

Carindale

Risk and Sustainability Committee Charter

1 Role of the Committee

The role of the Risk and Sustainability Committee (**Committee**) is to assist the Board in fulfilling its governance and oversight responsibilities relating to:

- (a) identification, monitoring, management and reporting of material risks relating to the Trust. In this Charter, risk refers to both financial and non-financial risk;
- (b) the Trust's sustainability strategy and objectives, specifically in relation to community and environmental impacts; and
- (c) any other matters referred to the Committee by the Board.

Carindale is an externally managed entity. The responsible entity of the Trust is Scentre Management Limited, a member of Scentre Group (ASX: SCG), and the operations of the Trust are carried out by Scentre Group executives and employees. The Trust is supported by the governance framework of Scentre Group, including in relation to Scentre Group's:

- enterprise risk management policy and framework, under which the Trust's risk appetite statement is developed; and
- internal risk management function.

In this Charter:

Board means the Board of Directors of Scentre Management Limited.

Carindale or the **Trust** means Carindale Property Trust.

Scentre Group or the **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 excluding, for the purposes of this Charter, Carindale.

2 Committee membership

- (a) The members of the Committee are appointed by the Board.
- (b) The Committee will consist of at least three members each of whom must be independent non-executive Directors.
- (c) The Chair of the Committee is appointed by the Board. If the Chair of the Committee is absent from a meeting, the members of the Committee present at the meeting will appoint a Chair.

3 Duties and responsibilities

The duties and responsibilities of the Committee are set out below.

3.1. Risk management oversight

The Committee will:

- (a) at least annually review and assess:
 - (i) the adequacy of the Group's internal control systems, enterprise risk management policy and framework for identifying, monitoring and managing material business risks as they relate to the Trust; and
 - (ii) the Trust's risk profile and risk appetites statement;
- (b) monitor that the operations of the Trust are being conducted within the risk appetite set by the Board; make recommendations to the Board in relation to changes to be made to the risk profile or risk appetite statement for the Trust as set by the Board;
- (c) receive and review reports from management on new and emerging risks and the risk controls and mitigation measures in place to deal with those risks;
- (d) review the continuing processes for:
 - (i) assessing trends or changes associated with identified material risks, and whether they remain within the risk appetite set by the Board;
 - (ii) assessing material exposure to environmental risks, including risks associated with climate change, or social risks and the processes in place to manage those risks; and
 - (iii) identifying new or emerging risks.

3.2. Sustainability

The Committee will:

- (a) oversee the development and monitor execution of sustainability strategies and roadmaps relating to environmental and social impacts for the Trust;
- (b) oversee the development and monitor execution of the policies, frameworks and initiatives to address sustainability matters including:
 - (i) engagement with First Nations peoples;
 - (ii) human rights including modern slavery; and
 - (iii) environmental commitments, targets and actions;
- (c) oversee, review and make recommendations to the Board in relation to the Trust's public disclosures on sustainability matters.

3.3. Compliance

The Committee will:

- (a) at least annually, review the framework applicable to the Trust and processes for identifying, monitoring and managing compliance with laws and regulations;
- (b) when required review the policies and procedures relevant to the Committee's responsibilities to assess if they are operating effectively and in compliance with regulatory requirements, and having regard to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations;

- (c) review any reported incidents in relation to a material or systemic breakdown in processes for managing risks, or a serious breach of the Group's code of conduct, or a material incident under the Group's whistleblower protection policy, in each case as they relate to the Trust; and
- (d) consider and evaluate management reports on the matters referred to above.

3.4. Insurance

The Committee will, at least annually, review the insurances applicable to the Trust having regard to the Trust's business and insurable risks.

3.5. Governance

The Committee will:

- (a) monitor key legal, regulatory and industry developments related to risks, sustainability and compliance matters affecting the Trust, and report to the Board on those developments; and
- (b) consult with, and if required, refer to any other Board committee on any risk or other matters that are relevant to the discharge of the duties of that other committee.

3.6. Other matters

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


4 Reporting to the Board

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) will report to the Board at the Board's next meeting on any matters relevant to the Committee's duties and responsibilities.

5 Meetings

5.1. Proceedings

- (a) The Committee will meet at least twice a year or more as frequently as required.
- (b) A quorum for a meeting of the Committee is two members. 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.
- (c) The Company Secretary will act as Secretary to the Committee, unless otherwise determined by the Committee.
- (d) The Secretary to the Committee or any member of the Committee may call a meeting of the Committee.
- (e) 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.
- (f) Supporting papers for each meeting of the Committee will be distributed by the Secretary to all members of the Committee (and other Board members) within a reasonable period in advance of the meeting.
- (g) Proceedings of the Committee will be governed by the provisions of the constitution of Scentre Management Limited in so far as they may be applicable and not inconsistent with this Charter.
- (h) Only members of the Committee are entitled to vote on a resolution of the Committee and the Chair does not have a casting vote in addition to their deliberative vote. The Committee may pass resolutions without a meeting in the manner set out in the constitution.

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- (i) Members of the Committee will not participate in discussions and will not vote on any issue in respect of which there is an actual or perceived conflict of interest.
 - (j) 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.

5.2 Attendance

- (a) Any director may attend meetings of the Committee. 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) Scentre Group's Director, Risk and Internal Audit (or equivalent title);
 - (ii) the external auditors;
 - (iii) external advisers;
 - (iv) any executive or employee including any executive Director; or
 - (v) the Chair of the Board or any other Director,and may do so with or without executive management being present.
- (b) The Committee will, at least once a year meet privately with Scentre Group's Director, Risk and Internal Audit (or equivalent title).

6 Authority

- (a) The Committee is authorised to investigate any activity or function of the Trust in accordance with this Charter. The Committee is authorised to make recommendations to the Board regarding appropriate action resulting from such investigations.
- (b) The Committee has unrestricted access to executive management, relevant Scentre Group employees and to legal and other professional advisers. Requests to executive management will be made through the Chief Executive Officer and copied to the Chair of the Committee and Chair of the Board.
- (c) The Committee is authorised (at the cost of the Trust) to obtain 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. If a Committee member wishes to obtain legal or other independent professional advice, the prior approval of the Chair of the Committee is required.
- (d) The Committee may establish sub-committees to assist the Committee in carrying out any of its duties and responsibilities. A sub-committee will report to the Committee on any matters considered by the sub-committee.

7 Review

- (a) 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.
- (b) This Charter will be reviewed annually by the Committee to assess if it is operating effectively and whether any changes are required.

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