

Notice of Meeting



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Dear securityholder,

I am pleased to invite you to Stockland's 2012 Annual General Meeting, to be held on Wednesday 17 October in the Ballroom of the Four Seasons Hotel, 199 George Street, Sydney, commencing at 2.30 pm. The meeting will also be webcast live on the Stockland website.

Our AGM is an opportunity for our investors to hear about the Company's progress over the past twelve months and our plans for the year ahead. It is also a chance for you to ask any questions you may have. You are welcome to submit questions in advance by mail or via our website.

Five resolutions are put forward for securityholder consideration and vote at this AGM. These are:

- Resolutions to re-elect Mr Terry Williamson and Ms Carolyn Hewson as Directors. Both retire in accordance with Stockland's Constitution and their re-election is unanimously recommended by the Board.
- A resolution to appoint PricewaterhouseCoopers (PwC) as the Company's Auditors. Over the past several months we have conducted a tender for the Company's audit services, and we now seek investor approval to appoint the selected firm, PwC, as our new Auditors.
- Two resolutions relating to executive remuneration, including a resolution to adopt our Remuneration Report for FY12 and a resolution to approve our policies related to termination benefits for executives.

Remuneration has been a key priority for the Board over the past year. We have undertaken a thorough review of our executive remuneration policies, in consultation with investors and remuneration advisors, to ensure that our practices remain in line with best contemporary practice and to achieve closer alignment of executive rewards with investor interests. We made extensive changes to our policies following this review and these are set out in our Remuneration Report. We have also attempted this year to make that Report less technical and more easily understandable. We seek investor approval for our new policies through the resolution to approve the Remuneration Report, and we also seek investor endorsement for our approach to termination pay awarded pursuant to those policies.

Leadership succession

After 11 years as our Managing Director, Matthew Quinn announced in July his intention to retire from the Company by February next year. The Board has established a sub-committee to oversee a comprehensive internal and external search, drawing on the succession planning we have undertaken over recent years, and engaged a leading search firm to ensure that we identify and appoint the best possible candidate. This process is progressing well.

Meanwhile, Matthew and his capable management team continue to manage our business and have the full support of the Board during this period of transition to new leadership.

I will speak more about remuneration, succession and other important matters at the AGM. My remarks together with those of the Managing Director will be available after the AGM on the Stockland website.

I look forward to seeing you at our meeting.

Yours sincerely,

Graham Bradley AM
Chairman

Annual General Meeting of Stockland Corporation Limited

17th October
2.30 pm

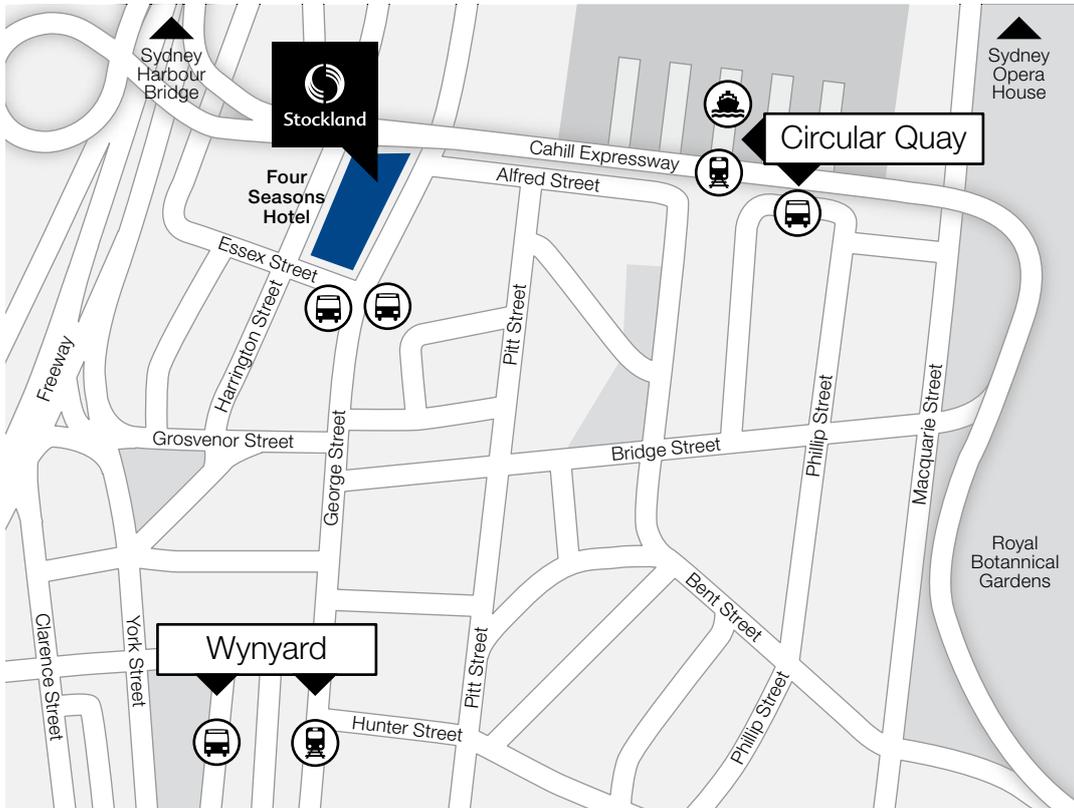
Notice is given that the Annual General Meeting of Securityholders of Stockland Corporation Limited ("the Company") will be held on:

Date:
Wednesday, 17 October 2012

Time:
2.30 pm (Sydney time)

Place:
Grand Ballroom
Four Seasons Hotel
199 George Street
Sydney NSW 2000

Getting there



Train

The closest train station is Circular Quay. Wynyard is also nearby. For information about train times, please call 131 500.

Bus

State Transit buses stop along George St and at Circular Quay. For more information about bus routes and times please call 131 500.

Ferry

The Circular Quay ferry station is located close to the Four Seasons. For more information on ferry times please call 131 500.

Parking

Valet parking is available at the Four Seasons Hotel. There is also paid parking available behind the hotel on Harrington Street.

Go paperless

We encourage you to change your report preferences to electronic delivery. To change your preferences or update your details please contact Computershare on the details provided below.

Further information

If you would like any further information regarding the AGM, please contact the company's share registry, Computershare, on 1800 804 985 if calling from within Australia or +61 3 9415 4000 from outside Australia.

Webcast

If you are unable to attend the AGM, you may view a live webcast of it on the Stockland website via www.stockland.com.au

Information about Stockland

You can read about Stockland's FY12 performance in the Shareholder Review, Annual Review, Financial Report and sustainability reporting available via www.stockland.com.au



A snapshot of our FY12 performance



Our detailed financial performance



Our financial, social and environmental performance

Ordinary Business of the Company

Notice of Meeting

Annual General Meeting of Stockland Corporation Limited (ACN 000 181 733)

Notice is given that the Annual General Meeting of Shareholders of Stockland Corporation Limited ("the Company") will be held on:

Date: Wednesday, 17 October 2012

Time: 2.30 pm (Sydney time)

Place: Grand Ballroom
Four Seasons Hotel
199 George Street
Sydney NSW 2000

Ordinary Business of the Company

1 Financial Statements and Report

As required by section 317 of the Corporations Act, the annual Financial Report, including the Directors' Report and Financial Statements for the year ended 30 June 2012, together with the Independent Auditor's Report will be laid before the meeting. The combined reports of the Company and Stockland Trust ("the Trust") for the year ended 30 June 2012 will also be laid before the meeting.

No resolution is required for this item of business.

2 Election of Director – Terry Williamson

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That Mr Terry Williamson, who retires in accordance with the Company's Constitution and, being eligible and having offered himself for election, is elected as a Director of the Company."

Mr Williamson was appointed to the Board in April 2003. He is a Director of Avant Insurance Limited, The Doctors Health Fund Limited, ANZ Wealth Division subsidiaries (Chairman, OnePath Life Limited, OnePath General Insurance Pty Limited, ANZ Lenders Mortgage Insurance Pty Limited), a member of the Audit Committee of the Reserve Bank of Australia, and Chairman of the University of Sydney School of Business Advisory Board. Mr Williamson was previously the Chief Financial Officer of Bankers Trust Australia Limited/BT Financial Group Pty Limited from 1997 to 2002 and prior to that was a partner of Price Waterhouse for 17 years. Mr Williamson is Chair of the Stockland Audit Committee and Stockland Capital Partners Audit Committee and the Stockland and Stockland Capital Partners Financial Services Compliance Committees.

The election of Mr Williamson is unanimously recommended by the Board.

3 Election of Director – Carolyn Hewson

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That Ms Carolyn Hewson, who retires in accordance with the Company's Constitution and, being eligible and having offered herself for election, is elected as a Director of the Company."

Ms Hewson was appointed to the Board on 1 March 2009. She has over thirty years experience in the financial sector, with extensive financial markets, risk management and investment management

expertise. Ms Hewson is a non-executive Director of BT Investment Management and BHP Billiton, and previously served as a Director on the Boards of the Westpac Banking Corporation, Australian Gas Light Company, AGL Energy Limited, AMP, CSR Limited, South Australia Water and the Economic Development Board of South Australia. Ms Hewson is Chair of the Risk Committee and a member of the Human Resources Committee.

The election of Ms Hewson is unanimously recommended by the Board.

4 Appointment of PricewaterhouseCoopers as Auditor of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That PricewaterhouseCoopers, having consented to do so, be appointed to act as Auditor of the Company."

The Directors unanimously recommend the appointment of PricewaterhouseCoopers as Auditor of the Company.

5 Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as a resolution of the Company:

"That the Company's Remuneration Report for the financial year ended 30 June 2012 be adopted."

Note – the vote on this resolution is advisory only and does not bind the Directors of the Company.

The Directors unanimously recommend that securityholders vote in favour of this resolution.

6 Termination Benefits Framework

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That approval is given for all purposes under the Corporations Act for the giving of benefits under Stockland Corporation Limited's employment agreements, short term incentive arrangements, long term incentive arrangements and superannuation arrangements to a person by any of Stockland Corporation Limited, its related bodies corporate, or their associates or any superannuation fund in connection with that person ceasing to be a Director or ceasing to hold a managerial or executive office or position of employment with Stockland Corporation Limited or any of its subsidiaries as described in the Explanatory Statement accompanying the Notice of Meeting convening this meeting."

The Directors, other than Mr Quinn, unanimously recommend that securityholders vote in favour of this resolution.

Information concerning Resolutions 4, 5 and 6 is set out in the Explanatory Statement accompanying this Notice of Meeting.

By order of the Board



P A Hepburn
General Counsel & Group Secretary

13 September 2012

Background information

Quorum and voting

The constitution of the Company provides that at least five securityholders present in person or by proxy constitute a quorum. The quorum must be present at all times during the meeting.

If a quorum is not present within 30 minutes after the scheduled time for the meeting, the meeting will be adjourned. The Directors of the Company have decided that the reconvened meeting will be held immediately after the adjournment. Members present (being at least two) in person or by proxy 30 minutes after the commencement of the reconvened meeting will constitute a quorum.

On a show of hands each securityholder present in person or by proxy has one vote. On a poll, each securityholder has one vote for each share held in the Company.

The ordinary resolutions of the Company must be passed by more than 50% of the total votes cast on the resolution by securityholders present in person or by proxy and entitled to vote.

Stapled Securities

The Company and the Trust have only Stockland Stapled Securities on issue. A Stapled Security consists of a share in the Company and a unit in the Trust. These securities are “stapled” together and quoted jointly on the ASX.

Individuals

If you plan to attend the meeting, we ask that you arrive at the meeting venue at least 30 minutes prior to the designated time so we may validate the number of votes you hold, record your attendance and provide you with your voting cards.

Corporations

In order to attend and vote on a show of hands at the meeting, a securityholder which is a corporation must appoint a person to act as its representative or appoint a proxy. The appointment of a corporate representative must comply with Sections 250D and 253B of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including any authority under which it is signed.

Voting entitlements

Pursuant to Corporations Regulations 7.11.37 and 7.11.38, and the ASX Settlement Operating Rules, the Directors of the Company have determined that subject to the voting exclusions set out below, the holding of each securityholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 2.30pm (Sydney time) on Monday, 15 October 2012.

Voting exclusions

Resolution 5

A vote must not be cast (in any capacity) on Resolution 5 by or on behalf of the Company’s key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report (“KMP”) or their closely related parties, whether as a securityholder or as a proxy. However, a vote may be cast on Resolution 5 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- appointed in writing that specifies how the proxy is to vote on Resolution 5; and
- appointed by a person who is not also a KMP or a closely related party of a KMP; or
- the KMP is the chair of the meeting casting the vote as a proxy and their appointment expressly authorises the chair to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 6

A vote must not be cast on Resolution 6 by a KMP, or a closely related party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 6. However, this voting exclusion does not apply if the KMP is the Chairman of the Meeting acting as proxy and their appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Group.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on Resolution 6 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP of the Group.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 6.

In addition, a vote on Resolution 6 must not be cast (in any capacity) by or on behalf of a person who may be entitled to receive a benefit in connection with that person’s retirement from office, or position of employment, the subject of Resolution 6, or an associate of that person (a “relevant person”). However, a relevant person is entitled to cast a vote if:

- it is cast by the relevant person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of a relevant person or an associate of a relevant person.

Proxies

If you are unable or do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a securityholder.

If a securityholder is entitled to two or more votes they may appoint two proxies and may specify the number or percentage of votes each proxy is appointed to exercise. If no such number or percentage is specified, each proxy may exercise half the securityholder's votes.

If you appoint a body corporate as your proxy, the body corporate will need to appoint an individual as its corporate representative to exercise its powers at the meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.

Securityholders are able to lodge proxies by electronic means, by facsimile, or by mail. If securityholders wish to lodge their proxies by electronic means, they should do so through Stockland's Registry website (<http://www.investorvote.com.au>).

Alternatively, securityholders may complete the enclosed proxy form and return it in the reply paid envelope provided. The proxy form must be lodged at Stockland's registered office or with Stockland's registry using the reply paid envelope or by posting, delivery or facsimile to:

Stockland Security Registry

c/- Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street, Sydney NSW 2000
GPO Box 242, Melbourne VIC 3001
Facsimile No. (03) 9473 2555

Stockland

Level 25
133 Castlereagh Street
Sydney NSW 2000
Facsimile No. (02) 8988 2687

Proxy forms must be received no later than 2.30 pm (Sydney time) on Monday, 15 October 2012. As a practical matter, if you are posting your proxy form, the proxy form would need to be received by 2.30 pm (Sydney time) on Monday, 15 October 2012.

If you are hand delivering your proxy form, it must be delivered by 2.30 pm (Sydney time) on Monday, 15 October 2012.

The proxy form enables a securityholder to vote for or against, or abstain from voting on a resolution. A securityholder may direct the proxy holder how to vote in respect of each resolution.

Submission of written questions to the Company or Auditor

A securityholder who is entitled to vote at the meeting may submit a written question to the Company or the Auditor in advance of the meeting:

- (1) about the business of the Company;
- (2) about the Remuneration Report; or
- (3) if the question is directed to the Auditor, provided it relates to:
 - (a) the content of the Auditor's Report to be considered at the meeting;
 - (b) the conduct of the audit or the Auditor's independence; or
 - (c) the accounting policies adopted by Stockland in relation to the preparation of the Financial Statements.

All questions must be sent to the Company and must be received by the Company no later than five (5) business days before the date of the Annual General Meeting. Any questions should be directed to **www.stockland.com.au**

Explanatory Statement

This Explanatory Statement contains further information about the resolutions that will be considered at the Annual General Meeting of the Company to be held on Wednesday, 17 October 2012 ("Meeting"). The Meeting is important. You should read this Explanatory Statement and the enclosed Notice of Meeting carefully and, if necessary, seek your own independent advice on any aspect about which you are not certain.

Ordinary Business of the Company

Resolution 4 – Appointment of PricewaterhouseCoopers as Auditor of the Company

As part of the Board's commitment to good corporate governance and the effective operation of the business, the Audit Committee conducted a review of the current audit appointment together with alternative audit service providers. Following a tender process, including a detailed review and assessment of the capabilities of alternate firms, the Audit Committee recommended to the Board, and the Board has proposed that PricewaterhouseCoopers be appointed as the Company's Auditor. It is intended that PricewaterhouseCoopers would become Auditor for all Australian entities in the Stockland Group if this Resolution is passed. If PricewaterhouseCoopers are appointed as Auditor, arrangements are in place between Stockland, KPMG and PricewaterhouseCoopers to ensure a smooth transition between audit firms.

On 17 August 2012, KPMG notified Stockland that it had requested the consent of the Australian Securities and Investments Commission ("ASIC") to resign as the Company's Auditor with effect from the close of this Meeting. Subject to ASIC consenting to the resignation of KPMG and securityholder approval and having received PricewaterhouseCoopers' prior written consent, it is proposed that PricewaterhouseCoopers be appointed the Company's Auditor. A copy of the nomination of PricewaterhouseCoopers' as Auditor of the Company is set out in Annexure A hereto.

If this Resolution is passed, the appointment of PricewaterhouseCoopers as the Company's Auditor will take effect at the close of this Meeting.

The Directors unanimously recommend that securityholders vote in favour of this resolution.

Resolution 5 – Adoption of the Remuneration Report

The Company is required by the Corporations Act to submit its Remuneration Report to securityholders for consideration and adoption by way of a non-binding resolution at the Meeting. This resolution is advisory only and does not bind the Directors of the Company.

Stockland's Remuneration Report can be found on pages 22 to 47 of the Financial Report 2012 or via the Stockland website.

Under changes to the Corporations Act which came into effect on 1 July 2011, if the Remuneration Report receives a "no" vote of at least 25% at the Meeting, and then again at the 2013 Annual General Meeting, a resolution must be put to securityholders at the 2013 Annual General Meeting as to whether another meeting of securityholders should be held within 90 days at which all Directors (other than the Managing Director) who were in office at the date of the relevant Directors' Report must stand for re-election. Stockland's Remuneration Report was approved by over 86% of securityholders who voted at the 2011 Annual General Meeting.

The Board views setting remuneration policies as one of its most important responsibilities – ensuring that Stockland's remuneration policies and practices are fair, responsible and competitive.

During FY12 the Board undertook a thorough review of our remuneration policies and practices to ensure Stockland's approach reflects best practice and continues to be effective given the changing shape of the Company's business priorities and market challenges. The outcome of this review is outlined in the Remuneration Report.

Further, we have reviewed the layout and content of the Remuneration Report to improve its clarity and transparency. In particular, we have detailed the actual remuneration (fixed pay plus incentives) received, deferred and/or forfeited by Senior Executives in FY12 in addition to the statutory summary of remuneration which is required but can be difficult for investors to understand, and can be theoretical in regards to the actual awards that may ultimately be received.

In FY12 there was no increase in Fixed Pay for the Senior Executives including the Managing Director whose Fixed Pay has remained unchanged since FY07. Further, there will be no increases in Fixed Pay for our Senior Executives for FY13 since our benchmarking indicated that their Fixed Pay is around the market median. In addition, the base fees for Non-Executive Directors will be unchanged for FY13.

In FY12, as a result of the review of our arrangements, we changed the structure of our short-term incentives ("STI") so that at least one-third of any STI for Senior Executives will be awarded in the form of Stockland securities with deferred vesting. This further aligns executive remuneration with our securityholders. Total STI awarded in FY12 was significantly down for our Senior Executives on FY11. The overall STI pool for all employees was down 22% on FY11.

Long-term incentives are aligned to securityholder interests and will only vest if three year relative TSR and stretch EPS hurdles are exceeded. In FY12, no LTIs vested for eligible executives as neither the TSR nor the EPS hurdles were exceeded. As part of our review, LTI awards made from FY13 will have the applicable vesting period extended from three to four years.

The other key change to note as part of the FY12 review was the introduction of clawback provisions on unvested deferred STI and LTI awards. These clawback provisions give the Board discretion to adjust or forfeit unvested LTI and/or deferred STI under certain circumstances.

The Chairman of the Meeting will give securityholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. Although this vote does not bind the Company, the Board intends to take into account securityholder feedback and the outcome of the vote when considering Stockland's future Remuneration Policy.

The Directors unanimously recommend that securityholders vote in favour of this resolution.

Resolution 6 – Termination Benefits Framework

Following changes to the Corporations Act in 2009, the Company is prohibited from paying certain termination benefits to a Director or a person holding a managerial or executive office unless securityholders approve the benefit or an exemption applies.

The Company is seeking securityholder approval for the benefits that may be payable to a future Managing Director (but not Matthew Quinn, the current Managing Director), Senior Executives, General Managers and Senior Managers ("executives") of Stockland when they cease to hold an office or position of employment with Stockland.

The following information sets out the retirement benefits that may be payable to executives in the event they cease to hold office as a Director or their employment with Stockland, how the retirement benefits will be payable, and the matters, events and circumstances that may affect

the calculation of the value of the retirement benefits. An example of the potential retirement benefits payable is provided at the end of this section.

Who this resolution affects

Approval is sought for the retirement entitlements or benefits of persons who either now or in the future hold a “managerial or executive office” (as defined in section 200AA(1) of the Corporations Act) in Stockland, which includes a person:

- who is a Director of any Stockland entity; or
- whose remuneration details are included in Stockland’s Remuneration Report,

and includes any person who held such an office in the three years prior to ceasing employment with, or ceasing to be a Director of, any Stockland company. As at the date of the Notice of Meeting, approximately 150 employees of Stockland hold a “managerial or executive office” within the meaning of the Corporations Act. The approval does not relate to the current Managing Director but may apply to the future Managing Director.

Remuneration framework

This section describes the key features of Stockland’s current remuneration framework to provide background for the retirement benefits which may be received by executives. Stockland’s remuneration structure has three components:

- **Fixed remuneration (“Fixed Pay”).** Includes salary, superannuation and salary sacrifice items.
- **Performance based pay, or short-term incentives (“STI”).** STI is awarded in two forms:
 - Deferred STI Awards – Stockland stapled securities granted under the Employee Securities Plan (“ESP”) which vest over two years following the performance year. At least one third of the executives’ STI awards are to consist of Deferred STI awards;
 - Cash Awards – Cash payment paid in August following the relevant performance year. A maximum of two-thirds of the executives’ STI awards are to be in the form of cash with the balance being Deferred STI,
- **Long-term incentives (“LTI”).** – LTI awards are paid in the form of performance rights granted under Stockland’s Performance Rights Plan (“PRP”). Performance rights will ordinarily vest or lapse based on Stockland’s performance against specified performance hurdles over a three year performance period.

Further details of the PRP and the ESP are provided in section (c) and (d) respectively of “Details of Termination Benefits” below.

Further details of Stockland’s remuneration framework are provided in the Remuneration Report.

Termination benefit approval – Part 2D.2.2 of the Corporations Act

The Corporations Amendment (*Improving Accountability on Termination Payments*) Act 2009 introduced significant changes to the Corporations Act with effect from 24 November 2009. Under Part 2D.2.2 of the Corporations Act, the Company, its associates and any prescribed superannuation fund in connection with the Company are prohibited from giving a person who holds a “managerial or executive office” a benefit in connection with their retirement from an office or position of employment in Stockland unless securityholders approve the giving of the benefit or an exemption applies.

Benefits that require securityholder approval and benefits that are exempt

“Benefit” is defined broadly in the Corporations Act to include most forms of valuable consideration. Retirement benefits under the Corporations Act include a range of payments or benefits given in connection with a person ceasing to hold an office or position of employment including termination payments or other benefits such as an accelerated or automatic vesting of share-based payments at or due to retirement.

There is an exception to the prohibition on the provision of benefits where the value of the benefits do not exceed one year’s fixed pay (as calculated in accordance with the Corporations Act) (“Exempt Benefits Cap”). In addition, there are certain benefits which are excluded from the definition of “benefit” under the Corporations Act and will not require securityholder approval. These include:

- certain types of “deferred bonuses”, including a bonus which is attributable to the release of a deferred bonus from a restriction due to death or incapacity;
- genuine superannuation contributions paid by an employer or employee on or after 24 November 2009;
- genuine accrued benefits, such as accrued untaken annual leave, payable under an Australian law; and
- reasonable payments made in accordance with a policy that applies to all employees as a result of a genuine redundancy having regard to a person’s length of service.

Reasons why securityholder approval is being sought

Securityholder approval is sought for certain benefits under Stockland’s remuneration framework which will be defined as retirement benefits for the purposes of the termination benefits legislation. Details of Stockland’s remuneration framework are disclosed in Stockland’s Remuneration Report.

In some circumstances where a person ceases to hold an office or position of employment in Stockland, their benefits will be within the payment limits or otherwise exempt from the termination benefits provisions under the Corporations Act. However, it is not possible to determine in advance the monetary value of the potential benefits that would be received by any particular executive at some point in the future.

The securityholder approval sought will cover the following benefits which executives may potentially receive under their contracts of employment with Stockland companies and the policies and incentive plans of Stockland:

- payment in lieu of notice of termination under individual executive contracts of employment;
- in the case of a Managing Director, a Senior Executive or General Manager, where employment terminates unrelated to performance or conduct, a termination payment (which also satisfies any entitlement to notice in lieu of termination and redundancy payment) and in the case of a Senior Manager, any redundancy benefits under Stockland’s redundancy policy which forms part of individual executive contracts of employment;
- the cash component of STI awards (in exceptional circumstances; see below);

- the vesting of some or all of the securities granted under the ESP (ordinarily unvested deferred STI awards will lapse on an executive ceasing to be an employee, however, the Board retains discretion to review this in certain circumstances where termination is initiated by Stockland, such as in the case of redundancy);
- the vesting of some or all of the performance rights granted under the PRP, and any release of securities under the Stockland \$1,000 Plan; and
- superannuation benefits.

Approval is sought for a four-year period

If securityholder approval is obtained by Resolution 6 being passed, it will be effective for a period of four years from the Meeting. That is, the securityholder approval will be effective:

- in relation to any performance rights granted under the PRP or Stockland securities granted under the ESP; or
- if Stockland or the Board exercises certain discretions under the rules of the PRP or ESP; or
- an executive ceases employment with Stockland,

during the period beginning at the conclusion of the Meeting and expiring at the conclusion of the Stockland Annual General Meeting in 2016. If considered appropriate, the Board will seek a new approval from securityholders at the Stockland Annual General Meeting in 2016.

The relevant percentage of total remuneration of an executive which is awarded as STI and LTI awards is important in assessing the potential relative value of the executive's termination benefits on termination of that executive's employment to their Exempt Benefits Cap. Full details of the application of total remuneration to fixed pay, STI and LTI awards for different categories of executives is set out on pages 22 to 47 of the Financial Report 2012.

Securityholders should reasonably anticipate that aspects of the Company's employment arrangements, including executives' LTI and STI opportunities as a percentage of their Fixed Pay, will be amended from time to time during the four year period to which this approval relates. This is in line with market practice and changing governance standards and, where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that the approval set out in Resolution 6 will remain valid throughout the four year period of the approval for as long as the employment arrangements provide for the treatment on cessation of employment as set out in this explanatory statement.

Details of termination benefits

This section describes the manner in which the amount or value of the potential termination benefits of executives of Stockland who hold a managerial or executive office are to be calculated and the matters, events or circumstances that will, or are likely to, affect the calculation of the value of that benefit.

(a) Payment in lieu of notice of termination

Notice of termination is a contractual entitlement provided for in each executive's employment contract. The required notice period for the Managing Director is 6 months, for senior executives it is 3 months and for other executives it varies between one month and three months.

Notice of termination may be given by either the executive or Stockland at any time. During any period of notice, whether the notice has been given by either Stockland or the executive, Stockland has discretion to make a payment in lieu of all or part of the notice period.

Payment will only be made in lieu of notice in appropriate circumstances.

Where an executive is terminated as a consequence of their misconduct or serious or persistent breach of contract (termination for cause), Stockland may terminate their employment immediately without notice or any payment in lieu of notice.

The amount of the payment in lieu of notice, if any, will be calculated on the executive's fixed pay (as at the termination date) for any part of the notice period the executive is not required to continue to be employed by Stockland. The amount of these payments can only be determined once notice is given. Accordingly, the amount of any payment in lieu of notice cannot be ascertained as at the date of the Notice of Meeting as neither the period nor the particular executive's fixed pay at the termination date are currently known. However, in all cases the notice period will not exceed the contractual periods described above.

Key matters, events or circumstances which will, or are likely to affect the calculation of the payment in lieu of notice include:

- the executive's fixed pay at the time of termination which will be set on an annual basis following the executive's remuneration review and will be in accordance with Stockland's remuneration policy (current fixed pay details for the Key Management Personnel for FY12 are disclosed in Stockland's Remuneration Report);
- the length of the notice period for which payment is being made;
- who gave the notice of termination and the executive's future employment plans – for instance, an executive who presents a business risk by working through their notice period will most likely receive payment in lieu of notice; and
- whether Stockland's operational requirements at the time notice is given require the executive to work through part or all of their notice period.

(b) Termination payment/ Redundancy payment

If the employment of the Managing Director, a Senior Executive or a General Manager is terminated by Stockland other than for reason of their performance or conduct (or alternatively if the Managing Director retires by mutual agreement), they are entitled to a single termination payment under their individual contract of employment. This termination payment also satisfies any entitlement the executive may have to any unpaid payment in lieu of notice and any entitlement to a redundancy payment. The termination payment for the Managing Director or a Senior Executive is 12 months fixed pay and for a General Manager is either six or nine months fixed pay (varies by individual employee). In addition, in this circumstance, the executive will be entitled to a pro-rata STI payment for the then current financial year (see section (c) below).

Given the termination payment arrangement applicable to the Managing Director, Senior Executives and General Managers, the Stockland redundancy policy only applies to Senior Managers (and other employees).

Employees are entitled to a redundancy payment (in addition to notice of termination) in accordance with Stockland policy where their role is made redundant and Stockland does not offer, or procure an offer of, comparable alternative employment for the executive. A redundancy occurs where an employee's position ceases to exist due to operational requirements and is not due to any fault on the part of the individual executive.

The redundancy policy provides for a severance payment equal to 2 weeks pay for each 6 months of service or part thereof in the event of redundancy, calculated by reference to the executive's fixed pay as at the date of redundancy. Severance payments for redundancy are capped at a maximum of 52 weeks fixed pay.

Accordingly, because the amount of the redundancy payment is determined by reference to the employee's period of service with Stockland and their fixed pay at the redundancy date, the amount of any redundancy payment cannot be ascertained as at the date of the Notice of Meeting.

The key matters, events or circumstances which will, or are likely to affect the calculation of the redundancy payment include:

- the length of an employee's period of service with Stockland at the time of redundancy; and
- the employee's fixed pay as at the date of redundancy which will be set on an annual basis following the executive's remuneration review and will be in accordance with Stockland's remuneration policy.

(c) Short-term incentives – Cash STI awards and Deferred STI awards

All executives who have greater than three months service with Stockland are entitled to receive an STI award. STI awards are made on an annual basis with any cash STI awards paid in August each year. The maximum amount an individual may receive as an STI award (their STI Opportunity) is based on a percentage of Fixed Pay and varies by job level. The current Target STI and STI Opportunity percentages are set out below. The Board may adjust these Target STI and STI Opportunity percentages for executives in the future having regard to STI percentage, LTI percentage and fixed pay.

Job Band	Target STI (as percentage of Fixed Pay)	Maximum STI Opportunity (as percentage of target)
A future Managing Director	100%	0% to 125%
Senior Executives	80% to 90%	0% to 125%
General Managers and Senior Managers	20% to 45%	0% to 200%

Prior to FY12, all STI awards were paid in cash. In FY12, Stockland introduced a compulsory deferral of a proportion of STI into Stockland securities (granted under the ESP as Deferred STI awards which will ordinarily vest 50% one year after grant and the remaining 50% two years after they are granted) for executives to further align remuneration outcomes with securityholders as follows:

Job Band	Percentage of STI awarded as Deferred STI	
	Up to and including target STI	Above target STI
A future Managing Director	At least 33.3%	100%
Senior Executives	33.3%	100%
General Managers ¹	33.3%	50%
Senior Managers ¹	33.3%	33.3%

¹ Effective from FY13

The total amount of all STI awards granted to Stockland employees is limited to the size of the STI pool which itself is capped at 5% of Stockland's underlying profit in the applicable year. The size of the STI pool is based on the Board's assessment of Stockland's performance against its Balance Scorecard objectives which relate to the following categories:

- Business/Financial;
- Customer/Stakeholder;
- People and Leadership; and
- Sustainability and Safety (OH&S).

The recommended STI pool is reviewed and approved by the Board having regard to performance, risk and financial factors.

STI outcomes for individual executives are recommended by the executive's manager (or in the case of the Managing Director, the Human Resources Committee) after consideration of their performance against their pre-determined objectives and the size of the relevant year's STI pool.

Recommendations are calibrated across the businesses to ensure consistency and are subject to review and approval by the Executive Committee and Human Resources Committee and for the Managing Director, by the Board.

Cash based STI awards are normally only payable where the executive remains employed until the end of the relevant financial year. However, the Board retains discretion to award an executive a portion or all of their cash STI payment in certain limited circumstances, such as redundancy.

Unvested Deferred STI awards will ordinarily lapse on an executive ceasing to be an employee, however, the Board retains discretion to review this in circumstances where termination is initiated by Stockland. The Board may exercise its discretion to vest all Deferred STI awards in the event of retirement, death or total and permanent disablement. Other circumstances where the Board may consider that the vesting of the deferred STI award to the executive is reasonable and warranted in all of the circumstances include where the executive's position is made redundant or where other personal or business circumstances exist. The amount of any deferred STI award that vests in these circumstances cannot be ascertained as at the date of the Notice of Meeting.

In the case of a Managing Director, a Senior Executive or General Manager, where Stockland terminates their employment unrelated to performance or conduct or the executive retires, they may be awarded an STI based on the completed months of service for the relevant STI period and in the case of the Managing Director, a minimum of six months equivalent to their notice period and determined by Stockland based on their performance in the financial year up to the time of ceasing employment.

In the case where the Managing Director is terminated by Stockland other than for cause or retires by mutual agreement, all Deferred STI awards will remain on foot and continue to vest on the due dates (subject to clawback under the Stockland clawback policy) and provided the Managing Director complies with the non-compete provisions in his executive service agreement.

Key matters, events or circumstances which will, or are likely to affect the calculation of the cash STI payment made to an executive, or the value of the Deferred STI award that will vest on an executive's termination, include:

- executive's seniority level, role, responsibilities and performance;
- the circumstances in which the executive leaves Stockland;
- the achievement by the executive of their relevant objectives;
- the executive's fixed pay which will be set on an annual basis following the executive's remuneration review and will be in accordance with Stockland's remuneration policy;
- the executive's target STI opportunity for the relevant year which will be set each year by the Board in accordance with Stockland's remuneration policy; and
- the proportion of the financial year or, in the case of Deferred STI awards, the deferral period served by the executive.

(d) Long-term incentives – Performance Rights under the PRP and any participation in the Stockland \$1,000 Plan

Under the PRP, Stockland grants performance rights to participating employees. Each performance right constitutes a right to have a Stockland security registered in the name of the relevant participating employee. Further details of the PRP are provided in the Remuneration Report.

The LTI participation is set by reference to fixed pay and is currently as follows:

Job Band	LTI participation (as percentage of Fixed Pay)
A future Managing Director	Up to 100%
Senior Executives	Up to 60%
General Managers	Up to 40%
Senior Managers	Up to 20%

The Board may adjust the LTI participation percentage of Senior Executive, General Managers and Senior Managers in the future having regard to other adjustments to the mix of LTI percentage, STI percentage and fixed pay.

The potential retirement benefits which may be received by executives under the PRP include the accelerated vesting of performance rights or the non-lapse of performance rights approved by the Board in accordance with the rules of the PRP.

Under the PRP, on the termination of an executive's employment¹ the Board may, in its absolute discretion, decide that all or a portion of the unvested performance rights held by an executive:

- are to vest in certain circumstances specified in the PRP; or
- remain outstanding, and not lapse (i.e., the performance rights will vest or lapse at the end of the performance period as if the executive's employment had not been terminated).

The Board will usually only exercise its discretion to vest all unvested performance rights in the event of death or total and permanent disablement. In other circumstances, the Board will generally only exercise its discretion if the termination is within a year of the performance measurement date in which case the performance rights may be allowed to remain on foot for the remainder of the measurement period, with vesting determined in accordance with the original hurdles.

In the case where a Managing Director is terminated by Stockland other than for cause or retires by mutual agreement, all unvested performance rights will remain on foot and continue to vest on the due dates (subject to clawback under the Stockland clawback policy) and provided the Managing Director complies with the non-compete provisions in their executive service agreement.

The exercise of a discretion by the Board to accelerate the vesting of performance rights, or for performance rights to remain outstanding, on the termination of an executive is potentially a termination benefit to which the termination benefits provisions of the Corporations Act apply. The value of any such benefit cannot be ascertained as at the date of the Notice of Meeting. The value of the benefit will depend on:

- the number of performance rights granted and held by the participant under the PRP;
- the number of performance rights held by the participant which the Board determines should vest (which may be a portion or all of the performance rights determined at the Board's absolute discretion);
- the number of performance rights held by the participant which the Board determines should remain outstanding (which may be a portion or all of the performance rights determined at the Board's absolute discretion); and
- the market price of the Stockland securities.

Key matters, events or circumstances which will, or are likely to affect the calculation of the value of any accelerated vesting, or non-lapse, of performance rights (including the number of performance rights that vest, remain outstanding and lapse) include:

- the financial performance of Stockland and the business or support area in which the participant works;
- the personal performance of the relevant participant each year;
- the seniority level and geographic location of the participant; and
- the circumstances in which the participant leaves Stockland.

It is possible that an executive may have participated in the Stockland Tax Exempt Employee Security Plan ("\$1,000 Plan") prior to being appointed as an executive. Under that plan an employee may receive up to \$1,000 of Stockland stapled securities which are automatically released from the \$1,000 Plan on the earlier of 3 years from the date of acquisition or termination of employment for any reason.

(e) Superannuation

Stockland makes the compulsory superannuation contributions required by law (currently 9% subject to the maximum contribution base which is indexed annually) on behalf of executives into complying funds plus additional contributions by way of salary sacrifice as instructed by any executive. Currently, Stockland does not contribute more than the statutory contribution of an executive's base salary as an employer superannuation contribution although executives may choose to salary sacrifice additional employer contributions.

There is potential for the payment of superannuation benefits to a person holding a managerial or executive office to be regarded as a retirement benefit payable in connection with the person ceasing to hold an office or position of employment in Stockland, and thus the payment of those superannuation benefits may be subject to the approval requirements in Part 2D.2.2 of the Corporations Act.

¹ This would include where the Stockland entity which employs the executive ceases to be an entity of Stockland or its business is transferred to a non-Stockland entity.

The value of an executive's superannuation benefit on retirement (at least to the extent these are referable to Stockland) will be equal to the superannuation contributions made by Stockland to the executive's nominated superannuation fund plus, in relation to these contributions, any earnings and any capital growth or loss, less taxes and fees. The value of any such benefit cannot be ascertained as at the date of the Notice of Meeting.

Key matters, events or circumstances which will, or are likely to affect the value of superannuation benefits include:

- legal requirements regarding the minimum compulsory superannuation contributions which may increase over time;
- the executive's fixed pay which will be set on an annual basis following the executive's remuneration review and will be in accordance with Stockland's remuneration policy;
- any voluntary salary sacrifice contributions made by the executive; and
- any earnings and capital growth or loss, less taxes and fees, on Stockland's compulsory superannuation contributions.

Example

The following provides an example of how termination benefits may be calculated for a General Manager whose employment has been terminated due to redundancy (and unrelated to their performance or conduct) at the end of October 2013 at which time their fixed pay was \$250,000 and their contractual termination payment was six months.

Assume the executive received a grant of Deferred STI awards for FY13 (which remain unvested) as follows:

- FY13 – 2,500 Stockland securities.

Assume the executive received a cash STI award for FY13 (which is yet to be paid) of \$50,000.

Assume the executive received grants of performance rights under the PRP for FY12, FY13 and FY14 (which remain unvested) as follows:

- FY12 – 15,000 performance rights (granted August 2011 and whose performance period ends 30 June 2014);
- FY13 – 20,000 performance rights (granted August 2012 and whose performance period ends 30 June 2015); and
- FY14 – 17,500 performance rights (granted August 2013 and whose performance period ends 30 June 2016).

On termination, the executive will be entitled to the following termination benefits:

Termination Benefit	Amount
Termination Amount payable under employment contract	Given the General Manager is terminated by Stockland for reasons unrelated to performance or conduct, a termination amount is payable equal to 6 months fixed pay, or \$125,000. Calculated on the executive's fixed pay as at the termination date.
Payment in lieu of notice	Nil (as any entitlement satisfied by payment of termination amount).
Redundancy	Nil (as any entitlement satisfied by payment of termination amount).
Cash STI award from FY13	Cash based STI awards are normally only payable where the executive remains employed until the payment is made following the relevant financial year. However, the Board retains discretion to award an executive a portion or all of their cash STI payment (e.g., the amount would be between \$0 and \$50,000).
Deferred STI award FY13	Unvested Deferred STI awards will lapse on an executive ceasing to be an employee, however, the Board retains discretion to review this in certain circumstances where termination is initiated by Stockland as in the case of the executive (e.g., the Board could determine that between 0 and 2,500 Stockland securities are to vest). The amount of the benefit would be the number of securities that vest multiplied by the market price of a Stockland security as at the date of vesting.
Cash STI award for FY14	In this case, the Board would need to determine the executive's STI award with reference to target STI and based on the assessment of performance during FY14 to the date of termination.
LTI – performance rights	The Board may exercise its discretion under the PRP to vest all or a portion of the executive's unvested performance rights. Alternatively, the Board may decide that all or a portion of those performance rights are to remain outstanding. Typically, where the Board uses its discretion in cases such as this where the termination was due to redundancy, the executive would be entitled to retain any performance rights whose performance period ends in the same financial year as the employee's termination date. Any vesting of those rights remain subject to those rights exceeding the performance targets applicable at the end of the performance period. All other rights would lapse. In such a case the executive would receive no Stockland securities automatically but would have the opportunity to receive up to 15,000 Stockland securities if the remaining FY12 performance rights ultimately vest. The monetary value of these awards not lapsing would not be readily ascertainable at the time of termination. The FY13 and FY14 rights would lapse.
Superannuation	Any superannuation payment (if any) will be calculated in accordance with the rules of the applicable superannuation fund.

The Directors, other than Mr Quinn, unanimously recommend that securityholders vote in favour of this resolution.

Appendix A – Auditor Nomination Letter

21 August 2012

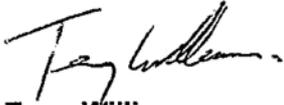
The Directors
Stockland Corporation Limited
Level 25, 133 Castlereagh Street
SYDNEY NSW 2000

Dear Sirs

Nomination of Auditor

Pursuant to Section 328B(1) of the *Corporations Act 2001* (Cwlth) and subject to ASIC's consent of KPMG's resignation, I, Terry Williamson, being a member of Stockland Corporation Limited (ABN 43 000 181 733) ("**Company**"), hereby nominate PricewaterhouseCoopers for appointment as auditor of the Company at the next Annual General Meeting of the Company or any adjournment thereof.

Yours faithfully,



Terry Williamson
Securityholder