

Hedging of Executive Awards and Performance Rights Policy

1 Introduction and background

This Policy is intended to impose limitations on the ability of executives to hedge their unvested entitlements under Scentre Group's equity-based incentive plans (Plans).

2 Statement of purpose

In addition to the restrictions placed on entering into hedging arrangements by operation of the Security Trading Policy, participants in the Plans are prohibited from entering into hedging arrangements in respect of unvested awards or rights in the Plans or any other incentive plan operated by Scentre Group. This prohibition on hedging extends to any rights that have vested but remain subject to a holding lock or deferral of delivery.

The primary purpose of this prohibition is to ensure that until entitlements granted to executives under the Plans have vested or have been delivered to the executive, there is complete alignment between the interests of the executive and the interests of the Group and its securityholders.

In the Board's view, that alignment potentially ceases if the executive's economic interest in the benefit of an entitlement is hedged, with the effect that the executive is not affected (or is affected to a lesser extent), by positive or negative movements in the market value of Scentre Group securities.

3 What constitutes hedging?

Executives are prohibited from entering into or renewing hedging or financial instruments in connection with their unvested entitlements under the Plans or entitlements that have vested but are held in a holding lock or otherwise the subject of deferral of delivery. This includes instruments or arrangements such as equity swaps, caps and collars and other types of hedges, which are entered into for the purpose of limiting the exposure of the executive to risk including by mitigating the financial impact of movements in the price of Scentre Group securities to the extent such movements impact the value of awards made under the Plans.

4 What is an unvested entitlement?

An unvested entitlement is a reference to any award or right which is granted under a Plan and which has not vested by the delivery of securities or cash payment to an executive. Where a Plan includes performance hurdles, the satisfaction of those hurdles will not result in the award or right being vested. Vesting will only occur once an executive receives the full entitlement due under the relevant Plan.

5 When is hedging permitted?

Subject to clause 3 of this policy and the restrictions imposed by the Group's Security Trading Policy, executives may enter into hedging transactions in respect of Scentre Group securities held by them outside the Plans.

However, executives should ensure that entry into any hedging transaction occurs outside Scentre Group's blackout periods as outlined in the Security Trading Policy and otherwise complies with the Security Trading Policy which restricts hedging or derivative transactions where the executive is aware of market sensitive information which has not been disclosed to the market.

Under the Security Trading Policy Restricted Persons (as defined in the policy) are also subject to restriction on margin lending and short term or speculative trading in Scentre Group securities.

6 Additional information

If you have any questions arising from this Policy, contact the Company Secretary.

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