



1. Purpose

Employees (which includes non-executive Directors) are encouraged to hold securities in Stockland for the longer term to align their financial interests with those of securityholders.

In becoming long term holders of Securities, it is important that care is taken in the timing of any acquisition or disposal of securities in Stockland. Employees must not undertake conduct known as 'Insider Trading'.

This Policy sets out when trading in Securities may and may not take place. It applies to Employees when Dealing in Securities. This Policy is based on Australian law and is consistent with standards adopted by other large publicly listed companies in Australia.

A breach of this Policy by any Employee may expose them to significant civil or criminal liabilities and will be regarded by Stockland as serious misconduct which may result in dismissal from employment.

Capitalised terms are defined in Section 10 - Definitions.

2. Scope

This Policy applies to Stockland Corporation Limited and its related companies and trusts (collectively "**Stockland**") and all Stockland employees (including but not limited to non-executive Directors, permanent, casual and fixed term employees and temporary workers) ("**Employees**").

It also applies to Associates of Employees, except that clause 5.1 regarding prior notification and confirmation of Dealing applies as appropriate to the circumstances. Directors and Senior Executives must:

- (a) ensure their Associates do not trade Securities other than in accordance with this Policy; and
- (b) communicate on behalf of their Associates with the Consent Authority for the purposes of this Policy.

Directors and Senior Executives should contact the Company Secretary if they are in any doubt as to whether a person is an Associate and the application of this Policy to them.

3. Minimum Security Holding Policy

Non-executive Directors are required to acquire, within a reasonable period after appointment and to hold thereafter, a minimum of 40,000 Securities.

The long term incentive element of Stockland's remuneration framework provides Executive Directors and Senior Executives the opportunity to build up a substantial securityholding over time. Disposal restrictions apply to the Managing Director and Senior Executives to encourage long term Security ownership. These executives are prohibited from disposing of Securities acquired from awards under any Stockland equity-based plans granted on or after 1 July 2010, unless immediately after that disposal they would continue to hold a minimum number of Securities with a value being the equivalent of two times Fixed Pay for the Managing Director and one times Fixed Pay for all other Senior Executives. Subject to compliance with Sections 4 and 5 of this Policy, the above disposal restrictions do not apply to sales of Securities which are reasonably necessary to pay any tax arising from Securities vesting under any long term incentive plan after 1 July 2010.

4. Inside Information Prohibition Policy

The Corporations Act requires that any person who possesses Inside Information, must not use that information to deal in securities, either for personal gain or for the gain of any other person.

Inside Information is information that is not generally available to the market, and, if it were generally available to the market, a reasonable person would expect it to have a material effect on either the price or value of the applicable security. For the purposes of this policy, it is defined in Clause 10.

While Employees possess Inside Information, whether obtained from Stockland or elsewhere, they must not:

- (a) Deal or procure someone else (e.g. an agent, family member, company or trust) to Deal in Securities;
- (b) pass on Inside Information to a third party where they know, or ought reasonably to know, that the third party would be likely to Deal or procure someone else to Deal in the Securities; or

Securities Trading Policy

- (c) Deal or procure third parties to Deal in securities of another Entity where in the course of their service or employment with Stockland they possess Inside Information about that Entity.

No Employee should communicate any Inside Information to any other person except where that person needs to know the Inside Information in order to properly discharge their duties as a professional adviser to Stockland, or as an Employee.

The definition of “Inside Information” in clause 10 gives some examples of information which may be Inside Information. For an offence to be committed, it is not necessary for the Employee to Deal personally in the securities.

5. Permitted Securities Dealings Policy

5.1 Consent to Deal

- (a) Subject at all times to not being in possession of Inside Information:
- (i) the Managing Director and Senior Executives may Deal in Securities during a:
 - A. Permitted Trading Window, after first obtaining on a confidential basis the written consent of the Consent Authority; and
 - B. Prohibited Period only if Exceptional Circumstances exist, and after first obtaining, on a confidential basis, the written consent of the Consent Authority; and
 - (ii) Employees (other than the Managing Director and Senior Executives) may Deal in Securities during a:
 - A. Permitted Trading Window without obtaining prior written clearance; and
 - B. Prohibited Period only if Exceptional Circumstances exist, and on a confidential basis after first obtaining the written consent of the Consent Authority.
- (b) The Consent Authority, in the case of dealings by the Chairman shall be the Chairman of the Human Resources Committee (or where he or she is unavailable or absent, a Director of Stockland nominated by him or her), in the case of Directors and Senior Executives shall be the Chairman, and in the case of Employees (except non-executive Directors and Senior Executives) shall be the Managing Director, Chief Financial Officer or another executive delegated by the Managing Director from time-to-time.
- (c) Consent will not be given under clause 5.1 if there is any possibility that this Policy could be breached. No reason will be given for the grant or refusal of consent to Deal in Securities. If consent is given, in respect of any off-market buying or selling, the purchase or sale of Securities must be completed within five (5) business days and in respect of any on-market buying or selling, the relevant trade must be entered into within five (5) business days. If consent is not given, that fact must be kept confidential.
- (d) Where the Consent Authority is in any doubt as to what constitutes Exceptional Circumstances, consideration should be given to the purpose of the ASX Listing Rules and guidance notes and the discretion should be exercised with caution.
- (e) Employees must complete a trading consent form or such other approved form and forward it to the Consent Authority either in writing or by email or online. The Consent Authority will promptly provide a written record of all consents granted to Directors, Senior Executives and Employees to the Notifying Authority.

5.2 Dealings where consent is not required

Any Securities trading which are set out in Annexure “A” of this Policy are permitted at any time unless undertaking the trading breaches the statutory Insider Trading provisions contained in the Corporations Act. No notification of the Dealing is required to be given to the Consent Authority.

5.3 Derivatives and Security Interests

- (a) Employees must not Deal in Derivatives over Securities at any time; and
- (b) Employees holding the position of General Manager or more senior must not create or give a mortgage, or security or other right to a lender or financier (“Security Interest”) over any Securities. Any Security Interest existing prior to the date this Policy is approved is excluded from the operation of this Policy.

Securities Trading Policy

5.4 Short-term or speculative trading or short-selling

- (a) Stockland encourages Employees to be long-term investors in Stockland.
- (b) Consent under clause 5.1 will generally not be given to allow an Employee to engage in short-term trading of Securities. An Employee would be engaging in short-term trading of Securities if they were to buy and sell Securities or sell and buy Securities within a six (6) month period.
- (c) Employees must not short-sell Securities.

5.5 Prohibited Periods

The Chairman may, at any time, through written notification to Employees impose an additional period for which Employees (or a specific group) are prohibited from Dealing in Securities while Stockland is considering matters subject to Listing Rule 3.1A. This additional period may be temporary or permanent. Those notified of such a period must keep that notification confidential.

Nothing in this clause 5.5 prohibits Employees from applying for written consent to sell or dispose of Securities due to Exceptional Circumstances as provided in clause 5.1.

6. Director Disclosure of Dealings in Securities

A Director must inform the Company Secretary within three (3) business days after a Disclosure Date of all information required to enable Stockland and the Director to comply with requirements regarding notifying Director's interests and updating company registers including:

- (a) disclosure obligations under the ASX Listing Rules (such as under ASX Listing Rules 3.1 and 3.19A);
- (b) notifying ASIC of a substantial shareholding or change to that holding (under section 671B the Corporations Act);
- (c) for notifications, requests and clearances under this Policy; and
- (d) for Directors' material personal interests and standing notices (under Ch 2D div 2 of the Corporations Act).

7. Participation in the Distribution and Dividend Reinvestment Plan

- (a) Employees, subject to not being in possession of any Inside Information, may make applications for and acquisitions of Securities under Stockland's Distribution and Dividend Reinvestment Plan.
- (b) The Prohibited Period will apply to any subsequent Dealing by those Employees in those Securities.

8. Participation in a Stockland Employee Security Plan

- (a) Employees, where invited to do so, may make applications for and acquisitions under those applications of Securities under any employee security plan due to the exemption contained in the Corporations Regulations relating to employee security plans.
- (b) The Prohibited Period will apply to any subsequent Dealing by those Employees in those Securities.

9. Monitoring compliance with this Policy

A copy of this Policy will be placed on the Stockland Website.

At any time, Stockland may require Employees in writing to:

- (a) certify that they have read and agree to the terms of this Policy; and/or
- (b) certify they have complied and are continuing to comply with the terms of this Policy.

From time to time, Stockland may also undertake checks to verify compliance with this Policy.

Securities Trading Policy

Stockland will keep a record of all applications for consent to trade made under this policy and its decisions in relation to such applications. Employees must keep a record of their trading in Securities and make a copy of those records available to Stockland on request.

10. Definitions

Associate means persons and entities closely connected to a Director or Employee and includes a spouse, domestic partner, child or dependent, spouse's or domestic partner's child or dependent, company controlled by the Director or Employee and any other closely related party, as defined in the Corporations Act.

ASX means the Australian Securities Exchange Limited.

Chairman means the Chairman of the Stockland Corporation Limited Board of Directors or Chairman of SCPL if the Securities relate to a SCPL managed fund or anyone delegated by the relevant Chairman where they are unavailable or absent.

Chief Financial Officer means the Chief Financial Officer of Stockland Corporation Limited.

Closed Period means the period from 1 June until first commencement of trading of Securities following the announcement of Stockland's full year results (usually 2nd week in August) and the period from 1 December until first commencement of trading of Securities following the announcement of Stockland's half year results (usually 2nd week of February).

Consent Authority means the persons identified in clause 5.1(b).

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Deal or Dealing means either directly or indirectly acquiring or disposing of Securities or securities.

Derivatives means any option, hedge, derivative or like instrument which limits exposure to the market price of Securities whether now or in the future.

Directors includes the Directors of Stockland and SCPL.

Disclosure Date means, for an individual Director or Senior Executive:

- (a) the latter of the date on which this Policy is adopted or the individual is appointed to the Board of Stockland or SCPL or appointed a Senior Executive; and
- (b) the date on which that individual Deals in Securities.

Distribution and Dividend Reinvestment Plan means the optional plan through which securityholders can elect to reinvest part or all of their distribution and dividend receipts back into Stockland Corporation Limited and Stockland Trust.

Employee has the meaning given in clause 2.

Entity means a Company or a Trust.

Exceptional Circumstances means where:

- (a) the Director, Senior Executive or Employee is suffering severe financial hardship where he or she has a pressing financial commitment that cannot be reasonably satisfied other than by selling the Securities;
- (b) there is a requirement to sell the Securities under a court order or court enforceable undertaking or other legal or regulatory requirement; or
- (c) there are other exceptional circumstances for which the sale of the Securities is the only reasonable course of action available, for example to comply with a Court Order or a bona fide family dispute.

Fixed Pay means the aggregate of salary, superannuation and other employee benefits applicable at the time of calculation.

Inside Information is information which is not generally available to the market and that, if it was known to the market, would have a material effect on the price or value of a Security or any other Entity's security, whether obtained from inside Stockland or elsewhere. Examples of Inside Information include but are not limited to:

- (a) sales figures;
- (b) profit forecasts;
- (c) liquidity and cashflow information;

Securities Trading Policy

- (d) significant changes in operations;
- (e) management restructuring;
- (f) impending mergers and acquisitions, reconstructions, takeovers; and
- (g) major asset purchases or sales.

Insider Trading occurs where a person Deals in Securities or securities of another Entity where that person possessed Inside Information and they knew, or ought reasonably to have known, that that information was not generally available and, if the information were generally available, a reasonable person would expect it would or would be likely to influence persons deciding whether or not to Deal in those securities.

Managing Director means the Managing Director of Stockland Corporation Limited.

Notifying Authority means the Executive General Manager, Human Resources or such other person determined by the Board of Directors of Stockland from time to time.

Prohibited Conduct means the conduct prohibited under Section 4 of this Policy.

Permitted Dealings means the Dealings permitted under Section 5 of this Policy.

Permitted Trading Window means:

- (a) the period of six weeks beginning on the first trading day after the day that Stockland's full year results are announced to ASX (usually in August);
- (b) the period of six weeks beginning on the first trading day after the day that Stockland's half year results are announced to ASX (usually in February);
- (c) the period of six weeks beginning on the first trading day after the day that Stockland's Annual General Meetings are held (usually in October).

Prohibited Period means any Closed Period and any additional period when Stockland's Directors Senior Executives and Employees are prohibited from trading under clause 5.5 of this Policy.

SCPL means Stockland Capital Partners Limited.

Security or Securities includes:

- (a) stapled securities, shares, units in trusts, debt securities, rights, prescribed interests issued or created by Stockland; and
- (b) shares, units in trusts, debt securities, rights, prescribed interests issued or created by the SCPL business.

security means a security as defined by the Corporations Act.

Senior Executives means executive Employees who from time to time directly report to the Managing Director.

Stockland has the meaning given in clause 2.

Stockland Employee Security Plan means the security plan in which Stockland Employees are entitled to participate.

11. Review

This policy is reviewed annually and when business changes occur, whichever is sooner.

Securities Trading Policy

Annexure A – Permitted Trades

The following types of trades are permitted at any time under the Policy (see clause 5.2) unless it would breach the statutory Insider Trading provisions contained in the Corporations Act:

- (a) transfers of Securities to a superannuation fund or other saving scheme in which prior written clearance has been provided in accordance with clause 5.1 of this Policy;
- (b) investments in, or trading in units of, a fund or other scheme (other than a scheme only investing in Securities and including an exchange-traded index fund) where the assets of the fund or other scheme are invested at the discretion of an independent third party;
- (c) where a Director or Employee is a trustee, trading in Securities by that trust provided the Director, Senior Executive or Employee is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees of the trust or by the investment managers independently of the Director, Senior Executive or Employee;
- (d) undertakings to accept, or the acceptance of, a takeover offer for Securities;
- (e) applications for an acquisitions under those applications of Securities under any employee security plan but not any subsequent Dealing in those Securities;
- (f) trading under an offer or invitation made to all or most of the securityholders, such as, a distribution reinvestment plan, rights issue, a Security purchase plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Stockland Board where:
 - (i) the Director, Senior Executive or Employee did not decide to take up the offer or amend their participation in the plan during a Prohibited Period; and
 - (ii) the Director, Senior Executive or Employee must not withdraw from the plan during a Prohibited Period other than in Exception Circumstances and with written consent under clause 5.1.

This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue; and

- (g) dealings under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
 - (i) the Director or Employee did not enter into the plan or amend the plan during a Prohibited Period;
 - (ii) the trading plan does not permit the Director or Employee to exercise any influence or discretion over how, when, or whether to undertake Dealings; and
 - (iii) this Policy does not allow for the cancellation of a trading plan during a Prohibited Period other than in exceptional circumstances.