



Investment Committee Charter

Shopping Centres Australasia Property Group

Effective 1 April 2016¹

¹ Adopted by the Board on 21 March 2016

1. Introduction

This Charter sets out the responsibilities of the Investment Committee of the Board of Shopping Centres Australasia Property Group RE Limited (SCPRES) as responsible entity for Shopping Centres Australasia Property Management Trust and Shopping Centre Australasia Property Retail Trust.

2. Objective

To assist the Board in maintaining an appropriate, robust and consistent framework for:

- a) the analysis of proposed real estate investments, developments and divestments; and
- b) reviewing the performance of Group owned or managed real estate assets.

3. Role of the Committee

The Committee is to assist the Board overseeing the real estate investment activities of the Group, including the acquisition, disposal and development of real estate assets.

The Committee will do this by:

- a) reviewing the performance of specific transactions undertaken by the Group against the original transaction forecasts and performance targets at agreed intervals;
- b) reviewing management's key assumptions used in assessing transactions and preparing forecasts;
- c) review individual asset's key performance metrics against both the SCA portfolio and comparable external sources; and
- d) reviewing the Group's 'weighted average cost of capital' and recommend to the Board an appropriate risk adjusted 'hurdle rate of return(s)' for various categories of real estate investment.

The Committee will review and recommend management's presentations to the Board of:

- a) real estate transaction proposals including the proposed funding;
- b) the template used to monitor and report the financial performance of real estate assets acquired or developed by the Group against agreed performance objectives set at the time of the transaction at agreed intervals post the transaction;
- c) the financial model format to ensure a disciplined and consistent analysis of proposed (and completed) transactions to ensure a robust investment decision making framework;
- d) the template to be used for submitting proposals to the Board for the acquisition, disposal or development of real estate assets and their funding; and
- e) report presenting the investment performance of assets owned or managed by the Group including the total return achieved and a summary of key performance metrics (including MAT, specialty rentals, occupancy costs, operating costs).

4. Committee Composition

The Committee must comprise at least two (2) Independent Non-executive Directors together with the CEO and the CFO.

The Board will determine the composition of the Committee and will appoint the Chair of the Committee who must be an Independent Non-executive Director. If the Chair of the Committee is absent from the meeting, the members will elect one of their members as Chair for that meeting.

If a member of the Committee retires, resigns, or is removed from the Board of SCPRE that member must cease to be a member of the Committee.

The Committee Secretary will be the Company Secretary of SCPRE, or his or her delegate.

5. Meetings

The Committee will meet as frequently as required, but not less than two (2) times per year.

Any Committee member or the Company Secretary can call a meeting of the Committee.

Minutes and resolutions of the Committee must be maintained by the Committee Secretary and distributed to all Committee members, and any other member of the Board at their request.

The Committee Chair will report to the Board after each meeting of the Committee of the key matters discussed at each meeting.

6. Attendance at Meetings

A quorum at a meeting comprises any two Committee members, one of whom must be a Non-Executive Director.

Members will use reasonable endeavours to attend Committee meetings in person, however attendance may be also be via other forms of technology permitted by SCPRE's constitution.

The Committee may invite any person from time to time to attend meetings of the Committee.

Each member (including the Chair) has one vote and if a member is absent then his or her vote may be cast by any other member in accordance with his or her instructions.