

Corporate Governance Statement

Scentre Group was established on 30 June 2014 as part of the Restructure and Merger of Westfield Group and Westfield Retail Trust.

Scentre Group is a stapled entity which operates as a single economic entity. The entities comprising Scentre Group are Scentre Group Limited, Scentre Group Trust 1 (formerly Westfield Holdings Limited and Westfield Trust, which formed part of Westfield Group), and Scentre Group Trust 2 and Scentre Group Trust 3 (formerly Westfield Retail Trust 1 and Westfield Retail Trust 2, which formed part of Westfield Retail Trust).

The purpose of this statement is to outline and focus on the corporate governance practices of Scentre Group. The governance practices of Westfield Group and Westfield Retail Trust are outlined in the 2013 annual reports for each these groups.

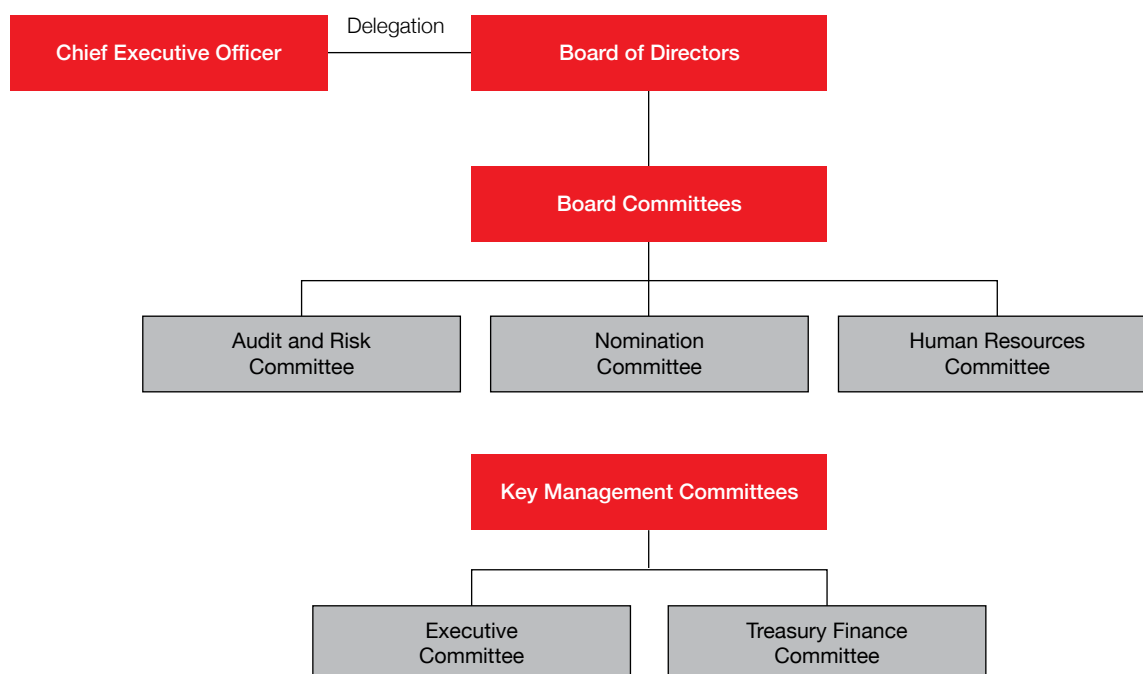
Scentre Group recognises the need to establish and maintain corporate governance policies and practices which reflect the requirements of the market regulators and participants and the expectations of securityholders and others who deal with the Group. These policies and practices remain under constant review as both regulation and good practice evolve.

This statement outlines Scentre Group's main corporate governance practices during the period from 1 July 2014 to 31 December 2014 (Reporting Period) and the extent of compliance with those practices as at the end of that period. Reporting is by reference to the second edition of the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council (as amended in 2010) and the Corporations Act 2001. Scentre Group notes that the ASX Corporate Governance Council has published a third edition of the Corporate Governance Principles and Recommendations and that future reports will report against that edition.

As at 31 December 2014, Scentre Group complied with all recommendations other than the recommendation that the Chair should be an independent director.

Scentre Group's governance framework is outlined in the following diagram. Scentre Group's corporate governance documentation, including charters and relevant corporate policies and codes, can be found in the corporate governance section on Scentre Group's corporate website – <http://www.scentregroup.com/about/governance/>.

GOVERNANCE FRAMEWORK



As noted above, Scentre Group is a stapled entity. 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) have common membership. Each Board has adopted a common Board Charter which sets out the objectives and responsibilities of the Scentre Group Board.

Corporate Governance Statement (continued)

The composition of Scentre Group's Board and Board Committees is set out below.

Board

Name	Position Held	Independent (Y/N)	Year Appointed ¹
Frank Lowy	Non-Executive Chairman	N	1979
Brian Schwartz	Non-Executive Director and Deputy Chairman	Y	2009
Peter Allen	Chief Executive Officer/ Executive Director	N	2011
Laurence Brindle	Non-Executive Director	Y	2014
Richard Egerton-Warburton	Non-Executive Director	Y	2014
Andrew Harnos	Non-Executive Director	Y	2014
Michael Ihlein	Non-Executive Director	Y	2014
Steven Lowy	Non-Executive Director	N	1989
Sandra McPhee	Non-Executive Director	Y	2014

Details of the qualifications, experience and special responsibilities of each Director as at the date of this statement are set out on pages 4 and 5 of the Directors' Report.

Audit and Risk Committee

Name	Position Held	Status
Michael Ihlein	Chairman	Independent Director
Laurence Brindle	Member	Independent Director
Richard Egerton-Warburton	Member	Independent Director

Nomination Committee

Name	Position Held	Status
Richard Egerton-Warburton	Chairman	Independent Director
Andrew Harnos	Member	Independent Director
Brian Schwartz	Member	Independent Director

Human Resources Committee

Name	Position Held	Status
Brian Schwartz	Chairman	Independent Director
Andrew Harnos	Member	Independent Director
Sandra McPhee	Member	Independent Director

1. THE BOARD

The Board is responsible for overseeing the effective management and operation of Scentre Group. The Board is accountable to securityholders and 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 being effectively managed in a manner that is focussed on those business objectives, as well as conforming to regulatory and ethical requirements.

1.1 Board Charter and Board Responsibility

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 and Chief Financial Officer, including the limits on the execution of that authority by the Chief Executive Officer and Chief Financial Officer.

Specifically, the Board reserves its authority over the following matters (with a power of delegation to a committee of the Board, the Chief Executive Officer or another nominated member of the senior management team).

Strategy and direction

- Establishing policies regarding the Group's overall strategic direction and plans for each of the Group's major business units, key business and financial objectives.
- Approving the Group's distribution policy, the amounts and timing of any distribution payments.
- Approving any significant acquisitions or disposals of assets and significant expenditure.

Financial controls, compliance and risk management

- Approving annual operating and capital expenditure budgets for the Group.
- Approving treasury policies.
- Approving financial statements and published reports, including the Directors' Report and the corporate governance statement.
- Approving any significant changes in accounting policies or procedures.
- Monitoring and reviewing the effectiveness of the internal control systems and risk management processes and compliance with statutory and regulatory obligations.
- Approving any matters impacting on compliance with statutory and regulatory obligations which, if not complied with, would have a material effect on the Group's business.

Capital and debt structure

- Approving any changes to the capital structure of the Group including any reductions in share capital, buy-backs or issue of new securities other than in accordance with the Group's equity-linked incentive plans.
- Approving changes to the Group's debt structure including entry into new facilities, the refinancing of existing debt and the issue of bonds and other instruments in local and international markets.

Appointments

- Appointing Directors to the Board, following a review by the Nomination Committee.
- Appointing and reviewing the performance of the Chief Executive Officer and the Chief Financial Officer.
- Appointing the external auditors, on the recommendation of the Audit and Risk Committee and approving the fees payable to the external auditor.
- Appointing the Company Secretary.

Delegation of authority

- Approving any changes to the membership or charter of any Committee of the Board.
- Determining the scope of authority delegated to the Chief Executive Officer, the Chief Financial Officer and any other significant matters.

Policies

- Approving significant policies including the Code of Conduct, security trading policies, health and safety policies, risk management policies and continuous disclosure and communications policies.

Corporate governance matters

- Determining the independence of non-executive Directors.
- Taking into account the recommendations of the Human Resources Committee in determining the remuneration of non-executive Directors and the senior executive team.
- Determining the resolutions and documentation to be put to members in general meeting.
- Reviewing and approving announcements and media releases concerning matters decided by the Board, including announcements relating to the operating performance of the Group.

The Board may amend the matters reserved for its consideration and decision subject to the limitations imposed by the constitutional documents and the law. The Scentre Group Board Charter is available in the corporate governance section of the Group's website.

¹ Reference to the date of appointment is to the date of appointment to Scentre Group Limited (formerly Westfield Holdings Limited).

1.2 Delegation to Management

The Board delegates a number of responsibilities to its Committees. The roles and responsibilities of these Committees are explained later in this statement. All Directors may attend any Committee meeting. The Board receives copies of the minutes of all Committee meetings. This ensures that all Directors have oversight and the opportunity for full discussion of the issues being considered by the Committees.

Day to day management of the business and operations of Scentre Group is delegated by the Board to management through the Chief Executive Officer 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 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.

1.3 Board Composition

The membership of the Board is reviewed by the full Board, from time to time, having regard to the ongoing needs of Scentre Group. It is the policy of the Board that its membership should reflect a wide range of general commercial skills, expertise and experience.

Scentre Group's objective is that the Board should be of a size and composition that is conducive to effective decision making with the benefit of a variety of perspectives and skills and in the interests of the Group.

Board renewal and succession planning is a key component of the Group's overall governance program. The Board is committed to a diverse membership that 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.

Under the Scentre Group Board Charter, the appointment of a new member to the Board is only made after consultation between the Nomination Committee and the Board. New Directors are initially appointed by the full Board and must then submit themselves to election by securityholders of Scentre Group Limited at the Annual General Meeting (AGM) following their appointment and, except in the case of the Chief Executive Officer, are subject to re-election every three years. The notice of meeting for the AGM will contain a statement by the Board as to whether the Board endorses the proposed candidates.

As noted at 1.8 below, the Scentre Group 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. Board surveys will be conducted, at least annually, to establish the views of all Directors on issues including Board performance and composition. Given that Scentre Group was newly established on 30 June 2014, the Board considered that the first review should be conducted in 2015.

1.4 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.

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.

Directors' personal and business dealings must be separated from the performance of their duties as a Director of the Group, and any matter which may give rise to an actual or perceived conflict of interest has to be fully disclosed to the Board at all times.

A Director cannot use his or her position as a Director or the name of the Group to further that Director's personal or business interests.

All commercial dealings by Directors with the Group in a personal capacity must be at arm's length and on normal commercial terms or otherwise approved by securityholders.

Directors must ensure that all confidential information, whether relating to the business operations or assets of the Group or its retailers or customers, received by them in the course of performing their duties, will not be disclosed to third parties except in circumstances where disclosure has been authorised by the Group or is otherwise required by law.

1.5 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:

- (a) independent of management; and
- (b) free of any business or other relationship that could materially interfere or be perceived to materially interfere with their unfettered and independent judgement; and
- (c) capable of making decisions without bias and which are in the best interests of all securityholders.

A non-executive Director is not regarded as an independent director if that Director:

- (a) is a substantial securityholder of Scentre Group or an officer of, or otherwise associated directly with, a substantial securityholder of Scentre Group;
- (b) within the last 3 years had been employed in an executive capacity by any member of Scentre Group;
- (c) 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;
- (d) within the last 3 years had been a principal, employee or consultant of a material professional adviser to any member of the Group – for this purpose a material professional adviser is an adviser whose billings to the Group exceed 1% of the adviser's total revenues;
- (e) is a principal, employee or associate of a material supplier to, or material customer of, any member of the Group – for this purpose a material supplier to the Group means a supplier whose revenues from the Group exceed 5% of the supplier's total revenues. A material customer is a customer whose payments to the Group exceed 1% of the customer's operating costs;
- (f) has a material contractual relationship with any member of the Group other than as a Director of the Board; and
- (g) 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.

As regards the Non-Executive Directors, applying the above criteria, the following Directors are considered independent: Mr Brian Schwartz, Mr Laurence Brindle, Mr Richard Egerton-Warburton, Mr Andrew Harmos, Mr Michael Ihlein and Ms Sandra McPhee.

Each Non-Executive Director signs a letter of appointment which, amongst other things, requires each independent Director to promptly and fully disclose to the Board any matter or circumstance which may have impacted on their status as an independent Director, or the likely perception of their status, as an independent member of the Board. If a Director has lost their status as an independent Director, that determination will be reported to the market.

The Nomination Committee's Charter sets out the process for selection and appointment of new Directors and re-election of incumbent Directors. The role and responsibilities of the Nomination Committee are set out later in this statement.

1.6 Chairperson and Independence

Scentre Group notes the ASX Corporate Governance Council's recommendation that listed companies should have an independent director as Chairman.

Mr Lowy was appointed as Chairman of Scentre Group on its establishment in June 2014. As disclosed in the Securityholder Booklets issued in connection with the Restructure and Merger, Mr Lowy is considered to be the most appropriate person to act as Chairman of Scentre Group.

As noted in the Securityholder Booklets, Mr Lowy is the co-founder of Westfield and has overseen the success of Westfield since 1960. With over 50 years direct experience in the design, construction and management of shopping centres and associated fund and asset management, Mr Lowy's depth of knowledge, range of experience and reputation is unrivalled in the industry. Mr Lowy's exposure to and knowledge of the industry is considered to be of significant value to the Board.

For these reasons, the Board takes the view that it is in the best interests of securityholders that Mr Lowy, with his extensive background and experience, be the Chairman of Scentre Group.

In arriving at this view, it is important to note that there is a majority of independent Directors on the Scentre Group Board.

1.7 The Company Secretary

The Company Secretary is appointed and removed by the Board. The Company Secretary works with the Chairman, the Board and the Board Committees on all governance related issues. All Directors have access to the Company Secretary for the purpose of obtaining information or advice. The Company Secretary may also retain the services of independent advisory bodies if requested by the Board or Board Committees.

The office of the Company Secretary is responsible for the systems and processes that enable the Board to perform its role and provides secretariat services for each of the Board Committees. Committee agendas, papers and minutes are available to all members of the Board.

The Company Secretary is accountable to the Board, through the Chairman, on all governance matters.

1.8 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. As noted earlier, given that the Group was only established in June 2014, a review of composition of the Board and Director skills will be conducted in 2015.

1.9 Process for Evaluating the Performance of Senior Executives, including Executive Directors

Scentre Group has an established process of objective setting and performance review of all staff, which is conducted on an annual basis. Senior executives, who have a discretionary element to their total remuneration package, have clearly defined objectives which are agreed at the commencement of each financial year. Their performance against these objectives is assessed annually in a meeting with the manager to whom they report, in addition to regular feedback during the performance period. In that meeting, the potential future development of that executive is discussed along with any training or development required to enhance the prospects of the development objectives being achieved and career progression within the Group.

In the case of the senior executive team (including the Chief Executive Officer) an assessment of their performance is undertaken by Scentre Group's Human Resources Committee and the Board. Details of Scentre Group's remuneration policies and practices are set out in the Remuneration Report which forms part of the Directors' Report.

During the financial year, each member of Scentre Group's senior executive team, including the Chief Executive Officer, were subject to a performance review as described above. Details of the performance criteria against which the Chief Executive Officer was assessed for the financial year are set out in section 8.6 of the Remuneration Report.

2. 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 for Scentre Group, namely the Audit and Risk Committee, the Human Resources Committee and the Nomination Committee.

As the composition of the Board of each of Scentre Group Limited, Scentre Management Limited, RE1 Limited and RE2 Limited are identical; each Committee also has the same membership and, for all purposes, operates as one "Scentre Group" Committee.

Each Committee is authorised to investigate any activity or function of the Group in accordance with its charter. The Committees are authorised to make recommendations to the Board regarding appropriate action resulting from such investigations. Each Board Committee has unrestricted access to executive management, all employees and all Group records, tax and other financial advisers, legal advisers, and internal and external auditors, as required.

Each Board Committee or any member of the Committee is authorised (at the cost of the Group) to obtain outside legal or other independent professional advice, and to secure the attendance of such advisers if it was considered necessary for the proper performance of the Committee's functions under its charter.

The Chair of each Board Committee (or a person nominated by the Chair of the Committee for that purpose) must report to the Board at the Board's next meeting on any matters relevant to the Committee's duties and responsibilities. As noted, the Board receives copies of the minutes of all Committee meetings.

2.1 Audit and Risk Committee

Composition

The Charter of the Audit and Risk Committee is available in the corporate governance section of the Scentre Group corporate website.

The primary function 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.

The Committee is aided 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 external auditors.

The membership of the Audit and Risk Committee is set out on page 110. The Audit and Risk Committee met twice in the Reporting Period. All members of the Committee were in attendance at those meetings.

All members of the Committee are independent Non-Executive Directors, financially literate with significant relevant financial and/or accounting experience and 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.

Role and responsibilities of the Audit and Risk Committee

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.

Compliance officers have been appointed in Australia and New Zealand. These officers are responsible for reviewing and monitoring the efficacy of compliance systems within the Group on an ongoing basis in order to ensure appropriate measures are in place to educate staff on their compliance responsibilities and to report to the Audit and Risk Committee on those matters.

The Audit and Risk Committee meets with external auditors at least twice each year (and more frequently if required) to review the adequacy of existing external audit arrangements and the scope of the external audit. Both internal and external auditors have a direct line of communication at any time to, either the Chairman of the Committee, or the Chairman of the Board. The Audit and Risk Committee reports to the Board after each Committee meeting and the minutes of each Audit and Risk Committee meeting are provided to the Board. At least annually, the Audit and Risk Committee meets with the internal auditor and external auditors, 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 the parameters under which the Group can engage the external auditor to provide certain non-audit services in order to safeguard the auditor's objectivity or independence.

Scentre Group recognises that a high quality, independent statutory audit is fundamental to the maintenance of good corporate governance, and to the proper functioning of the capital markets. The statutory audit forms an integral part of the process of providing securityholders with clear, comprehensive and reliable financial information. The current Protocol reflects the Group's desire to preserve the independence of the statutory audit process.

Under the terms of the Protocol, the lead audit partner (having primary responsibility for the audit) and the audit partner responsible for reviewing the audit must rotate every 5 years. A succession plan is required to be presented by the external auditor to the Committee for its approval, at least one year before the rotation is due to occur.

The Non-Audit Services Protocol also 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.

The Protocol requires an annual confirmation by the external auditor regarding compliance with the terms of the Protocol and a number of other matters which impact the actual and perceived independence of the external auditor. The Protocol is monitored and reviewed in the context of ongoing changes in the legal, accounting and governance requirements applicable to the Group to ensure that it remains relevant and consistent with the high standards of independence as well as market and member expectations.

2.2 Executive Committee

In addition to the Audit and Risk Committee, the Board has delegated specific risk related responsibilities to the Executive Committee which includes the Chief Executive Officer, Chief Financial Officer, Chief Risk Officer and General Counsel as its members.

This Committee is responsible for:

- (a) assisting in the formulation of all aspects of the risk management process to be adopted by the Group;
- (b) 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;
- (c) 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
- (d) 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 Chief Executive Officer and the Chief Financial Officer 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 Management Committee on the effectiveness of Scentre Group's management of its material risks.

The Chief Executive Officer and the Chief Financial Officer 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:

- (a) the financial statements present a true and fair view;
- (b) 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
- (c) 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.

2.3 Human Resources Committee

The responsibilities of Scentre Group's Human Resources Committee include 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. The Charter of the Human Resources Committee is available in the corporate governance section of the Group's corporate website.

All members of the Human Resources Committee are independent Non-Executive Directors, as determined by the Board. The Committee met 3 times during the Reporting Period. The full Committee was in attendance at all meetings. The membership of the Human Resources Committee is set out on page 110.

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

- (a) enable the Group to attract and retain executives and Directors who will create sustainable value and returns for securityholders and other stakeholders;
- (b) fairly and responsibly reward executives and Directors, having regard to the performance of the Group, the executive and the external compensation environment; and
- (c) comply with all relevant legislation and regulations including the ASX Listing Rules and the Corporations Act.

The responsibilities of the Human Resources Committee include:

- (a) determining and reviewing remuneration policies that apply to Directors and to members of the senior executive team;
- (b) determining the specific remuneration packages for the Chief Executive Officer and Chief Financial Officer (including base pay, incentive payments, equity-linked plan participation and other contractual benefits);
- (c) reviewing contractual rights of termination for members of the senior executive team;
- (d) reviewing the depth of the senior executive team and the appropriateness of the succession planning policies in place;
- (e) reviewing the performance of the Chief Executive Officer and Chief Financial Officer and report on such reviews to the Board;
- (f) reviewing and approving the policy for participation by senior executives in equity-linked plans;
- (g) reviewing and approving management's recommendations of the total proposed awards to be issued under each plan;
- (h) managing the equity-linked plans as required in accordance with the rules of the plans; and
- (i) ensuring compliance with all relevant legal requirements regarding disclosure of remuneration, in all forms.

Notably, the Human Resources Committee must approve the following prior to implementation:

- any changes to the remuneration or contract terms of the Chief Executive Officer;
- the design of a new executive incentive plan and any amendments to existing plans;
- the total level of award proposed from the executive incentive plans; and
- termination payments to the Chief Executive Officer and other members of the senior executive team.

In discharging its responsibilities, the Human Resources Committee must review and take note of the remuneration trends (including any major changes in employee benefit structure) across the Group.

Scentre Group's current remuneration objectives and policies regarding the determination of base pay, short term variable bonus and long term equity linked incentives are explained in detail in the Remuneration Report which forms part of the Directors' Report. Details of all Directors and Key Management Personnel for Scentre Group are set out in the Remuneration Report section of the Directors' Report.

The Human Resources Committee also monitors and reviews and, where appropriate, makes recommendations on the Group's Diversity Policy and diversity initiatives which are discussed later in this statement.

2.4 Nomination Committee

The objective of the Nomination Committee is to support and advise the Board on the selection and appointment of high quality Directors who are able to meet the needs of the Group presently and in the future, and facilitate the ongoing evaluation and review of the performance and effectiveness of the Board and the Directors.

The Charter of the Nomination Committee appears on the corporate governance section of the Group's corporate website.

All members of the Scentre Group Nomination Committee are independent Non-Executive Directors, as determined by the Board. The membership of the Nomination Committee is set out on page 110. The Chairman is Mr Richard Egerton-Warburton, an independent non-executive Director.

The Nomination Committee met once during the Reporting Period, with the full Committee in attendance.

Broadly, 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.

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

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 retains the services of external recruitment specialists to help identify potential candidates for appointment to the Board. The external firm operates independently of the Group and does not have any other connection with the Group.

Upon appointment, a new Director undertakes an induction program specifically designed to their needs to help familiarise them with issues relating to the current business before the Board.

New Board members are provided with the opportunity to experience first-hand the business and operations of the Group, and to meet and discuss all aspects of the Group's operations with key members of the senior executive team. As part of the induction program, the Company Secretary provides access to information in areas such as operations, finance, treasury and risk management to assist the new Board member as required. This typically includes briefings with every member of the senior executive team to provide the new Director with a deeper understanding of the main issues and strategic direction of each key business unit within the Group.

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 the recommendations of the ASX Corporate Governance Council.

The letter of appointment also sets out a procedure 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 extensive 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.

On an ongoing basis, 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 and other matters of interest. In addition, management conducts regular briefing sessions to the Board and Board Committees on operational, financial, treasury, legal and tax issues. The Board also undertakes site visits of major developments. Scentre Group recognises that developing industry and corporate knowledge is an ongoing process.

3. CORPORATE RESPONSIBILITY

3.1 Scentre Group Values

Scentre Group's values require staff, at all times, to:

- welcome a diversity of people;
- create a healthy and safe work environment;
- create an environment that motivates and allows staff to contribute and develop;
- display honest, just and fair management in all dealings with staff;
- meet the commitments of the Group;
- examine ways to continually improve processes in a manner which adds value;
- provide securityholders with superior returns on a sustainable basis;
- constantly seek new opportunities and pursue sound growth and earning opportunities;
- conduct our activities in a safe and environmentally responsible manner;
- contribute expertise and resources to promote positive interaction between all members of the community; and
- act, at all times, as a leading corporate citizen in adhering to applicable laws and meeting the community's expectations regarding corporate behaviour.

3.2 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. This Employee Handbook deals, in broad terms, with the following matters:

- the high standards of personal conduct and ethical behaviour expected of all employees;
- the duty of employees to avoid conflicts of interest which may arise if the employee or any person or entity associated with that employee has a business arrangement or relationship with the Group outside their normal employment relationship;
- the duty of employees to maintain confidentiality with respect to the Group's information and information provided by our retailers and customers;
- the duty of employees to avoid discrimination against any person; and
- Scentre Group's prohibition on harassment in any form.

Each employee acknowledges that he or she has read, understood and agrees to abide by the standards and duties set out in the Employee Handbook.

3.3 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.

3.4 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.

Under the policy, the Group has appointed Whistleblower Protection Officers for Australia and New Zealand. 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. Such matters include any actual or suspected:

- conduct or practices which are illegal;
- corrupt activities;
- theft or fraud;
- misleading or deceptive conduct of any kind; and
- harm to public health or safety or the health or safety of any Scentre Group employee.

The Group has in place procedures under which all reported concerns will be appropriately investigated. If applicable, feedback is provided regarding the investigation's outcome. Where no action is undertaken in connection with a report, an explanation would be provided. Where appropriate, a third party may be engaged to assist in the investigation.

Reports are provided on a 6 monthly basis to the Audit and Risk Committee summarising the whistleblower activities for the period.

3.5 Diversity

Scentre Group has a strong commitment to diversity.

The following principles are key to the Group's approach to diversity and inclusion:

- A workforce that is reflective of the communities in which the Group operates.
- Recognition that diversity in the workforce is a key contributor to the success of our business.
- Creating an inclusive culture that supports employees at all stages of their career and encourages employees to succeed to the best of their ability.

Scentre Group currently has one woman, Ms Sandra McPhee AM, on its Board.

In terms of Scentre Group's total workforce, there is effectively equal representation of men and women with 51% being male and 49% female.

At the senior executive level, 83% of senior executives are male and 17% are female. As one of its objectives for 2015, the Group has set a goal to increase the representation of females at the senior executive level to 20% by the end of the year.

In 2015 the Group will establish an executive Diversity and Inclusion Council (Council). The Council's objective will be to promote diversity and inclusion as a key corporate strategy. The Committee will be chaired by a member of the senior leadership team with its membership comprising senior representatives from the various business units within the Group. The Council will report to the Executive Committee which is chaired by the Chief Executive Officer, Mr Peter Allen and comprises the entire senior leadership team. The Committee (or individual members of the Committee) will act as sponsors to initiatives undertaken by the Council.

Diversity and inclusion is a constantly evolving area. The establishment of the Council is part of Group's annual three year plan developed by the Director, Human Resources under the Group's Diversity Policy to address broader based diversity and inclusion initiatives and measures.

While a role of the Council will be to promote and support gender based diversity initiatives, the Council's objectives will extend beyond gender. The Group considers that diversity is about recognising and valuing the contribution of people from different backgrounds, with different perspectives and experiences. Diversity includes but is not limited to age, sexual preference, disability, ethnicity, religious or cultural background.

Corporate Governance Statement (continued)

The Financial Year was dominated by the Restructure and Merger and the transition of Scentre Group and Westfield Corporation into two stand-alone entities. The Restructure and Merger was, from a human resources perspective, demanding on the executive team. In 2014, however, leadership and development programs designed to support women progress their careers into senior management roles continued to be a key focus area for the Group as did flexible work practices. The Group also maintained its policy for its external search firms to, where possible, have a gender balance of shortlisted candidates.

Progress against the Group's 2014 objectives is set out below:

Focus area	Commitment	Measurement	What we achieved in 2014
Leadership and development programs	The continuation of programs designed to support women to progress their careers into senior management roles.	Implementation of programs and annual review of results.	<p>Leadership and development programs continued to be offered. In 2014, female participation in the most senior programs, Foundational Leadership and Thought Leadership, exceeded male participation for the first time.</p> <p>In 2014, a new leadership program was introduced – Leadership in Action – which is designed for General Managers. 21% of participants were female.</p> <p>People Planning forums were conducted with executives at the Director and General Manager level. Gender diversity and succession planning for female talent were key focus areas of the forums.</p> <p>An executive mentoring program was piloted in 2014 under which divisional Directors mentor/sponsor females and offer career coaching to female executives.</p> <p>Workshops specifically targeted at female employees were conducted aimed at providing skills for planning for financial independence.</p> <p>The Connect networking forum continued to operate, a purpose of which is to promote and build confidence and leadership skills.</p> <p>Since 2012:</p> <ul style="list-style-type: none"> – the participation by females in leadership development programs has increased from 35% to 52% in Australia and from 60% to 67% in New Zealand; – the number of female General Managers has increased from 10.2% to 16.4%; and – female promotions have risen from 49% to 53% in Australia and 60% to 63% in New Zealand. <p>A review of the leadership and management development programs was also undertaken in 2014 to ensure they are aligned with the business focus and diversity and inclusion commitment of Scentre Group.</p>
Pay equity	No gender based pay discrimination.	Annual pay parity review.	A pay parity review was undertaken confirming the Group's commitment that gender based pay discrimination is not part of its remuneration practices.
Flexible work practices	The development of flexible work practices to ensure a consistent approach and foster flexible work practices through targeted initiatives.	Improve access to and acceptance of flexible work practices.	<p>A business review of flexible work practices with a specific focus on women returning from parental leave was undertaken. As a result, a Manager's Toolkit on flexibility and inclusion has been developed for launch in 2015.</p> <p>The "Keep in Touch" program continues to be rolled out under which employees on parental or extended leave receive business and social updates.</p> <p>A program "Career Coaching for Managers" was launched which focuses on developing management skills.</p> <p>A pilot of job sharing arrangements was undertaken in Centre operations where typically flexible work arrangements have been limited.</p>

The Group also continued its involvement in the Generation One partnership with Aboriginal Employment Strategy Limited (AES). AES is a 100% Indigenous managed, national, not-for-profit recruitment company. In 2014, the Group agreed to recruit 41 trainees across New South Wales and Queensland with 24 roles being recruited in 2014 and a further 17 scheduled for recruitment in 2015.

In 2014 Scentre Group's Chief Executive Officer was appointed a founding member of the property industry specific, Male Champions of Change. The Group's Director, Human Resources was also a finalist in the 2014 Australian Human Resources Institute's Inclusion and Diversity Awards and two employees were State finalists in the Telstra Women's Business Awards.

In 2015, the Group will continue to focus on creating a work environment that promotes inclusion focusing on gender diversity at senior levels and flexible work practices. It is recognised that communication and education continue to play a pivotal role in enhancing the Group's diversity profile.

The following measurable objectives have been set for 2015:

Focus area	Commitment
Diversity and inclusion	A Diversity and Inclusion Council will be established.
Increased representation of females in senior positions	The Group is committed in 2015 to achieving 20% representation of females at the senior executive level (Director and General Manager), an increase from 17% in 2014. Executives from Scentre Group will also participate in the Property Council's Women in Property Mentoring Program. Executives will participate both as mentors and mentees. The key objective of the program for mentees is to gain new perspectives to advance their career and develop meaningful professional connections and personal sponsors.
Flexible work practices	Identification of barriers to flexible work arrangements will continue as a priority with the implementation of a flexible work policy. As part of this initiative, the Group recognises the importance of having a consistent policy and message on flexible work practices. Existing policies will be reviewed and a consistent policy developed and implemented. A focus will be on identifying barriers including negative perceptions of flexible work arrangements.
Education	Development of a diversity and inclusiveness change management plan and integration of the plan into the organisation through continued education of executives including the senior leadership team. As part of the change management plan, a Diversity and Inclusion program will be offered aimed at people managers within the business.
AES sponsorship	The Group will continue with its involvement in the Generation One partnership with Aboriginal Employment Strategy Limited (AES).

4. DISCLOSURE AND COMMUNICATION

4.1 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.

The Continuous Disclosure and Communications Policy is published in the corporate governance section of Scentre Group's corporate website.

4.2 Communications with Securityholders

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 website, 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.

Securityholders can contact Scentre Group at any time via the Investor Relations team, with contact details on the corporate website. All feedback received from securityholders are considered and dealt with by the appropriate areas within Scentre Group.

Annual General Meeting

The AGM of Scentre Group Limited represents a key opportunity for securityholders to meet the Board and ask questions of the Directors. Typically, at the AGM, securityholders are provided with an update on the business and performance of the Group. Securityholders have an opportunity to address the Board and vote on resolutions before the meeting on important matters such as election and re-election of Directors, any changes to company constitutions and the adoption of annual financial statements. 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 Chief Executive Officer and Chief Financial Officer are present and available to answer questions. The External Auditor also attends the AGM and is available to answer questions on the Group's financial statements.

Electronic Annual Report

To assist with the Group's commitment to the environment (as well as being more cost efficient), securityholders are strongly encouraged to access the annual reports online. A printed copy of this Annual Financial Report will only be sent to those securityholders who have elected to receive it. Otherwise securityholders will be notified when the Annual Report is available to be accessed online at the Group's website.

On an ongoing basis, the Group works closely with its share registry to monitor and review the opportunities available to the Group to better utilise electronic means of communication with its investors.

Corporate Governance Statement (continued)

ASX CORPORATE GOVERNANCE COUNCIL

Corporate Governance Principles and Recommendations

	ASX Principle	Reference	Comply (Y/N)
Principle 1: Lay solid foundations for management and oversight			
1.1	Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	Corporate Governance Statement – sections 1.1 and 1.2	Y
1.2	Companies should disclose the process for evaluating the performance of senior executives.	Corporate Governance Statement – section 1.9	Y
1.3	Companies should provide the following information: – an explanation of any departure from Recommendations 1.1, 1.2 or 1.3; – whether a performance evaluation for senior executives has taken place in the reporting period and whether it was in accordance with the process disclosed. A statement of matters reserved for the board, or the board charter or the statement of areas of delegated authority to senior executives should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section.	N/A Corporate Governance Statement – section 1.9 The Board Charter can be found at www.scentregroup.com	Y Y
Principle 2: Structure the board to add value			
2.1	A majority of the board should be independent directors.	Corporate Governance Statement – section 1.5	Y
2.2	The chairperson should be an independent director.	Corporate Governance Statement – section 1.6	N
2.3	The roles of chairperson and chief executive officer should not be exercised by the same individual.	Corporate Governance Statement – sections 1.3 and 1.6	Y
2.4	The board should establish a nomination committee. The nomination committee should be structured so that it: – consists of a majority of independent directors; – is chaired by an independent director; – has at least 3 members.	Corporate Governance Statement – section 2.4	Y Y Y
2.5	Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	Corporate Governance Statement – sections 1.8 and 1.9	Y
2.6	The following material should be included in the corporate governance statement in the annual report: – the skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report; – the names of the directors considered by the board to constitute independent directors and the company's materiality thresholds; – the existence of any of the relationships listed in Box 2.1 and an explanation of why the board considers a director to be independent, notwithstanding the existence of those relationships; – a statement as to whether there is a procedure agreed by the board for directors to take independent professional advice at the expense of the company; – a statement as to the mix of skills and diversity for which the board of directors is looking to achieve in membership of the board; – the period of office held by each director in office at the date of the annual report; – the names of members of the nomination committee and their attendance at meetings of the committee; – whether a performance evaluation for the board, its committee and directors has taken place in the reporting period and whether it was in accordance with the process disclosed; – an explanation of any departures from recommendations 2.1, 2.2, 2.3, 2.4, 2.5 or 2.6. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: – a description of the procedure for the selection and appointment of new directors and the re-election of incumbent directors; – the charter of the nomination committee or a summary of the role, rights, responsibilities and membership requirements for that committee; – the board's policy for the nomination and appointment of directors.	Corporate Governance Statement – section 1.3 cross reference to Directors' biographies Corporate Governance Statement sections 1.3 and 1.5 Corporate Governance Statement – section 1.5 Corporate Governance Statement – section 1.7 and 2.4 Corporate Governance Statement – section 1.3 Corporate Governance Statement – Introduction Corporate Governance Statement – Introduction Corporate Governance Statement – section 1.8 Corporate Governance Statement – sections 1.3 and 1.6 The Charter of the Nomination Committee can be found at www.scentregroup.com . Also refer section 2.4 of the Corporate Governance Statement	Y Y Y Y Y Y Y Y Y

ASX CORPORATE GOVERNANCE COUNCIL

Corporate Governance Principles and Recommendations

ASX Principle	Reference	Comply (Y/N)
Principle 3: Promote ethical and responsible decision making		
3.1 Companies should establish a code of conduct and disclose the code or a summary of the code as to: – the practices necessary to maintain confidence in the company's integrity; – the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; – the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.	Corporate Governance Statement – section 1.4 The Directors' Code of Conduct can be found at www.scentregroup.com	Y
3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.	Corporate Governance Statement – section 3.5 The Diversity Policy can be found at www.scentregroup.com	Y
3.3 Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.	Corporate Governance Statement – section 3.5 The Diversity Policy can be found at www.scentregroup.com	Y
3.4 Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	Corporate Governance Statement – section 3.5 The Diversity Policy can be found at www.scentregroup.com	Y
3.5 Companies should provide an explanation of any departure from Recommendations 3.1, 3.2, 3.3, 3.4 or 3.5 should be included in the corporate governance statement in the annual report. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: – any applicable code of conduct or a summary; and – the diversity policy or a summary of its main provisions.	N/A The Directors Code of Conduct and the Diversity Policy can be found at www.scentregroup.com	Y
Principle 4: Safeguard integrity in financial reporting		
4.1 The board should establish an audit committee.	Corporate Governance Statement – section 2.1	Y
4.2 The audit committee should be structured so that it: – consists only of non-executive directors; – consists of a majority of independent directors; – is chaired by an independent chair, who is not chair of the board; – has at least 3 members.	Corporate Governance Statement – Introduction and section 2.1	Y
4.3 The audit committee should have a formal charter.	Corporate Governance Statement – section 2.1	Y
4.4 Companies should provide the following information: – the names and qualifications of those appointed to the audit committee and their attendance at meetings of the committee; – the number of meetings of the audit committee; – explanation of any departures from Recommendations 4.1, 4.2, 4.3 or 4.4. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: – the audit committee charter; – information on procedures for the selection and appointment of the external auditor, and for the rotation of external audit engagement partners.	Corporate Governance Statement – Introduction and section 2.1. – Cross reference to Directors' biographies Section 2.1 N/A The Audit and Risk Committee Charter and the Non-Audit Services Protocol can be found at www.scentregroup.com	Y Y Y

Corporate Governance Statement (continued)

ASX CORPORATE GOVERNANCE COUNCIL

Corporate Governance Principles and Recommendations

	ASX Principle	Reference	Comply (Y/N)
Principle 5: Make timely and balanced disclosure			
5.1	Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at senior executive level for that compliance and disclose those policies or a summary of those policies.	Corporate Governance Statement – section 4.1	Y
5.2	An explanation of any departures from Recommendations 5.1 or 5.2 should be included in the corporate governance statement in the annual report. The policies or a summary of those policies designed to guide compliance with Listing Rule disclosure requirements should be made publicly available, ideally by posting them to the company's website in a clearly marked corporate governance section.	N/A The Continuous Disclosure and Communications Policy can be found at www.scentregroup.com	Y
Principle 6: Respect the rights of shareholders			
6.1	Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	Corporate Governance Statement – section 4.2	Y
6.2	An explanation of any departure from Recommendations 6.1 or 6.2 should be included in the corporate governance statement in the annual report. The company should describe how it will communicate with its shareholders publicly, ideally by posting this information on the company's website in a clearly marked corporate governance section.	N/A The Continuous Disclosure and Communications Policy can be found at www.scentregroup.com	Y
Principle 7: Recognise and manage risk			
7.1	Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.	Corporate Governance Statement – section 2.2	Y
7.2	The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	Corporate Governance Statement – section 2.2	Y
7.3	The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system or risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	Corporate Governance Statement – section 2.2	Y
7.4	The following material should be included in the corporate governance statement in the annual report: – an explanation of any departures from Recommendations 7.1, 7.2, 7.3 or 7.4; – whether the board has received the report from management under Recommendation 7.2; – whether the board has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) under Recommendation 7.3. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: – a summary of the company's policies on risk oversight and management of material business risks.	N/A Corporate Governance Statement – section 2.2 The Charter of the Audit and Risk Committee Charter can be found at www.scentregroup.com	 Y

ASX CORPORATE GOVERNANCE COUNCIL

Corporate Governance Principles and Recommendations

	ASX Principle	Reference	Comply (Y/N)
Principle 8: Remunerate fairly and responsibly			
8.1	The board should establish a remuneration committee.	Corporate Governance Statement – section 2.3	Y
8.2	The remuneration committee should be structured so that it: <ul style="list-style-type: none"> – consists of a majority of independent directors; – is chaired by an independent director; – has a least 3 members. 	Corporate Governance Statement – Introduction and section 2.3	Y
8.3	Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	Corporate Governance Statement – section 2.4 and cross reference to Remuneration Report	Y
8.4	The following material or a clear cross reference to the location of the material should be included in the corporate governance statement in the annual report: <ul style="list-style-type: none"> – the names of the members of the remuneration committee and their attendance at meetings of the committee; – the existence and terms of any schemes for retirement benefits, other than superannuation, for non-executive directors; – an explanation of any departures from Recommendations 8.1, 8.2, or 8.3. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: <ul style="list-style-type: none"> – the charter of the remuneration committee or a summary of the role, rights, responsibilities and membership requirements for that at committee; – a summary of the company's policy on prohibiting entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes. 	<div>Corporate Governance Statement – Introduction and section 2.3</div> <div>Remuneration Report</div> <div>N/A</div> <div>The Charter of the Human Resources Committee and the Hedging of Executive Awards and Performance Rights Policy can be found at www.scentregroup.com</div>	<div>Y</div> <div>Y</div> <div></div> <div>Y</div>

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 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
- Corporate News
- Property Portfolio
- Investor Services

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 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 2014 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 and by clicking on "Access your online account".

Ordinary Securities (Cents per Security)

* Dividends/distributions for the six months ended 31 December 2014 (to be paid by Scentre Group)	10.20
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Dividend/distribution for the six months ended 31 December 2014 to be paid on 27 February 2015 10.20

Dividend in respect of a Scentre Group Limited share	2.85
Distribution in respect of a Scentre Group Trust 1 unit	2.85
Distribution in respect of a Scentre Group Trust 2 unit	4.50
Distribution in respect of a Scentre Group Trust 3 unit	Nil

* In addition in August 2014 Westfield Trust (now SGT1) and WRT1 (now SGT2) paid the following distributions;

Distribution in respect of a SGT1 unit	5.25
Distribution in respect of a SGT2 unit	10.20

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 and by clicking on "My SCG Securityholder Login".

Annual Tax Statement and 2015 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. Checks can be done for the last 7 years. For any enquiries beyond 7 years, you will need to contact the NSW Office of State Revenue (www.osr.nsw.gov.au) to check for unclaimed money.

Australian Capital Gains Tax Considerations

A Scentre Group stapled security comprises three 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 14	31 Dec 14
Scentre Group Limited	3.94%	4.33%
Scentre Group Trust 1	33.34%	34.07%
Scentre Group Trust 2	62.72%	61.49%
Scentre Group Trust 3	0.00%	0.11%

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 passed to the Registry or alternatively, you can update your details directly online at www.scentregroup.com/investors and by clicking on "Access your online account".

Principal Share Registry

Computershare Investor Services P/L
GPO Box 2975
Melbourne VIC 3001
Telephone 1300 730 458
International +61 3 9946 4471
Facsimile +61 3 9473 2500

All other queries are best directed to Scentre Group Investor Relations:

Level 4, 100 Market Street
Sydney NSW 2000, Australia
GPO Box 4004
Sydney NSW 2001
Telephone +61 2 9358 7877
investor@scentregroup.com
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

- Full year results released
- Distribution for 6 months ending December

March

- Trust Accounts
- Shareholder Review

May

- 1st Quarter Update
- Annual General Meeting

July

- Annual Tax Statements released

August

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

November

- 3rd Quarter Update

Members' Information

Twenty Largest Holders of Stapled Securities in Scentre Group*

	Number of Securities
1. HSBC Custody Nominees (Australia) Limited	1,688,055,692
2. National Nominees Limited	978,109,755
3. J P Morgan Nominees Australia Limited	876,052,094
4. Citicorp Nominees Pty Limited	383,602,769
5. BNP Paribas Noms Pty Ltd <DRP>	203,356,508
6. Cordera Holdings Pty Limited	181,710,620
7. AMP Life Limited	91,476,681
8. RBC Investor Services Australia Nominees Pty Limited <APN A/C>	68,910,452
9. Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	66,508,998
10. BNP Paribas Nominees Pty Ltd <Agency Lending Collateral>	29,032,000
11. Mr Frank P Lowy	17,577,810
12. Bond Street Custodians Limited <ENH Property Securities A/C>	13,856,075
13. RBC Investor Services Australia Nominees Pty Limited <PISELECT>	13,104,088
14. CS Fourth Nominees Pty Ltd	12,901,226
15. Australian Foundation Investment Company Limited	11,436,859
16. Pan Australian Nominees Pty Limited	10,373,327
17. Ecapital Nominees Pty Limited <Settlement A/C>	10,187,367
18. RBC Investor Services Australia Nominees Pty Limited <BKCUST A/C>	8,629,327
19. Argo Investments Limited	8,526,662
20. BNP Paribas Noms (NZ) Ltd <DRP>	8,390,910
	4,681,799,220

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

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

Voting Rights

Scentre Group Limited – At a meeting of securityholders, on a show of hands, every person present who is a securityholder or representative of a securityholder has one vote, and on a poll every securityholder present in person or by proxy or attorney and every person who is a representative of a securityholder 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 securityholders, on a show of hands, every person present who is a securityholder or representative of a securityholder has one vote, and on a poll, every securityholder present in person or by proxy or attorney and every person who is a representative of a securityholder 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	18,265,751	41,105	0.34
1,001-5,000	127,509,298	53,534	2.39
5,001-10,000	85,445,511	12,197	1.60
10,001-100,000	171,069,604	8,139	3.21
100,001 and over	4,922,006,514	367	92.44
Total	5,324,296,678	115,342	100.00

As at 13 February 2015, 8,700 security holders hold less than a marketable parcel of quoted securities in Scentre Group.

* There are 11,471,651 performance rights on issue to a total of 137 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.

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:

BlackRock Group	340,719,406
The Vanguard Group	329,954,857
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

Auditors

Ernst & Young
The Ernst & Young Centre
680 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
Website: www.scentregroup.com

Principal Share Registry

Computershare Investor Services Pty Limited
Level 3, 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
Website: www.computershare.com
Email: web.queries@computershare.com.au

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
Code: SCTRY

Listing

Australian Securities Exchange – SCG

Website

www.scentregroup.com



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