

SCENTRE GROUP

ASX Announcement

24 February 2017

Scentre Group (ASX: SCG) Scentre Group Limited Annual General Meeting Notice of Meeting and Proxy Form

Attached are the following documents:

1. Notice of Meeting and Explanatory Notes for the Annual General Meeting (**AGM**) of Scentre Group Limited to be held on Wednesday, 5 April 2017, commencing at 10:00am.
2. Proxy form for the AGM.

The Notice of Meeting and Explanatory Notes for the AGM, together with the proxy form will shortly be despatched to securityholders. The documents can also be accessed at www.scentregroup.com.

Contacts:

Company Secretary

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Corporate Affairs / Media

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Owner and Operator of  in Australia and New Zealand

SCENTRE GROUP LIMITED ABN 66 001 671 496

SCENTRE MANAGEMENT LIMITED ABN 41 001 670 579 AFS Licence No: 230329 as responsible entity of Scentre Group Trust 1 ABN 55 191 750 378 ARSN 090 849 746

RE1 LIMITED ABN 80 145 743 862 AFS Licence No: 380202 as responsible entity of Scentre Group Trust 2 ABN 66 744 282 872 ARSN 146 934 536

RE2 LIMITED ABN 41 145 744 065 AFS Licence No: 380203 as responsible entity of Scentre Group Trust 3 ABN 11 517 229 138 ARSN 146 934 652

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SCENTRE GROUP

Owner and Operator of *Westfield* in Australia and New Zealand

ANNUAL GENERAL MEETING

NOTICE OF MEETING & EXPLANATORY NOTES

to be held at
InterContinental Sydney
117 Macquarie Street, Sydney, NSW
(James Cook Ballroom)
on Wednesday, 5 April 2017,
commencing at 10:00am (Sydney time)

This notice is issued by Scentre Group Limited ABN 66 001 671 496

SCENTRE GROUP

24 February 2017

Dear Securityholder

Invitation to Scentre Group Limited Annual General Meeting

On behalf of the Board of Directors, I am pleased to invite you to attend the 2017 Annual General Meeting (**AGM**) of Scentre Group Limited.

The AGM will be held on Wednesday 5, April 2017 at the InterContinental Sydney, 117 Macquarie Street, Sydney, NSW (James Cook Ballroom) commencing at 10:00am (Sydney time). Registration will commence at 9:00am.

The business of the meeting is to consider the Group's 2016 financial statements and reports, the remuneration report and the election of Directors.

The AGM is an opportunity for securityholders to meet Directors and the Group's senior management team, ask questions and vote on items of business. I hope you will be able to attend.

The meeting will be webcast live on Scentre Group's website at www.scentregroup.com and will also be archived on this site for later viewing.

Enclosed with this notice is a proxy form. If you are unable to attend the meeting, I encourage you to appoint a proxy by completing and returning the proxy form to Computershare Investor Services Pty Limited. More information on voting is contained in this notice.

I look forward to welcoming you to the AGM.



Brian Schwartz AM
Chairman

Owner and Operator of  in Australia and New Zealand

Scentre Group Limited ABN 66 001 671 496
Level 30, 85 Castlereagh Street, Sydney NSW 2000 Australia
GPO Box 4004 Sydney NSW 2001 Australia T +61 (02) 9358 7000 scentregroup.com

The Annual General Meeting (**AGM**) of securityholders of Scentre Group Limited (**Company**) will be held at the InterContinental Sydney, 117 Macquarie Street, Sydney NSW (James Cook Ballroom) on Wednesday, 5 April 2017 commencing at 10:00am (Sydney time).

Additional information concerning the proposed resolutions to be placed before the meeting is contained in the explanatory notes which accompany and form part of this notice of meeting.

Items of business

Financial Statements and Reports

1. To consider the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2016.

Remuneration Report

To consider and, if thought fit, to pass the following resolution as an advisory ordinary resolution of the Company:

2. **THAT** the Company's Remuneration Report for the financial year ended 31 December 2016 be adopted.

Election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

3. **THAT** Andrew Harmos who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.
4. **THAT** Aliza Knox who retires in accordance with the Company's Constitution and, being eligible, offers herself for re-election, is re-elected as a Director of the Company.

Voting Exclusion Statement

Resolution 2 – Remuneration Report

No member of the key management personnel of the Company's consolidated group (**Group**) whose remuneration details are included in the Remuneration Report (or a closely related party of such member) (together, **Excluded Persons**) may vote on item 2, and the Company will disregard votes cast by or on behalf of such persons, unless the vote is cast:

- by an Excluded Person as proxy for a person entitled to vote on the resolution in accordance with their direction on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote on the resolution, where the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of the key management personnel of the Group.

If the Chairman is your proxy or is appointed as your proxy by default, and you do not direct the Chairman how to vote on item 2 on your proxy form, you will be expressly providing such authority. The Chairman intends to vote undirected proxies in favour of item 2.

Entitlement to Attend and Vote at the Meeting

All securityholders may attend the AGM. The Board has determined that for the purposes of voting at the meeting, registered holders of Scentre Group stapled securities as at 7:00pm (Sydney time) Monday, 3 April 2017 will be eligible to vote at the meeting.

Asking Questions at the Meeting

We welcome securityholders' questions at the meeting. However, in the interests of all present at the meeting, we request that securityholders confine their questions to matters before the meeting that are relevant to securityholders as a whole.

A securityholder entitled to vote at the meeting may submit a written question to the auditor if the question is relevant to:

- (i) the content of the auditor's report to be considered at the AGM; or
- (ii) the conduct of the audit of the annual financial report to be considered at the AGM.

The question may be submitted by providing it to the Company no later than 5:00pm (Sydney time) on 29 March 2017.

Appointing a proxy

If you are unable to attend the meeting in person, you are encouraged to complete and return the proxy form which accompanies this notice of meeting.

- A securityholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for the securityholder at the meeting.
- If a securityholder is entitled to two or more votes, they may appoint two proxies and each proxy must be appointed to represent a specified proportion of the securityholder's voting rights. If you appoint two proxies and do not specify the proportion of the number of votes each proxy may exercise, each of the proxies may exercise half of your votes. If you wish to appoint a second proxy, please write on your proxy form the names of both proxies and the proportion of votes allocated to each in accordance with the instructions on your proxy form.
- A proxy need not be a securityholder and may be an individual or a body corporate.
- If you appoint a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.
- A corporate securityholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act 2001 (Cth) (**Corporations Act**). Where the proxy form is signed by a duly authorised person or persons of a corporate securityholder, such authorisation must have been sighted by Scentre Group's Share Registrar, Computershare Investor Services Pty Limited.

Lodgement of proxies

To be valid, the proxy form and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be received no later than 10:00am (Sydney time) on Monday, 3 April 2017 (**Proxy Deadline**). Proxy forms received after this time will be invalid.

Proxy forms may be lodged using any of the following methods:

Online proxy

You may submit your proxy online at www.scentregroup.com. You will need your Security Holder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and your allocated Control Number as shown on your proxy form.

You will be taken to have signed the proxy form if you lodge your proxy in accordance with the instructions on the website. A proxy cannot be appointed electronically if they are appointed under a power of attorney or similar authority. The online proxy facility may not be suitable for securityholders wishing to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

Custodians and other intermediaries may submit their proxy online by visiting www.intermediaryonline.com (subscribers only).

Proxy delivery

In addition to online proxy submissions, proxies may be given by post, fax or delivery. A proxy form and a reply paid envelope are enclosed.

A completed proxy form and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be received by the Proxy Deadline by one of the following means: posted to Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001; hand delivered to Computershare Investor Services Pty Limited at Level 4, 60 Carrington Street Sydney NSW 2000; or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Proxy forms may also be hand delivered to Scentre Group Level 30, 85 Castlereagh Street Sydney NSW 2000 or by facsimile to + 61 2 9358 7241.

Corporate Representative

If your holding is registered in a company name, a corporate securityholder may appoint a person to act as its representative to attend the meeting by providing that person with the appropriate 'Certificate Appointment of Corporate Representative' (available from the Share Registrar or www.investorcentre.com).

The above evidence of appointment must be produced prior to the commencement of the AGM.

Undirected proxies

The Chairman of the meeting intends to vote undirected proxies in favour of all resolutions.

Voting by poll

Voting on all resolutions at the AGM will be conducted by poll. Further details of the poll will be provided at the AGM.

By Order of the Board of Scentre Group Limited

A handwritten signature in black ink, appearing to read 'Maureen McGrath', is written over a horizontal line.

Maureen McGrath
Company Secretary

Sydney, 24 February 2017

EXPLANATORY NOTES

Item 1

Financial Statements and Reports

As required under section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report (collectively **Reports**) of the Company and the consolidated entity for the financial year ended 31 December 2016 will be placed before the AGM. These Reports are in the Company's Annual Financial Report which is available at www.scentregroup.com.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the AGM. Securityholders will be provided with the opportunity to ask questions about the Reports during discussion on this item.

Item 2

Remuneration Report

The Remuneration Report is included in the Directors' Report in Scentre Group's 2016 Annual Financial Report. The Remuneration Report is available at www.scentregroup.com.

The Remuneration Report sets out the Group's remuneration policy and the remuneration arrangements in place for Directors and certain senior executives whose remuneration arrangements are required by law to be disclosed. Securityholders are being asked to adopt the Remuneration Report.

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of securityholders at the Company's AGM. The vote is advisory only and does not bind the Directors or the Company. As outlined in the Voting Exclusion Statement, the Group's key management personnel (including Directors) are not permitted to vote on this resolution except in the circumstances described in the Voting Exclusion Statement.

The Board recommends that you vote in favour of adopting the Remuneration Report.

Item 3 and item 4

Election of Directors

The Company's constitution and the ASX Listing Rules provide for the rotational retirement and re-election of Directors. The Company's constitution provides that, at each annual general meeting of the Company, one-third of the Directors (excluding the Managing Director), or the number nearest one-third if the number is not a multiple of three, must retire from office but are eligible for re-election. In accordance with these requirements, Mr Andrew Harmos and Ms Aliza Knox are retiring at the end of the AGM and are offering themselves for re-election.

The Board undertakes an annual review of its performance. The Board considers the results of this review in determining its endorsement of the Directors standing for re-election at the AGM.

The Board recommends (with Mr Harmos and Ms Knox abstaining in relation to their own nominations) that you vote in favour of the Directors standing for re-election.

Item 3 Re-election of Mr Andrew Harmos



Age 57

Andrew Harmos is an independent non-executive Director of Scentre Group and was appointed to the Board of the Company on 30 June 2014. He is also the Chairman of the Group's Human Resources Committee and a member of the Nomination Committee. Andrew is one of the founding directors of Harmos Horton Lusk Limited, an Auckland based specialist corporate legal advisory firm, where he specialises in takeover advice and structuring, securities offerings, company acquisitions and disposals and strategic Board advice. Andrew holds a Bachelor of Commerce and a Bachelor of Laws (Honours) from The University of Auckland. He is a Director and Chairman of the Audit Committees of AMP Life Limited and The National Mutual Life Association of Australasia Limited and a Director of Elevation Capital Management Limited. Andrew was formerly Chairman of the New Zealand Stock Exchange and a Trustee of the Arts Foundation of New Zealand.

The Board considers that Andrew Harmos is an independent Director.

Item 4 Re-election of Aliza Knox



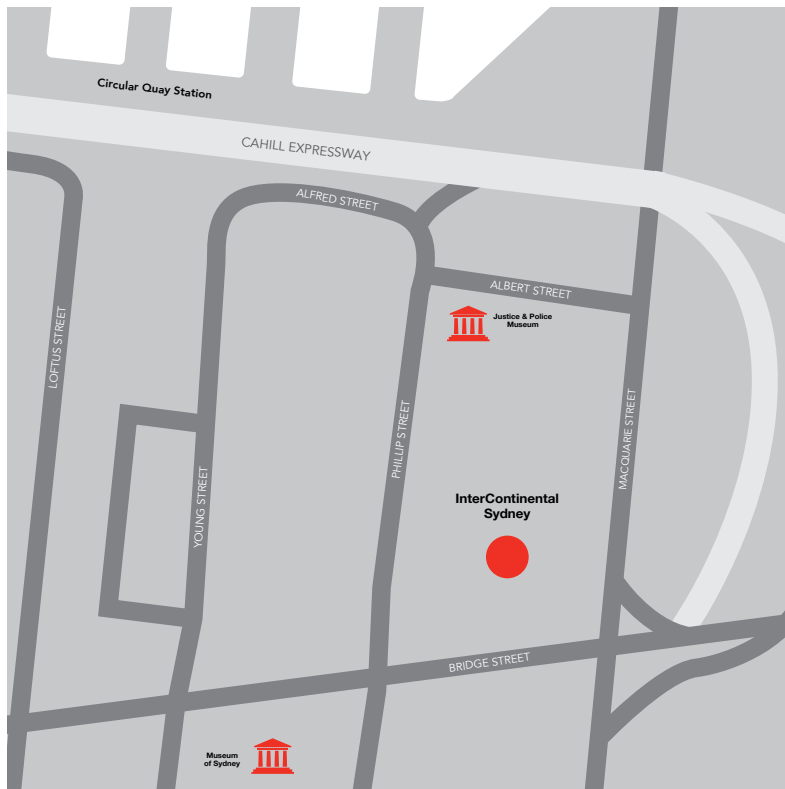
Age 56

Aliza Knox is an independent non-executive Director of Scentre Group and was appointed to the Board of the Company on 7 May 2015. She is also a member of the Group's Human Resources Committee. Aliza has more than three decades of broad international marketing and management experience. She holds an MBA in Marketing (Honors) from New York University-Leonard N. Stern, School of Business, and a B.A., Applied Mathematics and Economics (Magna Cum Laude) from Brown University. Aliza is currently Vice President, Asia Pacific at Twitter, having been at the company since 2012. Previously, she was the Managing Director of Commerce and Online Sales & Operations for Asia Pacific at Google Asia Pacific Pte. Ltd. from 2007 to 2012. Aliza has been a non-executive Director of Singapore Post Limited since August 2013. In 2014 she was appointed to the supervisory board of GfK. In 2015, Aliza was appointed to ANZ's International Technology and Digital Business Advisory Panel. Her other past roles include Senior Vice President, Commercial Solutions and Global Product Platforms at Visa International (from 2002 to 2007) and Senior Vice President, International Wireless and Global Expansion Asian Focus at Charles Schwab Corporation (from 1999 to 2001).

The Board considers that Aliza Knox is an independent Director.

Directions to the Meeting

The Intercontinental Sydney is centrally located at 117 Macquarie Street, Sydney and is within easy walking distance of Circular Quay ferries, train station and bus stops.



SCENTRE GROUP

Owner and Operator of *Westfield* in Australia and New Zealand

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

In Person:

Share Registry
 Computershare Investor Services Pty Limited
 Level 4, 60 Carrington Street
 Sydney NSW 2000 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 730 458
 (outside Australia) +61 3 9946 4471

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00 am (Sydney Time) on Monday, 3 April 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Lodgement of a Proxy

The proxy form may be lodged with Computershare (details above). A reply paid envelope is included with the Notice of Meeting and this Proxy Form.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
 or turn over to complete the form** ➔

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Scentre Group Limited (the "Company") hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at the InterContinental Sydney, 117 Macquarie Street, Sydney NSW 2000 on Wednesday, 5 April 2017 at 10:00 am (Sydney Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is your proxy (or becomes your proxy by default) you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	That the Company's Remuneration Report for the financial year ended 31 December 2016 be adopted.	☐	☐	☐
3	That Mr Andrew Hamos is re-elected as a Director of the Company.	☐	☐	☐
4	That Ms Aliza Knox is re-elected as a Director of the Company.	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /
