

SCENTRE GROUP

Risk and Sustainability Committee Charter



EFFECTIVE DATE: 11 DECEMBER 2024

*Creating extraordinary places,
connecting and enriching communities.*



1. Role of the Committee

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

- (a) the effectiveness of the Group's risk management framework, risk management systems and reporting. In this Charter, risk refers to both financial and non-financial risk;
- (b) the Group'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.

The Group's strategy is to operate as a responsible, sustainable business with initiatives that address the four pillars of the Group's approach – talent, which is overseen by the Human Resources Committee, economic performance which is overseen by the Board with the assistance of the Audit and Finance Committee and community and environmental impact which, in addition to risk, are overseen by the Committee.

In discharging its responsibilities the Committee will have regard to the Group's strategic direction, purpose, plan and ambition to grow, as well as its reputation and standing in the community.

In this Charter:

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

Executive Key Management Personnel means senior executives designated as key management personnel for the purposes of the Corporations Act 2001 (Cth).

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 including Carindale Property Trust.

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 Group's corporate risk profile including the corporate material risks, key controls, risk appetite and risk tolerances report;
 - (ii) the adequacy of the Group's enterprise risk management policy and enterprise risk management framework for identifying, monitoring and managing material business risks, including health and life safety risks and cyber risks;
- (b) monitor management's performance against the Group's enterprise risk management framework, including whether it is operating within the risk appetite set by the Board;
- (c) make recommendations to the Board in relation to changes to be made to the Group's enterprise risk management policy and enterprise risk management framework or to the risk profile or risk appetite statements set by the Board;
- (d) 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;
- (e) review the Group's 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;
 - (iii) identifying new or emerging risks;
 - (iv) the maintenance of appropriate internal control systems designed to manage and mitigate key risk areas; and
 - (v) monitoring and reporting against compliance with the risk management policy and the risk management framework.

3.2. Sustainability

The Committee will:

- (a) oversee the development and monitor execution of the Group's sustainability strategies and roadmaps relating to environmental and social impacts, consistent with the Group's purpose, plan and ambition;
- (b) oversee the development and monitor execution of the Group's 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 Group's public disclosures on sustainability matters including the Group's responsible business reports, climate statement, modern slavery reports, and reconciliation action plans, or equivalent reports.



3.3. Compliance

The Committee will:

- (a) at least annually, review the Group's framework and processes for identifying, monitoring and managing compliance with laws and regulations;
- (b) when required review the Group's 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 under the Group's policies and procedures involving a:
 - (i) material or systemic breakdown of the Group's processes for managing risk;
 - (ii) serious breach of a code of conduct, where not within the remit of another Board committee; and
 - (iii) material incident under the Group's whistleblower protection policy; and
- (d) consider and evaluate management reports on the matters referred to above.

3.4. Insurance

The Committee will review the Group's insurance program at least annually having regard to the Group'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, 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. In particular, the Committee will consult with:
 - (i) the Audit and Finance Committee on any matter relevant to that Committee's oversight of the adequacy and effectiveness of integrity of the Group's financial reporting systems, processes and internal controls, and the performance of the internal audit function; and
 - (ii) the Human Resources Committee on risks or other matters relevant to the determination of remuneration outcomes for Executive KMP.

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 three times a year or more as frequently as required. The Committee may meet separately to consider risk and sustainability matters relating to individual listed entities within the Group or may consider those matters at the same time as it carries out its oversight duties in respect of the Group.
- (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 constitutions of each of Scentre Group Limited, Scentre Management Limited, RE1 Limited and RE2 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 constitutions.
- (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) The 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 the Director, Risk and Internal Audit (or equivalent title).



6. Authority

- (a) The Committee is authorised to investigate any activity or function of Scentre Group 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 as reasonably required to perform its role.
- (c) The Committee is authorised (at the cost of Scentre Group) 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.