



Nomination Committee Charter

Shopping Centres Australasia Property Group

Adopted with effect from 15 October 2019

1. Introduction

This Charter sets out the responsibilities of the Nomination Committee of the Board of Shopping Centres Australasia Property Group RE Limited (**SCP****RE**) as responsible entity for Shopping Centres Australasia Property Management Trust and Shopping Centres Australasia Property Retail Trust (**SCA Property Group**).

This Charter is to be reviewed by the Committee as required and at least annually.

2. Responsibilities

The responsibilities of the Committee are as follows:

- 2.1 Review and recommend to the Board the size and composition of the Board, including:
 - (a) assessment of necessary and desirable competencies, experience and attributes of Board members;
 - (b) strategies to address Board diversity; and
 - (c) Board succession plans and the succession of the Chair, CEO and other senior executives.
- 2.2 Assist the Board, as required, to prepare a description of role and capabilities for director appointments, identify individuals who are qualified to become Board members (including in respect of executive Directors), in accordance with the criteria set by the Board and the policy outlined in the next section below.
- 2.3 Review and recommend to the Board the membership of the Board, including recommendations for the appointment and re-election of Directors, and where necessary propose candidates for consideration by the Board, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves.
- 2.4 Assist the Board and the Chair of the Board as required in evaluating the performance of the Board, its Committees and individual Directors against appropriate measures, subject to the principle that a Committee member must not be involved in evaluating themselves.
- 2.5 Assist the Board as required in developing and implementing plans for identifying, assessing and enhancing Director competencies so that the Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues. Explore the need for professional development for Directors where gaps are identified and the Committee believes that they are not expected to be addressed in the short term by new appointments.
- 2.6 Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time including if issues are raised at the AGM or in the preparation of SCA Property Group's annual Corporate Governance Statement.
- 2.7 Review the availability of directors to respond to the needs of SCA Property Group and to be able to meet as often as is required to discharge the business of the Group.
- 2.8 Ensure that an effective induction process is in place and regularly review its effectiveness.

- 2.9 Ensure that the following information is disclosed to the shareholders of SCPRE:
- (a) this Charter;
 - (b) the membership of the Committee; and
 - (c) as at the end of each reporting period for SCPRE, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings.

3. Policy and procedure for selection and appointment of new Directors

- 3.1 Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:
- (a) the skills, experience, expertise and personal qualities and attributes that will best complement Board effectiveness;
 - (b) the diversity of Board composition;
 - (c) the capability of the candidate to devote the necessary time and commitment to the role; and
 - (d) potential conflicts of interest, and independence.
- 3.2 Detailed background information in relation to a potential candidate should be provided to all Directors.
- 3.3 The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.
- 3.4 An offer of a Board appointment must be made by the Chair only after having consulted all Directors, with any recommendations from the Committee having been circulated to all Directors.
- 3.5 All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time including an acknowledgement that the relevant individual has sufficient time to fulfil their responsibilities as a director.

4. Structure and Composition

4.1 Composition of the Committee

- (a) The Committee must comprise at least three Non-executive Directors. A majority of the Committee must be independent Non-executive Directors.
- (b) The Board is responsible for the appointment of members to the Committee, for setting the term of member appointments and for the revocation of any appointment.
- (c) 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.

4.2 Chair of the Committee

- (a) The Chair of the Committee is appointed by the Board and must be an independent Non-executive Director. If the Chair of the Committee is absent from

a meeting, the members of the Committee must choose one of their number to be Chair of the Committee for the meeting.

- (b) The Chair of the Committee will report to the Board after each meeting covering key issues discussed at each meeting. The minutes of the meetings will be circulated to all members of the Board.

4.3 Meetings

- (a) The Committee will meet as frequently as required, but not less than two times per year.
- (b) Any Committee member may call a meeting of the Committee.
- (c) A notice of each meeting must be forwarded to each Committee member by the Company Secretary (or their delegate appointed for the purposes of this Charter) prior to the date of the meeting.

4.4 Secretary

The Company Secretary or their delegate will act as secretary to the Committee and will produce such papers and minutes of the Committee's meetings as are appropriate, in a timely manner. These papers and minutes must be circulated to each member of the Committee, in a timely manner.

4.5 Attendance at Meetings

- (a) A quorum at a meeting is two members.
- (b) Members may attend Committee meetings in person or via other forms of technology permitted by SCPRE's constitution.
- (c) The Committee may invite any person from time to time to attend meetings of the Committee.

4.6 Authority of the Committee

The Committee has the authority to:

- (a) obtain independent professional or other advice in the fulfilment of its duties at the cost of SCPRE (subject to prior consultation with the Chair of the Board); and
- (b) obtain such resources and information from SCPRE, in the fulfilment of its duties as it may reasonably require.

4.7 Review of the Committee Performance

- (a) The Committee will annually revisit its objectives and duties and evaluate the effectiveness of its performance.
- (b) The Committee will annually review this Charter to ensure that it:
 - (i) meets the needs of SCA Property Group;
 - (ii) meets best practice standards; and
 - (iii) complies with all relevant legislative and regulatory requirements, including the ASX Corporate Governance Principles and Recommendations, as amended from time to time.