

# SCENTRE GROUP

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

## Scentre Group Trust 1 Annual Financial Report 31 December 2016

Scentre Management Limited ABN 41 001 670 579  
AFSL No. 230329 as responsible entity of  
Scentre Group Trust 1 ARSN 090 849 746

## Scentre Group Trust 2 Annual Financial Report 31 December 2016

RE1 Limited ABN 80 145 743 862  
AFSL No. 380202 as responsible entity of  
Scentre Group Trust 2 ARSN 146 934 536

## Scentre Group Trust 3 Annual Financial Report 31 December 2016

RE2 Limited ABN 41 145 744 065  
AFSL No. 380203 as responsible entity of  
Scentre Group Trust 3 ARSN 146 934 652

# 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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## **Secretaries**

Maureen T McGrath  
Paul F Giugni

## **Auditor**

Ernst & Young  
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Sydney NSW 2000

## **Investor Information**

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Melbourne VIC 3001  
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Enquiries: 1300 730 458  
Facsimile: +61 3 9473 2500  
E-mail: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
Website: [www.computershare.com](http://www.computershare.com)

## **ADR Registry**

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

## **Listing**

Australian Securities Exchange – SCG

## **Website**

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

# Annual Financial Report

## SCENTRE GROUP TRUST 1

For the Financial Year ended 31 December 2016

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# Income Statement

FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>Revenue</b>			
Property revenue		577.3	582.8
		<b>577.3</b>	582.8
<b>Share of after tax profits of equity accounted entities</b>			
Property revenue		546.9	565.8
Property revaluations		447.0	363.2
Property expenses, outgoings and other costs		(146.0)	(151.0)
Gain in respect of capital transactions		–	0.4
Net interest income/(expense)		(0.1)	0.8
Tax benefit		6.5	11.5
	5(a)	<b>854.3</b>	790.7
<b>Expenses</b>			
Property expenses, outgoings and other costs		(146.8)	(152.8)
Overheads		(12.9)	(13.0)
		<b>(159.7)</b>	(165.8)
Interest income	10(a)	43.4	31.4
Currency gain	9	47.0	60.6
Financing costs	10(b)	(328.1)	(568.2)
Gain in respect of capital transactions	11	18.8	11.3
Property revaluations		380.6	396.6
<b>Profit before tax</b>		<b>1,433.6</b>	1,139.4
Tax expense	6	–	–
<b>Profit after tax for the period</b>		<b>1,433.6</b>	1,139.4
<b>Profit after tax for the period attributable to:</b>			
– Members of Scentre Group Trust 1		1,402.6	1,117.5
– External non controlling interests		31.0	21.9
<b>Profit after tax for the period</b>		<b>1,433.6</b>	1,139.4
		<b>cents</b>	cents
<b>Basic earnings per unit</b>	8(a)	<b>26.34</b>	20.99
<b>Diluted earnings per unit</b>	8(a)	<b>26.34</b>	20.99

# Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$million	31 Dec 15 \$million
<b>Profit after tax for the period</b>	<b>1,433.6</b>	1,139.4
<b>Other comprehensive income</b>		
<i>Movement in foreign currency translation reserve<sup>0</sup></i>		
– Realised and unrealised differences on the translation of investment in foreign operations, currency loans and asset hedging derivatives which qualify for hedge accounting	4.6	(6.1)
– Accumulated exchange differences transferred from foreign currency translation reserve on realisation of net investment in foreign operations	(19.3)	(85.7)
<b>Total comprehensive income for the period</b>	<b>1,418.9</b>	1,047.6
<b>Total comprehensive income attributable to:</b>		
– Members of Scentre Group Trust 1	1,387.9	1,025.7
– External non controlling interests	31.0	21.9
<b>Total comprehensive income for the period</b>	<b>1,418.9</b>	1,047.6

<sup>0</sup> This may be subsequently transferred to the profit and loss. In relation to the foreign currency translation reserve, the portion relating to the foreign operations may be transferred to the profit and loss depending on how the foreign operations are sold.

# Balance Sheet

AS AT 31 DECEMBER 2016

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>Current assets</b>			
Cash and cash equivalents	12(a)	11.0	12.1
Trade debtors		1.1	1.0
Derivative assets	17(a)	–	0.3
Receivables	13	1,677.3	1,114.8
Other current assets		15.8	16.0
<b>Total current assets</b>		<b>1,705.2</b>	<b>1,144.2</b>
<b>Non current assets</b>			
Investment properties	3	8,525.4	8,037.0
Equity accounted investments	5(b)	7,839.5	7,417.9
Derivative assets	17(a)	677.0	687.5
Other non current assets		38.5	43.2
<b>Total non current assets</b>		<b>17,080.4</b>	<b>16,185.6</b>
<b>Total assets</b>		<b>18,785.6</b>	<b>17,329.8</b>
<b>Current liabilities</b>			
Trade creditors		55.7	52.9
Payables and other creditors	14	1,250.5	1,292.0
Interest bearing liabilities	15	204.4	291.2
Other financial liabilities	16	416.6	1,154.9
Derivative liabilities	17(b)	8.8	9.8
<b>Total current liabilities</b>		<b>1,936.0</b>	<b>2,800.8</b>
<b>Non current liabilities</b>			
Interest bearing liabilities	15	8,496.4	7,886.7
Other financial liabilities	16	595.9	–
Derivative liabilities	17(b)	317.3	172.8
<b>Total non current liabilities</b>		<b>9,409.6</b>	<b>8,059.5</b>
<b>Total liabilities</b>		<b>11,345.6</b>	<b>10,860.3</b>
<b>Net assets</b>		<b>7,440.0</b>	<b>6,469.5</b>
<b>Equity attributable to members of Scentre Group Trust 1</b>			
Contributed equity	18(b)	1,658.1	1,658.1
Reserves	19	27.2	41.9
Retained profits	20	5,487.5	4,502.9
<b>Total equity attributable to members of Scentre Group Trust 1</b>		<b>7,172.8</b>	<b>6,202.9</b>
<b>Equity attributable to external non controlling interests</b>			
Contributed equity		88.3	94.0
Retained profits		178.9	172.6
<b>Total equity attributable to external non controlling interests</b>		<b>267.2</b>	<b>266.6</b>
<b>Total equity</b>		<b>7,440.0</b>	<b>6,469.5</b>

# Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2016

	Contributed Equity \$million	Reserves \$million	Retained Profits \$million	31 Dec 16 Total \$million	Contributed Equity \$million	Reserves \$million	Retained Profits \$million	31 Dec 15 Total \$million
<b>Changes in equity attributable to members of Scentre Group Trust 1</b>								
Balance at the beginning of the period	1,658.1	41.9	4,502.9	<b>6,202.9</b>	1,658.1	133.7	3,760.7	5,552.5
– Profit after tax for the period <sup>(i)</sup>	–	–	1,402.6	<b>1,402.6</b>	–	–	1,117.5	1,117.5
– Other comprehensive income <sup>(ii)</sup>	–	(14.7)	–	<b>(14.7)</b>	–	(91.8)	–	(91.8)
Transactions with owners in their capacity as owners:								
– Distribution paid or provided for	–	–	(418.0)	<b>(418.0)</b>	–	–	(375.3)	(375.3)
<b>Closing balance of equity attributable to members of Scentre Group Trust 1</b>	<b>1,658.1</b>	<b>27.2</b>	<b>5,487.5</b>	<b>7,172.8</b>	<b>1,658.1</b>	<b>41.9</b>	<b>4,502.9</b>	<b>6,202.9</b>
<b>Changes in equity attributable to external non controlling interests</b>								
Balance at the beginning of the period	94.0	–	172.6	<b>266.6</b>	94.0	–	163.9	257.9
Profit after tax for the period attributable to external non controlling interests <sup>(i)</sup>	–	–	31.0	<b>31.0</b>	–	–	21.9	21.9
Distribution paid or provided for	–	–	(13.4)	<b>(13.4)</b>	–	–	(13.2)	(13.2)
Decrease in external non controlling interests	(5.7)	–	(11.3)	<b>(17.0)</b>	–	–	–	–
<b>Closing balance of equity attributable to external non controlling interests</b>	<b>88.3</b>	<b>–</b>	<b>178.9</b>	<b>267.2</b>	<b>94.0</b>	<b>–</b>	<b>172.6</b>	<b>266.6</b>
<b>Total equity</b>	<b>1,746.4</b>	<b>27.2</b>	<b>5,666.4</b>	<b>7,440.0</b>	<b>1,752.1</b>	<b>41.9</b>	<b>4,675.5</b>	<b>6,469.5</b>

<sup>(i)</sup> Total comprehensive income for the period amounts to a gain of \$1,418.9 million (31 December 2015: \$1,047.6 million).

<sup>(ii)</sup> Movement in reserves attributable to members of Scentre Group Trust 1 comprises realised and unrealised differences on the translation of investment in foreign operations, currency loans and asset hedging derivatives which qualify for hedge accounting of \$4.6 million (31 December 2015: -\$6.1 million) and accumulated exchange differences transferred from foreign currency translation reserve on realisation of net investment in foreign operations of \$19.3 million (31 December 2015: \$85.7 million).

# Cash Flow Statement

FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>Cash flows from operating activities</b>			
Receipts in the course of operations (including Goods and Services Tax (GST))		650.1	655.9
Payments in the course of operations (including GST)		(169.0)	(173.2)
Distributions received from equity accounted investments		460.5	505.3
GST paid		(47.7)	(45.8)
Payments of financing costs (excluding interest capitalised)		(409.0)	(383.0)
Interest received		39.9	6.1
<b>Net cash flows from operating activities</b>	12(b)	<b>524.8</b>	565.3
<b>Cash flows from investing activities</b>			
Capital expenditure on property investments		(238.9)	(147.1)
Proceeds from the disposition of property investments		–	337.5
Acquisition of property investments		(8.5)	–
Acquisition of securities		(16.9)	–
Net inflows/(outflows) from investments in and loans to equity accounted entities		(17.6)	350.1
Financing costs capitalised to qualifying development projects and construction in progress		(9.9)	(6.8)
Settlement of asset hedging currency derivatives		(4.1)	–
<b>Net cash flows from/(used in) investing activities</b>		<b>(295.9)</b>	533.7
<b>Cash flows used in financing activities</b>			
Net proceeds from interest bearing liabilities		883.7	1,004.2
Repayment of other financial liabilities		(161.5)	(279.7)
Net loans advanced to related entities		(520.6)	(1,438.1)
Distributions paid		(418.0)	(375.4)
Distributions paid by controlled entities to external non controlling interests		(13.6)	(12.2)
<b>Net cash flows used in financing activities</b>		<b>(230.0)</b>	(1,101.2)
Net decrease in cash and cash equivalents held		(1.1)	(2.2)
Add opening cash and cash equivalents brought forward		12.1	14.3
<b>Cash and cash equivalents at the end of the period<sup>(i)</sup></b>	12(a)	<b>11.0</b>	12.1

<sup>(i)</sup> Cash and cash equivalents comprises cash \$11.0 million (31 December 2015: \$12.1 million) net of bank overdraft of nil (31 December 2015: nil).



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# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 1 BASIS OF PREPARATION OF THE FINANCIAL REPORT

### (a) Corporate information

This financial report of Scentre Group Trust 1 (SGT1) and its controlled entities (collectively the Trust) for the year ended 31 December 2016 was approved in accordance with a resolution of the Board of Directors of Scentre Management Limited as Responsible Entity of SGT1.

The nature of the operations and principal activities of the Trust are described in the Directors' Report.

### (b) Accounting for the Trust

The Trust is part of Scentre Group which is a stapled entity comprising Scentre Group Limited (SGL), SGT1, Scentre Group Trust 2 (SGT2), Scentre Group Trust 3 (SGT3) and their respective controlled entities. Scentre Group was established on 30 June 2014. The securities of each of SGL, SGT1, SGT2 and SGT3 are stapled and trade as one security on the Australian Securities Exchange (ASX) under the code SCG. The stapled securities of SGL, SGT1, SGT2 and SGT3 cannot be traded separately. The stapling transaction is referred to as the "Merger".

### (c) Statement of Compliance

This financial report complies with Australian Accounting Standards and International Financial Reporting Standards issued by the International Accounting Standards Board. The accounting policies adopted are consistent with those of the previous financial year except that the Trust has adopted the following new or amended standards which became applicable on 1 January 2016.

- AASB 2014-3 Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations;
- AASB 2015-1 Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle;
- AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101; and
- AASB 2015-3 Amendments to Australian Accounting Standards arising from the withdrawal of AASB 1031 Materiality.

The adoption of these amended standards has no material impact on the financial statements of the Trust.

Certain Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet effective and have not been adopted by the Trust for the year ended 31 December 2016. The impact of these new standards (to the extent relevant to the Trust) and interpretations is as follows:

- AASB 9 Financial Instruments (effective from 1 January 2018)

This standard includes requirements to improve and simplify the approach for classification and measurement, impairment and hedge accounting of financial instruments compared with the requirements of AASB 139 Financial Instruments: Recognition and Measurement. The Trust is currently assessing the impact of this standard on the financial statements which is expected to be immaterial.

- IFRS 15 Revenue from Contracts with Customers (effective from 1 January 2018)

This standard determines the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. This standard is not expected to have a significant impact on the financial statements on application.

- AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective from 1 January 2018)

This standard amends AASB 10 – Consolidated Financial Statements and AASB 128 – Investments in Associates and Joint Ventures to address an inconsistency between the requirements of AASB 10 and AASB 128 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. This standard is not expected to have an impact on the financial statements on application.

- IFRS 16 Leases (effective from 1 January 2019)

This standard contains requirements about lease classification and recognition, measurement and presentation and disclosures of leases for lessees and lessors. This standard is not expected to have a significant impact on the financial statements on application.

### (d) Basis of Accounting

This financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001 (Cth), Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. This financial report has also been prepared on a historical cost basis, except for investment properties, investment properties within equity accounted investments, derivative financial instruments, financial assets at fair value through profit and loss and other financial liabilities. The carrying values of recognised assets and liabilities that are hedged with fair value hedges and are otherwise carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged.

This financial report is presented in Australian dollars.

### (e) Significant accounting judgements, estimates and assumptions

The preparation of the financial report requires management to make judgements, estimates and assumptions. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements, in particular, Note 28: Other significant accounting policies, Note 3: Investment Properties, Note 4: Details of shopping centre investments and Note 27: Fair value of financial assets and liabilities. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the Trust's financial results or the financial position in future periods.

### (f) Comparative information

Where applicable, certain comparative figures are restated in order to comply with the current period's presentation of the financial statements.

### (g) Rounding

In accordance with ASIC Corporations (Rounding in Financial/ Directors' Reports) Instrument 2016/191, the amounts shown in this financial report have been rounded to the nearest tenth of a million dollars, unless otherwise indicated. Amounts shown as 0.0 represent amounts less than \$50,000 that have been rounded down.

## NOTE 2 SEGMENT REPORTING

### Geographic segments

The Trust has investments in a portfolio of shopping centres across Australia and New Zealand.

The Trust's segment income and expenses as well as the details of segment assets and liabilities have been prepared on a proportionate format on a geographic basis. The proportionate format presents the net income from and net assets in equity accounted properties on a gross format whereby the underlying components of net income and net assets are disclosed separately as revenues and expenses, assets and liabilities.

The proportionate format is used by management in assessing and understanding the performance and results of operations of the Trust as it allows management to observe and analyse revenue and expense results and trends on a portfolio-wide basis. Management of the Trust considers given that the assets underlying both the consolidated and the equity accounted components of the statutory income statement are similar (that is, Australian and New Zealand shopping centres), all centres are under common management and therefore the drivers of their results are similar, the proportionate format provides a more useful way to understand the performance of the portfolio as a whole than the statutory format.

The following segment information comprises the earnings of the Trust's Australian and New Zealand operations.

#### (a) Income and expenses

	Australia \$million	New Zealand \$million	31 Dec 16 \$million	Australia \$million	New Zealand \$million	31 Dec 15 \$million
Shopping centre base rent and other property income	1,076.8	77.7	1,154.5	1,072.4	104.4	1,176.8
Amortisation of tenant allowances	(29.4)	(0.9)	(30.3)	(27.2)	(1.0)	(28.2)
<b>Property revenue</b>	<b>1,047.4</b>	<b>76.8</b>	<b>1,124.2</b>	1,045.2	103.4	1,148.6
<b>Expenses</b>						
Property expenses, outgoings and other costs	(270.3)	(22.5)	(292.8)	(273.6)	(30.2)	(303.8)
<b>Segment result</b>	<b>777.1</b>	<b>54.3</b>	<b>831.4</b>	771.6	73.2	844.8
Overheads			(12.9)			(13.0)
Interest income			44.0			32.7
Currency gain			47.0			60.6
Financing costs			(328.8)			(568.7)
Gain in respect of capital transactions			18.8			11.7
Property revaluations			827.6			759.8
Tax benefit – current			(11.3)			(13.7)
Tax benefit – deferred			17.8			25.2
External non controlling interests			(31.0)			(21.9)
<b>Net profit attributable to members of SGT1<sup>(a)</sup></b>			<b>1,402.6</b>			1,117.5

<sup>(a)</sup> Net profit attributable to members of SGT1 was \$1,402.6 million (31 December 2015: \$1,117.5 million). Net profit after tax for the period which includes profit attributable to external non controlling interests of \$31.0 million (31 December 2015: \$21.9 million) was \$1,433.6 million (31 December 2015: \$1,139.4 million).

#### (b) Assets and liabilities

	Australia \$million	New Zealand \$million	31 Dec 16 \$million	Australia \$million	New Zealand \$million	31 Dec 15 \$million
Total segment assets	18,325.9	676.4	19,002.3	16,754.1	833.5	17,587.6
Total segment liabilities	11,258.1	304.2	11,562.3	10,741.7	376.4	11,118.1
Total segment net assets	7,067.8	372.2	7,440.0	6,012.4	457.1	6,469.5
Equity accounted investments included in segment assets	7,380.4	675.8	8,056.2	6,842.6	833.1	7,675.7
Equity accounted investments included in segment liabilities	117.9	98.8	216.7	131.9	125.9	257.8
Additions to segment non current assets during the year	326.7	6.8	333.5	296.2	10.3	306.5

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 2 SEGMENT REPORTING (CONTINUED)

### (c) Reconciliation of segment results

The Trust's segment income and expenses as well as the details of segment assets and liabilities have been prepared on a proportionate format. The composition of the Trust's consolidated and equity accounted details are provided below:

	Consolidated \$million	Equity Accounted \$million	31 Dec 16 \$million	Consolidated \$million	Equity Accounted \$million	31 Dec 15 \$million
Property revenue	577.3	546.9	1,124.2	582.8	565.8	1,148.6
Property expenses, outgoings and other costs	(146.8)	(146.0)	(292.8)	(152.8)	(151.0)	(303.8)
<b>Segment result</b>	<b>430.5</b>	<b>400.9</b>	<b>831.4</b>	430.0	414.8	844.8
Overheads	(12.9)	–	(12.9)	(13.0)	–	(13.0)
Interest income	43.4	0.6	44.0	31.4	1.3	32.7
Currency gain	47.0	–	47.0	60.6	–	60.6
Financing costs	(328.1)	(0.7)	(328.8)	(568.2)	(0.5)	(568.7)
Gain in respect of capital transactions	18.8	–	18.8	11.3	0.4	11.7
Property revaluations	380.6	447.0	827.6	396.6	363.2	759.8
Tax benefit – current	–	(11.3)	(11.3)	–	(13.7)	(13.7)
Tax benefit – deferred	–	17.8	17.8	–	25.2	25.2
External non controlling interests	(31.0)	–	(31.0)	(21.9)	–	(21.9)
<b>Net profit attributable to members of SGT1</b>	<b>548.3</b>	<b>854.3</b>	<b>1,402.6</b>	326.8	790.7	1,117.5
Cash and cash equivalents	11.0	12.7	23.7	12.1	13.9	26.0
Trade debtors and receivables	1,678.4	15.1	1,693.5	1,115.8	18.2	1,134.0
Shopping centre investments	8,329.5	7,949.8	16,279.3	7,852.7	7,540.6	15,393.3
Development projects and construction in progress	195.9	76.2	272.1	184.3	100.4	284.7
Other assets	731.3	2.4	733.7	747.0	2.6	749.6
<b>Total assets</b>	<b>10,946.1</b>	<b>8,056.2</b>	<b>19,002.3</b>	9,911.9	7,675.7	17,587.6
Interest bearing liabilities	8,700.8	16.3	8,717.1	8,177.9	16.1	8,194.0
Other financial liabilities	1,012.5	–	1,012.5	1,154.9	–	1,154.9
Deferred tax liabilities	–	61.7	61.7	–	82.8	82.8
Other liabilities	1,632.3	138.7	1,771.0	1,527.5	158.9	1,686.4
<b>Total liabilities</b>	<b>11,345.6</b>	<b>216.7</b>	<b>11,562.3</b>	10,860.3	257.8	11,118.1
<b>Net assets</b>	<b>(399.5)</b>	<b>7,839.5</b>	<b>7,440.0</b>	(948.4)	7,417.9	6,469.5

### Accounting Policies

#### Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Trust and can be reliably measured. Rental income from investment properties is accounted for on a straight line basis over the lease term. Contingent rental income is recognised as income in the period in which it is earned. If not received at balance date, revenue is reflected in the balance sheet as a receivable and carried at its recoverable amount. Recoveries from tenants are recognised as income in the year the applicable costs are accrued.

Certain tenant allowances that are classified as lease incentives are recorded as part of investment properties and amortised over the term of the lease. The amortisation is recorded against property revenue.

Revenue is recognised from the sale of properties when the significant risks and rewards have transferred to the buyer. This will normally take place on unconditional exchange of contracts except where payment or completion is expected to occur significantly after exchange. For conditional exchanges, sales are recognised when these conditions are satisfied.

All other revenues are recognised on an accruals basis.

#### Expenses

Expenses are brought to account on an accruals basis.

Note	31 Dec 16 \$million	31 Dec 15 \$million
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### NOTE 3 INVESTMENT PROPERTIES

#### Non current

Shopping centre investments	4	8,329.5	7,852.7
Development projects and construction in progress		195.9	184.3
		<b>8,525.4</b>	<b>8,037.0</b>

#### Movement in total investment properties

Balance at the beginning of the year		8,037.0	7,814.7
Acquisition of properties		8.5	–
Disposal of properties		(91.3)	(322.0)
Redevelopment costs		190.6	147.7
Net revaluation increment		380.6	396.6
Balance at the end of the year <sup>(i)</sup>		<b>8,525.4</b>	<b>8,037.0</b>

<sup>(i)</sup> The fair value of investment properties at the end of the year of \$8,525.4 million (31 December 2015: \$8,037.0 million) comprises investment properties at market value of \$8,514.7 million (31 December 2015: \$8,026.3 million) and ground leases included as finance leases of \$10.7 million (31 December 2015: \$10.7 million).

#### Accounting Policies

##### Investment properties

The Trust's investment properties include shopping centre investments, development projects and construction in progress.

##### (i) Shopping centre investments

The Trust's shopping centre investment properties represent completed centres comprising freehold and leasehold land, buildings and leasehold improvements.

Land and buildings are considered as having the function of an investment and therefore are regarded as a composite asset, the overall value of which is influenced by many factors, the most prominent being income yield, rather than by the diminution in value of the building content due to effluxion of time. Accordingly, the buildings and all components thereof, including integral plant and equipment, are not depreciated.

Initially, shopping centre investment properties are measured at cost including transaction costs. Subsequent to initial recognition, the Trust's portfolio of shopping centre investment properties are stated at fair value. Gains and losses arising from changes in the fair values of shopping centre investment properties are included in the income statement in the year in which they arise. Any gains or losses on the sale of an investment property are recognised in the income statement in the year of sale.

At each reporting date, the carrying value of the portfolio of shopping centre investment properties is assessed by the Directors and where the carrying value differs materially from the Directors' assessment of fair value, an adjustment to the carrying value is recorded as appropriate.

The Directors' assessment of fair value of each shopping centre takes into account the latest independent valuations generally prepared annually, with updates taking into account any changes in capitalisation rate, underlying income and valuations of comparable centres. In determining the fair value the capitalisation of net income method and the discounting of future cash flows to their present value have been used which are based upon assumptions and judgements in relation to future rental income, capitalisation rate and make reference to market evidence of transaction prices for similar properties.

##### (ii) Development projects and construction in progress

The Trust's development projects and construction in progress include costs incurred for the current and future redevelopment and expansion of new and existing shopping centre investments. Development projects and construction in progress include capitalised construction and development costs, payments and advances to contractors and where applicable, borrowing costs incurred on qualifying developments.

The Directors' assessment of fair value of each development project and construction in progress that meets the definition of an investment property, takes into account the expected costs to complete, the stage of completion, expected underlying income and yield of the developments. From time to time, during a development, the Directors may commission an independent valuation of the development project. On completion, the development projects are reclassified to shopping centre investments and an independent valuation is obtained.

Independent valuations are conducted in accordance with guidelines set by the International Valuation Standards Committee for Australian and New Zealand properties.

It is Scentre Group's policy to appoint a number of qualified independent valuers and that no individual valuer is appointed to appraise an individual property for greater than three consecutive years. The following qualified independent valuers were appointed by Scentre Group to carry out property appraisals for the current financial year:

##### Australian shopping centres

- CBRE Valuations Pty Limited
- CIVAS (NSW) Pty Limited (Colliers International)
- CIVAS (VIC) Pty Limited (Colliers International)
- Cushman & Wakefield (NSW) Pty Ltd
- Jones Lang LaSalle Advisory Services Pty Ltd
- Knight Frank Australia Pty Ltd
- Urbis Valuations Pty Ltd

##### New Zealand shopping centres

- CBRE Limited
- Colliers International New Zealand Limited
- Jones Lang La Salle Limited

The determination of a property valuation is judgemental. The key assumptions in the valuation are the estimated capitalisation rate and net operating income. Movements in capitalisation rate for each property would result in changes to the fair value. For example, an increase in capitalisation rate would result in a decrease in the fair value of the properties while a decrease in capitalisation rate would result in an increase in the fair value of the properties.

The property capitalisation rates for the year ended 31 December 2016 range from 4.37% to 7.00%. Refer to Note 4(a) and (b) of Scentre Group's Annual Financial Report for details of property capitalisation rates by shopping centre.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 4 DETAILS OF SHOPPING CENTRE INVESTMENTS</b>		
Consolidated Australian shopping centres	8,329.5	7,852.7
Equity accounted Australian shopping centres	7,316.4	6,743.2
Equity accounted New Zealand shopping centres	633.4	797.4
	<b>16,279.3</b>	<b>15,393.3</b>

## NOTE 5 DETAILS OF EQUITY ACCOUNTED INVESTMENTS

### (a) Details of the Trust's share of equity accounted entities' net profit and comprehensive income

Property revenue	546.9	565.8
Interest income	0.6	1.3
Revenue	547.5	567.1
Property expenses, outgoing and other costs	(146.0)	(151.0)
Financing costs	(0.7)	(0.5)
Gain in respect of capital transactions	-	0.4
Expenses	(146.7)	(151.1)
Share of profit before property revaluations and tax expense of equity accounted entities	400.8	416.0
Property revaluations	447.0	363.2
Share of profit before tax of equity accounted entities	847.8	779.2
Current tax expense	(11.3)	(13.7)
Deferred tax benefit	17.8	25.2
Tax benefit	6.5	11.5
<b>Share of after tax profit of equity accounted entities</b>	<b>854.3</b>	<b>790.7</b>
Other comprehensive income <sup>(i)</sup>	11.7	(30.7)
<b>Share of total comprehensive income of equity accounted entities</b>	<b>866.0</b>	<b>760.0</b>

<sup>(i)</sup> Relates to the net exchange difference on translation of equity accounted foreign operations.

### (b) Details of the Trust's share of equity accounted entities' assets and liabilities

Cash and cash equivalents	12.7	13.9
Trade debtors and receivables	15.1	18.2
Shopping centre investments held for sale	73.6	208.6
Shopping centre investments	7,876.2	7,332.0
Development projects and construction in progress	76.2	100.4
Other assets	2.4	2.6
<b>Total assets</b>	<b>8,056.2</b>	<b>7,675.7</b>
Payables	(138.7)	(158.9)
Interest bearing liabilities – finance leases	(16.3)	(16.1)
Deferred tax liabilities	(61.7)	(82.8)
<b>Total liabilities</b>	<b>(216.7)</b>	<b>(257.8)</b>
<b>Net assets<sup>(i)</sup></b>	<b>7,839.5</b>	<b>7,417.9</b>

<sup>(i)</sup> The Trust's equity accounted investments include investments in Australia and New Zealand. The Trust's investment in its New Zealand equity accounted entities is represented by equity of \$371.3 million (31 December 2015: \$456.3 million) and long term loans of \$205.7 million (31 December 2015: \$250.9 million). Inter-entity interest charges on the loans amounted to \$7.7 million (31 December 2015: \$13.2 million).

In December 2016, Scentre Group sold WestCity in New Zealand subject to the approval of the Overseas Investment Office in New Zealand.

**NOTE 5 DETAILS OF EQUITY ACCOUNTED INVESTMENTS (CONTINUED)**

	31 Dec 16 \$million	31 Dec 15 \$million
<b>(c) Equity accounted gain in respect of capital transactions</b>		
Asset dispositions		
– proceeds from asset dispositions	211.9	597.8
– less: carrying value of assets disposed and other capital costs	(211.9)	(597.4)
Gain in respect of capital transactions	–	0.4
<b>(d) Details of the Trust's aggregate share of equity accounted entities tax benefit/(expense)</b>		
Current – underlying tax	(11.3)	(13.7)
Deferred tax benefit	17.8	25.2
	6.5	11.5

The prima facie tax on profit before tax is reconciled to the income tax expense provided in the financial statements as follows:

Profit before income tax	847.8	779.2
Less: Trust income not assessable by the Trust – tax payable by unitholders	(798.7)	(718.0)
	49.1	61.2
Prima facie tax expense at 30%	(14.7)	(18.4)
Tax rate differential on New Zealand foreign income	1.6	1.4
Deferred tax release on New Zealand capital transactions	20.3	27.9
Other items	(0.7)	0.6
Tax benefit	6.5	11.5

Name of investments	Type of equity	Balance Date	Investment property economic interest	
			31 Dec 16	31 Dec 15
<b>(e) Equity accounted entities economic interest</b>				
<b>Australian investments <sup>(i)</sup></b>				
Bondi Junction	Trust units	31 Dec	50.0%	50.0%
Chatswood	Trust units	31 Dec	50.0%	50.0%
Doncaster	Trust units	31 Dec	25.0%	25.0%
Fountain Gate	Trust units	31 Dec	50.0%	50.0%
Garden City	Trust units	31 Dec	50.0%	50.0%
Hornsby	Trust units	31 Dec	50.0%	50.0%
Knox	Trust units	31 Dec	25.0%	25.0%
Kotara	Trust units	31 Dec	50.0%	50.0%
Mount Druitt <sup>(ii)</sup>	Trust units	30 Jun	25.0%	25.0%
Southland <sup>(ii)</sup>	Trust units	30 Jun	25.0%	25.0%
Sydney Central Plaza	Trust units	31 Dec	50.0%	50.0%
Tea Tree Plaza <sup>(ii)</sup>	Trust units	30 Jun	31.3%	31.3%
Tuggerah	Trust units	31 Dec	50.0%	50.0%
Warringah Mall	Trust units	31 Dec	25.0%	25.0%
<b>New Zealand investments <sup>(i)</sup></b>				
Albany	Shares	31 Dec	25.5%	25.5%
Chartwell <sup>(iii)</sup>	Shares	31 Dec	–	50.0%
Manukau	Shares	31 Dec	25.5%	25.5%
Newmarket	Shares	31 Dec	25.5%	25.5%
Queensgate <sup>(iii)</sup>	Shares	31 Dec	–	50.0%
Riccarton	Shares	31 Dec	25.5%	25.5%
St Lukes	Shares	31 Dec	25.5%	25.5%
WestCity <sup>(iv)</sup>	Shares	31 Dec	50.0%	50.0%

<sup>(i)</sup> All equity accounted property partnerships, trusts and companies operate solely as retail property investors.

<sup>(ii)</sup> Notwithstanding that the financial year of these investments ends on 30 June, the consolidated financial statements have been prepared so as to include the accounts for a period coinciding with the financial year of the Parent Entity being 31 December.

<sup>(iii)</sup> In August 2016, Scentre Group sold its 100% interest (Trust share: 50%) in these shopping centres.

<sup>(iv)</sup> In December 2016, Scentre Group sold its 100% (Trust share: 50%) interest in this centre subject to the approval of the Overseas Investment Office in New Zealand.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 6 TAXATION</b>		
<b>Tax benefit/(expense)</b>		
Current – underlying operations	–	–
	–	–

The prima facie tax on profit before tax is reconciled to the income tax expense provided in the financial statements as follows:

Profit before income tax	1,433.6	1,139.4
Less: Trust income not taxable for the Trust – tax payable by unitholders	(1,433.6)	(1,139.4)
	–	–

## Accounting Policies

### Taxation

The Trust comprises taxable and non taxable entities. Income tax expense is only recognised in respect of taxable entities.

(i) Under current Australian income tax legislation Australian trusts forming part of the Trust are not liable to Australian income tax, including capital gains tax, provided that members are presently entitled to the income of each Australian Trust as determined in accordance with the relevant trust's constitution.

The Trust's New Zealand entities are subject to New Zealand tax on their earnings.

(ii) Deferred tax is provided on all temporary differences at balance sheet date on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply when the asset is disposed of at book value, based on tax rates (and tax laws) that have been enacted or substantially enacted at the balance sheet date. Income taxes related to items recognised directly in equity are recognised in equity and not in the income statement.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 7 DISTRIBUTIONS</b>		
<b>(a) Final distribution paid</b>		
3.45 cents per unit (31 December 2015: 4.35 cents per unit)	183.7	231.6
	183.7	231.6

Details of the full year components of distributions are provided in the Annual Tax Statements which are sent to members annually.

Interim distribution of 3.50 cents per unit was paid on 31 August 2016. Final distribution was paid on 28 February 2017. The record date for the final distribution was 5pm, 14 February 2017.

### (b) Distributions paid during the year

Distribution in respect of the 6 months to 30 June 2016	186.4	–
Distribution in respect of the 6 months to 31 December 2015	231.6	–
Distribution in respect of the 6 months to 30 June 2015	–	223.6
Distribution in respect of the 6 months to 31 December 2014	–	151.7
Total distributions paid	418.0	375.3

## NOTE 8 EARNINGS PER UNIT

### (a) Summary of earnings per unit

	cents	cents
Basic earnings per unit	26.34	20.99
Diluted earnings per unit	26.34	20.99

### (b) Income and unit data

The following reflects the income and unit data used in the calculations of basic and diluted earnings per unit:

	\$million	\$million
Earnings used in calculating basic earnings per unit <sup>0</sup>	1,402.6	1,117.5
Adjustment to earnings on options which are considered dilutive	–	–
Earnings used in calculating diluted earnings per unit	1,402.6	1,117.5

<sup>0</sup> Refer to the income statement for details of the profit after tax attributable to members of the Trust.

	No. of units	No. of units
Weighted average number of ordinary units used in calculating basic earnings per unit	5,324,296,678	5,324,296,678
Security options which are dilutive	–	–
Adjusted weighted average number of ordinary units used in calculating diluted earnings per unit	5,324,296,678	5,324,296,678



## NOTE 8 EARNINGS PER UNIT (CONTINUED)

### (c) Conversions, calls, subscription or issues after 31 December 2016

There have been no conversions to, calls of, subscriptions for, or issuance of new or potential ordinary units since the reporting date and before the completion of this report.

#### Accounting Policies

##### Earnings per unit

Basic earnings per unit is calculated as net profit attributable to members divided by the weighted average number of ordinary units. Diluted earnings per unit is calculated as net profit attributable to members adjusted for any profit recognised in the period in relation to dilutive potential ordinary units, divided by the weighted average number of ordinary units and dilutive potential ordinary units.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 9 CURRENCY GAIN/(LOSS)</b>		
Net fair value gain/(loss) and associated credit risk on currency derivatives that do not qualify for hedge accounting	27.7	(25.1)
Exchange differences (including amounts transferred from foreign currency translation reserve) on realisation of net investment in foreign operations	19.3	85.7
	47.0	60.6

#### Accounting Policies

##### Translation of foreign currency transactions

Foreign currency transactions are converted to Australian dollars at exchange rates ruling at the date of those transactions. Amounts payable and receivable in foreign currency at balance date are translated to Australian dollars at exchange rates ruling at that date. Exchange differences arising on the settlement of or on translating amounts payable or receivable in foreign currency at rates different from those at which they were translated on initial recognition, are recognised in the income statement in the period in which they arise, except where hedge accounting is applied.

Refer to Notes 17 and 19 for other items included in currency gain/(loss).

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 10 INTEREST INCOME AND FINANCING COSTS</b>		
<b>(a) Interest income</b>		
Interest income	2.1	0.8
Interest income from related entities	41.3	30.6
	43.4	31.4

### (b) Financing costs

Gross financing costs (excluding net fair value gain/(loss) on interest rate derivatives that do not qualify for hedge accounting)

– External	(233.7)	(228.9)
– Related entities	(132.3)	(131.3)
Financing costs capitalised to qualifying development projects and construction in progress	9.9	6.8
Financing costs	(356.1)	(353.4)
Net fair value gain/(loss) on interest rate derivatives that do not qualify for hedge accounting	106.2	(113.5)
Finance leases interest expense	(0.6)	(0.6)
Interest expense on other financial liabilities	(58.5)	(75.2)
Net fair value loss on other financial liabilities	(19.1)	(25.5)
	(328.1)	(568.2)

#### Accounting Policies

##### Financing costs

Financing costs include interest, amortisation of discounts or premiums relating to borrowings and other costs incurred in connection with the arrangement of borrowings. Financing costs are expensed as incurred unless they relate to a qualifying asset. A qualifying asset is an asset which generally takes more than 12 months to get ready for its intended use or sale. In these circumstances, the financing costs are capitalised to the cost of the asset. Where funds are borrowed by the Trust for the acquisition or construction of a qualifying asset, the financing costs are capitalised.

Refer to Note 17 for other items included in financing costs.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 11 GAIN IN RESPECT OF CAPITAL TRANSACTIONS</b>		
Asset dispositions		
– proceeds from asset dispositions	110.4	337.5
– less: carrying value of assets disposed and other capital costs	(91.6)	(326.2)
Gain in respect of capital transactions	18.8	11.3

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 12 CASH AND CASH EQUIVALENTS</b>		
<b>(a) Components of cash and cash equivalents</b>		
Cash	11.0	12.1
Bank overdrafts	–	–
<b>Total cash and cash equivalents</b>	<b>11.0</b>	<b>12.1</b>
<b>(b) Reconciliation of profit after tax to net cash flows from operating activities</b>		
Profit after tax	1,433.6	1,139.4
Property revaluations	(380.6)	(396.6)
Share of equity accounted profit in excess of distributions received	(384.8)	(272.8)
Net fair value gain/(loss) and associated credit risk on currency derivatives	(27.7)	25.1
Exchange differences (including amounts transferred from foreign currency translation reserve) on realisation of net investment in foreign operations	(19.3)	(85.7)
Net fair value loss/(gain) on interest rate derivatives that do not qualify for hedge accounting	(106.2)	113.5
Net fair value loss on other financial liabilities	19.1	25.5
Gain in respect of capital transactions	(18.8)	(11.3)
Decrease in working capital attributable to operating activities	9.5	28.2
<b>Net cash flows from operating activities</b>	<b>524.8</b>	<b>565.3</b>

## Accounting Policies

### Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short term deposits with an original maturity of 90 days or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and at bank, short term money market deposits and bank accepted bills of exchange readily converted to cash, net of bank overdrafts and short term loans. Bank overdrafts are carried at the principal amount.

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 13 RECEIVABLES</b>			
<b>Current</b>			
Interest bearing loan receivables from related entities	35(b)	1,469.3	1,029.2
Sundry debtors		208.0	85.6
		<b>1,677.3</b>	<b>1,114.8</b>

## Accounting Policies

### Receivables

Trade and sundry debtors are carried at amortised cost, less provision for doubtful debts, and are usually due within 30 days. Collectability of trade and sundry debtors is reviewed on an ongoing basis. Individual debts that are determined to be uncollectible are written off when identified. An impairment provision for doubtful debts is recognised when there is evidence that the Trust will not be able to collect the receivable. Interest bearing loan receivables from related entities are carried at amortised cost, are callable on demand and therefore classified as a current asset.

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 14 PAYABLES AND OTHER CREDITORS</b>			
<b>Current</b>			
Payables and other creditors		272.1	313.6
Non interest bearing loan payable to related entities	35(b)	978.4	978.4
		<b>1,250.5</b>	<b>1,292.0</b>

## Accounting Policies

### Payables and other creditors

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Trust prior to the end of the financial year that are unpaid and arise when the Trust becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 60 days. Loan payables to related entities are carried at amortised cost, are callable on demand and therefore classified as a current liability.

Note **31 Dec 16** 31 Dec 15  
\$million \$million

## NOTE 15 INTEREST BEARING LIABILITIES

### Current

#### Unsecured

Loan payables to related entities	35(b)	<b>204.3</b>	285.1
Bank loans – uncommitted facility <sup>(i)</sup>		–	6.0
Finance leases		<b>0.1</b>	0.1
		<b>204.4</b>	291.2

#### Non current

#### Unsecured

Bank loans <sup>(ii)</sup>			
– A\$ denominated		<b>175.0</b>	35.0
Notes payable			
– US\$ denominated <sup>(iii)</sup>		<b>3,260.3</b>	3,225.4
– £ denominated <sup>(iv)</sup>		<b>1,369.6</b>	1,618.1
– € denominated <sup>(v)</sup>		<b>3,063.9</b>	2,385.6
– A\$ denominated <sup>(vi)</sup>		<b>400.0</b>	400.0
Finance leases		<b>10.6</b>	10.6

#### Secured

Bank loans and mortgages <sup>(vii)</sup>			
– A\$ denominated		<b>217.0</b>	212.0
		<b>8,496.4</b>	7,886.7

<b>Total interest bearing liabilities</b>		<b>8,700.8</b>	8,177.9
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The maturity profile in respect of current and non current interest bearing liabilities is set out below:

Due within one year		<b>204.4</b>	291.2
Due between one year and five years		<b>3,985.6</b>	2,767.8
Due after five years		<b>4,510.8</b>	5,118.9
		<b>8,700.8</b>	8,177.9

<sup>(i)</sup> Drawings on the Trust's uncommitted facility may be refinanced by the Trust's non-current unsecured bank loan facilities.

<sup>(ii)</sup> These instruments are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

<sup>(iii)</sup> Notes payable – US\$

Guaranteed Senior Notes of US\$2,350.0 million were on issue in the US 144A bond market by Scentre Group. The issues comprised US\$750.0 million, US\$500.0 million, US\$600.0 million and US\$500.0 million of fixed rate notes maturing 2019, 2021, 2025 and 2025 respectively. The Trust was assigned US\$2,350.0 million. These notes are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

<sup>(iv)</sup> Notes payable – £

Guaranteed Notes of £800.0 million were on issue in the European bond market by Scentre Group. The issues comprised £400.0 million of fixed rate notes maturing in 2022 and £400.0 million of fixed rate notes maturing in 2026. The Trust was assigned £800.0 million. These notes are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

<sup>(v)</sup> Notes payable – €

Guaranteed Notes of €2,600.0 million were on issue in the European bond market by Scentre Group. The issues comprised €600.0 million, €500.0 million, €500.0 million and €600.0 million of fixed rate notes maturing 2020, 2023, 2023 and 2024 respectively and €400.0 million of floating rate notes maturing 2018. The Trust was assigned €2,100.0 million comprising €600.0 million of fixed rate notes maturing in 2020, €500.0 million of fixed rate notes maturing in 2023, €600.0 million of fixed rate notes maturing in 2024 and €400.0 million of floating rate notes maturing in 2018. These notes are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

<sup>(vi)</sup> Notes payable – A\$

Guaranteed Notes of A\$580.0 million were on issue in the Australian bond market by Scentre Group. The issues comprised \$150.0 million, \$400.0 million and \$30.0 million of fixed rate notes maturing 2019, 2021 and 2022 respectively. The Trust was assigned \$400.0 million of fixed rate notes maturing in 2021. These notes are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

<sup>(vii)</sup> Secured liabilities

The Trust consolidates Carindale Property Trust (CPT) and the borrowings in CPT are secured by a mortgage over the CPT's interest in Westfield Carindale. The recorded fair value of the Carindale centre is \$807.6m (31 December 2015: \$767.5 million) compared to borrowings of \$217.0 million (31 December 2015: \$212.0 million).

The secured bank loans are subject to negative pledge arrangements which require Carindale Property Trust to comply with certain minimum financial and non-financial requirements.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 15 INTEREST BEARING LIABILITIES (CONTINUED)

The Trust maintains a range of interest bearing liabilities. The sources of funding are spread over various counterparties to minimise credit risk and the terms of the instruments are negotiated to achieve a balance between capital availability and the cost of debt. Refer to Note 23 for details relating to fixed rate debt and derivatives which hedge the floating rate liabilities.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>Summary of financing facilities</b>		
Committed financing facilities available to the Trust:		
Total financing facilities at the end of the year	<b>10,609.3</b>	11,255.2
Total interest bearing liabilities	<b>(8,700.8)</b>	(8,177.9)
Total bank guarantees	<b>(0.3)</b>	(0.3)
Available financing facilities <sup>o)</sup>	<b>1,908.2</b>	3,077.0
Cash	<b>11.0</b>	12.1
Financing resources available at the end of the year	<b>1,919.2</b>	3,089.1
<b>Maturity profile of financing facilities</b>		
Maturity profile in respect of the above financing facilities:		
Due within one year	<b>204.4</b>	285.2
Due between one year and five years	<b>5,494.0</b>	5,851.2
Due after five years	<b>4,910.9</b>	5,118.8
	<b>10,609.3</b>	11,255.2

<sup>o)</sup> Total available financing facilities at the end of the financial period of \$1,908.2 million (31 December 2015: \$3,077.0 million) are in excess of the Trust's net current liabilities of \$230.8 million (31 December 2015: \$1,656.6 million). Net current liabilities comprise current assets less current liabilities.

These facilities comprise fixed and floating rate notes and both secured and unsecured interest only floating rate facilities. Certain facilities are also subject to negative pledge arrangements which require Scentre Group to comply with specific minimum financial and non-financial requirements. These facilities exclude the property linked note liability of \$1,012.5 million (31 December 2015: \$1,154.9 million). Amounts which are denominated in foreign currencies are translated at exchange rates ruling at balance date.

The available financing facilities above totalling \$1,908.2 million (31 December 2015: \$3,077.0 million), are available to the Trust and other members of Scentre Group at year end. The Trust is able to draw on these financing facilities, provided they are unutilised by other members of Scentre Group. These are interest only unsecured multicurrency multioption facilities.

### Accounting Policies

#### Interest bearing liabilities

Interest bearing liabilities are recognised initially at the fair value of the consideration received less any directly attributable transaction costs. Subsequent to initial recognition, interest bearing liabilities are recorded at amortised cost using the effective interest rate method.

Interest bearing liabilities are classified as current liabilities where the liability has been drawn under a financing facility which expires within one year. Amounts drawn under financing facilities which expire after one year are classified as non current. Loan payables to related entities are callable on demand and therefore classified as a current liability.

Financing costs for interest bearing liabilities are recognised as an expense on an accruals basis.

The fair value of the Trust's interest bearing borrowings as disclosed in Note 27 are determined as follows:

- Fair value of quoted notes and bonds is based on price quotations at the reporting date.
- The fair value of unquoted instruments, loans from banks, finance leases and other non current financial liabilities is estimated by discounting future cash flows using rates that approximate the Trust's borrowing rate at the balance date, for debt with similar maturity, credit risk and terms.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 16 OTHER FINANCIAL LIABILITIES</b>		
<b>Property linked notes</b>		
Current	<b>416.6</b>	1,154.9
Non current	<b>595.9</b>	-
	<b>1,012.5</b>	1,154.9

The Property Linked Notes (Notes) are designed to provide returns based on the economic performance of certain Westfield Australian super regional and regional shopping centres. When the Notes were originally issued, these centres were: Parramatta, Hornsby and Burwood in Sydney, Southland in Melbourne, Tea Tree Plaza in Adelaide and Belconnen in the ACT (collectively the Westfield centres). The return under the Notes is based on a proportional interest, in respect of the relevant Westfield centre, as specified in the Note (Reference Property Interest). The first Review Date for each Note was 31 December 2016. Redemption events under the Notes include non performance events by the Issuer, changes in tax laws and sale of the relevant Westfield centre. The Notes may also be redeemed at a Review Date.

The redemption value of a Note is effectively calculated as the market value of the Note holder's Reference Property Interest at the date of redemption and the final coupon (if applicable). The Notes were initially recorded at fair value and are subsequently remeasured at fair value each reporting period with gains or losses recorded through the income statement. The gains or losses recorded through the income statement are directly related to the revaluation of the relevant Westfield centre. The fair value of the Notes is determined by reference to the fair value of the relevant Westfield centre. On redemption, the obligation to pay the amount due on the Notes, can, in certain circumstances, be satisfied by the transfer of the underlying Reference Property Interest to the Note holder. The Notes are subordinated to all other secured and unsecured debt of Scentre Group. The Notes are guaranteed (on a subordinated basis) by SGL and RE1 Limited as responsible entity of SGT2.

## NOTE 16 OTHER FINANCIAL LIABILITIES (CONTINUED)

During the year, \$161.5 million (31 December 2015: \$279.7 million) of the Notes were repaid and terminated. In addition, \$416.6 million of Notes were repaid in January 2017 and the Trust agreed to extend the Review Dates of the remaining Notes linked to Parramatta, Southland and Hornsby to 31 December 2021, 2022 and 2023, respectively. The coupon on the remaining Notes is payable quarterly on 15 March, 15 June, 15 September and 15 December each year for as long as the Notes remain outstanding.

### Accounting Policies

#### Other financial liabilities

Other financial liabilities pertain to property linked notes. Where there is a minimum distribution entitlement and/or the redemption terms include the settlement for cash on redemption, the instrument is classified as a financial liability and is designated as fair value through the income statement.

The fair value of property linked notes is determined by reference to the fair value of the underlying linked property investments.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 17 DERIVATIVE ASSETS AND LIABILITIES</b>		
<b>(a) Derivative assets</b>		
<b>Current</b>		
Receivables on currency derivatives	–	0.3
	–	0.3
<b>Non current</b>		
Receivables on currency derivatives	421.3	540.5
Receivables on interest rate derivatives	255.7	147.0
	677.0	687.5
<b>(b) Derivative liabilities</b>		
<b>Current</b>		
Payables on currency derivatives	6.2	8.9
Payables on interest rate derivatives	2.6	0.9
	8.8	9.8
<b>Non current</b>		
Payables on currency derivatives	143.7	–
Payables on interest rate derivatives	173.6	172.8
	317.3	172.8

The Trust presents the fair value mark to market of its derivative assets and derivative liabilities on a gross basis. However, certain derivative assets and liabilities are subject to legally enforceable master netting arrangements. As at 31 December 2016, when these netting arrangements are applied to the derivative portfolio, derivative assets of \$677.0 million would be reduced by \$323.1 million to the net amount of \$353.9 million and derivative liabilities of \$326.1 million would be reduced by \$323.1 million to the net amount of \$3.0 million. As at 31 December 2015, derivative assets of \$687.8 million would be reduced by \$176.5 million to the net amount of \$511.3 million and derivative liabilities of \$182.6 million would be reduced by \$176.5 million to the net amount of \$6.1 million.

### Accounting Policies

#### Derivative financial instruments

The Trust utilises derivative financial instruments, including forward exchange contracts, interest rate options and currency and interest rate swaps to manage the risks associated with foreign currency and interest rate fluctuations. Such derivative financial instruments are recognised at fair value.

Scentre Group has set defined policies and implemented a comprehensive hedging program to manage interest and exchange rate risks. Derivative instruments are transacted to achieve the economic outcomes in line with Scentre Group's treasury policy and hedging program. Derivative instruments are not transacted for speculative purposes. Accounting standards require detailed compliance with documentation, designation and effectiveness parameters before a derivative financial instrument is deemed to qualify for hedge accounting treatment. As these requirements are not met, derivative instruments, other than currency derivatives that hedge net investments in foreign operations, are deemed not to qualify for hedge accounting and changes in fair value are recorded in the income statement.

Gains or losses arising on the movements in the fair value of currency derivatives which hedge net investments in foreign operations are recognised in the foreign currency translation reserve. Where a currency derivative, or portion thereof, is deemed an ineffective hedge for accounting purposes, gains or losses thereon are recognised in the income statement. On disposal of a net investment in foreign operations, the cumulative gains or losses recognised previously in the foreign currency translation reserve are transferred to the income statement.

The fair value of derivatives has been determined with reference to market observable inputs for contracts with similar maturity profiles. The valuation is a present value calculation which incorporates interest rate curves, foreign exchange spot and forward rates, option volatilities and the credit quality of all counterparties.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 No. of units	31 Dec 15 No. of units
<b>NOTE 18 CONTRIBUTED EQUITY</b>		
<b>(a) Number of units on issue</b>		
Balance at the beginning and end of the year	<b>5,324,296,678</b>	5,324,296,678

Scentre Group stapled securities have the right to receive declared dividends from SGL and distributions from SGT1, SGT2 and SGT3 and, in the event of winding up SGL, SGT1, SGT2 and SGT3, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on stapled securities held.

Holders of Scentre Group stapled securities can vote their shares and units in accordance with the Act, either in person or by proxy, at a meeting of any of SGL, SGT1, SGT2 and SGT3 (as the case may be).

	31 Dec 16 \$million	31 Dec 15 \$million
<b>(b) Amount of contributed equity attributable to members of SGT1</b>		
Balance at the beginning and end of the year	<b>1,658.1</b>	1,658.1

## Accounting Policies

### Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Trust. Any transaction costs arising from the issue of ordinary units are recognised directly in equity as a reduction of the proceeds received.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 19 RESERVES</b>		
Foreign currency translation reserve	<b>27.2</b>	41.9
Balance at the end of the year	<b>27.2</b>	41.9

### (a) Movement in foreign currency translation reserve

The foreign currency translation reserve is to record net exchange differences arising from the translation of the net investments, including qualifying hedges, in foreign controlled and equity accounted entities.

	31 Dec 16 \$million	31 Dec 15 \$million
Balance at the beginning of the year	<b>41.9</b>	133.7
Foreign exchange movement		
– realised and unrealised differences on the translation of investment in foreign operations, currency loans and asset hedging derivatives which qualify for hedge accounting <sup>(i)</sup>	<b>4.6</b>	(6.1)
– accumulated exchange differences transferred from foreign currency translation reserve on realisation of net investment in foreign operations	<b>(19.3)</b>	(85.7)
Balance at the end of the year	<b>27.2</b>	41.9

<sup>(i)</sup> Comprises net exchange gain on translation of foreign operations of \$11.7 million (31 December 2015: loss of \$30.7 million) and net realised and unrealised loss on currency loans and asset hedging derivatives which qualify for hedge accounting of \$7.1 million (31 December 2015: gain of \$24.6 million).

## Accounting Policies

### Translation of accounts of foreign operations

The functional and presentation currency of the Trust and its Australian subsidiaries is Australian dollars. The functional currency of the New Zealand entities is New Zealand dollars. The presentation currency of the overseas entities is Australian dollars to enable the consolidated financial statements of the Trust to be reported in a common currency.

The balance sheets of foreign subsidiaries and equity accounted investments are translated at exchange rates ruling at balance date and the income statement of foreign subsidiaries and equity accounted investments are translated at average exchange rates for the period. Exchange differences arising on translation of the interests in foreign operations are taken directly to the foreign currency translation reserve.

Refer to Note 17 for other items included in foreign currency translation reserve.

## NOTE 20 RETAINED PROFITS

### Movement in retained profits

Balance at the beginning of the year		4,502.9	3,760.7
Profit after tax for the period		1,402.6	1,117.5
Distributions paid	7	(418.0)	(375.3)
Balance at the end of the year		5,487.5	4,502.9

## NOTE 21 CAPITAL RISK MANAGEMENT

The Trust seeks to manage its capital requirements to maximise value to members through the mix of debt and equity funding, while ensuring that Trust entities:

- comply with capital and distribution requirements of their constitutions and/or trust deeds;
- comply with capital requirements of relevant regulatory authorities;
- maintain strong investment grade credit ratings; and
- continue to operate as going concerns.

The Trust assesses the adequacy of its capital requirements, cost of capital and gearing (i.e. debt/equity mix) as part of its broader strategic plan. The Trust continuously reviews its capital structure to ensure:

- sufficient funds and financing facilities, on a cost effective basis, are available to implement the Trust's property development and business acquisition strategies;
- financing facilities for unforeseen contingencies are maintained; and
- distributions to members are maintained within the stated distribution policy.

The Trust is able to alter its capital mix by issuing new units and hybrid units, establishing a distribution reinvestment plan and electing to have the distribution reinvestment underwritten, adjusting the amount of distributions paid to members, activating a security buy-back program, divesting assets or adjusting the timing of capital expenditure for its property redevelopment pipeline.

The Trust also protects its equity in assets by taking out insurance.

## NOTE 22 FINANCIAL RISK MANAGEMENT

The Trust's principal financial instruments comprise cash, receivables, payables, interest bearing liabilities, other financial liabilities and derivative financial instruments.

The Trust manages its exposure to key financial risks in accordance with Scentre Group's treasury risk management policies. These policies have been established to manage the key financial risks such as interest rate, foreign exchange, counterparty credit and liquidity.

Scentre Group's treasury risk management policies are established to identify and analyse the risks faced by the Trust, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Trust's activities. Scentre Group through its training and procedures, has developed a disciplined and constructive control environment in which relevant treasury and finance personnel understand their roles and obligations in respect of the Trust's treasury management objectives.

Scentre Group has an established Board approved risk management framework including policies, procedures, limits and allowed types of derivative financial instruments. The Board has established an Audit and Risk Committee comprising three independent Directors. The Audit and Risk Committee reviews and oversees management's compliance with these policies, procedures and limits. The Audit and Risk Committee is assisted in its oversight role by Scentre Group's Executive Committee.

Scentre Group uses different methods to measure and manage different types of risks to which the Trust is exposed. These include monitoring levels of exposure to interest rates, foreign exchange, liquidity and credit risk. The Trust enters into derivative financial instruments, principally interest rate swaps, interest rate options, cross currency swaps, forward exchange contracts and currency options. The purpose of these transactions is to manage the interest rate and currency risks arising from the Trust's operations, cash flows, interest bearing liabilities and its net investments in foreign operations. Scentre Group seeks to deal only with creditworthy counterparties and these assessments are regularly reviewed. Liquidity risk is monitored through the use of future rolling cash flow forecasts.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 23 INTEREST RATE RISK MANAGEMENT

The Trust is exposed to interest rate risk on its borrowings and derivative financial instruments. This risk is managed by the Trust by maintaining an appropriate mix between fixed and floating rate interest bearing liabilities. Fixed rate debt is achieved either through fixed rate debt funding or through the use of derivative financial instruments approved by the Board. These activities are evaluated regularly to determine that the Trust is not exposed to interest rate movements that could adversely impact its ability to meet its financial obligations and to comply with its borrowing covenants.

### Summary of interest rate positions at balance date

The Trust has interest rate risk on borrowings which are typically floating rate debt or notional borrowings entered into under currency derivatives. The exposures at reporting date together with the interest rate risk management transactions are as follows:

#### (i) Interest payable and receivable exposures

	Note	31 Dec 16 \$million	31 Dec 15 \$million
Principal amounts of all interest bearing liabilities and derivative liabilities:			
Interest bearing liabilities	15	<b>8,700.8</b>	8,177.9
Share of equity accounted entities' interest bearing liabilities	5(b)	<b>16.3</b>	16.1
Cross currency swaps			
– A\$	24(ii)	<b>7,409.6</b>	6,665.0
<b>Total interest bearing liabilities</b>		<b>16,126.7</b>	14,859.0
Principal amounts of all interest bearing assets and derivative assets:			
Loan receivables from related entities			
– A\$	13	<b>1,469.3</b>	1,029.2
Cross currency swaps			
– US\$2,350.0 million (31 December 2015: US\$2,350.0 million)	24(ii)	<b>3,260.3</b>	3,225.4
– £800.0 million (31 December 2015: £800.0 million)	24(ii)	<b>1,369.6</b>	1,618.1
– €2,100.0 million (31 December 2015: €1,600.0 million)	24(ii)	<b>3,063.9</b>	2,385.6
Cash	5(b), 12(a)	<b>23.7</b>	26.0
<b>Total interest bearing assets</b>		<b>9,186.8</b>	8,284.3
<b>Principal amounts of net interest bearing liabilities</b>		<b>6,939.9</b>	6,574.7

Principal amounts of fixed interest rate liabilities:

Fixed rate debt			
– A\$	23(ii)	<b>400.0</b>	400.0
– £800.0 million (31 December 2015: £800.0 million)	23(ii)	<b>1,369.6</b>	1,618.1
– US\$2,350.0 million (31 December 2015: US\$2,350.0 million)	23(ii)	<b>3,260.3</b>	3,225.4
– €1,700.0 million (31 December 2015: €1,200.0 million)	23(ii)	<b>2,480.3</b>	1,789.2
Fixed rate derivatives			
– A\$	23(ii)	<b>6,984.5</b>	6,334.5
– NZ\$325.0 million (31 December 2015: NZ\$225.0 million)	23(ii)	<b>312.7</b>	211.0
Interest rate options			
– NZ\$70.0 million (31 December 2015: NZ\$70.0 million)	23(iii)	<b>67.3</b>	65.6
<b>Principal amounts on which interest rate payable exposure has been hedged</b>		<b>14,874.7</b>	13,643.8

Principal amounts of fixed interest rate assets:

Fixed rate derivatives			
– £800.0 million (31 December 2015: £800.0 million)	23(ii)	<b>1,369.6</b>	1,618.1
– US\$2,350.0 million (31 December 2015: US\$2,350.0 million)	23(ii)	<b>3,260.3</b>	3,225.4
– €1,700.0 million (31 December 2015: €1,200.0 million)	23(ii)	<b>2,480.3</b>	1,789.2
<b>Principal amounts on which interest rate receivable exposure has been hedged</b>		<b>7,110.2</b>	6,632.7

<b>Principal amounts of net interest bearing liabilities hedged by fixed rate debt and derivatives</b>		<b>7,764.5</b>	7,011.1
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At 31 December 2016, the Trust has hedged 112% of its net interest bearing liabilities by way of fixed rate borrowings, interest rate swaps and interest rate options of varying durations. The additional 12% is exposed to floating rates on a principal of \$824.6 million, at an average interest rate of 3.2%, including margin (31 December 2015: 107% hedged with floating exposure on a principal of \$436.4 million at an average rate of 3.6%). After excluding net intercompany loan receivables of \$1,265.0 million (31 December 2015: \$744.1 million), the net interest payable exposure would be 95% hedged (31 December 2015: 96%). Changes to the fair value of derivatives due to interest rate movements are set out in Notes 23(ii) and 23(iii).

### Interest rate sensitivity

The sensitivity of interest expense to changes in the floating exposure interest rate is proportional. An increase or decrease in interest rates of 100 basis points would decrease or increase interest expense by \$8.2 million (31 December 2015: \$4.4 million) for each year thereafter.



## NOTE 23 INTEREST RATE RISK MANAGEMENT (CONTINUED)

### Summary of interest rate positions at balance date (continued)

#### (ii) Fixed rate debt and interest rate swaps

Notional principal or contract amounts and contracted rates of the Trust's fixed rate debt and interest rate swaps:

Fixed rate debt and swaps contracted as at the reporting date and outstanding at	Interest rate swaps		Fixed rate borrowings		Interest rate swaps		Fixed rate borrowings	
	31 Dec 16 Notional principal amount million	31 Dec 16 Average rate	31 Dec 16 Principal amount million	31 Dec 16 Average rate including margin	31 Dec 15 Notional principal amount million	31 Dec 15 Average rate	31 Dec 15 Principal amount million	31 Dec 15 Average rate including margin
<b>A\$ payable</b>								
31 December 2015	–	–	–	–	A\$(6,334.5)	2.80%	A\$(400.0)	4.50%
31 December 2016	<b>A\$(6,984.5)</b>	<b>2.80%</b>	<b>A\$(400.0)</b>	<b>4.50%</b>	A\$(6,979.5)	2.80%	A\$(400.0)	4.50%
31 December 2017	<b>A\$(7,023.5)</b>	<b>2.81%</b>	<b>A\$(400.0)</b>	<b>4.50%</b>	A\$(7,018.5)	2.81%	A\$(400.0)	4.50%
31 December 2018	<b>A\$(7,010.0)</b>	<b>2.82%</b>	<b>A\$(400.0)</b>	<b>4.50%</b>	A\$(7,005.0)	2.82%	A\$(400.0)	4.50%
31 December 2019	<b>A\$(6,000.0)</b>	<b>2.76%</b>	<b>A\$(400.0)</b>	<b>4.50%</b>	A\$(5,490.0)	2.77%	A\$(400.0)	4.50%
31 December 2020	<b>A\$(4,490.0)</b>	<b>2.78%</b>	<b>A\$(400.0)</b>	<b>4.50%</b>	A\$(3,720.0)	2.83%	A\$(400.0)	4.50%
31 December 2021	<b>A\$(3,280.0)</b>	<b>2.91%</b>	–	–	A\$(2,260.0)	3.06%	–	–
31 December 2022	<b>A\$(1,770.0)</b>	<b>2.80%</b>	–	–	A\$(750.0)	3.10%	–	–
31 December 2023	<b>A\$(500.0)</b>	<b>2.66%</b>	–	–	–	–	–	–
<b>£ receivable/(payable)</b>								
31 December 2015	–	–	–	–	£800.0	3.13%	£(800.0)	3.13%
31 December 2016	<b>£800.0</b>	<b>3.13%</b>	<b>£(800.0)</b>	<b>3.13%</b>	£800.0	3.13%	£(800.0)	3.13%
31 December 2017	<b>£800.0</b>	<b>3.13%</b>	<b>£(800.0)</b>	<b>3.13%</b>	£800.0	3.13%	£(800.0)	3.13%
31 December 2018	<b>£800.0</b>	<b>3.13%</b>	<b>£(800.0)</b>	<b>3.13%</b>	£800.0	3.13%	£(800.0)	3.13%
31 December 2019	<b>£800.0</b>	<b>3.13%</b>	<b>£(800.0)</b>	<b>3.13%</b>	£800.0	3.13%	£(800.0)	3.13%
31 December 2020	<b>£800.0</b>	<b>3.13%</b>	<b>£(800.0)</b>	<b>3.13%</b>	£800.0	3.13%	£(800.0)	3.13%
31 December 2021	<b>£800.0</b>	<b>3.13%</b>	<b>£(800.0)</b>	<b>3.13%</b>	£800.0	3.13%	£(800.0)	3.13%
31 December 2022	<b>£400.0</b>	<b>3.88%</b>	<b>£(400.0)</b>	<b>3.88%</b>	£400.0	3.88%	£(400.0)	3.88%
31 December 2023	<b>£400.0</b>	<b>3.88%</b>	<b>£(400.0)</b>	<b>3.88%</b>	£400.0	3.88%	£(400.0)	3.88%
31 December 2024	<b>£400.0</b>	<b>3.88%</b>	<b>£(400.0)</b>	<b>3.88%</b>	£400.0	3.88%	£(400.0)	3.88%
31 December 2025	<b>£400.0</b>	<b>3.88%</b>	<b>£(400.0)</b>	<b>3.88%</b>	£400.0	3.88%	£(400.0)	3.88%
<b>US\$ receivable/(payable)</b>								
31 December 2015	–	–	–	–	US\$2,350.0	2.85%	US\$(2,350.0)	2.85%
31 December 2016	<b>US\$2,350.0</b>	<b>2.85%</b>	<b>US\$(2,350.0)</b>	<b>2.85%</b>	US\$2,350.0	2.85%	US\$(2,350.0)	2.85%
31 December 2017	<b>US\$2,350.0</b>	<b>2.85%</b>	<b>US\$(2,350.0)</b>	<b>2.85%</b>	US\$2,350.0	2.85%	US\$(2,350.0)	2.85%
31 December 2018	<b>US\$2,350.0</b>	<b>2.85%</b>	<b>US\$(2,350.0)</b>	<b>2.85%</b>	US\$2,350.0	2.85%	US\$(2,350.0)	2.85%
31 December 2019	<b>US\$1,600.0</b>	<b>3.07%</b>	<b>US\$(1,600.0)</b>	<b>3.07%</b>	US\$1,600.0	3.07%	US\$(1,600.0)	3.07%
31 December 2020	<b>US\$1,600.0</b>	<b>3.07%</b>	<b>US\$(1,600.0)</b>	<b>3.07%</b>	US\$1,600.0	3.07%	US\$(1,600.0)	3.07%
31 December 2021	<b>US\$1,100.0</b>	<b>3.39%</b>	<b>US\$(1,100.0)</b>	<b>3.39%</b>	US\$1,100.0	3.39%	US\$(1,100.0)	3.39%
31 December 2022	<b>US\$1,100.0</b>	<b>3.39%</b>	<b>US\$(1,100.0)</b>	<b>3.39%</b>	US\$1,100.0	3.39%	US\$(1,100.0)	3.39%
31 December 2023	<b>US\$1,100.0</b>	<b>3.39%</b>	<b>US\$(1,100.0)</b>	<b>3.39%</b>	US\$1,100.0	3.39%	US\$(1,100.0)	3.39%
31 December 2024	<b>US\$1,100.0</b>	<b>3.39%</b>	<b>US\$(1,100.0)</b>	<b>3.39%</b>	US\$1,100.0	3.39%	US\$(1,100.0)	3.39%
<b>€ receivable/(payable)</b>								
31 December 2015	–	–	–	–	€1,200.0	1.88%	€(1,200.0)	1.88%
31 December 2016	<b>€1,700.0</b>	<b>1.73%</b>	<b>€(1,700.0)</b>	<b>1.73%</b>	€1,200.0	1.88%	€(1,200.0)	1.88%
31 December 2017	<b>€1,700.0</b>	<b>1.73%</b>	<b>€(1,700.0)</b>	<b>1.73%</b>	€1,200.0	1.88%	€(1,200.0)	1.88%
31 December 2018	<b>€1,700.0</b>	<b>1.73%</b>	<b>€(1,700.0)</b>	<b>1.73%</b>	€1,200.0	1.88%	€(1,200.0)	1.88%
31 December 2019	<b>€1,700.0</b>	<b>1.73%</b>	<b>€(1,700.0)</b>	<b>1.73%</b>	€1,200.0	1.88%	€(1,200.0)	1.88%
31 December 2020	<b>€1,100.0</b>	<b>1.85%</b>	<b>€(1,100.0)</b>	<b>1.85%</b>	€600.0	2.25%	€(600.0)	2.25%
31 December 2021	<b>€1,100.0</b>	<b>1.85%</b>	<b>€(1,100.0)</b>	<b>1.85%</b>	€600.0	2.25%	€(600.0)	2.25%
31 December 2022	<b>€1,100.0</b>	<b>1.85%</b>	<b>€(1,100.0)</b>	<b>1.85%</b>	€600.0	2.25%	€(600.0)	2.25%
31 December 2023	<b>€600.0</b>	<b>2.25%</b>	<b>€(600.0)</b>	<b>2.25%</b>	€600.0	2.25%	€(600.0)	2.25%
<b>NZ\$ payable</b>								
31 December 2015	–	–	–	–	NZ\$(225.0)	3.91%	–	–
31 December 2016	<b>NZ\$(325.0)</b>	<b>3.29%</b>	–	–	NZ\$(205.0)	3.74%	–	–
31 December 2017	<b>NZ\$(290.0)</b>	<b>3.17%</b>	–	–	NZ\$(170.0)	3.63%	–	–
31 December 2018	<b>NZ\$(210.0)</b>	<b>3.34%</b>	–	–	NZ\$(150.0)	3.62%	–	–
31 December 2019	<b>NZ\$(230.0)</b>	<b>3.45%</b>	–	–	NZ\$(150.0)	3.62%	–	–
31 December 2020	<b>NZ\$(180.0)</b>	<b>3.43%</b>	–	–	NZ\$(100.0)	3.68%	–	–
31 December 2021	<b>NZ\$(100.0)</b>	<b>3.36%</b>	–	–	–	–	–	–
31 December 2022	<b>NZ\$(50.0)</b>	<b>3.26%</b>	–	–	–	–	–	–

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 23 INTEREST RATE RISK MANAGEMENT (CONTINUED)

### Summary of interest rate positions at balance date (continued)

#### (ii) Fixed rate debt and interest rate swaps (continued)

The Trust's interest rate swaps do not meet the accounting requirements to qualify for hedge accounting treatment. Changes in fair value have been reflected in the income statement as a component of interest expense. At 31 December 2016, the aggregate fair value is a receivable of \$80.9 million (31 December 2015: payable of \$25.6 million). The change in fair value for the year ended 31 December 2016 was \$106.5 million (31 December 2015: \$115.0 million).

Fair value sensitivity	Interest rate movement	31 Dec 16 \$million	31 Dec 15 \$million
The sensitivity of fair value of interest rate swaps to changes in interest rates is as follows:			(Increase)/decrease in interest expense
	-2.0%	<b>254.2</b>	256.8
	-1.0%	<b>116.8</b>	105.5
	-0.5%	<b>55.3</b>	48.7
	0.5%	<b>(48.4)</b>	(51.5)
	1.0%	<b>(90.9)</b>	(87.3)
	2.0%	<b>(160.7)</b>	(151.1)

The assumed movement in basis points for the interest rate sensitivity analysis is based on the current observable market environment.

All fixed rate borrowings are carried at amortised cost, therefore increases or decreases arising from changes in fair value have not been recorded in these financial statements.

#### (iii) Interest rate options

Notional principal and contracted rates of the Trust's interest rate options:

	Interest rate options			Interest rate options		
	31 Dec 16	31 Dec 16 Notional principal amount million	31 Dec 16 Average strike rates	31 Dec 15	31 Dec 15 Notional principal amount million	31 Dec 15 Average strike rates
Interest rate options contracted and outstanding as at the reporting date	<b>Maturity</b>			Maturity		
<b>NZ\$ payable collar</b>	<b>Jan 19</b>	<b>NZ\$(70.0)</b>	<b>3.39%-5.25%</b>	Jan 19	NZ\$(70.0)	3.39%-5.25%

The Trust's interest rate options do not meet the accounting requirements to qualify for hedge accounting treatment. Changes in fair value have been reflected in the income statement as a component of interest expense. At 31 December 2016, the aggregate fair value is a payable of \$1.4 million (31 December 2015: \$1.1 million). The change in fair value for the year ended 31 December 2016 was \$0.3 million (31 December 2015: \$1.6 million).

The sensitivity of the fair value of interest rate options to changes in interest rates is insignificant.

## NOTE 24 EXCHANGE RATE RISK MANAGEMENT

The Trust is exposed to exchange rate risk on its foreign currency earnings, its distribution and its foreign currency denominated shopping centre assets and other assets. The Trust manages these exposures by entering into foreign currency derivative instruments and by borrowing in foreign currencies.

### Summary of foreign exchange balance sheet positions at balance date

The Trust's foreign exchange exposure at reporting date together with the foreign exchange risk management transactions which have been entered into to manage these exposures are as follows:

	Note	31 Dec 16 million	31 Dec 15 million
<b>Foreign currency net investments</b>			
<b>New Zealand Dollar</b>			
NZ\$ net assets		<b>NZ\$607.1</b>	NZ\$761.6
NZ\$ borrowings		<b>NZ\$(220.3)</b>	NZ\$(272.6)
NZ\$ currency swaps	24(i)	<b>NZ\$(146.6)</b>	NZ\$(332.5)
NZ\$ denominated net assets		<b>NZ\$240.2</b>	NZ\$156.5
<b>US Dollar</b>			
US\$ net assets		<b>US\$0.1</b>	-
US\$ borrowings		<b>US\$(2,350.0)</b>	US\$(2,350.0)
US\$ cross currency swaps	24(ii)	<b>US\$2,350.0</b>	US\$2,350.0
US\$ denominated net assets		<b>US\$0.1</b>	-
<b>British Pound</b>			
£ borrowings		<b>£(800.0)</b>	£(818.3)
£ cross currency swaps	24(ii)	<b>£800.0</b>	£800.0
£ denominated net assets		-	£(18.3)
<b>Euro</b>			
€ borrowings		<b>€(2,100.0)</b>	€(1,600.0)
€ cross currency swaps	24(ii)	<b>€2,100.0</b>	€1,600.0
€ denominated net assets		-	-

## NOTE 24 EXCHANGE RATE RISK MANAGEMENT (CONTINUED)

### Summary of foreign exchange balance sheet positions at balance date (continued)

The Trust's foreign currency net assets are subject to exchange rate risk. Gains and losses arising from translation of the Trust's foreign currency denominated net assets, and, where applicable, associated hedging instruments, where the Trust has satisfied the accounting requirements to qualify for hedge accounting treatment, are reflected in the foreign currency translation reserve.

Where the Trust does not satisfy the hedge accounting requirements, the changes in fair value are reflected in the income statement as either foreign exchange gains or losses as appropriate.

Foreign currency sensitivity		31 Dec 16 \$million	31 Dec 15 \$million
The sensitivity of NZ\$ denominated net assets to changes in the year end A\$/NZ\$1.0395 rate (31 December 2015: 1.0665) is as follows:	A\$/NZ\$ Currency movement		Gain/(loss) to foreign currency translation reserve
	-20 cents	55.1	33.9
	-10 cents	24.6	15.2
	-5 cents	11.7	7.2
	+5 cents	(10.6)	(6.6)
	+10 cents	(20.3)	(12.6)
	+20 cents	(37.3)	(23.2)

The assumed currency movement for the foreign currency sensitivity analysis is based on the current observed market environment.

The sensitivity of US\$, £ and € denominated net assets to changes in exchange rates is insignificant.

#### (j) Net investment hedges of the Trust's foreign currency assets and liabilities

The following table summarises the foreign currency swaps outstanding at reporting date. These contracts have been designated and qualify as hedges of net investment of foreign operations, other than as noted below.

Foreign exchange contracts as at the reporting date and outstanding at	Weighted average exchange rate		Amount receivable/(payable) million			
	31 Dec 16	31 Dec 15	31 Dec 16	31 Dec 16	31 Dec 15	31 Dec 15
Contracts to receive A\$ and pay NZ\$						
31 December 2015	-	1.0979	-	-	A\$302.9	NZ\$(332.5)
31 December 2016	1.1250	-	A\$130.4	NZ\$(146.6)	-	-
31 December 2017	1.1306	-	A\$47.9	NZ\$(54.1)	-	-

The pay NZ\$ exposure is an effective net investment hedge and is recorded directly in the foreign currency translation reserve. At 31 December 2016, the aggregate fair value is a payable of \$9.7 million (31 December 2015: \$8.5 million). The change in fair value for the year ended 31 December 2016 was \$1.2 million (31 December 2015: \$8.6 million).

NZ\$ assets after borrowings of NZ\$386.8 million (31 December 2015: NZ\$489.0 million) have been partially hedged by the above foreign currency swaps. The unhedged NZ\$ denominated net asset position is exposed to exchange rate risk and the sensitivity to changes in exchange rates is disclosed earlier in Note 24.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 24 EXCHANGE RATE RISK MANAGEMENT (CONTINUED)

### (ii) Other foreign currency derivatives in respect of the Trust's foreign currency assets and liabilities

The Trust has transacted cross currency swaps and other financial derivatives in respect of its foreign currency assets and liabilities outstanding at reporting date. These contracts do not qualify as hedges of net investments of foreign operations.

Cross currency swaps contracted as at the reporting date and outstanding at	Weighted average exchange rate		Amount receivable/(payable) million			
	31 Dec 16	31 Dec 15	31 Dec 16	31 Dec 16	31 Dec 15	31 Dec 15
<b>US\$</b>						
Contracts to receive US\$ and pay A\$						
31 December 2015	–	0.8270	–	–	A\$(2,841.5)	US\$2,350.0
31 December 2016	<b>0.8270</b>	0.8270	<b>A\$(2,841.5)</b>	<b>US\$2,350.0</b>	A\$(2,841.5)	US\$2,350.0
31 December 2017	<b>0.8270</b>	0.8270	<b>A\$(2,841.5)</b>	<b>US\$2,350.0</b>	A\$(2,841.5)	US\$2,350.0
31 December 2018	<b>0.8270</b>	0.8270	<b>A\$(2,841.5)</b>	<b>US\$2,350.0</b>	A\$(2,841.5)	US\$2,350.0
31 December 2019	<b>0.8009</b>	0.8009	<b>A\$(1,997.7)</b>	<b>US\$1,600.0</b>	A\$(1,997.7)	US\$1,600.0
31 December 2020	<b>0.8009</b>	0.8009	<b>A\$(1,997.7)</b>	<b>US\$1,600.0</b>	A\$(1,997.7)	US\$1,600.0
31 December 2021	<b>0.8155</b>	0.8155	<b>A\$(1,348.9)</b>	<b>US\$1,100.0</b>	A\$(1,348.9)	US\$1,100.0
31 December 2022	<b>0.8155</b>	0.8155	<b>A\$(1,348.9)</b>	<b>US\$1,100.0</b>	A\$(1,348.9)	US\$1,100.0
31 December 2023	<b>0.8155</b>	0.8155	<b>A\$(1,348.9)</b>	<b>US\$1,100.0</b>	A\$(1,348.9)	US\$1,100.0
31 December 2024	<b>0.8155</b>	0.8155	<b>A\$(1,348.9)</b>	<b>US\$1,100.0</b>	A\$(1,348.9)	US\$1,100.0
<b>£</b>						
Contracts to receive £ and pay A\$						
31 December 2015	–	0.5311	–	–	A\$(1,506.2)	£800.0
31 December 2016	<b>0.5311</b>	0.5311	<b>A\$(1,506.2)</b>	<b>£800.0</b>	A\$(1,506.2)	£800.0
31 December 2017	<b>0.5311</b>	0.5311	<b>A\$(1,506.2)</b>	<b>£800.0</b>	A\$(1,506.2)	£800.0
31 December 2018	<b>0.5311</b>	0.5311	<b>A\$(1,506.2)</b>	<b>£800.0</b>	A\$(1,506.2)	£800.0
31 December 2019	<b>0.5311</b>	0.5311	<b>A\$(1,506.2)</b>	<b>£800.0</b>	A\$(1,506.2)	£800.0
31 December 2020	<b>0.5311</b>	0.5311	<b>A\$(1,506.2)</b>	<b>£800.0</b>	A\$(1,506.2)	£800.0
31 December 2021	<b>0.5311</b>	0.5311	<b>A\$(1,506.2)</b>	<b>£800.0</b>	A\$(1,506.2)	£800.0
31 December 2022	<b>0.5491</b>	0.5491	<b>A\$(728.5)</b>	<b>£400.0</b>	A\$(728.5)	£400.0
31 December 2023	<b>0.5491</b>	0.5491	<b>A\$(728.5)</b>	<b>£400.0</b>	A\$(728.5)	£400.0
31 December 2024	<b>0.5491</b>	0.5491	<b>A\$(728.5)</b>	<b>£400.0</b>	A\$(728.5)	£400.0
31 December 2025	<b>0.5491</b>	0.5491	<b>A\$(728.5)</b>	<b>£400.0</b>	A\$(728.5)	£400.0
<b>€</b>						
Contracts to receive € and pay A\$						
31 December 2015	–	0.6904	–	–	A\$(2,317.3)	€1,600.0
31 December 2016	<b>0.6858</b>	0.6904	<b>A\$(3,061.9)</b>	<b>€2,100.0</b>	A\$(2,317.3)	€1,600.0
31 December 2017	<b>0.6858</b>	0.6904	<b>A\$(3,061.9)</b>	<b>€2,100.0</b>	A\$(2,317.3)	€1,600.0
31 December 2018	<b>0.6847</b>	0.6904	<b>A\$(2,482.7)</b>	<b>€1,700.0</b>	A\$(1,738.1)	€1,200.0
31 December 2019	<b>0.6847</b>	0.6904	<b>A\$(2,482.7)</b>	<b>€1,700.0</b>	A\$(1,738.1)	€1,200.0
31 December 2020	<b>0.6816</b>	0.6903	<b>A\$(1,613.8)</b>	<b>€1,100.0</b>	A\$(869.2)	€600.0
31 December 2021	<b>0.6816</b>	0.6903	<b>A\$(1,613.8)</b>	<b>€1,100.0</b>	A\$(869.2)	€600.0
31 December 2022	<b>0.6816</b>	0.6903	<b>A\$(1,613.8)</b>	<b>€1,100.0</b>	A\$(869.2)	€600.0
31 December 2023	<b>0.6903</b>	0.6903	<b>A\$(869.2)</b>	<b>€600.0</b>	A\$(869.2)	€600.0

At 31 December 2016, none of the above described foreign exchange derivatives qualify for hedge accounting treatment. Changes in fair value have been reflected in the income statement. At 31 December 2016, the aggregate fair value is a receivable of \$281.1 million (31 December 2015: \$540.5 million). The change in fair value for the year ended 31 December 2016 was \$259.4 million (31 December 2015: \$356.7 million).

The foreign currency receivable exposures above are matched to the foreign currency borrowings disclosed in Note 15, therefore the income statement is not affected by any movements in exchange rates in relation to these net positions.

## NOTE 25 CREDIT AND LIQUIDITY RISK MANAGEMENT

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Trust. Credit limits have been established to ensure that the Trust deals only with approved counterparties and that counterparty concentration risk is addressed and the risk of loss is mitigated. Counterparty exposure is measured as the aggregate of all obligations of any single legal entity or economic entity to the Trust, after allowing for appropriate set offs which are legally enforceable. A maximum credit limit is allocated to each counterparty based on its credit rating. The counterparty credit risk associated with investment instruments is assessed based on its outstanding face value.

The maximum exposure to credit risk at 31 December 2016 is the aggregate of the carrying amounts of financial assets as disclosed in Note 27. The credit risk in respect of derivative financial instruments was with a related entity within Scentre Group.

The Trust undertakes active liquidity and funding risk management to enable it to have sufficient funds available to meet its financial obligations as and when they fall due, working capital and expected committed capital expenditure requirements. The Trust prepares and monitors rolling forecasts of liquidity requirements on the basis of expected cash flow.

Interest bearing liabilities and funding facilities and their maturity profiles are disclosed in Note 15. The maturity profiles of the principal amounts of the interest bearing liabilities including aggregate future estimated nominal interest and the estimated future nominal cashflows of derivative financial instruments are set out below:

	<b>31 Dec 16</b>	31 Dec 15
	<b>\$million</b>	\$million
<b>Interest bearing liabilities and interest</b>		
Due within one year	<b>(421.7)</b>	(257.0)
Due between one year and five years	<b>(4,728.4)</b>	(3,564.0)
Due after five years	<b>(4,865.2)</b>	(5,622.3)
	<b>(10,015.3)</b>	(9,443.3)
Comprising:		
– principal amounts of current and non current interest bearing liabilities	<b>(8,700.8)</b>	(8,177.9)
– aggregate future estimated nominal interest	<b>(1,314.5)</b>	(1,265.4)
	<b>(10,015.3)</b>	(9,443.3)
<b>Derivatives</b>		
Due within one year	<b>(145.9)</b>	(112.3)
Due between one year and five years	<b>(167.1)</b>	(116.7)
Due after five years	<b>(28.7)</b>	243.1
	<b>(341.7)</b>	14.1

The non interest bearing loan payables to related entities disclosed in Note 14 and the contingent liabilities set out in Note 32 are not included in the amounts shown above.

## NOTE 26 FINANCIAL COVENANTS

Scentre Group, which the Trust is part of, is required to comply with certain financial covenants in respect of its unsecured borrowing facilities and bond offerings. The major financial covenants are summarised as follows:

- a) Leverage ratio (net debt to net assets)
  - shall not exceed 65%
- b) Secured debt ratio (secured debt to total assets)
  - shall not exceed 40% (and not exceed 45% on certain facilities)
- c) Interest cover ratio (EBITDA to interest expense excluding gains or losses from mark to market)
  - at least 1.5 times
- d) Unencumbered leverage ratio (unencumbered assets to unsecured debt)
  - at least 150% (and at least 125% on certain facilities).

As at and during the years ended 31 December 2016 and 2015, Scentre Group was in compliance with all the above financial covenants.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 27 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Set out below is a comparison by category of carrying amounts and fair values of the Trust's financial instruments.

	Fair value hierarchy	Fair value		Carrying amount	
		31 Dec 16 \$million	31 Dec 15 \$million	31 Dec 16 \$million	31 Dec 15 \$million
<b>Consolidated assets</b>					
Cash and cash equivalents		<b>11.0</b>	12.1	<b>11.0</b>	12.1
Trade debtors <sup>(i)</sup>		<b>1.1</b>	1.0	<b>1.1</b>	1.0
Receivables					
– Interest bearing loan receivables <sup>(ii)</sup>	Level 2	<b>1,469.3</b>	1,029.2	<b>1,469.3</b>	1,029.2
– Other receivables <sup>(ii)</sup>		<b>208.0</b>	85.6	<b>208.0</b>	85.6
Derivative assets <sup>(ii)</sup>	Level 2	<b>677.0</b>	687.8	<b>677.0</b>	687.8
<b>Consolidated liabilities</b>					
Payables <sup>(i)</sup>		<b>1,306.2</b>	1,344.9	<b>1,306.2</b>	1,344.9
Interest bearing liabilities <sup>(ii)</sup>					
– Fixed rate debt	Level 2	<b>7,723.6</b>	6,996.3	<b>7,510.2</b>	7,032.7
– Floating rate debt	Level 2	<b>1,193.3</b>	1,146.9	<b>1,190.6</b>	1,145.2
Other financial liabilities <sup>(ii)</sup>	Level 3	<b>1,012.5</b>	1,154.9	<b>1,012.5</b>	1,154.9
Derivative liabilities <sup>(ii)</sup>	Level 2	<b>326.1</b>	182.6	<b>326.1</b>	182.6

<sup>(i)</sup> These financial assets and liabilities are not subject to interest rate risk and the fair values approximates carrying amount.

<sup>(ii)</sup> These financial assets and liabilities are subject to interest rate and market risks, the basis of determining the fair value is set out in the fair value hierarchy below.

### Determination of fair value

The Trust uses the following hierarchy for determining and disclosing the fair value of a financial instrument. The valuation techniques comprise:

Level 1: the fair value is calculated using quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: the fair value is estimated using inputs other than quoted prices that are observable, either directly (as prices) or indirectly (derived from prices).

Level 3: the fair value is estimated using inputs that are not based on observable market data.

In assessing the fair value of the Trust's financial instruments, consideration is given to the available market data and if the market for a financial instrument changes then the valuation technique applied will change accordingly.

During the year, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

	Property linked notes <sup>(i)</sup> 31 Dec 16 \$million	Property linked notes <sup>(i)</sup> 31 Dec 15 \$million
<b>Level 3 fair value movements</b>		
Balance at the beginning of the year	<b>1,154.9</b>	1,409.1
Repayment of other financial liabilities	<b>(161.5)</b>	(279.7)
Net fair value loss included in financing costs in the income statement	<b>19.1</b>	25.5
Balance at the end of the year	<b>1,012.5</b>	1,154.9

<sup>(i)</sup> The fair value of the property linked notes has been determined by reference to the fair value of the relevant Westfield shopping centres (refer Note 16).

Investment properties are considered Level 3, refer to Note 3: Investment Properties for relevant fair value disclosures.

## NOTE 28 OTHER SIGNIFICANT ACCOUNTING POLICIES

### (a) Consolidation and classification

This consolidated financial report comprises the financial statements and notes to the financial statements of SGT1, and each of its controlled entities as from the date SGT1 obtained control until such time control ceased. SGT1 and its controlled entities are collectively referred to as the economic entity known as the Trust. Where entities adopt accounting policies which differ from those of SGT1, adjustments have been made so as to achieve consistency within the Trust.

In preparing the consolidated financial statements all intra-group transactions and balances, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

#### i) Synchronisation of Financial Year

By an order dated 5 November 2001, made by the Australian Securities and Investments Commission (ASIC) pursuant to subsection 340(1) of the Act, the Directors of the Responsible Entity have been relieved from compliance with subsection 323D(3) of the Act insofar as that subsection requires them to ensure the financial year of the controlled entity Carindale Property Trust (CPT), coincides with the financial year of SGT1.

Notwithstanding that the financial year of CPT ends on 30 June, the consolidated financial statements have been prepared so as to include the accounts for a period coinciding with the financial year of SGT1 being 31 December.

## NOTE 28 OTHER SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (a) Consolidation and classification (continued)

#### ii) Joint arrangements

##### Joint operations

The Trust has significant co-ownership interests in a number of properties through unincorporated joint ventures. These interests are held directly and jointly as tenants in common. The Trust has the rights to the individual assets and obligations arising from these interests and recognises their share of the net assets, liabilities, revenues and expenses of the operation.

##### Joint ventures

The Trust has significant co-ownership interests in a number of properties through property partnerships or trusts. These joint ventures are accounted for using the equity method of accounting.

The Trust and its joint ventures use consistent accounting policies. Investments in joint ventures are carried in the consolidated balance sheet at cost plus post-acquisition changes in the Trust's share of net assets of the joint ventures. The consolidated income statement reflects the Trust's share of the results of operations of the joint ventures.

#### iii) Controlled entities

Where an entity either began or ceased to be a controlled entity during the reporting period, the results are included only from the date control commenced or up to the date control ceased. Non controlling interests are shown as a separate item in the consolidated financial statements.

### (b) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on purchase of goods and services is not recoverable from the tax authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable. Receivables and payables are stated with the amounts of GST included.

The net amount of GST payable or receivable to government authorities is included as part of receivables or payables in the balance sheet.

Cash flows are included in the cash flow statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as operating cash flow.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

### (c) Recoverable amount of assets

At each reporting date, the Trust assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Trust makes an estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

## NOTE 29 SHARE BASED PAYMENTS

### Performance Rights – Short Term Incentives (STI) and Long Term Incentives (LTI) issued to employees of related entities

As at 31 December 2016, there were 10,651,290 (31 December 2015: 11,270,150) Performance Rights issued to employees of related entities of Scentre Group. Under the stapling arrangement each of SGT1, SGT2, SGT3 and SGL are required to issue securities/units on the vesting of the Performance Rights. As at 31 December 2016, the 10,651,290 (31 December 2015: 11,270,150) Performance Rights issued to employees of related entities were convertible to 10,651,290 (31 December 2015: 11,270,150) Scentre Group stapled securities. The full disclosure of the Scentre Group Performance Rights are in the Scentre Group Annual Financial Report.

	31 Dec 16 No. of rights	31 Dec 15 No. of rights
<b>Vesting profile – Performance Rights – STI and LTI (Issued to employees of related entities)</b>		
2016	–	4,990,047
2017	4,208,412	4,267,245
2018	5,054,341	2,012,858
2019	1,282,500	–
2020	106,037	–
	<b>10,651,290</b>	<b>11,270,150</b>

## NOTE 30 LEASE COMMITMENTS

### Operating lease receivables

The following is prepared on a proportionate basis which includes both consolidated and equity accounted lease commitments.

Substantially all of the property owned and leased by the Trust are leased to third party retailers. Lease terms vary between retailers and some leases include percentage rental payments based on sales revenue.

	31 Dec 16 \$million	31 Dec 15 \$million
Future minimum rental revenues under non cancellable operating retail property leases:		
Due within one year	792.5	790.5
Due between one year and five years	1,963.4	1,921.0
Due after five years	1,089.3	1,117.3
	<b>3,845.2</b>	<b>3,828.8</b>

These amounts do not include percentage rentals which may become receivable under certain leases on the basis of retailer sales in excess of stipulated minimums and do not include recovery of outgoing.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 31 CAPITAL EXPENDITURE COMMITMENTS

The following is prepared on a proportionate basis which includes both consolidated and equity accounted capital expenditure commitments.

Estimated capital expenditure committed at balance date but not provided for in relation to development projects:

	31 Dec 16 \$million	31 Dec 15 \$million
Due within one year	242.5	266.1
Due between one year and five years	79.1	56.8
Due after five years	-	-
	<b>321.6</b>	<b>322.9</b>

## NOTE 32 CONTINGENT LIABILITIES

The following is prepared on a proportionate basis which includes both consolidated and equity accounted contingent liabilities.

Performance guarantees	3.8	3.8
Guaranteed borrowings of associates of the Responsible Entity	3,052.4	3,140.4
	<b>3,056.2</b>	<b>3,144.2</b>

The Trust has provided guarantees in respect of certain Westfield Corporation joint venture operations in the United Kingdom. Under the Restructure and Merger Implementation Deed, the Trust and Westfield Corporation have cross indemnified each other for any claims that may be made or payment that may be required under such guarantees.

The Trust's obligation in respect of performance guarantees may be called on at any time dependent upon the performance or non performance of certain third parties.

From time to time, in the normal course of business, the Trust is involved in lawsuits. The Directors believe that the ultimate outcome of such pending litigation will not materially affect the results of operations or the financial position of the Trust.

## NOTE 33 PARENT ENTITY

The Parent Entity financial information is presented in accordance with the amendments to the Corporations Regulations 2001 and the Corporations Amendment Regulations 2010 (No. 6). Summary data of the Parent Entity is disclosed as follows:

	31 Dec 16 \$million	31 Dec 15 \$million
<b>(a) Assets</b>		
Current assets	1,808.0	1,278.8
Non current assets	16,371.2	15,326.8
<b>Total assets</b>	<b>18,179.2</b>	<b>16,605.6</b>
<b>(b) Liabilities</b>		
Current liabilities	1,825.7	2,570.4
Non current liabilities	9,180.7	7,832.3
<b>Total liabilities</b>	<b>11,006.4</b>	<b>10,402.7</b>
<b>(c) Total equity</b>		
Contributed equity	1,658.1	1,658.1
Reserves	6,516.0	5,945.6
Retained profits	(1,001.3)	(1,400.8)
<b>Total equity</b>	<b>7,172.8</b>	<b>6,202.9</b>
<b>(d) Comprehensive income</b>		
Profit after tax for the period	817.5	617.0
Other comprehensive income	570.4	408.7
<b>Total comprehensive income for the period</b>	<b>1,387.9</b>	<b>1,025.7</b>
<b>(e) Contingent liabilities</b>		
Performance guarantees	0.1	0.1
Guaranteed borrowings of associates of the Responsible Entity	3,052.4	3,140.4
<b>Total contingent liabilities</b>	<b>3,052.5</b>	<b>3,140.5</b>

The Parent Entity has access to available financing facilities at the end of the financial year of \$1,895.2 million (31 December 2015: \$3,059.0 million) which are in excess of the Parent Entity's net current liabilities of \$17.7 million (31 December 2015: \$1,291.6 million). Net current liabilities comprise current assets less current liabilities.



**NOTE 34 AUDITOR'S REMUNERATION**

Amounts received or due and receivable by the auditor of the Parent Entity and any other entity in the Trust for:

- Audit or review of the financial reports	555	573
- Assurance and compliance services	454	409
	<b>1,009</b>	<b>982</b>

Amounts received or due and receivable by affiliates of the auditor of the Parent Entity for:

- Audit or review of the financial reports	116	128
- Assurance and compliance services	19	19
	<b>135</b>	<b>147</b>
	<b>1,144</b>	<b>1,129</b>

**NOTE 35 RELATED PARTY DISCLOSURES**

Information required to be disclosed concerning relationships, transactions and balances with related parties of the Trust is set out in this Note unless disclosed elsewhere in this financial report.

The Trust forms part of Scentre Group and the related party disclosures for Scentre Group have the same applicability to it. As such while the related party disclosures below make reference to Scentre Group, they also relate to the Trust.

**Nature of relationship with related parties****Key Management Personnel of the Trust**

Refer to Note 36 for details of Key Management Personnel.

**Other Related Parties**

LFG Services Pty Limited (LFG), its related entities and other entities controlled by members of the Lowy family are considered to be related parties of Scentre Group. This is due to LFG being under the control or significant influence of certain Directors of Scentre Group, being Mr Frank Lowy (retired 5 May 2016) and Mr Steven Lowy.

The Lowy Institute for International Policy (the Lowy Institute) is considered to be a related party of Scentre Group. This is due to the entity being under the control or significant influence of certain Directors of Scentre Group, being Mr Frank Lowy (retired 5 May 2016) and Mr Steven Lowy.

SGL, SGT2 and SGT3 are considered to be related parties of the Trust, as their securities are stapled to the securities of SGT1 to form Scentre Group.

**Transactions and their terms and conditions with related parties****Transactions with Key Management Personnel of the Trust**

Refer to Note 36 for details of Key Management Personnel.

**Transactions with Other Related Parties****(a) LFG and the Lowy Institute**

Scentre Group has a leasing agreement with LFG to provide office space at Westfield Sydney. Scentre Group charged LFG \$1,914,501 (31 December 2015: \$1,851,408) for lease of office space at Westfield Sydney on commercial arm's length terms.

During the financial year, Scentre Group provided development services to LFG and the Lowy Institute totalling \$45,270 (31 December 2015: \$536,388). The amount charged was on commercial arm's length terms.

There were no amounts payable to or receivable from LFG and the Lowy Institute as at 31 December 2016 (31 December 2015: nil).

No provision for doubtful debts has been recognised or bad debts incurred with respect to amounts payable or receivable from LFG and the Lowy Institute for the year ended 31 December 2016 (31 December 2015: nil).

Scentre Group has established protocols governing transactions with other related parties which are monitored and reviewed by the Audit and Risk Committee.

**(b) Scentre Group Limited, Scentre Group Trust 2 and Scentre Group Trust 3**

During the year the Trust and SGL transacted on normal commercial terms with respect to the following:

**Property management fee**

Property management fee of \$54.8 million (31 December 2015: \$55.9 million) of which \$4.6 million (31 December 2015: \$4.4 million) was payable to associates of the Responsible Entity.

**Manager's service charge**

Manager's service charge expensed of \$10.0 million (31 December 2015: \$10.4 million) of which \$2.4 million (31 December 2015: \$2.3 million) was payable to associates of the Responsible Entity.

**Reimbursement of expenses**

Reimbursement of shopping centre indirect overhead expenses of \$22.2 million (31 December 2015: \$22.0 million).

**Tenancy coordination fees**

Tenancy coordination fees of \$4.3 million (31 December 2015: \$4.5 million).

**Construction contracts**

Amounts paid (excluding GST) to associates of the Responsible Entity for construction contracts amounted to \$322.7 million (31 December 2015: \$269.7 million).

**Loans****Loans to/from SGL entities**

During the year, SGT1 had an A\$ interest bearing loan to SGL. The balance of the loan at year end is a receivable of \$644.7 million (31 December 2015: \$299.5 million), with accrued interest receivable of \$0.5 million (31 December 2015: \$28,792). Interest accrues on the loan based on a floating rate. The interest income for the year in respect of the loan to SGL was \$14.4 million (31 December 2015: \$14.8 million).

During the year, SGT1 had a £ interest bearing loan from SGL. The balance of the loan at year end is a payable of nil (31 December 2015: \$36.9 million), with accrued interest payable of nil (31 December 2015: \$4,107). Interest accrued on the loan based on a floating rate. The interest expense for the year in respect of the loan from SGL was \$0.2 million (31 December 2015: \$0.4 million).

During the year, SGT1 had an A\$ non-interest bearing loan from SGL. The balance of the loan at year end is a payable of \$978.4 million (31 December 2015: \$978.4 million).

**Loans to/from SGT2**

During the year, SGT1 had an A\$ interest bearing loan to SGT2. The balance of the loan at year end is a receivable of \$824.6 million (31 December 2015: \$729.7 million), with accrued interest receivable of \$0.1 million (31 December 2015: \$0.1 million). Interest accrues on the loan based on a floating rate. The interest income for the year in respect of the loan to SGT2 was \$26.9 million (31 December 2015: \$15.8 million).

During 2015, SGT1 repaid an A\$ interest bearing loan from SGT2. Interest expense on this loan was \$5.0 million.

**Loan from SGT3**

During the year, SGT1 had a NZ\$ interest bearing loan from a SGT3 entity. The balance of the loan at year end is a payable of \$204.3 million (31 December 2015: \$248.2 million), with accrued interest payable of \$1.2 million (31 December 2015: \$2.5 million). Interest accrues on the loan based on a floating rate. The interest expense for the year in respect of the loan from the SGT3 entity was \$7.6 million (31 December 2015: \$13.2 million).

**Facility Fees**

During the year, the Trust reimbursed SGT2 for external facility related costs incurred on its behalf totalling \$9.0 million (31 December 2015: \$11.2 million) of which nil was due and payable as at 31 December 2016 (31 December 2015: \$4.2 million).

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 35 RELATED PARTY DISCLOSURES (CONTINUED)

### (b) Scentre Group Limited, Scentre Group Trust 2 and Scentre Group Trust 3 (continued)

#### Financial derivatives

All outstanding financial derivatives disclosed in Note 23(ii), 23(iii), 24(i) and 24(ii) were transacted with a SGL entity.

The net interest expense for the year in respect of financial derivatives with the SGL entity was \$21.2 million (31 December 2015: \$226.9 million), with net accrued interest receivable of \$13.4 million at year end (31 December 2015: \$11.8 million). The net foreign currency loss in respect of the cross currency swaps principals and foreign exchange contracts with the SGL entity was \$263.0 million (31 December 2015: net foreign currency gain of \$421.2 million).

#### Foreign currency contracts with SGL entities

SGT1 and a SGL entity entered into the following foreign currency contracts:

- i) During the year, SGT1 received net £18.4 million (31 December 2015: £1.8 million) from a SGL entity in exchange for SGT1 paying net A\$31.6 million (31 December 2015: A\$3.6 million) to the SGL entity. The foreign currency contract matured during the year and the net gain from the contract was \$0.2 million (31 December 2015: net loss of \$6,574).
- ii) During the year, SGT1 received net €1.8 million (31 December 2015: nil) from a SGL entity in exchange for SGT1 paying net A\$2.6 million (31 December 2015: nil) to the SGL entity. The foreign currency contract matured during the year and the net loss from the contract was \$30,060 (31 December 2015: nil).
- iii) During the year, SGT1 received net NZ\$3.6 million (31 December 2015: NZ\$1.5 million) from a SGL entity in exchange for SGT1 paying net A\$3.4 million (31 December 2015: A\$1.4 million) to the SGL entity. The foreign currency contracts matured during the year and the net gain from the contracts was \$6,616 (31 December 2015: loss of \$32,415).
- iv) During 2015, SGT1 received net US\$3.8 million from a SGL entity in exchange for SGT1 paying net A\$4.9 million to the SGL entity. The foreign currency contracts matured during the year and the net loss from the contracts was \$0.1 million.

#### Foreign currency contracts with SGT2

SGT1 and SGT2 entered into foreign currency contracts in 2015. SGT1 received net NZ\$58.9 million from SGT2 in exchange for SGT1 paying net A\$53.3 million to SGT2. The foreign currency contracts matured during 2015 and the net loss from the contracts was \$0.2 million.

## NOTE 36 DETAILS AND REMUNERATION OF KEY MANAGEMENT PERSONNEL

Key Management Personnel are those individuals having the authority and responsibility for planning, directing and controlling the activities of the Trust, either directly or indirectly. The Non-Executive Directors, Chief Executive Officer and other senior executives are considered Key Management Personnel.

### (a) Key Management Personnel

The Trust forms part of Scentre Group. The disclosures under Scentre Group's remuneration policies and practices apply to the Trust.

The Responsible Entity does not have any employees. Key Management Personnel of the Trust are paid by related entities within Scentre Group.

As at 31 December 2016, the Board comprises the following Directors:

Brian Schwartz AM	Chairman/Non-Executive Director (appointed Chairman 5 May 2016)
Peter Allen	Chief Executive Officer/Executive Director
Andrew Harnos	Non-Executive Director
Michael Ihlein	Non-Executive Director
Carolyn Kay	Non-Executive Director (appointed 24 February 2016)
Aliza Knox	Non-Executive Director
Steven Lowy AM	Non-Executive Director
Margaret Seale	Non-Executive Director (appointed 24 February 2016)

During the year, Mr Frank Lowy AC and Mr Richard Egerton-Warburton AO LVO retired from the Board at the conclusion of Scentre Group Limited's Annual General Meeting on 5 May 2016. Mr Brian Schwartz succeeded Mr Lowy as Chairman.

The Board of the Responsible Entity, Scentre Management Limited, is identical to the Board of Scentre Group Limited, the parent company of Scentre Group. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also retire as a Director of Scentre Management Limited.

In addition to the Chief Executive Officer, during the year the following executives were Key Management Personnel.

Mark Bloom	Chief Financial Officer
Greg Miles	Chief Operating Officer (effective from 1 November 2015)

### (b) Remuneration of Key Management Personnel

The Directors of the Responsible Entity receive remuneration in their capacity as Directors of the Responsible Entity.

These amounts are paid directly by Scentre Group Limited (SGL), the parent entity of Scentre Group, of which the Responsible Entity is part. Other Key Management Personnel are paid by Scentre Limited, a wholly owned subsidiary of SGL.

The Manager's service charge payable by the Trust to the Responsible Entity covers all costs in relation to the management of the Trust. The remuneration of the Key Management Personnel is not set by the Trust nor is it able to be influenced by the Trust. The remuneration of the Key Management Personnel is approved by the Board on the recommendation of the Human Resources Committee.

**NOTE 37** DETAILS OF MATERIAL AND SIGNIFICANT ENTITIES

Name of entity	31 Dec 16 – Interest Beneficial <sup>(i)</sup>			31 Dec 15 – Interest Beneficial <sup>(i)</sup>		
	Parent Entity %	Scentre Group Trust 1 %	Consolidated or Equity accounted %	Parent Entity %	Scentre Group Trust 1 %	Consolidated or Equity accounted %
<b>ENTITIES INCORPORATED IN AUSTRALIA</b>						
<b>Parent Entity</b>						
Scentre Group Trust 1	100.0	100.0	100.0	100.0	100.0	100.0
<b>Consolidated Controlled Entities</b>						
Carindale Property Trust	50.0	50.0	100.0	50.0	50.0	100.0
Scentre Sub Trust G	100.0	100.0	100.0	100.0	100.0	100.0
<b>Equity Accounted Entities</b>						
Bondi Junction Trust	–	50.0	50.0	–	50.0	50.0
WestArt Trust	–	50.0	50.0	–	50.0	50.0
<b>ENTITIES INCORPORATED IN NEW ZEALAND</b>						
<b>Consolidated Controlled Entities</b>						
SCG1 Finance (NZ) Limited	100.0	100.0	100.0	100.0	100.0	100.0
SCG1 Finance (NZ) No. 2 Limited	100.0	100.0	100.0	100.0	100.0	100.0
<b>Equity Accounted Entities</b>						
Scentre NZ Holdings Limited	–	50.0	50.0	–	50.0	50.0

<sup>(i)</sup> Beneficial interest in underlying controlled and equity accounted entities reflects the Parent Entity and the Trust's ownership interest as determined under International Financial Reporting Standards (IFRS).

**NOTE 38** INVESTMENT IN CARINDALE PROPERTY TRUST

During the financial year, the Trust has acquired additional securities in Carindale Property Trust (CPT) increasing the Trust's interest in CPT to 53.0% (31 December 2015: 50.0%).

**NOTE 39** SUBSEQUENT EVENTS

During the year, the Trust recognised revenue from the sale of Casey Central in Australia (gross proceeds of \$221 million, Trust share \$110 million). The sale of Casey Central was completed on 28 February 2017.

# Directors' Declaration

The Directors of Scentre Management Limited, the Responsible Entity of Scentre Group Trust 1 (Trust), declare that:

- (a) in the Directors' opinion, there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable;
- (b) in the Directors opinion, the Financial Statements and notes thereto are in accordance with the Corporations Act 2001, including:
  - (i) complying with accounting standards and regulations in accordance with section 296 of the Corporations Act 2001;
  - (ii) giving a true and fair view of the financial position as at 31 December 2016 and the performance of the consolidated entity for the year ended on that date in accordance with section 297 of the Corporations Act 2001;
  - (iii) the International Financial Reporting Standards issued by the International Accounting Standards Board; and
- (c) they have been provided with the declarations required by section 295A of the Corporations Act 2001.

Made on 21 March 2017 in accordance with a resolution of the Board of Directors.



**Brian Schwartz AM**  
Chairman



**Michael Ihlein**  
Director

21 March 2017

# Independent Auditor's Report

TO MEMBERS OF SCENTRE GROUP TRUST 1



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## Report on the Audit of the Financial Report Opinion

We have audited the financial report of Scentre Group Trust 1 (the Trust) and the entities it controlled, which comprises the consolidated balance sheet as at 31 December 2016, the consolidated income statement and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the Directors Declaration.

In our opinion:

the accompanying financial report of the Trust is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the consolidated financial position of the Trust as at 31 December 2016 and of its consolidated financial performance for the year ended on that date; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

## Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Trust in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

## Shopping Centre Investment Property Portfolio – Carrying values and revaluations

*Why this matter is considered to be one of the most significant matters in the audit*

*How the matter was addressed in the audit*

The Trust has interest in shopping centre investment properties which are carried at a fair value of \$16 billion at 31 December 2016 (from both consolidated shopping centres and equity accounted investments) and represents 87% of total assets.

Fair values are determined each reporting period by reference to valuations, with changes in fair value recognised in the income statement. Valuations contain a number of assumptions which are based on market evidence of transaction prices for comparable properties. Minor changes in certain assumptions can lead to significant changes in the valuation.

Note 3 of the financial report discloses the sensitivity of these valuations to changes in key assumptions.

Refer to Note 3 of the financial report for a description of the accounting policy treatment for these assets.

We assessed the extent to which we could use the work of the valuation experts by considering, for a sample of the valuers, their competence and independence. We also evaluated the suitability of their valuation scope and methodology for the financial report.

On a sample basis, we agreed data used in the valuation to the actual and budgeted financial performance of the specific properties.

We considered the adequacy of the key inputs and assumptions used by the valuers, by comparing this information to external market data obtained by our Real Estate valuation specialists.

# Independent Auditor's Report

TO MEMBERS OF SCENTRE GROUP TRUST 1

## **Interest Bearing Liabilities and Financing Costs**

*Why this matter is considered to be one of the most significant matters in the audit*

The Trust has interest bearing liabilities of \$9 billion at 31 December 2016. During the year the Trust incurred \$366 million in financing and interest costs of which \$10 million has been capitalised to assets under construction.

The Trust has established a range of finance facilities with various terms, counterparties and currencies.

The Trust's gearing, liquidity, solvency, covenant obligations and financing cost profile are influenced by this portfolio of interest bearing liabilities.

Note 15 of the financial report discloses the Trust's interest bearing liabilities.

Refer to Note 15 of the financial report for a description of the accounting policy treatment for these liabilities.

*How the matter was addressed in the audit*

We evaluated the Trust's processes and assessed the design and operating effectiveness of key controls over recording and reporting the terms and conditions of interest bearing liabilities and the associated interest costs. We confirmed a selection of interest bearing liabilities directly with counterparties.

We tested the calculation of interest recognised in the consolidated income statement and that capitalised during the period to assess whether these were calculated in accordance with the Trust's accounting policy detailed in Note 10.

We assessed the maturity profile of the Trust's interest bearing liabilities to check that loans maturing within the next twelve months were classified in current liabilities.

## **Derivative Financial Instruments**

*Why this matter is considered to be one of the most significant matters in the audit*

The Trust manages interest and currency risks through the use of derivative financial instruments ("Derivatives") which have been set out in Note 17, Note 23 and Note 24 of the financial report.

Fair value movements in derivatives are driven by movements in financial markets.

These complex transactions may have a significant financial effect and have extensive accounting and reporting obligations.

Note 17 of the financial report discloses the fair value of the Trust's derivative assets and liabilities outstanding at balance date.

Refer to Note 17 of the financial report for a description of the accounting policy treatment for these instruments.

*How the matter was addressed in the audit*

We evaluated the Trust's processes and assessed the design and operating effectiveness of key controls for recording, reviewing and reporting the terms and conditions of its derivatives.

We involved our treasury specialists to evaluate the accuracy with which the Trust revalues derivatives, including periodic reviews of position reports by senior executives.

We confirmed a selection of derivatives directly with counterparties.

We tested the calculation of fair value movements on derivatives during the period to check these movements were recognised in the consolidated income statement or deferred in accordance with the Trust's accounting policy detailed in Note 17.

## **Information other than the Financial Report and Auditor's Report**

The Directors of Scentre Management Limited, the Responsible Entity of the Trust, are responsible for the other information. The other information comprises the information included in the Trust's 2016 Annual Report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of the Directors for the Financial Report**

The Directors of Scentre Management Limited, the Responsible Entity of the Trust, are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the Directors of Scentre Management Limited, the Responsible Entity of the Trust, determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors of Scentre Management Limited, the Responsible Entity of the Trust, are responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the Directors of Scentre Management Limited, the Responsible Entity of the Trust, either intend to liquidate the Trust or to cease operations, or have no realistic alternative but to do so.

## **Auditor's Responsibilities for the Audit of the Financial Report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

# Independent Auditor's Report

TO MEMBERS OF SCENTRE GROUP TRUST 1

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors of Scentre Management Limited, the Responsible Entity of the Trust.
- Conclude on the appropriateness of the Directors' of Scentre Management Limited, the Responsible Entity of the Trust, use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Trust to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Trust audit. We remain solely responsible for our audit opinion.

We communicate with the Directors of Scentre Management Limited, the Responsible Entity of the Trust, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We are also required to provide the Directors of Scentre Management Limited, the Responsible Entity of the Trust, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the Directors of Scentre Management Limited, the Responsible Entity of the Trust, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Ernst & Young**

**Graham Ezzy**  
Partner

Sydney, 21 March 2017

Liability limited by a scheme approved under Professional Standards Legislation.

# Directors' Report

The Directors of Scentre Management Limited (Responsible Entity), the responsible entity of Scentre Group Trust 1 (SGT1) submit the following report for the year ended 31 December 2016 (Financial Year).

The Trust is part of Scentre Group which is a stapled entity. Scentre Group operates as a single coordinated economic entity with a common Board of Directors and management team.

In this report, SGT1 and its controlled entities are referred to as the Trust.

## 1. OPERATIONS AND ACTIVITIES

### 1.1 Review of Operations and Results of Operations

The Trust reported a net profit (attributable to members of SGT1) of \$1,402.6 million and a distribution of \$370.1 million for the Financial Year. The basic earnings per unit was 26.34 cents and the distribution per unit was 6.95 cents for the Financial Year.

As at 31 December 2016, the Trust has total consolidated and equity accounted properties of \$16.6 billion. Occupancy rates for those properties continued to be in excess of 99.5% leased. The Trust's interest in 39 shopping centres comprised approximately 3.6 million square metres of retail space.

The Australian and New Zealand operations contributed net property income of \$831.4 million for the Financial Year with an underlying comparable net operating income growth of 2.9%.

There was sustained improvement in retail sales growth, with comparable specialty store sales in Australia up 2.6% for the 12 months to 31 December 2016.

In 2016, Scentre Group commenced \$435 million (Trust share: \$198 million) of redevelopments. These included the \$355 million (Trust share: \$178 million) redevelopment at Westfield Chermiside and the \$80 million (Trust share: \$20 million) redevelopment at Westfield Whitford City.

During the year Scentre Group completed and opened \$665 million (Trust share: \$205 million) of redevelopments including Westfield Warringah Mall and Westfield North Lakes.

During the year, the Trust recognised revenue from the sale of Casey Central in Australia (gross proceeds of \$221 million, Trust share \$110 million) and Chartwell and Queensgate in New Zealand (gross proceeds of NZ\$445 million, Trust share NZ\$222.5 million). The Trust also entered into an agreement for the sale of WestCity in New Zealand to the DiMauro Group for a total of \$147 million (Trust share: \$73.5 million) subject to the approval of the Overseas Investment Office. The sale is expected to complete in 2017.

During the Financial Year, the Trust raised €500 million (A\$745 million) from a bond issue. Proceeds from the issue were used to repay borrowings under Scentre Group's revolving bank facilities. The Trust redeemed \$578 million of property-linked notes, of which \$161 million was repaid in June 2016 and \$417 million was repaid in January 2017, effectively increasing the Trust's economic interest in four high quality regional centres in Australia. Review dates for the remaining notes of \$596 million were also extended to 2021-2023.

A detailed operating and financial review for Scentre Group is contained in the Directors' Report in Scentre Group's Annual Financial Report which is available at [www.scentre.com](http://www.scentre.com).

### 1.2 Principal Activities

The principal activities of the Trust during the Financial Year were the ownership and improvement of shopping centres. There were no significant changes in the nature of those activities during the Financial Year.

### 1.3 Subsequent Events

The sale of Casey Central was completed on 28 February 2017.

### 1.4 Future Developments

At the date of this report there is no proposed change to the principal activities of the Trust. The strategy, key drivers and outlook of Scentre Group are described in the Directors' Report in Scentre Group's Annual Financial Report.

### 1.5 Sustainability

Environmental laws and regulations in force in the various jurisdictions in which Scentre Group operates are applicable to areas of Scentre Group's operations and in particular to its development, construction and shopping centre management activities. Scentre Group has in place procedures to identify and comply with such requirements including, where applicable, obtaining and complying with the conditions of relevant authority consents and approvals and the obtaining of any necessary licences. These compliance procedures are

regularly reviewed and audited and their application closely monitored. Scentre Group's Sustainability Reports from prior years can be found at <http://www.scentre.com/about/sustainability/>.

Scentre Group's Sustainability Report will be published in the first quarter of 2017 and will be available on its website.

## 2. DISTRIBUTIONS

For the 6 months ended 31 December 2015, the Trust distribution of 4.35 cents per ordinary unit formed part of the distribution of 10.45 cents per Scentre Group (SCG) stapled security, paid on 29 February 2016. This distribution was an aggregate of a distribution from the Trust and a distribution from Scentre Group Trust 2 (SGT2). The figure reported here represents that component of the aggregate SCG distribution being the distribution of the Trust.

For the 6 months ended 30 June 2016, the Trust distribution of 3.50 cents per ordinary unit formed part of the distribution of 10.65 cents per SCG stapled security, paid on 31 August 2016. This distribution was an aggregate of a distribution from the Trust and a distribution from SGT2. The figure reported here represents that component of the aggregate SCG distribution being the distribution of the Trust.

For the 6 months ended 31 December 2016, the Trust distribution of 3.45 cents per ordinary unit formed part of the distribution of 10.65 cents per SCG stapled security, paid on 28 February 2017. This distribution was an aggregate of a distribution from the Trust, SGT2, Scentre Group Trust 3 (SGT3) and a dividend from Scentre Group Limited (SGL). The figure reported here represents that component of the aggregate SCG distribution being the distribution of the Trust.

## 3. THE DIRECTORS

The Board of Directors of the Responsible Entity at the date of this report is set out below.

Names	Position Held	Independent (Y/N)	Date appointed
Brian Schwartz AM	Chairman / Non-Executive Director	Y	6 May 2009
Peter Allen	Chief Executive Officer / Executive Director	N	25 May 2011
Andrew Harnos	Non-Executive Director	Y	30 June 2014
Michael Ihlein	Non-Executive Director	Y	30 June 2014
Carolyn Kay	Non-Executive Director	Y	24 February 2016
Aliza Knox	Non-Executive Director	Y	7 May 2015
Steven Lowy AM	Non-Executive Director	N	28 June 1989
Margaret Seale	Non-Executive Director	Y	24 February 2016

Biographies of the current Board can be found in the 2016 Scentre Group Annual Financial Report and on Scentre Group's website.

During the year, Mr Frank Lowy AC and Mr Richard Egerton-Warburton AO LVO retired from the Board at the conclusion of Scentre Group Limited's Annual General Meeting on 5 May 2016. Mr Brian Schwartz succeeded Mr Lowy as Chairman.

The Board of the Responsible Entity, Scentre Management Limited, is identical to the Board of Scentre Group Limited, the parent company of Scentre Group. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also retire as a Director of Scentre Management Limited.

The names of the Directors in office and the relevant interests of each Director in stapled securities in Scentre Group as at the date of this report are shown below. Units in the Trust are stapled to shares in SGL and units in SGT2 and SGT3. The stapled securities trade on the ASX under the code SCG.



Director	Number of Stapled Securities
Brian Schwartz	103,781
Peter Allen	2,617,701
Andrew Harnos	50,000
Michael Ihlein	33,048
Carolyn Kay	17,000
Aliza Knox	16,000
Steven Lowy	216,467,389
Margaret Seale	39,250

Mr Frank Lowy and Mr Richard Warburton retired from the Board on 5 May 2016. On the date of retirement, Mr Lowy held a relevant interest in 216,467,389 Scentre Group securities. Mr Warburton held a relevant interest in 73,445 Scentre Group securities.

To underpin the alignment of Directors and securityholders, during the year the Board introduced a minimum securityholding requirement for Non-Executive Directors, in line with the requirement for Executive Key Management Personnel. Non-Executive Directors are required to maintain a minimum holding of securities equal to one year's base board fees. Non-Executive Directors have 3 years to meet this requirement.

None of the Directors hold options over any issued or unissued Scentre Group stapled securities. No options over any issued or unissued units in any of the Scentre Group Trusts or stapled securities in Scentre Group have been issued to the Directors. None of the Directors hold debentures of Scentre Group.

None of the Non-Executive Directors are party to or entitled to a benefit under a contract which confers a right to call for, or be delivered, interests or securities in Scentre Group.

Details of the equity-linked incentives held by the Chief Executive Officer are set out in the Remuneration Report in the Scentre Group 2016 Annual Financial Report.

#### 4. DIRECTORS' DIRECTORSHIPS OF OTHER LISTED COMPANIES

The following table sets out the directorships of other Australian listed companies held by the Company's Directors during the 3 years preceding the end of the Financial Year and up to the date of this report, and the time for which each directorship has been held:

Director	Company	Date appointed	Date resigned
Brian Schwartz	Scentre Management Limited <sup>(1)</sup>	6 May 2009	Continuing
	RE1 Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE2 Limited <sup>(1)</sup>	30 June 2014	Continuing
	Westfield America Management Limited <sup>(2)</sup>	6 May 2009	Continuing
	Westfield Corporation Limited <sup>(2)</sup>	8 April 2014	Continuing
	Insurance Australia Group Brambles Limited	1 January 2005 13 March 2009	31 March 2016 30 June 2014
Peter Allen	Scentre Management Limited <sup>(1)</sup>	25 May 2011	Continuing
	RE1 Limited <sup>(1)</sup>	12 August 2010	Continuing
	RE2 Limited <sup>(1)</sup>	12 August 2010	Continuing
	Westfield America Management Limited <sup>(2)</sup>	25 May 2011	30 June 2014
Andrew Harnos	Scentre Management Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE1 Limited <sup>(1)</sup>	21 December 2010	Continuing
	RE2 Limited <sup>(1)</sup>	21 December 2010	Continuing
Michael Ihlein	Scentre Management Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE1 Limited <sup>(1)</sup>	21 December 2010	Continuing
	RE2 Limited <sup>(1)</sup>	21 December 2010	Continuing
	CSR Limited	7 July 2011	Continuing
	MG Unit Trust <sup>(3)</sup>	3 July 2015	Continuing
Carolyn Kay	Scentre Management Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE1 Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE2 Limited <sup>(1)</sup>	24 February 2016	Continuing
	Brambles Limited	21 August 2006	Continuing
Aliza Knox	Scentre Management Limited <sup>(1)</sup>	7 May 2015	Continuing
	RE1 Limited <sup>(1)</sup>	7 May 2015	Continuing
	RE2 Limited <sup>(1)</sup>	7 May 2015	Continuing
	InvoCare Limited	4 October 2011	31 August 2015
Steven Lowy	Scentre Management Limited <sup>(1)</sup>	28 June 1989	Continuing
	RE1 Limited <sup>(1)</sup>	12 August 2010	Continuing
	RE2 Limited <sup>(1)</sup>	12 August 2010	Continuing
	Westfield America Management Limited <sup>(2)</sup>	20 February 1996	Continuing
	Westfield Corporation Limited <sup>(2)</sup>	28 November 2013	Continuing
Margaret Seale	Scentre Management Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE1 Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE2 Limited <sup>(1)</sup>	24 February 2016	Continuing
	Ramsay Health Care Limited	28 April 2015	Continuing
	Telstra Corporation Limited	7 May 2012	Continuing
	Bank of Queensland Limited	21 January 2014	Continuing

#### Notes:

<sup>(1)</sup> Scentre Group comprises Scentre Group Limited, Scentre Group Trust 1 (the responsible entity of which is Scentre Management Limited), Scentre Group Trust 2 (the responsible entity of which is RE1 Limited) and Scentre Group Trust 3 (the responsible entity of which is RE2 Limited), the securities of which are stapled and trade on the ASX as Scentre Group (ASX: SCG). Scentre Management Limited is also the responsible entity of Carindale Property Trust, a listed managed investment scheme (ASX: CDP).

<sup>(2)</sup> Westfield America Management Limited formed part of the prior Westfield Group. It is now part of Westfield Corporation. Westfield Corporation comprises Westfield Corporation Limited, Westfield America Westfield America Trust and WFD Trust (the responsible entity of both schemes being Westfield America Management Limited), the securities of which are stapled and trade on the ASX as Westfield Corporation (ASX: WFD).

<sup>(3)</sup> MG Unit Trust (ASX: MGC) is a listed management investment scheme, the responsible entity of which is MG Responsible Entity Limited.

## 5. OPTIONS

No options were issued by the Trust during or since the end of the Financial Year and no Director or member of the senior executive team holds options over issued or unissued Scentre Group stapled securities or units in the Trust.

Details of the equity-linked incentives held by the executive Key Management Personnel are set out in Scentre Group's Remuneration Report.

## 6. INDEMNITIES AND INSURANCE PREMIUMS

Subject to the following, no indemnity was given or insurance premium paid during or since the end of the Financial Year out of the assets of the Trust in regards to a person who is or has been an officer or auditor of the Responsible Entity. So long as the Responsible Entity acts in accordance with the Constitution and the Corporations Act, it remains indemnified out of the assets of the Trust against any losses incurred while acting as the Responsible Entity.

The Responsible Entity's Constitution provides that a person who is or has been a Director or Secretary of the Responsible Entity may be indemnified by the Responsible Entity against liabilities incurred by the person in that capacity and for all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings in which the person becomes involved because of that capacity. The indemnity does not apply to the extent that the Responsible Entity is forbidden by statute to indemnify the person or the indemnity would, if given, be made void by statute.

A related corporation of the Responsible Entity has paid premiums for directors' and officers' liability insurance in respect of Directors, Secretaries and Executive Officers of the Responsible Entity as permitted by the Corporations Act 2001. The terms of the insurance policy prohibit disclosure of details of the nature of the liabilities covered by, and the amounts of the premiums payable under, that insurance policy.

In addition, each Director has entered into a Deed of Indemnity and Access which provides for indemnity against liability as a Director, except to the extent of indemnity under an insurance policy or where prohibited by statute. The Deed also entitles the Director to access the Responsible Entity's documents and records, subject to undertakings as to confidentiality.

To the extent permitted by law, the Responsible Entity has agreed to indemnify its auditor, Ernst & Young, as part of its standard terms of its audit engagement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to Ernst & Young during or since the Financial Year.

## 7. SPECIAL RULES FOR REGISTERED SCHEMES

- \$69.1 million in fees were paid and payable to the Responsible Entity and its associates out of the assets of the Trust during the Financial Year.
- No units in the Trust were held by the Responsible Entity at the end of the Financial Year. Associates of the Responsible Entity held 219,687,873 units as at the end of the Financial Year.
- Details of units issued in the Trust during the Financial Year are set out in Note 18 to the Financial Report on page 20.
- No withdrawals were made from the scheme during the Financial Year.
- Details of the value of the Trust's assets as at the end of the Financial Year and the basis for the valuation are set out in Notes 3, 4 and 5 to the Financial Report on pages 11, 12 and 13.
- Details of the number of units in the Trust as at the end of the Financial Year are set out in Note 18 to the Financial Report on page 20.

## 8. AUDIT

### 8.1 Audit and Risk Committee

As at the date of this report, the Responsible Entity had an Audit and Risk Committee of the Board of Directors.

### 8.2 Audit Independence

The Directors have obtained the following independence declaration from the auditor, Ernst & Young.



### Auditor's Independence Declaration to the Directors of Scentre Management Limited

As lead auditor for the audit of Scentre Group Trust 1 for the financial year ended 31 December 2016, I declare to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Scentre Group Trust 1 and the entities it controlled during the financial year.

Ernst & Young

Sydney, 21 March 2017

Graham Ezzy  
Partner

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## 9. ASIC DISCLOSURES

### 9.1 Rounding

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts shown in this financial report have been rounded to the nearest tenth of a million dollars, unless otherwise indicated. Amounts shown as 0.0 represent amounts less than \$50,000 that have been rounded down.

### 9.2 Synchronisation of financial year

By an order dated 5 November 2001 made by the Australian Securities and Investments Commission, the Directors have been relieved from compliance with the requirement to ensure that the financial year of Carindale Property Trust is synchronised with the financial year of Scentre Group Trust 1. Although the financial year of Carindale Property Trust ends on 30 June, the financial statements of Scentre Group Trust 1 have been prepared to include accounts for Carindale Property Trust for a period coinciding with the Financial Year of Scentre Group Trust 1.

## 10. ASX LISTING RULE

ASX reserves the right (but without limiting its absolute discretion) to remove SGL, SGT1, SGT2 and SGT3 from the official list of ASX if any of the shares or units comprising those stapled securities cease to be stapled together, or any equity securities are issued by a Scentre Group entity which are not stapled to the equivalent securities in the other entities.

This report is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors.

Brian Schwartz AM  
Chairman

21 March 2017

Michael Ihlein  
Director

# Corporate Governance Statement

The Corporate Governance Statement for Scentre Group Trust 1 for the financial year ended 31 December 2016 has been incorporated into the Corporate Governance Statement prepared for Scentre Group. This Statement can be found in the 2016 Scentre Group Annual Financial Report. Scentre Group's Annual Financial Report is available on the [scentregroup.com](http://scentregroup.com) website.

# Members' Information

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

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

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

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

### Voting Rights

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

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

### Distribution Schedule

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

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

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

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

### Substantial Securityholders

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

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





# Annual Financial Report

## SCENTRE GROUP TRUST 2

For the Financial Year ended 31 December 2016

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# Income Statement

FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>Revenue</b>			
Property revenue		524.4	527.0
		<b>524.4</b>	<b>527.0</b>
<b>Share of after tax profits of equity accounted entities</b>			
Property revenue		538.7	557.7
Property revaluations		447.4	364.5
Property expenses, outgoings and other costs		(143.3)	(148.4)
Gain in respect of capital transactions		–	0.4
Net interest expense		(7.7)	(12.4)
Tax benefit		6.5	11.5
	5(a)	<b>841.6</b>	<b>773.3</b>
<b>Expenses</b>			
Property expenses, outgoings and other costs		(132.4)	(137.4)
Overheads		(7.3)	(7.6)
		<b>(139.7)</b>	<b>(145.0)</b>
Interest income		1.9	7.1
Currency gain	9	20.0	77.7
Financing costs	10	(126.4)	(201.4)
Gain in respect of capital transactions	11	19.2	11.3
Property revaluations		344.9	370.0
<b>Profit before tax</b>		<b>1,485.9</b>	<b>1,420.0</b>
Tax expense	6	–	–
<b>Profit after tax for the period attributable to Members of Scentre Group Trust 2</b>		<b>1,485.9</b>	<b>1,420.0</b>
		<b>cents</b>	<b>cents</b>
<b>Basic earnings per unit</b>	8(a)	<b>27.91</b>	26.67
<b>Diluted earnings per unit</b>	8(a)	<b>27.91</b>	26.67



# Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$million	31 Dec 15 \$million
<b>Profit after tax for the period</b>	<b>1,485.9</b>	1,420.0
<b>Other comprehensive income</b>		
<i>Movement in foreign currency translation reserve <sup>0)</sup></i>		
– Realised and unrealised differences on the translation of investment in foreign operations and asset hedging derivatives which qualify for hedge accounting	4.5	(6.0)
– Accumulated exchange differences transferred from foreign currency translation reserve on realisation of net investment in foreign operations	(17.5)	(82.4)
<b>Total comprehensive income for the period attributable to Members of Scentre Group Trust 2</b>	<b>1,472.9</b>	1,331.6

<sup>0)</sup> This may be subsequently transferred to the profit and loss. In relation to the foreign currency translation reserve, the portion relating to the foreign operations may be transferred to the profit and loss depending on how the foreign operations are sold.

# Balance Sheet

AS AT 31 DECEMBER 2016

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>Current assets</b>			
Cash and cash equivalents	12(a)	8.9	11.7
Trade debtors		0.8	0.7
Derivative assets	15(a)	–	0.3
Receivables		146.0	33.5
Other current assets		8.2	8.7
<b>Total current assets</b>		<b>163.9</b>	<b>54.9</b>
<b>Non current assets</b>			
Investment properties	3	7,879.2	7,243.0
Equity accounted investments	5(b)	7,539.5	7,073.5
Derivative assets	15(a)	111.5	100.2
Other non current assets		9.3	9.8
<b>Total non current assets</b>		<b>15,539.5</b>	<b>14,426.5</b>
<b>Total assets</b>		<b>15,703.4</b>	<b>14,481.4</b>
<b>Current liabilities</b>			
Trade creditors		49.0	48.8
Payables and other creditors	13	118.8	153.4
Interest bearing liabilities	14	1,980.8	2,437.1
Derivative liabilities	15(b)	7.4	9.1
<b>Total current liabilities</b>		<b>2,156.0</b>	<b>2,648.4</b>
<b>Non current liabilities</b>			
Interest bearing liabilities	14	1,922.0	966.0
Derivative liabilities	15(b)	41.5	50.5
<b>Total non current liabilities</b>		<b>1,963.5</b>	<b>1,016.5</b>
<b>Total liabilities</b>		<b>4,119.5</b>	<b>3,664.9</b>
<b>Net assets</b>		<b>11,583.9</b>	<b>10,816.5</b>
<b>Equity attributable to members of Scentre Group Trust 2</b>			
Contributed equity	16(b)	8,159.8	8,159.8
Reserves	17	24.0	37.0
Retained profits	18	3,400.1	2,619.7
<b>Total equity attributable to members of Scentre Group Trust 2</b>		<b>11,583.9</b>	<b>10,816.5</b>
<b>Total equity</b>		<b>11,583.9</b>	<b>10,816.5</b>

# Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2016

	Contributed Equity \$million	Reserves \$million	Retained Profits \$million	31 Dec 16 Total \$million	Contributed Equity \$million	Reserves \$million	Retained Profits \$million	31 Dec 15 Total \$million
<b>Changes in equity attributable to members of Scentre Group Trust 2</b>								
Balance at the beginning of the period	8,159.8	37.0	2,619.7	<b>10,816.5</b>	8,159.8	125.4	1,772.1	10,057.3
– Profit after tax for the period <sup>(i)</sup>	–	–	1,485.9	<b>1,485.9</b>	–	–	1,420.0	1,420.0
– Other comprehensive income <sup>(i) (ii)</sup>	–	(13.0)	–	<b>(13.0)</b>	–	(88.4)	–	(88.4)
Transactions with owners in their capacity as owners:								
– Distributions paid or provided for	–	–	(705.5)	<b>(705.5)</b>	–	–	(572.4)	(572.4)
<b>Closing balance of equity attributable to members of Scentre Group Trust 2</b>								
	8,159.8	24.0	3,400.1	<b>11,583.9</b>	8,159.8	37.0	2,619.7	10,816.5

<sup>(i)</sup> Total comprehensive income for the period amounts to a gain of \$1,472.9 million (31 December 2015: \$1,331.6 million).

<sup>(ii)</sup> Movement in reserves attributable to members of Scentre Group Trust 2 comprises realised and unrealised differences on the translation of investment in foreign operations and asset hedging derivatives which qualify for hedge accounting of \$4.5 million (31 December 2015: -\$6.0 million) and accumulated exchange differences transferred from foreign currency translation reserve on realisation of net investment in foreign operations of \$17.5 million (31 December 2015: \$82.4 million).

# Cash Flow Statement

FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>Cash flows from operating activities</b>			
Receipts in the course of operations (including Goods and Services Tax (GST))		589.5	593.5
Payments in the course of operations (including GST)		(150.6)	(156.6)
Distributions received from equity accounted entities		455.4	500.9
GST paid		(43.9)	(42.0)
Net payments of financing costs (excluding interest capitalised)		(168.0)	(194.4)
<b>Net cash flows from operating activities</b>	12(b)	<b>682.4</b>	701.4
<b>Cash flows from investing activities</b>			
Capital expenditure on property investments		(222.8)	(135.4)
Proceeds from the disposition of property investments		–	337.5
Acquisition of property investments		(194.2)	–
Net inflows/(outflows) from investments in and loans to equity accounted entities		(66.0)	84.8
Financing costs capitalised to qualifying development projects and construction in progress		(7.0)	(4.6)
Settlement of asset hedging currency derivatives		(4.1)	–
<b>Net cash flows from/(used in) investing activities</b>		<b>(494.1)</b>	282.3
<b>Cash flows used in financing activities</b>			
Net proceeds from/(repayments of) interest bearing liabilities		15.8	(1,584.7)
Net loans received from related entities		498.6	1,174.5
Distributions paid		(705.5)	(572.4)
<b>Net cash flows used in financing activities</b>		<b>(191.1)</b>	(982.6)
Net increase/(decrease) in cash and cash equivalents held		(2.8)	1.1
Add opening cash and cash equivalents brought forward		11.7	10.6
<b>Cash and cash equivalents at the end of the period<sup>(i)</sup></b>	12(a)	<b>8.9</b>	11.7

<sup>(i)</sup> Cash and cash equivalents comprises cash \$8.9 million (31 December 2015: \$11.7 million) net of bank overdraft of nil (31 December 2015: nil).

# Index of Notes to the Financial Statements

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# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## **NOTE 1 BASIS OF PREPARATION OF THE FINANCIAL REPORT**

### **(a) Corporate information**

This financial report of Scentre Group Trust 2 (SGT2) and its controlled entities (collectively the Trust) for the year ended 31 December 2016 was approved in accordance with a resolution of the Board of Directors of RE1 Limited as Responsible Entity of SGT2.

The nature of the operations and principal activities of the Trust are described in the Directors' Report.

### **(b) Accounting for the Trust**

The Trust is part of Scentre Group which is a stapled entity comprising Scentre Group Limited (SGL), Scentre Group Trust 1 (SGT1), SGT2, Scentre Group Trust 3 (SGT3) and their respective controlled entities. Scentre Group was established on 30 June 2014. The securities of each of SGL, SGT1, SGT2 and SGT3 are stapled and trade as one security on the Australian Securities Exchange (ASX) under the code SCG. The stapled securities of SGL, SGT1, SGT2 and SGT3 cannot be traded separately. The stapling transaction is referred to as the "Merger".

### **(c) Statement of compliance**

This financial report complies with Australian Accounting Standards and International Financial Reporting Standards issued by the International Accounting Standards Board. The accounting policies adopted are consistent with those of the previous financial year except that the Trust has adopted the following new or amended standards which became applicable on 1 January 2016.

- AASB 2014-3 Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations;
- AASB 2015-1 Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle;
- AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101; and
- AASB 2015-3 Amendments to Australian Accounting Standards arising from the withdrawal of AASB 1031 Materiality.

The adoption of these amended standards has no material impact on the financial statements of the Trust.

Certain Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet effective and have not been adopted by the Trust for the year ended 31 December 2016. The impact of these new standards (to the extent relevant to the Trust) and interpretations is as follows:

- AASB 9 Financial Instruments (effective from 1 January 2018)

This standard includes requirements to improve and simplify the approach for classification and measurement, impairment and hedge accounting of financial instruments compared with the requirements of AASB 139 Financial Instruments: Recognition and Measurement. The Trust is currently assessing the impact of this standard on the financial statements which is expected to be immaterial.

- IFRS 15 Revenue from Contracts with Customers (effective from 1 January 2018)

This standard determines the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. This standard is not expected to have a significant impact on the financial statements on application.

- AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective from 1 January 2018)

This standard amends AASB 10 – Consolidated Financial Statements and AASB 128 – Investments in Associates and Joint Ventures to address an inconsistency between the requirements of AASB 10 and AASB 128 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. This standard is not expected to have an impact on the financial statements on application.

- IFRS 16 Leases (effective from 1 January 2019)

This standard contains requirements about lease classification and the recognition, measurement and presentation and disclosures of leases for lessees and lessors. This standard is not expected to have a significant impact on the financial statements on application.

### **(d) Basis of accounting**

This financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001 (Cth), Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. This financial report has also been prepared on a historical cost basis, except for investment properties, investment properties within equity accounted investments, derivative financial instruments and financial assets at fair value through profit and loss. The carrying values of recognised assets and liabilities that are hedged with fair value hedges and are otherwise carried at cost are adjusted to record changes in the fair values attributable to the risks that are being hedged.

This financial report is presented in Australian dollars.

### **(e) Significant accounting judgements, estimates and assumptions**

The preparation of the financial report requires management to make judgements, estimates and assumptions. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements, in particular, Note 26: Other significant accounting policies, Note 3: Investment properties, Note 4: Details of shopping centre investments and Note 25: Fair value of financial assets and liabilities. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the Trust's financial results or the financial position in future periods.

### **(f) Comparative information**

Where applicable, certain comparative figures are restated in order to comply with the current period's presentation of the financial statements.

### **(g) Rounding**

In accordance with ASIC Corporations (Rounding in Financial/ Directors' Reports) Instrument 2016/191, the amounts shown in this financial report have been rounded to the nearest tenth of a million dollars, unless otherwise indicated. Amounts shown as 0.0 represent amounts less than \$50,000 that have been rounded down.

## NOTE 2 SEGMENT REPORTING

### Geographic segments

The Trust has investments in a portfolio of shopping centres across Australia and New Zealand.

The Trust's segment income and expenses as well as the details of segment assets and liabilities have been prepared on a proportionate format on a geographic basis. The proportionate format presents the net income from and net assets in equity accounted properties on a gross format whereby the underlying components of net income and net assets are disclosed separately as revenues and expenses, assets and liabilities.

The proportionate format is used by management in assessing and understanding the performance and results of operations of the Trust as it allows management to observe and analyse revenue and expense results and trends on a portfolio-wide basis. Management of the Trust considers given that the assets underlying both the consolidated and the equity accounted components of the statutory income statement are similar (that is, Australian and New Zealand shopping centres), all centres are under common management and therefore the drivers of their results are similar, the proportionate format provides a more useful way to understand the performance of the portfolio as a whole than the statutory format.

The following segment information comprises the earnings of the Trust's Australian and New Zealand operations.

#### (a) Income and expenses

	Australia \$million	New Zealand \$million	31 Dec 16 \$million	Australia \$million	New Zealand \$million	31 Dec 15 \$million
Shopping centre base rent and other property income	1,013.8	77.7	1,091.5	1,006.7	104.4	1,111.1
Amortisation of tenant allowances	(27.5)	(0.9)	(28.4)	(25.4)	(1.0)	(26.4)
<b>Property revenue</b>	<b>986.3</b>	<b>76.8</b>	<b>1,063.1</b>	981.3	103.4	1,084.7
<b>Expenses</b>						
Property expenses, outgoings and other costs	(253.2)	(22.5)	(275.7)	(255.6)	(30.2)	(285.8)
<b>Segment result</b>	<b>733.1</b>	<b>54.3</b>	<b>787.4</b>	725.7	73.2	798.9
Overheads			(7.3)			(7.6)
Interest income			2.5			8.4
Currency gain			20.0			77.7
Financing costs			(134.7)			(215.1)
Gain in respect of capital transactions			19.2			11.7
Property revaluations			792.3			734.5
Tax benefit – current			(11.3)			(13.7)
Tax benefit – deferred			17.8			25.2
<b>Net profit attributable to members of SGT2</b>			<b>1,485.9</b>			1,420.0
<b>(b) Assets and liabilities</b>						
Total segment assets	15,450.9	675.9	16,126.8	14,157.7	833.1	14,990.8
Total segment liabilities	4,238.4	304.5	4,542.9	3,797.5	376.8	4,174.3
Total segment net assets	11,212.5	371.4	11,583.9	10,360.2	456.3	10,816.5
Equity accounted investments included in segment assets	7,287.0	675.9	7,962.9	6,749.8	833.1	7,582.9
Equity accounted investments included in segment liabilities	118.9	304.5	423.4	132.6	376.8	509.4
Additions to segment non current assets during the year	513.8	6.8	520.6	295.3	10.3	305.6

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 2 SEGMENT REPORTING (CONTINUED)

### (c) Reconciliation of segment results

The Trust's segment income and expenses as well as details of segment assets and liabilities have been prepared on a proportionate format. The composition of the Trust's consolidated and equity accounted details is provided below:

	Consolidated \$million	Equity accounted \$million	31 Dec 16 \$million	Consolidated \$million	Equity accounted \$million	31 Dec 15 \$million
Property revenue	524.4	538.7	1,063.1	527.0	557.7	1,084.7
Property expenses, outgoings and other costs	(132.4)	(143.3)	(275.7)	(137.4)	(148.4)	(285.8)
<b>Segment result</b>	<b>392.0</b>	<b>395.4</b>	<b>787.4</b>	<b>389.6</b>	<b>409.3</b>	<b>798.9</b>
Overheads	(7.3)	–	(7.3)	(7.6)	–	(7.6)
Interest income	1.9	0.6	2.5	7.1	1.3	8.4
Currency gain	20.0	–	20.0	77.7	–	77.7
Financing costs	(126.4)	(8.3)	(134.7)	(201.4)	(13.7)	(215.1)
Gain in respect of capital transactions	19.2	–	19.2	11.3	0.4	11.7
Property revaluations	344.9	447.4	792.3	370.0	364.5	734.5
Tax benefit – current	–	(11.3)	(11.3)	–	(13.7)	(13.7)
Tax benefit – deferred	–	17.8	17.8	–	25.2	25.2
<b>Net profit attributable to members</b>	<b>644.3</b>	<b>841.6</b>	<b>1,485.9</b>	<b>646.7</b>	<b>773.3</b>	<b>1,420.0</b>
Cash and cash equivalents	8.9	12.6	21.5	11.7	13.7	25.4
Shopping centre investments	7,521.9	7,859.5	15,381.4	7,085.0	7,451.8	14,536.8
Development projects and construction in progress	357.3	73.4	430.7	158.0	97.0	255.0
Other assets	275.8	17.4	293.2	153.2	20.4	173.6
<b>Total assets</b>	<b>8,163.9</b>	<b>7,962.9</b>	<b>16,126.8</b>	<b>7,407.9</b>	<b>7,582.9</b>	<b>14,990.8</b>
Interest bearing liabilities	3,902.8	220.8	4,123.6	3,403.1	264.5	3,667.6
Deferred tax liabilities	–	61.7	61.7	–	82.8	82.8
Other liabilities	216.7	140.9	357.6	261.8	162.1	423.9
<b>Total liabilities</b>	<b>4,119.5</b>	<b>423.4</b>	<b>4,542.9</b>	<b>3,664.9</b>	<b>509.4</b>	<b>4,174.3</b>
<b>Net assets</b>	<b>4,044.4</b>	<b>7,539.5</b>	<b>11,583.9</b>	<b>3,743.0</b>	<b>7,073.5</b>	<b>10,816.5</b>

### Accounting policies

#### Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Trust and can be reliably measured. Rental income from investment properties is accounted for on a straight line basis over the lease term. Contingent rental income is recognised as income in the period in which it is earned. If not received at balance date, revenue is reflected in the balance sheet as a receivable and carried at its recoverable amount. Recoveries from tenants are recognised as income in the year the applicable costs are accrued.

Certain tenant allowances that are classified as lease incentives are recorded as part of investment properties and amortised over the term of the lease. The amortisation is recorded against property revenue.

Revenue is recognised from the sale of properties when the significant risks and rewards have transferred to the buyer. This will normally take place on unconditional exchange of contracts except where payment or completion is expected to occur significantly after exchange. For conditional exchanges, sales are recognised when these conditions are satisfied.

All other revenues are recognised on an accruals basis.

#### Expenses

Expenses are brought to account on an accruals basis.



### NOTE 3 INVESTMENT PROPERTIES

#### Non Current

Shopping centre investments	4	<b>7,521.9</b>	7,085.0
Development projects and construction in progress		<b>357.3</b>	158.0
		<b>7,879.2</b>	7,243.0

#### Movement in total investment properties

Balance at the beginning of the year		<b>7,243.0</b>	7,044.7
Acquisition of properties		<b>194.2</b>	–
Disposal of properties		<b>(91.2)</b>	(322.0)
Redevelopment costs		<b>188.3</b>	150.3
Net revaluation increment		<b>344.9</b>	370.0
Balance at the end of the year <sup>(i)</sup>		<b>7,879.2</b>	7,243.0

<sup>(i)</sup> The fair value of investment properties at the end of the year of \$7,879.2 million (31 December 2015: \$7,243.0 million) comprises investment properties at market value of \$7,868.6 million (31 December 2015: \$7,232.4 million) and ground leases included as finance leases of \$10.6 million (31 December 2015: \$10.6 million).

#### Accounting Policies

##### Investment properties

The Trust's investment properties include shopping centre investments, development projects and construction in progress.

##### (i) Shopping centre investments

The Trust's shopping centre investment properties represent completed centres comprising freehold and leasehold land, buildings and leasehold improvements.

Land and buildings are considered as having the function of an investment and therefore are regarded as a composite asset, the overall value of which is influenced by many factors, the most prominent being income yield, rather than by the diminution in value of the building content due to effluxion of time. Accordingly, the buildings and all components thereof, including integral plant and equipment, are not depreciated.

Initially, shopping centre investment properties are measured at cost including transaction costs. Subsequent to initial recognition, the Trust's portfolio of shopping centre investment properties are stated at fair value. Gains and losses arising from changes in the fair values of shopping centre investment properties are included in the income statement in the year in which they arise. Any gains or losses on the sale of an investment property are recognised in the income statement in the year of sale.

At each reporting date, the carrying value of the portfolio of shopping centre investment properties is assessed by the Directors and where the carrying value differs materially from the Directors' assessment of fair value, an adjustment to the carrying value is recorded as appropriate.

The Directors' assessment of fair value of each shopping centre takes into account the latest independent valuations generally prepared annually, with updates taking into account any changes in capitalisation rate, underlying income and valuations of comparable centres. In determining the fair value the capitalisation of net income method and the discounting of future cash flows to their present value have been used which are based upon assumptions and judgements in relation to future rental income, capitalisation rate and make reference to market evidence of transaction prices for similar properties.

##### (ii) Development projects and construction in progress

The Trust's development projects and construction in progress include costs incurred for the current and future redevelopment and expansion of new and existing shopping centre investments. Development projects and construction in progress include capitalised construction and development costs, payments and advances to contractors and where applicable, borrowing costs incurred on qualifying developments.

The Directors' assessment of fair value of each development project and construction in progress that meets the definition of an investment property, takes into account the expected costs to complete, the stage of completion, expected underlying income and yield of the developments. From time to time, during a development, the Directors may commission an independent valuation of the development project. On completion, the development projects are reclassified to shopping centre investments and an independent valuation is obtained.

Independent valuations are conducted in accordance with guidelines set by the International Valuation Standards Committee for Australian and New Zealand properties.

It is Scentre Group's policy to appoint a number of qualified independent valuers and that no individual valuer is appointed to appraise an individual property for greater than three consecutive years. The following qualified independent valuers were appointed by Scentre Group to carry out property appraisals for the current financial year:

##### Australian shopping centres

- CBRE Valuations Pty Limited
- CIVAS (NSW) Pty Limited (Colliers International)
- CIVAS (VIC) Pty Limited (Colliers International)
- Cushman & Wakefield (NSW) Pty Ltd
- Jones Lang LaSalle Advisory Services Pty Ltd
- Knight Frank Australia Pty Ltd
- Urbis Valuations Pty Ltd

##### New Zealand shopping centres

- CBRE Limited
- Colliers International New Zealand Limited
- Jones Lang La Salle Limited

The determination of a property valuation is judgemental. The key assumptions in the valuation are the estimated capitalisation rate and net operating income. Movements in capitalisation rate for each property would result in changes to the fair value. For example, an increase in capitalisation rate would result in a decrease in the fair value of the properties while a decrease in capitalisation rate would result in an increase in the fair value of the properties.

The property capitalisation rates for the year ended 31 December 2016 range from 4.37% to 7.0%. Refer to Note 4(a) and 4(b) of Scentre Group's Annual Financial Report for details of property capitalisation rates by shopping centre.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 4 DETAILS OF SHOPPING CENTRE INVESTMENTS</b>		
Consolidated Australian shopping centres	7,521.9	7,085.0
Equity accounted Australian shopping centres	7,226.1	6,654.4
Equity accounted New Zealand shopping centres	633.4	797.4
	<b>15,381.4</b>	<b>14,536.8</b>

## NOTE 5 DETAILS OF EQUITY ACCOUNTED INVESTMENTS

### (a) Details of the Trust's share of equity accounted entities' net profit and comprehensive income

Property revenue	538.7	557.7
Interest income	0.6	1.3
Revenue	539.3	559.0
Property expenses, outgoings and other costs	(143.3)	(148.4)
Financing costs	(8.3)	(13.7)
Gain in respect of capital transactions	-	0.4
Expenses	(151.6)	(161.7)
Share of profit before property revaluations and tax expense of equity accounted entities	387.7	397.3
Property revaluations	447.4	364.5
Share of profit before tax of equity accounted entities	835.1	761.8
Current tax benefit	(11.3)	(13.7)
Deferred tax benefit	17.8	25.2
Tax benefit	6.5	11.5
<b>Share of after tax profit of equity accounted entities</b>	<b>841.6</b>	<b>773.3</b>
Other comprehensive income <sup>(i)</sup>	11.7	(30.7)
<b>Share of total comprehensive income of equity accounted entities</b>	<b>853.3</b>	<b>742.6</b>

<sup>(i)</sup> Relates to the net exchange difference on translation of equity accounted foreign operations.

### (b) Details of the Trust's share of equity accounted entities' assets and liabilities

Cash and cash equivalents	12.6	13.7
Shopping centre investments held for sale	73.6	208.6
Shopping centre investments	7,785.9	7,243.2
Development projects and construction in progress	73.4	97.0
Other assets	17.4	20.4
<b>Total assets</b>	<b>7,962.9</b>	<b>7,582.9</b>
Payables	(140.9)	(162.1)
Interest bearing liabilities	(220.8)	(264.5)
Deferred tax liabilities	(61.7)	(82.8)
<b>Total liabilities</b>	<b>(423.4)</b>	<b>(509.4)</b>
<b>Net assets</b>	<b>7,539.5</b>	<b>7,073.5</b>

In December 2016, Scentre Group sold WestCity in New Zealand subject to the approval of the Overseas Investment Office in New Zealand.

### (c) Equity accounted gain in respect of capital transactions

Asset dispositions		
- proceeds from asset dispositions	211.9	597.8
- less: carrying value of assets disposed and other capital costs	(211.9)	(597.4)
Gain in respect of capital transactions	-	0.4

**NOTE 5 DETAILS OF EQUITY ACCOUNTED INVESTMENTS (CONTINUED)**

	31 Dec 16 \$million	31 Dec 15 \$million
<b>(d) Details of the Trust's share of equity accounted entities' tax benefit/(expense)</b>		
Current – underlying tax	(11.3)	(13.7)
Deferred tax	17.8	25.2
	<b>6.5</b>	11.5

The prima facie tax on profit before tax is reconciled to the income tax expense provided in the financial statements as follows:

Profit before income tax	835.1	761.8
Less: Trust income not assessable by the Trust – tax payable by unitholders	(789.0)	(701.3)
	<b>46.1</b>	60.5
Prima facie tax expense at 30%	(13.8)	(18.1)
Tax rate differential on New Zealand foreign income	0.7	1.1
Deferred tax release on New Zealand capital transactions	20.3	27.9
Other items	(0.7)	0.6
Tax benefit	<b>6.5</b>	11.5

Name of investments	Type of equity	Balance date	Investment property economic interest	
			31 Dec 16	31 Dec 15
<b>(e) Equity accounted entities' economic interest</b>				
<b>Australian investments <sup>(i)</sup></b>				
Bondi Junction	Trust units	31 Dec	50.0%	50.0%
Chatswood	Trust units	31 Dec	50.0%	50.0%
Doncaster	Trust units	31 Dec	25.0%	25.0%
Fountain Gate	Trust units	31 Dec	50.0%	50.0%
Garden City	Trust units	31 Dec	50.0%	50.0%
Hornsby	Trust units	31 Dec	50.0%	50.0%
Knox	Trust units	31 Dec	25.0%	25.0%
Kotara	Trust units	31 Dec	50.0%	50.0%
Mt Druitt <sup>(ii)</sup>	Trust units	30 Jun	25.0%	25.0%
Southland <sup>(ii)</sup>	Trust units	30 Jun	25.0%	25.0%
Sydney Central Plaza	Trust units	31 Dec	50.0%	50.0%
Tea Tree Plaza <sup>(ii)</sup>	Trust units	30 Jun	18.8%	18.8%
Tuggerah	Trust units	31 Dec	50.0%	50.0%
Warringah Mall	Trust units	31 Dec	25.0%	25.0%
<b>New Zealand investments <sup>(i)</sup></b>				
Albany	Shares	31 Dec	25.5%	25.5%
Chartwell <sup>(iii)</sup>	Shares	31 Dec	–	50.0%
Manukau	Shares	31 Dec	25.5%	25.5%
Newmarket	Shares	31 Dec	25.5%	25.5%
Queensgate <sup>(iii)</sup>	Shares	31 Dec	–	50.0%
Riccarton	Shares	31 Dec	25.5%	25.5%
St Lukes	Shares	31 Dec	25.5%	25.5%
West City <sup>(iv)</sup>	Shares	31 Dec	50.0%	50.0%

<sup>(i)</sup> All equity accounted property partnership, trusts and companies operate solely as retail property investors.

<sup>(ii)</sup> Notwithstanding that the financial year of these investments ends on 30 June, the consolidated financial statements have been prepared so as to include the accounts for a period coinciding with the financial year of the Parent Entity being 31 December.

<sup>(iii)</sup> In August 2016, Scentre Group sold its 100% interest (Trust share: 50%) in these shopping centres.

<sup>(iv)</sup> In December 2016, Scentre Group sold its 100% (Trust share: 50%) interest in this centre subject to the approval of the Overseas Investment Office in New Zealand.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 6 TAXATION</b>		
<b>Tax benefit/(expense)</b>		
Current – underlying operations	–	–
	–	–

The prima facie tax on profit before tax is reconciled to the income tax expense provided in the financial statements as follows:

Profit before income tax	1,485.9	1,420.0
Less: Trust income not assessable by the Trust – tax payable by unitholders	(1,485.9)	(1,420.0)
	–	–

## Accounting Policies

### Taxation

The Trust comprises taxable and non taxable entities. Income tax expense is only recognised in respect of taxable entities.

(i) Under current Australian income tax legislation Australian trusts forming part of the Trust are not liable to Australian income tax, including capital gains tax, provided that members are presently entitled to the income of each Australian Trust as determined in accordance with the relevant trust's constitution.

The Trust's New Zealand entities are subject to New Zealand tax on their earnings.

(ii) Deferred tax is provided on all temporary differences at balance sheet date on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply when the asset is disposed of at book value, based on tax rates (and tax laws) that have been enacted or substantially enacted at the balance sheet date. Income taxes related to items recognised directly in equity are recognised in equity and not in the income statement.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 7 DISTRIBUTIONS</b>		
<b>(a) Final distribution paid</b>		
4.33 cents per unit (31 December 2015: 6.10 cents per unit)	230.5	324.8
	230.5	324.8

Details of the full year components of distributions are provided in the Annual Tax Statements which are sent to members annually.

Interim distribution of 7.15 cents per unit was paid on 31 August 2016. Final distribution was paid on 28 February 2017. The record date for the final distribution was 5pm, 14 February 2017.

### (b) Distributions paid during the year

Distribution in respect of the 6 months to 30 June 2016	380.7	–
Distribution in respect of the 6 months to 31 December 2015	324.8	–
Distribution in respect of the 6 months to 30 June 2015	–	332.8
Distribution in respect of the 6 months to 31 December 2014	–	239.6
Total distributions paid	705.5	572.4

31 Dec 16  
Cents

31 Dec 15  
Cents

## NOTE 8 EARNINGS PER UNIT

### (a) Summary of earnings per unit

Basic earnings per unit	27.91	26.67
Diluted earnings per unit	27.91	26.67

### (b) Income and unit data

The following reflects the income and unit data used in the calculations of basic and diluted earnings per unit:

	\$million	\$million
Earnings used in calculating basic earnings per unit <sup>①</sup>	1,485.9	1,420.0
Adjustment to earnings relating to options which are considered dilutive	-	-
Earnings used in calculating diluted earnings per unit	1,485.9	1,420.0

<sup>①</sup> Refer to the income statement for details of the profit after tax attributable to members of the Trust.

	No. of units	No. of units
Weighted average number of ordinary units used in calculating basic earnings per unit	5,324,296,678	5,324,296,678
Security options which are dilutive	-	-
Adjusted weighted average number of ordinary units used in calculating diluted earnings per unit	5,324,296,678	5,324,296,678

### (c) Conversions, calls, subscription or issues after 31 December 2016

There have been no conversions to, calls of, subscriptions for, or issuance of new or potential ordinary units since the reporting date and before the completion of this report.

#### Accounting Policies

##### Earnings per unit

Basic earnings per unit is calculated as net profit attributable to members divided by the weighted average number of ordinary units. Diluted earnings per unit is calculated as net profit attributable to members adjusted for any profit recognised in the period in relation to dilutive potential ordinary units, divided by the weighted average number of ordinary units and dilutive potential ordinary units.

	31 Dec 16 \$million	31 Dec 15 \$million
--	------------------------	------------------------

## NOTE 9 CURRENCY GAIN/(LOSS)

Net fair value gain/(loss) and associated credit risk on currency derivatives that do not qualify for hedge accounting	2.5	(4.7)
Exchange differences (including amounts transferred from foreign currency translation reserve) on realisation of net investment in foreign operations	17.5	82.4
	20.0	77.7

#### Accounting Policies

##### Translation of foreign currency transactions

Foreign currency transactions are converted to Australian dollars at exchange rates ruling at the date of those transactions. Amounts payable and receivable in foreign currency at balance date are translated to Australian dollars at exchange rates ruling at that date. Exchange differences arising on the settlement of or on translating amounts payable or receivable in foreign currency at rates different from those at which they were translated on initial recognition, are recognised in the income statement in the period in which they arise, except where hedge accounting is applied.

Refer to Notes 15 and 17 for other items included in currency gain/(loss).

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 10 FINANCING COSTS</b>		
Gross financing costs (excluding net fair value gain/(loss) on interest rate derivatives that do not qualify for hedge accounting)		
– External	<b>(137.8)</b>	(183.9)
– Related entities	<b>(33.1)</b>	(16.2)
Financing costs capitalised to qualifying development projects and construction in progress	<b>7.0</b>	4.6
Financing costs	<b>(163.9)</b>	(195.5)
Net fair value gain/(loss) on interest rate derivatives that do not qualify for hedge accounting	<b>38.1</b>	(5.3)
Finance leases interest expense	<b>(0.6)</b>	(0.6)
	<b>(126.4)</b>	(201.4)

## Accounting Policies

### Financing costs

Financing costs include interest, amortisation of discounts or premiums relating to borrowings and other costs incurred in connection with the arrangement of borrowings. Financing costs are expensed as incurred unless they relate to a qualifying asset. A qualifying asset is an asset which generally takes more than 12 months to get ready for its intended use or sale. In these circumstances, the financing costs are capitalised to the cost of the asset. Where funds are borrowed by the Trust for the acquisition or construction of a qualifying asset, the financing costs are capitalised.

Refer to Note 15 for other items included in financing costs.

	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 11 GAIN IN RESPECT OF CAPITAL TRANSACTIONS</b>		
Asset dispositions		
– proceeds from asset dispositions	<b>110.4</b>	337.5
– less: carrying value of assets disposed and other capital costs	<b>(91.2)</b>	(326.2)
Gain in respect of capital transactions	<b>19.2</b>	11.3

## NOTE 12 CASH AND CASH EQUIVALENTS

### (a) Components of cash and cash equivalents

Cash	<b>8.9</b>	11.7
Bank overdrafts	–	–
Total cash and cash equivalents	<b>8.9</b>	11.7

### (b) Reconciliation of profit after tax to net cash flows from operating activities

Profit after tax	<b>1,485.9</b>	1,420.0
Property revaluations	<b>(344.9)</b>	(370.0)
Share of equity accounted profit in excess of distributions received	<b>(386.2)</b>	(272.4)
Net fair value gain/(loss) and associated credit risk on currency derivatives	<b>(2.5)</b>	4.7
Exchange differences (including amounts transferred from foreign currency translation reserve) on realisation of net investment in foreign operations	<b>(17.5)</b>	(82.4)
Net fair value gain/(loss) on interest rate derivatives that do not qualify for hedge accounting	<b>(38.1)</b>	5.3
Gain in respect of capital transactions	<b>(19.2)</b>	(11.3)
Decrease in working capital attributable to operating activities	<b>4.9</b>	7.5
Net cash flows from operating activities	<b>682.4</b>	701.4

## Accounting Policies

### Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short term deposits with an original maturity of 90 days or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and at bank, short term money market deposits and bank accepted bills of exchange readily converted to cash, net of bank overdrafts and short term loans. Bank overdrafts are carried at the principal amount.

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 13 PAYABLES AND OTHER CREDITORS</b>			
<b>Current</b>			
Payables and other creditors		<b>92.4</b>	121.8
Non interest bearing loan payable to related entities	33(b)	<b>26.4</b>	31.6
		<b>118.8</b>	153.4

#### Accounting Policies

##### Payables and other creditors

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Trust prior to the end of the financial year that are unpaid and arise when the Trust becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 60 days. Loan payables to related entities are carried at amortised cost, are callable on demand and therefore classified as a current liability.

	Note	31 Dec 16 \$million	31 Dec 15 \$million
<b>NOTE 14 INTEREST BEARING LIABILITIES</b>			
<b>Current</b>			
<b>Unsecured</b>			
Commercial paper and uncommitted facility <sup>(i)</sup>		<b>730.9</b>	787.1
Loans payable to related entities	33(b)	<b>1,249.8</b>	749.9
Notes payable			
– A\$ denominated <sup>(ii)</sup>		–	900.0
Finance leases		<b>0.1</b>	0.1
		<b>1,980.8</b>	2,437.1

#### Non current

##### Unsecured

Bank loans <sup>(iii)</sup>			
– A\$ denominated		<b>1,002.0</b>	30.0
Notes payable			
– A\$ denominated <sup>(ii)</sup>		<b>180.0</b>	180.0
– € denominated <sup>(iv)</sup>		<b>729.5</b>	745.5
Finance leases		<b>10.5</b>	10.5
		<b>1,922.0</b>	966.0
<b>Total interest bearing liabilities</b>		<b>3,902.8</b>	3,403.1

The maturity profile in respect of current and non current interest bearing liabilities is set out below:

Due within one year	<b>1,980.8</b>	2,437.1
Due between one year and five years	<b>1,052.4</b>	180.5
Due after five years	<b>869.6</b>	785.5
	<b>3,902.8</b>	3,403.1

<sup>(i)</sup> Drawings on the Trust's commercial paper program and uncommitted facility may be refinanced by its non current unsecured bank loan facilities.

<sup>(ii)</sup> Notes payable – A\$ denominated

Guaranteed Notes of A\$180.0 million (31 December 2015: A\$1,080.0 million) were on issue in the Australian bond market. The issues comprised \$150.0 million and \$30.0 million of fixed rate notes maturing in 2019 and 2022 respectively. These notes are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

<sup>(iii)</sup> These instruments are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

<sup>(iv)</sup> Notes payable – € denominated

Guaranteed Notes of €500.0 million (31 December 2015: €500.0 million) were on issue in the European bond market. The issue comprised €500.0 million of fixed rate notes maturing in 2023. These notes are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

The Trust maintains a range of interest bearing liabilities. The sources of funding are spread over various counterparties to minimise credit risk and the terms of the instruments are negotiated to achieve a balance between capital availability and the cost of debt. Refer to Note 21 for details relating to fixed rate debt and derivatives which hedge the floating rate liabilities.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 14 INTEREST BEARING LIABILITIES (CONTINUED)

	31 Dec 16 \$million	31 Dec 15 \$million
<b>Summary of financing facilities</b>		
Committed financing facilities available to the Trust:		
Total financing facilities at the end of the year	<b>6,505.4</b>	6,968.2
Total interest bearing liabilities	<b>(3,902.8)</b>	(3,403.1)
Total bank guarantees	<b>(7.5)</b>	(6.0)
Available financing facilities <sup>0)</sup>	<b>2,595.1</b>	3,559.1
Cash	<b>8.9</b>	11.7
Financing resources available at the end of the year	<b>2,604.0</b>	3,570.8
<b>Maturity profile of financing facilities</b>		
Maturity profile in respect of the above financing facilities:		
Due within one year	<b>1,249.9</b>	1,650.0
Due between one year and five years	<b>3,985.8</b>	4,232.6
Due after five years	<b>1,269.7</b>	1,085.6
	<b>6,505.4</b>	6,968.2

<sup>0)</sup> Total available financing facilities at the end of the financial year of \$2,595.1 million (31 December 2015: \$3,559.1 million) are in excess of the Trust's net current liabilities of \$1,992.1 million (31 December 2015: \$2,593.5 million). Net current liabilities comprise current assets less current liabilities.

These facilities comprise fixed rate notes and unsecured interest only floating rate facilities. Certain facilities are also subject to negative pledge arrangements which require Scentre Group to comply with specific minimum financial and non-financial requirements. Amounts which are denominated in foreign currencies are translated at exchange rates ruling at balance date.

The available financing facilities above totalling \$2,595.1 million (31 December 2015: \$3,559.1 million), are available to the Trust and other members of Scentre Group at year end. The Trust is able to draw on these financing facilities, provided they are unutilised by other members of Scentre Group. These are interest only unsecured multicurrency multioption facilities.

### Accounting Policies

#### Interest bearing liabilities

Interest bearing liabilities are recognised initially at the fair value of the consideration received less any directly attributable transaction costs. Subsequent to initial recognition, interest bearing liabilities are recorded at amortised cost using the effective interest rate method.

Interest bearing liabilities are classified as current liabilities where the liability has been drawn under a financing facility which expires within one year. Amounts drawn under financing facilities which expire after one year are classified as non current. Loan payables to related entities are callable on demand and therefore classified as a current liability.

Financing costs for interest bearing liabilities are recognised as an expense on an accruals basis.

The fair value of the Trust's interest bearing borrowings as disclosed in Note 25 are determined as follows:

- Fair value of quoted notes and bonds is based on price quotations at the reporting date.
- The fair value of unquoted instruments, loans from banks, finance leases and other non current financial liabilities is estimated by discounting future cash flows using rates that approximate the Trust's borrowing rate at the balance date, for debt with similar maturity, credit risk and terms.



31 Dec 16  
\$million31 Dec 15  
\$million**NOTE 15 DERIVATIVE ASSETS AND LIABILITIES****(a) Derivative assets****Current**

Receivables on currency derivatives	–	0.3
	–	0.3

**Non Current**

Receivables on currency derivatives	<b>9.6</b>	24.7
Receivables on interest rate derivatives	<b>101.9</b>	75.5
	<b>111.5</b>	100.2

**(b) Derivative liabilities****Current**

Payables on currency derivatives	<b>6.2</b>	8.9
Payables on interest rate derivatives	<b>1.2</b>	0.2
	<b>7.4</b>	9.1

**Non current**

Payables on currency derivatives	<b>3.6</b>	–
Payables on interest rate derivatives	<b>37.9</b>	50.5
	<b>41.5</b>	50.5

The Trust presents the fair value mark to market of its derivative assets and derivative liabilities on a gross basis. However, certain derivative assets and liabilities are subject to legally enforceable master netting arrangements. As at 31 December 2016, when these netting arrangements are applied to the derivative portfolio, derivative assets of \$111.5 million would be reduced by \$38.6 million to the net amount of \$72.9 million and derivative liabilities of \$48.9 million would be reduced by \$38.6 million to the net amount of \$10.3 million. As at 31 December 2015, derivative assets of \$100.5 million would be reduced by \$45.5 million to the net amount of \$55.0 million and derivative liabilities of \$59.6 million would be reduced by \$45.5 million to the net amount of \$14.1 million.

**Accounting Policies****Derivative financial instruments**

The Trust utilises derivative financial instruments, including forward exchange contracts, interest rate options and currency and interest rate swaps to manage the risks associated with foreign currency and interest rate fluctuations. Such derivative financial instruments are recognised at fair value.

Scentre Group has set defined policies and implemented a comprehensive hedging program to manage interest and exchange rate risks. Derivative instruments are transacted to achieve the economic outcomes in line with Scentre Group's treasury policy and hedging program. Derivative instruments are not transacted for speculative purposes. Accounting standards require detailed compliance with documentation, designation and effectiveness parameters before a derivative financial instrument is deemed to qualify for hedge accounting treatment. As these requirements are not met, derivative instruments, other than currency derivatives that hedge net investments in foreign operations, are deemed not to qualify for hedge accounting and changes in fair value are recorded in the income statement.

Gains or losses arising on the movements in the fair value of currency derivatives which hedge net investments in foreign operations are recognised in the foreign currency translation reserve. Where a currency derivative, or portion thereof, is deemed an ineffective hedge for accounting purposes, gains or losses thereon are recognised in the income statement. On disposal of a net investment in foreign operations, the cumulative gains or losses recognised previously in the foreign currency translation reserve are transferred to the income statement.

The fair value of derivatives has been determined with reference to market observable inputs for contracts with similar maturity profiles. The valuation is a present value calculation which incorporates interest rate curves, foreign exchange spot and forward rates, option volatilities and the credit quality of all counterparties.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 No. of units	31 Dec 15 No. of units
<b>NOTE 16 CONTRIBUTED EQUITY</b>		
<b>(a) Number of units on issue</b>		
Balance at the beginning and end of the year	<b>5,324,296,678</b>	5,324,296,678

Scentre Group stapled securities have the right to receive declared dividends from SGL and distributions from SGT1, SGT2 and SGT3 and, in the event of winding up SGL, SGT1, SGT2 and SGT3, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on stapled securities held.

Holders of Scentre Group stapled securities can vote their shares and units in accordance with the Act, either in person or by proxy, at a meeting of any of SGL, SGT1, SGT2 and SGT3 (as the case may be).

	31 Dec 16 \$million	31 Dec 15 \$million
<b>(b) Amount of contributed equity attributable to members of SGT2</b>		
Balance at the beginning and end of the year	<b>8,159.8</b>	8,159.8

## Accounting Policies

### Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Trust. Any transaction costs arising from the issue of ordinary units are recognised directly in equity as a reduction of the proceeds received.

	31 Dec 16 \$million	31 Dec 15 \$million
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## NOTE 17 RESERVES

Foreign currency translation reserve	<b>24.0</b>	37.0
Balance at the end of the year	<b>24.0</b>	37.0

### Movement in foreign currency translation reserve

The foreign currency translation reserve is to record net exchange differences arising from the translation of the net investments, including qualifying hedges, in foreign controlled and equity accounted entities.

Balance at the beginning of the year	<b>37.0</b>	125.4
Foreign exchange movement		
– realised and unrealised differences on the translation of investment in foreign operations and asset hedging derivatives which qualify for hedge accounting <sup>(i)</sup>	<b>4.5</b>	(6.0)
– accumulated exchange differences transferred from foreign currency translation reserve on realisation of net investment in foreign operations	<b>(17.5)</b>	(82.4)
Balance at the end of the year	<b>24.0</b>	37.0

<sup>(i)</sup> Comprises net exchange gain on translation of foreign operations of \$11.6 million (31 December 2015: loss of \$30.7 million) and net realised and unrealised loss on asset hedging derivatives which qualify for hedge accounting of \$7.1 million (31 December 2015: gain of \$24.7 million).

## Accounting Policies

### Translation of accounts of foreign operations

The functional and presentation currency of the Trust and its Australian subsidiaries is Australian dollars. The functional currency of the New Zealand entities is New Zealand dollars. The presentation currency of the overseas entities is Australian dollars to enable the consolidated financial statements of the Trust to be reported in a common currency.

The balance sheets of foreign subsidiaries and equity accounted investments are translated at exchange rates ruling at balance date and the income statement of foreign subsidiaries and equity accounted investments are translated at average exchange rates for the period. Exchange differences arising on translation of the interests in foreign operations are taken directly to the foreign currency translation reserve.

Refer to Note 15 for other items included in foreign currency translation reserve.

## NOTE 18 RETAINED PROFITS

### Movement in retained profits

Balance at the beginning of the year		<b>2,619.7</b>	1,772.1
Profit after tax for the period		<b>1,485.9</b>	1,420.0
Distributions paid	7	<b>(705.5)</b>	(572.4)
Balance at the end of the year		<b>3,400.1</b>	2,619.7

## NOTE 19 CAPITAL RISK MANAGEMENT

The Trust seeks to manage its capital requirements to maximise value to members through the mix of debt and equity funding, while ensuring that Trust entities:

- comply with capital and distribution requirements of their constitutions and/or trust deeds;
- comply with capital requirements of relevant regulatory authorities;
- maintain strong investment grade credit ratings; and
- continue to operate as going concerns.

The Trust assesses the adequacy of its capital requirements, cost of capital and gearing (i.e. debt/equity mix) as part of its broader strategic plan. The Trust continuously reviews its capital structure to ensure:

- sufficient funds and financing facilities, on a cost effective basis, are available to implement the Trust's property development and business acquisition strategies;
- financing facilities for unforeseen contingencies are maintained; and
- distributions to members are maintained within the stated distribution policy.

The Trust is able to alter its capital mix by issuing new units and hybrid securities, establishing a distribution reinvestment plan and electing to have the distribution reinvestment underwritten, adjusting the amount of distributions paid to members, activating a security buy-back program, divesting assets or adjusting the timing of capital expenditure for its property redevelopment pipeline.

The Trust also protects its equity in assets by taking out insurance.

## NOTE 20 FINANCIAL RISK MANAGEMENT

The Trust's principal financial instruments comprise cash, receivables, payables, interest bearing liabilities and derivative financial instruments.

The Trust manages its exposure to key financial risks in accordance with Scentre Group's treasury risk management policies. These policies have been established to manage the key financial risks such as interest rate, foreign exchange, counterparty credit and liquidity.

Scentre Group's treasury risk management policies are established to identify and analyse the risks faced by the Trust, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Trust's activities. Scentre Group, through its training and procedures, has developed a disciplined and constructive control environment in which relevant treasury and finance personnel understand their roles and obligations in respect of the Trust's treasury management objectives.

Scentre Group has an established Board approved risk management framework including policies, procedures, limits and allowed types of derivative financial instruments. The Board has established an Audit and Risk Committee comprising three independent Directors. The Audit and Risk Committee reviews and oversees management's compliance with these policies, procedures and limits. The Audit and Risk Committee is assisted in its oversight role by Scentre Group's Executive Committee.

Scentre Group uses different methods to measure and manage different types of risks to which the Trust is exposed. These include monitoring levels of exposure to interest rates, foreign exchange, liquidity and credit risk. The Trust enters into derivative financial instruments, principally interest rate swaps, interest rate options, cross currency swaps, forward exchange contracts and currency options. The purpose of these transactions is to manage the interest rate and currency risks arising from the Trust's operations, cash flows, interest bearing liabilities and its net investments in foreign operations. Scentre Group seeks to deal only with creditworthy counterparties and these assessments are regularly reviewed. Liquidity risk is monitored through the use of future rolling cash flow forecasts.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 21 INTEREST RATE RISK MANAGEMENT

The Trust is exposed to interest rate risk on its borrowings and derivative financial instruments. This risk is managed by the Trust by maintaining an appropriate mix between fixed and floating rate interest bearing liabilities. Fixed rate debt is achieved either through fixed rate debt funding or through the use of derivative financial instruments approved by the Board. These activities are evaluated regularly to determine that the Trust is not exposed to interest rate movements that could adversely impact its ability to meet its financial obligations and to comply with its borrowing covenants.

### Summary of interest rate positions at balance date

The Trust has interest rate risk on borrowings which are typically floating rate debt or notional borrowings entered into under currency derivatives. The exposures at reporting date together with the interest rate risk management transactions are as follows:

#### (i) Interest payable and receivable exposures

	Note	31 Dec 16 \$million	31 Dec 15 \$million
Principal amounts of all interest bearing liabilities and derivative liabilities:			
Interest bearing liabilities	14	<b>3,902.8</b>	3,403.1
Share of equity accounted entities' interest bearing liabilities	5(b)	<b>220.8</b>	264.5
Cross currency swaps			
– A\$	22(ii)	<b>719.5</b>	719.5
<b>Total interest bearing liabilities</b>		<b>4,843.1</b>	4,387.1
Principal amounts of all interest bearing assets and derivative assets:			
Cross currency swaps			
– €500.0 million (31 December 2015: €500.0 million)	22(ii)	<b>729.5</b>	745.5
Cash	5(b),12(a)	<b>21.5</b>	25.4
<b>Total interest bearing assets</b>		<b>751.0</b>	770.9
<b>Principal amounts of net interest bearing liabilities</b>		<b>4,092.1</b>	3,616.2
Principal amounts of fixed interest rate liabilities:			
Fixed rate debt			
– A\$	21(ii)	<b>180.0</b>	980.0
– €500.0 million (31 December 2015: €500.0 million)	21(ii)	<b>729.5</b>	745.5
Fixed rate derivatives			
– A\$	21(ii)	<b>888.0</b>	938.0
– NZ\$115.0 million (31 December 2015: NZ\$210.0 million)	21(ii)	<b>110.6</b>	196.9
<b>Principal amounts on which interest rate payable exposure has been hedged</b>		<b>1,908.1</b>	2,860.4
Principal amounts of fixed interest rate assets:			
Fixed rate derivatives			
– A\$	21(ii)	<b>150.0</b>	150.0
– €500.0 million (31 December 2015: €500.0 million)	21(ii)	<b>729.5</b>	745.5
<b>Principal amounts on which interest rate receivable exposure has been hedged</b>		<b>879.5</b>	895.5
<b>Principal amounts of net interest bearing liabilities hedged by fixed rate debt and derivatives</b>		<b>1,028.6</b>	1,964.9

As at 31 December 2016, the Trust has hedged 25% of its net interest payable exposure by way of fixed rate borrowings and interest rate swaps of varying durations. The remaining 75% is exposed to floating rates on a principal payable of \$3,063.5 million, at an average interest rate of 3.1%, including margin (31 December 2015: 54% hedged with floating exposure on a principal payable of \$1,651.3 million at an average interest rate of 3.4%). Changes to the fair value of derivatives due to interest rate movements are set out in Note 21(ii).

#### Interest rate sensitivity

The sensitivity of interest expense to changes in the floating exposure interest rate is proportional. An increase or decrease in interest rates of 100 basis points would increase or decrease interest expense by \$30.6 million (31 December 2015: \$16.5 million) for each year thereafter.

## NOTE 21 INTEREST RATE RISK MANAGEMENT (CONTINUED)

### Summary of interest rate positions at balance date (continued)

#### (ii) Fixed rate debt and interest rate swaps

Notional principal or contract amounts and contracted rates of the Trust's fixed rate debt and interest rate swaps:

Fixed rate debt and swaps contracted as at the reporting date and outstanding at	Interest rate swaps		Fixed rate borrowings		Interest rate swaps		Fixed rate borrowings	
	31 Dec 16 Notional principal amount million	31 Dec 16 Average rate	31 Dec 16 Principal amount million	31 Dec 16 Average rate including margin	31 Dec 15 Notional principal amount million	31 Dec 15 Average rate	31 Dec 15 Principal amount million	31 Dec 15 Average rate including margin
<b>A\$ payable</b>								
31 December 2015	–	–	–	–	A\$(938.0)	3.81%	A\$(980.0)	6.66%
31 December 2016	<b>A\$(888.0)</b>	<b>3.86%</b>	<b>A\$(180.0)</b>	<b>5.17%</b>	A\$(888.0)	3.86%	A\$(180.0)	5.17%
31 December 2017	<b>A\$(640.0)</b>	<b>3.98%</b>	<b>A\$(180.0)</b>	<b>5.17%</b>	A\$(640.0)	3.98%	A\$(180.0)	5.17%
31 December 2018	<b>A\$(240.0)</b>	<b>4.94%</b>	<b>A\$(180.0)</b>	<b>5.17%</b>	A\$(240.0)	4.94%	A\$(180.0)	5.17%
31 December 2019	<b>A\$(240.0)</b>	<b>4.94%</b>	<b>A\$(30.0)</b>	<b>5.96%</b>	A\$(240.0)	4.94%	A\$(30.0)	5.96%
31 December 2020	<b>A\$(240.0)</b>	<b>4.94%</b>	<b>A\$(30.0)</b>	<b>5.96%</b>	A\$(240.0)	4.94%	A\$(30.0)	5.96%
31 December 2021	–	–	<b>A\$(30.0)</b>	<b>5.96%</b>	–	–	A\$(30.0)	5.96%
<b>NZ\$ payable</b>								
31 December 2015	–	–	–	–	NZ\$(210.0)	4.25%	–	–
31 December 2016	<b>NZ\$(115.0)</b>	<b>4.45%</b>	–	–	NZ\$(115.0)	4.45%	–	–
31 December 2017	<b>NZ\$(60.0)</b>	<b>4.26%</b>	–	–	NZ\$(60.0)	4.26%	–	–
<b>€ receivable/(payable)</b>								
31 December 2015	–	–	–	–	€500.0	3.25%	€(500.0)	3.25%
31 December 2016	<b>€500.0</b>	<b>3.25%</b>	<b>€(500.0)</b>	<b>3.25%</b>	€500.0	3.25%	€(500.0)	3.25%
31 December 2017	<b>€500.0</b>	<b>3.25%</b>	<b>€(500.0)</b>	<b>3.25%</b>	€500.0	3.25%	€(500.0)	3.25%
31 December 2018	<b>€500.0</b>	<b>3.25%</b>	<b>€(500.0)</b>	<b>3.25%</b>	€500.0	3.25%	€(500.0)	3.25%
31 December 2019	<b>€500.0</b>	<b>3.25%</b>	<b>€(500.0)</b>	<b>3.25%</b>	€500.0	3.25%	€(500.0)	3.25%
31 December 2020	<b>€500.0</b>	<b>3.25%</b>	<b>€(500.0)</b>	<b>3.25%</b>	€500.0	3.25%	€(500.0)	3.25%
31 December 2021	<b>€500.0</b>	<b>3.25%</b>	<b>€(500.0)</b>	<b>3.25%</b>	€500.0	3.25%	€(500.0)	3.25%
31 December 2022	<b>€500.0</b>	<b>3.25%</b>	<b>€(500.0)</b>	<b>3.25%</b>	€500.0	3.25%	€(500.0)	3.25%
<b>A\$ receivable</b>								
31 December 2015	–	–	–	–	A\$150.0	3.05%	–	–
31 December 2016	<b>A\$150.0</b>	<b>3.05%</b>	–	–	A\$150.0	3.05%	–	–
31 December 2017	<b>A\$150.0</b>	<b>3.05%</b>	–	–	A\$150.0	3.05%	–	–
31 December 2018	<b>A\$150.0</b>	<b>3.05%</b>	–	–	A\$150.0	3.05%	–	–

In addition to the above, the Trust has entered into callable swaps with aggregate notional principal of A\$50.0 million, whereby floating rate payments are swapped to fixed rate payments at 2.24% per annum for the period until April 2018. The callable swap may be terminated by the counterparty at no cost on the 18th day of each month until April 2018.

The Trust's interest rate swaps do not meet the accounting requirements to qualify for hedge accounting treatment. Changes in fair value have been reflected in the income statement as a component of interest expense. As at 31 December 2016, the aggregate fair value is a receivable of \$62.8 million (31 December 2015: \$24.8 million). The change in fair value for the year ended 31 December 2016 was \$38.0 million (31 December 2015: \$5.3 million).

Fair value sensitivity	Interest rate movement	31 Dec 16	31 Dec 15
		\$million	\$million
The sensitivity of fair value of interest rate swaps to changes in interest rates is as follows:			
		(Increase)/decrease	
		in interest expense	
	-2.0%	<b>80.5</b>	81.3
	-1.0%	<b>35.4</b>	34.0
	-0.5%	<b>14.4</b>	16.2
	0.5%	<b>(24.8)</b>	(19.1)
	1.0%	<b>(43.0)</b>	(33.7)
	2.0%	<b>(76.9)</b>	(62.3)

The assumed movement in basis points for the interest rate sensitivity analysis is based on the current observable market environment.

All fixed rate borrowings are carried at amortised cost, therefore increases or decreases arising from changes in fair value have not been recorded in these financial statements.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 22 EXCHANGE RATE RISK MANAGEMENT

The Trust is exposed to exchange rate risk on its foreign currency earnings, its distribution, its foreign currency denominated shopping centre assets and other assets. The Trust manages these exposures by entering into foreign currency derivative instruments and by borrowing in foreign currencies.

### Summary of foreign exchange balance sheet positions at balance date

The Trust's foreign exchange exposures at reporting date together with the foreign exchange risk management transactions which have been entered into to manage these exposures are as follows:

	Note	31 Dec 16 million	31 Dec 15 million
<b>Foreign currency net investments</b>			
<b>New Zealand dollar</b>			
NZ\$ net assets		<b>NZ\$604.7</b>	NZ\$758.9
NZ\$ borrowings		<b>NZ\$(220.5)</b>	NZ\$(272.8)
NZ\$ currency swaps	22(i)	<b>NZ\$(146.6)</b>	NZ\$(332.5)
NZ\$ denominated net assets		<b>NZ\$237.6</b>	NZ\$153.6
<b>Euro</b>			
€ borrowings		<b>€(500.0)</b>	€(500.0)
€ cross currency swaps	22(ii)	<b>€500.0</b>	€500.0
€ denominated net assets		-	-

The Trust's foreign currency net assets are subject to exchange rate risk. Gains and losses arising from translation of the Trust's foreign currency denominated net assets, and, where applicable, associated hedging instruments, where the Trust has satisfied the accounting requirements to qualify for hedge accounting treatment, are reflected in the foreign currency translation reserve.

Where the Trust does not satisfy the hedge accounting requirements, the changes in fair value are reflected in the income statement as either foreign exchange gains or losses as appropriate.

		31 Dec 16 \$million	31 Dec 15 \$million
<b>Foreign currency sensitivity</b>			
The sensitivity of NZ\$ denominated net assets to changes in the year end A\$/NZ\$1.0395 exchange rate (31 December 2015: 1.0665) is as follows:	A\$/NZ\$ currency movement		Gain/(loss) to foreign currency translation reserve
	-20 cents	<b>54.5</b>	33.3
	-10 cents	<b>24.3</b>	14.9
	-5 cents	<b>11.5</b>	7.1
	+5 cents	<b>(10.5)</b>	(6.5)
	+10 cents	<b>(20.1)</b>	(12.3)
	+20 cents	<b>(36.9)</b>	(22.7)

The assumed currency movement for the foreign currency sensitivity analysis is based on the current observable market environment.

### (i) Net investment hedges of the Trust's foreign currency assets and liabilities

The following table details the foreign currency swaps outstanding at reporting date. These contracts have been designated and qualify as hedges of net investment of foreign operations, other than as noted below.

Foreign exchange contracts as at the reporting date and outstanding at	Weighted average exchange rate		Amount receivable/(payable) million			
	31 Dec 16	31 Dec 15	31 Dec 16	31 Dec 16	31 Dec 15	31 Dec 15
Contracts to receive A\$ and pay NZ\$						
31 December 2015	-	1.0979	-	-	A\$302.9	NZ\$(332.5)
31 December 2016	<b>1.1250</b>	-	<b>A\$130.4</b>	<b>NZ\$(146.6)</b>	-	-
31 December 2017	<b>1.1306</b>	-	<b>A\$47.9</b>	<b>NZ\$(54.1)</b>	-	-

The pay NZ\$ exposure is an effective net investment hedge and is recorded directly in the foreign currency translation reserve. As at 31 December 2016, the aggregate fair value is a payable of \$9.7 million (31 December 2015: \$8.5 million). The change in fair value for the year ended 31 December 2016 was \$1.2 million (31 December 2015: \$8.6 million).

NZ\$ assets after borrowings of NZ\$384.2 million (31 December 2015: NZ\$486.1 million) have been partially hedged by the above foreign currency swaps. The unhedged NZ\$ denominated net asset position is exposed to exchange rate risk and the sensitivity to changes in exchange rates is disclosed earlier in Note 22.

## NOTE 22 EXCHANGE RATE RISK MANAGEMENT (CONTINUED)

### Summary of foreign exchange balance sheet positions at balance date (continued)

#### (ii) Other foreign currency derivatives in respect of the Trust's foreign currency assets and liabilities

The Trust has transacted cross currency swaps in respect of its foreign currency assets and liabilities outstanding at reporting date. These contracts do not qualify as hedges of net investments of foreign operations.

Cross currency swaps contracted as at the reporting date and outstanding at	Weighted average exchange rate		Amount receivable/(payable) million			
	31 Dec 16	31 Dec 15	31 Dec 16	31 Dec 16	31 Dec 15	31 Dec 15
<b>€</b>						
Contracts to receive € and pay A\$						
31 December 2015	–	0.6949	–	–	€500.0	A\$(719.5)
31 December 2016	<b>0.6949</b>	0.6949	<b>€500.0</b>	<b>A\$(719.5)</b>	€500.0	A\$(719.5)
31 December 2017	<b>0.6949</b>	0.6949	<b>€500.0</b>	<b>A\$(719.5)</b>	€500.0	A\$(719.5)
31 December 2018	<b>0.6949</b>	0.6949	<b>€500.0</b>	<b>A\$(719.5)</b>	€500.0	A\$(719.5)
31 December 2019	<b>0.6949</b>	0.6949	<b>€500.0</b>	<b>A\$(719.5)</b>	€500.0	A\$(719.5)
31 December 2020	<b>0.6949</b>	0.6949	<b>€500.0</b>	<b>A\$(719.5)</b>	€500.0	A\$(719.5)
31 December 2021	<b>0.6949</b>	0.6949	<b>€500.0</b>	<b>A\$(719.5)</b>	€500.0	A\$(719.5)
31 December 2022	<b>0.6949</b>	0.6949	<b>€500.0</b>	<b>A\$(719.5)</b>	€500.0	A\$(719.5)

As at 31 December 2016, none of the above described foreign currency derivatives qualify for hedge accounting treatment. Changes in fair value have been reflected in the income statement. As at 31 December 2016, the aggregate fair value is a receivable of \$9.5 million (31 December 2015: \$24.7 million). The change in fair value for the year ended 31 December 2016 was \$15.2 million (31 December 2015: \$4.0 million).

The € receivable exposure above is matched to the € borrowings disclosed in Note 14, therefore the income statement is not affected by any movements in exchange rates in relation to this net position.

## NOTE 23 CREDIT AND LIQUIDITY RISK MANAGEMENT

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Trust. Credit limits have been established to ensure that the Trust deals only with approved counterparties and that counterparty concentration risk is addressed and the risk of loss is mitigated. Counterparty exposure is measured as the aggregate of all obligations of any single legal entity or economic entity to the Trust, after allowing for appropriate set offs which are legally enforceable. A maximum credit limit is allocated to each counterparty based on its credit rating. The counterparty credit risk associated with investment instruments is assessed based on its outstanding face value.

In accordance with the Trust policy, credit risk in respect of derivative financial instruments is spread among a number of creditworthy counterparties within specified limits. The Trust had 95% (31 December 2015: 96%) of its aggregate credit risk spread over four counterparties each with an S&P long term rating of A+ or higher. The remainder is spread over counterparties each with less than 10% of the aggregate credit risk and with an S&P long term rating of A or higher.

The maximum exposure to credit risk as at 31 December 2016 is the aggregate of the carrying amounts of financial assets as disclosed in Note 25.

The Trust undertakes active liquidity and funding risk management to enable it to have sufficient funds available to meet its financial obligations as and when they fall due, working capital and expected committed capital expenditure requirements. The Trust prepares and monitors rolling forecasts of liquidity requirements on the basis of expected cash flow.

Interest bearing liabilities, and funding facilities and their maturity profiles, are disclosed in Note 14. The maturity profiles of the principal amounts of the interest bearing liabilities including aggregate future estimated nominal interest and the estimated future nominal cashflows of derivative financial instruments are set out below:

	31 Dec 16 \$million	31 Dec 15 \$million
<b>Interest bearing liabilities and interest</b>		
Due within one year	<b>(2,061.7)</b>	(2,538.4)
Due between one year and five years	<b>(1,250.2)</b>	(348.9)
Due after five years	<b>(905.3)</b>	(844.1)
	<b>(4,217.2)</b>	(3,731.4)
Comprising		
– principal amounts of current and non current interest bearing liabilities	<b>(3,902.8)</b>	(3,403.1)
– aggregate future estimated nominal interest	<b>(314.4)</b>	(328.3)
	<b>(4,217.2)</b>	(3,731.4)
<b>Derivatives</b>		
Due within one year	<b>(24.7)</b>	(30.2)
Due between one year and five years	<b>(46.5)</b>	(58.3)
Due after five years	<b>3.6</b>	2.6
	<b>(67.6)</b>	(85.9)

Contingent liabilities are set out in Note 30 and are not included in the amounts shown above.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 24 FINANCIAL COVENANTS

Scentre Group, which the Trust is part of, is required to comply with certain financial covenants in respect of its unsecured borrowing facilities and bond offerings. The major financial covenants are summarised as follows:

- a) Leverage ratio (net debt to net assets)
  - shall not exceed 65%
- b) Secured debt ratio (secured debt to total assets)
  - shall not exceed 40% (and not exceed 45% on certain facilities)
- c) Interest cover ratio (EBITDA to interest expense excluding gains or losses from mark to market)
  - at least 1.5 times
- d) Unencumbered leverage ratio (unencumbered assets to unsecured debt)
  - at least 150% (and at least 125% on certain facilities).

As at and during the years ended 31 December 2016 and 2015, Scentre Group was in compliance with all the above financial covenants.

## NOTE 25 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Set out below is a comparison by category of carrying amounts and fair values of the Trust's financial instruments.

	Fair value hierarchy	Fair value		Carrying amount	
		31 Dec 16 \$million	31 Dec 15 \$million	31 Dec 16 \$million	31 Dec 15 \$million
<b>Consolidated assets</b>					
Cash and cash equivalents		<b>8.9</b>	11.7	<b>8.9</b>	11.7
Trade debtors <sup>(i)</sup>		<b>0.8</b>	0.7	<b>0.8</b>	0.7
Receivables <sup>(i)</sup>		<b>146.0</b>	33.5	<b>146.0</b>	33.5
Derivative assets <sup>(ii)</sup>	Level 2	<b>111.5</b>	100.5	<b>111.5</b>	100.5
<b>Consolidated liabilities</b>					
Payables <sup>(i)</sup>		<b>167.8</b>	202.2	<b>167.8</b>	202.2
Interest bearing liabilities <sup>(ii)</sup>					
– Fixed rate debt	Level 2	<b>1,033.7</b>	1,845.0	<b>909.5</b>	1,725.5
– Floating rate debt	Level 2	<b>2,993.3</b>	1,677.7	<b>2,993.3</b>	1,677.6
Derivative liabilities <sup>(ii)</sup>	Level 2	<b>48.9</b>	59.6	<b>48.9</b>	59.6

<sup>(i)</sup> These financial assets and liabilities are not subject to interest rate risk and the fair value approximates carrying amount.

<sup>(ii)</sup> These financial assets and liabilities are subject to interest rate and market risks, the basis of determining the fair value is set out in the fair value hierarchy below.

### Determination of fair value

The Trust uses the following hierarchy for determining and disclosing the fair value of a financial instrument. The valuation techniques comprise:

Level 1: the fair value is calculated using quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: the fair value is estimated using inputs other than quoted prices that are observable, either directly (as prices) or indirectly (derived from prices).

Level 3: the fair value is estimated using inputs that are not based on observable market data.

In assessing the fair value of the Trust's financial instruments, consideration is given to the available market data and if the market for a financial instrument changes then the valuation technique applied will change accordingly.

During the year, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

Investment properties are considered Level 3, refer to Note 3: Investment properties for relevant fair value disclosures.



## NOTE 26 OTHER SIGNIFICANT ACCOUNTING POLICIES

### (a) Consolidation and classification

This consolidated financial report comprises the financial statements and notes to the financial statements of SGT2, and each of its controlled entities as from the date SGT2 obtained control until such time control ceased. SGT2 and its controlled entities are collectively referred to as the economic entity known as the Trust. Where entities adopt accounting policies which differ from those of SGT2, adjustments have been made so as to achieve consistency within the Trust.

In preparing the consolidated financial statements all intra-group transactions and balances, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

#### i) Joint arrangements

##### Joint operations

The Trust has significant co-ownership interests in a number of properties through unincorporated joint ventures. These interests are held directly and jointly as tenants in common. The Trust has the rights to the individual assets and obligations arising from these interests and recognises their share of the net assets, liabilities, revenues and expenses of the operation.

##### Joint ventures

The Trust has significant co-ownership interests in a number of properties through property partnerships or trusts. These joint ventures are accounted for using the equity method of accounting.

The Trust and its joint ventures use consistent accounting policies. Investments in joint ventures are carried in the consolidated balance sheet at cost plus post-acquisition changes in the Trust's share of net assets of the joint ventures. The consolidated income statement reflects the Trust's share of the results of operations of the joint ventures.

#### ii) Controlled entities

Where an entity either began or ceased to be a controlled entity during the reporting period, the results are included only from the date control commenced or up to the date control ceased. Non controlling interests are shown as a separate item in the consolidated financial statements.

### (b) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on purchase of goods and services is not recoverable from the tax authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable. Receivables and payables are stated with the amounts of GST included.

The net amount of GST payable or receivable to government authorities is included as part of receivables or payables in the balance sheet.

Cash flows are included in the cash flow statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as operating cash flow.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

### (c) Recoverable amount of assets

At each reporting date, the Trust assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Trust makes an estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

### (d) Receivables

Trade and sundry debtors are carried at amortised cost, less provision for doubtful debts, and are usually due within 30 days. Collectability of trade and sundry debtors is reviewed on an ongoing basis. Individual debts that are determined to be uncollectible are written off when identified. An impairment provision for doubtful debts is recognised when there is evidence that the Trust will not be able to collect the receivable.

## NOTE 27 SHARE BASED PAYMENTS

### Performance Rights – Short Term Incentives (STI) and Long Term Incentives (LTI) Issued to employees of related entities

As at 31 December 2016, there were 10,651,290 (31 December 2015: 11,270,150) Performance Rights issued to employees of related entities of Scentre Group. Under the stapling arrangement each of SGT1, SGT2, SGT3 and SGL are required to issue securities/units on the vesting of the Performance Rights. As at 31 December 2016, the 10,651,290 (31 December 2015: 11,270,150) Performance Rights issued to employees of related entities were convertible to 10,651,290 (31 December 2015: 11,270,150) Scentre Group stapled securities. The full disclosure of the Scentre Group Performance Rights are in the Scentre Group Annual Financial Report.

	31 Dec 2016 No. of rights	31 Dec 2015 No. of rights
<b>Vesting profile – Performance Rights – STI and LTI (Issued to employees of related entities)</b>		
2016	–	4,990,047
2017	4,208,412	4,267,245
2018	5,054,341	2,012,858
2019	1,282,500	–
2020	106,037	–
	<b>10,651,290</b>	<b>11,270,150</b>

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 28 LEASE COMMITMENTS

### Operating lease receivables

The following is prepared on a proportionate basis which includes both consolidated and equity accounted lease commitments.

Substantially all of the property owned and leased by the Trust is leased to third party retailers. Lease terms vary between retailers and some leases include percentage rental payments based on sales revenue.

	<b>31 Dec 16</b>	31 Dec 15
	<b>\$million</b>	\$million
Future minimum rental revenues under non cancellable operating retail property leases:		
Due within one year	<b>750.2</b>	743.7
Due between one year and five years	<b>1,877.9</b>	1,824.8
Due after five years	<b>1,052.9</b>	1,077.7
	<b>3,681.0</b>	3,646.2

These amounts do not include percentage rentals which may become receivable under certain leases on the basis of retailer sales in excess of stipulated minimums and do not include recovery of outgoings.

## NOTE 29 CAPITAL EXPENDITURE COMMITMENTS

The following is prepared on a proportionate basis which includes both consolidated and equity accounted capital expenditure commitments.

Estimated capital expenditure committed at balance date but not provided for in relation to development projects:

Due within one year	<b>242.5</b>	266.1
Due between one year and five years	<b>79.1</b>	56.8
Due after five years	-	-
	<b>321.6</b>	322.9

## NOTE 30 CONTINGENT LIABILITIES

The following is prepared on a proportionate basis which includes both consolidated and equity accounted contingent liabilities.

Performance guarantees	<b>3.8</b>	3.8
Guaranteed borrowings of associates of the Responsible Entity	<b>9,691.3</b>	8,167.8
	<b>9,695.1</b>	8,171.6

The Trust's obligation in respect of performance guarantees may be called on at anytime dependant upon the performance or non performance of certain third parties.

From time to time, in the normal course of business, the Trust is involved in lawsuits. The Directors believe that the ultimate outcome of such pending litigation will not materially affect the results of operations or the financial position of the Trust.

31 Dec 16  
\$million

31 Dec 15  
\$million

### NOTE 31 PARENT ENTITY

The Parent Entity financial information is presented in accordance with the amendments to the Corporations Regulations 2001 and the Corporations Amendment Regulations 2010 (No. 6). Summary data of the Parent Entity is disclosed as follows:

#### (a) Assets

Current assets	101.6	135.0
Non current assets	15,713.1	14,410.6
<b>Total assets</b>	<b>15,814.7</b>	<b>14,545.6</b>

#### (b) Liabilities

Current liabilities	2,276.6	2,721.9
Non current liabilities	1,954.2	1,007.2
<b>Total liabilities</b>	<b>4,230.8</b>	<b>3,729.1</b>

#### (c) Total equity

Contributed equity	8,159.8	8,159.8
Reserves	2,085.5	1,521.4
Retained profits	1,338.6	1,135.3
<b>Total equity</b>	<b>11,583.9</b>	<b>10,816.5</b>

#### (d) Comprehensive income

Profit after tax for the period	908.8	932.6
Other comprehensive income	564.1	399.0
<b>Total comprehensive income for the period</b>	<b>1,472.9</b>	<b>1,331.6</b>

#### (e) Contingent liabilities

Performance guarantees	0.1	0.1
Guaranteed borrowings of associates of the Responsible Entity	9,691.3	8,167.8
<b>Total contingent liabilities</b>	<b>9,691.4</b>	<b>8,167.9</b>

The Parent Entity has access to available financing facilities at the end of the financial year of \$2,595.1 million (31 December 2015: \$3,559.1 million) which are in excess of the Parent Entity's net current liabilities of \$2,175.0 million (31 December 2015: \$2,586.9 million). Net current liabilities comprise current assets less current liabilities.

31 Dec 16  
\$'000

31 Dec 15  
\$'000

### NOTE 32 AUDITOR'S REMUNERATION

Amounts received or due and receivable by the auditor of the Parent Entity and any other entity in the Trust for:

- Audit or review of the financial reports	492	512
- Assurance and compliance services	366	294
	<b>858</b>	<b>806</b>

Amounts received or due and receivable by affiliates of the auditor of the Parent Entity for:

- Audit or review of the financial reports	117	128
- Assurance and compliance services	19	19
	<b>136</b>	<b>147</b>
	<b>994</b>	<b>953</b>

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 33 RELATED PARTY DISCLOSURES

Information required to be disclosed concerning relationships, transactions and balances with related parties of the Trust is set out in this Note unless disclosed elsewhere in this financial report.

The Trust forms part of Scentre Group and the related party disclosures for Scentre Group have the same applicability to it. As such while the related party disclosures below make reference to Scentre Group, they also relate to the Trust.

### Nature of relationship with related parties

#### Key Management Personnel of the Trust

Refer to Note 34 for details of Key Management Personnel.

#### Other Related Parties

LFG Services Pty Limited (LFG), its related entities and other entities controlled by members of the Lowy family are considered to be related parties of Scentre Group. This is due to LFG being under the control or significant influence of certain Directors of Scentre Group, being Mr Frank Lowy (retired 5 May 2016) and Mr Steven Lowy.

The Lowy Institute for International Policy (the Lowy Institute) is considered to be a related party of Scentre Group. This is due to the entity being under the control or significant influence of certain Directors of Scentre Group, being Mr Frank Lowy (retired 5 May 2016) and Mr Steven Lowy.

SGL, SGT1 and SGT3 are considered to be related parties of the Trust, as their securities are stapled to the securities of SGT2 to form Scentre Group.

### Transactions and their terms and conditions with related parties

#### Transactions with Key Management Personnel of the Trust

Refer to Note 34 for details of Key Management Personnel.

#### Transactions with Other Related Parties

##### (a) LFG and the Lowy Institute

Scentre Group has a leasing agreement with LFG to provide office space at Westfield Sydney. Scentre Group charged LFG \$1,914,501 (31 December 2015: \$1,851,408) for lease of office space at Westfield Sydney on commercial arm's length terms.

During the financial year, Scentre Group provided development services to LFG and the Lowy Institute totalling \$45,270 (31 December 2015: \$536,388). The amount charged was on commercial arm's length terms.

There were no amounts payable to or receivable from LFG and the Lowy Institute as at 31 December 2016 (31 December 2015: nil).

No provision for doubtful debts has been recognised or bad debts incurred with respect to amounts payable or receivable from LFG and the Lowy Institute for the year ended 31 December 2016 (31 December 2015: nil).

Scentre Group has established protocols governing transactions with other related parties which are monitored and reviewed by the Audit and Risk Committee.

##### (b) Scentre Group Limited, Scentre Group Trust 1 and Scentre Group Trust 3

During the year, the Trust and SGL transacted on normal commercial terms with respect to the following:

#### Property management fee

Property management fee of \$51.5 million (31 December 2015: \$52.6 million) of which \$4.6 million (31 December 2015: \$4.4 million) was payable to associates of the Responsible Entity.

#### Manager's service charge

Manager's service charge expensed and paid of \$4.8 million (31 December 2015: \$5.4 million) to associates of the Responsible Entity.

#### Reimbursement of expenses

Reimbursement of shopping centre indirect overhead expenses of \$21.0 million (31 December 2015: \$20.8 million).

#### Tenancy coordination fees

Tenancy coordination fees of \$4.1 million (31 December 2015: \$4.3 million).

#### Construction contracts

Amounts paid (excluding GST) to associates of the Responsible Entity for construction contracts amounted to \$310.8 million (31 December 2015: \$261.4 million).

#### Loans

##### Loans from SGL entities

During the year, SGT2 had an A\$ interest bearing loan from SGL. The balance of this loan at year end is a payable of \$425.2 million (31 December 2015: \$20.2 million), with accrued interest payable of \$0.1 million (31 December 2015: \$5,829). Interest accrues on this loan based on a floating rate. The interest expense for the year in respect of the loan from SGL was \$6.2 million (31 December 2015: \$0.4 million).

##### Loans from/to SGT1

During the year, the Trust had an A\$ interest bearing loan from SGT1. The balance of this loan at year end is a payable of \$824.6 million (31 December 2015: \$729.7 million), with accrued interest payable of \$0.1 million (31 December 2015: \$0.1 million). Interest accrues on this loan based on a floating rate. The interest expense for the year in respect of the loan from SGT1 was \$26.9 million (31 December 2015: \$15.8 million).

During 2015, SGT1 repaid a loan owing to the Trust. Interest income on this loan was \$5.0 million.

##### Loans from SGT3

As at 31 December 2016, the Trust has a non interest bearing loan payable to SGT3 of \$26.4 million (31 December 2015: \$31.6 million).

#### Facility Fees

The Trust pays external bank facility related costs on behalf of Scentre Group entities and these amounts are recovered from Scentre Group entities on a usage basis.

During the year, the Trust recharged SGT1 for the facility related costs incurred on its behalf totalling \$9.0 million (31 December 2015: \$11.2 million) of which nil was due and receivable as at 31 December 2016 (31 December 2015: \$4.2 million).

During the year, the Trust recharged an entity of SGT3 for the facility related costs incurred on its behalf totalling \$2.2 million (31 December 2015: \$3.0 million) of which nil was due and receivable as at 31 December 2016 (31 December 2015: \$1.3 million).

#### Financial Derivatives

##### Foreign currency contracts with SGL entities

The foreign currency contracts disclosed in Note 22(i) were transacted with a SGL entity during the year. The net foreign currency loss in respect of the foreign exchange contracts with the SGL entity was \$5.4 million (31 December 2015: gain of \$23.5 million).

The Trust and the SGL entity entered into other foreign currency contracts in 2016. The Trust received net A\$1.1 million (31 December 2015: net A\$0.2 million) from the SGL entity in exchange for the Trust paying net NZ\$1.1 million (31 December 2015: net NZ\$0.3 million) to the SGL entity. The foreign currency contracts matured during the year and the net loss from the contracts was \$18,430 (31 December 2015: \$9,277).

##### Foreign currency contracts with SGT1

The Trust and SGT1 entered into foreign currency contracts in 2015. The Trust received net A\$53.3 million from SGT1 in exchange for the Trust paying net NZ\$58.9 million to SGT1. The foreign currency contracts matured during 2015 and the net gain from the contracts was \$0.2 million.

### NOTE 34 DETAILS AND REMUNERATION OF KEY MANAGEMENT PERSONNEL

Key Management Personnel are those individuals having the authority and responsibility for planning, directing and controlling the activities of the Trust, either directly or indirectly. The Non-Executive Directors, Chief Executive Officer and other senior executives are considered Key Management Personnel.

#### (a) Key Management Personnel

The Trust forms part of Scentre Group. The disclosures under Scentre Group's remuneration policies and practices apply to the Trust.

The Responsible Entity does not have any employees. Key Management Personnel of the Trust are paid by related entities within Scentre Group.

As at 31 December 2016, the Board comprises the following Directors:

Brian Schwartz AM	Chairman / Non-Executive Director (appointed Chairman 5 May 2016)
Peter Allen	Chief Executive Officer / Executive Director
Andrew Harnos	Non-Executive Director
Michael Ihlein	Non-Executive Director
Carolyn Kay	Non-Executive Director (appointed 24 February 2016)
Aliza Knox	Non-Executive Director
Steven Lowy AM	Non-Executive Director
Margaret Seale	Non-Executive Director (appointed 24 February 2016)

During the year, Mr Frank Lowy AC and Richard Egerton-Warburton AO LVO retired from the Board of the Responsible Entity at the conclusion of Scentre Group Limited's Annual General Meeting on 5 May 2016. Mr Brian Schwartz succeeded Mr Lowy as Chairman.

The Board of the Responsible Entity, RE1 Limited, is identical to the Board of Scentre Group Limited, the parent company of Scentre Group. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also retire as a Director of RE1 Limited.

In addition to the Chief Executive Officer, during the year the following executives were Key Management Personnel.

Mark Bloom	Chief Financial Officer
Greg Miles	Chief Operating Officer (effective from 1 November 2015)

#### (b) Remuneration of Key Management Personnel

The Directors of the Responsible Entity receive remuneration in their capacity as Directors of the Responsible Entity.

These amounts are paid directly by Scentre Group Limited (SGL), the parent entity of Scentre Group, of which the Responsible Entity is part. Other Key Management Personnel are paid by Scentre Limited, a wholly owned subsidiary of SGL.

The Manager's service charge payable by the Trust to the Responsible Entity covers all costs in relation to the management of the Trust. The remuneration of the Key Management Personnel is not set by the Trust nor is it able to be influenced by the Trust. The remuneration of the Key Management Personnel is approved by the Board on the recommendation of the Human Resources Committee.

### NOTE 35 DETAILS OF MATERIAL AND SIGNIFICANT ENTITIES

Name of entity	31 Dec 16 – Interest			31 Dec 15 – Interest		
	Beneficial <sup>(a)</sup>		Consolidated or Equity accounted	Beneficial <sup>(a)</sup>		Consolidated or Equity accounted
	Parent Entity %	Scentre Group Trust 2 %		Parent Entity %	Scentre Group Trust 2 %	
<b>ENTITIES INCORPORATED IN AUSTRALIA</b>						
<b>Parent Company</b>						
Scentre Group Trust 2	100.0	100.0	100.0	100.0	100.0	100.0
<b>Consolidated Controlled Entities</b>						
Sydney Investment Trust	100.0	100.0	100.0	100.0	100.0	100.0
<b>Equity Accounted Entities</b>						
Bondi Junction Trust	–	50.0	50.0	–	50.0	50.0
WestArt Trust	–	50.0	50.0	–	50.0	50.0
<b>ENTITIES INCORPORATED IN NEW ZEALAND</b>						
<b>Equity Accounted Entities</b>						
Scentre NZ Holdings Limited	–	50.0	50.0	–	50.0	50.0

<sup>(a)</sup> Beneficial interest in underlying controlled and equity accounted entities reflects the Parent Entity and the Trust's ownership interest as determined under International Financial Reporting Standards (IFRS).

### NOTE 36 SUBSEQUENT EVENTS

During the year, the Trust recognised revenue from the sale of Casey Central in Australia (gross proceeds of \$221 million, Trust share \$110 million). The sale of Casey Central was completed on 28 February 2017.

# Directors' Declaration

The Directors of RE1 Limited, the Responsible Entity of Scentre Group Trust 2 (Trust), declare that:

- (a) in the Directors' opinion, there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable;
- (b) in the Directors' opinion, the Financial Statements and notes thereto are in accordance with the Corporations Act 2001, including:
  - (i) complying with accounting standards and regulations in accordance with section 296 of the Corporations Act 2001;
  - (ii) giving a true and fair view of the financial position as at 31 December 2016 and the performance of the consolidated entity for the year ended on that date in accordance with section 297 of the Corporations Act 2001;
  - (iii) the International Financial Reporting Standards issued by the International Accounting Standards Board; and
- (c) they have been provided with the declarations required by section 295A of the Corporations Act 2001.

Made on 21 March 2017 in accordance with a resolution of the Board of Directors.



**Brian Schwartz AM**  
Chairman  
21 March 2017



**Michael Ihlein**  
Director

# Independent Auditor's Report

TO THE MEMBERS OF SCENTRE GROUP TRUST 2



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## Report on the Audit of the Financial Report Opinion

We have audited the financial report of Scentre Group Trust 2 (the Trust) and the entities it controlled, which comprises the consolidated balance sheet as at 31 December 2016, the consolidated income statement and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the Directors' Declaration.

In our opinion:

the accompanying financial report of the Trust is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the consolidated financial position of the Trust as at 31 December 2016 and of its consolidated financial performance for the year ended on that date; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

## Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Trust in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

## Shopping Centre Investment Property Portfolio – Carrying values and revaluations

*Why this matter is considered to be one of the most significant matters in the audit*

*How the matter was addressed in the audit*

The Trust has interest in shopping centre investment properties which are carried at a fair value of \$15 billion at 31 December 2016 (from both consolidated shopping centres and equity accounted investments) and represents 98% of total assets.

We assessed the extent to which we could use the work of the valuation experts by considering, for a sample of the valuers, their competence and independence. We also evaluated the suitability of their valuation scope and methodology for the financial report.

Fair values are determined each reporting period by reference to valuations, with changes in fair value recognised in the income statement.

On a sample basis, we agreed data used in the valuation to the actual and budgeted financial performance of the specific properties.

Valuations contain a number of assumptions which are based on market evidence of transaction prices for comparable properties. Minor changes in certain assumptions can lead to significant changes in the valuation.

We considered the adequacy of the key inputs and assumptions used by the valuers, by comparing this information to external market data obtained by our Real Estate valuation specialists.

Note 3 of the financial report discloses the sensitivity of these valuations to changes in key assumptions.

Refer to Note 3 of the financial report for a description of the accounting policy treatment for these assets.

# Independent Auditor's Report

TO THE MEMBERS OF SCENTRE GROUP TRUST 2

## Interest Bearing Liabilities and Financing Costs

*Why this matter is considered to be one of the most significant matters in the audit*

The Trust has interest bearing liabilities of \$4 billion at 31 December 2016. During the year the Trust incurred \$171 million in financing and interest costs of which \$7 million has been capitalised to assets under construction.

The Trust has established a range of finance facilities with various terms, counterparties and currencies.

The Trust's gearing, liquidity, solvency, covenant obligations and financing cost profile are influenced by this portfolio of interest bearing liabilities.

Note 14 of the financial report discloses the Trust's interest bearing liabilities.

Refer to Note 14 of the financial report for a description of the accounting policy treatment for these liabilities.

*How the matter was addressed in the audit*

We evaluated the Trust's processes and assessed the design and operating effectiveness of key controls over recording and reporting the terms and conditions of interest bearing liabilities and the associated interest costs. We confirmed a selection of interest bearing liabilities directly with counterparties.

We tested the calculation of interest recognised in the consolidated income statement and that capitalised during the period to assess whether these were calculated in accordance with the Trust's accounting policy detailed in Note 10.

We assessed the maturity profile of the Trust's interest bearing liabilities to check that loans maturing within the next twelve months were classified in current liabilities.

## Derivative Financial Instruments

*Why this matter is considered to be one of the most significant matters in the audit*

The Trust manages interest and currency risks through the use of derivative financial instruments ("Derivatives") which have been set out in Note 15, Note 21 and Note 22 of the financial report.

Fair value movements in derivatives are driven by movements in financial markets.

These complex transactions may have a significant financial effect and have extensive accounting and reporting obligations.

Note 15 of the financial report discloses the fair value of the Trust's derivative assets and liabilities outstanding at balance date.

Refer to Note 15 of the financial report for a description of the accounting policy treatment for these instruments.

*How the matter was addressed in the audit*

We evaluated the Trust's processes and assessed the design and operating effectiveness of key controls for recording, reviewing and reporting the terms and conditions of its derivatives.

We involved our treasury specialists to evaluate the accuracy with which the Trust revalues derivatives, including periodic reviews of position reports by senior executives.

We confirmed a selection of derivatives directly with counterparties.

We tested the calculation of fair value movements on derivatives during the period to check these movements were recognised in the consolidated income statement or deferred in accordance with the Trust's accounting policy detailed in Note 15.

## Information other than the Financial Report and Auditor's Report

The Directors of RE1 Limited, the Responsible Entity of the Trust, are responsible for the other information. The other information comprises the information included in the Trust's 2016 Annual Report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the Directors for the Financial Report

The Directors of RE1 Limited, the Responsible Entity of the Trust, are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the Directors of RE1 Limited, the Responsible Entity of the Trust, determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors of RE1 Limited, the Responsible Entity of the Trust, are responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the Directors of RE1 Limited, the Responsible Entity of the Trust, either intend to liquidate the Trust or to cease operations, or have no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.



As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors of RE1 Limited, the Responsible Entity of the Trust.
- Conclude on the appropriateness of the Directors' of RE1 Limited, the Responsible Entity of the Trust, use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Trust to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Trust audit. We remain solely responsible for our audit opinion.

We communicate with the Directors of RE1 Limited, the Responsible Entity of the Trust, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We are also required to provide the Directors of RE1 Limited, the Responsible Entity of the Trust, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the Directors of RE1 Limited, the Responsible Entity of the Trust, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



**Ernst & Young**

Sydney, 21 March 2017

Liability limited by a scheme approved under Professional Standards Legislation.



**Graham Ezzy**  
Partner

# Directors' Report

The Directors of RE1 Limited (Responsible Entity), the responsible entity of Scentre Group Trust 2 (SGT2) submit the following report for the year ended 31 December 2016 (Financial Year).

The Trust is part of Scentre Group which is a stapled entity. Scentre Group operates as a single coordinated economic entity, with a common Board of Directors and management team.

In this report, SGT2 and its controlled entities are referred to as the Trust.

## 1. OPERATIONS AND ACTIVITIES

### 1.1 Review of Operations and Results of Operations

The Trust reported a net profit (attributable to members of SGT2) of \$1,485.9 million and a distribution of \$611.2 million for the Financial Year. The basic earnings per unit was 27.91 cents and the distribution per unit was 11.48 cents for the Financial Year.

As at 31 December 2016, the Trust had total consolidated and equity accounted properties of \$15.8 billion. Occupancy rates for those properties continued to be in excess of 99.5% leased. The Trust's interest in 38 shopping centres comprised approximately 3.5 million square metres of retail space.

The Australian and New Zealand operations contributed net property income of \$787.4 million for the year ended 31 December 2016 with an underlying comparable net operating income growth of 2.9%.

There was sustained improvement in retail sales growth, with comparable specialty store sales in Australia up 2.6% for the 12 months to 31 December 2016.

In 2016, Scentre Group commenced \$435 million (Trust share: \$198 million) of redevelopments. These included the \$355 million (Trust share: \$178 million) redevelopment at Westfield Chermiside and the \$80 million (Trust share: \$20 million) redevelopment at Westfield Whitford City.

During the year Scentre Group completed and opened \$665 million (Trust share: \$205 million) of redevelopments including Westfield Warringah Mall and Westfield North Lakes.

During the year, the Trust recognised revenue from the sale of Casey Central in Australia (gross proceeds of \$221 million, Trust share \$110 million) and Chartwell and Queensgate in New Zealand (gross proceeds of NZ\$445 million, Trust share NZ\$222.5 million). The Trust also entered into an agreement for the sale of WestCity in New Zealand to the DiMauro Group for a total of \$147 million (Trust share: \$73.5 million) subject to the approval of the Overseas Investment Office. The sale is expected to complete in 2017.

In July 2016, the Trust redeemed \$900 million of domestic medium term notes.

In August 2016, the Trust, jointly with Cbus Property, purchased the David Jones 77 Market Street building in Sydney's CBD for \$360 million. The Trust's share of the purchase price was \$182.5 million with Cbus Property paying the balance of \$177.5 million.

A detailed operating and financial review for Scentre Group is contained in the Directors' Report in Scentre Group's Annual Financial Report which is available at [www.scentregroup.com](http://www.scentregroup.com).

### 1.2 Principal Activities

The principal activities of the Trust during the Financial Year were the ownership and improvement of shopping centres. There were no significant changes in the nature of those activities during the Financial Year.

### 1.3 Subsequent Events

The sale of Casey Central was completed on 28 February 2017.

### 1.4 Future Developments

At the date of this report there is no proposed change to the principal activities of the Trust.

The strategy, key drivers and outlook of Scentre Group are described in the Directors' Report in Scentre Group's Annual Financial Report.

### 1.5 Sustainability

Environmental laws and regulations in force in the various jurisdictions in which Scentre Group operates are applicable to areas of Scentre Group's operations and in particular to its development, construction and shopping centre management activities. Scentre Group has in place procedures to identify and comply with such requirements including, where applicable, obtaining and complying with the conditions of relevant authority consents and approvals and the obtaining of any necessary licences. These compliance procedures are regularly reviewed and audited and their application closely monitored.

Scentre Group's Sustainability Reports from prior years can be found at <http://www.scentregroup.com/about/sustainability/>.

Scentre Group's Sustainability Report will be published in the first quarter of 2017 and will be available on its website.

## 2. DISTRIBUTIONS

For the 6 months ended 31 December 2015, the Trust distribution of 6.10 cents per ordinary unit formed part of the distribution of 10.45 cents per Scentre Group (SCG) stapled security, paid on 29 February 2016. This distribution was an aggregate of a distribution from the Trust and a distribution from Scentre Group Trust 1 (SGT1). The figure reported here represents that component of the aggregate SCG distribution being the distribution of the Trust.

For the 6 months ended 30 June 2016, the Trust distribution of 7.15 cents per ordinary unit formed part of the distribution of 10.65 cents per SCG stapled security, paid on 31 August 2016. This distribution was an aggregate of a distribution from the Trust and a distribution from SGT1. The figure reported here represents that component of the aggregate SCG distribution being the distribution of the Trust.

For the 6 months ended 31 December 2016, the Trust distribution of 4.33 cents per ordinary unit formed part of the distribution of 10.65 cents per SCG stapled security, paid on 28 February 2017. This distribution was an aggregate of a distribution from the Trust, a distribution from SGT1, Scentre Group Trust 3 (SGT3) and a dividend from Scentre Group Limited (SGL). The figure reported here represents that component of the aggregate SCG distribution being the distribution of the Trust.

## 3. THE DIRECTORS

The Board of Directors of the Responsible Entity at the date of this report is set out below.

Names	Position Held	Independent (Y/N)	Date appointed
Brian Schwartz AM	Chairman / Non-Executive Director	Y	6 May 2009
Peter Allen	Chief Executive Officer / Executive Director	N	25 May 2011
Andrew Harnos	Non-Executive Director	Y	30 June 2014
Michael Ihlein	Non-Executive Director	Y	30 June 2014
Carolyn Kay	Non-Executive Director	Y	24 February 2016
Aliza Knox	Non-Executive Director	Y	7 May 2015
Steven Lowy AM	Non-Executive Director	N	28 June 1989
Margaret Seale	Non-Executive Director	Y	24 February 2016

Biographies of the current Board can be found in the 2016 Scentre Group Annual Financial Report and on Scentre Group's website.

During the year, Mr Frank Lowy AC and Mr Richard Egerton-Warburton AO LVO retired from the Board at the conclusion of the Scentre Group Limited's Annual General Meeting on 5 May 2016. Mr Brian Schwartz succeeded Mr Lowy as Chairman.

The Board of the Responsible Entity, RE1 Limited, is identical to the Board of Scentre Group Limited, the parent company of Scentre Group. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also retire as a Director of RE1 Limited.

The names of the Directors in office and the relevant interests of each Director in stapled securities in Scentre Group as at the date of this report are shown below. Units in the Trust are stapled to shares in SGL and units in SGT1 and SGT3. The stapled securities trade on the ASX under the code SCG.

Director	Number of Stapled Securities
Brian Schwartz	103,781
Peter Allen	2,617,701
Andrew Harnos	50,000
Michael Ihlein	33,048
Carolyn Kay	17,000
Aliza Knox	16,000
Steven Lowy	216,467,389
Margaret Seale	39,250

Mr Franky Lowy and Mr Richard Warburton retired from the Board on 5 May 2016. On the date of retirement, Mr Lowy held a relevant interest in 216,467,389 Scentre Group securities. Mr Warburton held a relevant interest in 73,445 Scentre Group securities.

To underpin the alignment of Directors and securityholders, during the year the Board introduced a minimum securityholding requirement for Non-Executive Directors, in line with the requirement for Executive Key Management Personnel. Non-Executive Directors are required to maintain a minimum holding of securities equal to one year's base board fees. Non-Executive Directors have 3 years to meet this requirement.

None of the Directors hold options over any issued or unissued Scentre Group stapled securities. No options over any issued or unissued units in any of the Scentre Group Trusts or stapled securities in Scentre Group have been issued to the Directors. None of the Directors hold debentures of Scentre Group.

None of the Non-Executive Directors are party to or entitled to a benefit under a contract which confers a right to call for, or be delivered, interests or securities in Scentre Group.

Details of the equity-linked incentives held by the executive Key Management Personnel are set out in Scentre Group's Remuneration Report.

#### 4. DIRECTORS' DIRECTORSHIPS OF OTHER LISTED COMPANIES

The following table sets out the directorships of other Australian listed companies held by the Responsible Entity's Directors during the 3 years preceding the end of the Financial Year and up to the date of this report, and the time for which each directorship has been held:

Director	Company	Date appointed	Date resigned
Brian Schwartz	Scentre Management Limited <sup>(1)</sup>	6 May 2009	Continuing
	RE1 Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE2 Limited <sup>(1)</sup>	30 June 2014	Continuing
	Westfield America Management Limited <sup>(2)</sup>	6 May 2009	Continuing
	Westfield Corporation Limited <sup>(2)</sup>	8 April 2014	Continuing
	Insurance Australia Group Limited Brambles Limited	1 January 2005 13 March 2009	31 March 2016 30 June 2014
Peter Allen	Scentre Management Limited <sup>(1)</sup>	25 May 2011	Continuing
	RE1 Limited <sup>(1)</sup>	12 August 2010	Continuing
	RE2 Limited <sup>(1)</sup>	12 August 2010	Continuing
	Westfield America Management Limited <sup>(2)</sup>	25 May 2011	30 June 2014
Andrew Harnos	Scentre Management Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE1 Limited <sup>(1)</sup>	21 December 2010	Continuing
	RE2 Limited <sup>(1)</sup>	21 December 2010	Continuing
Michael Ihlein	Scentre Management Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE1 Limited <sup>(1)</sup>	21 December 2010	Continuing
	RE2 Limited <sup>(1)</sup>	21 December 2010	Continuing
	CSR Limited	7 July 2011	Continuing
	MG Unit Trust <sup>(3)</sup>	3 July 2015	Continuing
Carolyn Kay	Scentre Management Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE1 Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE2 Limited <sup>(1)</sup>	24 February 2016	Continuing
	Brambles Limited	21 August 2016	Continuing
Aliza Knox	Scentre Management Limited <sup>(1)</sup>	7 May 2015	Continuing
	RE1 Limited <sup>(1)</sup>	7 May 2015	Continuing
	RE2 Limited <sup>(1)</sup>	7 May 2015	Continuing
	InvoCare Limited	4 October 2011	31 August 2015
Steven Lowy	Scentre Management Limited <sup>(1)</sup>	28 June 1989	Continuing
	RE1 Limited <sup>(1)</sup>	12 August 2010	Continuing
	RE2 Limited <sup>(1)</sup>	12 August 2010	Continuing
	Westfield America Management Limited <sup>(2)</sup>	20 February 1996	Continuing
	Westfield Corporation Limited <sup>(2)</sup>	28 November 2013	Continuing
Margaret Seale	Scentre Management Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE1 Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE2 Limited <sup>(1)</sup>	24 February 2016	Continuing
	Ramsay Health Care Limited	28 April 2015	Continuing
	Telstra Corporation Limited	7 May 2012	Continuing
	Bank of Queensland Limited	21 January 2014	Continuing

#### Notes:

- <sup>(1)</sup> Scentre Group comprises Scentre Group Limited, Scentre Group Trust 1 (the responsible entity of which is Scentre Management Limited), Scentre Group Trust 2 (the responsible entity of which is RE1 Limited) and Scentre Group Trust 3 (the responsible entity of which is RE2 Limited), the securities of which are stapled and trade on the ASX as Scentre Group (ASX: SCG). Scentre Management Limited is also the responsible entity of Carindale Property Trust, a listed managed investment scheme (ASX: CDP).
- <sup>(2)</sup> Westfield America Management Limited formed part of the prior Westfield Group. It is now part of Westfield Corporation. Westfield Corporation comprises Westfield Corporation Limited, Westfield America Westfield America Trust and WFD Trust (the responsible entity of both schemes being Westfield America Management Limited), the securities of which are stapled and trade on the ASX as Westfield Corporation (ASX: WFD).
- <sup>(3)</sup> MG Unit Trust (ASX: MGC) is a listed management investment scheme, the responsible entity of which is MG Responsible Entity Limited.

## 5. OPTIONS

No options were issued by the Trust during or since the end of the Financial Year and no Director or member of the senior executive team holds options over issued or unissued Scentre Group stapled securities or units in the Trust.

Details of the equity-linked incentives held by the executive Key Management Personnel are set out in Scentre Group's Remuneration Report.

## 6. INDEMNITIES AND INSURANCE PREMIUMS

Subject to the following, no indemnity was given or insurance premium paid during or since the end of the Financial Year out of the assets of the Trust in regards to a person who is or has been an officer or auditor of the Responsible Entity. So long as the Responsible Entity acts in accordance with the Constitution and the Corporations Act, it remains indemnified out of the assets of the Trust against any losses incurred while acting as the Responsible Entity.

The Responsible Entity's Constitution provides that a person who is or has been a Director or Secretary of the Responsible Entity may be indemnified by the Responsible Entity against liabilities incurred by the person in that capacity and for all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings in which the person becomes involved because of that capacity. The indemnity does not apply to the extent that the Responsible Entity is forbidden by statute to indemnify the person or the indemnity would, if given, be made void by statute.

A related corporation of the Responsible Entity has paid premiums for directors' and officers' liability insurance in respect of Directors, Secretaries and Executive Officers of the Responsible Entity as permitted by the Corporations Act 2001. The terms of the insurance policy prohibit disclosure of details of the nature of the liabilities covered by, and the amounts of the premiums payable under, that insurance policy.

In addition, each Director has entered into a Deed of Indemnity and Access which provides for indemnity against liability as a Director, except to the extent of indemnity under an insurance policy or where prohibited by statute. The Deed also entitles the Director to access the Responsible Entity's documents and records, subject to undertakings as to confidentiality.

To the extent permitted by law, the Responsible Entity has agreed to indemnify its auditor, Ernst & Young, as part of its standard terms of its audit engagement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to Ernst & Young during or since the Financial Year.

## 7. SPECIAL RULES FOR REGISTERED SCHEMES

- \$60.4 million in fees were paid and payable to the Responsible Entity and its associates out of the assets of the Trust during the Financial Year.
- No units in the Trust were held by the Responsible Entity at the end of the Financial Year. Associates of the Responsible Entity held 219,687,873 units as at the end of the Financial Year.
- Details of units issued in the Trust during the Financial Year are set out in Note 16 to the Financial Report on page 20.
- No withdrawals were made from the scheme during the Financial Year.
- Details of the value of the Trust's assets as at the end of the Financial Year and the basis for the valuation are set out in Notes 3, 4 and 5 to the Financial Report on pages 11, 12 and 13.
- Details of the number of units in the Trust as at the end of the Financial Year are set out in Note 16 to the Financial Report on page 20.

## 8. AUDIT

### 8.1 Audit and Risk Committee

As at the date of this report, the Responsible Entity had an Audit and Risk Committee of the Board of Directors.

### 8.2 Audit Independence

The Directors have obtained the following independence declaration from the auditor, Ernst & Young.



### Auditor's Independence Declaration to the Directors of RE1 Limited

As lead auditor for the audit of Scentre Group Trust 2 for the financial year ended 31 December 2016, I declare to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Scentre Group Trust 2 and the entities it controlled during the financial year.

**Ernst & Young**

Sydney, 21 March 2017

**Graham Ezzy**  
Partner

Liability limited by a scheme approved under Professional Standards Legislation.

## 9. ASIC DISCLOSURES

In accordance with ASIC Corporations (Rounding in Financial/ Directors' Reports) Instrument 2016/191, the amounts shown in this financial report have been rounded to the nearest tenth of a million dollars, unless otherwise indicated. Amounts shown as 0.0 represent amounts less than \$50,000 that have been rounded down.

## 10. ASX LISTING

ASX reserves the right (but without limiting its absolute discretion) to remove SGL, SGT1, SGT2 and SGT3 from the official list of ASX if any of the shares or units comprising those stapled securities cease to be stapled together, or any equity securities are issued by a Scentre Group entity which are not stapled to the equivalent securities in the other entities.

This report is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors.

**Brian Schwartz AM**  
Chairman

21 March 2017

**Michael Ihlein**  
Director

# Corporate Governance Statement

The Corporate Governance Statement for Scentre Group Trust 2 for the financial year ended 31 December 2016 has been incorporated into the Corporate Governance Statement prepared for Scentre Group. This Statement can be found in the 2016 Scentre Group Annual Financial Report. Scentre Group's Annual Financial Report is available on the [scentregroup.com](http://scentregroup.com) website.

# Members' Information

FOR THE YEAR ENDED 31 DECEMBER 2016

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

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

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

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

### Voting Rights

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

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

### Distribution Schedule

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

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

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

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

### Substantial Securityholders

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

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







# Annual Financial Report

## **SCENTRE GROUP TRUST 3**

For the Financial Year ended 31 December 2016

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# Income Statement

FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>Revenue</b>			
Property and property related revenue <sup>0)</sup>		<b>5,252</b>	5,932
		<b>5,252</b>	5,932
<b>Expenses</b>			
Property and property related expenses <sup>0)</sup>		<b>(1,888)</b>	(1,909)
Overheads		<b>(268)</b>	(261)
		<b>(2,156)</b>	(2,170)
Interest income	2	<b>15,307</b>	26,446
Financing costs	3	<b>(15,115)</b>	(25,060)
<b>Profit before tax</b>		<b>3,288</b>	5,148
Tax expense	4	<b>(1,171)</b>	(1,496)
<b>Profit after tax for the period</b>		<b>2,117</b>	3,652
		<b>cents</b>	cents
<b>Basic earnings per unit</b>	6	<b>0.04</b>	0.07
<b>Diluted earnings per unit</b>	6	<b>0.04</b>	0.07

<sup>0)</sup> Relates to property advertising and promotions.

# Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>Profit after tax for the period</b>	<b>2,117</b>	3,652
<b>Other comprehensive income</b>		
<i>Movement in foreign currency translation reserve</i>		
– Net exchange difference on translation of foreign operations <sup>0</sup>	<b>38</b>	7
<b>Total comprehensive income for the period</b>	<b>2,155</b>	3,659

<sup>0</sup> This item may be subsequently transferred to the profit and loss.

# Balance Sheet

AS AT 31 DECEMBER 2016

	Note	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>Current assets</b>			
Cash and cash equivalents	7(a)	667	567
Receivables	8	439,731	532,824
<b>Total current assets</b>		<b>440,398</b>	533,391
<b>Non current assets</b>			
Receivables	8	1,272	1,374
Plant and equipment		605	802
Deferred tax assets		–	661
<b>Total non current assets</b>		<b>1,877</b>	2,837
<b>Total assets</b>		<b>442,275</b>	536,228
<b>Current liabilities</b>			
Payables and other creditors	9	6,780	15,630
<b>Total current liabilities</b>		<b>6,780</b>	15,630
<b>Non current liabilities</b>			
Deferred tax liabilities		534	–
Interest bearing liabilities	10	410,005	497,797
<b>Total non current liabilities</b>		<b>410,539</b>	497,797
<b>Total liabilities</b>		<b>417,319</b>	513,427
<b>Net assets</b>		<b>24,956</b>	22,801
<b>Equity</b>			
Contributed equity	18(b)	11,461	11,461
Reserves	19	75	37
Retained profits	20	13,420	11,303
<b>Total equity</b>		<b>24,956</b>	22,801

# Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2016

	Contributed Equity \$'000	Reserves \$'000	Retained Profits \$'000	<b>31 Dec 16 Total \$'000</b>	Contributed Equity \$'000	Reserves \$'000	Retained Profits \$'000	31 Dec 15 Total \$'000
<b>Changes in equity attributable to members of Scentre Group Trust 3</b>								
Balance at the beginning of the period	11,461	37	11,303	<b>22,801</b>	11,461	30	7,651	19,142
– Profit after tax for the period <sup>(i)</sup>	–	–	2,117	<b>2,117</b>	–	–	3,652	3,652
– Other comprehensive income <sup>(i)</sup>	–	38	–	<b>38</b>	–	7	–	7
<b>Closing balance of equity attributable to members of Scentre Group Trust 3</b>	<b>11,461</b>	<b>75</b>	<b>13,420</b>	<b>24,956</b>	<b>11,461</b>	<b>37</b>	<b>11,303</b>	<b>22,801</b>

<sup>(i)</sup> Total comprehensive income for the period amounts to a gain of \$2,155,000 (31 December 2015: \$3,659,000)

# Cash Flow Statement

FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>Cash flows from operating activities</b>			
Receipts in the course of operations (including Goods and Services Tax (GST))		5,778	6,525
Payments in the course of operations (including GST)		(2,300)	(2,182)
Income and withholding taxes received/(paid)		470	(3,570)
GST paid		(213)	(406)
Payments of financing costs		(16,749)	(22,644)
Interest received		17,987	24,354
<b>Net cash flows from operating activities</b>	7(b)	<b>4,973</b>	2,077
<b>Cash flows from investing activities</b>			
Proceeds from disposal of plant and equipment		-	487
<b>Net cash flows from investing activities</b>		<b>-</b>	487
<b>Cash flows used in financing activities</b>			
Net repayment of interest bearing liabilities		(100,722)	(538,771)
Net loans advanced from related entities		95,837	535,508
<b>Net cash flows used in financing activities</b>		<b>(4,885)</b>	(3,263)
Net increase/(decrease) in cash and cash equivalents held		88	(699)
Add opening cash and cash equivalents brought forward		567	1,263
Effects of exchange rate changes on opening cash and cash equivalents brought forward		12	3
<b>Cash and cash equivalents at the end of the period<sup>(i)</sup></b>	7(a)	<b>667</b>	567

<sup>(i)</sup> Cash and cash equivalents comprises cash \$667,000 (31 December 2015: \$567,000) net of bank overdraft of nil (31 December 2015: nil).

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# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## **NOTE 1 BASIS OF PREPARATION OF THE FINANCIAL REPORT**

### **(a) Corporate information**

This financial report of Scentre Group Trust 3 (SGT3) and its controlled entities (collectively the Trust), for the year ended 31 December 2016, was approved in accordance with a resolution of the Board of Directors of RE2 Limited as responsible entity of SGT3.

The nature of the operations and principal activities of the Trust are described in the Directors' Report.

### **(b) Accounting for the Trust**

The Trust is part of Scentre Group which is a stapled entity comprising Scentre Group Limited (SGL), Scentre Group Trust 1 (SGT1), Scentre Group Trust 2 (SGT2), SGT3 and their respective controlled entities. Scentre Group was established on 30 June 2014. The securities of each of SGL, SGT1, SGT2 and SGT3 are stapled and trade as one security on the Australian Securities Exchange (ASX) under the code SCG. The stapled securities of SGL, SGT1, SGT2 and SGT3 cannot be traded separately. The stapling transaction is referred to as the "Merger".

### **(c) Statement of Compliance**

This financial report complies with Australian Accounting Standards and International Financial Reporting Standards issued by the International Accounting Standards Board. The accounting policies adopted are consistent with those of the previous financial year except that the Trust has adopted the following new or amended standards which became applicable on 1 January 2016.

- AASB 2014-3 Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations;
- AASB 2015-1 Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle;
- AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101; and
- AASB 2015-3 Amendments to Australian Accounting Standards arising from the withdrawal of AASB 1031 Materiality.

The adoption of these amended standards has no material impact on the financial statements of the Trust.

Certain Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet effective and have not been adopted by the Trust for the year ended 31 December 2016. The impact of these new standards (to the extent relevant to the Trust) and interpretations is as follows:

- AASB 9 Financial Instruments (effective from 1 January 2018)

This standard includes requirements to improve and simplify the approach for classification and measurement, impairment and hedge accounting of financial instruments compared with the requirements of AASB 139 Financial Instruments: Recognition and Measurement. The Trust is currently assessing the impact of this standard on the financial statements which is expected to be immaterial.

- IFRS 15 Revenue from Contracts with Customers (effective from 1 January 2018)

This standard determines the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. This standard is not expected to have a significant impact on the financial statements on application.

- AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective from 1 January 2018)

This standard amends AASB 10 – Consolidated Financial Statements and AASB 128 – Investments in Associates and Joint Ventures to address an inconsistency between the requirements of AASB 10 and AASB 128 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. This standard is not expected to have an impact on the financial statements on application.

- IFRS 16 Leases (effective from 1 January 2019)

This standard contains requirements about lease classification and recognition, measurement and presentation and disclosures of leases for lessees and lessors. This standard is not expected to have an impact on the financial statements on application.

### **(d) Basis of Accounting**

This financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001 (Cth), Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. This financial report has also been prepared on a historical cost basis, except for investment properties, investment properties within equity accounted investments, derivative financial instruments, financial assets at fair value through profit and loss and other financial liabilities. The carrying values of recognised assets and liabilities that are hedged with fair value hedges and are otherwise carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged. This financial report is presented in Australian dollars.

### **(e) Significant accounting judgements, estimates and assumptions**

The preparation of the financial report requires management to make judgements, estimates and assumptions. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements, in particular, Note 21: Other significant accounting policies and Note 17: Fair value of financial assets and liabilities. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the Trust's financial results or the financial position in future periods.

### **(f) Comparative information**

Where applicable, certain comparative figures are restated in order to comply with the current period's presentation of the financial statements.

### **(g) Rounding**

In accordance with ASIC Corporations (Rounding in Financial/ Directors' Reports) Instrument 2016/191, the amounts shown in this financial report have been rounded to the nearest thousand dollars, unless otherwise indicated. Amounts shown as 0 represent amounts less than \$500 that have been rounded down.



	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>NOTE 2 INTEREST INCOME</b>		
Gross interest income		
– Interest income from related entities	15,297	26,437
– Other interest income	10	9
	<b>15,307</b>	<b>26,446</b>

### NOTE 3 FINANCING COSTS

Gross financing costs		
– Interest bearing liabilities	15,115	25,060
	<b>15,115</b>	<b>25,060</b>

#### Accounting Policies

##### Financing costs

Financing costs include interest, amortisation of discounts or premiums relating to borrowings and other costs incurred in connection with the arrangement of borrowings. Financing costs are expensed as incurred unless they relate to a qualifying asset. A qualifying asset is an asset which generally takes more than 12 months to get ready for its intended use or sale. In these circumstances, the financing costs are capitalised to the cost of the asset.

	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>NOTE 4 TAXATION</b>		
<b>Tax expense</b>		
Current – underlying operations	(1,171)	(1,496)
The prima facie tax on profit before tax is reconciled to the income tax expense provided in the financial statements as follows:		
Profit before income tax	3,288	5,148
Prima facie tax expense at 30%	(986)	(1,544)
Other items	(185)	48
Tax expense	<b>(1,171)</b>	<b>(1,496)</b>

#### Accounting Policies

##### Taxation

The Trust comprises taxable entities in Australia and New Zealand. SGT3 is treated as a company for Australian tax purposes.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities, calculated using the tax rates and tax laws enacted or substantively enacted at the reporting date in the countries where the Trust operates and generates taxable income. Current income tax relating to items recognised directly in equity is recognised in equity and not in the income statement.

Deferred tax is provided on all temporary differences at balance sheet date on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply when the asset is disposed of at book value, based on tax rates (and tax laws) that have been enacted or substantially enacted at the balance sheet date. Income taxes related to items recognised directly in equity are recognised in equity and not in the income statement.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>NOTE 5 DISTRIBUTIONS</b>		
<b>(a) Final distribution paid</b>		
0.17 cents per unit <sup>(a)</sup> (31 December 2015: nil)	9,051	–
	<b>9,051</b>	–

<sup>(a)</sup> Distributions paid by SGT3 are franked at the corporate tax rate of 30%.

Final distribution was paid on 28 February 2017. The record date for the final distribution was 5pm, 14 February 2017. Scentre Group does not operate a Dividend Reinvestment Plan.

## (b) Distributions paid during the year

	31 Dec 16 cents	31 Dec 15 cents
Distribution in respect of six month period to 30 June 2016	–	–
Distribution in respect of the 6 months to 31 December 2015	–	–
Distribution in respect of the 6 months to 30 June 2015	–	–
Distribution in respect of the 6 months to 31 December 2014	–	–
Total distributions paid	–	–

## NOTE 6 EARNINGS PER UNIT

### (a) Summary of earnings per unit

	31 Dec 16 cents	31 Dec 15 cents
Basic earnings per unit	0.04	0.07
Diluted earnings per unit	0.04	0.07

The following reflects the income and unit data used in the calculations of basic and diluted earnings per unit:

	31 Dec 16 \$'000	31 Dec 16 \$'000
Earnings used in calculating basic earnings per unit <sup>(a)</sup>	2,117	3,652
Adjustments to earnings relating to options which are considered dilutive	–	–
Earnings used in calculating diluted earnings per unit	2,117	3,652

  

	31 Dec 16 No. of units	31 Dec 16 No. of units
Weighted average number of units used in calculating basic earnings per unit	5,324,296,678	5,324,296,678
Units which are dilutive	–	–
Adjusted weighted average number of ordinary units used in calculating diluted earnings per unit	5,324,296,678	5,324,296,678

<sup>(a)</sup> Refer to the income statement for details of the profit after tax attributable to members of the Trust.

### (b) Conversions, calls, subscription or issues after 31 December 2016

There have been no conversions to, calls of, subscriptions for, or issuance of new or potential ordinary units since the reporting date and before the completion of this report.

#### Accounting Policies

##### Earnings per unit

Basic earnings per unit is calculated as net profit attributable to members divided by the weighted average number of ordinary units. Diluted earnings per unit is calculated as net profit attributable to members adjusted for any profit recognised in the period in relation to dilutive potential ordinary units, divided by the weighted average number of ordinary units and dilutive potential ordinary units.

31 Dec 16  
\$'000

31 Dec 15  
\$'000

## NOTE 7 CASH AND CASH EQUIVALENTS

### (a) Components of cash and cash equivalents

Cash	667	567
Bank overdrafts	-	-
<b>Total cash and cash equivalents</b>	<b>667</b>	<b>567</b>

### (b) Reconciliation of profit after tax to net cash flows from operating activities

Profit after tax	2,117	3,652
Depreciation	197	179
Decrease/(increase) in working capital attributable to operating activities	2,659	(1,754)
<b>Net cash flows from operating activities</b>	<b>4,973</b>	<b>2,077</b>

#### Accounting Policies

##### Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short term deposits with an original maturity of 90 days or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and at bank, short term money market deposits and bank accepted bills of exchange readily converted to cash, net of bank overdrafts and short term loans. Bank overdrafts are carried at the principal amount.

31 Dec 16  
\$'000

31 Dec 15  
\$'000

## NOTE 8 RECEIVABLES

### Current

Prepayments	527	561
Tax receivable	225	663
Interest bearing loan receivables from related entities	408,815	496,552
Receivable from related entities	30,164	35,048
	<b>439,731</b>	<b>532,824</b>

### Non current

Prepayments	1,272	1,374
	<b>1,272</b>	<b>1,374</b>

#### Accounting Policies

##### Receivables

Trade and sundry debtors are carried at amortised cost, less provision for doubtful debts, and are usually due within 30 days. Collectability of trade, sundry debtors is reviewed on an ongoing basis. Individual debts that are determined to be uncollectible are written off when identified. An impairment provision for doubtful debts is recognised when there is evidence that the Trust will not be able to collect the receivable.

Interest bearing loan receivables from related entities are carried at amortised cost, are callable on demand and therefore classified as a current asset.

31 Dec 16  
\$'000

31 Dec 15  
\$'000

## NOTE 9 PAYABLES AND OTHER CREDITORS

### Current

Payable to related entities	-	3,313
Payables and other creditors	6,780	12,317
	<b>6,780</b>	<b>15,630</b>

#### Accounting Policies

##### Payables

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Trust prior to the end of the financial year that are unpaid and arise when the Trust becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 60 days.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>NOTE 10 INTEREST BEARING LIABILITIES</b>		
<b>Non current</b>		
<b>Unsecured</b>		
Bank loans <sup>(i)</sup>		
– NZ\$ denominated	410,005	497,797
	<b>410,005</b>	<b>497,797</b>
The maturity profile in respect of non current interest bearing liabilities is set out below:		
Due within one year	–	–
Due between one year and five years	410,005	497,797
Due after five years	–	–
	<b>410,005</b>	<b>497,797</b>

(i) These instruments are subject to negative pledge arrangements which require Scentre Group to comply with certain minimum financial and non-financial requirements.

## Summary of financing facilities

Committed financing facilities available to the Trust:

Total financing facilities at the end of the year	2,700,000	2,900,000
Amounts utilised by other members of Scentre Group	(847,899)	(836,666)
Less: amounts utilised	(410,005)	(497,797)
Available financing facilities	1,442,096	1,565,537
Cash	667	567
Financing resources available at the end of the year	1,442,763	1,566,104

## Maturity profile of financing facilities

Maturity profile in respect of the above financing facilities:

Due within one year	–	–
Due between one year and five years	2,500,000	2,900,000
Due after five years	200,000	–
	<b>2,700,000</b>	<b>2,900,000</b>

These facilities are unsecured interest only floating rate facilities which are also subject to negative pledge arrangements which require Scentre Group to comply with specific minimum financial and non-financial requirements. Amounts which are denominated in foreign currencies are translated at exchange rates ruling at balance date.

The available financing facilities above totalling A\$1,442.1 million (31 December 2015: A\$1,565.5 million), are available to the Trust and other members of Scentre Group at year end. The Trust is able to draw on these financing facilities, provided they are unutilised by other members of Scentre Group. These are interest only unsecured multicurrency multioption facilities.

## Accounting Policies

### Interest bearing liabilities

Interest bearing liabilities are recognised initially at the fair value of the consideration received less any directly attributable transaction costs. Subsequent to initial recognition, interest bearing liabilities are recorded at amortised cost using the effective interest rate method.

Interest bearing liabilities are classified as current liabilities where the liability has been drawn under a financing facility which expires within one year. Amounts drawn under financing facilities which expire after one year are classified as non current.

Financing costs for interest bearing liabilities are recognised as an expense on an accruals basis.

The fair value of the Trust's interest bearing borrowings as disclosed in Note 17 are determined as follows:

- Fair value of quoted notes and bonds is based on price quotations at the reporting date.
- The fair value of unquoted instruments, loans from banks, finance leases and other non current financial liabilities is estimated by discounting future cash flows using rates that approximate the Trust's borrowing rate at the balance date, for debt with similar maturity, credit risk and terms.

## **NOTE 11 CAPITAL RISK MANAGEMENT**

The Trust seeks to manage its capital requirements to maximise value to members through the mix of debt and equity funding, while ensuring that Trust entities:

- comply with capital and distribution requirements of their constitutions and/or trust deeds;
- comply with capital requirements of relevant regulatory authorities;
- maintain strong investment grade credit ratings; and
- continue to operate as going concerns.

The Trust assesses the adequacy of its capital requirements, cost of capital and gearing (i.e. debt/equity mix) as part of its broader strategic plan. The Trust continuously reviews its capital structure to ensure:

- sufficient funds and financing facilities, on a cost effective basis, are available to implement the Trust's property development and business acquisition strategies;
- financing facilities for unforeseen contingencies are maintained; and
- distributions to security holders are maintained within the stated distribution policy.

The Trust is able to alter its capital mix by issuing new units and hybrid securities, establishing a distribution reinvestment plan and electing to have the distribution reinvestment underwritten, adjusting the amount of distributions paid to members and activating a security buy-back program.

The Trust also protects its equity in assets by taking out insurance.

## **NOTE 12 FINANCIAL RISK MANAGEMENT**

The Trust's principal financial instruments comprise cash, receivables, payables and interest bearing liabilities.

The Trust manages its exposure to key financial risks in accordance with the Scentre Group's treasury risk management policies. These policies have been established to manage the key financial risks such as interest rate, foreign exchange, counterparty credit and liquidity.

Scentre Group's treasury risk management policies are established to identify and analyse the risks faced by the Trust, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Trust's activities. Scentre Group through its training and procedures, has developed a disciplined and constructive control environment in which relevant treasury and finance personnel understand their roles and obligations in respect of the Trust's treasury management objectives.

Scentre Group has an established Board approved risk management framework including policies, procedures, limits and allowed types of derivative financial instruments. The Board has appointed an Audit and Risk Committee comprising three independent Directors. The Audit and Risk Committee reviews and oversees Management's compliance with these policies, procedures and limits. The Audit and Risk Committee is assisted in its oversight role by Scentre Group's Executive Committee.

Scentre Group uses different methods to measure and manage different types of risks to which the Trust is exposed. These include monitoring levels of exposure to interest rates, foreign exchange, liquidity and credit risk. The Trust may enter into derivative financial instruments, principally interest rate swaps, interest rate options, cross currency swaps, forward exchange contracts and currency options. The purpose of these transactions is to manage the interest rate and currency risks arising from the Trust's operations, cash flows, interest bearing liabilities and its net investments in foreign operations. Scentre Group seeks to deal only with creditworthy counterparties and these assessments are regularly reviewed. Liquidity risk is monitored through the use of future rolling cash flow forecasts.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 13 INTEREST RATE RISK MANAGEMENT

The Trust is exposed to interest rate risk on its borrowings. Where applicable, this risk is managed by the Trust by maintaining an appropriate mix between fixed and floating rate interest bearing liabilities. Fixed rate debt is achieved either through fixed rate debt funding or through the use of derivative financial instruments approved by the Board. These activities are evaluated regularly to determine that the Trust is not exposed to interest rate movements that could adversely impact its ability to meet its financial obligations and to comply with its borrowing covenants.

### Summary of interest rate positions at balance date

The Trust has interest rate risk on borrowings which are typically floating rate debt or notional borrowings entered into under currency derivatives. The exposures at reporting date together with the interest rate risk management transactions are as follows:

#### Interest payable and receivable exposures

	Note	31 Dec 16 \$'000	31 Dec 15 \$'000
Principal amounts of all interest bearing liabilities:			
Interest bearing liabilities	10	410,005	497,797
<b>Total interest bearing liabilities</b>		<b>410,005</b>	497,797
Principal amounts of all interest bearing assets:			
Interest bearing loan receivables	8	408,815	496,552
Cash	7(a)	667	567
<b>Total interest bearing assets</b>		<b>409,482</b>	497,119

<b>Principal amounts of net interest bearing liabilities</b>	<b>523</b>	678
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At 31 December 2016, the Trust has not hedged its net interest bearing exposure, which is exposed to floating rates on a principal payable of \$0.5 million (31 December 2015: \$0.7 million) at an average interest rate of 3.1% (31 December 2015: 3.6%) per annum, including margin.

#### Interest rate sensitivity

The sensitivity of interest expense to changes in the floating exposure interest rate is proportional. An increase or decrease in interest rates of 100 basis points would increase or decrease interest expense by \$5,230 (31 December 2015: \$6,780) for each year thereafter.

## NOTE 14 EXCHANGE RATE RISK MANAGEMENT

The Trust is exposed to exchange rate risk on its foreign currency earnings, its distribution and its foreign currency denominated assets. The Trust manages these exposures by entering into foreign currency derivative instruments and by borrowing in foreign currencies.

### Summary of foreign exchange balance sheet positions at balance date

The Trust's foreign exchange exposures at reporting date together with the foreign exchange risk management transactions which have been entered into to manage these exposures are as follows:

	31 Dec 16 NZ\$'000	31 Dec 15 NZ\$'000
<b>Foreign currency net investments</b>		
NZ\$ net assets	427,811	532,371
NZ\$ borrowings	(426,200)	(530,900)
<b>NZ\$ denominated net assets</b>	<b>1,611</b>	1,471

The Trust's foreign currency net assets are subject to exchange rate risk. Gains and losses arising from translation of the Trust's foreign currency denominated net assets, and, where applicable, associated hedging instruments, where the Trust has satisfied the accounting requirements to qualify for hedge accounting treatment, are reflected in the foreign currency translation reserve.

Where the Trust does not satisfy the hedge accounting requirements, the changes in fair value are reflected in the income statement as either foreign exchange gains or losses as appropriate.

	A\$/NZ\$ Currency movement	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>Foreign currency sensitivity</b>			
The sensitivity of NZ\$ denominated net assets to changes in the year end A\$/NZ\$1.0395 exchange rate (31 December 2015: 1.0665) is as follows:			Gain/(loss) to foreign currency translation reserve
	-10 cents	165	143
	-5 cents	78	68
	+5 cents	(71)	(62)
	+10 cents	(136)	(118)

## NOTE 15 CREDIT AND LIQUIDITY RISK MANAGEMENT

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Trust. Credit limits have been established to ensure that the Trust deals only with approved counterparties and that counterparty concentration risk is addressed and the risk of loss is mitigated. Counterparty exposure is measured as the aggregate of all obligations of any single legal entity or economic entity to the Trust, after allowing for appropriate set offs which are legally enforceable. A maximum credit limit is allocated to each counterparty based on its credit rating. The counterparty credit risk associated with investment instruments is assessed based on their outstanding face value.

The maximum exposure to credit risk at 31 December 2016 is the aggregate of the carrying amounts of financial assets as disclosed in Note 17.

The Trust undertakes active liquidity and funding risk management to enable it to have sufficient funds available to meet its financial obligations as and when they fall due, working capital and expected committed capital expenditure requirements. The Trust prepares and monitors rolling forecasts of liquidity requirements on the basis of expected cash flow.

Interest bearing liabilities, and funding facilities and their maturity profiles, are set out in Note 10. The maturity profile of the principal amounts of interest bearing liabilities including aggregate future estimated nominal interest is as follows:

	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>Interest bearing liabilities and interest</b>		
Due within one year	<b>(13,862)</b>	(19,548)
Due between one year and five years	<b>(440,176)</b>	(530,292)
Due after five years	<b>(91)</b>	–
	<b>(454,129)</b>	(549,840)
Comprising:		
– principal amounts of current and non current interest bearing liabilities	<b>(410,005)</b>	(497,797)
– aggregate future estimated nominal interest	<b>(44,124)</b>	(52,043)
	<b>(454,129)</b>	(549,840)

Contingent liabilities are set out in Note 23 and are not included in the amounts shown above.

## NOTE 16 FINANCIAL COVENANTS

Scentre Group, which the Trust is part of, is required to comply with certain financial covenants in respect of its unsecured borrowing facilities and bond offerings. The major financial covenants are summarised as follows:

- a) Leverage ratio (net debt to net assets)
  - shall not exceed 65%
- b) Secured debt ratio (secured debt to total assets)
  - shall not exceed 40% (and not exceed 45% on certain facilities)
- c) Interest cover ratio (EBITDA to interest expense excluding gains or losses from mark to market)
  - at least 1.5 times
- d) Unencumbered leverage ratio (unencumbered assets to unsecured debt)
  - at least 150% (and at least 125% on certain facilities).

As at and during the years ended 31 December 2016 and 2015, Scentre Group was in compliance with all the above financial covenants.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 17 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Set out below is a comparison by category of carrying amounts and fair values of the Trust's financial instruments.

	Fair value Hierarchy	Fair value		Carrying amount	
		31 Dec 16 \$'000	31 Dec 15 \$'000	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>Consolidated assets</b>					
Cash and cash equivalents		667	567	667	567
Receivables					
– Interest bearing loan receivables <sup>(i)</sup>	Level 2	408,815	496,552	408,815	496,552
– Other receivables <sup>(ii)</sup>		30,164	35,048	30,164	35,048
<b>Consolidated liabilities</b>					
Payables and other creditors <sup>(ii)</sup>		6,780	15,630	6,780	15,630
Interest bearing liabilities <sup>(i)</sup>					
– Floating rate debt	Level 2	410,005	497,797	410,005	497,797

<sup>(i)</sup> These financial assets and liabilities are subject to interest rate and market risks, the basis of determining the fair value is set out in the fair value hierarchy below.

<sup>(ii)</sup> These financial assets and liabilities are not subject to interest rate risk and the fair value approximates carrying amount.

### Determination of fair value

The Trust uses the following hierarchy for determining and disclosing the fair value of a financial instrument. The valuation techniques comprise:

- Level 1: the fair value is calculated using quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: the fair value is estimated using inputs other than quoted prices that are observable, either directly (as prices) or indirectly (derived from prices).
- Level 3: the fair value is estimated using inputs that are not based on observable market data.

In assessing the fair value of the Trust's financial instruments, consideration is given to the available market data and if the market for a financial instrument changes then the valuation technique applied will change accordingly.

During the year, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

	31 Dec 16 No. of units	31 Dec 15 No. of units
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## NOTE 18 CONTRIBUTED EQUITY

### (a) Number of units on issue

Balance at the beginning and end of the year	5,324,296,678	5,324,296,678
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Scentre Group stapled securities have the right to receive declared dividends from SGL and distributions from SGT1, SGT2 and SGT3 and, in the event of winding up SGL, SGT1, SGT2 and SGT3, to participate in the proceeds from the sale of all surplus assets proportion to the number of and amounts paid up on stapled securities held.

Holders of Scentre Group stapled securities can vote their shares and units in accordance with the Act, either in person or by proxy, at a meeting of any of SGL, SGT1, SGT2 and SGT3 (as the case may be).

	31 Dec 16 \$'000	31 Dec 15 \$'000
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### (b) Amount of contributed equity

Balance at the beginning and the end of the year	11,461	11,461
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### Accounting Policies

#### Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Trust. Any transaction costs arising on the issue of ordinary units are recognised directly in equity as a reduction of the proceeds received.



	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>NOTE 19 RESERVES</b>		
Foreign currency translation reserve	75	37
Balance at the end of the year	<b>75</b>	37

**Movement in foreign currency translation reserve**

The foreign currency translation reserve is to record net exchange differences arising from the translation of financial statements of foreign controlled entities and the net investments hedged in these entities.

Balance at the beginning of the year	37	30
Foreign exchange movement		
– Translation of investment in foreign entities	38	7
Balance at the end of the year	<b>75</b>	37

**Accounting Policies**

*Translation of accounts of foreign operations*

The functional and presentation currency of the Trust and its Australian subsidiaries is Australian dollars. The functional currency of the New Zealand entities is New Zealand dollars. The presentation currency of the overseas entities is Australian dollars to enable the consolidated financial statements of the Trust to be reported in a common currency.

The balance sheets of foreign subsidiaries are translated at exchange rates ruling at balance date and the income statement of foreign subsidiaries are translated at average exchange rates for the period. Exchange differences arising on translation of the interests in foreign operations are taken directly to the foreign currency translation reserve.

	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>NOTE 20 RETAINED PROFITS</b>		
<b>Movement in retained profits</b>		
Balance at the beginning of the year	11,303	7,651
Profit after tax for the period	2,117	3,652
Balance at the end of the year	<b>13,420</b>	11,303

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 21 OTHER SIGNIFICANT ACCOUNTING POLICIES

### (a) Consolidation and classification

The consolidated financial report comprises the financial statements and notes to the financial statements of SGT3, and each of its controlled entities from the date SGT3 obtained control until such time control ceased. SGT3 and its consolidated entities are collectively referred to as the economic entity known as the Trust. Where entities adopt accounting policies which differ from those of SGT3, adjustments have been made so as to achieve consistency within the Trust.

In preparing the consolidated financial statements all intra-group transactions and balances, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

### (b) Foreign currencies

Foreign currency transactions are converted to Australian dollars at exchange rates ruling at the date of those transactions. Amounts payable and receivable in foreign currency at balance date are translated to Australian dollars at exchange rates ruling at that date. Exchange differences arising on the settlement of or on translating amounts payable or receivable in foreign currency at rates are different from those at which they were translated on initial recognition, are recognised in the income statement in the period in which they arise, except where hedge accounting is applied.

### (c) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to SGT3 and can be reliably measured. Revenues are recognised on an accruals basis.

### (d) Expenses

Expenses are brought to account on an accruals basis.

### (e) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on purchase of goods and services is not recoverable from the tax authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable. Receivables and payables are stated with the amounts of GST included.

The net amount of GST payable or receivable to government authorities is included as part of receivables or payables in the balance sheet.

Cash flows are included in the cash flow statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

### (f) Derivative and other financial instruments

The Trust may utilise the use of derivative financial instruments, including forward exchange contracts, interest rate options, and currency and interest rate swaps to manage the risks associated with foreign currency and interest rate fluctuations where applicable. Such derivative financial instruments are recognised at fair value.

Scentre Group has set defined policies and implemented a comprehensive hedging program to manage interest and exchange rate risks. Derivative instruments are transacted to achieve the economic outcomes in line with Scentre Group's treasury policy and hedging program. Derivative instruments are not transacted for speculative purposes. Accounting standards require compliance with documentation, designation and effectiveness parameters before a derivative financial instrument is deemed to qualify for hedge accounting treatment. As these requirements are not met, derivative instruments, other than currency derivatives that hedge net investments in foreign operations, are deemed not to qualify for hedge accounting and changes in fair value are recorded in the income statement.

Gains or losses arising on the movements in the fair value of currency derivatives which hedge net investments in foreign operations are recognised in the foreign currency translation reserve. Where a currency derivative, or portion thereof, is deemed an ineffective hedge for accounting purposes, gains or losses thereon are recognised in the income statement. On disposal of a net investment in foreign operations, the cumulative gains or losses recognised previously in the foreign currency translation reserve are transferred to the income statement.

The fair value of derivatives has been determined with reference to market observable inputs for contracts with similar maturity profiles. The valuation is a present value calculation which incorporates interest rate curves, foreign exchange spot and forward rates, option volatilities and the credit quality of all counterparties.

### (g) Recoverable amount of assets

At each reporting date, the Trust assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Trust makes an estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

### (h) Depreciation and amortisation

Plant and equipment and deferred costs are carried at acquisition cost less depreciation and amortisation and any impairment in value. Depreciation and amortisation is applied over the estimated economic life using straight line method from the date of acquisition or from the time the asset is ready for use. The estimated economic life of items in the asset class plant and equipment ranges from three to ten years.

## NOTE 22 SHARE BASED PAYMENTS

### (a) Performance Rights – Short Term incentives (STI) and Long Term incentives (LTI) Issued to employees of related entities

As at 31 December 2016, there were 10,651,290 (31 December 2015: 11,270,150) Performance Rights issued to employees of related entities of Scentre Group. Under the stapling arrangement each of SGT1, SGT2, SGT3 and SGL are required to issue securities/units on the vesting of the Performance Rights. At 31 December 2016, the 10,651,290 (31 December 2015: 11,270,150) Performance Rights issued to employees of related entities were convertible to 10,651,290 (31 December 2015: 11,270,150) Scentre Group stapled securities. The full disclosure of the Scentre Group Performance Rights are in the Scentre Group Annual Financial Report.

	31 Dec 2016 Number of rights	31 Dec 15 Number of rights
<b>Vesting profile – Performance Rights – STI and LTI (Issued to employees of related entities)</b>		
2016	–	4,990,047
2017	4,208,412	4,267,245
2018	5,054,341	2,012,858
2019	1,282,500	–
2020	106,037	–
	<b>10,651,290</b>	<b>11,270,150</b>

### (b) Executive Deferred Award Plan (Trust Plan) – Cash settled

	31 Dec 2016 No. of award securities	31 Dec 15 No. of award securities
<b>Movement in award securities</b>		
Balance at the beginning of the year	1,124,515	1,356,801
Awards exercised during the year	(1,124,515)	(232,286)
Balance at the end of the year	–	1,124,515
	<b>31 Dec 16 \$'000</b>	<b>31 Dec 15 \$'000</b>

## NOTE 23 CONTINGENT LIABILITIES

Guaranteed borrowings of associates of Scentre Group Trust 3	10,911,191	10,312,676
	<b>10,911,191</b>	<b>10,312,676</b>

From time to time, in the normal course of business, the Trust is involved in lawsuits. The Directors believe that the ultimate outcome of such pending litigation will not materially affect the results of operations or the financial position of the Trust.

## NOTE 24 SEGMENT REPORTING

SGT3 operates in one operating segment predominantly in Australasia. SGT3 earns property advertising and promotional income and financing of the New Zealand equity accounted associate of SGT1 and SGT2.

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

	31 Dec 16 \$'000	31 Dec 15 \$'000
<b>NOTE 25 PARENT ENTITY</b>		
The Parent Entity financial information is presented in accordance with the amendments to the Corporations Regulations 2001 and the Corporations Amendment Regulations 2010 (No. 6). Summary data of the Parent Entity is disclosed as follows:		
<b>(a) Assets</b>		
Current assets	22,872	19,161
Non current assets	603	1,648
<b>Total assets</b>	<b>23,475</b>	<b>20,809</b>
<b>(b) Liabilities</b>		
Current liabilities	525	24
Non current liabilities	30	–
<b>Total liabilities</b>	<b>555</b>	<b>24</b>
<b>(c) Total equity</b>		
Contributed equity	11,461	11,461
Retained profits	11,459	9,324
<b>Total equity</b>	<b>22,920</b>	<b>20,785</b>
<b>(d) Comprehensive income</b>		
Profit after tax for the period	2,135	2,600
<b>Total comprehensive income for the period</b>	<b>2,135</b>	<b>2,600</b>
<b>(e) Contingent liabilities</b>		
Guaranteed borrowings of associates of the responsible entity <sup>(i)</sup>	10,911,191	10,312,676
Guaranteed borrowings of subsidiaries <sup>(i)</sup>	410,005	497,797
<b>Total contingent liabilities</b>	<b>11,321,196</b>	<b>10,810,473</b>

<sup>(i)</sup> The Parent Entity has entered into guarantee arrangements with SGL, SGT1 and SGT2 and a number of associated finance subsidiaries on a joint and several basis covering Scentre Group's banking facilities and debt issuances. Under the arrangements, the Parent Entity is guaranteed by, and is guarantor to SGL, SGT1 and SGT2 and the finance subsidiaries.

	31 Dec 16 \$'000	31 Dec 15 \$'000
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## NOTE 26 AUDITOR'S REMUNERATION

Amounts received or due and receivable by the auditor of the Parent Entity and any other entity in the Trust for:

– Audit or review of the financial reports	13	13
	<b>13</b>	<b>13</b>

Amounts received or due and receivable by affiliates of the auditors of the Parent Entity for:

– Audit or review of the financial reports	–	–
	–	–
	<b>13</b>	<b>13</b>

## NOTE 27 RELATED PARTY DISCLOSURES

Information required to be disclosed concerning relationships, transactions and balances with related parties of the Trust is set out in this Note unless disclosed elsewhere in the financial report.

The Trust forms part of Scentre Group and the related party disclosures for Scentre Group have the same applicability to it. As such while the related party disclosures below make reference to Scentre Group, they also relate to the Trust.

### Nature of relationship with related parties

#### *Key management personnel of the entity*

Refer to Note 28 for the details of Key Management Personnel.

#### *Other Related Parties*

LFG Services Pty Limited (LFG), its related entities and other entities controlled by members of the Lowy family are considered to be related parties of Scentre Group. This is due to LFG being under the control or significant influence of certain Directors of Scentre Group, being Mr Frank Lowy (retired 5 May 2016) and Mr Steven Lowy.

The Lowy Institute for International Policy (the Lowy Institute) is considered to be a related party of Scentre Group. This is due to the entity being under the control or significant influence of certain Directors of Scentre Group, being Mr Frank Lowy (retired 5 May 2016) and Mr Steven Lowy.

SGL, SGT1 and SGT2 are considered to be related parties of the Trust, as their securities are stapled to the securities of SGT3 to form Scentre Group.

### Transactions and their terms and conditions with related parties

#### *Transactions with Key Management Personnel of the Trust*

Refer to Note 28 for details of Key Management Personnel.

#### *Transactions with Other Related Parties*

##### **(a) LFG and the Lowy Institute**

Scentre Group has a leasing agreement with LFG to provide office space at Westfield Sydney. Scentre Group charged LFG \$1,914,501 (31 December 2015: \$1,851,408) for lease of office space at Westfield Sydney on commercial arm's length terms.

During the financial year, Scentre Group provided development services to LFG and the Lowy Institute totalling \$45,270 (31 December 2015: \$536,388). The amount charged was on commercial arm's length terms.

There were no amounts payable to or receivable from LFG and the Lowy Institute at 31 December 2016 (31 December 2015: nil).

No provision for doubtful debts has been recognised or bad debts incurred with respect to amounts payable or receivable from LFG and the Lowy Institute for the year ended 31 December 2016 (31 December 2015: nil).

Scentre Group has established protocols governing transactions with other related parties which are monitored and reviewed by the Audit and Risk Committee.

##### **(b) Scentre Group Limited, Scentre Group Trust 1, Scentre Group Trust 2 and related entities**

During the year the trust and SGL, transacted on normal commercial terms with respect to the following:

#### *Corporate Services Agreement*

The corporate services costs included in corporate costs in the income statement for the year ended 31 December 2016 were \$255,020 (31 December 2015: \$284,350). The amount payable as at 31 December 2016 relating to corporate service costs was nil (31 December 2015: nil).

#### *Other*

Net property related advertising and promotional income collected by Scentre Group for SGT3 for the year ended 31 December 2016 was \$3,561,000 (31 December 2015: \$4,201,544). The amount receivable for net property related advertising and promotional income as at 31 December 2016 was \$1,602,000 (31 December 2015: payable of \$3,313,000).

Directors' fees paid by Scentre Group for SGT3 for the year ended 31 December 2016 was nil (31 December 2015: \$24,768). The amount payable as at 31 December 2016 to Scentre Group for Directors' fees was nil (31 December 2015: nil).

Rental expense paid to Scentre Group for the year ended 31 December 2016 amounted to nil (31 December 2015: nil). Amount payable as at 31 December 2016 was nil (31 December 2015: nil).

During the year, SGT3 charged SGT2 and related entities amounts totalling \$150,000 (31 December 2015: nil) for the recovery of corporate costs.

#### **Loans**

##### *Loans to/from SGT1 and SGT2 entities*

During the year, an entity of SGT3 provided a NZ\$ interest bearing loan to the St Lukes Group, which is an equity accounted entity of both SGT1 and SGT2. Interest on this loan is calculated on a floating rate basis. As at 31 December 2016, the balance of this loan receivable was NZ\$212,587,346 (A\$204,509,231) (31 December 2015: NZ\$264,892,269 (A\$248,375,311)), with accrued interest receivable of \$1,194,284 (31 December 2015: \$2,470,259). The interest income for the year in respect of this loan was \$7,652,014 (31 December 2015: \$13,225,805).

During the year, an entity of SGT3 provided a NZ\$ interest bearing loan to a SGT1 entity. Interest on this loan is calculated on a floating rate basis. As at 31 December 2016, the balance of this loan receivable was NZ\$212,375,596 (A\$204,305,528) (31 December 2015: NZ\$264,680,520 (A\$248,176,765)), with accrued interest receivable of \$1,193,814 (31 December 2015: \$2,469,645). The interest income for the year in respect of this loan was \$7,644,901 (31 December 2015: \$13,211,059).

As at 31 December 2016, there is a non-interest bearing loan receivable of \$26,366,000 (31 December 2015: \$31,592,000) owing from SGT2 and recorded as a current receivable.

##### *Facility Fees*

During the year, an entity of SGT3 reimbursed SGT2 for external facility related costs incurred on its behalf totalling \$2.2 million (31 December 2015: \$3.0 million) of which nil was due and payable as at 31 December 2016 (31 December 2015: \$1.3 million).

# Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTE 28 DETAILS AND REMUNERATION OF KEY MANAGEMENT PERSONNEL

Key Management Personnel are those individuals having the authority and responsibility for planning, directing and controlling the activities of the Trust, either directly or indirectly. The Non-Executive Directors, Chief Executive Officer and other senior executives are considered Key Management Personnel.

### (a) Key Management Personnel

The Trust forms part of Scentre Group. The disclosures under Scentre Group's remuneration policies and practices apply to the Trust.

The Responsible Entity does not have any employees. Key Management Personnel of the Trust are paid by related entities within Scentre Group.

As at 31 December 2016, the Board comprises the following Directors:

Brian Schwartz AM	Chairman / Non-Executive Director (appointed Chairman 5 May 2016)
Peter Allen	Chief Executive Director / Executive Director
Andrew Harnos	Non-Executive Director
Michael Ihlein	Non-Executive Director
Carolyn Kay	Non-Executive Director (appointed 24 February 2016)
Aliza Knox	Non-Executive Director
Steven Lowy AM	Non-Executive Director
Margaret Seale	Non-Executive Director (appointed 24 February 2016)

During the year, Mr Frank Lowy AC and Mr Richard Egerton-Warburton AO LVO retired from the Board at the conclusion of Scentre Group's Annual General Meeting on 5 May 2016. Mr Brian Schwartz succeeded Mr Lowy as Chairman.

The Board of the Responsible Entity, RE2 Limited, is identical to the Board of Scentre Group Limited, the parent company of Scentre Group. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also retire as a Director of RE2 Limited.

In addition to the Chief Executive Officer, during the year the following executives were Key Management Personnel.

Mark Bloom	Chief Financial Officer
Greg Miles	Chief Financial Officer, (effective from 1 November 2015)

### (b) Remuneration of Key Management Personnel

The Directors of the Responsible Entity receive remuneration in their capacity as Directors of the Responsible Entity.

These amounts are paid directly by Scentre Group Limited (SGL), the parent entity of Scentre Group, of which the Responsible Entity is part. Other Key Management Personnel are paid by Scentre Limited, a wholly owned subsidiary of SGL.

The Manager's service charge payable by the Trust to the Responsible Entity covers all costs in relation to the management of the Trust. The remuneration of the Key Management Personnel is not set by the Trust nor is it able to be influenced by the Trust. The remuneration of the Key Management Personnel is approved by the Board on the recommendation of the Human Resources Committee.

## NOTE 29 DETAILS OF MATERIAL AND SIGNIFICANT ENTITIES

Name of entity	31 Dec 16 – Interest Beneficial <sup>0</sup>		31 Dec 15 – Interest Beneficial <sup>0</sup>	
	Parent Entity %	Scentre Group Trust 3 %	Parent entity %	Scentre Group Trust 3 %
<b>ENTITIES ESTABLISHED/INCORPORATED IN AUSTRALIA</b>				
<b>Parent entity</b>				
Scentre Group Trust 3	100.0	100.0	100.0	100.0
<b>Consolidated Controlled Entities</b>				
RE Holding Company Pty Limited	100.0	100.0	100.0	100.0
<b>ENTITIES ESTABLISHED/INCORPORATED IN NEW ZEALAND</b>				
<b>Consolidated Controlled Entities</b>				
RE (NZ) Finance Limited	100.0	100.0	100.0	100.0
RE (NZ) Finance No.2 Limited	100.0	100.0	100.0	100.0

<sup>0</sup> Beneficial interest in underlying controlled entities reflects the Parent Entity being SGT3, and the Trust's ownership interest as determined under International Financial Reporting Standards (IFRS).

# Directors' Declaration

The Directors of RE2 Limited, the Responsible Entity of Scentre Group Trust 3 (Trust), declare that:

- (a) in the Directors' opinion, there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable;
- (b) in the Directors' opinion, the Financial Statements and notes thereto are in accordance with the Corporations Act 2001, including:
  - (i) complying with accounting standards and regulations in accordance with section 296 of the Corporations Act 2001;
  - (ii) giving a true and fair view of the financial position as at 31 December 2016 and the performance of the consolidated entity for the year ended on that date in accordance with section 297 of the Corporations Act 2001;
  - (iii) the International Financial Reporting Standards issued by the International Accounting Standards Board; and
- (c) they have been provided with the declarations required by section 295A of the Corporations Act 2001.

Made on 21 March 2017 in accordance with a resolution of the Board of Directors.



**Brian Schwartz AM**  
Chairman



**Michael Ihlein**  
Director

21 March 2017

# Independent Auditor's Report

TO MEMBERS OF SCENTRE GROUP TRUST 3



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## Report on the Audit of the Financial Report

### Opinion

We have audited the financial report of Scentre Group Trust 3 (the Trust), which comprises the consolidated balance sheet as at 31 December 2016, the consolidated income statement and consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the Directors' Declaration.

In our opinion:

the accompanying financial report of the Trust is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the consolidated financial position of the Trust as at 31 December 2016 and of its consolidated financial performance for the year ended on that date; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Trust in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. We have determined that there are no key audit matters to communicate in our report.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures provide the basis for our audit opinion on the accompanying financial report.

### Information other than the Financial Report and Auditor's Report

The Directors of RE2 Limited, the Responsible Entity of the Trust, are responsible for the other information. The other information comprises the information included in the Trust's 2016 Annual Report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Directors for the Financial Report

The Directors of RE2 Limited, the Responsible Entity of the Trust, are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the Directors of RE2 Limited, the Responsible Entity of the Trust, determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors of RE2 Limited, the Responsible Entity of the Trust, are responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the Directors of RE2 Limited, the Responsible Entity of the Trust, either intend to liquidate the Trust or to cease operations, or have no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.



# Independent Auditor's Report

TO MEMBERS OF SCENTRE GROUP TRUST 3

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors of RE2 Limited, the Responsible Entity of the Trust.
- Conclude on the appropriateness of the Directors' of RE2 Limited, the Responsible Entity of the Trust, use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Trust to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Trust audit. We remain solely responsible for our audit opinion.

We communicate with the Directors of RE2 Limited, the Responsible Entity of the Trust, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We are also required to provide the Directors of RE2 Limited, the Responsible Entity of the Trust, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the Directors of RE2 Limited, the Responsible Entity of the Trust, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We have determined that there are no key audit matters to communicate in our report.



**Ernst & Young**

Sydney, 21 March 2017

Liability limited by a scheme approved under Professional Standards Legislation.



**Graham Ezzy**  
Partner

The Directors of RE2 Limited (Responsible Entity), the responsible entity of Scentre Group Trust 3 (SGT3) submit the following report for the year ended 31 December 2016 (Financial Year).

The Trust is part of Scentre Group which is a stapled entity. Scentre Group operates as a single coordinated economic entity with a common Board of Directors and management team.

In this report, SGT3 and its controlled entities are referred to as the Trust.

## 1. OPERATIONS AND ACTIVITIES

### 1.1 Review of Operations and Results of Operations

SGT3 reported a net profit (attributable to members of SGT3) of \$2.1 million (31 December 2015: \$3.7 million) or 0.04 (31 December 2015: 0.07) cents per unit. The decrease in net profit was due primarily to the brand alliance agreements being contracted in a related entity within Scentre Group (previously contracted by the Responsible Entity).

As at 31 December 2016, SGT3 had net assets of \$25.0 million (31 December 2015: \$22.8 million) comprising total assets of \$442.3 million (31 December 2015: \$536.2 million) and total liabilities of \$417.3 million (31 December 2015: \$513.4 million).

During the Financial Year, SGT3 recalled loans from related entities of \$95.8 million and used the proceeds to repay external loans of \$100.7 million.

A detailed operating and financial review for Scentre Group is contained in the Directors' Report in the Director's Report in Scentre Group's Annual Financial Report which is available at [www.scentregroup.com](http://www.scentregroup.com).

### 1.2 Principal Activities

The principal activities of the Trust during the Financial Year were:

- The holding of interests in long term brand alliance agreements with various third parties in respect of a number of properties. These agreements provide for the licensing of space in the relevant properties for the display of advertising in consideration for the payment of licence fees.
- Financing of the New Zealand equity accounted entities of Scentre Group Trust 1 (SGT1) and Scentre Group Trust 2 (SGT2).

### 1.3 Subsequent Events

There are no subsequent events to report.

### 1.4 Future Developments

At the date of this report there is no proposed change to the principal activities of the Trust. The strategy, key drivers and outlook of Scentre Group in future financial years are described in the Directors' Report in the Scentre Group Annual Financial Report.

### 1.5 Sustainability

Environmental laws and regulations in force in the various jurisdictions in which Scentre Group operates are applicable to areas of Scentre Group's operations and in particular to its development, construction and shopping centre management activities. Scentre Group has in place procedures to identify and comply with such requirements including, where applicable, obtaining and complying with the conditions of relevant authority consents and approvals and the obtaining of any necessary licences.

These compliance procedures are regularly reviewed and audited and their application closely monitored. Scentre Group's Sustainability Reports from prior years can be found at <http://www.scentregroup.com/about/sustainability/>

Scentre Group's Sustainability Report will be published in the first quarter of 2017 and will be available on its website.

## 2. DISTRIBUTIONS

For the 6 months ended 31 December 2015, no distribution was paid for the relevant period.

For the 6 months ended 30 June 2016, no distribution was paid for the relevant period.

For the 6 months ended 31 December 2016, the Directors determined a fully franked distribution of 0.17 cents per ordinary unit which formed part of the distribution of 10.65 cents per SCG stapled security, paid on 28 February 2017. This distribution was an aggregate dividend from Scentre Group Limited and a distribution from Scentre Group Trust 1, Scentre Group Trust 2 and the Trust. The figure reported here only represents that component of the aggregate SCG distribution being the distribution of the Trust.

## 3. DIRECTORS

The Board of Directors of the Responsible Entity at the date of this report is set out below.

Names	Position Held	Independent (Y/N)	Date appointed
Brian Schwartz AM	Chairman / Non-Executive Director	Y	6 May 2009
Peter Allen	Chief Executive Officer / Executive Director	N	25 May 2011
Andrew Harnos	Non-Executive Director	Y	30 June 2014
Michael Ihlein	Non-Executive Director	Y	30 June 2014
Carolyn Kay	Non-Executive Director	Y	24 February 2016
Aliza Knox	Non-Executive Director	Y	7 May 2015
Steven Lowy AM	Non-Executive Director	N	28 June 1989
Margaret Seale	Non-Executive Director	Y	24 February 2016

Biographies of the current Board can be found in the 2016 Scentre Group Annual Financial Report and Scentre Group's website.

During the year, Mr Frank Lowy AC and Mr Richard Egerton-Warburton AO LVO retired from the Board at the conclusion of Scentre Group's Annual General Meeting on 5 May 2016. Mr Brian Schwartz succeeded Mr Lowy as Chairman.

The Board of the Responsible Entity, RE2 Limited, is identical to the Board of Scentre Group Limited, the parent company of Scentre Group. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also retire as a Director of RE2 Limited.

The names of the Directors in office and the relevant interests of each Director in stapled securities in Scentre Group as at the date of this report are shown below. Units in the Trust are stapled to shares in SGL and units in SGT1 and SGT2. The stapled securities trade on the ASX under the code SCG.

Director	Number of Stapled Securities
Brian Schwartz	103,781
Peter Allen	2,617,701
Andrew Harnos	50,000
Michael Ihlein	33,048
Carolyn Kay	17,000
Aliza Knox	16,000
Steven Lowy	216,467,389
Margaret Seale	39,250

Mr Franky Lowy and Mr Richard Warburton retired from the Board on 5 May 2016. On the date of retirement, Mr Lowy held a relevant interest in 216,467,389 Scentre Group securities. Mr Warburton held a relevant interest in 73,445 Scentre Group securities.

To underpin the alignment of Directors and securityholders, during the year the Board introduced a minimum securityholding requirement for Non-Executive Directors, in line with the requirement for Executive Key Management Personnel. Non-Executive Directors are required to maintain a minimum holding of securities equal to one year's base board fees. Non-Executive Directors have 3 years to meet this requirement.

None of the Directors hold options over any issued or unissued Scentre Group stapled securities. No options over any issued or unissued units in any Scentre Group Trust or stapled securities in Scentre Group have been issued to the Directors. None of the Directors hold debentures of Scentre Group.

None of the Directors are party to or entitled to a benefit under a contract which confers a right to call for, or be delivered, interests or securities in Scentre Group.

Details of the equity-linked incentives held by the Chief Executive Officer are set out in the Remuneration Report in the Scentre Group 2016 Annual Financial Report.

# Directors' Report (continued)

## 4. DIRECTORS' DIRECTORSHIPS OF OTHER LISTED COMPANIES

The following table sets out the directorships of other Australian listed companies held by the Responsible Entity's Directors during the 3 years preceding the end of the Financial Year and up to the date of this report, and the time for which each directorship has been held:

Director	Company	Date appointed	Date resigned
Brian Schwartz	Scentre Management Limited <sup>(1)</sup>	6 May 2009	Continuing
	RE1 Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE2 Limited <sup>(1)</sup>	30 June 2014	Continuing
	Westfield America Management Limited <sup>(2)</sup>	6 May 2009	Continuing
	Westfield Corporation Limited <sup>(2)</sup>	8 April 2014	Continuing
	Insurance Australia Group	1 January 2005	31 March 2016
	Brambles Limited	13 March 2009	30 June 2014
Peter Allen	Scentre Management Limited <sup>(1)</sup>	25 May 2011	Continuing
	RE1 Limited <sup>(1)</sup>	12 August 2010	Continuing
	RE2 Limited <sup>(1)</sup>	12 August 2010	Continuing
	Westfield America Management Limited <sup>(2)</sup>	25 May 2011	30 June 2014
Andrew Harnos	Scentre Management Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE1 Limited <sup>(1)</sup>	21 December 2010	Continuing
	RE2 Limited <sup>(1)</sup>	21 December 2010	Continuing
Michael Ihlein	Scentre Management Limited <sup>(1)</sup>	30 June 2014	Continuing
	RE1 Limited <sup>(1)</sup>	21 December 2010	Continuing
	RE2 Limited <sup>(1)</sup>	21 December 2010	Continuing
	CSR Limited	7 July 2011	Continuing
	MG Unit Trust <sup>(3)</sup>	3 July 2015	Continuing
Carolyn Kay	Scentre Management Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE1 Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE2 Limited <sup>(1)</sup>	24 February 2016	Continuing
	Brambles Limited	21 August 2006	Continuing
Aliza Knox	Scentre Management Limited <sup>(1)</sup>	7 May 2015	Continuing
	RE1 Limited <sup>(1)</sup>	7 May 2015	Continuing
	RE2 Limited <sup>(1)</sup>	7 May 2015	Continuing
	InvoCare Limited	4 October 2011	31 August 2015
Steven Lowy	Scentre Management Limited <sup>(1)</sup>	28 June 1989	Continuing
	RE1 Limited <sup>(1)</sup>	12 August 2010	Continuing
	RE2 Limited <sup>(1)</sup>	12 August 2010	Continuing
	Westfield America Management Limited <sup>(2)</sup>	20 February 1996	Continuing
	Westfield Corporation Limited <sup>(2)</sup>	28 November 2013	Continuing
Margaret Seale	Scentre Management Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE1 Limited <sup>(1)</sup>	24 February 2016	Continuing
	RE2 Limited <sup>(1)</sup>	24 February 2016	Continuing
	Ramsay Health Care Limited	28 April 2015	Continuing
	Bank of Queensland	21 January 2014	Continuing
	Telstra Corporation Limited	7 May 2012	Continuing

### Notes:

<sup>(1)</sup> Scentre Group comprises Scentre Group Limited, Scentre Group Trust 1 (the responsible entity of which is Scentre Management Limited), Scentre Group Trust 2 (the responsible entity of which is RE1 Limited) and Scentre Group Trust 3 (the responsible entity of which is RE2 Limited), the securities of which are stapled and trade on the ASX as Scentre Group (ASX: SCG). Scentre Management Limited is also the responsible entity of Carindale Property Trust, a listed managed investment scheme (ASX: CDP).

<sup>(2)</sup> Westfield America Management Limited formed part of the prior Westfield Group. It is now part of Westfield Corporation. Westfield Corporation comprises Westfield Corporation Limited, Westfield America Westfield America Trust and WFD Trust (the responsible entity of both schemes being Westfield America Management Limited), the securities of which are stapled and trade on the ASX as Westfield Corporation (ASX: WFD).

<sup>(3)</sup> MG Unit Trust (ASX: MGC) is a listed management investment scheme, the responsible entity of which is MG Responsible Entity Limited.

## 5. OPTIONS

No options were issued by the Trust during or since the end of the Financial Year and no Director or member of the senior executive team holds options over issued or unissued Scentre Group stapled securities or unit in the Trust.

Details of the equity-linked incentives held by the executive Key Management Personnel are set out in Scentre Group's Remuneration Report.

## 6. INDEMNITIES AND INSURANCE PREMIUMS

Subject to the following, no indemnity was given or insurance premium paid during or since the end of the Financial Year for a person who is or has been an officer or auditor of the Responsible Entity. So long as the Responsible Entity acts in accordance with the Constitution and the Corporations Act, it remain indemnified out of the assets of the Trust against any losses incurred while acting as the Responsible Entity.

The Responsible Entity's Constitution provides that a person who is or has been a Director or Secretary of the Responsible Entity may be indemnified by the Responsible Entity against liabilities incurred by the person in that capacity and for all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings in which the person becomes involved because of that capacity. The indemnity does not apply to the extent that the Responsible Entity is forbidden by statute to indemnify the person or the indemnity would, if given, be made void by statute.

A related corporation of the Responsible Entity has paid premiums for directors' and officers' liability insurance in respect of Directors, Secretaries and Executive Officers of the Responsible Entity as permitted by the Corporations Act 2001. The terms of the insurance policy prohibit disclosure of details of the nature of the liabilities covered by, and the amounts of the premiums payable under, that insurance policy.

In addition, each Director has entered into a Deed of Indemnity and Access which provides for indemnity against liability as a Director, except to the extent of indemnity under an insurance policy or where prohibited by statute. The Deed also entitles the Director to access Responsible Entity documents and records, subject to undertakings as to confidentiality.

To the extent permitted by law, the Responsible Entity has agreed to indemnify its auditors, Ernst & Young, as part of its standard terms of its audit engagement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to Ernst & Young during or since the Financial Year.

## 7. SPECIAL RULES FOR REGISTERED SCHEMES

- \$255,020 in fees were paid and payable to the Responsible Entity and its associates out of the assets of the Trust during the Financial Year.
- No units in the Trust were held by the Responsible Entity at the end of the Financial Year. Associates of the Responsible Entity held 219,206,870 units as at the end of the Financial Year.
- Details of units issued in the Trust during the Financial Year are set out in Note 18 on page 16.
- No withdrawals were made from the scheme during the Financial Year.
- Details of the value of the Trust's assets as at the end of the Financial Year are set out in Notes 7, 8 and 21(b) to the Financial Report on pages 11 and 18 respectively.
- Details of the number of units in the Trust as at the end of the Financial Year are set out in Note 18 on page 16.

## 8. AUDIT

### 8.1 Audit and Risk Committee

As at the date of this report, the Responsible Entity had an Audit and Risk Committee of the Board of Directors.

### 8.2 Audit Independence

The Directors have obtained the following independence declaration from the auditors, Ernst & Young.



### Auditor's Independence Declaration to the Directors of RE2 Limited

As lead auditor for the audit of Scentre Group Trust 3 for the financial year ended 31 December 2016, I declare to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Scentre Group Trust 3 and the entities it controlled during the financial year.

Ernst & Young

Graham Ezy  
Partner

Sydney, 21 March 2017

Liability limited by a scheme approved under Professional Standards Legislation

## 9. ASIC DISCLOSURES

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts shown in this financial report have been rounded to the nearest thousand dollars, unless otherwise indicated. Amounts shown as 0 represent amounts less than \$500 that have been rounded down.

## 10. ASX LISTING RULE

ASX reserves the right (but without limiting its absolute discretion) to remove SGL, SGT1, SGT2 and SGT3 from the official list of ASX if any of the shares or units comprising those stapled securities cease to be stapled together, or any equity securities are issued by a Scentre Group entity which are not stapled to the equivalent securities in the other entities

This Report is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors.

Brian Schwartz AM  
Chairman

21 March 2017

Michael Ihlein  
Director

# Corporate Governance Statement

The Corporate Governance Statement for Scentre Group Trust 3 for the financial year ended 31 December 2016 has been incorporated into the Corporate Governance Statement prepared for the stapled Scentre Group. This Statement can be found in the 2016 Scentre Group Annual Financial Report. The Scentre Group's Annual Financial Report is available on the [scentregroup.com](http://scentregroup.com) website.

# Members' Information

FOR THE YEAR ENDED 31 DECEMBER 2016

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

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

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

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

### Voting Rights

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

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

### Distribution Schedule

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

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

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

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

### Substantial Securityholders

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

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

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

# SCENTRE GROUP

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