



1. Purpose

The Board has overall responsibility for good governance of Stockland including:

- overseeing policies designed to operate the Group responsibly and sustainably, and
- communicating to stakeholders Stockland's policies and progress in operating its business as a leader in corporate responsibility and sustainability.

The purpose of the Committee is to:

- consider and make recommendations to the Board on:
 - the sustainability impacts of Stockland's business activities including social, environmental and economic impacts;
 - major corporate responsibility and sustainability initiatives and changes in policy;
 - the Group's external sustainability policies and publicly disclosed sustainability targets and policies.
- oversee the governance of, and where relevant approval of, specific external stakeholder communications about Stockland's corporate responsibility including the Sustainability Report, Annual Report, modern slavery report and NGER report and sustainability auditor statements; and
- oversee the operation of the Stockland CARE Foundation.

The Committee will work with the Audit Committee, Risk Committee and People and Culture Committee to assist the Board in fulfilling its responsibilities for ensuring Stockland has adopted and maintains appropriate corporate governance procedures.

2. Committee Members and Meetings

Members of the Committee are appointed by the Board. The Committee will consist of at least three independent non-executive directors. All members must have a sufficient understanding of the business of Stockland and the operating and sustainability governance issues which affect Stockland.

The Committee has specific delegated authority for the purposes of approval of the Sustainability Report, and NGER report and sustainability auditor statements and as otherwise required as set out in section 3 below.

The Committee and its delegated Subcommittee will meet at least three times per year with additional meetings convened as necessary at the request of any member. The quorum for all Committee meetings is two Directors. All other non-executive directors of the Board are invited to attend all meetings as observers.

The Committee and its delegated Subcommittee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. The Committee has unrestricted access to executive management, all employees and all Stockland records, advisers, legal advisers, and internal and external auditors.

3. Roles and Responsibilities

The Sustainability Committee's responsibilities include:

(a) ESG Strategy and Policies

- considering reports from management outlining the social, environmental and economic impact of Stockland's business activities and future plans on the legitimate interests of our stakeholders including climate change. Stockland's stakeholders are considered to include its employees, customers, suppliers, business partners, security holders, the people who use Stockland premises (including tenants and the general public), regulators and the communities in which Stockland operates its business;
- considering proposals from management on major initiatives related to Stockland's corporate responsibility and sustainability policies, principles and practices to meet changing stakeholder expectations;
- providing strategic input during development of major proposals from management on initiatives related to Stockland's corporate responsibility and sustainability policies, principles and practices to meet changing stakeholder expectations;
- monitoring compliance with Stockland's published policies and guidelines relating to sustainability and monitor management's progress in implementing agreed initiatives; and
- reviewing external reporting on major corporate responsibility and sustainability policies, principles and initiatives.

Sustainability Committee Charter

(b) Reporting

- review and approval of the Group's Sustainability Report, NGER report and sustainability auditor statements;
- review and make recommendations to the Board in relation modern slavery reporting and external reporting relating to sustainability in the Annual Report and other market releases.

(c) CARE Foundation

- oversight of the operations of the Stockland CARE Foundation and approval of annual financial reporting for the CARE Foundation.

(d) Other

The Committee must:

- undertake such further investigations which the Committee considers necessary or may be requested by the Board; and
- carry out an annual review of the ongoing appropriateness of this Charter and recommend any amendments to the Board.

4. Reporting to the Board by the Subcommittee

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must:

- report to the Board at the Board's next meeting on any matters relevant to the Committee's duties and responsibilities;
- attend the Board meeting at which Stockland's financial statements are considered and approved.