attend Board meetings to make presentations and respond to questions and comments from the Board.

## 1.4 Role of the Company Secretary

The Company Secretary is directly accountable to the Board, through the Chairman, on all matters relating to the proper functioning of the Board and its Committees. The Company Secretary works with the Chairman, the Board and the Board Committees and is responsible for ensuring the smooth running of the Board and Board Committees and that all governance matters are properly addressed. All Directors have access to the Company Secretary for the purpose of obtaining information or advice.

## 1.5 Diversity

During FY16, the Group continued to demonstrate its ongoing commitment to diversity and inclusion by developing targeted initiatives aimed at attracting, developing and retaining a diverse workforce to help fulfil our purpose of "creating extraordinary places, connecting and enriching communities".

Diversity and inclusion is a key corporate strategy. Our view is that diversity is about recognising and valuing the contribution of people from different backgrounds, with different perspectives and experiences. Diversity in the workforce is a key contributor to the success of our business and the Group seeks to create an inclusive culture that supports employees at all stages of their career and encourages employees to succeed to the best of their ability.

With this focus, in FY16 the Group implemented a number of people and culture focused initiatives including the launch of awareness and support campaigns in connection with:

- mental health
- the LGBTI community
- domestic violence

Progress against the Group's FY16 objectives is set out in the table below.

During the year, the CEO, Mr Peter Allen continued in his role as a Property Male Champion of Change, an initiative of the Property Council of Australia designed to address gender diversity in the male dominated property industry. He also continued to sponsor and promote 'Connect' an internal forum aimed at the development of women.

Gender remains a strong focus for the Group. In terms of gender representation, Scentre Group currently has three women on its Board, which in line with the Group's FY15 commitment, meets the 30% Club's target (30% female representation on a board).

In terms of Scentre Group's total workforce, there is effectively equal representation of men and women with 49.8% being male and 50.2% female.

The Group's senior executives are those executives (currently numbering 50) who are general manager level and above (CEO – 3). At the senior executive level, 84% of senior executives are male and 16% are female.

The Group did not meet its FY16 target to increase the representation of females at the senior executive level, which is discussed below. This will remain a focus for FY17.

In FY16, the Group determined 3 core objectives to measure diversity and inclusion performance. These were:

Focus area	Commitment	What we achieved
<b>Diversity</b> To increase our attraction, recruitment and retention of a diverse workforce	<p>▶ Achieving 22% representation of females at the senior executive level (general manager and above), an increase from its prior target of 20% which will be achieved in the first quarter of FY16. This target will form part of the key performance indicators in FY16 for the senior executive team.</p> <p>Reviewing the Group's engagement of external recruitment agencies to include specialist agencies to ensure that a diverse range of candidates are identified.</p> <p>Continued involvement in the Generation One partnership with Aboriginal Employee Strategy (AES), in relation to the recruitment of an additional 15 trainees.</p> <p>Finalisation and implementation of a Reconciliation Action Plan (RAP).</p>	<p>▶ The Group continues to strive to increase the representation of women at the senior executive level.</p> <p>The Group did not achieve its target of 22% representation in FY16 due to a restructure of a number of the Group's operational divisions. While more males than females were impacted by the reorganisation, as the overall pool of females was smaller, the impact on the Group's target was greater. Current female representation at the senior executive level is 16%.</p> <p>In recognition of the need to increase female representation at the senior level, the Group included high performing senior females in the senior executive leadership (SEL) forum which meets bi-annually on business strategy and cultural transformation. Females now comprise 30% of the participants at the SEL forum.</p> <p>The Group currently has 24% females in its succession plans for senior executive positions and specific roles have been identified for females either through internal or external appointments.</p> <p>In addition the Group has extended its female networking forum, Connect, to all female employees.</p> <p>In FY16 the Group conducted a review of its external recruitment partners. Agencies selected to partner with the Group are required, in line with the Group's commitment to diversity and inclusion, to provide balanced shortlists of candidates for selection with 50/50 gender representation. All agencies will be held accountable to this commitment through an applicant tracking system.</p> <p>In addition, the Group is trialling a partnership with a diversity agency designed specifically to target female representation and increase the profile of the Group among women in the property sector.</p> <p>In FY16, the Group finalised its first RAP. As part of the RAP, Ms Kristy Masella, CEO for the AES was engaged as an external advisor to the Group.</p> <p>The RAP was launched during NAIDOC week together with an awareness campaign "NAIDOC week – Come Sing With Us" across the Group's centres in Australia through digital screen displays and centre events. This multi-centre campaign was awarded overall runner up in the 2016 Shopping Centre of Australia's Marketing Awards.</p> <p>The Group introduced "Welcome to Country" and performances by local indigenous communities at all centre openings in FY16.</p> <p>Plaques acknowledging the traditional owners of the land were erected at both the Westfield Warringah Mall and Westfield North Lakes centres. During the year the Group successfully placed 15 indigenous trainees in NSW.</p>
<b>Inclusion</b> To provide a supportive work environment that leverages all the ways we are different	<p>▶ The development of plans to support strategies in connection with:</p> <p>Mental health.</p> <p>The lesbian, gay, bisexual, transgender and intersex (LGBTI) community.</p>	<p>▶ The Group's Diversity and Inclusion Council continued to promote diversity and inclusion as a corporate strategy. During FY16, the Council focused on two key initiatives to support strategies in connection with mental health and the LGBTI community.</p> <p>During the year, a mental health awareness and support campaign was launched in line with the Group's commitment to remove the stigma associated with mental illness. The CFO was the executive sponsor of the campaign.</p> <p>The Group also launched an awareness and support campaign for the LGBTI community. 130 allies from across the business volunteered and undertook training to support members of the LGBTI community. The ally group, Left Right and Scentre, was launched as part of the celebration and awareness campaign around Wear it Purple Day, in conjunction with a video statement on social channels. The COO was the executive sponsor of the campaign.</p>
<b>Awareness and education</b> To raise awareness and increase commitment to workplace diversity and inclusion across the business	<p>▶ The continued rollout of a diversity and inclusiveness change management plan and integration of the plan into the broader organisation through ongoing education.</p> <p>Implementation of an awareness program on domestic violence.</p> <p>Development and implementation of a diversity and inclusion calendar recognising key events and dates in support of the diversity and inclusion strategy.</p>	<p>▶ In FY16, the Group's top 80 leaders participated in unconscious bias awareness training.</p> <p>An inclusive manager program was also developed that will be delivered to all people managers in FY17.</p> <p>The Group also developed and launched a policy to support employees coping with domestic and family violence issues. The policy was launched on White Ribbon day as part of the Group's awareness campaign. The Director of Customer Experience was the executive sponsor of the policy.</p> <p>The Group celebrated the following days of recognition: International Women's Day; Harmony Day; NAIDOC Week; Wear It Purple Day; RUOK Day; World Mental Health Day; International Men's Day and White Ribbon Day.</p>

# Corporate Governance Statement (continued)

For FY17, the Group will focus on embedding existing diversity and inclusion initiatives and achieving our current targets. We are committed to:

Objective	Focus
<b>Diversity</b> To increase our attraction, recruitment and retention of a diverse workforce	<p>▶ Achieving 22% representation of females at the senior executive level (General Manager and above). While not achieved in FY16, the Group continues to work towards this target. Increased female representation at the senior level will form part of the key performance indicators in FY17 for the senior executive team.</p> <p>The development of team specific D&amp;I action plans as part of people planning. In FY17 Divisional Directors and General Managers will be required to identify team specific targets that will form part of their key performance indicators for the year to accelerate the Group's commitment to meet its target for female representation at a senior level.</p> <p>Implementing recruitment practices and partnerships to reduce bias and ensure balanced shortlists of high quality candidates.</p> <p>The implementation of our RAP. A key commitment is continuing to partner with local communities, AES and the AFL Sports Ready program on the placement of trainees in the Group's Indigenous Employment program.</p>
<b>Inclusion</b> To provide a supportive work environment that leverages all the ways we are different	<p>▶ Achieving a score of 80% or greater against each of our flexibility (FY16: 79%) and inclusion (FY16: 74%) measures in the FY17 Employee Survey.</p> <p>Supporting employees to bring their whole selves to work, through the development of FY17 plan, in connection with:</p> <ul style="list-style-type: none"> <li>– Domestic and Family Violence</li> <li>– LGBTI</li> <li>– Mental Health</li> </ul> <p>Developing and implementing an inclusive language campaign.</p> <p>Further identifying barriers to diversity and inclusion through two way feedback channels and focus group sessions.</p> <p>The implementation of our RAP. Key commitments include:</p> <ul style="list-style-type: none"> <li>– Development of Welcome to Country and cultural protocols for acknowledgement at all significant Scentre Group events</li> <li>– Display acknowledgement to country plaque and artwork in our centres and support office</li> </ul> <p>Review policies to ensure there are no barriers to Aboriginal and Torres Strait Islander participation in the workplace.</p>
<b>Awareness and education</b> To raise awareness and increase commitment to workplace diversity and inclusion across the business	<p>▶ All people managers attending an Inclusive Manager training program by the end of FY17.</p> <p>Development and implementation change management plan that highlights key training, communications, day of significance and leadership activities in support of our diverse and inclusive workplace.</p> <p>Engaging employees in cultural learning opportunities to increase understanding and appreciation of Aboriginal and Torres Strait Islander people.</p>

## 1.6 Board self-assessment and performance

The Board considers that ongoing self-assessment on various aspects of the Board's performance including skill sets is an important tool in reviewing Board performance.

A board performance evaluation survey was conducted during the year by the Chairman, Mr Brian Schwartz.

Matters considered in the Board survey include an assessment of the performance of the Board and its Committees, the composition and skills sets of the Board and the Board's relationship with management. The results of the survey are presented to the Board for discussion.

## 1.7 Process for evaluating the performance of senior executives

Scentre Group has an established process of objective setting and performance review of all employees, which is conducted on an annual basis. Senior executives, with a discretionary or at risk element in their total remuneration package, have well defined objectives which are discussed and agreed at the commencement of each financial year. Each executive's Key Performance Indicators (KPIs) are set annually with the purpose of motivating that executive to achieve performance objectives which will contribute to the short and longer term success of the Group.

KPIs are established each year under a performance and development system. KPIs are designed to measure both financial and non-financial performance. The objectives vary according to the role of the executive and typically relate to development, construction, retail management or corporate or strategic targets. Non-financial objectives include matters such as health and safety, risk management, compliance, people and culture, sustainability and a range of other matters relevant to the success of the Group.

During the year, each member of Scentre Group's senior executive team, including the CEO, were subject to a performance review as described above. Details of the performance criteria against which the CEO, Chief Financial Officer (CFO) and Chief Operating Officer (COO) were assessed for FY16 are set out in the Remuneration Report.

## PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

### 2.1 Structure of the Board and role of the Nomination Committee

The membership of the Board is reviewed by the full Board (following consultation with, and recommendations by the Nomination Committee), having regard to the ongoing and evolving needs of Scentre Group.

Board renewal and succession planning is a central component of the Group's overall governance program. The Board is committed to ensuring the Board draws on a combination of executive and non-executive members with exceptional track records and reputations at the highest levels of business and commerce generally.

#### Nomination Committee

The role of the Nomination Committee is to support and make recommendations to the Board on the selection and appointment of Directors who are able to meet the needs of the Group presently and in the future. The Committee also facilitates the ongoing evaluation and review of the performance and effectiveness of the Board and the Directors.

Membership of the Nomination Committee during the year was as following:

Name	Position	Status	Term
Brian Schwartz	Chairman	Independent Non-Executive Director	Member for the whole period. Appointed Chairman 5 May 2016
Andrew Harmos	Member	Independent Non-Executive Director	Member for the whole period
Michael Ihlein	Member	Independent Non-Executive Director	Member from 5 May 2016
Richard Egerton-Warburton	Chairman	Independent Non-Executive Director	Member until 5 May 2016

The Nomination Committee met 4 times during the year with the full Committee in attendance at all meetings.

The responsibilities of the Nomination Committee include:

- having regard to the strategic direction of the Group, assessing periodically the skills of current Board members against the collective skill set required by the Board to competently discharge the Board's duties;
- regularly reviewing and making recommendations to the Board regarding the structure, size, diversity and composition (including the balance of skills, knowledge and experience) of the Board and reviewing the effectiveness of the Board;
- identifying suitable candidates (executive and non-executive) to fill Board vacancies as and when they arise and nominating candidates for approval of the Board;
- annually reviewing the performance of the Board; and
- ensuring the existence of proper succession planning processes and plans for the Board (including the CEO).

No member of the Committee participates in a review of their own performance or nomination for re-election.

The Board, on the recommendation of the Nomination Committee, determines if it will endorse a Director retiring under the Company's constitution or Listing Rules, for re-election. The Notice of Meeting for the Company's AGM will provide information that is material to a securityholder's decision whether or not to support the re-election of a Director. It will also state whether or not a re-election is supported by the Board.

Recommendations regarding future appointment of additional Directors are made by the Nomination Committee and considered by the Board having regard to:

- the assessment made on the skill set required to discharge the responsibilities of the Board compared with the skills currently represented on the Board;
- the current strategic direction of Scentre Group and the consequent need to consider skills which may be required in the future; and
- the suitability of available candidates identified in the context of a detailed description of the role and capabilities required for a particular appointment.

Recommendations made by the Nomination Committee are considered by the Board, which retains an unfettered discretion on the appointment of a Director to fill a casual vacancy or act as an additional Director, prior to the formal election of that Director by the securityholders of the Company at a general meeting.

In relation to Non-Executive Directors, the Nomination Committee may retain the services of external recruitment specialists to help identify potential candidates for appointment to the Board.

Once a candidate is identified the Nomination Committee, with the assistance of external consultants where required, conducts appropriate background and reference checks before the candidate is appointed to the Board or put forward to securityholders for election.

### 2.2 Board Skills Matrix

The Board considers that a diversity of skills, backgrounds, knowledge, experience, expertise and gender is required in order to effectively govern the business. The Board and the Nomination Committee work together to ensure that the Board continues to have the appropriate balance of skills, experience, independence and Group knowledge necessary to discharge its responsibilities.

As part of the Board's commitment to succession planning and a strong and diverse membership, FY16 saw the ongoing renewal of the Board with the retirement of Mr Frank Lowy and Mr Richard Warburton and the appointment of two new Directors to the Board: Ms Carolyn Kay and Ms Margaret Seale.

The table below sets out the current skills and experience that the Board considers necessary or desirable and the extent to which they are represented on the Board.

Skills and experience	Number of Directors/ Board representation (out of 8)
<b>Leadership</b> – organisational, including senior executive leadership experience	8
<b>Strategy</b> – experience in developing and implementing strategic business plans	8
<b>Financial acumen</b> – senior experience in finance, including in financial accounting and reporting	8
<b>Real estate</b> – experience in real estate management, leasing, development, design and construction	5
<b>Retail and consumer marketing</b> – experience in retail (including physical and digital) and in customer service and management strategies	6
<b>Capital management</b> – senior experience in capital management strategies, corporate finance, capital markets and funds management	7
<b>Governance</b> – experience with governance in the listed sector	8
<b>Human resources</b> – senior experience in people management and human resources policy	7
<b>Innovation</b> – experience in transforming business models and processes including in relation to technology and digital platforms	6



# Corporate Governance Statement (continued)

The extent to which the Directors have the requisite skills is a reflection of the significant experience of the Directors both with Scentre Group and with other Australian and international companies in an executive or non-executive capacity with the Board demonstrating strong representation in finance and banking skills, ex-CEO skills, transactional skills, governance skills and an increased representation of digital skills.

In terms of gender representation, Scentre Group currently has three women on its Board, which conforms to the 30% Club's target (30% female representation on a board).

## 2.3 Directors' Independence

The Board considers that it should include significant representation by Directors who are capable and willing to make decisions which are in the best interests of securityholders, free from interests and influences which conflict with that duty and are also independent of management.

The Board regularly assesses the independence of each Director in accordance with the terms of the Board Charter, the interests they have disclosed and such other factors as the Board determines are appropriate to take into account.

In making this determination the Board sought to assess whether Directors were:

- independent of management; and
- free of any interest, position or association that might influence or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board; and
- capable of making decisions which are in the best interests of securityholders generally.

In general, a Non-Executive Director will not be regarded as an independent director if that Director:

- is a substantial securityholder of Scentre Group or an officer of, or otherwise associated directly with, a substantial securityholder of Scentre Group;
- is, or within the last 3 years had been, employed in an executive capacity by any member of Scentre Group;
- is, or within the last 3 years had been, a partner or a senior management executive with audit responsibilities of a firm which has acted in the capacity of statutory auditor of any member of the Group;
- is, or within the last 3 years had been, a partner, director or senior employee of a material professional adviser to any member of the Group;
- is, or within the last 3 years had been, a principal, senior employee or associate of a material supplier to, or material customer of, any member of the Group;
- has a material contractual relationship with any member of the Group other than as a Director of the Board;
- has any interest or business or other relationship which could materially interfere with the Director's ability to act in the best interests of the Group and independently of management;
- has close family ties with any person who falls within any of the categories described above; or
- has been a Director of Scentre Group for such a period that their independence may have been compromised.

## 2.4 Independent Directors

As regards the Non-Executive Directors, applying the above criteria, the following directors are considered independent: Mr Brian Schwartz, Mr Andrew Harnos, Mr Michael Ihlein, Ms Carolyn Kay, Ms Aliza Knox and Ms Margaret Seale.

Mr Steven Lowy is classified as non-independent as he was employed in an executive capacity within the last 3 years by Scentre Limited (formerly Westfield Limited) prior to the merger which created Scentre Group.

## 2.5 Chairperson and Independence

On 5 May 2016, Mr Brian Schwartz, an independent Non-Executive Director assumed the role of Chairman on Mr Frank Lowy's retirement from the Board.

## 2.6 Induction and ongoing education

New Directors participate in an induction program. This includes briefings with the CEO, CFO and COO and other members of the Senior Executive Team to provide the new Director with a deeper understanding of the main issues, strategic direction and material risks of each key business unit within the Group. As part of the program, Directors are given access to the Group's external and internal auditors. Directors are also provided with all relevant corporate governance materials and policies.

Scentre Group recognises that developing industry and corporate knowledge is an ongoing process. Management conducts regular briefing sessions to the Board and Board Committees on operational matters including development, construction, leasing and shopping centre management. Directors are also given the opportunity for site visits to the Group's centres including site visits to major developments.

Briefings are also provided on a range of other topics relevant to the Group's business. These have included emerging and disruptive technologies, trends in international and domestic retail, cyber threats and security.

In addition, Directors are provided with regular updates on legal and corporate developments, including updates on the responsibilities of boards and directors generally, changes to the Corporations Act, corporate governance principles, tax and accounting developments.

## PRINCIPLE.3: ACT ETHICALLY AND RESPONSIBLY

### 3.1 Codes of Conduct

#### *Directors' Code of Conduct*

The Directors' Code of Conduct outlines the responsibilities of Directors in maintaining Scentre Group's commitment to high standards of ethical conduct. The Code of Conduct is available in the corporate governance section of the Scentre Group corporate website.

As part of the Code of Conduct, Directors are required to undertake, amongst other things, to: always act fairly, honestly and with integrity in all matters relating to the Group; perform their duties to the best of their ability; never act in a manner which is likely to harm the reputation of the Group and always abide by applicable laws.

#### *Scentre Group Values*

Scentre Group's values expressed as the Group's DNA require staff, at all times, to:

- Act with integrity.
- Act as an owner.
- Work together.
- Push the limits.
- Never give up.
- Create a positive legacy.

The Group's DNA is the cultural blueprint for the Group's organisational behaviour. These are the fundamental principles that guide staff and the conduct of staff in all dealings with stakeholders.

The Group is committed to high standards of ethical conduct and promotes a diverse and inclusive culture where employees are encouraged to succeed to the best of their ability.

#### *Employee Handbook*

Scentre Group's core principles are supplemented by the Employee Handbook which is provided to all employees at the time of joining the Group. The handbook outlines, among other matters, the high standards of personal conduct and ethical behaviour expected of all employees.

#### *Compliance Manuals*

Scentre Group has developed compliance manuals to provide guidance to employees of the Group on the laws applicable in the jurisdiction in which they work and the standards of conduct and the procedures to be adopted to comply with those laws. Management seminars are also conducted on an ongoing basis to help employees understand the legal requirements with which the Group must comply.

### Whistleblower Policy

Scentre Group has adopted a whistleblower policy to ensure that any concerns regarding unethical, unlawful or improper conduct can be raised without fear of reprisal. Employees are encouraged to report any genuine matter or behaviour that they honestly believe contravenes the Group's code of conduct, policies or the law. A summary of the policy is available in the corporate governance section of the Group's website.

## PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

### 4.1 Audit and Risk Committee

The primary role of the Audit and Risk Committee is to oversee and monitor the integrity of consolidated financial reports and statements of the listed entities within the Group, and the Group's systems of risk management, internal controls and legal compliance.

Membership of the Audit and Risk Committee during the year was as follows:

Name	Position	Status	Term
Michael Ihlein	Chairman	Independent Non-Executive Director	Member for the whole period
Carolyn Kay	Member	Independent Non-Executive Director	Member from 5 May 2016
Margaret Seale	Member	Independent Non-Executive Director	Member from 5 May 2016
Brian Schwartz	Member	Independent Non-Executive Director	Member until 5 May 2016
Richard Egerton-Warburton	Member	Independent Non-Executive Director	Member until 5 May 2016

The Committee met 5 times during the year. There was full attendance by Committee members at the meetings.

All members of the Committee are independent Non-Executive Directors, financially literate with significant relevant financial and/or accounting experience and a significant understanding of the Group's business. Members of the Committee have a sound understanding of the Group's structure, internal controls and typical transactions which enabled them to assess the risks faced by the Group.

The objective of the Committee is to assist the Board in fulfilling its corporate governance responsibilities by:

(a) monitoring and reviewing:

- the accuracy, integrity and reliability of financial reports and statements of listed entities of the Group;
- the effectiveness of the Group's internal control environment including the systems of internal controls, risk management and legal compliance;
- the objectivity and effectiveness of the internal audit function; and
- the independence, objectivity and effectiveness of the external audit function;

(b) overseeing the processes for:

- identifying and managing significant risks faced by the Group;
- the Group's compliance with applicable laws and regulations; and
- implementing appropriate and adequate control, monitoring and reporting systems; and

(c) making recommendations to the Board in relation to the appointment of the external auditors and approving the remuneration and terms of their engagement.

The Committee is assisted in its role and responsibilities by the Executive Committee, details of which are outlined below. The Committee is also assisted by the independent assurance function provided by the Group's Business Review and Audit department (internal auditors) and the Group's external auditors.

Assessment of material economic, environmental and social sustainability risks forms part of the Group's Enterprise Risk Management Framework. Details regarding this assessment will be included in the Group's Sustainability Report which is published annually on its website.

The Committee, on at least an annual basis, reviews the appropriateness of the Enterprise Risk Management Policy and the Enterprise Risk Management Framework and control systems adopted by Scentre Group. The Committee undertook such a review during the year.

The Audit and Risk Committee also monitors regulatory developments in relation to the audit regime, the role of audit and risk committees generally and how such developments may impact the Group's corporate governance.

The Group's external auditor is Ernst & Young. The Committee meets with external auditors at least twice each year without management being present to review the adequacy of existing external audit arrangements and the scope of the external audit. The lead audit partner is required to rotate after 5 years.

The internal audit function is overseen by the Audit and Risk Committee. The head of internal audit attends all meetings of the Audit and Risk Committee and reports on a regular basis as the adequacy and effectiveness of the internal audit function. The Committee meets with the head of internal audit at least twice a year, without management being present.

### Non-Audit Services Protocol

Scentre Group's Non-Audit Services Protocol is designed to ensure that the external auditor carries out the statutory audit function in a manner which is, at all times, demonstrably independent of Scentre Group.

The Protocol sets out key requirements in the relationship between the external auditor and Scentre Group, and defines the scope and value of the non-audit services which could be provided by the external auditor to Scentre Group, without impacting on the actual or perceived independence of the external auditor.

### Executive Committee

To assist management in providing the information necessary to allow the Audit and Risk Committee to discharge its responsibilities, the Board has delegated specific risk related responsibilities to the Executive Committee which includes the CEO, CFO, COO, the Director, Risk & Internal Audit and the General Counsel as its members.

This Committee is responsible for:

- assisting in the formulation of all aspects of the risk management process to be adopted by the Group;
- overseeing the implementation by management of the Group's policies and procedures by ensuring that all phases of the process of identification, assessment, control, review and reporting are reflected appropriately in the policies, processes, performance requirements and controls in the Group;
- ensuring that there is a proper allocation of responsibility for the implementation and conduct of the risk management process between the Group's management in Australia and New Zealand; and
- implementing appropriate systems to monitor compliance with all relevant laws and other regulatory obligations and for ensuring that the risk management processes of the Group are such that the CEO and the CFO are able to give the certifications required in order to comply with the Corporations Act, applicable accounting standards and the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Executive Committee reports to the Audit and Risk Committee on the effectiveness of Scentre Group's management of its material risks.



# Corporate Governance Statement (continued)

## 4.2 CEO and CFO declarations

The CEO and CFO are required to confirm in writing to the Board, at the time the financial statements of the Group are being considered for approval by the Board, that in all material respects:

- the financial statements present a true and fair view;
- that this assertion is founded on a sound system of financial risk management and internal compliance and control which implements the policies adopted by the Board; and
- that the Group's financial risk management and internal compliance and control systems are operating efficiently and effectively in all material respects in relation to financial reporting risks.

The Board receives regular reports from management and the Audit and Risk Committee on areas where there are considered to be significant business risks and on the management of those risks. The internal audit function also monitors these risks and reports to the Audit and Risk Committee.

## 4.3 External auditor attendance at AGM

The lead audit partner of Ernst and Young attends the AGM and is available to answer questions on the Group's financial statements and the conduct of the audit.

## PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

### 5.1 Continuous Disclosure and Communications Policy

Scentre Group is committed to providing securityholders with comprehensive, timely and equal access to information about its activities to enable them to make informed investment decisions.

Scentre Group's Continuous Disclosure and Communications Policy underlines the Group's commitment to ensuring that its securityholders and the market are provided with high quality, relevant and accurate information regarding its activities in a timely manner and that investors are able to trade in Scentre Group securities in a market which is efficient, competitive and informed as well as ensuring that market participants have an equal opportunity to review and assess information disclosed by the Group. The Group is also committed to complying with continuous disclosure obligations contained in the applicable ASX Listing Rules and the Corporations Act.

The policy includes a vetting and authorisation process to ensure that all disclosures are factual, do not omit material matters and are expressed in a clear and objective manner. The policy also outlines how the Group identifies and disseminates information to securityholders and the market generally.

## PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITYHOLDERS

### 6.1 Corporate website

Scentre Group monitors and continues to utilise a broad range of communication approaches including direct communications with securityholders, publication of all relevant company information in the Investor Services section of the [scentregroup.com/corporate](http://scentregroup.com/corporate) website, as well as access to market briefings via webcasting and teleconferencing facilities.

The Group's corporate website forms a key part of its communication platform to securityholders and the broader investment community. A section of this website is dedicated to securityholders. Current and past media releases, investor presentations and interim and full year financial reports are available for review on the website. These announcements, presentations and reports continue to be posted on the Group's corporate website immediately after they have been released to the market.

The website also contains an overview of the Group, its structure and history and biographical details of its Directors.

## 6.2 Investor relations program

Scentre Group has developed an investor engagement program for engaging with securityholders, debt investors, and broader investment community. The aim of this program is for investors and other stakeholders to understand the Group's business, governance, financial performance and prospects.

## 6.3 Annual General Meeting

The Company's AGM represents a key opportunity for securityholders to meet the Board and ask questions of the Directors. Securityholders who are not able to attend the AGM in person may appoint proxies to represent them at the meeting. Key members of senior management, including the CEO, COO and CFO are present and available to answer questions.

The AGM is webcast live from the Group's corporate website. Copies of the address delivered by the Chairman and CEO to the AGMs are released to the ASX and posted to the Group's corporate website. A summary of the meeting and the outcome of voting on items of business before the meeting are released to the ASX and posted to the corporate website as soon as they are available following completion of the AGM. These announcements are archived and searchable on the corporate website.

## 6.4 Electronic communications

Securityholders may elect to receive all or some of the Group's communications, including the annual report, electronically.

The Group's registry provides securityholders with the option to update their details electronically via their website.

## PRINCIPLE 7: RECOGNISE AND MANAGE RISK

The Group adopts a rigorous approach to understanding and managing its business risks. There is a discussion of the Group's approach to risk under Principle 4.

## PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

### 8.1 Human Resources Committee

The role of the Human Resources Committee includes determining and agreeing with the Board the broad policy establishing appropriate human resources strategies including remuneration. The Committee also has oversight of policies that promote and support equal opportunity and diversity within Scentre Group.

Membership of the Committee during the year was as follows:

Name	Position	Status	Term
Andrew Harnos	Chairman	Independent Non-Executive Director	Member for the whole period. Appointed Chairman 5 May 2016
Aliza Knox	Member	Independent Non-Executive Director	Member from 5 May 2016
Margaret Seale	Member	Independent Non-Executive Director	Member from 5 May 2016
Michael Ihlein	Member	Independent Non-Executive Director	Member until 5 May 2016
Brian Schwartz	Chairman	Independent Non-Executive Director	Member until 5 May 2016

The Committee met 5 times during the year. The full Committee was in attendance at all meetings.

The objective of the Committee is to assist the Board in establishing appropriate human resources strategies including remuneration policies and practices which:

- enable the Group to attract and retain executives and Directors who will create sustainable value and returns for securityholders and other stakeholders;
- fairly and responsibly reward executives and Directors, having regard to the performance of the Group, the executive and the external compensation environment; and
- appropriately align the interests of executives with securityholders.

The responsibilities of the Committee include:

- determining and reviewing remuneration policies that apply to Directors and to members of the senior executive team;
- determining the specific remuneration packages for the CEO, and other executive KMPs;
- reviewing contractual rights of termination for members of the senior executive team;
- reviewing the depth of the senior executive team and the appropriateness of the succession planning policies in place; and
- reviewing the performance of the CEO, and other executive KMP and report on such reviews to the Board.

The Group's remuneration objectives and policies and further details on the role of the Committee are set out in the remuneration report section of the Directors' Report.

# Investor Relations

Scentre Group is listed on the Australian Securities Exchange (ASX) under the code "SCG" and as an ADR under code "SCTRY".

Please visit our website at [www.scentregroup.com/investors](http://www.scentregroup.com/investors) for a variety of investor information.

## Scentre Group securities

A Scentre Group stapled security comprises:

- 1 Scentre Group Limited share
- 1 Scentre Group Trust 1 unit
- 1 Scentre Group Trust 2 unit
- 1 Scentre Group Trust 3 unit

and trade together as one security.

## Scentre Group Website

- About Scentre Group
- News
- Centres
- Investor Information

## Electronic Information

By becoming an electronic investor and registering your email address, you can receive via email, news, notifications and announcements, dividend/distribution statements, taxation statements and annual reports.

## Secure Access to Your Securityholding Online

You can go to [www.scentregroup.com/investors](http://www.scentregroup.com/investors) to access your securityholding information by clicking on 'My SCG Securityholder Login' as well as extensive information on the Group including the latest press releases, results announcements, presentations and more.

To view your securityholding, you will need your Holder Number (SRN/HIN) and will be asked to verify your registered postcode (inside Australia) or your country of residence (outside Australia).

**Phone** – you can confirm your holding balance, request forms and access distribution and trading information by phoning:

1300 730 458 or call +61 3 9946 4471 (outside Australia) then, pressing 1. You will be asked to enter your Holder Number (SRN/HIN).

## Scentre Group Distribution Details

Your interim distribution will be paid at the end of August and your final distribution paid at the end of February. Details of the 2016 year distributions are provided in the table to the right. To ensure timely receipt of your distribution, please consider the following:

### Direct Credit

You can receive your distribution payment efficiently and safely by having it direct credited to your bank account. If you wish to register for direct credit, please complete the form and return it to the registry. This form can be downloaded from <http://scentregroup.com/investors/security-holder-forms> or by phoning our Registry on 1300 730 458 (Please have your Holder Number (SRN/HIN) available to quote). Alternatively, you can update your details directly online at [www.scentregroup.com/investors](http://www.scentregroup.com/investors) and by clicking on "Access your online account".

## Ordinary Securities (Cents per Security)

* Dividends/distributions for the year ended 31 December 2016	21.30
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### Dividend/distribution for the six months ended 30 June 2016 paid on 31 August 2016 10.65

Dividend in respect of a Scentre Group Limited share	Nil
Distribution in respect of a Scentre Group Trust 1 unit	3.50
Distribution in respect of a Scentre Group Trust 2 unit	7.15
Distribution in respect of a Scentre Group Trust 3 unit	Nil

### Dividend/distribution for the six months ended 31 December 2016 to be paid on 28 February 2017 10.65

Dividend in respect of a Scentre Group Limited share	2.70
Distribution in respect of a Scentre Group Trust 1 unit	3.45
Distribution in respect of a Scentre Group Trust 2 unit	4.33
Distribution in respect of a Scentre Group Trust 3 unit	0.17

Note: The Group does not operate a distribution reinvestment plan.

## Tax File Number (TFN)

You are not required by law to provide your Tax File Number (TFN), Australian Business Number (ABN) or Exemption.

However, if you do not provide your TFN, ABN or Exemption, withholding tax at the highest marginal rate, currently 49% for Australian resident members, may be deducted from distributions paid to you. If you have not supplied this information and wish to do so, please advise our Registry or your sponsoring broker.

Alternatively, you can update your details directly online at [www.scentregroup.com/investors](http://www.scentregroup.com/investors) and by clicking on "My SCG Securityholder Login".

## Annual Tax Statement and 2017 Tax Guide

The Annual Tax Statement and Tax Guide are dispatched to securityholders in July each year.

### Unpresented Cheques & Unclaimed Funds

Scentre Group is required to remit to the NSW Office of State Revenue amounts greater than \$100 held in an account that has been inactive for at least 6 years. If you believe you have unpresented cheques please contact the Registry which will be able to check the records and assist you in recovering any funds. Record checks can be made for the prior 7 years. For any enquiries beyond 7 years, you will need to contact the NSW Office of State Revenue ([www.osr.nsw.gov.au](http://www.osr.nsw.gov.au)) to check for unclaimed money.

### Australian Capital Gains Tax Considerations

A Scentre Group stapled security comprises four separate assets for capital gains tax purposes. For capital gains tax purposes you need to apportion the cost of each stapled security and the proceeds on sale of each stapled security over the separate assets that make up the stapled security. This apportionment should be done on a reasonable basis. One possible method of apportionment is on the basis of the relative Net Tangible Assets (NTAs) of the individual entities.

These are set out by entity in the table below.

Relative Net tangible Assets (NTA) of entities in Scentre Group	30 Jun 16	31 Dec 16
Scentre Group Limited	4.42%	4.33%
Scentre Group Trust 1	35.56%	36.48%
Scentre Group Trust 2	59.89%	59.06%
Scentre Group Trust 3	0.13%	0.13%

### American Depositary Receipts (ADR)

Scentre Group has an established ADR program providing a tradeable security in the United States.

Details of the ADR program are available on our website at <http://www.scentregroup.com/american-depositary-receipts/>

### Contact Details

All changes of name, address, tax file number, payment instructions and document requests should be directed to the Registry or alternatively, you can update your details directly online at [www.scentregroup.com/investors](http://www.scentregroup.com/investors) and by clicking on "My SCG Securityholder Login".

### Principal Share Registry

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000  
GPO Box 2975  
Melbourne VIC 3001  
Telephone: +61 3 9946 4471  
Enquiries: 1300 730 458  
Facsimile: +61 3 9473 2500  
E-mail: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
Website: [www.computershare.com](http://www.computershare.com)

All other queries should be directed to Scentre Group Investor Relations:

Level 30, 85 Castlereagh Street  
Sydney NSW 2000, Australia  
GPO Box 4004  
Sydney NSW 2001  
Telephone +61 2 9358 7877  
[investor@scentregroup.com](mailto:investor@scentregroup.com)  
[www.scentregroup.com/investors](http://www.scentregroup.com/investors)

### Investor Feedback

If you have any complaints or feedback, please direct these in writing to Scentre Group Investor Relations at GPO Box 4004, Sydney NSW 2001.

### Scentre Group Calendar

#### February

- 21 Feb 2017: Full-year results released
- 28 Feb 2017: Payment Distribution for 6 months ending December

#### March

- Annual Financial Reports for Scentre Group Trust 1, Scentre Group Trust 2 and Scentre Group Trust 3 released

#### April

- 5 Apr 2017: Scentre Group Limited: Annual General Meeting

#### May

- 1st Quarter Update

#### July

- Annual Tax Statements released

#### August

- Half-year results released
- Payment of Distribution for the 6 months ending June

#### November

- 3rd Quarter Update

# Members' Information

FOR THE YEAR ENDED 31 DECEMBER 2016

## Twenty Largest Holders of Stapled Securities in Scentre Group\*

	Number of Securities
1. HSBC Custody Nominees (Australia) Limited	2,165,508,617
2. J P Morgan Nominees Australia Limited	903,801,388
3. BNP Paribas Nominees Pty Ltd <Agency Lending DRP A/C>	512,521,376
4. Citicorp Nominees Pty Limited	423,866,970
5. National Nominees Limited	261,424,182
6. BNP Paribas Noms Pty Ltd <DRP>	107,348,227
7. Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	69,670,055
8. Cordera Holdings Pty Limited	60,570,206
9. AMP Life Limited	54,782,924
10. Franley Holdings Pty Ltd	50,693,432
11. Franley Securities Pty Ltd	50,693,432
12. FP Pty Limited <The Frank Lowy Living A/C>	17,577,810
13. RBC Investor Services Australia Nominees Pty Limited <BKCUST A/C>	13,905,307
14. RBC Investor Services Australia Nominees Pty Limited <PISELECT>	13,819,048
15. Australian Foundation Investment Company Limited	12,950,000
16. Bond Street Custodians Limited <ENH Property Securities A/C>	11,281,165
17. Franley Holdings Pty Ltd	9,876,775
18. Franley Securities Pty Ltd	9,876,775
19. HSBC Custody Nominees (Australia) Limited <NT-Comnwth Super Corp A/C>	8,723,257
20. HSBC Custody Nominees (Australia) Limited	8,569,738
	4,767,460,684

\* Ordinary shares in Scentre Group Limited are stapled to units in Scentre Group Trust 1, Scentre Group Trust 2 and Scentre Group Trust 3.

The stapled securities trade on the Australian Securities Exchange under the code SCG.

## Voting Rights

*Scentre Group Limited* – At a meeting of members, on a show of hands, every person present who is a member or representative of a member has one vote, and on a poll every member present in person or by proxy or attorney and every person who is a representative of a member has one vote for each share they hold or represent.

*Scentre Group Trust 1, Scentre Group Trust 2 and Scentre Group Trust 3* – At a meeting of members, on a show of hands, every person present who is a member or representative of a member has one vote, and on a poll, every member present in person or by proxy or attorney and every person who is a representative of a member has one vote for each dollar value of the total interest they have in the respective trusts.

## Distribution Schedule

Category	Number of Stapled securities*	Number of Security-holders	% of securities in each category
1-1,000	13,321,437	31,143	0.25
1,001-5,000	102,301,648	41,798	1.92
5,001-10,000	74,193,170	10,560	1.39
10,001-100,000	154,534,477	7,282	2.90
100,001 and over	4,979,945,946	349	93.54
Total	5,324,296,678	91,132	100.00

As at 10 February 2017 (based on a closing price of \$4.53), 6,535 securityholders held less than a marketable parcel of stapled securities in Scentre Group.

\* There are 10,036,593 performance rights on issue to a total of 111 Scentre Group employees. These rights may be satisfied by either the transfer or issue of Scentre Group securities to employees, or settled by way of cash payout which amount is calculated by reference to the market price of Scentre Group securities at the time of vesting. Under the stapling arrangement, in the case of the issue of securities, each of the Company, Scentre Group Trust 1, Scentre Group Trust 2 and Scentre Group Trust 3 is required to issue securities on the vesting of a performance right.

\*\* During FY16, 4,278,999 securities (at an average price of \$4.3239) were acquired on-market by the Group's Performance Rights Trust to satisfy executive entitlements on the vesting of rights under the Group's equity-linked plans.

## Substantial Securityholders

The names of the Scentre Group substantial securityholders and the number of ordinary stapled securities in which each has a relevant interest, as disclosed in substantial shareholding notices given to the Group, are as follows:

The Vanguard Group	440,302,399
BlackRock Group	340,719,406
National Nominees as custodian for Unisuper Limited	294,417,792

# Directory

## **Scentre Group**

Scentre Group Limited  
ABN 66 001 671 496

## **Scentre Group Trust 1**

ARSN 090 849 746  
(responsible entity Scentre Management Limited  
ABN 41 001 670 579, AFS Licence No 230329)

## **Scentre Group Trust 2**

ARSN 146 934 536  
(responsible entity RE1 Limited  
ABN 80 145 743 862, AFS Licence No 380202)

## **Scentre Group Trust 3**

ARSN 146 934 652  
(responsible entity RE2 Limited  
ABN 41 145 744 065, AFS Licence No 380203)

## **Registered Office**

Level 30  
85 Castlereagh Street  
Sydney NSW 2000  
Telephone: +61 2 9358 7000  
Facsimile: +61 2 9028 8500

## **New Zealand Office**

Level 2, Office Tower  
277 Broadway  
Newmarket, Auckland 1023  
Telephone: +64 9 978 5050  
Facsimile: +64 9 978 5070

## **Secretaries**

Maureen T McGrath  
Paul F Giugni

## **Auditor**

Ernst & Young  
200 George Street  
Sydney NSW 2000

## **Investor Information**

Scentre Group  
Level 30  
85 Castlereagh Street  
Sydney NSW 2000  
Telephone: +61 2 9358 7877  
Facsimile: +61 2 9028 8500  
E-mail: [investor@scentregroup.com](mailto:investor@scentregroup.com)  
Website: [www.scentregroup.com](http://www.scentregroup.com)

## **Principal Share Registry**

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000  
GPO Box 2975  
Melbourne VIC 3001  
Telephone: +61 3 9946 4471  
Enquiries: 1300 730 458  
Facsimile: +61 3 9473 2500  
E-mail: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
Website: [www.computershare.com](http://www.computershare.com)

## **ADR Registry**

Bank of New York Mellon  
Depository Receipts Division  
101 Barclay St  
22nd Floor  
New York, New York 10286  
Telephone: +1 212 815 2293  
Facsimile: +1 212 571 3050  
Website: [www.adrbny.com](http://www.adrbny.com)  
Code: SCTRY

## **Listing**

Australian Securities Exchange – SCG

## **Website**

[www.scentregroup.com](http://www.scentregroup.com)

The papers used in the production of this year's Scentre Group reports are produced using environmentally responsible papers produced from well managed forests.

SCENTRE GROUP

Owner and Operator of *Westfield* in Australia and New Zealand