Nominations Committee Charter

Vicinity Centres

October 2026

Nominations Committee Charter

1. Purpose

1.1. The purpose of the Committee is to assist the Board in fulfilling its corporate governance responsibilities in relation to matters directly associated with Board and Committee composition and succession planning, diversity and performance evaluation.

1.2. The Committee will primarily fulfil these responsibilities (and any other matters, powers or responsibilities delegated to the Committee by the Board from time to time) by carrying out the activities outlined in the Responsibilities section of this Charter.

In this Charter:

Board	the Boards of the Company, the Responsible Entity and VFRE
Company	Vicinity Limited ACN 114 757 783
Corporations Act	*Corporations Act 2001* (Cth)
Responsible Entity	Vicinity Centres RE Ltd ACN 149 781 322, the responsible entity of the Trust
Trust	Vicinity Centres Trust ARSN 104 931 928
VFRE	Vicinity Funds RE Ltd ACN 084 098 180
Vicinity	the Company, the Trust, the Responsible Entity, VFRE and each of their respective controlled or managed entities

2. Composition

2.1. The Committee will comprise at least three members of the Board, each of whom must be independent, non-executive Directors.

2.2. The Chair of the Board will be the Committee Chair.

2.3. Committee membership will be determined by the Board from time to time. Committee members may withdraw from membership by written notification to the Board Chair.

2.4. The Secretary of the Committee will be the Company Secretary unless otherwise determined by the Committee.

3. Meeting Procedures

3.1. The Committee will meet at least annually or more frequently as required.

3.2. The provisions of the Company's Constitution dealing with Directors' meetings and written resolutions apply to meetings of the Committee.

3.3. The quorum for meetings of the Committee will be two members.

3.4. If the Committee Chair is absent from any Committee meeting, the Committee members present at that meeting will appoint a Chair for that meeting.

3.5. Directors who are not members of the Committee may attend Committee meetings and will be provided with relevant meeting materials subject to any conflicts.

4. Responsibilities

The responsibilities of the Committee are as follows:

Board and Committee composition and succession planning

4.1. Undertake succession planning for the Board, Committees and the Chair having regard to the skills, experience, diversity, independence and knowledge required for the Board to competently discharge its duties.

4.2. Support the Board in identifying and considering potential non-executive Director candidates as appropriate, having regard to:

a. their personal attributes, the skills and experience matrix and relevant diversity criteria (including but not limited to diversity of gender, background, ethnicity, geography and age);

b. the capability of the candidate to devote the necessary time and commitment to the role; and

c. potential conflicts of interest and independence of the candidate, which are to be assessed by the Committee prior to making a recommendation in relation to appointment.

4.3. Propose to the Board the non-executive Directors who will retire by rotation each year as required by the constitutions and the Listing Rules.

Director independence

4.4. Assess and report to the Board as to the independence of each non-executive Director on appointment and then annually.

Board and Director performance

4.5. Recommend to the Board the process for assessing the performance of the Board, Committees, the Chair and individual Directors, including whether to use an external facilitator.

5. Reporting

5.1. If required, the Committee Chair will provide a verbal report of the considerations of the Committee to the Board at the next Board meeting following a meeting of the Committee.

5.2. Any significant issues or material risks to Vicinity that the Committee becomes aware of will be notified to the Board.

6. Performance and Charter Review

6.1. The Board or Committee will assess the Committee's performance annually as part of the Board and Committee evaluation process having regard to the principles and requirements of this Charter and any relevant findings and agreed actions will be considered by the Board in a timely manner.

6.2. The Committee will regularly review this Charter to ensure it remains current and effective, and recommend any proposed amendments to the Board for approval.