



1. Purpose

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

- overseeing policies designed to operate the Group ethically, 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 the sustainability impacts of Stockland's business activities including social, environmental and ethical impacts;
- consider major corporate responsibility and sustainability initiatives and changes in policy;
- approve specific external stakeholder communications about Stockland's corporate responsibility in the form of the Sustainability Report, Annual Report and NGER report and sustainability auditor statements;
- approve external sustainability policies; and
- approval of publicly disclosed targets and policies.

The Committee will work with the Audit Committee, Risk Committee and Human Resources 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 the same membership as Stockland's Board. All members must have a sufficient understanding of the business of Stockland and the operating and sustainability governance issues which affect Stockland.

A subcommittee of the Committee including at least the Chairman of the Sustainability Committee and the Chairman of the Audit Committee has specific delegated authority for the purposes of approval of the Sustainability Report, Annual Report and NGER report and sustainability auditor statements and as otherwise required as set out in section 3 below (Subcommittee). All other non-executive directors of the Board are invited to attend all meetings of the Subcommittee as observers.

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.

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:

- considering reports from management outlining the social, environmental and ethical 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;
- monitoring compliance with Stockland's published policies and guidelines relating to sustainability and monitor management's progress in implementing agreed initiatives; and

Sustainability Committee Charter

- reviewing external reporting on major corporate responsibility and sustainability policies, principles and initiatives.

The Sustainability Committee Subcommittee's roles include:

- 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; and
- the approval of the Sustainability Report, Annual Report and NGER report and sustainability auditor statements.

4. Reporting to the Board by the Subcommittee

The Chair of the Subcommittee (or a person nominated by the Chair of the Subcommittee for that purpose) must report to the Board at the Board's next meeting on any matters relevant to the Subcommittee's duties and responsibilities.