CARINDALE PROPERTY TRUST: Appendix 4E
(ASX Code: CDP) ARSN 093 261 744
Preliminary Final Report under ASX listing rule 4.3A
For the year ended 30 June 2022
(previous corresponding period being the year ended 30 June 2021)

Results for Announcement to the Market:

			30 Jun 22	30 Jun 21
Revenue ($'000)	up	5.2%	52,719	50,107
Profit attributable to members of the Trust ($'000)	up	68.8%	66,518	39,416
Funds from operations (FFO) attributable to members of the Trust ($'000)	up	9.6%	25,817	23,559
Operating cash flow per unit (cents per unit) [i]	up	13.4%	39.27	34.63
FFO per unit attributable to members of the Trust (cents per unit) [i]	up	7.2%	36.09	33.66

[i] In calculating the FFO and operating cash flow per unit 71,529,183 (30 June 2021: 70,000,000) weighted average units was used.

Distributions for Carindale Property Trust

	Cents per unit
Distributions for the year ended 30 June 2022	25.00
Final distribution to be paid on 31 August 2022 [ii]	12.50
Interim distribution paid on 28 February 2022	12.50

[ii] The number of units entitled to distributions on the record date, 30 June 2022 was 72,650,101.

The distribution per unit has been determined by reference to the number of units on issue at the record date. The record date for determining entitlements to the distribution for the six-month period to 30 June 2022 was 30 June 2022. The distribution will be paid on 31 August 2022 (August 2022 Distribution).

The Trust's DRP was in operation for the six-month distribution paid for the period to 31 December 2021 which was paid on 28 February 2022. On 24 June 2022, the Trust announced that a DRP will be in operation for the six-month distribution payable for the period to 30 June 2022 which will be paid on 31 August 2022 (the August 2022 Distribution). An election to participate in the DRP for the August 2022 Distribution must be received by 5.00pm (Sydney time) on 23 August 2022.

The price of units to be issued under the DRP is $4.406. For the August 2022 Distribution, no discount has been applied to the issue price.

Units issued under the DRP for the August 2022 Distribution will rank equally with existing units on issue. The issue date will be 31 August 2022.

Details of the full year components of distributions will be provided in the Annual Tax Statements which will be sent to members in September 2022.

Additional information
Commentary on the results is contained in the announcement released to the ASX. The additional information requiring disclosure to comply with listing rule 4.3A is contained in the attached Annual Financial Report which includes the audited financial report.

2022 Annual Financial Report

Carindale PROPERTY TRUST

30 June 2022

Scentre Management Limited ABN 41 001 670 579
AFSL No. 230329 as responsible entity of
Carindale Property Trust ARSN 093 261 744

Contents

Statement of Comprehensive Income

For the year ended 30 June 2022

	Note	30 Jun 22 $'000	30 Jun 21 $'000
Revenue			
Property revenue	2	**52,719**	50,107
Expenses			
Property expenses and outgoings		**(15,591)**	(14,612)
Expected credit charge relating to COVID-19	4	**(63)**	(361)
		(15,654)	(14,973)
Net property income		**37,065**	35,134
Other expenses			
Manager's service charge		**(4,750)**	(4,532)
Other costs		**(351)**	(371)
		(5,101)	(4,903)
Interest income		**14**	14
Financing costs	10	**(8,568)**	(7,599)
Net fair value gain on interest rate derivatives	13	**12,136**	4,107
Property revaluation	3	**30,972**	12,663
Net profit attributable to members of the Trust		**66,518**	39,416
Total comprehensive income attributable to members of the Trust		**66,518**	39,416

		cents	cents
Basic earnings per unit	9	**92.99**	56.31
Diluted earnings per unit	9	**92.99**	56.31

Balance Sheet

As at 30 June 2022

	Note	30 Jun 22 $'000	30 Jun 21 $'000
Current assets			
Cash and cash equivalents	11(a)	**3,854**	2,408
Trade debtors and receivables	4	**2,727**	2,928
Prepayments and deferred costs	5	**38**	421
Total current assets		**6,619**	5,757
Non current assets			
Trade debtors and receivables	4	**1**	13
Investment properties	3	**785,054**	750,059
Prepayments and deferred costs	5	**143**	277
Derivative assets	13	**7,203**	-
Total non current assets		**792,401**	750,349
Total assets		**799,020**	756,106
Current liabilities			
Trade and other payables	6	**19,294**	14,258
Derivative liabilities	13	**17**	210
Total current liabilities		**19,311**	14,468
Non current liabilities			
Interest bearing liabilities	12	**253,054**	270,559
Derivative liabilities	13	**-**	4,741
Total non current liabilities		**253,054**	275,300
Total liabilities		**272,365**	289,768
Net assets		**526,655**	466,338
Equity attributable to members of the Trust			
Contributed equity	14	**199,724**	187,934
Reserves		**23,568**	15,742
Retained profits	15	**303,363**	262,662
Total equity attributable to members of the Trust		**526,655**	466,338

Statement of Changes in Equity

For the year ended 30 June 2022

	Contributed Equity $'000	Reserves $'000	Retained Profits $'000	30 Jun 22 Total $'000	Contributed Equity $'000	Reserves $'000	Retained Profits $'000	30 Jun 21 Total $'000
Changes in equity attributable to members of the Trust								
Balance at the beginning of the period	**187,934**	**15,742**	**262,662**	**466,338**	187,934	8,283	246,805	443,022
– Net profit for the period	**-**	**-**	**66,518**	**66,518**	-	-	39,416	39,416
– Amount transferred to other reserves (i)	**-**	**7,826**	**(7,826)**	**-**	-	7,459	(7,459)	-
Transactions with owners in their capacity as owners								
– Movement in contributed equity (ii)	**11,790**	**-**	**-**	**11,790**	-	-	-	-
– Distributions paid or provided for	**-**	**-**	**(17,991)**	**(17,991)**	-	-	(16,100)	(16,100)
Closing balance of equity attributable to members of the Trust	**199,724**	**23,568**	**303,363**	**526,655**	187,934	15,742	262,662	466,338

(i) Amount transferred to other reserves, comprises funds from operations less distribution paid.

(ii) The movement in contributed equity for the year ended 30 June 2022 comprised 1,282,814 units issued under the Distribution Reinvestment Plan (DRP) at $4.338 cents per unit on 31 August 2021 and 1,367,287 units issued under the DRP at $4.566 cents per unit on 28 February 2022, offset by costs incurred in issuing the units.

Cash Flow Statement

For the year ended 30 June 2022

	Note	30 Jun 22 $'000	30 Jun 21 $'000
Cash flows from operating activities			
Receipts in the course of operations (including Goods and Services Tax (GST))		**59,290**	57,484
Payments in the course of operations (including GST)		**(19,796)**	(22,834)
GST paid		**(3,362)**	(3,194)
Payments of financing costs (excluding financing costs capitalised)		**(8,055)**	(7,231)
Interest received		**14**	14
Net cash inflow from operating activities	11(b)	**28,091**	24,239
Cash flows from investing activities			
Capital expenditure on property investments		**(3,975)**	(7,464)
Financing costs capitalised to qualifying development projects and construction in progress		**-**	(135)
Net cash outflow from investing activities		**(3,975)**	(7,599)
Cash flows from financing activities			
Net repayment of interest bearing liabilities	12(c)	**(17,500)**	(11,000)
Distribution paid to members		**(5,170)**	(8,050)
Net cash outflow from financing activities		**(22,670)**	(19,050)
Increase/(decrease) in cash and cash equivalents held		**1,446**	(2,410)
Add opening cash and cash equivalents brought forward		**2,408**	4,818
Cash and cash equivalents at the end of the year	11(a)	**3,854**	2,408

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For the year ended 30 June 2022

Notes to the Financial Statements

For the year ended 30 June 2022

Note 1 Basis of preparation of the Financial Report

(a) Corporate information

This financial report of Carindale Property Trust (Trust) for the year ended 30 June 2022 was approved in accordance with a resolution of the Board of Directors of Scentre Management Limited, as responsible entity of the Trust (Responsible Entity).

The nature of the operations and principal activities of Carindale Property Trust are described in the Directors' Report.

(b) Impact of the COVID-19 pandemic

Additional disclosures relating to the impact of the ongoing COVID-19 pandemic on the Trust's operations and financial performance are discussed in Note 3: Investment properties, Note 4: Trade debtors and receivables, and in section 1 Review and Results of Operations of the Directors' Report.

(c) Going concern

This financial report has been prepared on a going concern basis. In making this assessment, the Directors have considered:

– the Trust's ability to meet its financial obligations over the next 12 months, using cash flow sensitivity analysis and having regard to debt maturities, funding requirements, operating cash earnings and available financing facilities; and

– the Trust's ability to meet its financial covenants over the next 12 months, assuming various scenarios for the potential impact of the COVID-19 pandemic.

(d) Statement of compliance

This financial report complies with Australian Accounting Standards and International Financial Reporting Standards issued by the International Accounting Standards Board. The accounting policies adopted are consistent with those of the previous financial year except that the Trust has adopted the following new or amended standards which became applicable on 1 July 2021.

– AASB 2021-3 Amendments to Australian Accounting Standards – COVID-19 Related Rent Concessions beyond 30 June 2021 (effective for annual reporting periods beginning on or after 1 April 2021)

  This amends AASB 16 Leases to extend the availability of the practical expedient for lessees to not account for COVID-19 related rent concessions as lease modifications by one year. This amendment did not have a significant impact on the financial statements on application.

– AASB 2020-8 Amendments to Australian Accounting Standards – Interest Rate Benchmark Reform Phase 2

  This amends AASB 9 Financial Instruments, AASB 139 Financial Instruments: Recognition and Measurement, AASB 7 Financial Instruments: Disclosures, AASB 4 Insurance Contracts and AASB 16 Leases to address issues that arise during the reform of an interest rate benchmark (IBOR), including the replacement of one benchmark with an alternative one. A number of temporary reliefs are provided for hedging relationships that are directly affected by the interest rate benchmark reform. These amendments have no impact on the financial statements as the Trust does not have any interest rate hedge relationships nor exposures to interest rates that are dependent on IBORs.

Certain Australian Accounting Standards and Interpretations have recently been issued or amended and are not required to be adopted by the Trust for the year ended 30 June 2022. The impact of these new standards and interpretations (to the extent relevant to the Trust) is as follows:

– AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective from 1 January 2025)

  This amends AASB 10 Consolidated Financial Statements and AASB 128 Investments in Associates and Joint Ventures to address an inconsistency between the requirements of AASB 10 and AASB 128 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. This amendment is not expected to have a significant impact on the financial statements on application.

Note 1 Basis of preparation of the Financial Report (continued)

(d) Statement of compliance (continued)

– AASB 2020-3 Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments (effective from 1 January 2022)

This amends (to the extent relevant to the Trust):

(i) AASB 9 Financial Instruments to clarify the fees an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability;

(ii) AASB 3 Business Combinations to update a reference to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations; and

(iii) AASB 137 Provisions, Contingent Liabilities and Contingent Assets to specify the costs that an entity includes when assessing whether a contract will be loss-making.

These amendments are not expected to have a significant impact on the financial statements on application.

– AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Noncurrent (effective from 1 January 2023)

This amends AASB 101 Presentation of Financial Statements to clarify the requirements for classifying liabilities as current or non current. This amendment is not expected to have a significant impact on the financial statements on application.

– AASB 2021-2 Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates (effective from 1 January 2023)

This amends:

(i) AASB 7 Financial Instruments: Disclosures, to clarify that information about measurement bases for financial instruments is expected to be material to an entity's financial statements;

(ii) AASB 101 Presentation of Financial Statements, to require entities to disclose their material accounting policy information rather than their significant accounting policies;

(iii) AASB 108 Accounting Policies, Changes in Accounting Estimates and Errors, to clarify how entities should distinguish changes in accounting policies and changes in accounting estimates;

(iv) AASB 134 Interim Financial Reporting, to identify material accounting policy information as a component of a complete set of financial statements; and

(v) AASB Practice Statement 2 Making Materiality Judgements, to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

These amendments are not expected to have a significant impact on the financial statements on application.

(e) Basis of accounting

This financial report is a general purpose financial report which has been prepared in accordance with the requirements of the Corporations Act 2001 and Australian Accounting Standards. This financial report has also been prepared on a historical cost basis, except for investment properties and derivative financial instruments that have been measured at fair value.

Investment property is held jointly as tenants in common. The proportionate share of the income and expenditure, and of the assets and liabilities of property interests, are held as tenants in common and have been included in their respective classifications in this financial report.

This financial report is presented in Australian dollars.

(f) Significant accounting judgements, estimates and assumptions

The preparation of this financial report requires management to make judgements, estimates and assumptions. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements, in particular, Note 3: Investment properties, Note 4: Trade debtors and receivables and Note 21: Fair value of financial assets and liabilities. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the Trust's financial results or the financial position in future periods.

(g) Rounding

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts shown in this financial report have been rounded to the nearest thousand dollars, unless otherwise indicated. Amounts shown as 0.0 represent amounts less than $500 that have been rounded down.

(h) Comparative information

Where applicable, certain comparative figures are restated in order to comply with the current period's presentation of the financial statements.

Note 2 Segment reporting

	30 Jun 22 $'000	30 Jun 21 $'000
The Trust operates in one business segment, being the ownership of a shopping centre in Australia.		
Property revenue		
Shopping centre base rent and other property income [i]	**53,664**	51,048
Amortisation of tenant allowances	**(945)**	(941)
	52,719	50,107

[i] Includes recoveries of outgoings from lessees of $6.7 million (2021: $6.3 million).

Accounting Policies

Revenue recognition

Rental income from investment properties is accounted for on a straight line basis over the lease term. Contingent rental income is recognised as income in the period in which it is earned. If not received at balance date, revenue is reflected on the balance sheet as a receivable and carried at its recoverable amount.

Certain tenant allowances that are classified as lease incentives are recorded as part of investment properties and amortised over the term of the lease. The amortisation is recorded against property revenue.

All other revenues are recognised at an accrual basis.

Note 3 Investment properties

	30 Jun 22 $'000	30 Jun 21 $'000
Shopping centre investment	**785,054**	750,059
	785,054	750,059
Movement in investment properties		
Balance at the beginning of the year	**750,059**	735,312
Additions including redevelopment costs	**4,968**	3,025
Amortisation of tenant allowances	**(945)**	(941)
Net revaluation increment	**30,972**	12,663
Balance at the end of the year	**785,054**	750,059

The Trust's shopping centre investment comprising Westfield Carindale and Millennium Boulevard Office and Retail Centre has been independently valued as at 30 June 2022. The valuation of the Trust's 50% interest is $785.1 million (2021: $750.1 million) with a capitalisation rate of 5.00% (2021: 5.00%) and a discount rate of 6.25% (2021: 6.00%). This valuation was conducted by CBRE Valuations Pty Limited in accordance with guidelines set by the International Valuation Standards Council.

Impact of the COVID-19 pandemic

The Income Capitalisation approach and the Discounted Cash Flow approach are used to arrive at a range of valuation outcomes, from which a best estimate of fair value is derived at a point in time.

The key assumptions and estimates used in these valuation approaches which have been impacted by COVID-19 include:

- forecast future income, based on the location, type and quality of the property, which are supported by the terms of any existing leases, other contracts or external evidence such as current market rents for similar properties recognising the COVID-19 impact;
- lease assumptions based on current and expected future market conditions after expiry of any current lease;
- the capitalisation rate and discount rate derived from recent comparable market transactions; and
- the impact of government mandated support for tenants giving rise to rent deferrals, rent waivers, and eviction moratoriums.

Note 3 Investment properties (continued)

Changes to key inputs would result in changes to the fair value of investment properties. An increase in capitalisation rate and/or discount rate would result in lower fair value, while a decrease in capitalisation rate and/or discount rate will result in higher fair value (with all other factors held constant). The capitalisation rate sensitivity analysis is detailed below.

		30 Jun 22 $'000	30 Jun 21 $'000
The sensitivity of shopping centre valuations to changes in capitalisation rates is as follows:	Capitalisation rate movement	Increase/(decrease) in fair value	
	-50bps	**87,222**	83,333
	-25bps	**41,316**	39,474
	+25bps	**(37,381)**	(35,714)
	+50bps	**(71,364)**	(68,182)

Accounting Policies

Investment properties

The Trust's investment properties include shopping centre investments and development projects.

The Trust's shopping centre investment comprises of freehold and leasehold land, buildings and leasehold improvements.

Land and buildings are considered as having the function of an investment and therefore are regarded as a composite asset, the overall value of which is influenced by many factors, the most prominent being income yield, rather than by the diminution in value of the building content due to effluxion of time. Accordingly, the buildings and all components thereof, including integral plant and equipment, are not depreciated.

Initially, the shopping centre investment is measured at cost including transaction costs. Subsequent to initial recognition, the Trust's shopping centre investment is stated at fair value, which reflect market conditions at the reporting date. Gains and losses arising from changes in the fair value of its shopping centre investment property are included in the statement of comprehensive income in the year in which they arise.

At each reporting date, the carrying value of the shopping centre investment properties is assessed by the Directors and where the carrying value differs materially from the Directors' assessment of fair value, an adjustment to the carrying value is recorded as appropriate.

The Directors' assessment of fair value takes into account the latest independent valuation generally prepared annually, with updates taking into account any changes in capitalisation rate, underlying income and valuations of comparable centres. In determining the fair value the capitalisation of net income method and the discounting of future cash flows to their present value have been used which are based upon assumptions and judgements in relation to future rental income, capitalisation rate and make reference to market evidence of transaction prices for similar properties.

The Trust's development projects include costs incurred for the current and future redevelopment and expansion of its shopping centre investment. Development projects include capitalised construction and development costs and where applicable borrowing costs incurred on qualifying developments.

The Directors' assessment of fair value of a development project that meets the definition of an investment property, takes into account the expected costs to complete, the stage of completion, expected underlying income and yield of the development. From time to time, during a development, the Directors may commission an independent valuation of the development project. On completion, the development project is reclassified to shopping centre investment and an independent valuation is obtained.

Independent valuations are conducted in accordance with guidelines set by the International Valuation Standards Council.

Note 4 Trade debtors and receivables

	30 Jun 22 $'000	30 Jun 21 $'000
Current		
Trade debtors	**2,330**	2,556
Receivables	**397**	372
	2,727	2,928
Non current		
Trade debtors	**1**	13
Total trade debtors and receivables	**2,728**	2,941

	30 Jun 22 $'000	30 Jun 21 $'000
(a) Trade debtors and receivables comprise:		
Trade debtors	**5,732**	7,044
Receivables	**968**	828
	6,700	7,872
Expected credit loss allowance - trade debtors	**(3,401)**	(4,475)
Expected credit loss allowance - receivables	**(571)**	(456)
	(3,972)	(4,931)
Total trade debtors and receivables	**2,728**	2,941
(b) Movement in expected credit loss allowance		
Balance at the beginning of the year	**(4,931)**	(6,620)
Expected credit charge relating to COVID-19	**(63)**	(361)
Amounts written-off relating to COVID-19	**973**	2,050
Other decreases in expected credit losses	**49**	-
Balance at the end of the year	**(3,972)**	(4,931)

Impact of the COVID-19 pandemic

In April 2020, the Australian Government issued the Code of Conduct for small to medium sized retailers, which mandated a framework for temporary lease arrangements to reduce cash rent in proportion to the retailers' revenue impact during the pandemic period. Since the pandemic started, various governments in Australia have extended and/or amended legislated COVID-19 rent relief schemes for commercial tenants to provide further financial assistance. The Trust has also worked with retail partners that are not subject to the code on a case-by-case basis to determine appropriate ways to assist with their cash flow issues. Legislated COVID-19 rent relief schemes expired in Queensland in December 2020.

The expected credit charge relating to COVID-19 is solely related to the COVID-19 pandemic and has been separately disclosed in the statement of comprehensive income to highlight its impact on the Trust's financial performance. The expected rental abatements are based on management's expectations of the level of rental abatements that will be provided to tenants. The level of expected rental abatements has been determined after discussions and agreements with tenants. Where abatements have not been agreed with tenants, estimates have been made giving reference to outcomes with similar retailers.

For trade debtors and receivables outstanding at balance date in excess of the expected rental abatements, management have assessed that there is an increased level of credit risk on the collection of these balances. Rather than primarily applying historical loss rates, the assumptions used in estimating lifetime expected credit loss include the following:

- the extent and duration of the pandemic;
- the effectiveness of government policies in response to the pandemic;
- the credit quality of tenants based on shared credit risk characteristics (e.g. size, industry, aging);
- future economic conditions which are based on forward looking information such as economic growth and inflation; and
- consumer and business sentiment.

In determining the expected credit loss allowance, management has taken into account security deposits received from tenants generally in the form of bank guarantees, which can be called upon if the tenant is in default under the terms of the lease contract. Trade debtors also include GST which is fully recoverable from the relevant tax authorities where the debt is not paid and therefore the GST amount is excluded from the loss allowance.

Trade debtors and receivables written-off include rent abated relating to past occupancy that is part of rent relief arrangements with tenants applicable to the COVID-19 pandemic period.

At 30 June 2022, approximately 82% of trade debtors are aged greater than 90 days and the expected credit loss allowance is 59% of trade debtors. An increase or decrease of 5% in the expected credit loss rate (after adjusting for GST and bank guarantees) would result in an increase or decrease in expected credit loss allowance of $192,300 respectively. At 30 June 2021, approximately 87% of trade debtors are aged greater than 90 days and the expected credit loss allowance is 64% of trade debtors. An increase or decrease of 5% in the expected credit loss rate (after adjusting for GST and bank guarantees) would result in an increase or decrease in expected credit loss allowance of $248,800 respectively.

Note 4 Trade debtors and receivables (continued)

Accounting Policies

Trade debtors and receivables

Trade debtors and receivables are held to collect contractual cash flows and these contractual cash flows are solely payments of principal and interest. At initial recognition, these are measured at fair value.

Trade debtors and receivables are subsequently measured at amortised cost using the effective interest rate method, reduced by impairment losses. Interest income and impairment losses are recognised in the statement of comprehensive income. The receivable is written off when there is no reasonable expectation of recovering the contractual cash flows. Any gain or loss on derecognition is also recognised in the statement of comprehensive income.

In assessing for impairment, the Responsible Entity assesses on a forward-looking basis the expected credit losses associated with the Trust's financial assets carried at amortised cost. For trade debtors and receivables, the Responsible Entity applies the simplified approach permitted by the standard, which requires lifetime expected losses to be recognised from initial recognition of the receivables.

To measure the expected credit losses, trade debtors and receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on outstanding balances, days past their due date and the corresponding historical credit losses experienced. Historical loss rates are adjusted to reflect current and forward looking information on macroeconomic factors (including GDP) affecting the ability of customers to settle their debts.

Note 5 Prepayments and deferred costs

	30 Jun 22 $'000	30 Jun 21 $'000
Current	**38**	421
Non current	**143**	277
	181	698

Note 6 Trade and other payables

Trade creditors	**424**	216
Other creditors and accruals	**9,789**	5,992
Distribution payable	**9,081**	8,050
	19,294	14,258

Accounting Policies

Payables

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Trust prior to the end of the financial year that are unpaid and arise when the Trust becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are paid within 30 days.

Note 7 Distributions

	30 Jun 22 $'000	30 Jun 21 $'000
(a) Current/prior period distribution payable/paid to members		
Distribution payable in respect of the six months to 30 June 2022		
- Ordinary units: 12.50 cents per unit	**9,081**	-
Distribution paid in respect of the six months to 30 June 2021		
- Ordinary units: 11.50 cents per unit	**-**	8,050
	9,081	8,050
(b) Distribution paid to members		
Distribution in respect of the six months to 31 December 2021		
- Ordinary units: 12.50 cents per unit	**8,910**	-
Distribution in respect of the six months to 31 December 2020		
- Ordinary units: 11.50 cents per unit	**-**	8,050
	8,910	8,050

Note 8 Net tangible asset backing

	30 Jun 22 **$**	30 Jun 21 $
Net tangible asset backing per unit	**7.25**	6.66

Net tangible asset backing per unit is calculated by dividing total equity attributable to members of the Trust by the number of units on issue. The number of units used in the calculation of the net tangible asset backing is 72,650,101 (2021: 70,000,000).

Note 9 Earnings per unit

	cents	cents
Basic earnings per unit	**92.99**	56.31
Diluted earnings per unit	**92.99**	56.31

Basic and diluted earnings per unit are calculated by dividing the net profit attributable to members of the Trust of $66,518,000 (2021: $39,416,000) by the weighted average number of ordinary units on issue during the financial year. The weighted average number of units used in the calculation of basic and diluted earnings per unit is 71,529,183 (2021: 70,000,000).

The Trust does not have any dilutive instruments on issue for both years, therefore, the basic and diluted earnings per unit calculation are the same.

Accounting Policies

Earnings per unit

Basic earnings per unit is calculated as net profit attributable to members of the Trust divided by the weighted average number of ordinary units. Diluted earnings per unit is calculated as net profit attributable to members of the Trust divided by the weighted average number of ordinary units and dilutive potential ordinary units.

Note 10 Financing costs

	30 Jun 22 **$'000**	30 Jun 21 $'000
Gross financing costs	**(6,977)**	(7,730)
Financing costs capitalised to qualifying development projects and construction in progress	**-**	135
Lease liabilities interest expense	**(3)**	(4)
	(6,980)	(7,599)
Loss on modification of borrowing facility	**(1,588)**	-
Total financing costs	**(8,568)**	(7,599)

Accounting Policies

Financing costs

Financing costs include interest, amortisation of discounts or premiums relating to borrowings and other costs incurred in connection with the arrangement of borrowings. Financing costs are expensed as incurred unless they relate to a qualifying asset. A qualifying asset is an asset which generally takes more than 12 months to be readied for its intended use or sale. In these circumstances, the financing costs are capitalised to the cost of the asset. Where funds are borrowed by the Trust for the acquisition or construction of a qualifying asset, the associated financing costs are capitalised.

Note 11 Cash and cash equivalents

	30 Jun 22 $'000	30 Jun 21 $'000
(a) Components of cash and cash equivalents		
Cash	**3,854**	2,408
Total cash and cash equivalents	**3,854**	2,408
(b) Reconciliation of profit for the period to net cash flows from operating activities		
Profit for the period	**66,518**	39,416
Property revaluation	**(30,972)**	(12,663)
Net fair value gain on interest rate derivatives	**(12,136)**	(4,107)
Expected credit charge relating to COVID-19	**63**	361
Decrease in other working capital attributable to operating activities	**4,618**	1,232
Net cash flows from operating activities	**28,091**	24,239

Accounting Policies

Cash and cash equivalents

Cash and cash equivalents on the balance sheet comprise cash at bank and on hand and short term deposits with an original maturity of 90 days or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents are measured at amortised cost using the effective interest rate method, reduced by impairment losses. Interest income and impairment losses (if any) are recognised in the statement of comprehensive income.

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and at bank, short term money market deposits and bank accepted bills of exchange readily converted to cash net of bank overdrafts. Bank overdrafts are carried at the principal amount.

Note 12 Interest bearing liabilities

	30 Jun 22 $'000	30 Jun 21 $'000
Non current		
Secured bank loans	**253,000**	270,500
Lease liabilities – ground leases	**54**	59
	253,054	270,559
The maturity profile in respect of the interest bearing liabilities is set out below:		
Due within one year	**5**	5
Due between one and five years	**253,020**	270,520
Due after five years	**29**	34
	253,054	270,559

During the year, the Trust extended and repriced its existing $300 million secured syndicated facility. Drawings under this facility are secured by a registered mortgage over the Trust's interest in Westfield Carindale and a fixed and floating charge over all assets and undertakings of the Trust. The facility is subject to negative pledge arrangements and matures in the first half of calendar year 2027.

	30 Jun 22 $'000	30 Jun 21 $'000
(a) Summary of financing facilities		
Committed financing facilities available to the Trust:		
Financing facilities	**300,000**	300,000
Secured bank loans	**(253,000)**	(270,500)
Available financing facilities	**47,000**	29,500
Cash	**3,854**	2,408
Financing resources available	**50,854**	31,908
(b) Maturity profile of financing facilities		
The maturity profile in respect of the above financing facilities:		
Due within one year	**-**	-
Due between one and five years	**300,000**	300,000
Due after five years	**-**	-
	300,000	300,000
(c) Movements in interest bearing liabilities arising from financing activities		
Balance at the beginning of the year	**270,500**	281,500
Net repayment of interest bearing liabilities	**(17,500)**	(11,000)
Balance at the end of the year	**253,000**	270,500

Accounting Policies

Interest bearing liabilities

Interest bearing liabilities are recognised initially at the fair value of the consideration received less any directly attributable transaction costs. Subsequent to initial recognition, interest bearing liabilities are recorded at amortised cost using the effective interest rate method.

Interest bearing liabilities are classified as current liabilities where the liability has been drawn under a financing facility which expires within one year. Amounts drawn under financing facilities which expire after one year are classified as non current, where the Trust has an unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

Financing costs for interest bearing liabilities are recognised on an accruals basis.

The fair values of the Trust's interest bearing liabilities and lease liabilities as disclosed in Note 21 are estimated by discounting future cash flows using rates that approximate the Trust's borrowing rate at the balance date, for debt with similar maturity, credit risk and terms.

Note 13 Derivative assets and liabilities

	30 Jun 22 $'000	30 Jun 21 $'000
Derivative assets		
Non current		
Receivables on interest rate derivatives	**7,203**	-
	7,203	-
Derivative liabilities		
Current		
Payables on interest rate derivatives	**17**	210
	17	210
Non current		
Payables on interest rate derivatives	**-**	4,741
	-	4,741

The Trust's interest rate swaps do not meet the accounting requirements to qualify for hedge accounting treatment. Changes in fair value have been reflected in the statement of comprehensive income. As at 30 June 2022, the aggregate fair value is a net receivable of $7,185,382 (2021: $4,950,908 net payable). The change in fair value for the year ended 30 June 2022 was a net gain of $12,136,290 (2021: $4,107,037).

The Trust presents the fair value mark to market of its derivative assets and derivative liabilities on a gross basis. Certain derivative assets and liabilities are subject to legally enforceable master netting arrangements, however do not meet the criteria for offsetting in the balance sheet. As at 30 June 2022, derivative assets of $7,202,771, would be reduced by $17,389 to the net asset amount of $7,185,382 and derivative liabilities would be nil. As at 30 June 2021, these netting arrangements had no impact on the derivative liabilities disclosed above.

Accounting Policies

Derivative assets and liabilities

The Responsible Entity utilises interest rate swaps to manage the risks associated with interest rate fluctuations. Such derivative financial instruments are recognised at fair value.

The Responsible Entity has set defined policies and implemented a comprehensive hedging program to manage interest rate risks of the Trust. Derivative instruments are transacted to achieve the economic outcomes in line with the Trust's treasury policy and hedging program and are not transacted for speculative purposes. Accounting standards require detailed compliance with documentation, designation and effectiveness parameters before a derivative instrument is deemed to qualify for hedge accounting treatment. Where these requirements are not met, derivative instruments are deemed not to qualify for hedge accounting and changes in fair value are recorded in the statement of comprehensive income.

The fair value of derivatives has been determined with reference to market observable inputs for contracts with similar maturity profiles. The valuation is a present value calculation which incorporates interest rate curves and the credit quality of counterparties.

Note 14 Contributed equity

	30 Jun 22 Units	30 Jun 21 Units
Number of fully paid up units on issue		
Balance at the beginning of the year	**70,000,000**	70,000,000
Units issued under the DRP	**2,650,101**	–
Balance at the end of the year	**72,650,101**	70,000,000

Accounting Policies

Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Trust. Any transaction costs arising on the issue of ordinary units are recognised directly in equity as a reduction of the proceeds received.

Note 15 Retained profits

	30 Jun 22 $'000	30 Jun 21 $'000
Balance at the beginning of the year	**262,662**	246,805
Net profit attributable to members of the Trust	**66,518**	39,416
Amount transferred to other reserves	**(7,826)**	(7,459)
Distributions paid or provided for	**(17,991)**	(16,100)
Balance at the end of the year	**303,363**	262,662

Note 16 Capital risk management

The Responsible Entity seeks to manage the Trust's capital requirements to maximise value to members through the mix of debt and equity funding, while ensuring that the Trust:

– complies with capital and distribution requirements of the Trust's constitution;

– complies with capital requirements in relation to the Trust's borrowing covenants; and

– continues to operate as a going concern.

The Responsible Entity assesses the adequacy of the Trust's capital requirements, cost of capital and gearing (i.e. debt/equity mix) as part of its broader strategic plan. The Responsible Entity continuously reviews the Trust's capital structure to ensure:

– sufficient funds and financing facilities, on a cost effective basis, are available to implement operating strategies;

– financing facilities for unforeseen contingencies are maintained; and

– distributions to members are made within the stated distribution policy.

Note 17 Financial risk management

The Trust's principal financial instruments comprise cash, receivables, payables, interest bearing liabilities and derivative financial instruments.

The Responsible Entity manages the Trust's exposure to key financial risks in accordance with the Trust's treasury risk management policies. These policies have been established to manage the key financial risks such as interest rate, counterparty credit and liquidity.

The Trust's treasury risk management policies are established to identify and analyse the risks faced by the Trust, to set appropriate risk limits and controls to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Trust's activities. The Responsible Entity through its training and procedures, has developed a control environment in which relevant treasury and finance personnel understand their roles and obligations in respect of the Trust's treasury management objectives.

The Trust has an established Board approved risk management framework including policies, procedures, limits and allowed types of derivative financial instruments. The Audit and Risk Committee reviews and oversees management's compliance with these policies, procedures and limits. The Audit and Risk Committee is assisted in its oversight role by Scentre Group's Executive Risk Management Committee.

The Responsible Entity uses different methods to measure and manage different types of risks to which the Trust is exposed. These include monitoring levels of exposure to interest rates, liquidity and credit risk. The Trust enters into interest rate swaps to manage the interest rate risks arising from the Trust's operations, cash flows and its interest bearing liabilities. The Responsible Entity seeks to deal only with creditworthy counterparties and these assessments are regularly reviewed. Liquidity risk is monitored through the use of rolling cash flow forecasts.

Note 18 Interest rate risk management

The Trust is exposed to interest rate risk on its borrowings and derivative financial instruments. The risk is managed by the Responsible Entity by maintaining an appropriate mix between fixed and floating rate interest bearing liabilities. Fixed rate debt is achieved through the use of derivative financial instruments in accordance with a Board approved policy. These activities are evaluated regularly to determine that the Trust is not exposed to interest rate movements that could adversely impact its ability to meet its financial obligations and to comply with its borrowing covenants.

(i) Summary of floating interest rate positions at balance date

The Trust's interest rate risk exposures at reporting date including the relevant financial instruments used to manage these exposures are as follows:

Interest payable exposure	Note	**30 Jun 22 $'000**	30 Jun 21 $'000
Principal amounts of all interest bearing liabilities:			
Secured bank loans	12	**253,000**	270,500
		253,000	270,500
Principal amounts of fixed interest rate liabilities:			
Fixed rate derivatives			
- A$		**190,000**	200,000
		190,000	200,000

At 30 June 2022, the Trust has economically hedged 75% of its interest payable exposure by way of interest rate derivatives of varying durations. The remaining 25% is exposed to floating rates on a principal payable of $63,000,000 at an interest rate based on an interbank benchmark rate and an applicable margin (2021: 74% hedged with floating exposure on principal payable of $70,500,000).

Interest rate sensitivity

The sensitivity of interest expense to changes in the floating exposure interest rate is proportional. Assuming the floating interest payable exposure remains unchanged, an increase or decrease in interest rates of 100 basis points would increase or decrease interest expense by $630,000 (2021: $705,000) respectively for the next 12 months.

The fair values of derivatives used by the Trust are also sensitive to changes in interest rates and are as follows:

	30 Jun 22 $'000	30 Jun 21 $'000
Interest rate movement	Increase/(decrease) in fair value	
-2.0%	**(9,363)**	(10,881)
-1.0%	**(4,592)**	(5,333)
-0.5%	**(2,274)**	(2,640)
0.5%	**2,231**	2,589
1.0%	**4,421**	5,129
2.0%	**8,678**	10,062

The assumed movement in basis points for the interest rate sensitivity analysis is based on the current observable market environment.

(ii) Summary of fixed interest rate positions at balance date

Notional principal amounts and contracted rates of the Trust's interest rate swaps:

	30 Jun 22		30 Jun 21	
Swaps contracted as at the reporting date and outstanding at	**Notional Principal Amount $'000**	**Average Rate** [(i)]	Notional Principal Amount $'000	Average Rate [(i)]
A$ payable				
30 June 2021	**–**	–	$(200,000)	1.85%
30 June 2022	**$(190,000)**	**1.98%**	$(160,000)	1.76%
30 June 2023	**$(170,000)**	**1.90%**	$(140,000)	1.64%
30 June 2024	**$(140,000)**	**1.81%**	$(110,000)	1.45%
30 June 2025	**$(90,000)**	**1.83%**	$(60,000)	1.18%
30 June 2026	**$(50,000)**	**2.28%**	$(20,000)	1.02%
30 June 2027	**$(15,000)**	**3.16%**	–	–

[(i)] Excludes borrowing margins.

Note 19 Credit and liquidity risk management

The Trust's credit risk arises from financial assets such as cash and cash equivalents, trade debtors and receivables and favourable derivative financial instruments. Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Trust.

The Trust considers a financial asset to be in default when contractual payments are 90 days past due. However, in certain cases, the Trust may also consider a financial asset to be in default when internal or external information indicates that the Trust is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Trust.

For cash and derivative instruments with banks and other financial institutions, credit limits have been established to ensure that the Trust deals only with approved counterparties and that counterparty concentration risk is addressed and the risk of loss is mitigated. Counterparty exposure is measured as the aggregate of all obligations of any single legal entity or economic entity to the Trust, after allowing for appropriate set offs which are legally enforceable. A maximum credit limit is allocated to each counterparty based on its credit rating. The counterparty credit risk associated with investment instruments is assessed based on its outstanding face value.

For trade debtors and receivables, there are no significant concentrations of credit risk. The Trust also obtains security deposits from tenants in the form of cash or bank guarantees which can be called upon if the tenant is in default under the terms of the lease contract. Refer to Note 4 for commentary on the impact of the COVID-19 pandemic on the credit risk of the Trust.

The maximum exposure to credit risk at balance date is the aggregate of the carrying amounts of financial assets as disclosed in Note 21.

The Responsible Entity undertakes active liquidity and funding risk management to enable the Trust to have sufficient funds available to meet its financial obligations as and when they fall due, working capital and expected committed capital expenditure requirements. The Responsible Entity prepares and monitors rolling forecasts of liquidity requirements on the basis of expected cash flow.

Refer to Note 12 for details of interest bearing liabilities and financing facilities. The maturity profiles of the principal amounts of interest bearing liabilities including aggregate future estimated nominal interest and the estimated future nominal cashflows of derivative financial instruments are set out below:

	30 Jun 22 $'000	30 Jun 21 $'000
Interest bearing liabilities and interest		
Due within one year	**(6,161)**	(3,134)
Due between one and five years	**(277,121)**	(272,583)
Due after five years	**(29)**	(34)
	(283,311)	(275,751)
Derivatives inflows/(outflows)		
Due within one year	**(1,595)**	(3,696)
Due between one and five years	**(3,424)**	(7,377)
Due after five years	**(17)**	(6)
	(5,036)	(11,079)

Note 20 Financial covenants

The Trust is required to comply with certain financial covenants in respect of its borrowing facility. The major financial covenants are summarised as follows:

a) Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA) to gross interest expense excluding gains or losses from mark to market;

– not less than 1.75 times (2021: 1.75 times)

b) Loan to Value Ratio (LVR) (debt to latest property value);

– not exceed 50% (2021: 50%)

At and during the years ended 30 June 2022 and 30 June 2021, the Trust was in compliance with the financial covenants above.

Note 21 Fair value of financial assets and liabilities

Set out below is a comparison by category of carrying amounts and fair values of all the Trust's financial instruments.

	Fair value Hierarchy	Fair value 30 Jun 22 $'000	Fair value 30 Jun 21 $'000	Carrying amount 30 Jun 22 $'000	Carrying amount 30 Jun 21 $'000
Assets					
Cash and cash equivalents		**3,854**	2,408	**3,854**	2,408
Trade debtors and receivables (i)		**2,728**	2,941	**2,728**	2,941
Derivative assets (ii)	Level 2	**7,203**	-	**7,203**	-
Liabilities					
Trade and other payables (i)		**19,294**	14,258	**19,294**	14,258
Interest bearing liabilities (ii)					
– Floating rate debt	Level 2	**253,000**	270,500	**253,000**	270,500
– Lease liabilities	Level 2	**54**	59	**54**	59
Derivative liabilities (ii)	Level 2	**17**	4,951	**17**	4,951

(i) These financial assets and liabilities are not subject to interest rate risk and the fair value approximates carrying amount.

(ii) These financial assets and liabilities are subjected to interest rate and market risks, the basis of determining the fair value is set out in the fair value hierarchy below.

Determination of fair value

The Trust uses the following hierarchy for determining and disclosing the fair value of a financial instrument. The valuation techniques comprise:

Level 1: the fair value is calculated using quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: the fair value is estimated using inputs other than quoted prices that are observable, either directly (as prices) or indirectly (derived from prices).

Level 3: the fair value is estimated using inputs that are not based on observable market data.

In assessing the fair value of the Trust's financial instruments, consideration is given to the available market data and if the market for a financial instrument changes then the valuation technique applied will change accordingly.

During the year, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

Investment properties are considered Level 3.

Note 22 Other significant accounting policies

(a) Expenses

Expenses are brought to account on an accruals basis.

(b) Taxation

The Trust has elected into the Attribution Managed Investment Trust Regime. Accordingly, the Trust is not liable for Australian income tax provided that the taxable income is attributed to members. The members of the Trust are taxable on the share of the taxable income of the Trust attributed to them.

(c) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on purchase of goods and services is not recoverable from the tax authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable. Receivables and payables are stated with the amounts of GST included.

The net amount of GST payable or receivable to government authorities is included as part of receivables or payables in the balance sheet.

Cash flows are included in the cash flow statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

Note 23 Lease commitments

	30 Jun 22 $'000	30 Jun 21 $'000
Operating lease receivables		
The property owned by the Trust is leased to third party retailers under operating leases at 30 June 2022. Lease terms vary between retailers and some leases include percentage rental payments based on sales revenue.		
Future minimum rental revenues under non-cancellable operating retail property leases:		
Due within one year	**34,697**	35,783
Due between one and two years	**28,542**	27,400
Due between two and three years	**21,958**	21,619
Due between three and four years	**16,781**	16,161
Due between four and five years	**13,447**	12,116
Due after five years	**35,399**	41,593
	150,824	154,672

These amounts do not include percentage rentals which may become receivable under certain leases on the basis of retailer sales in excess of stipulated minimums and do not include recovery of outgoings.

Note 24 Auditor's remuneration

	30 Jun 22 $	30 Jun 21 $
Amount paid or due and payable to the auditor of the Trust:		
Auditing the statutory financial report of the Trust	**105,740**	104,157
Fees for assurance services that are required by legislation to be provided by the auditor including Compliance Plan audit	**10,405**	10,200
	116,145	114,357

Note 25 Related party disclosures

Scentre Management Limited, the Responsible Entity of the Trust, is considered to be a related party of the Trust.

The constitution of the Trust allows for an annual manager's service fee payable to the Responsible Entity up to a maximum of 2% of the total tangible assets of the Trust, which amounts to $15,832,720 for the year to 30 June 2022 (2021: $15,108,160), or such lesser amount as the Responsible Entity may determine. The manager's service fee paid or payable to the Responsible Entity for the year ended 30 June 2022 was $4,749,780 (2021: $4,532,142) representing 0.6% (2021: 0.6%) of the total tangible assets of the Trust as of 30 June 2022.

During the year, amounts paid or payable (excluding GST) to associates of the Responsible Entity for capital costs amounted to $430,451 (2021: $5,620,344). As at 30 June 2022, remaining capital costs of nil (2021: $217,665) were payable to associates of the Responsible Entity.

Real estate management fees expensed for the year ended 30 June 2022 paid and payable to associates of the Responsible Entity are based on normal commercial terms and were $2,609,612 (2021: $2,468,294). As at 30 June 2022, real estate management fees of $232,242 (2021: $220,372) were payable to associates of the Responsible Entity.

Reimbursement of expenses for the year ended 30 June 2022 paid and payable to associates of the Responsible Entity are based on normal commercial terms and were $2,722,807 (2021: $2,498,856).

As at 30 June 2022, Scentre Management Limited, as Responsible Entity of Scentre Group Trust 1, held 46,201,469 units in the Trust (2021: 43,808,977 units).

Note 26 Details and remuneration of key management personnel

Key Management Personnel are those individuals having the authority and responsibility for planning, directing and controlling the activities of the Trust, either directly or indirectly.

(i) Directors

The Directors of Scentre Management Limited, the Responsible Entity of the Trust, are considered to be Key Management Personnel. As at the date of this report, the Board comprised the following Directors.

Brian Schwartz AM	Non-executive Chair
Peter Allen	Chief Executive Officer / Managing Director
Ilana Atlas AO	Non-executive Director
Catherine Brenner	Non-executive Director
Andrew Harmos	Non-executive Director
Michael Ihlein	Non-executive Director
Carolyn Kay	Non-executive Director
Guy Russo	Non-executive Director
Margaret Seale	Non-executive Director
Michael Wilkins AO	Non-executive Director

Catherine Brenner was appointed to the Board as an independent non-executive Director on 1 March 2022 and Steven Leigh retired from the Board on 7 April 2022. All other Directors held office for the entire Financial Year.

As announced to the Australian Securities Exchange on 23 February 2022, Peter Allen will step down as Managing Director and Chief Executive Officer on 30 September 2022 and will retire from the Group in 2023.

Elliott Rusanow, currently the Chief Financial Officer, will be appointed Managing Director and Chief Executive Officer effective 1 October 2022.

The Board of the Responsible Entity is identical to the Board of Scentre Group Limited, the parent company of Scentre Group. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also resign as a Director of the Responsible Entity.

(ii) Other Key Management Personnel

The Responsible Entity does not have any employees. However in addition to the Directors noted above, the following executives were Key Management Personnel during the financial year with the authority for the strategic direction and management of Carindale Property Trust.

Elliott Rusanow - Chief Financial Officer, Scentre Group

As noted above, Elliott Rusanow will be appointed Managing Director and Chief Executive Officer effective 1 October 2022. Andrew Clarke will be appointed Chief Financial Officer effective 1 October 2022.

Remuneration of Key Management Personnel

The non-executive Directors of the Responsible Entity receive remuneration in their capacity as Directors of Scentre Group. They do not receive separate remuneration as Directors of the Responsible Entity. These fees are paid directly by Scentre Group Limited. Scentre Group Limited is the parent entity of Scentre Group, of which the Responsible Entity, Scentre Management Limited is part. Executive Directors and other executive Key Management Personnel are paid by Scentre Limited, a wholly owned subsidiary of Scentre Group Limited. Management fees payable by the Trust to the Responsible Entity are calculated as a percentage of the Trust's total tangible assets and are not determined by reference to specific costs incurred by the Responsible Entity. Consequently, no compensation as defined in AASB 124 Related Parties, in respect of such management fees is paid directly by the Trust, or indirectly by a related party of the Trust, to those Key Management Personnel in respect of their services to the Trust.

Directors' Declaration

For the year ended 30 June 2022

The Directors of Scentre Management Limited, the Responsible Entity of Carindale Property Trust (Trust) declare that:

(a) in the Directors' opinion, there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable;

(b) in the Directors' opinion, the Financial Statements and notes thereto are in accordance with the Corporations Act 2001, including:

(i) complying with accounting standards and regulations in accordance with section 296 of the Corporations Act 2001;

(ii) giving a true and fair view of the financial position as at 30 June 2022 and the performance for the year ended on that date in accordance with section 297 of the Corporations Act 2001;

(iii) the International Financial Reporting Standards issued by the International Accounting Standards Board; and

(c) they have been provided with the declarations required by section 295A of the Corporations Act 2001.

Made on 23 August 2022 in accordance with a resolution of the Board of Directors.

Brian Schwartz AM
Chair

Michael Ihlein
Director

Independent Auditor's Report

to Members of Carindale Property Trust

Report on the audit of the financial report

Opinion

We have audited the financial report of Carindale Property Trust (the Trust), which comprises the balance sheet as at 30 June 2022, the statement of comprehensive income, the statement of changes in equity and the cash flow statement for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the Directors' Declaration.

In our opinion, the accompanying financial report of the Trust is in accordance with the Corporations Act 2001, including:

a) giving a true and fair view of the Trust's financial position as at 30 June 2022 and of its financial performance for the year ended on that date; and

b) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Trust in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditors Responsibilities for the Audit of the Financial Report section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Shopping Centre Investment Property Portfolio – Carrying value and revaluation

Why significant	*How our audit addressed the key audit matter*
The Trust has $785.1 million of investment property carried at fair value at 30 June 2022, representing 98% of total assets. Fair value was determined by the Trust at the end of the reporting period with reference to external independent property valuation and on market conditions existing at the reporting date. Changes in fair value are recognised in the income statement. We considered this to be a key audit matter as property valuations are based on certain assumptions, such as capitalisation rates, market rent, occupancy levels, re-leasing and capital expenditure, which are judgmental in nature. Some of these have been impacted by the COVID-19 pandemic. Minor changes in certain assumptions can lead to significant changes in valuations. We draw attention to Note 3 of the financial report which discloses the accounting policy for these assets and sensitivities to changes in the key assumptions (including any COVID-related assumptions) that may impact the valuation.	Our audit procedures included the following: – We held discussions with management on the following matters: • Movements in the Trust's investment property portfolio; • Changes in the condition of the property, including an understanding of key developments and changes to development activities; and • The impact that COVID-19 has had on the Trust's investment properties including rental waivers and deferrals offered to tenants and tenant occupancy risk from changes in the estimated lease renewals. – We assessed the effectiveness of the Trust's controls over the leasing process and associated schedule of tenancy reports which are used as source data in the property valuations. – We performed the following procedures on the assumptions adopted in the valuation: • We assessed net income, lease expiry and vacancy assumptions adopted in the valuation against the schedule of tenancy reports, lease expiry profile and vacancy levels of the underlying assets; • We assessed the re-leasing and capital expenditure requirement assumptions; • Where available, we corroborated these assumptions to supporting lease documentation or external market data; • We assessed whether changes to lease arrangements, as a result of COVID-19, had been factored into the valuation and that changes in tenant occupancy risk were also considered; and • We tested the mathematical accuracy of the valuation. – We involved our real estate valuation specialists to assist with the assessment of capitalisation rates adopted and the review and assessment of the property valuation. – We evaluated the suitability of the valuation methodology used. – Where relevant, we assessed the reasonableness of comparable transactions utilised by the Trust in the valuation process. – We assessed the qualifications, competence and objectivity of the external valuer used by the Trust. – We assessed the appropriateness of disclosures included in Note 3 of the financial report.

Carrying value of trade debtors and receivables – Expected credit loss allowance

Why significant	*How our audit addressed the key audit matter*
At 30 June 2022, the Trust had $6.7 million in trade debtors and receivables and $4.0 million allowance for expected credit losses. Trade debtors and receivables primarily comprises amounts due from tenants of the Trust's investment properties under lease agreements, less an allowance for expected credit losses. The Trust applies Australian Accounting Standard AASB 9 Financial Instruments in calculating the allowance for expected credit losses, applying a forward-looking expected loss impairment model. This involves significant judgment as the expected credit losses must reflect information about past events, current conditions and forecasts of future conditions. The recoverability of trade debtors and receivables is considered a key audit matter due to the value of uncollected rental income at 30 June 2022, the uncertainty in the economic environment and management judgment required in determining the allowance for expected credit losses. We draw attention to Note 4 of the financial report which describes the impact of the COVID-19 pandemic on trade debtors and the related allowance for expected credit losses and how this has been considered by the directors in the preparation of the financial report at 30 June 2022. The note discloses the accounting policy for the asset and related allowance for expected credit losses and sensitivities to changes in the key assumptions that may impact the provision in future periods.	Our audit procedures included the following: – We assessed the effectiveness of controls over the cash collection process by testing a sample of controls over invoice billings and the bank reconciliations. – We tested the existence of trade debtors for a sample of tenant balances by checking the subsequent receipts to the associated invoices. – We assessed management's risk assessment of tenants and their expectation around future collections, with reference to rental assistance arrangements agreed with tenants. We assessed the impact of such arrangements against broader debtor groups and reviewed cash collections after year end in assessing future collectability of trade debtor balances. – We evaluated the key assumptions applied in calculating expected credit losses for a sample of tenants. – We assessed whether forward-looking information as well as tenant related risk profiles were considered in the expected credit loss model. – We assessed the adequacy of the Trust's disclosures in relation to the valuation uncertainty of trade debtors included in the financial report, including the assumptions, estimations and judgments made in calculating the allowance for expected credit losses.

Information other than the Financial Statements and Auditor's Report

The directors of Scentre Management Limited, the Responsible Entity of the Trust, are responsible for the other information. The other information comprises the information included in the Trust's Annual Report for the year ended 30 June 2022 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based upon the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Responsible Entity are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors of the Responsible Entity, are responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Trust or cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Trust to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the audit of the Trust. We remain solely responsible for our audit opinion.

We communicate with the directors of the Responsible Entity, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors of the Responsible Entity, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the directors of the Responsible Entity, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Ernst & Young

Megan Wilson
Partner

Sydney
23 August 2022

Directors' Report

For the year ended 30 June 2022

This Directors' Report provides information on the structure of the Trust's business, the Trust's financial performance for the period 1 July 2021 to 30 June 2022 (Financial Year), the strategies and prospects of the Trust as well as the key risks that face the Trust.

The responsible entity of the Trust, Scentre Management Limited (Company or Responsible Entity), is a member of Scentre Group.

Although the Trust is externally managed, the Responsible Entity as a member of Scentre Group has adopted the terms of the various charters and policies implemented by Scentre Group. The operations of the Trust are carried out by Scentre Group executives and employees and the management of Westfield Carindale is also conducted by subsidiaries of Scentre Group.

Scentre Group's governance, ethical business practices and high standards of conduct are fundamental to the way the Group works as a responsible and sustainable business. These values support the way in which Scentre Group manages the Trust and Westfield Carindale, one of the 42 Westfield Living Centres managed by the Group.

1. Review of Operations and Results of Operations

1.1 Operating environment

The Trust is a single centre property trust which owns a 50% interest in Westfield Carindale, located in the suburb of Carindale in Brisbane, approximately 12 kilometres south-east of the Brisbane CBD.

One of the city's leading retail and lifestyle destinations, Westfield Carindale is home to many of Australia's well-known retailers including David Jones, Myer, Kmart, Big W, Target, Coles, Woolworths, ALDI and Apple, as well as a host of premium fashion brands. An Event Cinemas complex and a range of other retailers including approximately 380 specialty stores complete the retail offer while the adjoining Carindale Home and Leisure Centre offers bulky goods retail.

As at 30 June 2022, the centre was 98.7% leased, up 1% over the last 12 months. Annual retail sales were $929 million, an increase of 3.7% compared to 2021, and an increase of 3.6% compared to 2019, pre-pandemic levels. Customer visitation for the year ended 30 June 2022 was 12.8 million.

As at 30 June 2022, the centre was independently valued at $1,570.2 million (the Trust's share $785.1 million), with a 4.7% increase in valuation attibutable to growth in net operating income.

1.2 Financial results

The Trust's funds from operations (FFO) for the Financial Year was $25.8 million, up 9.6% and statutory profit of $66.5 million.

The Trust collected $59.3 million of cash, achieving a net operating cash surplus of $28.1 million for the Financial Year, up 16.1% on the prior year.

As at 30 June 2022, the net tangible asset of the Trust was $7.25 per unit, an increase of 8.9% and gearing was 32.2%.

During the Financial Year, the Trust refinanced its $300 million secured bank facility, which will mature in May 2027. As at 30 June 2022, 75% of the Trust's interest rate exposure is hedged.

The pricing period for the Distribution Reinvestment Plan (DRP) ended on 19 August 2022. The issue price of units to be issued under the DRP is $4.406.

The distribution for the Financial Year is $18.0 million or 25.0 cents, an increase of 8.7% on the prior year. Details of the Trust's distributions are set out in section 4 of this report.

Profit after tax, FFO and distribution for the year [1]	Note	30 Jun 22 $'000	30 Jun 21 $'000
Net property income		**37,065**	35,134
Manager's service charge		**(4,750)**	(4,532)
Overheads		**(351)**	(371)
Net financing costs		**3,582**	(3,478)
Property revaluation		**30,972**	12,663
Profit attributable to members of the Trust		**66,518**	39,416
Adjustments:			
– Property revaluation		**(30,972)**	(12,663)
– Tenant allowances amortised	2	**945**	941
– Straightlining of rent		**(126)**	(28)
– Net fair value gain on interest rate derivatives	13	**(12,136)**	(4,107)
– Loss on modification of borrowing facility	10	**1,588**	-
FFO		**25,817**	23,559
Amount transferred to other reserves		**(7,826)**	(7,459)
Distributable Amount		**17,991**	16,100
FFO per unit		**36.09**	33.66
Distributable Amount per unit		**25.00**	23.00

1. The Trust's measure of FFO is based upon the National Association of Real Estate Investment Trusts' (NAREIT, a US industry body) definition, adjusted to reflect the Trust's profit/(loss) reported in accordance with the Australian Accounting Standards and International Financial Reporting Standards. FFO is a non-statutory reporting measure and has not been audited.

1.3 Principal activity

The principal activity of the Trust during the Financial Year was the long-term ownership of a 50% interest in Westfield Carindale.

There were no significant changes to the principal activity of the Trust during the Financial Year.

There were no significant changes to the state of affairs of the Trust during the Financial Year.

1.4 Strategy and outlook

Subject to no material change in the operating environment, the Trust expects to distribute 26.25 cents per unit for the year ending 30 June 2023, representing a growth of 5.0%.

1.5 Subsequent events

No event has occurred since the end of the Financial Year which would significantly affect the operations of the Trust.

2. Risk

2.1 Risk management framework

The Board sets the overall risk appetite for the Trust and has approved strategies, policies and procedures to identify, monitor and manage key risks. The Board is assisted in its oversight of risk by the Board Audit and Risk Committee (ARC). The Board and ARC are supported by Scentre Group's Executive Risk Management Committee (ERMC), the executive leadership team and a dedicated risk function, to promote understanding and management of risk across all teams.

Scentre Group's Enterprise Risk Management (ERM) Policy and ERM Framework integrate with the Group's day-to-day business processes including in relation to the Trust and Westfield Carindale. Risk management accountability is a key requirement for the Group's business managers and leaders. The Group's ERM Policy and Framework defines risk oversight responsibilities for the Board and management and are reviewed annually by the risk team and approved by the ARC and the Board.

The Group's ERM Framework, which encompasses the operations of the Trust and Westfield Carindale, reflects the three lines model and clear ownership of risk at an operational level. Front line managers are responsible for the identification, measurement, control, and mitigation of all material risks. Second line support functions provide expert advice and support, and monitor and challenge risk and compliance matters to confirm objectives are achieved in a responsible, sustainable manner.

The Group's internal audit team provides a third line of support through independent assurance over the effectiveness of governance, risk management, and internal control processes that mitigate key risks and support the delivery of organisational objectives.

Oversight of material risks by the executive leadership team and the ARC confirms that the Trust operates within the risk appetite and strategy set by the Board.

The Risk Appetite Statement includes guidance for management on risk appetite and tolerance for material risk. Key controls for each material risk are documented and the effectiveness of the controls monitored by the risk owner (a member of the executive leadership team), the risk function, the ERMC and the ARC. Additional controls and risk oversight are provided by executive working groups and committees including life safety and security, privacy and data governance, business integrity, and treasury risk. Risks and controls related to the Group's responsible business strategy are overseen by the executive leadership team.

2.2 Risk exposures

The Trust's sole investment is a 50% interest in Westfield Carindale, and as such is exposed to the risks inherent in the ownership of a single asset. The performance of the Trust may be affected by the local economic and retail conditions in south east Queensland specifically and Australia more generally.

Key risks and how they are managed and mitigated are outlined below.

Financial risks	*Management and mitigation of risk*
Maintaining a strong financial position Effective management of interest rate risks, counterparty credit risk and liquidity to maintain access to debt funding at an acceptable price	– The Trust's financial risk exposures, including funding and liquidity risk and interest rate risk, are managed through established treasury risk management policies that govern the minimum amount of committed funding that must be held and the minimum amount of interest rate hedging that must be in place at any given time – Further information relating to financial risk management is detailed in Note 16 to Note 19 to the financial statements

External risks	*Management and mitigation of risk*
Managing changes to operating conditions Minimising the financial impact of changes to operating conditions from economic downturn, regulatory changes, COVID-19 and extended disruption to essential services	Scentre Group (as manager of the Trust): – Proactively engages with industry and government on policy areas and reform – Focusses on high standards of health and safety – To the extent possible, seeks to mitigate the risk of disruptions to essential services through contractual arrangements and business continuity plans

Property risks	*Management and mitigation of risk*
Focusing on Westfield Carindale as a leading destination Management of risks related to the Trust being a single centre property trust which owns a 50% interest in Westfield Carindale, the earnings of which are derived from retail rental income	– The Trust's strategy is to focus on Westfield Carindale as a leading retail destination and to manage exposure to changes in consumer sentiment or shopping preferences, including through complementing the in-centre experience with digital engagement platforms – Westfield Carindale has a community plan that aligns with Scentre Group's Purpose – *creating extraordinary places, connecting and enriching communities*. The plan includes key brand activations, community engagement activities and connections with local authorities

Operational risks	*Management and mitigation of risk*
Work health and safety Confirming the safety and wellbeing of employees, customers, contractors and communities	– Scentre Group has a strong work health and safety culture, with comprehensive life safety programs overseen by dedicated risk and security personnel – The Group's hazard and risk identification programs are designed to mitigate / eliminate the risk of injuries
Security and emergency management Minimising the impact of unexpected events that could place employees, customers and contractors in physical danger	– The Group engages with government agencies and specialists to address known security and operational concerns – Westfield Carindale is supported by the Group's risk and security personnel and has a terrorism response plan and emergency response plan
IT systems, data, cyber and business continuity Protecting systems from cyber-attacks, minimising business disruption, maintaining compliance and keeping our customers' data safe.	– Scentre Group has standards, policies and systems to address cyber, privacy and data governance risks, which are subject to regular review. Disaster recovery and business continuity plans are also reviewed and tested annually – Westfield Carindale has an emergency response plan that includes business continuity
Supply chain Confirming suppliers uphold the Group's values and provide quality products and services in a responsible, sustainable manner	– Scentre Group aims for a stable and responsible supply chain, which includes assessing any modern slavery risks within its direct operations and supply chains. The Group does this through its ERM Framework, Supplier Code of Conduct and Human Rights Policy

Climate resilience	*Management and mitigation of risk*
Managing the impacts of climate change Preparing for potential extreme weather conditions, utility price fluctuations, changing regulations and stakeholder preferences	– The financial risks of climate related risk are managed and monitored through governance and review processes that are integrated into the Group's business. This includes the ARC, the ERMC, the executive leadership team, senior leaders and facilities management teams – Westfield Carindale has an environmental action plan to manage the impacts of climate change and the delivery of net zero emissions strategies

Governance risks	*Management and mitigation of risk*
Managing regulatory, corporate governance and compliance obligations Confirming the governance framework supports the delivery of the Trust's strategy	– Scentre Group's governance, ethical business practices and high standards of conduct are fundamental to the way Scentre Group works as a responsible and sustainable business – The Responsible Entity, as a member of Scentre Group, has adopted various charters and policies implemented by Scentre Group and has an ongoing compliance program.

3. Responsible Business

The Trust is managed by Scentre Group in alignment with Scentre Group's Responsible Business Framework and its four pillars – community, people, environmental impact and economic performance.

Aspects of the Trust's performance against these pillars are addressed throughout this report.

On 17 March 2022, Scentre Group released its 2021 Responsible Business Report and Performance Data Pack, as well as its second Modern Slavery Statement (which included the operations of the Responsible Entity in respect of the Trust). On 26 May 2022, the Group released its third Reconciliation Action Plan (2022 – 2024).

These documents can be accessed at https://www.scentregroup.com/sustainability/reporting-data

3.1 Community

During the Financial Year, Westfield Carindale marked the fourth successful year of the Westfield Local Heroes community recognition and awards program.

The Westfield Local Heroes program celebrates people in Australia and New Zealand who make a positive impact to their local community or environment and spans Scentre Group's 42 Westfield Living Centres, including Westfield Carindale. It is a program for the community, about the community and driven by the community.

Three heroes are recognised at each centre with an award grant of $10,000 per hero. Since the launch of Westfield Local Heroes in 2018, Scentre Group has contributed $150,000 to the program on behalf of Westfield Carindale.

The three Westfield Carindale heroes represented a cross section of social issues and opportunities across the local community namely: (i) the support of homeless people in finding housing and paid work; (ii) promoting awareness and recognition of coercive control red flags in the context of domestic and family violence; and (iii) bringing comfort to seriously ill people, their families and hospital staff through music programs.

During the Financial Year, other community initiatives held at Westfield Carindale included Wear it Purple Day, RUOK Day, International Women's Day, International Day for Elimination of Violence Against Women Day, NAIDOC Week, and activations with emergency services, local health organisations and Westfield Local Heroes alumni partners.

3.2 People

Scentre Group's aspiration is to create a workforce reflective of the communities in which it operates and to be the place where talent thrives. Scentre Group believes that a diverse and engaged workforce contributes to strong business performance and it seeks to provide an inclusive and supportive working environment that recognises and celebrates all the ways people are different.

While neither the Trust nor the Responsible Entity have any employees, Scentre Group's aspiration, creating a safe, healthy, diverse and inclusive workplace where talent thrives, extends to all employees including those undertaking work for the Trust and working at Westfield Carindale.

3.3 Environmental impact

As part of its objective to operate as a responsible, sustainable business, Scentre Group is committed to having efficient and resilient assets, including Westfield Carindale.

Highlights for Westfield Carindale from the Financial Year include:

- decreased energy use by approximately 6% (compared to FY2019 which was not impacted by COVID-19) attributable to the Next Gen Building Management and Energy Analytics Program (including reduction in unnecessary plant operation, improving building management system controls for car park systems, lighting and chilled water plant equipment).
- maintained NABERS rating for energy of 4.5
- improved NABERS rating for water consumption to 4.5 (up from 4.0 from the prior year), attributable to smart meter technology.
- continued commitment to waste management and diversion from landfill with a dedicated recycling focus with both retail partners and waste providers on cardboard, co-mingled plastics, clear plastic wrap, coat hangers, and oil and grease.

3.4 Environmental regulations

Environmental laws and regulations in force in the jurisdictions in which Scentre Group operates are applicable to areas of its operations, including the Trust and in particular to its development, construction, and shopping centre management activities.

Scentre Group has in place processes and procedures to identify and comply with such requirements, including where applicable, obtaining and complying with the conditions of relevant authority consents and approvals and the obtaining of any necessary licences. These compliance processes and procedures are regularly reviewed and audited, and their application closely monitored.

The Group's 2021 Responsible Business Report can be found at https://www.scentregroup.com/sustainability/reporting-data.

4. Distributions

Full year distributions

The total distribution for the Financial Year is $18.0 million representing a full year distribution of 25.0 cents per unit.

The following distribution for the six-month period ended 31 December 2021 was paid to members of the Trust during the Financial Year:

	$'000
12.50 cents per unit for the six months ended 31 December 2021, paid 28 February 2022	$8,910

The following distribution was recommended or determined for payment to members, but not paid, during the Financial Year:

	$'000
12.50 cents per unit for the six months ended 30 June 2022, to be paid on 31 August 2022	$9,081

Prior year distributions

A distribution of $8,050 million (11.50 cents per unit) in respect of the six-month period ended 30 June 2021 was paid to members of the Trust on 31 August 2021.

Distribution Reinvestment Plan (DRP)

The Trust's DRP was in operation for the six-month distribution for the period to 31 December 2021 which was paid on 28 February 2022. The DRP is in operation for the six-month distribution payable for the period to 30 June 2022, which will be paid on 31 August 2022 (the August 2022 Distribution). An election to participate in the DRP for the August 2022 Distribution must be received by 5.00pm (Sydney time) on 23 August 2022.

The price of units to be issued under the DRP is $4.406. For the August 2022 Distribution, no discount has been applied to the issue price.

Units issued under the DRP for the August 2022 Distribution will rank equally with existing units on issue. The issue date will be 31 August 2022.

5. Directors and Secretaries

5.1 Board membership and qualifications

As of the date of this report, the Board[1] comprised the following Directors. Each non-executive Director is classified as independent.

Brian Schwartz AM	Non-executive Chair
Peter Allen	Chief Executive Officer / Managing Director
Ilana Atlas AO	Non-executive Director
Catherine Brenner	Non-executive Director
Andrew Harmos	Non-executive Director
Michael Ihlein	Non-executive Director
Carolyn Kay	Non-executive Director
Guy Russo	Non-executive Director
Margaret Seale	Non-executive Director
Michael Wilkins AO	Non-executive Director

Catherine Brenner was appointed to the Board as an independent non-executive Director on 1 March 2022 and Steven Leigh retired from the Board on 7 April 2022. All other Directors held office for the entire Financial Year.

As announced to the Australian Securities Exchange on 23 February 2022, Peter Allen will step down as Managing Director and Chief Executive Officer on 30 September 2022 and will retire from the Group in 2023.

Elliott Rusanow, currently the Chief Financial Officer, will be appointed Managing Director and Chief Executive Officer effective 1 October 2022.

The Board of the Responsible Entity, Scentre Management Limited, is identical to the Board of Scentre Group Limited, the parent company of Scentre Group. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also retire as a Director of Scentre Management Limited.

1. Scentre Group was established on 30 June 2014. Prior to that date, Scentre Management Limited formed part of the prior Westfield Group and the appointment dates of Brian Schwartz (6 May 2009) and Peter Allen (25 May 2011) pre-date the establishment of the Group. Andrew Harmos and Michael Ihlein were both appointed on the establishment of the Group on 30 June 2014. Carolyn Kay and Margie Seale were appointed on 24 February 2016, Steven Leigh on 4 April 2019, Mike Wilkins on 8 April 2020, Guy Russo on 1 September 2020 and Ilana Atlas on 28 May 2021.

Details of the qualifications and experience of each of the Directors as at the date of this report are set out below.

Brian Schwartz AM

Independent Non-Executive Chair

In a career with Ernst & Young Australia spanning more than 25 years, Brian rose to the positions of Chair (1996 - 1998) and then CEO of the firm from 1998 to 2004. From 2005 to 2009, Brian was the CEO of Investec Bank (Australia) Limited. Brian is a director on the board of a Guardian Early Learning Group company, part of Partners Group, a global private markets investment manager. He is a fellow of the Australian Institute of Company Directors and the Chartered Accountants Australia and New Zealand. Brian was previously Chair of Insurance Australia Group Limited, Deputy Chair of Westfield Corporation, Deputy Chair of Football Federation Australia Limited and a Director of Brambles Limited.

Peter Allen

Managing Director/Chief Executive Officer

Peter Allen is an executive Director and Chief Executive Officer of Scentre Group. Prior to the establishment of Scentre Group in 2014, Peter was an executive Director and Chief Financial Officer of Westfield Group. Peter joined Westfield in 1996 and between 1998 and 2004 was Westfield's CEO of the United Kingdom / Europe and responsible for establishing Westfield's presence in the United Kingdom. Peter was Chair of the Shopping Centre Council of Australia between 2015 and 2022, leading the industry through the height of the COVID-19 pandemic. He has also held senior industry leadership positions across the Property Council of Australia, and the Property Champions of Change. Peter is a Director of the Victor Chang Cardiac Research Institute and Essendon Football Club.

Ilana Atlas AO

Independent Non-Executive Director

Ilana is currently a non-executive director of ANZ Banking Group Limited and Origin Energy, a Member of the Council of the National Gallery of Australia (NGA) and a Member of the Anacacia Capital Business Advisory Council. Ilana is also Chair of Jawun and on the Board of the Paul Ramsay Foundation. Ilana's last executive role was Group Executive, People, at Westpac, where she was responsible for human resources, corporate affairs and sustainability. Prior to that role, Ilana was Group Secretary and General Counsel. Before her 10-year career at Westpac, Ilana was a partner at the law firm Mallesons Stephen Jaques (now known as King & Wood Mallesons). In addition to Ilana's practice in corporate law, she held a number of management roles at the firm including Executive Partner, People and Information, and Managing Partner.

Catherine Brenner

Independent Non-Executive Director

Catherine has extensive financial services and business experience and has held executive and non-executive roles across many sectors. Catherine is currently Chair of Australian Payments Plus (BPAY, eftpos, NPP, Beem) and a non-executive director of the carbon ratings business, Emmi, The George Institute for Global Health and Schools Plus. Catherine was previously non-executive Chair of AMP Limited and a non-executive director of Boral Limited and Coca-Cola Amatil Limited. She was also a Trustee of the Sydney Opera House Trust and the Art Gallery of NSW and a member of the Takeovers Panel. Catherine was a senior investment banker at ABN AMRO and BZW. Catherine is a Fellow of the Institute of Company Directors, a member of Chief Executive Women and a Panel member of Adara Partners.

Andrew Harmos

Independent Non-Executive Director

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 and transaction advice. Andrew holds a Bachelor of Commerce and a Bachelor of Laws (Honours) from The University of Auckland. Andrew was formerly a non-executive Director of AMP Limited, AMP Bank Limited, AMP Life Limited and The National Mutual Life Association of Australasia Limited, a non-executive Director of Westfield Retail Trust and Chair of the New Zealand Stock Exchange.

Michael (Mike) Ihlein

Independent Non-Executive Director

Mike is a highly experienced corporate and finance executive with a long career with Coca-Cola Amatil Limited (and related companies) where he was Managing Director, Poland (1995 – 1997) and Chief Financial Officer and Executive Director (1997 – 2004). Mike joined Brambles as Chief Financial Officer and Executive Director in March 2004 and held the position of Chief Executive Officer from July 2007 until his retirement in November 2009. Mike holds a Bachelor of Business Studies (Accounting) from the University of Technology, Sydney. He is a non-executive Director and Chair of the Finance & Audit Committee of Inghams Group Limited and a non-executive Director and Chair of the Audit Committee of Ampol Limited and is also a Fellow of the Australian Institute of Company Directors, CPA Australia and the Financial Services Institute of Australasia. Mike was formerly a Director of Murray Goulburn Co-operative Co. Limited, from 2012 to 2017, Snowy Hydro Limited, from 2012 to 2019, and of CSR Limited from 2011 to 2021.

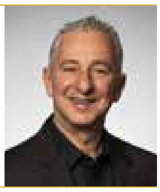
Carolyn Kay

Independent Non-Executive Director

Carolyn has had more than 30 years of experience in the finance sector as an executive and non-executive director. In addition, Carolyn has been and remains a non-executive director of enterprises across a broad range of industries. She is currently a member of the Foreign Investment Review Board, Guardian of the Future Fund and a non-executive director of Myer Family Investments and Rothschild & Co Australia (where she is also a senior advisor). In the not for profit sector, Carolyn is a non-executive director of the General Sir John Monash Foundation and a Trustee of Sydney Grammar School. As an executive Carolyn worked as a banker and lawyer at Morgan Stanley, JP Morgan and Linklaters & Paines in London, New York and Australia. Carolyn holds Bachelor Degrees in Law and Arts (University of Melbourne), a Graduate Diploma in Management (AGSM), is a member of Chief Executive Women and is a Fellow of the Australian Institute of Company Directors. She was awarded a Centenary Medal for services to Australian society in business leadership.

Guy Russo

Independent Non-Executive Director



In a corporate career spanning 42 years Guy has served as CEO, Wesfarmers Department Store Division (Kmart & Target); Managing Director, Kmart Australia & NZ; President, McDonald's Greater China; CEO, McDonald's Australia Ltd and Chair of Ronald McDonald House Children's Charities. Guy is most well-known for leading the corporate turn-around of Kmart Australia creating the largest and most profitable retail department store in the country. A member of YPO since 2006, now with Lestari, the first Impact Chapter of YPO, he has consulted to business in China and Asia, served as a member on the Business Council of Australia, and won industry awards for leadership in diversity in employment. Guy is currently the Chair of Australian-owned Guzman Y Gomez, Chair of SomnoMed and Chair of OneSky, an international charity for children living in poverty in Asia.

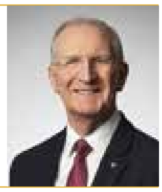
Margaret (Margie) Seale

Independent Non-Executive Director

Margie has more than 25 years' experience in senior executive roles in Australia and overseas, including in the consumer goods, health and global publishing sectors, in sales and marketing, and in the successful transition of traditional business models to digital environments. Immediately prior to her non-executive career, Margie was Managing Director of Random House Australia and New Zealand and President, Asia Development for Random House globally. She is currently a non-executive director of Westpac Banking Corporation, chair of the Westpac board's Legal, Regulatory and Compliance Committee and a member of the Board Risk Committee, Board Nominations and Governance Committee and Board Remuneration Committee. Margie has previously served on the boards of Telstra Corporation Limited, Australian Pacific (Holdings) Pty Limited, Penguin Random House Australia Pty Ltd (as a non-executive director and then Chair), the Australian Publishers' Association, Bank of Queensland Limited, Ramsay Health Care Limited, Chief Executive Women (chairing its Scholarship Committee), the Powerhouse Museum and the Sydney Writers' Festival.

Michael (Mike) Wilkins AO

Independent Non-Executive Director



Mike is an experienced non-executive director with more than 30 years' executive experience in financial services in Australia and Asia, including insurance and investment management. He is currently the non-executive Chair of QBE Insurance Group Limited and the non-executive Chair of Medibank Private Limited. Mike has more than 20 years' experience as CEO for ASX 100 companies. He is the former Managing Director and CEO of Insurance Australia Group Limited (IAG), former Managing Director and CEO of Promina Group and former Managing Director of Tyndall Australia Limited. Mike has also served as a director of Maple-Brown Abbott Limited, The Geneva Association, the Australian Business and Community Network and Alinta Limited. Mike was also a Director of AMP Limited (2016-2020) including acting as Interim Executive Chair and Acting CEO for a period in 2018. He was a member of the Australian Government's Financial Sector Advisory Council for five years and a member of the Business Council of Australia for eight years. Mike is a Fellow of Chartered Accountants Australia and New Zealand. He was made an Officer of the Order of Australia in 2017 for distinguished service to the insurance industry, particularly to improved corporate social responsibility standards, to the building of natural disaster resilience and safer communities, and to workplace diversity.

5.2 Attendance at meetings

Details of attendance at Board meetings and Audit and Risk Committee meetings are set out below. As an externally managed entity, the Trust does not have a Nomination Committee or a Remuneration or Human Resources Committee. However, information on Scentre Group's corporate governance framework and practices is set out in the Corporate Governance Statement.

Director	Board meetings [1]		Audit and Risk Committee [2]	
	Held	Attended	Held	Attended
Brian Schwartz AM	7	7		
Peter Allen	7	7		
Ilana Atlas AO	7	6		
Catherine Brenner [3]	3	3	1	1
Andrew Harmos	7	7		
Michael Ihlein	7	7	5	5
Carolyn Kay	7	7	5	5
Steven Leigh [3]	5	5		
Guy Russo	7	7		
Margaret Seale	7	7		
Michael Wilkins AO	7	7	5	5

1. Meetings held during period of appointment. The number of meetings reflects the number of Board or Committee meetings a Director was eligible to attend in their capacity as a Director or Committee member.
2. Membership of the Audit and Risk Committee at the date of this report is: Michael Ihlein (Chair), Catherine Brenner, Carolyn Kay and Michael Wilkins.
3. Catherine Brenner was appointed to the Board on 1 March 2022. Steven Leigh retired from the Board on 7 April 2022.

5.3 Relevant interests

No Director holds a relevant interest in units in the Trust. Steven Leigh, who retired as a Director on 7 April 2022 held 14,806 units on his retirement (2021: 14,806 units).

None of the Directors are party to or are entitled to a benefit under a contract which confers a right to call for, or be delivered, interests in the Trust.

5.4 Secretaries

As at the date of this report, the Responsible Entity had the following Secretaries:

Maureen McGrath

Maureen McGrath was appointed General Counsel, Compliance and Secretariat of Scentre Group in June 2014. Prior to the establishment of Scentre Group, Maureen was General Counsel, Corporate and Compliance, Westfield Group. Prior to joining Westfield Group Maureen was a senior associate at Mallesons Stephen Jacques (now King & Wood Mallesons). She holds a Bachelor of Laws and Bachelor of Jurisprudence from the University of New South Wales. Maureen is a Fellow of the Governance Institute of Australia and a Member of the Australian Institute of Company Directors.

Paul Giugni

Paul Giugni was appointed General Counsel of Scentre Group in June 2014. Prior to the establishment of Scentre Group, Paul was General Counsel, Australia and New Zealand, Westfield Group. He joined Westfield Group in September 1998 and holds a Bachelor of Economics and a Bachelor of Laws (Honours) from the University of Sydney. Prior to joining Westfield Group, Paul was a solicitor at Freehill Hollingdale Page (now Herbert Smith Freehills).

6. Options

No options were granted over unissued interests in the Trust during or since the end of the Financial Year to any of the Directors or officers of the Responsible Entity.

There are no unissued interests in the Trust under option.

No interests in the Trust were issued during or since the end of the Financial Year as a result of the exercise of an option over unissued interests in the Trust.

No Director holds debentures in the Trust.

7. Indemnities and Insurance Premiums

No insurance premiums were paid during or since the end of the Financial Year out of the assets of the Trust regarding insurance cover provided to either officers of the responsible entity or the auditors of the Trust. If the Company, as Responsible Entity of the Trust, acts in accordance with the constitution of the Trust and the Corporations Act 2001, it remains fully indemnified out of the assets of the Trust against any losses incurred while acting as the responsible entity of the Trust.

The Company's Constitution provides that a person who is or has been a Director or Secretary of the Company is entitled to be indemnified by the Company against any liabilities incurred by the person in that capacity and for all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings in which the person becomes involved because of that capacity. The indemnity does not apply to the extent that the Company is forbidden by statute to indemnify the person or the indemnity would, if given, be made void by statute.

A related corporation of the Company has paid premiums for directors' and officers' liability insurance in respect of Directors, secretaries, and officers of the Company as permitted by the Corporations Act 2001. The terms of the insurance policy prohibit disclosure of details of the nature of the liabilities covered by, and the amounts of the premiums payable under, that insurance policy.

In addition, each Director has entered into a Deed of Indemnity and Access with Scentre Group Limited which provides for indemnity against liability as a Director except to the extent of indemnity under an insurance policy or where prohibited by statute. The Deed also entitles the Director to access certain documents and records, subject to undertakings as to confidentiality.

To the extent permitted by law, the Company, as responsible entity of the Trust, has agreed to indemnify its auditors, Ernst & Young, as part of the standard terms of its audit engagement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to Ernst & Young during or since the end of the Financial Year.

8. Information for Registered Schemes

$7,359,392 in fees and $430,451 in construction progress billings were paid or payable to the Company, as Responsible Entity of the Trust and its associates out of the assets of the Trust during the Financial Year. Details of the fees are set out in Note 25 to the financial statements.

Scentre Management Limited (as responsible entity of Scentre Group Trust 1) held 46,201,469 units in the Trust as at 30 June 2022.

The Trust's DRP was in operation for the six-month distribution for the period to 30 June 2021 which was paid on 31 August 2021 and for the six-month distribution for the period to 31 December 2021 which was paid on 28 February 2022. 1,282,814 units were issued under the DRP on 31 August 2021 and 1,367,287 units were issued under the DRP on 28 February 2022.

The DRP is in operation for the six-month distribution payable for the period to 30 June 2022 which will be paid on 31 August 2022. An election to participate in the DRP for the August 2022 Distribution must be received by 5.00pm (Sydney time) on 23 August 2022.

No withdrawals were made from the Trust during the Financial Year.

Details of the value of the Trust's assets as at the end of the Financial Year are set out in Note 3 and Note 21 to the financial statements. The basis of valuation of the centre is set out in Note 3.

As at 30 June 2022, there were 72,650,101 units on issue in the Trust.

9. Audit

9.1 Audit and Risk Committee

At the date of this report, the Trust has an Audit and Risk Committee.

9.2 Audit Fees and non-audit services

The amounts paid to the auditors are set out in Note 24 to the financial statements. No non-audit services were undertaken by the auditor during the Financial Year.

9.3 Auditor's Independence Declaration

Auditor's Independence Declaration to the Directors of
Scentre Management Limited, the Responsible Entity of Carindale Property Trust

As lead auditor for the audit of the financial report of Carindale Property Trust for the financial year ended 30 June 2022, I declare to the best of my knowledge and belief, there have been:

a. No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit;

b. No contraventions of any applicable code of professional conduct in relation to the audit; and

c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

Ernst & Young

Megan Wilson
Partner

Sydney, 23 August 2022

A member of Ernst & Young Global Limited
Liability limited by a scheme approved under Professional Standards Legislation

10. ASIC Disclosures

10.1 Rounding

Pursuant to ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts shown in the financial statements have been rounded to the nearest thousand dollars, unless otherwise indicated. Amounts shown as 0.0 represent amounts less than $500 that have been rounded down.

10.2 Synchronisation of Financial Year

The Trust is a consolidated entity of each of Scentre Group Trust 1 and Scentre Group Limited. By orders dated 21 November 2001 and 27 June 2005 respectively made by the Australian Securities and Investment Commission, the directors of the Company, as responsible entity of Scentre Group Trust 1 and Scentre Group Limited have been relieved of compliance with the requirement to ensure that the financial year of the Trust coincides with the financial year of Scentre Group Trust 1 and Scentre Group Limited.

This report is made in accordance with a resolution of the Board of Directors of the Responsible Entity and is signed for and on behalf of the Directors.

Brian Schwartz AM
Chair

Michael Ihlein
Director

23 August 2022

Corporate Governance Statement

For the year ended 30 June 2022

Scentre Management Limited, as Responsible Entity of the Trust, is pleased to present the Trust's 2022 Corporate Governance Statement, which reports against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 4th edition (**Principles and Recommendations**).

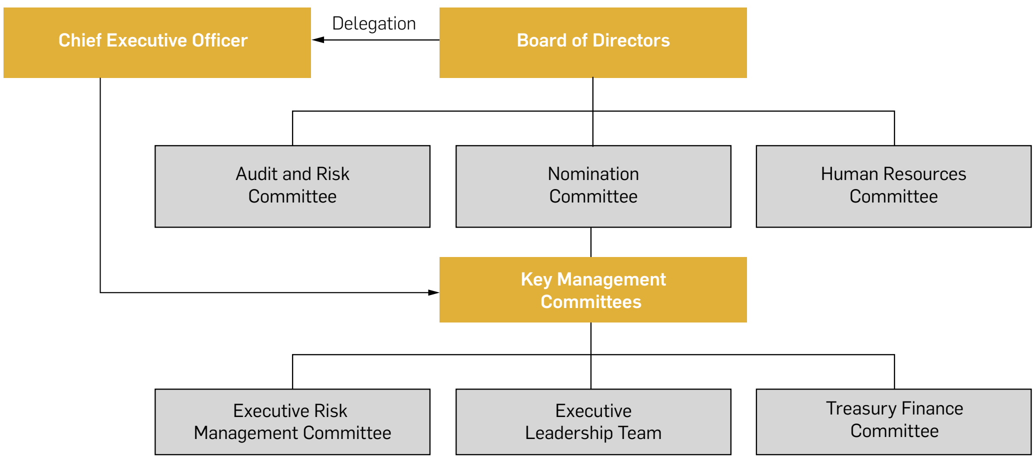
This statement was approved by the Board and is current as at 23 August 2022.

The corporate governance practices of the Responsible Entity should be considered having regard to the following:

- The Trust is a single centre property trust which owns a 50% interest in Westfield Carindale, located in suburban Brisbane, Queensland.
- The Trust is an externally managed entity. Accordingly, several of the Principles and Recommendations do not apply to the Trust. The Board of the Responsible Entity is responsible for overseeing the effective management, governance and operation of the Trust. As the Responsible Entity is a member of Scentre Group (ASX: SCG), the Board has adopted the terms of various charters and policies implemented by Scentre Group as its governance framework.
- Neither the Trust nor the Responsible Entity have any employees. As an externally managed entity, the operations of the Trust are carried out by Scentre Group executives and employees (see principle 8 below). The management of Westfield Carindale is also conducted by subsidiaries of Scentre Group Limited.

Scentre Group's governance, ethical business practices and high standards of personal conduct are fundamental to the way the Group works as a responsible, sustainable business. The Group's governance framework supports the Group in delivering its strategy and Purpose – *creating extraordinary places, connecting and enriching communities* and its Ambition – *to grow the business by becoming essential to people, their communities and the businesses that interact with them.*

Scentre Group's governance framework is outlined in the diagram below. The Group's corporate governance documentation, including charters and relevant corporate policies and codes, can be found in the corporate governance section on the Trust's website – http://www.carindalepropertytrust.com.au.



Scentre Group is a stapled entity comprising a company and three managed investment schemes. The Boards of Scentre Group Limited, Scentre Management Limited (responsible entity of Scentre Group Trust 1 and Carindale Property Trust), RE1 Limited (responsible entity of Scentre Group Trust 2) and RE2 Limited (responsible entity of Scentre Group Trust 3) have common membership. Each Board has adopted a common Board Charter which sets out the objectives and responsibilities of the Scentre Group Board.

The Board of Scentre Management Limited is responsible for overseeing the effective management, governance and operation of the Trust.

As noted, the Board of the Responsible Entity, Scentre Management Limited, is identical to the Boards of Scentre Group Limited, RE1 Limited and RE2 Limited. Directors (other than the Chief Executive Officer (CEO), as Managing Director) are subject to election or re-election by securityholders of Scentre Group at the Annual General Meeting (AGM) of Scentre Group Limited. If a Director ceases to be a Director of Scentre Group Limited for any reason, they must also resign as a Director of the Scentre Management Limited, RE1 Limited and RE2 Limited.

Notwithstanding that recommendations 1.1 to 1.7, 2.1, 2.2, 2.4 to 2.6, 8.1 to 8.3 and 9.1 and 9.2 are not applicable to the Trust as an externally managed entity, this statement describes the corporate governance practices of the Responsible Entity as part of Scentre Group including in relation to alternative recommendation 1.1, how the Responsible Entity manages the affairs of the Trust and the role and responsibilities of the Board. Details of the fees payable to the Responsible Entity (alternative recommendations 8.1 – 8.3) are set out in Note 25 to the financial statements.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Membership and attendance at Board and Committee meetings during the Financial Year are set out below. As the Trust is an externally managed entity, recommendation 2.1 (Nomination Committee) and recommendation 8.1 (Remuneration Committee) do not apply to the Trust. However, as the Board of the Responsible Entity is identical to that of Scentre Group Limited and the operations of the Trust are carried out by Scentre Group executives and employees, details of meetings of the Scentre Group Nomination Committee and Human Resources Committee have also been included.

	Board		**Audit and Risk Committee** [3]		**Human Resources Committee** [3]		**Nomination Committee** [3]	
	Number of meetings [1]	Number attended [2]	Number of meetings	Number attended	Number of meetings	Number attended	Number of meetings	Number attended
Brian Schwartz, AM	7	7					9	9
Peter Allen	7	7						
Ilana Atlas, AO	7	6			11	11	8	8
Catherine Brenner*	3	3	1	1				
Andrew Harmos	7	7			11	11	9	8
Michael Ihlein	7	7	5	5			9	9
Carolyn Kay	7	7	5	5				
Steven Leigh*	5	5			10	10		
Guy Russo	7	7			1	1		
Margaret Seale	7	7			11	10		
Michael Wilkins, AO	7	7	5	5				

1. Meetings held during period of appointment.
2. Directors also attend meetings of the Committees of which they are not a member. The Chair of the Board (who is also Chair of the Nomination Committee) typically attends meetings of the Audit and Risk Committee and the Human Resources Committee.
3. At the date of this statement, the Committees are comprised of the following Directors: Audit and Risk Committee: Michael Ihlein (Chair), Catherine Brenner, Carolyn Kay and Michael Wilkins; Human Resources Committee: Ilana Atlas (Chair), Andrew Harmos, Guy Russo and Margie Seale; Nomination Committee: From 24 May 2022, the Nomination Committee comprises all Directors. Prior to 24 May 2022, the Committee comprised Brian Schwartz (Chair), Ilana Atlas (appointed 22 July 2022), Andrew Harmos and Michael Ihlein.

* Catherine Brenner was appointed to the Board of Scentre Management Limited on 1 March 2022. Steven Leigh retired from the Board of Scentre Management Limited on 8 April 2022.

1.1 Responsibilities of Board and management

The Board is responsible for overseeing the effective management of the Trust.

Board Charter

The Board Charter sets out the primary objectives of the Board and the practices and processes the Board has adopted to discharge its responsibilities including the matters reserved for the Board and the delegation of authority to the CEO.

This framework supports accountability and a balance of authority by clearly defining the respective roles and responsibilities of the Board and management. In turn, this enables the Board to maintain its focus on strategic guidance while exercising effective oversight of the Trust.

Under the Board Charter, the key responsibilities of the Board include:

Strategy, purpose and culture

– demonstrating leadership, defining the Group's purpose and setting the strategic direction and objectives of the Trust
– overseeing management in its implementation of the strategic direction and objectives of the Trust, its instilling of the Group's values and performance generally
– approving the Group's purpose, statement of values and codes of conduct, and monitoring and guiding the Group's culture, values, reputation and codes of conduct

Financial controls, risk management and compliance

- monitoring the financial results and performance of the Group and the Trust and overseeing, monitoring and reviewing management's processes aimed at ensuring the integrity of financial and other corporate reporting (including the external audit)
- setting the risk appetite for the Trust and approving the risk appetite statement
- monitoring significant business risks (financial and non-financial) and monitoring the adequacy, effectiveness and operation of risk management and compliance policies, controls and frameworks
- satisfying itself that an appropriate framework exists for relevant information to be reported to the Board
- approving and monitoring key budgets
- approving and monitoring delegations of authority to the CEO

Capital management, funding and liquidity

- reviewing and approving capital management initiatives
- approving major business initiatives, capital expenditure, acquisitions and divestments
- determining the distribution policy for the Trust and approving the amount, nature and timing of distributions to be paid

People and remuneration

- approving the Group's remuneration framework and policies and ensuring that they are aligned to the Group's purpose, values, strategic objectives and risk appetite
- appointing and removing, and approving the terms of appointment of, the CEO and other executive Key Management Personnel (executive KMP), and reviewing their performance
- considering succession planning for the CEO and other executive KMP

Board

- determining the size, composition, structure of, and skills required by, the Board and approving appointments to the Board
- determining the process of evaluation and performance of the Board, its Committees and individual directors

Governance

- monitoring the implementation and effectiveness of the Group's corporate governance practices
- overseeing the processes for making timely and balanced disclosure of material information regarding the Trust.

Board Committees

The Board delegates certain responsibilities to standing Committees which operate in accordance with charters approved by the Board.

All Directors have a standing invitation to attend meetings of the Board Committees. As noted, from 24 May 2022, the Nomination Committee comprises all Directors.

The roles and responsibilities of the Committees are outlined in this statement.

The Chair of each Committee reports to the Board at the Board's next meeting on any matters arising from the Committee's duties and responsibilities. The Board also receives copies of the minutes of all Committee meetings. This enables all Directors have oversight of, as well as the opportunity to discuss matters being considered by, the Committees.

Delegation to management

Day to day management of the Trust's business and operations is delegated by the Board to management through the CEO and is subject to the agreed authority limits applicable to the CEO and the senior executive team.

The CEO is assisted by the Chief Financial Officer (CFO) and other members of the senior leadership team.

The CEO together with the senior leadership team is responsible to the Board for the development and implementation of strategy and the overall management and performance of the Group and the Trust.

Regular reports are provided to the Board on the progress being made by the Trust in all aspects of its business including shopping centre operations, developments and capital markets. The CEO is responsible for ensuring that senior management provide the Board with accurate, timely and clear information on the Trust's operations to enable the Board to perform its responsibilities.

The CFO also provides comprehensive reports on the Trust's financial performance and other relevant matters such as the Trust's gearing and liquidity.

1.2 New appointments / re-election of Directors

Appropriate checks are undertaken before a new candidate is recommended to the Board for appointment. These include checks as to the candidate's experience, educational qualifications, character, professional qualifications and memberships, criminal record and bankruptcy history.

As noted at 2.1 'Structure of the Board and role of the Nomination Committee', the Board determines if it will endorse a Director retiring under Scentre Group Limited's constitution or the ASX Listing Rules, for re-election.

1.3 Written agreements with Directors and senior executives

Directors

New Directors receive a letter of appointment which sets out the key terms and conditions of their appointment.

The letter of appointment clearly defines the role of Directors, including expectations in terms of independence, participation, time commitment and continuous development. Directors are required to disclose, on an on-going basis, circumstances that may affect, or be perceived to affect their ability to exercise independent judgement so that the Board can determine independence on a regular basis. The letter provides that if a Director ceases to be a Director of Scentre Group Limited for any reason, they must also resign as a Director of the Responsible Entity, RE1 Limited and RE2 Limited.

Procedures are also set out by which Directors can take independent professional advice at the Group's expense.

Senior executives

Scentre Group employees, including senior executives, are employed under a written service contract which sets out the terms of their employment. The service contract defines the role of the executive, including expectations in terms of fulfilling the role. Executives are required to carry out their role using all reasonable care and skill.

Appropriate checks are undertaken in respect of all new employees, including senior executives. Checks are also undertaken in respect of employees who are being considered for a transfer or promotion into roles where such checks are considered necessary having regard to the position. Checks include employment history, educational qualifications, character, professional qualifications and memberships, criminal record and bankruptcy history.

1.4 Company Secretary Role

The Company Secretary is directly accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board and its Committees. The Company Secretary works with the Chair, the Board and the Board Committees and is responsible for ensuring the smooth running of the Board and Board Committees and that all governance matters are properly addressed. All Directors have access to the Company Secretary.

1.5 Diversity, Equity and Inclusion

Neither the Trust nor the Responsible Entity have any employees or had any employees during the Financial Year. During the Financial Year, the operations of the Trust were undertaken by subsidiaries of Scentre Group Limited and Scentre Group executives and employees. While, as an externally managed entity, the Trust is not required to report on diversity, Scentre Group's approach to diversity is outlined in Scentre Group's 2021 Corporate Governance Statement. The Group's Diversity, Equity and Inclusion Policy is available on the Trust's website.

1.6 Board Self–Assessment and Performance

The Nomination Committee is responsible for overseeing that there is an effective process (including considering whether to use an external facilitator) for assessing and reviewing annually the performance of the Board, its Committees and individual Directors, and assessing matters that might arise from that review.

The Board undertakes an annual assessment and review of its performance.

The 2021 review was undertaken by the Chair of the Board. Matters considered in the review included an assessment of the performance of the Board and Committees, Board culture, strategy, the composition and skills set of the Board, Chair leadership and succession, the Board's relationship with management and the type and quality of the information provided to the Board.

The outcomes of the Board review are discussed by the Board.

1.7 Process for evaluating the performance of senior executives

Scentre Group has an established process of objective setting and performance review of employees, which is conducted annually. Senior executives have well defined objectives which are discussed and agreed at the commencement of each year. Through the Group's Goal Alignment Scorecard process, executives agree goals that align with the Group's overall business goals and key behavioural shifts that they will deliver to achieve performance objectives which will contribute to the short and longer-term success of the Group. The scorecards are reviewed on a quarterly basis.

During the year, each member of the senior executive team, including the CEO and CFO as executive KMP, was subject to a performance review as described above. Details of the performance criteria against which the CEO and CFO were assessed for 2021 are set out in Scentre Group's remuneration report published in its 2021 Annual Financial Report.

Written employment agreements are in place for the Group's executive key management personnel, details of which are set out in the Group's remuneration report.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

2.1 Structure of the Board and role of the Nomination Committee

As the Responsible Entity is a wholly owned subsidiary of Scentre Group Limited, recommendations relating to the composition of the Board of the Responsible Entity are made by the Scentre Group's Nomination Committee. The Responsible Entity does not have its own Nomination Committee.

The membership of the Board is reviewed by the full Board (following consultation with, and recommendations by, the Nomination Committee), having regard to the ongoing and evolving needs of the Group's business.

Board renewal and succession planning is a central component of the Group's overall governance program. The Board is committed to ensuring that it draws on a combination of executive and non-executive members with exceptional track records and reputations at the highest levels of business and commerce generally.

The role of the Nomination Committee includes supporting and making recommendations to the Board on the selection and appointment of Directors who can meet the needs of the Group presently and in the future. The Committee also facilitates the ongoing evaluation and review of the performance and effectiveness of the Board, its Committees and individual Directors.

Appropriate background and reference checks are undertaken before the candidate is appointed to the Board or put forward to Scentre Group securityholders for election.

2.2 Board Skills Matrix

ASX Corporate Governance Council's recommendation 2.2 that listed entities should disclose a board skills matrix does not apply to externally managed entities.

The Board currently comprises ten Directors, nine of whom are independent non-executive Directors. Details of the Directors' biographies, including their qualifications, are set out in the Directors' Report.

The Board actively works in assessing the ongoing succession planning and renewal program for the Board. In terms of defining the Board's requirements for new directors, consideration is given to the skills, experience and background of existing board members, the Group's strategy and any identified new or additional skills required to supplement the Board's capabilities. Having regard to the strategic direction of the Group, the Board also works with external advisors in assessing potential new directors and skills.

A Board skills matrix, as at February 2022, is published in Scentre Group's 2021 Corporate Governance Statement.

2.3 Directors' Independence

The Board has adopted guidelines based on the Principles and Recommendations to assist it in determining the independence of Directors.

In assessing independence, the Board will have regard to the interests, positions and relationships potentially affecting the independent status of a Director as described in Box 2.3 of the Principles and Recommendations.

In making this determination the Board assesses if, on a case-by-case basis, a Director is:

- independent of management; and
- free of any interest, position or association that might influence or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board.

Details of the length of service of each Director are set out in the Directors' Report.

2.4 Independent Directors

All non-executive Directors are considered independent.

2.5 Chairperson and Independence

The Chair, Brian Schwartz, is an independent non-executive Director.

The Chair is responsible for providing leadership to the Board, promoting and facilitating the effective contribution of all Directors and encouraging a culture of openness and debate to foster a high performing and collegiate Board.

The Chair acts as the main interface between the Board and the CEO. The Chair also represents the Board to members.

2.6 Induction and ongoing education

New Directors participate in an induction program. This includes briefings with the CEO, CFO and other members of the senior executive team to provide new Directors with a deeper understanding of the Group's DNA and culture, strategic direction, business operations (including those of the Trust and Westfield Carindale), key risks and controls and regulatory and legal framework. As part of the program, Directors also meet with the external and internal auditors.

The Group recognises that developing industry and corporate knowledge is an ongoing process. Regular briefing sessions to the Board and Board Committees are conducted on several topics including:

- the Group's core operations including trends in international and domestic retail;
- legal and regulatory developments including health and safety laws, competition laws, corporate governance principles, tax and accounting changes; and
- new and emerging risks, business models and technologies.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

3.1 Scentre Group values

Scentre Group's values are described as the Group's "DNA" which underpins the way the Group builds relationships within its teams, with its business partners, its communities and other stakeholders.

Ethical business practices and high standards of personal behaviours are fundamental to the way the Group works as a responsible, sustainable business.

The Group considers its policies, practices and behaviours on an ongoing basis in light of the expectations of its business partners, the communities in which the Group operates and other stakeholders, as well as social and regulatory developments.

The Group DNA is expressed as:

- We put the customer first
- We act with integrity
- We strive for excellence
- We succeed together
- We are constantly curious
- We create a positive legacy

3.2 Code of Conduct

The Code of Conduct sets the standards required for everyone who works for the Group, including Directors.

The code covers a range of areas including: Our Purpose and DNA; What is expected of our people; How we treat one another; Conflicts of interest; Business practices; Dealing with others; Communicating externally, and Asking for guidance and speaking up. Employees are required to affirm the Code of Conduct on an annual basis.

The Code of Conduct and the Group's expectations of its people is communicated through several channels including Group wide 'Team Talks' led by the CEO; the Group's Intranet; and seminars and online learning modules.

Material breaches of the Code of Conduct are reported to the Board.

3.3 Whistleblower Protection Policy

The Group's Whistleblower Protection Policy encourages the reporting of instances of unethical, unlawful or improper conduct and provides a mechanism by which such instances can be reported. It is a tool which assists in identifying behaviour which is inconsistent with the Group's values, culture or policies.

The Board is also committed to the process by which any concerns raised under the Whistleblower Protection Policy are reviewed in an impartial, fair and objective manner. Anyone who makes a report may do so without fear of reprisal, intimidation or disadvantage.

The Group believes that encouraging reporting under this policy, and protecting and supporting whistleblowers, supports and advances the long-term interests of the Group and its stakeholders including its people, its investors and the broader community.

Material matters reported under this policy are reported to the Board through the Audit and Risk Committee.

3.4 Anti-Fraud, Bribery and Corruption Policy

The Group's Anti-Fraud, Bribery and Corruption Policy is part of the Group's risk management framework. It is a tool which assists in identifying key principles that must be adhered to in relation to fraud, bribery, corruption, facilitation payments, gifts and entertainment and political donations.

Material matters reported under this policy are reported to the Board through the Audit and Risk Committee.

3.5 Human Rights and Supply Chains

The Group's Human Rights Policy reflects the Group's objective to respect the dignity, wellbeing and human rights of its people, contractors and the communities in which the Group, including the Trust, operates.

The Group also has a Supplier Code of Conduct through which the Group seeks to encourage and, where appropriate, mandate requirements to help the Group and its suppliers in conducting business in a safe, accountable and equitable manner.

As part of being a responsible, sustainable business the Group assesses modern slavery risks within its supply chain to identify and mitigate the exposure to the potential risk of modern slavery in its operations and supply chains and to meet the requirements of the Commonwealth Modern Slavery Act 2018.

The Group's approach to addressing the risk of modern slavery forms part of its governance and risk culture.

The Group released its second Modern Slavery Statement on 17 March 2022. On 26 May 2022, the Group released its third Reconciliation Action Plan (2022 - 2024). These documents are available on the Group's website as is the Group's 2021 Responsible Business Report.

3.6 Environmental Policy

The Group's Environmental Policy confirms the Group's commitment in developing and operating its Westfield Living Centres, including Westfield Carindale, to protect the environment, preserve resources for future generations and leave a positive legacy in the communities in which the Group operates.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

4.1 Audit and Risk Committee

The primary role of the Audit and Risk Committee is to oversee and monitor the integrity of the financial reporting of the listed entities within the Group including the Trust, and systems of risk management, internal controls and legal compliance.

All members of the Committee must be financially literate and at least one member must have significant relevant financial and / or accounting experience.

The objective of the Committee is to assist the Board in fulfilling its corporate governance responsibilities by:

(a) monitoring and reviewing:

– the accuracy, integrity and reliability of financial reports and statements of listed entities of the Group, including the Trust;

– the effectiveness of the Group's internal control environment including the systems of internal controls, risk management and legal compliance;

– the objectivity and effectiveness of the internal audit function; and

– the independence, objectivity and effectiveness of the external audit function;

(b) overseeing the processes for:

– identifying and managing significant risks faced by the Group including the Trust;

– the Group's compliance with applicable laws and regulations; and

– implementing appropriate and adequate control, monitoring and reporting systems; and

(c) making recommendations to the Board in relation to the appointment of the external auditors and approving the remuneration and terms of their engagement.

The Committee is assisted in its role and responsibilities by the Executive Risk Management Committee, details of which are outlined below. The Committee is also assisted by the independent assurance function provided by the Business Review and Audit department (internal auditors) and the external auditors.

Enterprise Risk Management Framework

The Committee, on an annual basis, reviews the appropriateness of the Group's Enterprise Risk Management Policy, the Enterprise Risk Management Framework and the Group's control systems. The Committee undertook such a review during the year.

Assessment of material economic, environmental and social sustainability risks forms part of the Group's Enterprise Risk Management Framework.

The Board receives regular reports from management and the Audit and Risk Committee on areas where there are considered to be significant business risks and on the management of those risks. The internal audit function also monitors these risks and reports to the Audit and Risk Committee.

The Audit and Risk Committee also monitors regulatory developments in relation to the audit regime, the role of audit and risk committees generally and how such developments may impact the Group's corporate governance.

Internal Audit Function

The internal audit function is overseen by the Audit and Risk Committee. The Director, Risk and Internal Audit attends all meetings of the Audit and Risk Committee and reports on a regular basis as to the adequacy and effectiveness of the internal audit function. The Committee meets with the Director, Risk and Internal Audit at least twice a year, without management being present.

External Audit Function

The external auditor is EY. The lead audit partner is required to rotate after five years. The Committee has unrestricted access to the external auditor. The Committee formally meets with the external auditor at least twice a year without management being present to discuss any matters that the auditor may wish to raise directly with the Committee.

Charter of Audit Independence

The Charter of Audit Independence is designed to require that the external auditor carries out the statutory audit function in a manner which is, at all times, demonstrably independent of the Group and the Trust.

The Charter sets out key requirements in the relationship between the external auditor and the Group, including the Trust, and defines the scope and value of the non-audit services which could be provided by the external auditor, without impacting on the actual or perceived independence of the external auditor.

Executive Risk Management Committee

The purpose of the Group's Executive Risk Management Committee is to assist and support the Board and the Audit and Risk Committee in their oversight of the Group's systems of risk management and internal control.

Membership of the Committee comprises the CEO, CFO, the Director, Risk and Internal Audit, the General Counsel and the Director of Security.

4.2 Assurances from the CEO and CFO

The CEO and CFO provide written statements to the Board in accordance with section 295A of the Corporations Act 2001, and recommendation 4.2 of the Principles and Recommendations.

The statements include assurance regarding the maintenance and integrity of the financial statements and compliance with accounting standards, that the declarations are founded on a sound system of financial risk management and internal compliance and control which implement the policies adopted by the Board, and that the Group's financial risk management and internal compliance and control systems are operating efficiently and effectively in all material respects in relation to financial reporting risks, as they relate to the Trust.

The CEO and CFO statements are supported by declarations by senior executives as to the effectiveness of the Group's internal control and risk management systems and management of material risks, as they relate to the Trust.

4.3 Verification of periodic corporate reports

The Trust's external auditor audits, or in the case of the half-year, reviews the Trust's financial reports in accordance with the accounting standards.

Scentre Group management verifies other periodic corporate reports. The verification processes involve a management and operational review and include cross checking statements, information and data to original source reports.

All documents released to the market are subject to final sign-off and approval by relevant senior executives and, as required, the Board or a Disclosure Committee of the Board prior to release.

PRINCIPLE 5: MAKE TIMELY AND BALANCE DISCLOSURE

5.1 Continuous Disclosure and Communications Policy

The Responsible Entity is committed to providing members with comprehensive, timely and equal access to information about the Trust's activities to enable them to make informed investment decisions.

The Group's Continuous Disclosure and Communications Policy underlines the commitment to ensuring that members of the Trust and the market are provided with high quality, relevant and accurate information regarding its activities in a timely manner and that investors can trade in units in the Trust in a market which is efficient, competitive and informed as well as ensuring that market participants have an equal opportunity to review and assess information disclosed by the Trust.

The policy includes a vetting and authorisation process to verify that all disclosures are factual, do not omit material matters and are expressed in a clear and objective manner. The policy also outlines how the Responsible Entity identifies and disseminates information to members and the market generally.

The Group also has a Security Trading Policy which imposes "black-out" periods during the year, sets out restrictions on dealing in Trust units and Scentre Group securities by Directors and certain employees, and sets out clearance requirements and procedures to reduce the risk of insider trading.

5.2 Material market announcements

The Board of the Responsible Entity (or a delegated committee of the Board) approves all material ASX announcements prior to release to the market. These announcements are sent to the Board promptly after they have been made.

5.3 New and substantive investor or analyst presentations

As part of the Group's commitment to facilitate an efficient and informed market in Trust securities, all new and substantive investor and analyst presentations will be released to the market before the presentation.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITYHOLDERS

6.1 Corporate website

The Trust monitors and continues to utilise a range of communication approaches including direct communications with members and publication of all relevant Trust information in the Investor Services section of the Trust's website.

The Trust's website is part of its communication platform to members and the broader investment community. Current and past media releases and interim and full year financial reports, as well as corporate governance documentation, including charters and relevant corporate policies, are available on the website. These announcements, presentations and reports continue to be posted on the Trust's website immediately after they have been released to the market.

6.2 Investor relations program

The Trust has an investor engagement program for engaging with members and the broader investment community including responding to enquiries from members from time to time and meeting with investors on request.

6.3 Annual General Meeting (AGM)

As a registered managed investment scheme, the Trust is not required to hold an AGM.

6.4 Resolutions by poll

As a registered managed investment scheme, the Trust is not required to hold an AGM. However, if a meeting was held all substantive resolutions would be determined by way of poll.

6.5 Electronic communications

Members may elect to receive all or some of the Trust's communications, including annual reports and notices of meeting, electronically.

The Trust's website provides details of how members can update their communication preferences, including in respect of annual reports and notices of meeting.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

7.1 Risk oversight

The Group recognises that effective risk management is fundamental to operating as a responsible sustainable business. At the core of the Group's approach to risk management is the establishment of a strong risk culture, where behavioural expectations are set by the Board and executive leadership team and actively promoted and role-modelled throughout our business. Through proactive engagement between operational teams, risk and other support functions the Group:

- identifies and assesses both financial and non-financial risk
- make informed decisions on strategic and risk issues
- has in place sound risk management and internal control systems to regularly assess our performance against objectives

– reviews, as part of its regular business processes, the operation and adequacy of our risk management and internal controls systems

The Board is assisted in its oversight of risk by the Audit and Risk Committee.

The Board and Audit and Risk Committee are supported by the Executive Risk Management Committee, the executive leadership team and a dedicated risk function, to promote understanding and management of risk across all teams.

As the Trust has a combined Audit and Risk Committee there is also a discussion on the approach to risk under Principle 4.

7.2 Risk management framework

Risk awareness and the balancing of risks and opportunities is a core aspect of delivering the Group's strategic objectives.

As risk appetite continues to evolve, risk tolerances and the Group's policies and frameworks continue to be refined to remain fit for purpose. The Group's ERM Policy and ERM Framework integrate with day-to-day business processes. Risk management accountability is a key requirement for business managers and leaders. The ERM Policy and Framework define risk oversight responsibilities for the Board and management. The ERM Policy and Framework are reviewed annually by the risk team and approved by the Audit and Risk Committee and the Board.

The Group's ERM Framework, which encompasses the operations of the Trust and Westfield Carindale, reflects the three lines model and clear ownership of risk at an operational level. Front line managers are responsible for the identification, measurement, control and mitigation of all material risks. Second line support functions provide expert advice and support, monitor and challenge risk and compliance matters to confirm objectives are achieved in a responsible sustainable manner.

The Group's internal audit function provides a third line of support through independent assurance over the effectiveness of governance, risk management, and internal control processes that mitigate key risks and support delivery of organisational objectives.

Oversight of material risks by the executive leadership team and the Audit and Risk Committee confirms that the Trust operates within the risk appetite and strategy set by the Board.

The Risk Appetite Statement includes guidance for management on the appetite and tolerance for each material risk. Key controls for each material risk are documented and the effectiveness of the controls monitored by the risk owner (in each case a member of the executive leadership team), the risk function, the Executive Risk Management Committee and the Audit and Risk Committee. Additional controls and risk oversight are provided by executive working groups and committees including life safety and security, cyber, privacy and data governance, business integrity and treasury risk. Risks and controls related to the delivery of the Group's Responsible Business Strategy are overseen by the executive leadership team. Key risks for the Trust and how they are mitigated are outlined in the Directors' Report.

7.3 Internal Audit Function

As noted under Principle 4, the Group has an internal audit function, which is overseen by the Audit and Risk Committee.

7.4 Environmental and social risks

Assessment of material economic, operational, environmental and social sustainability risks forms part of the Group's ERM Framework. As noted under Principle 4, our Audit and Risk Committee has oversight of the Group's ERM Framework. The Committee also reviews the Group's processes for assessing material exposure to environmental risks, including economic risks associated with climate change, or social risks, and the processes in place to manage those risks.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Neither the Trust nor the Responsible Entity have any employees. During the financial year, the operations of the Trust were carried out by Scentre Group executives and employees.

Reference should be made to Scentre Group's remuneration report in the 2021 Annual Financial Report for details of the Group's remuneration philosophy and framework available at scentregroup.com/investors/annual-reports.

The Group's Hedging of Executive Performance Rights Policy is available on the Group's website.

As the Board of the Responsible Entity and Scentre Group Limited are identical, no additional fees were paid to the non-executive Directors by the Responsible Entity or the Trust.

Details of the fees payable to the Responsible Entity are set out in Note 25 to the financial statements.

ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES

9.1 Spoken and written language

This recommendation does not apply to the Trust.

9.2 An entity established outside Australia

This recommendation does not apply to the Trust.

9.3 Annual General Meetings, attendance by external auditors

As noted at Recommendation 6.3, as a registered managed investment scheme, the Trust is not required to hold an AGM.

Investor Relations

For the year ended 30 June 2022

Carindale Property Trust Distribution Details

An interim distribution of 12.50 cents per unit was paid on 28 February 2022. The final distribution of 12.50 cents per unit will be paid to members on 31 August 2022.

Carindale Property Trust Website

The following information can be obtained from the Trust's website.

– Unit price and graph
– News and announcements
– Unitholding details
– Annual Reports
– Current and historical tax information
– Downloadable unitholder forms
– Calendar
– Corporate Governance charters and policies

Electronic Information

By becoming an electronic investor and registering your email address, you can receive, via email, distribution statements, taxation statements and Annual Reports.

Secure Access to Your Unitholding Details 24 Hours a Day

Online – You can go to **www.carindalepropertytrust.com.au** to access your unitholding information including distribution and taxation statements, as well as forms in relation to change of address, direct credit and tax file number. To view your unitholding, you will need your SRN/HIN and you will be asked to verify your postcode (inside Australia) or your country of residence (outside Australia).

Phone – You can confirm your holding balance, request forms and access dividend and trading information by phoning 1300 730 458, then by pressing 2. You may be asked to enter your SRN/HIN.

Distribution

To ensure timely receipt of your distribution, please consider the following:

Direct Credit

You can receive your distribution payment efficiently and safely by having it direct credited to your bank account. If you wish to register for direct credit, please complete the form and return it to the registry. A form can be downloaded from **www.carindalepropertytrust.com.au** or by phoning our registry on 1300 730 458 (please have your SRN/HIN available for you to quote).

Tax File Number (TFN)

You are not required by law to provide your Tax File Number, Australian Business Number or Exemption.

However, if you do not provide your TFN, ABN or Exemption, withholding tax at the highest marginal rate, currently 49% for Australian resident members may be deducted from distributions paid to you.

If you have not supplied this information and wish to do so, please advise the registry or your sponsoring broker.

Annual Tax Statement and Tax Guide

The Annual Tax Statement is dispatched to members every year in September and the Tax Guide is available online at **www.carindalepropertytrust.com.au.**

Share Registry

All changes of name, tax file number, address, payment instructions and document requests should be passed to the Registry or submitted online.

Computershare Investor Services Pty Limited
Level 3, 60 Carrington Street
Sydney NSW 2000

GPO Box 2975
Melbourne VIC 3001

Telephone: +61 3 9946 4471
Freecall: 1300 730 458 (Australia only)
Facsimile: +61 3 9473 2500
E–mail: www.investorcentre.com/contact
Website: www.computershare.com

All other queries can be directed to Investor Relations.

Investor Information
Carindale Property Trust
Level 30
85 Castlereagh Street
Sydney NSW 2000 Australia

Telephone: +61 2 9358 7877
Facsimile: +61 2 9358 7881
E–mail: investor@scentregroup.com
Website: www.carindalepropertytrust.com.au

Listing

ASX Code: CDP

Members' Information

Twenty largest ordinary members as at 3 August 2022

	Number of Ordinary Units	% of Issued Ordinary Units
Scentre Management Limited	46,201,469	63.59
J P Morgan Nominees Australia Pty Limited	3,405,630	4.69
National Nominees Limited	2,842,964	3.91
HSBC Custody Nominees (Australia) Limited	2,458,822	3.38
BNP Paribas Noms Pty Ltd <DRP>	1,190,128	1.64
Willimbury Pty Ltd	761,127	1.05
Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	663,829	0.91
Citicorp Nominees Pty Limited	623,024	0.86
CS Fourth Nominees Pty Limited <HSBC Cust Nom AU Ltd 11 A/C>	567,766	0.78
BNP Paribas Noms (NZ) Ltd <DRP>	560,071	0.77
Maleela Holdings Pty Ltd	254,825	0.35
Mr Russell Steinitz + Mrs Maxine Steinitz	242,955	0.33
Going Hiking Pty Ltd <Somerset S/F A/C>	236,705	0.33
Mr Gregory Michael Josephson + Mrs Mary Margaret Josephson <Josephson Super Fund A/C>	210,000	0.29
Friday Investments Pty Limited <Goldburg Family Account>	152,310	0.21
Thomas Brown & Sons Pty Limited	147,645	0.20
Grahame Mapp Foundation Pty Ltd <Grahame Mapp Foundation A/C>	140,000	0.19
BNP Paribas Nominees Pty Ltd Hub24 Custodial Serv Ltd <DRP A/C>	139,387	0.19
Mr Peter Campbell-Innes + Mrs Beryl Campbell-Innes <Campbell-Innes Family A/C>	120,924	0.17
Mr Peter Anthony Des Forges <Shares2012 A/C>	116,000	0.16
	61,035,581	**84.00**

Distribution schedule

Category	Number of Members	Number of Ordinary Units
1 – 1,000	466	168,888
1,001 – 5,000	791	2,230,322
5,001 – 10,000	279	2,172,813
10,001 – 100,000	282	6,932,497
100,001 and over	21	61,145,581
Total	**1,839**	**72,650,101**

Voting rights for each class

At a meeting of members, on a show of hands, every member who is present in person or by proxy (and who is not otherwise disentitled from voting) has one vote. On a poll, every such member has one vote for each dollar of the value of their total holding in the trust.

Unmarketable parcel

As at 3 August 2022, there were 174 members with less than a marketable parcel of quoted securities.

Substantial Holders

The names of the Trust's substantial holders and the number of ordinary units in which each has a relevant interest, as disclosed in the substantial holders notices given to the Trust, are as follows:

Name of Substantial Holder	Number of Ordinary Units
Scentre Management Limited as Responsible Entity of Scentre Group Trust 1	46,201,469
Renaissance Property Securities Pty Ltd	4,400,250

Directory

Carindale Property Trust
ABN 29 192 934 520
ARSN 093 261 744

Responsible Entity
Scentre Management Limited
ABN 41 001 670 579
AFS Licence 230329

Registered Office
Level 30
85 Castlereagh Street
Sydney NSW 2000

Secretaries
Maureen T McGrath
Paul F Giugni

Auditors
Ernst & Young
200 George Street
Sydney NSW 2000

Investor Information
Carindale Property Trust
Level 30
85 Castlereagh Street
Sydney NSW 2000

Telephone	+61 2 9358 7877
Free Call	1800 116 661 (Australia only)
Facsimile	+61 2 9358 7881
E-mail	investor@scentregroup.com
Website	www.carindalepropertytrust.com.au

Unit Registry
Computershare Investor Services Pty Limited
Level 3, 60 Carrington Street
Sydney NSW 2000
GPO Box 2975
Melbourne VIC 3001

Telephone	+61 3 9946 4471
Free Call	1300 730 458 (Australia only)
Facsimile	+61 3 9473 2500
E-mail	www.investorcentre.com/contact
Website	www.computershare.com

Listings
ASX – CDP

The papers used in the production of this year's Reports are produced using environmentally responsible papers.

Carindale PROPERTY TRUST