

# SCENTRE GROUP

## Nomination Committee Charter

Owner and Operator of  in Australia and New Zealand

**SCENTRE GROUP LIMITED** ABN 66 001 671 496

**SCENTRE MANAGEMENT LIMITED** ABN 41 001 670 579 AFS Licence No: 230329 as responsible entity of Scentre Group Trust 1 ABN 55 191 750 378 ARSN 090 849 746

**RE1 LIMITED** ABN 80 145 743 862 AFS Licence No: 380202 as responsible entity of Scentre Group Trust 2 ABN 66 744 282 872 ARSN 146 934 536

**RE2 LIMITED** ABN 41 145 744 065 AFS Licence No: 380203 as responsible entity of Scentre Group Trust 3 ABN 11 517 229 138 ARSN 146 934 652

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## SECTION 1

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# Establishment of Committee

This Charter sets out the basis on which the Nomination Committee of Scentre Group operates.

## SECTION 2

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# Interpretation

**Board** means the Board of Directors of Scentre Group Limited.

**Committee** means the Nomination Committee of the Board.

**Company** means Scentre Group Limited.

**Constitution** means the constitution of the Company.

**Directors** mean the members of the Board.

**Scentre Group** means each of Scentre Group Limited, Scentre Group Trust 1, Scentre Group Trust 2 and Scentre Group Trust 3 and their respective controlled entities.

## SECTION 3

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# Objectives

The objective of the Committee is to support and advise the Board in relation to the selection and appointment of Directors who are able to meet the needs of Scentre Group and the ongoing evaluation and review of the performance of the Board and the Directors.

## SECTION 4

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# Committee membership

## 4.1 Structure

- (a) The Committee will consist of at least three members, each of whom will be appointed or removed by the Board.
- (b) A majority of members of the Committee must be independent non-executive Directors, as determined by the Board.

- (c) The Chair of the Committee (other than a Chair elected under paragraph 5.6) will be elected by the Board and must be a member of the Committee. The Chair of the Committee must be an independent non-executive Director

#### 4.2 Expertise

Members of the Committee must have a sufficient understanding of the business of Scentre Group.

#### 4.3 Company Secretary

The Company Secretary will act as Secretary to the Committee, unless otherwise determined by the Committee.

### SECTION 5

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## Proceedings

#### 5.1 Frequency

- (a) The Committee will meet as frequently as required but must meet not less than twice a year.
- (b) The Secretary to the Committee or any member may call a meeting of the Committee.

#### 5.2 Notice

The dates, times and venues of each meeting of the Committee will be notified by the Secretary to all members of the Committee as far in advance as possible.

#### 5.3 Supporting Papers

Supporting papers for each meeting of the Committee will be distributed by the Secretary to all members of the Committee as far in advance as possible and where possible by the last working day of the week preceding the meeting.

#### 5.4 Attendance

- (a) Only members of the Committee are entitled to be present at a Committee meeting.
- (b) The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may meet with:
  - (i) external advisers;
  - (ii) any executive or employee including any executive Director; or
  - (iii) the Chair of the Board or any other Director,and may do so with or without executive management being present.

## 5.5 Quorum

A quorum for a meeting of the Committee is two members who are independent, non-executive Directors. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in, or exercisable by, the Committee.

## 5.6 Chair

- (a) In the absence of the Chair, the remaining members will elect one of their number as Chair of the meeting.
- (b) The Chair of the Committee does not have a casting vote in addition to their deliberative vote.

## 5.7 Constitution

Proceedings of the Committee will be governed by the provisions of the Constitution, in so far as they may be applicable and not inconsistent with this charter.

## 5.8 Minutes

Minutes of meetings of the Committee will, following preliminary approval by the Chair, be circulated to Committee members for confirmation. Copies of all minutes will be included in the papers for the next Board meeting.

## SECTION 6

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# Authorities

## 6.1 Access

The Committee is authorised to seek any information it requires from any member of the Group's senior executive team or from any other source.

## 6.2 Independent advice

The Committee or any member of the Committee is authorised to obtain (at the cost of the Company) outside legal or other independent professional advice, and to secure the attendance of such advisers if it is considered necessary for the proper performance of the Committee's functions under this Charter. The member should first contact the Chair of the Committee and the Secretary who will, if required by the Chair or the member, assist in procuring that professional advice.

## 6.3 Consultants

The Committee is authorised (at the cost of the Company) to engage consultants to assist the Board in identifying suitable candidates for Board positions (executive and non-executive). The Secretary will, if required by the Committee, assist in procuring that engagement.

## Duties and responsibilities

### 7.1 Board

Without limiting its role, the specific duties and responsibilities of the Committee include the following:

- (a) having regard to the strategic direction of Scentre Group, assessing periodically the skill set required to discharge competently the Board's duties including the skills, experience and diversity currently represented on the Board;
- (b) regularly reviewing and making recommendations to the Board regarding the structure, size, diversity and composition (including the balance of skills, knowledge, independence and experience) of the Board and its Committees and the effectiveness of the Board as a whole, and keeping under review the leadership needs of Scentre Group, both executive and non-executive;
- (c) having regard to the matters in paragraph 7.1(b), preparing a description of the role and capabilities required for a particular appointment;
- (d) identifying suitable candidates (executive and non-executive) to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board having regard to Scentre Group's diversity aspirations, the description(s) referred to in paragraph 7.1(c) and appropriate character checks. This will include any subsequent decisions to extend an appointment;
- (e) ensuring that, on appointment, all Directors receive a formal letter of appointment, setting out the time commitment and responsibility envisaged in the appointment including any responsibilities with respect to Board committees or in acting in a capacity other than as a Director (e.g. as Chair or as a lead independent Director);
- (f) assisting the Board in assessing and monitoring the independence of each non-executive Director;
- (g) reviewing the time required to be committed by Scentre Group non-executive Directors to properly fulfil their duties to Scentre Group and whether non-executive Directors are meeting those requirements;
- (h) identifying the existing Directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution;
- (i) in carrying out its duties under this paragraph 7.1 in relation to any re-appointment of a non-executive Director on conclusion of their specified term of office, undertaking a process of review of the retiring non-executive Director's performance during the period in which the non-executive Director has been a member of the Board;
- (j) implementing a process (including considering whether to use external facilitators) for reviewing annually the performance of the Board, its committees and individual directors, and addressing issues that might arise from the review;
- (k) giving full consideration to appropriate succession planning, satisfying itself that processes and plans are in place in relation to the Board;

- (l) developing, implementing and reviewing director induction programs and continuing education measures to enhance Director competencies, and to ensure they have the skills and knowledge needed to perform their role effectively;
- (m) reviewing disclosures, including a statement in the Corporate Governance Statement detailing the Committee's activities and the process used for appointments and reviewing and making recommendations regarding any corporate governance issues as requested by the Board from time to time; and
- (n) making publicly available the Committee's Charter, explaining its role and the authority delegated to it by the Board.

## 7.2 Conflicts

No member of the Committee will participate in a review of their own performance or re-appointment.

If the Chair of the Board is also the Chair of the Committee, a separate Chair of the Committee must be appointed if and when the Committee is dealing with the appointment of a successor to the Chair.

## 7.3 Recommendations to the Board

The Committee will make recommendations to the Board (as and when it considers it appropriate) in relation to the duties and responsibilities referred to in paragraph 7.1. In discharging its duties and responsibilities and formulating recommendations to be made to the Board, the Committee will consult regularly with the Chair of the Board, if that Chair is not also a member of the Committee.

## 7.4 Special Projects

The Committee may undertake any special projects or investigations which the Committee considers necessary, or as may be requested by the Board.

## SECTION 8

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# Reporting to the Board

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must report to the Board at its next meeting regarding all material matters relevant to the Committee's duties and responsibilities.

The Committee will refer to any Board committee any matters that have come to the attention of the Committee that are relevant for that Board committee.

## Review

### 9.1 Committee's Performance Evaluation

The Committee will review its performance on an annual basis in accordance with the processes established by the Board and will report the findings of that review to the Board. The performance evaluation will have regard to, amongst other matters, the extent to which the Committee has met its responsibilities under this charter.

### 9.2 Review of charter

The Committee will review this charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.