Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Scentre Group Trust 1 (SGT1) and Scentre Group Trust 2 (SGT2)

ABN

ARSN 090 849 746 (SGT1) and ARSN 146 934 536 (SGT2)

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 *Class of *securities issued or to be issued

EUR500,000,000 1.45% Fixed Rate Notes due 28 March 2029 (**Notes**) jointly issued by SGT1 and SGT2

Number of *securities issued or to be issued (if known) or maximum number which may be issued Maximum of 499,901 Notes (i.e. Notes are issued in minimum denominations of EUR100,000 and integral multiples of EUR1,000 in excess thereof)

Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)

As set out in the Offering Circular dated 1 March 2019, as supplemented by the Pricing Supplement dated 25 March 2019 attached to this application

4	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend,	n/a
	distribution or interest payment	
5	Issue price or consideration	99.548% of the aggregate principal amount of the Tranche
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Repay borrowings under revolving credit facilities and for general corporate purposes
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	n/a
6b	The date the security holder resolution under rule 7.1A was passed	n/a
6с	Number of *securities issued without security holder approval under rule 7.1	n/a
6d	Number of *securities issued with security holder approval under rule 7.1A	n/a

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⁺ See chapter 19 for defined terms.

6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a	
6f	Number of *securities issued under an exception in rule 7.2	n/a	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a	
6h	If +securities were issued under	n/o	
on	rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a	
6i	Calculate the entity's remaining	n/o	
oi	issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	n/a	
7	+Issue dates	28 March 2019	
,	Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.	28 Match 2019	
	Cross reference: item 33 of Appendix 3B.		
			T
		Number	+Class
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	5,316,997,206	Ordinary units
		599,901	EUR600,000,000 1.500% Fixed Rate Notes due 16 July 2020 issued by SGT1
		599,901	EUR600,000,000 2.250% Fixed Rate Notes due 16 July 2024 issued by SGT1

⁺ See chapter 19 for defined terms.

200.001	GBB 100 000 000		
399,901	GBP400,000,000		
	3.875% Fixed Rate		
	Notes due 16 July		
	2026 issued by SGT1		
399,901	GBP400,000,000		
	2.375% Fixed Rate		
	Notes due 8 April		
	2022 issued by SGT1		
	and SGT2		
499,901	EUR500,000,000		
	1.375% Fixed Rate		
	Notes due 22 March		
	2023 issued by SGT1		
	and SGT2		
499,901	EUR500,000,000		
	1.75% Fixed Rate		
	Notes due 11 April		
	2028 issued by SGT1		
	and SGT2		
499,901	EUR500,000,000		
	1.45% Fixed Rate		
	Notes due 28 March		
	2029 issued by SGT1		
	and SGT2		

9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
n/a	n/a

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

n/a			

Part 2 - Pro rata issue

11	Is	security	holder	approval	n/a
	requ	iired?			

12 Is the issue renounceable or non-renounceable?

n/a			

Ratio in which the *securities will be offered

n/a			

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⁺ See chapter 19 for defined terms.

14	⁺ Class of ⁺ securities to which the offer relates	n/a
	offer relates	
15	⁺ Record date to determine entitlements	n/a
1.0	XX/11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	[,
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has security holders who will not be sent new offer documents	n/a
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of	
19	Closing date for receipt of acceptances or renunciations	n/a
	ucceptuated of rendered with	
20	Names of any underwriters	7/0
20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	X	
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the	n/a
	broker to the issue	
24	A	/
24	Amount of any handling fee payable to brokers who lodge acceptances	n/a
	or renunciations on behalf of	
	security holders	

25	If the issue is contingent on security holders' approval, the date of the	n/a
	meeting	
26	Date entitlement and acceptance	n/a
	form and offer documents will be	
	sent to persons entitled	

⁺ See chapter 19 for defined terms.

Appendix 3B New issue announcement

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a
32	How do security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	⁺ Issue date	n/a
	3 - Quotation of securit d only complete this section if you are appl	
34	Type of *securities (tick one)	
(a)	*Securities described in Part 1	
(b)		of the escrowed period, partly paid securities that become fully paid, employee ads, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

+ See chapter 19 for defined terms.

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Tick to docume	indicate you are providing the information or onts
35	If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
36	If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37	A copy of any trust deed for the additional *securities
Entit	ies that have ticked box 34(b)
38	Number of *securities for which *n/a *quotation is sought n/a
39	⁺ Class of ⁺ securities for which quotation is sought n/a
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)

⁺ See chapter 19 for defined terms.

Number and *class of all *securities quoted on ASX (*including* the *securities in clause 38)

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before [†]quotation of the [†]securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

+ See chapter 19 for defined terms.

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Scentre Group Trust 1

Sign here: Date: 26 March 2019

Company secretary

Print name: Maureen Therese McGrath

Scentre Group Trust 2

Sign here: Date: 26 March 2019

Company secretary

Print name: Maureen Therese McGrath

⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue		
Add the following:		
Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2		
Number of fully paid ⁺ ordinary securities issued in that 12 month period with shareholder approval		
Number of partly paid ⁺ ordinary securities that became fully paid in that 12 month period		
 Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period		
"A"		

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⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"		
"B"	0.15	
	[Note: this value cannot be changed]	
Multiply "A" by 0.15		
Step 3: Calculate "C", the amount of 7.1 that has already been used	of placement capacity under rule	
Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:		
Under an exception in rule 7.2		
• Under rule 7.1A		
 With security holder approval under rule 7.1 or rule 7.4 		
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 		
"C"		
Step 4: Subtract "C" from ["A" x "Eplacement capacity under rule 7.1	B"] to calculate remaining	
"A" x 0.15		
Note: number must be same as shown in Step 2		
Subtract "C"		
Note: number must be same as shown in Step 3		
Total ["A" x 0.15] – "C"		
	[Note: this is the remaining placement capacity under rule 7.1]	

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
"A"		
Note: number must be same as shown in Step 1 of Part 1		
Step 2: Calculate 10% of "A"		
"D"	0.10	
	Note: this value cannot be changed	
Multiply "A" by 0.10		
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A		
 Notes: This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained It may be useful to set out issues of securities on different dates as separate line items 		

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⁺ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A		
"A" x 0.10		
Note: number must be same as shown in Step 2		
Subtract "E"		
Note: number must be same as shown in Step 3		
Total ["A" x 0.10] – "E"		
	Note: this is the remaining placement capacity under rule 7.1A	

⁺ See chapter 19 for defined terms.

PRICING SUPPLEMENT

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, MiFID II); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PRIIPS REGULATION – PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the **Prospectus Directive**). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the SFA) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the CMP Regulations 2018), the Issuers have determined, and hereby notify all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products.

25 March 2019

Scentre Management Limited (ABN 41 001 670 579) in its capacity as responsible entity and trustee of Scentre Group Trust 1 (ARSN 090 849 746)

LEI number: 549300SQ859FBKRKSI77

RE1 Limited (ABN 80 145 743 862) in its capacity as responsible entity and trustee of Scentre Group Trust 2 (ARSN 146 934 536)

LEI number: 549300VRF0U0JH8TBJ74

as issuers, on a joint and several basis

Issue of €500,000,000 1.45 per cent. Notes due 28 March 2029 under the €10,000,000,000 Euro Medium Term Note Programme

Guaranteed, on a joint and several basis, by

Scentre Group Limited (ABN 66 001 671 496)

RE2 Limited (ABN 41 145 744 065) in its capacity as responsible entity and trustee of Scentre Group Trust 3 (ARSN 146 934 652)

and on a joint and several basis, by

RE (NZ) Finance Limited (NZ Registered Number 3183148)

Scentre Finance (Aust) Limited (ABN 37 093 642 865)

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 1 March 2019 (the **Offering Circular**). This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Offering Circular. Full information on the Issuers, the Guarantors and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular.

1.	(a) Issuers:	Scentre Management Limited (ABN 41 001 670 579) in its capacity as responsible entity and trustee of Scentre Group Trust 1 (ARSN 090 849 746) and
		RE1 Limited (ABN 80 145 743 862) in its capacity as responsible entity and trustee of Scentre Group Trust 2 (ARSN 146 934 536)
		as Issuers, on a joint and several basis
	(b) Guarantors:	Scentre Group Limited (ABN 66 001 671 496) and
		RE2 Limited (ABN 41 145 744 065) in its capacity as responsible entity and trustee of Scentre Group Trust 3 (ARSN 146 934 652)
		as Parent Guarantors, on a joint and several basis and
		RE (NZ) Finance Limited (NZ Registered Number 3183148) and
		Scentre Finance (Aust) Limited (ABN 37 093 642 865)
		as Subsidiary Guarantors on a joint and several basis
2.	(a) Series Number:	8
	(b) Tranche Number:	Ĭ,
3.	Specified Currency:	Euro (€)
4.	Aggregate Nominal Amount:	
	(a) Series:	€500,000,000
	(b) Tranche:	€500,000,000
5.	Issue Price:	99.548 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.
	(b) Calculation Amount:	€1,000
7.	(a) Issue Date:	28 March 2019

(b) Interest Commencement Date: Issue Date

8. Maturity Date:

28 March 2029

9. Interest Basis:

1.45 per cent. Fixed Rate

(further particulars specified below)

10. Redemption/Payment Basis:

Subject to any purchase and cancellation or early redemption, the

Notes will be redeemed on the Maturity Date at par

11. Change of Interest Basis:

Not Applicable

12. Put/Call Options:

Issuer Maturity Call

Issuer Call

Clean Up Call

(See paragraphs 19, 20 and 22 below)

13. Dates Board (or similar) authorisations for issuance of Notes obtained for each Issuer: Approval in principle for the issuance was granted by the board of each Issuer on 19 February 2019 and the finalisation of the terms of the Notes was delegated to a committee. That committee

approved the issuance of the Notes on 19 March 2019

14. Method of distribution:

Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions:

Applicable

(a) Rate(s) of Interest:

1.45 per cent. per annum payable in arrear on each Interest Payment

Date

(b) Interest Payment Date(s):

28 March in each year from (and including) 28 March 2020 up to

(and including) the Maturity Date

(c) Fixed Coupon Amount(s):

€14.50 per Calculation Amount (applicable to the Notes in

definitive form)

(d) Broken Amount(s):

Not Applicable

(e) Day Count Fraction:

Actual/Actual (ICMA)

(f) Determination Date(s):

28 March in each year

16. Floating Rate Note Provisions:

Not Applicable

17. Fixed/Floating Rate Interest Basis

Provisions:

Not Applicable

18. Zero Coupon Note Provisions:

Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. Issuer Maturity Call:

Applicable

20. Issuer Call:

Applicable

(a) Optional Redemption Date(s): At any time that is more than 90 days prior to the Maturity Date

(b) Optional Redemption Amount of each Note and method, if any, of calculation of such amount(s):

Special Redemption Amount

(c) Specified Time for Special Redemption Amount:

Not Applicable

(d) Redemption Margin:

0.25 per cent.

(e) For redemption in part:

Minimum Redemption Amount:

Not Applicable

21. Investor Put:

Not Applicable

22. Clean Up Call

Applicable

23. Final Redemption Amount:

€1,000 per Calculation Amount

24. Early Redemption Amount payable on redemption for taxation reasons or on event of default:

€1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. Form of Notes:

Temporary Global Note exchangeable for a Permanent Global Note on and after the Exchange Date, which is exchangeable for Definitive Notes upon the occurrence of an Exchange Event

26. Additional Financial Centre(s):

Sydney, London

27. Talons for future Coupons to be attached to definitive Notes:

No

28. Additional Terms and Conditions:

Not Applicable

Signed on behalf of the Issuers:

Signed on behalf of the Guarantors:

By:

Duly authorised

MARK ALAN BLOOM

By: Duly authorised

MARK ALAN BLOOM

By:

Duly authorised

Richard Williams Group Treasurer

By: Duly authorised

Richard Williams Group Treasurer

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading:

Application will be made by the Issuers (or on their behalf) for the Notes to be listed on the Australian Securities Exchange (operated by ASX Limited (ABN 98 008 624 691))

with effect from 28 March 2019.

2. RATINGS

The Notes to be issued are expected to be rated:

S&P Global Ratings Australia Pty Ltd: A

Moody's Investors Service Pty Limited: A2

Fitch Australia Pty Ltd: A

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the managers, so far as the Issuers are aware, no person involved in the issue of the Notes has an interest material to the offer. The managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuers and their affiliates in the ordinary course of business.

4. YIELD (Fixed Rate Notes only)

Indication of yield:

1.499 per cent. per annum

5. OPERATIONAL INFORMATION

(i) ISIN:

XS1968706520

(ii) Common Code:

196870652

(iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s):

Not Applicable

(iv) Domicile and reference:

The Programme Number under which the Notes will be issued is the Programme Number of Scentre Management Limited, the reference name in the Clearing Systems for the two Issuers is "Scentre Group Trust 2" and the domicile of the Notes solely for the purposes of the Clearing Systems is presently Australia

(v) Delivery:

Delivery against payment

(vi) Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

(vii) Name and address of Calculation Agent (if not the Agent): Not Applicable

(viii) Names of Managers:

BNP Paribas

Deutsche Bank AG, London Branch

MUFG Securities EMEA plc
RBC Europe Limited
Credit Suisse Securities (Europe) Limited
HSBC Bank plc