

Nominations Committee Charter

1. Purpose

The Board has responsibility for the appointment, performance and remuneration of Directors, including the Managing Director, and executives reporting to the Managing Director and setting the overall remuneration policies for Stockland.

The purpose of the Nominations Committee is to consider and make recommendations to the Board in relation to Board succession arrangements including:

- identifying individuals qualified to become Board members and recommending individuals to the Board for nomination as members of the Board
- overseeing the process for the election of the Chairman of the Board, and where, appropriate, recommending candidates to the Board

The Committee will work with the People and Culture Committee, Audit Committee, Risk Committee and Sustainability Committee to assist the Board in fulfilling its responsibilities for ensuring sound management of risk and compliance across Stockland.

2. Committee Membership and Meetings

Members of the Committee are appointed by the Board. The Committee will consist of no less than independent non-executive directors. All members must have a sufficient understanding of the business of Stockland and the operating and people governance issues which affect Stockland.

The Committee will meet at least [two] times per year with additional meetings convened as necessary at the request of any member or as required given the nature and focus of the Committee. The quorum for all Committee meetings is two members. All other non-executive directors of the Board are invited to attend all meetings as observers. The Committee 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, tax and financial advisers, legal advisers, and internal and external auditors.

3. Roles and Responsibilities

(a) Board arrangements

The Committee must:

- review and monitor board succession, including planning for the Chairman of the Board, and make appropriate recommendations to the Board in relation to succession planning;
- identify individuals believed to be qualified to become Board members and recommend such candidates to the Board;
- make recommendations to the Board for the appointment of new directors; and

- identify Board members qualified to fill vacancies or sit on any committee of the Board including the Nominations Committee, and to recommend that the Board appoint the identified member or members to the respective committee.

(b) 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

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; and
- attend the Board meeting at which Stockland's financial statements are considered and approved.