



SUSTAINABILITY COMMITTEE CHARTER

The Sustainability Committee is a committee of the Boards of Lend Lease Corporation Limited (**LLC**) and Lend Lease Responsible Entity Limited (**LLREL**) (the **Board**). This charter sets out the responsibilities delegated by the Board to the Committee and the Committee's objectives, authority, composition and operation.

OBJECTIVES

- The role of the Committee is to assist the Board in monitoring the decisions and actions of management in achieving the Lend Lease Group aspiration to be a sustainable organisation.
- Sustainability encompasses how the Lend Lease Group conducts business, now and in the future, through the pursuit of workplace safety, a commitment to corporate social responsibility, environmentally sustainable solutions and employee diversity, development and opportunity. Lend Lease is strategically and culturally committed to achieving commercial success in ways that honour ethical values and respect people, communities and the natural environment.

AUTHORITY

- The Committee is authorised to perform activities within the scope of responsibilities set out in this charter and to make appropriate recommendations to the Board.
- The Committee will have unrestricted access to senior management of the Group and company records as required.
- The Committee is authorised to obtain any independent legal or other professional advice that it considers necessary to execute its functions.

RESPONSIBILITIES

The Committee has the following responsibilities:

Health & Safety

- Oversee the Global Health and Safety function of the Group.
- Review the effectiveness of Group policies and initiatives designed to ensure the well-being of employees and the workforce.

Corporate Social Responsibility

- Review the effectiveness of Group policies on corporate social responsibility, workplace diversity and equal opportunity.

Environment

- Oversee the Global Environment function of the Group.
- Review the effectiveness of Group policies and initiatives designed to deliver best practice environmentally sustainable solutions.

Foundation

- Monitor the activities and programmes of the Lend Lease Foundation, to be assured that its activities are directed towards opportunities for the development and well-being of Lend Lease employees, their families, and the communities in which they work and live.
- Review the performance of the Lend Lease Foundation for consistency with sustainability objectives.

Compliance

- Assist the Board in its oversight of the Group's compliance with applicable legal and regulatory requirements in relation to environmental matters, socially responsible initiatives, and health and safety issues.

COMPOSITION

- The Committee will comprise a minimum of three Directors.
- The majority of Committee members will be independent Directors as assessed by the Board in accordance with its policy on the independence of Directors.
- The Chairman of the Committee will be appointed by the Board from the Committee's members and will be an independent Director.
- Appointments and revocations of appointments to the Committee will be determined by the Board.
- The composition of the Committee will be reviewed annually by the Board and the Committee to ensure an appropriate balance of expertise, skills and experience.
- The Company Secretary of the Board will be the Secretary of the Committee.

MEETINGS

- The Committee will meet on a quarterly basis prior to Board meetings and at such additional times as the Committee Chairman or any member of the Committee may request.
- Any Committee member may convene a meeting or request the Secretary of the Committee to do so.
- Where the Chairman is absent from a Committee meeting, a Chairman for the meeting will be appointed by the present members of the Committee.
- A quorum for a Committee meeting will be a majority of Committee members.
- To the extent not inconsistent with this Charter, meetings of the Committee will be conducted in accordance with those provisions of the Constitutions of LLC and LLREL which relate to the proceedings of meetings.
- Directors who are not members of the Committee will have a standing invitation to attend each Committee meeting, subject to exclusion as deemed appropriate by the Committee Chairman from time to time. Other executives and external advisers may be invited by the Chairman of the Committee to attend part or all of any meeting. The Committee may ask management to present at Committee meetings on issues relevant to the Committee's duties and responsibilities.
- Copies of Committee papers and reports, together with minutes of each Committee meeting, will be circulated to all Committee and Board members.

REPORTING RESPONSIBILITIES AND IMPLEMENTATION OF OBJECTIVES

- The Committee is supported by the Sustainability Project Control Group, the Head of Health and Safety, the Global Head of Sustainability and the Global Head of Diversity. These positions will supply the Committee with information relevant to the Committee's functions to allow the Committee to oversee the Group's achievement of sustainability outcomes.
- The Committee will review and approve the reporting of labour standards and safety, social responsibility, environmental performance and Foundation activities to stakeholders.
- The Chairman of the Committee or their nominee will report to the full Board on the proceedings of the Committee and make appropriate recommendations to the Board for decision.

REVIEW

- The Committee will conduct an annual review of its performance and effectiveness by reference to this charter and current best practice. This review process will include a review of the terms of this charter. The Committee is to refer any recommended changes for decision by the Board.

Approved by the Board on 16 April 2010