SCENTRE GROUP

- **2024**

Corporate Governance Statement

Connecting and enriching communities

This statement is issued by

Scentre Group Limited ABN 66 001 671 496

Scentre Management Limited ABN 41 001 670 579 as responsible entity of Scentre Group Trust 1 ARSN 090 849 746
RE1 Limited ABN 80 145 743 862 as responsible entity of Scentre Group Trust 2 ARSN 146 934 536
RE2 Limited ABN 41 145 744 065 as responsible entity of Scentre Group Trust 3 ARSN 146 934 652

Scentre Group owns and operates 42 Westfield destinations

in Australia and New Zealand

Our Purpose

Creating extraordinary places, connecting and enriching communities

Our Plan

We create the places more people choose to come, more often, for longer

Our Ambition

To grow the business by becoming essential to people, their communities and the businesses that interact with them



Acknowledgement of Country

We acknowledge the Traditional Owners and communities of the lands on which our business operates.

We pay our respect to Aboriginal and Torres Strait Islander cultures and to their Elders past and present.

We recognise the unique role of Māori as Tangata Whenua of Aotearoa/New Zealand.

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Corporate Governance Statement

Modern Slavery Statement



Corporate Governance at Scentre Group

Maintaining a high standard of governance supports the delivery of our Purpose, Plan and Ambition and is central to Scentre Group's¹ approach in delivering long-term growth in a responsible and sustainable way.

This Statement describes our approach to corporate governance and our governance framework and practices.

During 2024, our corporate governance framework remained consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 4th edition (**Principles and Recommendations**).

This Statement was approved by the Board and is current as at 26 February 2025.

Our corporate governance documents, including this Statement and the charters and policies referred to in it, are available in the Corporate Governance section on our website.



Governance framework² Chief Executive Officer Oversees the management of the Group for securityholders. Responsible for day-to-day **Audit and Finance Committee** Group and implementation of strategic objectives. Oversees financial reporting and the audit process. Oversees the identification and management of material business risks, and the Group's sustainability strategy and objectives. Oversees human resources strategies and policies including remuneration. Oversees Board composition and succession planning, and corporate governance practices. Key management committees Executive Risk Management Committee Executive Leadership Team Treasury Finance Committee

- 1. 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 that sets out the objectives and responsibilities of the Scentre Group Board. Each Board Committee operates as one "Scentre Group" Committee.
- 2. During the year, the prior Audit and Risk Committee was restructured to establish a new Board Audit and Finance Committee and a new Board Risk and Sustainability Committee.

Primary governance documents

Board Charter

Audit and Finance Committee Charter

Human Resources Committee Charter

Risk and Sustainability Committee Charter

Nomination and Governance Committee Charter

Code of Conduct – Acting with Integrity

Board Conflicts of Interest Policy

Roles and responsibilities

The role of the Board is to demonstrate leadership and provide strategic oversight and guidance for the Group as well as overseeing the effective management and delivery of the Group's Purpose, Plan and Ambition.

Board Charter

The Board Charter sets out the primary functions of the Board and the practices adopted to discharge its responsibilities, including the matters reserved for the Board and the delegation of authority to the Chief Executive Officer (CEO).

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

The Board's current four standing committees (the Audit and Finance Committee, the Human Resources Committee, the Risk and Sustainability Committee, and the Nomination and Governance Committee) assist the Board in discharging its responsibilities.

The Board may also, from time to time, establish *ad hoc* Committees or request Board members to assist on working groups.

Under the Board Charter, the key responsibilities of the Board include:

- strategy, purpose and culture
- financial controls, risk management and compliance
- · capital management, funding and liquidity
- people and remuneration
- board composition, performance and succession
- governance.

Board Chair

Our Chair, Ilana Atlas, is an independent non-executive Director.

The Chair is responsible for providing leadership to the Board, promoting and facilitating the effective contribution of all Directors and encouraging a culture of openness and debate to foster a high performing and collegiate Board.

The Chair is also responsible for:

- promoting a constructive and respectful relationship between the Board and management
- acting as the main interface between the Board and the CEO
- representing the Board externally, including to securityholders.

The Chair is also the chair of the Nomination and Governance Committee and attends all other Board Committee meetings.

Delegation to management

Our Managing Director and CEO is Elliott Rusanow.

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

The CEO, together with the executive leadership team, is responsible to the Board for the development and implementation of the Group's strategy and the overall management and performance of the Group.

The CEO reports regularly to the Board on the progress being made by the Group in all aspects of the business including the four pillars of the Group's responsible business strategy: community, people, environment and economic performance.

The CEO is responsible for management providing the Board with accurate, timely and clear information on the Group's operations and other matters affecting the Group to enable the Board to perform its responsibilities.

Role of the Company Secretary

The Company Secretary is directly accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board. The Company Secretary works with the Chair, the Board and the Board Committees and is responsible for the smooth running of the Board and Board Committees and advising them on governance matters.

All Directors have access to the Company Secretary.

At the date of this statement the Company Secretaries are Maureen McGrath and Paul Giugni. Details of their qualifications and experience are set out in the Directors' Report in the 2024 Annual Report.

Board skills, experience and attributes

The Board has nine Directors: eight independent non-executive Directors and a Managing Director and CEO.

The Board is committed to having Directors who bring an appropriate mix of skills, experience, attributes and diversity to Board decision making. The application of these skills and capabilities enables the Board to contribute effectively to the decision making and governance of the Group.

All Directors are expected to comply with our Code of Conduct, to act with integrity, lead by example and promote the Group's culture. The Board considers that each non-executive Director has the attributes required to undertake the role of director including dedicating sufficient time to the role through their participation in Board and Committee meetings.

The Board has varied skills and experience ranging from strategy to risk management as well as operational expertise in running large businesses, financial decision making and leadership skills. The Board, supported by the Nomination and Governance Committee, has an ongoing succession planning and renewal program. The Board reviews its membership having regard to both the ongoing and evolving needs of the business and factors such as independence, skills, experience and diversity of views.

The Board maintains a skills matrix to assist in this review. The skills matrix allows the Board to assess the current skills of Directors and to identify where new or the renewal of skills may be required. The skills matrix also assists in informing the continuing education of the Board. The skills matrix is at page 9.

The Board recognises gaps in advanced skills for real estate/social infrastructure which will continue to be considered as part of the Board's ongoing succession planning.

During the year, Stephen McCann retired from the Board. In October 2024, Craig Mitchell was appointed as an independent non-executive Director. Craig's skills and experience in the property industry, spanning retail, construction, development and funds management, complement and build on the skills of the Board. Craig will stand for election at the Group's 2025 AGM.

Set out on the following pages are details of the Directors' experience and qualifications.

Board skills, experience and attributes continued



Ilana Atlas AO Independent Non-Executive Chair

BJuris (Hons), LLB (Hons), LLM

28 May 2021 (Director) Appointed:

1 October 2023 (Chair)

Last elected: 7 April 2022



Elliott Rusanow

Managing Director and Chief Executive Officer

IIB BCom

Appointed: 1 October 2022



Independent Non-Executive Director

BEc, LLB, MBA

Appointed: 1 March 2022 Last elected: 7 April 2022



Experience

llana has extensive experience as a public company director and in executive and management roles. Ilana is a former director of ANZ Group Holdings Limited and former Chair of Coca-Cola Amatil. Ilana's last executive role was Group Executive, People, at Westpac, where she was responsible for human resources, corporate affairs and sustainability. Prior to that role, Ilana was Group Secretary and General Counsel at Westpac. Before her career at Westpac. Ilana was a partner at the law firm Mallesons Stephen Jagues (now known as King & Wood Mallesons) where she practised corporate law as well as holding a number of management roles including Executive Partner, People and Information, and Managing Partner.

Experience

Elliott first joined Scentre Group in April 2019 when he was appointed Chief Financial Officer leading the Group's finance, treasury, investor relations and capital transaction functions, Prior to Scentre Group, Elliott was the Chief Financial Officer at Westfield Corporation, based in the United States. Elliott joined Westfield in 1999 and held a number of senior executive leadership roles in Sydney, London and Los Angeles including Deputy Chief Financial Officer, Head of Corporate Finance, Director Finance United Kingdom & Europe and Director of Investor Relations & Equity Markets.

Prior to Westfield, Elliott worked at Bankers Trust Australia Limited





Experience

Catherine has extensive business experience across a number of sectors. Catherine was a senior investment banker after starting her career as a corporate lawyer. Catherine was previously non-executive Chair of AMP Limited and a non-executive director of ASX companies including Boral Limited and Coca-Cola Amatil Limited. She has also been a member of the Takeovers Panel and a Trustee of the Sydney Opera House Trust, and of the Art Gallery of NSW, as well as holding board roles in other public and private organisations in the mining, financial services, property, biotech, logistics, visual and performing arts, education and government sectors.

Current external appointments

Non-executive director, Origin Energy. Deputy Chair, Council of the National Gallery of Australia. Chair of Jawun. Board member, Paul Ramsay Foundation. Panel member, Adara Partners.

Current external appointments

Deputy Chair of the Shopping Centre Council of Australia. Director of the Property Council of Australia. Member of The Champions of Change Property Group. Fellow, Governance Institute of Australia.

Current external appointments

Chair of Australian Payments Plus (BPAY, eftpos, NPP, ConnectID). Non-executive director, Djerriwarrh Investments Limited. Non-executive director, The George Institute for Global Health. Non-executive director, Schools Plus. Panel member, Adara Partners.









Board skills, experience and attributes continued



Michael Ihlein Independent Non-Executive Director

BBus (Acc)

Appointed: 30 June 2014 Last elected: 7 April 2022



Independent Non-Executive Director

LLB, BA, GradDip Mgmt

24 February 2016 Appointed: Last elected: 8 April 2024



Independent Non-Executive Director

BCom. FCPA. MBA (Exec) - AGSM. AMP -Harvard Business School

14 October 2024 Appointed: Last elected: Will stand for election

at the 2025 AGM











Mike is a highly experienced corporate and finance executive. Mike held the position of Chief Executive Officer of Brambles and Executive Director from July 2007 until his retirement in November 2009, following his appointment as Chief Financial Officer and Executive Director in March 2004. Prior to this, Mike had a long career with Coca-Cola Amatil Limited (and related companies) where he held the roles of Managing Director, Poland, and Chief Financial Officer and Executive Director. Mike was formerly a Director of Murray Goulburn Co-operative Co. Limited, Snowy Hydro Limited and CSR Limited.

Experience

(HR)

Carolyn has had more than 30 years' experience in the finance sector as an executive and non-executive director. As an executive Carolyn worked as a banker and lawyer at Morgan Stanley, JP Morgan and Linklaters & Paines in London, New York and Australia. Carolyn was formerly a Guardian of the Future Fund. Carolyn has been and remains a non-executive director of enterprises across a broad range of industries. She was awarded a Centenary Medal for services to Australian society in business leadership.

Experience

Craig has more than 25 years' experience in the property industry spanning retail, construction, development and funds management. Craig is currently Global Chief Executive Officer of Northwest Healthcare Properties REIT, a role from which he will step down in mid-2025. He has previously held executive leadership roles as Chief Executive Officer at Grocon and as Chief Financial Officer, and then Executive Director and Chief Operating Officer at Dexus Craig has also held a number of non-profit director positions including Frensham School, where he spent five years as Deputy Chair of the Board and Chair of the Audit and Property Committees.

Current external appointments

Non-executive Director, Inghams Group Limited. Non-executive Director, Ampol Limited.

Current external appointments

Member, Foreign Investment Review Board. Non-executive director, National Australia Bank Limited. Non-executive director, Myer Family Investments. Chair, Rothschild & Co (Australia). Non-executive director, the General Sir John Monash Foundation. Trustee, Sydney Grammar School.

Committee

Current external appointments

Global CEO, NorthWest Healthcare Properties REIT. Non-executive Director, Vital Healthcare Property Trust.









Board skills, experience and attributes continued



Independent Non-Executive Director

MGSM

1 September 2020 Appointed: Last elected: 8 April 2024



Margaret Seale Independent Non-Executive Director

RΑ

24 February 2016 Appointed: 8 April 2024 Last elected:



Michael Wilkins AO Independent Non-Executive Director

BCom MBA

Appointed: 8 April 2020 Last elected: 5 April 2023





Experience

Guy is an accomplished business leader with a strong commercial and customerfocused background working in Australia and internationally. Guy has served as CEO, Wesfarmers Department Store Division (Kmart & Target); Managing Director, Kmart Australia & NZ; President, McDonald's Greater China; CEO, McDonald's Australia Ltd and Chair of Ronald McDonald House Children's Charities. Guy is most well-known for leading the corporate turnaround of Kmart Australia, creating the largest and most profitable retail department store in the country. A member of YPO since 2006, now with Lestari, the first Impact Chapter of YPO, he has consulted to businesses in China and Asia, served as a member on the Business Council of Australia, and won industry awards for leadership in diversity in employment.

Current external appointments

Chair, Guzman y Gomez. Chair, SomnoMed. Chair, OneSky.



Experience

Margie has more than 25 years' experience in senior executive roles in Australia and overseas, including in consumer goods. global publishing, sales and marketing, and the successful transition of traditional business models to digital environments. Prior to her non-executive career, Margie was the Managing Director of Random House Australia and New Zealand and President, Asia Development for Random House Inc., a Director and then Chair of Penguin Random House Australia Pty Limited, and a Director of Ramsay Health Care Limited. Bank of Queensland Limited and the Australian Publishers Association. She also served on the Boards of Chief Executive Women (chairing its Scholarship Committee), the Powerhouse Museum and the Sydney Writers' Festival.

Current external appointments

Non-executive director, Westpac Banking Corporation. Non-executive director of Seaborn Broughton & Walford Pty Limited, Pinchgut Opera Limited and Jana Investment Advisers Pty Ltd and Westpac Scholars Limited, trustee of the Westpac Scholars Trust, Mentor, CMi Merryck.



Experience

Mike is an experienced non-executive director with more than 30 years' executive experience in financial services in Australia and Asia, including insurance and investment management. He is the former Managing Director and CEO of Insurance Australia Group Limited (IAG), former Managing Director and CEO of Promina Group and former Managing Director of Tyndall Australia Limited. Mike has also served as a director of Alinta Limited, AMP Limited, Maple-Brown Abbott Limited, The Geneva Association, and the Australian Business and Community Network. He was a member of the Australian Government's Financial Sector Advisory Council for five years and a member of the Business Council of Australia for eight years. He was made an Officer of the Order of Australia in 2017 for distinguished service to the insurance industry, particularly to improved corporate social responsibility standards, to the building of natural disaster resilience and safer communities, and to workplace diversity.

Current external appointments

Chair, QBE Insurance Group Limited. Chair, Medibank Private Limited. Fellow, Australian Institute of Company Directors. Fellow, Chartered Accountants Australia and New Zealand











Board skills, experience and attributes continued

The Nomination and Governance Committee undertook a review of our Board skills matrix. Several of the required skills were tailored to more closely reflect the Group's ambition and strategic objectives.

The skills matrix and a description of the skills are set out below. The skills matrix identifies opportunities for additional skills in the area of real estate / social infrastructure which the Committee and Board will continue to assess as part of ongoing succession planning.

Roard skills matrix



Board skills description

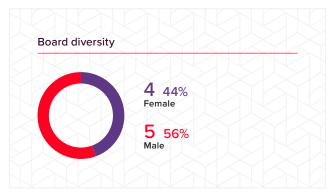
- Leadership organisational, including senior executive leadership experience
- Strategy experience in developing and implementing strategic business plans
- Financial acumen experience in finance, including in financial accounting and reporting
- Risk management understanding of risk management frameworks and controls, and the identification, assessment and management of risk across large organisations
- Real estate/social infrastructure experience in leading and influencing the planning and delivery processes to deliver the best mix of significant physical infrastructure and experiences to meet evolving community needs

- Customer experience experience in customer engagement, service and management services (including physical and digital)
- Capital management experience in capital management strategies, corporate finance, capital markets and funds management
- Governance experience with governance in the listed sector
- People, conduct and culture senior experience in people management and human resources policy
- Environment and social experience in engaging with environmental and social matters, including in relation to climate change, and community and stakeholder expectations

Board diversity

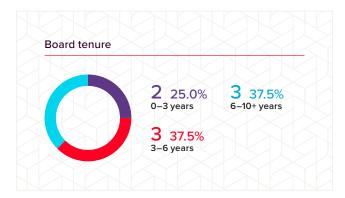
The Board recognises the benefits of having varied skills and experience on the Board. The Board, in line with the Group's overall commitment, adopted the objective of 40:40:20 gender representation for the Board.

We currently have four women on the Board, including our Chair, Ilana Atlas, representing 44 per cent of Directors.



Board tenure

The tenure of our non-executive Directors is set out below.



Directors' independence

All non-executive Directors satisfy the Group's criteria for independence.

The Board has adopted guidelines based on the Principles and Recommendations to assist it in determining the independence of Directors.

In assessing independence, the Board reviews the interests, positions and relationships potentially affecting the independent status of a Director as described in Box 2.3 of the Principles and Recommendations.

In making this determination the Board assesses if, on a case-by-case basis, a Director is:

- independent of management
- free of any interest, position or association that might influence or reasonably be perceived to influence, in a material respect, their capacity to bring independent judgement to issues before the Board.

Board renewal and succession planning

The Board has an ongoing succession planning and renewal program, and the membership of the Board is reviewed having regard to the ongoing and evolving needs of our business.

The Board defines requirements for new Directors, considering the skills, experience and background of existing Board members, the Group's strategy and any identified new skills required to supplement the Board's capabilities. Having regard to the strategic direction of the Group, the Board also engages external advisers to assist in identifying potential new Board candidates.

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

The Board undertakes an annual review of its performance. The Board considers the results of this review in determining its endorsement of the Directors standing for election or re-election at the Group's Annual General Meeting (AGM).

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

The notice of meeting for our AGM provides information that is relevant to a decision whether to support the election or re-election of a Director.

Letter of appointment

New Directors receive a letter of appointment which sets out the key terms and conditions of their appointment.

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 judgement so that the Board can determine independence on a regular basis.

The letter also 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

Conflicts of interest

Directors have a duty not to place themselves in a position that gives rise to a conflict of interest. Directors are required to disclose, among other matters, any material personal interest in a matter that relates to the affairs of the Group; any conflict or potential conflict of interest; any interest in any business or other relationship including other directorships which could materially interfere with the Director's ability to act in the best interests of the Group. Mechanisms are in place by which conflicts are managed.

Access to information

Directors have unrestricted access to executive management, relevant Scentre Group records and to legal and other professional advisers.

Access to advice

Procedures are in place for Directors, with the prior approval of the Chair, to obtain outside legal or other independent professional advice, and to secure the attendance of such advisers if it is considered necessary to discharge their responsibilities as Directors.

Induction and ongoing education

New Directors participate in an induction program. This includes briefings with the CEO, CFO and other executives to provide new Directors with a deeper understanding of the Group's DNA and culture, strategic direction, business operations, key risks and controls, and regulatory and legal framework.

We recognise that developing industry and corporate knowledge is an ongoing process. Regular briefing sessions to the Board and Board Committees are conducted on several topics including:

- the Group's core operations including trends in international and domestic retail
- legal and regulatory developments including health and safety laws, competition laws, corporate governance principles, tax and accounting changes
- · new and emerging risks, business models and technologies.

New Directors are also given the opportunity to visit our Westfield destinations as part of the induction program.

In addition, the Board visits and holds Board and Committee meetings at our Westfield destinations to maintain a current understanding of our business and to meet and interact with team members.

During the year, the Board visited Westfield Doncaster, Fountain Gate, and Knox in Melbourne as well as Westfield Miranda, Chatswood, Burwood and Bondi in Sydney. Tours of the destinations were conducted by members of our customer experience, leasing and development teams.

The Board also visited 101 Castlereagh Street, which is under construction. The tour was conducted by members of our development and construction teams.

Board assessment and performance

The Nomination and Governance Committee has oversight of the process (including considering use of an external facilitator) for assessing and reviewing the annual performance of the Board, its Committees and individual Directors, and considering issues that might arise from that review.

During the year, on the recommendation of the Nomination and Governance Committee, the Chair facilitated an internal Board performance review that included feedback from all Directors and members of senior management who interact frequently with the Board and Board Committees. As part of the review, the Chair was interviewed by the Chair of the Audit and Finance Committee.

The review focused on four key questions: what is working well, what is not working well, is there anything the Board should do differently, and how well has the Board responded to recommendations and actions arising from the prior year externally facilitated review and other Board discussions.

The findings of the review were presented to and discussed by the Board. The Board is committed to continuously improving and actioning specific feedback and identified opportunities for the Board.

Opportunities identified included:

- ensuring there is sufficient time on the Board agenda to balance the considerations and discussion on strategic issues and operational matters
- facilitating external speakers to present to the Board on industry and other topical subjects
- the Board meeting a broader range of team members through networking events or presentations to the Board or Board Committees.

Board Committees

During 2024 the Board was assisted by four standing Committees.¹ The Group's strategy is to operate as a responsible and sustainable business and the Board Committees assist in the oversight of the four pillars of our responsible business framework: community; people; environment and economic performance.

The key roles, responsibilities and membership of each Committee are summarised below.

The Committee Charters are available in the Corporate Governance section on our website.



Board and Committee meetings

The number of Board and Committee meetings for the year and each Director's attendance is set out in our 2024 Annual Report.

All Directors have a standing invitation to attend meetings of the Board Committees. The Chair of the Board attends all Committee meetings.

The Chair of each Committee reports to the Board at the Board's next meeting on matters dealt with at the preceding meeting of the Committee.

The Board also receives copies of all Committee papers and the minutes of all Committee meetings. This enables all Directors to have oversight of, as well as the opportunity to discuss matters being considered by, the Committees.

Security Working Group

During the year, management established a security working group as part of the Group's commitment to our destinations providing a safe and secure environment for our communities. Several Board members joined the working group to assist the Board in its oversight responsibilities and to provide support and insights to management. No additional fees are paid to these Directors.

Committee	Key responsibilities	Composition	Members as at 31 December 2024
Audit and Finance Committee	To assist the Board in oversight of:	At least three	Michael Ihlein
	 the integrity of financial reporting of the listed entities within the Group the effectiveness of the Group's financial reporting systems, processes and internal controls the independence and effectiveness of the internal and external audit functions. 	members each of whom must be independent non-executive Directors	(Chair) Carolyn Kay Craig Mitchell Michael Wilkins
Human Resources Committee	To assist the Board in oversight of the Group's:	At least three members each of whom must be independent non-executive Directors	Catherine Brenner (Chair)Carolyn KayGuy RussoMichael Wilkins
	 human resources strategies including executive remuneration succession planning and capability and talent development for the CEO and senior executive team remuneration of non-executive Directors statement of values and codes of conduct and diversity, equity and inclusion policies and practices. 		
Risk and Sustainability Committee	 To assist the Board in oversight of: the processes for identifying and managing material business risks faced by the Group, including health and life safety and cyber risks sustainability strategy and objectives, specifically in relation to community and environmental impacts. 	At least three members each of whom must be independent non-executive Directors	 Margie Seale (Chair) Catherine Brenner Craig Mitchell Michael Ihlein
Nomination and Governance Committee	To assist the Board in:	At least three members each of whom must be independent non-executive Directors	Ilana Atlas (Chair)Catherine BrennerCraig MitchellGuy Russo
	 assessing the size, composition, independence and the balance of existing and desired skills, experience and diversity of the Board developing and implementing succession plans and ongoing education and training for the Board. 		

^{1.} During the year, the prior Audit and Risk Committee was restructured to establish a new Board Audit and Finance Committee and a new Board Risk and Sustainability Committee.

Acting lawfully, ethically and responsibly

Primary governance documents

Code of Conduct – Acting with Integrity

Anti-Discrimination Policy

Anti-Fraud, Bribery and Corruption Policy

Conflicts of Interest Policies

Diversity, Equity and Inclusion Statement

Environmental Policy

Hedging Policy

Human Rights Policy

Security Trading Policy

Whistleblower Protection Policy

More about DNA and our Code of Conduct can be found here.

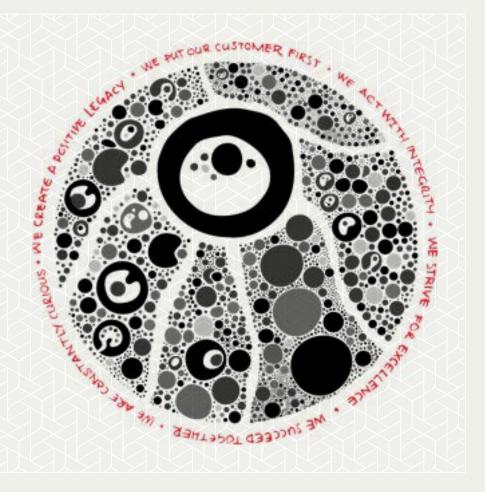
SEE MORE ONLINE

Our values

To achieve our Purpose, our Plan and our Ambition, we are guided by our values – our DNA – which underpin the way we build relationships within our teams, with our business partners, our communities and other stakeholders.

Our DNA is expressed as:

- We put our customers first
- We act with integrity
- We strive for excellence
- We succeed together
- We are constantly curious
- We create a positive legacy



Acting lawfully, ethically and responsibly

Key policies

Our Code of Conduct

Our Code of Conduct sets the standards we require for everyone who works for the Group, including Directors.

The code covers a range of areas including: our Purpose and DNA; what is expected of our people; how we treat one another; dealing with others; conflicts of interest; business practices; communicating externally and asking for guidance and speaking up. Our people are required to affirm our code on an annual basis.

Our Code of Conduct and the Group's expectations of our people is communicated through several channels including Group wide listening and engagement forums led by the CEO; our intranet; and seminars and online learning modules.

Material breaches of our Code of Conduct are reported to the Board.

Anti-Discrimination Policy

Our Anti-Discrimination Policy confirms our commitment to providing a working environment free from discrimination.

The Group does not tolerate discrimination in any form.

We are also committed to creating a place where our people feel safe to speak up about behaviours and conduct that negatively impacts them or that they have observed. This safe environment encourages people to speak up early when the discrimination first occurs.

Anti-Fraud, Bribery and Corruption Policy

Our Anti-Fraud, Bribery and Corruption Policy is part of our risk management framework. It is a tool which assists in identifying key principles that must be adhered to in relation to fraud, bribery, corruption, facilitation payments, gifts and entertainment and political donations.

Material matters reported under this policy are reported to the Board through the Audit and Finance Committee.

Diversity, Equity and Inclusion (DEI) Statement

Our commitment to DEI means that we promote and seek to provide an inclusive and supportive working environment that recognises and celebrates all the ways we are different.

During the year, we introduced a new DEI vision: Everyone Belongs. Our refreshed DEI Statement reflects our belief that a diverse and engaged workforce contributes to strong business performance and supports the deliver of our Purpose, Plan and Ambition.

Environmental Policy

Our Environmental Policy confirms the Group's commitment in developing and operating our Westfield destinations to protect the environment, preserve resources for future generations and leave a positive legacy in the communities in which we operate.

Hedging Policy

The Group's Hedging of Executive Performance Rights Policy prohibits participants in the Group's performance rights plan from entering into hedging arrangements in respect of unvested awards or rights in the Plans or any other incentive plan operated by Scentre Group.

This prohibition aims to align the interests of executives with those of Scentre Group securityholders during the vesting period of executives' entitlements.

Security Trading Policy

The Group's Security Trading Policy applies to Directors and employees of the Group. The Policy sets out restrictions on dealing with Scentre Group securities, imposes "black-out" periods at various times during the year, sets out clearance requirements, and sets out procedures to reduce the risk of insider trading.

Under the Policy, Directors and executives who are likely to have access to market sensitive information are restricted from entering into margin lending arrangements in relation to Scentre Group securities or engaging in short-selling or short-term or speculative trading in Scentre Group securities or derivatives or other financial products issued over or in respect of such securities.

Human Rights and Supply Chains

Our Human Rights Policy reflects our objective to respect the dignity, wellbeing and human rights of our people, contractors and the communities in which we operate.

We also have a Supplier Code of Conduct through which we seek to encourage and, where appropriate, mandate requirements to help us and our suppliers conduct business in a safe, accountable and equitable manner.

As part of being a responsible and sustainable business we assess modern slavery risks within our operations and supply chain to identify and mitigate the exposure to the potential risk of modern slavery.

Our approach to addressing the risk of modern slavery forms part of our governance and risk culture. Our 2024 Modern Slavery Statement will be released at the same time as our 2024 Responsible Business Report in March 2025.

Acting lawfully, ethically and responsibly

Whistleblower Protection Policy

Our Whistleblower Protection Policy encourages the reporting of instances of unethical, unlawful or improper conduct and provides a mechanism for instances to be reported. It is part of our risk management framework and is a tool which assists in identifying behaviour which is inconsistent with our values, culture or policies.

Our Board is also committed to the process by which any concerns raised under our Whistleblower Protection Policy are reviewed in an impartial, fair and objective manner.

Anyone who makes a report may do so without fear of reprisal, intimidation or disadvantage.

We believe that encouraging reporting under this policy, and protecting and supporting whistleblowers, supports and advances the long-term interests of the Group and our stakeholders including our people, our investors and the broader community.

Material matters reported under this policy are reported to the Board through the Risk and Sustainability Committee.

Other policies

In addition to the above policies, the Group has a range of other policies and procedures that define our commitment to good corporate governance and responsible and sustainable business practices.

Remuneration policies and practices

The Human Resources Committee assists the Board in its oversight of remuneration policies and practices.

Our remuneration philosophy and framework and further details on the role of the Human Resources Committee are set out in the Remuneration Report that forms part of our 2024 Annual Report available on our website.

READ MORE ONLINE

All employees, including senior executives, are employed under a written service contract that sets out the terms of their employment. The service contract clearly defines the role of the executive, including expectations in terms of fulfilling the role. Executives are required to carry out their role using all reasonable care and skill

Written employment agreements are in place for executive key management personnel (KMP), further details of which are set out in the Remuneration Report that forms part of our 2024 Annual Report available on our website.

READ MORE ONLINE

Appropriate checks are undertaken in respect of all new employees, including senior executives. Checks are also undertaken in respect of employees who are being considered for a transfer or promotion into roles where checks are considered necessary. Checks include employment history, educational qualifications, character, professional qualifications and memberships, criminal record and bankruptcy history.

We have an established process of objective setting and performance review for all employees. Senior executives have well defined objectives that are discussed and agreed at the commencement of each year. Through our scorecard alignment process, executives agree goals that align with our overall business goals to achieve performance objectives contributing to the short and longer- term success of the Group. Scorecards are reviewed on a quarterly basis.

During 2024, each member of the executive leadership team, including the CEO and other executive KMP, was subject to a performance review as described above.

The Human Resources Committee also assists the Board in oversight of the remuneration of non-executive Directors. Details of the remuneration of non-executive Directors is set out in the Directors' Report that forms part of our 2024 Annual Report.

Diversity, equity and inclusion

Primary governance documents

Code of Conduct - Acting with Integrity

Diversity, Equity and Inclusion Statement

Anti-Bullying Policy and Procedure

Anti-Discrimination Policy

Domestic and Family Violence Policy

Flexibility Statement

Gender Affirmation Guidelines

Human Rights Policy

Life Leave Policy

Parental Leave Policy

Sexual Harassment Policy

Workplace Adjustment Guidelines

Our approach to diversity, equity and inclusion

Our success comes from our people. We are committed to creating a safe, diverse, equitable and inclusive workplace.

We believe that a diverse and engaged workforce contributes to strong business performance and supports the delivery of our Purpose, Plan and Ambition.

During the year, we introduced a new DEI vision: Everyone Belongs.

This reflects our belief that to be the place that talent thrives, everyone needs to be heard, valued, supported and motivated to realise their full potential.

Our vision

Everyone Belongs

Belonging reminds us that we are a part of something greater and collectively we can grow and thrive.

Our big goals

Respect and Equity

Support everyone to recognise their unique circumstances and overcome personal challenges, remove systemic barriers and focus on driving a culture of everyday respect.

Wellbeing and Safety

Demonstrate care for the unique needs of our people through our benefits and people protecting people culture, promoting physical and psychological safety.

Our DNA

We put our **customer first**We act with **integrity**We strive for **excellence**

We succeed **together**We are constantly **curious**We create a **positive legacy**

Our Code of Conduct

Diversity, equity and inclusion

Cultural Advisory Committee

The purpose of our Cultural Advisory Committee is to inform, consult and make recommendations for DEI initiatives and workstreams

Our Cultural Advisory Committee comprises representatives from across our business. The Committee supports the executive leadership team and Board with oversight of our:

- culture and capability strategies and policies
- customer and community strategies and destination plans.

Gender equity

Our target is to have representation of 40 per cent female, 40 per cent male and 20 per cent either gender at all levels of our business by 2025. We are well positioned to meet this goal. The Board has the objective of 40:40:20 gender representation for Directors. We currently have four women on the Board, representing 44% of Directors.

Representation of women at 31 December 2024



- * Total workforce excludes the Board.
- * Senior executive roles include General Managers and above.
- * Senior managers represent roles typically reporting to a General Manager.
- Manager and professional roles are all other managers and senior functional roles.
- Support roles include most front of house, service and administrative roles.

We address gender equity through:

- Pay equity we complete annual pay equity assessments and external benchmarking of roles to check that men and women performing the same work are not paid differently.
- Recruitment practices we have gender-balanced candidate shortlists when recruiting new talent and continually assess our internal and external recruiting processes to eliminate bias.
- Culture we hosted a 2024 Female Leadership Program, we have inclusive Parental Leave and Domestic and Family Violence Leave policies, executives complete leadership shadow exercises and we raise awareness and advocate for gender equity.

Reconciliation Action Plan

During the year, we launched our fourth Innovate Reconciliation Action Plan (RAP).

Our reconciliation vision is to embed positive and sustainable equity and inclusion for Aboriginal and Torres Strait Islander peoples, aligned to our Purpose – creating extraordinary places, connecting and enriching communities.

In renewing our commitment, we maintained our focus on the four strategies from our previous RAP.

- **1. Understanding** build greater awareness, knowledge and cultural competence in our people to achieve our RAP vision.
- 2. Improving employment opportunities embed and enhance an enterprise-wide recruitment and retention strategy to address the lack of long-term Aboriginal and Torres Strait Islander representation in our workforce.
- **3. Economic partnerships** embed and enhance our procurement strategy to increase and expand the number of Aboriginal and Torres Strait Islander businesses we engage with.
- **4. Community connection and engagement** continue to connect with our customers and communities in fulfilling our vision.



INNOVATE RECONCILIATION ACTION PLAN

Risk management and assurance

Primary governance documents

Board Charter

Risk and Sustainability Committee Charter

Audit and Finance Committee Charter

Charter of Audit Independence

Enterprise Risk Management Policy and Framework

Effective risk management is key to us operating as a responsible and sustainable business and delivering on our strategy and growth initiatives.

Enterprise Risk Management Framework

Board of Directors

Group Strategy | Risk Appetite Statement | ERM Policy | ERM Framework

Audit and Finance Committee Human Resources Committee Nomination and Governance Committee Risk and Sustainability Committee

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Executive Management Committees and Working Groups

Management

Accountabilities

First Line Roles

Own and manage risks

All teams

- Operational teams
- Support functions

Responsible for effectively and efficiently identifying, assessing and managing risks arising from their business operations, business activities and strategic priorities

Accountabilities

Second Line Roles

Oversee risks and ongoing

control and monitoring

Support functions

Risk Management, Corporate Security, Finance, Legal and Compliance, Human Resources and Corporate Affairs

Responsible for setting standards for risk and compliance frameworks, oversight, monitoring and reporting to support delivery of our business operations, business activities and strategic priorities

Audit

Accountabilities

Third Line Roles

Provide independent assurance

Business Review and Audit supplemented by external subject matter experts

External Audit

Responsible for independent assurance on governance, risk management and internal control processes that support operations, business activities and delivery of our strategic priorities

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Our DNA

We put our customers first

We are constantly curious

We act with integrity

We succeed together

We strive for **excellence**

We create a positive legacy

Our risk culture foundation

(1) Internal oversight

(1) External oversight (External auditors, third-party consultants and regulators)

Risk management and assurance

Risk approach

Effective risk management and maintenance of a strong risk culture are fundamental to achieving our Purpose, Plan and Ambition. Our Enterprise Risk Management (ERM) Policy and Framework detail our expectations, accountabilities, and standards of risk management for all staff, managers, the executive leadership team and the Board. The ERM Policy and Framework apply to our day-to-day business processes. They promote and support risk awareness and the balancing of risks and opportunities to deliver our strategic objectives.

Our Board-approved Risk Appetite Statement provides guidance for management about our appetite and tolerances for material risks. Key controls for each material risk are documented and control effectiveness is monitored by the executive risk owner, the risk function, the Executive Risk Management Committee and the Risk and Sustainability Committee. Executive working groups, including life safety, security, cyber, privacy and data utilisation implement additional controls and oversight of non-financial risks.

Our risk appetite continues to evolve and risk tolerance and risk related policies and frameworks are subject to continuous improvement. On an annual basis, the ERM Policy and Framework and the Risk Appetite Statement are reviewed and approved by the Executive Risk Management Committee, the Risk and Sustainability Committee and the Board.

The Group also engages external advisers to review and provide an independent view of the Group's ERM Framework.

Risk culture

Our Code of Conduct and DNA set the foundations for our risk culture.

Our Code of Conduct sets the standards we expect of everyone who works for our business. Our leadership team and people managers lead by example.

We work constructively together. In striving for excellence, we welcome challenges and team member contributions. Our curiosity results in questions, respectful challenging and ongoing opportunities for learning. We put customers first and act with integrity. We recognise good behaviour and take action when there is non-compliance.

We monitor, measure and report internal and external material risks, including conduct.

Enterprise Risk Management Framework

Our ERM Policy and Framework integrate with our day-to-day business processes. Risk management accountability is a key requirement for our business managers and leaders.

The ERM Policy and Framework define risk oversight responsibilities for the Board and management.

Assessment of material economic, operational, environmental, social and sustainability risks forms part of the Group's ERM Framework.

Oversight of material risks by the executive leadership team, the Executive Risk Management Committee and the Risk and Sustainability Committee confirms the business operates within the risk appetite, tolerance and strategy of the Group as set by the Board.

Board and Risk and Sustainability Committee oversight

During the year, the Audit and Risk Committee was restructured to establish a Board Audit and Finance Committee and a Board Risk and Sustainability Committee.

The primary role of the Risk and Sustainability Committee is to oversee:

- the effectiveness of the Group's risk management framework, risk management systems and reporting and the processes for identifying and managing material business risks, including health and life safety and cyber risks
- the Group's sustainability strategy and objectives, specifically in relation to community and environmental impacts.

The Board and the Risk and Sustainability Committee are supported by the Executive Risk Management Committee, executive leadership team and a dedicated risk function, to promote understanding and management of risk across all teams. Independent assurance is provided by Business Review and Audit.

The Risk and Sustainability Committee at least annually reviews and assesses the Group's corporate risk profile including the corporate material risks, key controls, risk appetite and risk tolerances, to confirm the business operates within the risk appetite and strategy of the Group as set by the Board.

The Committee also reviews and makes recommendations to the Board in relation to the Group's Responsible Business Report.

The Board receives regular reports from management and the 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.

The Risk and Sustainability Committee also reviews the Group's processes for assessing material exposure to environmental risks, including economic risks associated with climate change, or social risks, and the processes in place to manage those risks.

Key risks, our approach to them and how we mitigate their impact are outlined in our 2024 Annual Report.

Risk management and assurance

ASRS implementation

During the year we developed a plan to support the implementation of the mandatory Australian Sustainability Reporting Standards, also known as AASB S2.

The implementation of our Australian Sustainability Reporting Standards Implementation Plan is progressing well and we are on track to meet our reporting obligations for the financial year ending 31 December 2025.

Executive Risk Management Committee

The purpose of the Executive Risk Management Committee is to assist and support the Board and the Risk and Sustainability Committee in oversight of the Group's systems of risk management and internal control.

Membership of the Executive Risk Management Committee comprises the CEO and the senior leadership team.

Additional controls and risk oversight are provided by executive working groups including life safety and security, cyber, privacy and data governance. Risks and controls related to the delivery of our responsible business strategy are overseen by the executive leadership team.

Assurance

Audit and Finance Committee

The primary role of the Audit and Finance Committee is to oversee and monitor the integrity of financial reporting of the listed entities within the Group, and the effectiveness of the Group's financial internal control environment.

All members of the Committee must be financially literate and at least one member must have significant financial and/or accounting experience.

The Audit and Finance Committee also monitors the internal and external audit functions and key legal, regulatory or accounting standard developments related to financial reporting.

Internal Audit Function

The internal audit function (Business Review and Audit) is overseen by the Audit and Finance Committee. The internal audit function provides independent assurance. Reports are provided on a regular basis as to the adequacy and effectiveness of the internal audit function. The Committee has unrestricted access to the Director, Risk and Internal Audit without management being present.

External Audit Function

Our external auditor is Ernst & Young (EY). The lead audit partner is required to rotate after five years. The Audit and Finance Committee has unrestricted access to the external auditor.

The Audit and Finance Committee meets with the external auditor at least twice a year without management being present to discuss any matters that the auditor may wish to raise directly with the Audit and Finance Committee.

The Chair of the Audit and Finance Committee also meets with the external auditors periodically during the year.

Charter of Audit Independence

The Charter of Audit Independence is designed to require that the external auditor carries out the statutory audit function in a manner which is, at all times, independent of the Group.

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

Assurances from the CEO and CFO

The CEO and CFO provide written declarations to the Board in accordance with section 295A of the *Corporations Act 2001*, and recommendation 4.2 of the Principles and Recommendations.

The declarations include assurance regarding the maintenance and integrity of the financial statements and compliance with accounting standards, that the declarations are founded on a sound system of financial risk management and internal compliance and control that 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 CEO and CFO declarations are supported by confirmations by senior executives as to the effectiveness of the Group's internal control and risk management systems and management of material risks.

Verification of periodic corporate reports

The Group's external auditor audits or, in the case of the half-year, reviews, the Group's financial reports in accordance with the accounting standards.

Management verifies other periodic corporate reports.

The verification processes involve a management and operational review and include cross checking statements, information and data to original source reports.

All documents released to the market are subject to final sign off and approval by relevant senior executives and, as required, the Board or a Disclosure Committee of the Board prior to release.

— Engaging with our securityholders and investors

Primary governance documents

Continuous Disclosure and Communications Policy

Security Trading Policy

Continuous Disclosure and Communications Policy

We are committed to providing securityholders with comprehensive, timely and equal access to information about our activities to enable them to make informed investment decisions.

Our Continuous Disclosure and Communications Policy underlines our commitment to providing securityholders and the market with high quality, relevant and accurate information regarding the Group's activities in a timely manner and that investors are able to trade in Scentre Group securities in a market that is efficient, competitive and informed.

Our policy includes a vetting and authorisation process to verify that all disclosures are factual, do not omit material matters and are expressed in a clear and objective manner.

The policy also outlines how we identify and disseminate information to securityholders and the market generally.

The Group also has a Security Trading Policy that imposes "black-out" periods during the year, sets out restrictions on dealing in Scentre Group securities and Trust units by Directors and all employees, clearance requirements and procedures to reduce the risk of insider trading.

Material market announcements

The Board (or a delegated committee of the Board) approves all material ASX announcements prior to release to the market. These announcements are sent to the Board promptly after they have been made.

New and substantive investor or analyst presentations

As part of our commitment to facilitate an efficient and informed market in Scentre Group securities, all new and substantive investor and analyst presentations will be released to the market before the presentation.

Corporate website

We monitor and continue to utilise a range of communication approaches including direct communications with securityholders, publication of all relevant company information in the Investors section of scentregroup.com, as well as access to market briefings via webcasting and teleconferencing facilities.

Our corporate website forms a key part of our communication platform to securityholders and the broader investment community.

Our website contains an overview of the Group, our structure, history and biographies of our Directors.

It also includes a Corporate Governance section which contains the corporate governance policies and codes referred to in this statement.

The Investors section of our website contains all ASX announcements including annual and half-year reports, investor presentations and operational updates. The Investors section also includes information about our strategy and securityholder information including distributions, security price information, registry contact details and a key dates calendar.

Investor relations program

We have developed an investor relations program for engaging with securityholders, debt investors, and the broader investment community. The aim of this program is for investors and other stakeholders to understand our business, financial performance and prospects as well as our governance structure.

Our engagement program includes Board engagement with our securityholders and proxy advisers.

Engaging with our securityholders and investors

Annual General Meeting

Our 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 may appoint proxies to represent them at the meeting.

Securityholders are also invited to submit questions in advance of the meeting.

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

More information about how securityholders can participate in the AGM is set out in the notice of meeting for our AGM.

Copies of the addresses delivered by the Chair and CEO to the AGMs are released to the ASX and posted to our 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 website as soon as they are available following completion of the AGM. These announcements are archived and searchable on the corporate website.

The Group's 2025 AGM will be held on 9 April 2025. Securityholders can attend the meeting at the Wesley Conference Centre, 220 Pitt Street, Sydney, or participate online, including being able to ask questions and vote. The meeting will commence at 10:00am AEST.

Resolutions by poll

All resolutions at the Group's AGM are determined by way of a poll.

Electronic communications

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

Our registry, Computershare Investor Services, provides securityholders with the option to update their details electronically via their website.

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)

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New Zealand Office

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Secretaries

Maureen T McGrath Paul F Giugni

Auditor

Ernst & Young 200 George Street Sydney NSW 2000

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Telephone: +61 2 9358 7877 Facsimile: +61 2 9358 7881

E-mail: investor@scentregroup.com Website: scentregroup.com/investors

Principal Share Registry

Computershare Investor Services Pty Limited 6 Hope Street Ermington NSW 2115

GPO Box 2975 Melbourne VIC 3001

Telephone: +61 3 9946 4471

Toll Free: 1300 730 458 (Australia Only)

Facsimile: +61 3 9473 2500

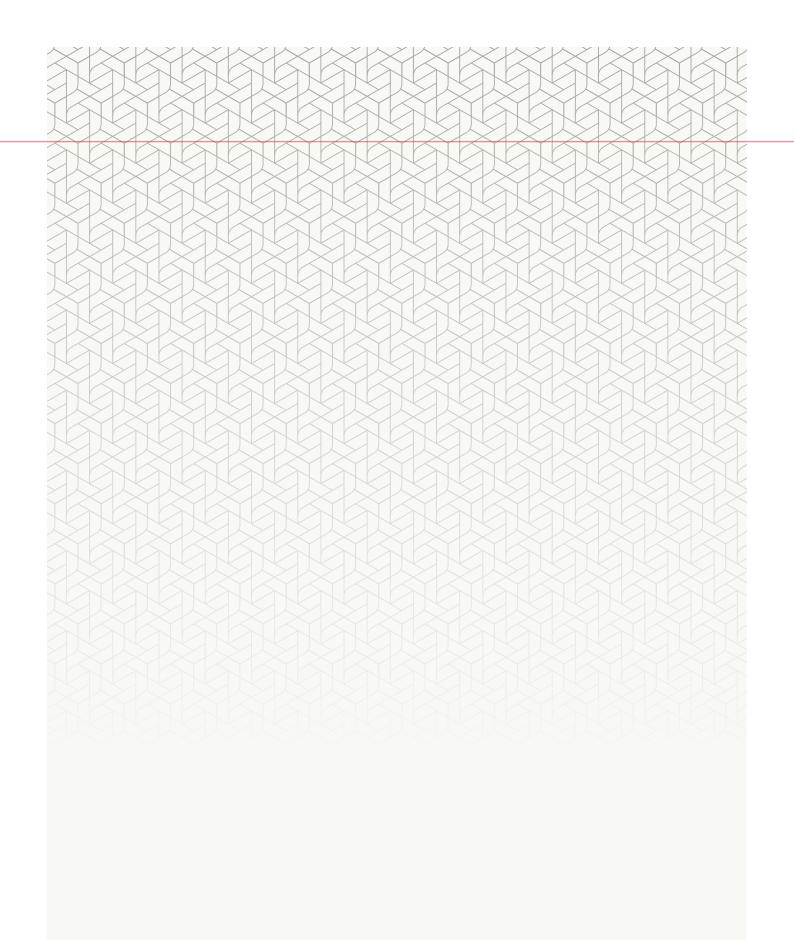
Contact: www.investorcentre.com/contact Website: www.computershare.com

Listing

Australian Securities Exchange - SCG

Website

scentregroup.com



SCENTRE GROUP

scentregroup.com