



PERSONNEL AND ORGANISATION COMMITTEE CHARTER

The Personnel and Organisation Committee (**Committee**) is a committee of the Board of Lend Lease Corporation Limited (**Lend Lease** or **Company**). This charter sets out the responsibilities delegated by the Board to the Committee and the Committee's objectives, authority, composition and operation.

OBJECTIVES

- The principal purpose of the Committee is to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to establishing people management and compensation policies for the Lend Lease group of companies (**Group**) that:
 - foster exceptional human talent and motivate and support employees to pursue the growth and success of the Group in alignment with the Company's values;
 - assure that human capital considerations are central to and integrated into the Company's strategy and business plans;
 - enable the Group to attract and retain employees who can create sustainable value for stakeholders; and
 - equitably and responsibly reward employees, having regard to the performance of the Group, individual performance and statutory and regulatory requirements.

AUTHORITY

- The Committee is authorised to perform activities within the scope of responsibilities set out in this charter and 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 duties and responsibilities:

- review and make recommendations to the Board on:
 - the specific contractual arrangements for the CEO and Executive Directors;
 - remuneration programmes and performance targets for the CEO and Executive Directors, and assessing individual performance against those targets; and
 - termination payments for the CEO and Executive Directors for consistency with contractual entitlements and the rules of any incentive scheme or policy;
- review and approve:
 - the specific contractual arrangements for members of the Executive Management Team;
 - remuneration programmes and performance targets for members of the Executive Management Team, and assessing individual performance against those targets; and

- termination payments for members of the Executive Management team for consistency with contractual entitlements and the rules of any incentive scheme or policy;
- monitor and advise the Board on succession planning for the CEO and Executive Directors;
- monitor succession planning for members of the Executive Management Team;
- review and approve strategy and principles for people management, including:
 - career, skills and leadership development and continuing education programmes;
 - employee remuneration and benefit programmes to be adopted across the Group;
 - employee share ownership, superannuation and pension plans; and
 - international assignee policies;
- review and approve any individual employee remuneration arrangement materially diverging from Group policy or practice;
- review and make recommendations to the Board on the remuneration framework for Non-Executive Directors including:
 - the level of fees payable to each Non-Executive Director including the fee payable as Chairman or Committee Chairman (within the maximum aggregate level of remuneration approved by shareholders);
 - any changes to the maximum level of remuneration approved by shareholders;
 - superannuation, retirement or other benefits;
 - the manner in which fees may be taken; and
 - any other applicable arrangements;
- review and make recommendations to the Board on remuneration and related disclosures required under statutory and regulatory requirements, including the remuneration report in the Company's Annual Report and disclosure of the Committee's membership, functions and responsibilities; and
- perform other functions referred to the Committee by the Board.

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 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 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 of the Committee 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 Board's Constitution which relate to the proceedings of meetings.
- Non-Executive Directors who are not members of the Committee, the CEO and the Group Head of Human Resources 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 Non-Executive Board members, the CEO and the Group Head of Human Resources.

REPORTING

- The Group Head of Human Resources will serve as the primary link between executive management and the Committee on Group people management and compensation matters. The Group Head of Human Resources will make recommendations to the Committee Chairman in respect of agenda items for Committee meetings and ensure that the Committee is promptly briefed on any significant matters arising between scheduled meetings.
- 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 September 2008.