

SCENTRE GROUP

Nomination and Governance Committee Charter



EFFECTIVE DATE: 11 DECEMBER 2024

*Creating extraordinary places,
connecting and enriching communities.*



1. Role of the Committee

1.1. Assist the Board

The role of the Committee is to assist the Board in fulfilling its governance and oversight responsibilities relating to:

- (a) Board composition, necessary skills and diversity;
- (b) Non-executive Director succession planning;
- (c) the process for selecting and appointing new Directors;
- (d) the re-election of non-executive Directors;
- (e) induction and continuing training and education programs for Directors;
- (f) the process for evaluating the performance of the Board, its committees and individual Directors;
- (g) the independence of non-executive Directors; and
- (h) any other matters referred to the Committee by the Board.

1.2. Objectives

In discharging its responsibilities, the Committee will have regard to:

- (a) Scentre Group's strategic direction, purpose, plan and ambition to grow, as well as its reputation and standing in the community; and
- (b) the Group's commitment to high standards of, and to promoting and supporting a culture of, good corporate governance.

In this Charter:

Board means the Board of Directors of Scentre Group Limited, Scentre Management Limited, RE1 Limited and RE2 Limited.

Scentre Group or **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.

2. Committee membership

- (a) The members of the Committee are appointed by the Board.
- (b) The Committee will consist of at least three members, all of whom must be independent non-executive Directors.
- (c) The Chair of the Board will be the Chair of the Committee. If the Chair 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. Board composition and succession planning

The Committee will:

- (a) regularly review, assess and make recommendations to the Board in relation to:
 - (i) the size and composition of the Board;
 - (ii) the balance of existing and desired skills, knowledge, independence, diversity and experience of the Board and its committees and the effectiveness of the Board as a whole (including through, among things, a board skills matrix);
- (b) regularly review and assess the independence of each non-executive Director; and
- (c) develop, implement and review succession plans for non-executive Directors, the Board Chair and Chairs of the Board committees.

3.2. Appointments and re-election of Directors

The Committee will:

- (a) establish procedures to identify, select and make recommendations to the Board in relation to new Board appointments including the terms of appointment; and
- (b) review and make recommendations to the Board in relation to the re-election of Directors.

3.3. Induction and professional development

The Committee will:

- (a) oversee induction programs for new non-executive Directors; and
- (b) review periodically the need for ongoing training and education of non-executive Directors to maintain the skills and knowledge required to perform their role effectively.

3.4. Performance evaluation

- (a) The Committee will implement 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.
- (b) No member of the Committee will participate in a review of their own performance.



3.5. Corporate governance

The Committee will:

- (a) review the corporate governance statement for listed entities within the Group and recommend it for approval by the relevant Board;
- (b) monitor significant developments in corporate governance practices and make recommendations to the Board on the Group's corporate governance policies and procedures; and
- (c) consult with, and if required, refer to any other Board committee any matters that have come to the attention of the Committee that are relevant to that other Board 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 its next meeting regarding all material matters relevant to the Committee's duties and responsibilities.

5. Meetings

5.1. Proceedings

- (a) The Committee will meet at least two times a year or more 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 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, other than determined by the Chair of the Committee) 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 Group 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.
- (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. However, a Director may not participate in a review of their performance.
- (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 other employee including any executive Director; or
 - (iii) any other Director,

and may do so with or without executive management being present.

6. Authority

- (a) The Committee has unrestricted access to executive management, relevant Scentre Group records and to legal and other professional advisers as reasonably required to perform its role.
- (b) The Committee is authorised to obtain (at Scentre Group's cost) 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.
- (c) 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 on an annual basis its performance in accordance with the processes established by the Board and will report the findings of that review to the Board.
- (b) This Charter will be reviewed annually by the Committee to assess that it is operating effectively and whether any changes are required.