

Code of Conduct

Group Legal and Company Secretary

Approver's name and title:

Board

Review date:

August 2016

Effective date:

August 2010

Classification



Purpose

The Lendlease Code of Conduct explains the standards the Company expects in the conduct of its operations. The Code supports the Group's Core Values, especially Integrity (which "is not negotiable") and links these values to more specific global, regional and local business policies. The Code has been endorsed by the Lendlease Board of Directors and applies to every employee of Lendlease and its subsidiaries.

Scope

Every employee must adhere to the Lendlease Code of Conduct at all times, but there are occasions when an employee might be unsure as to whether their actions constitute a breach of this Code.

In these instances, we encourage our employees to contemplate the following question:

"Would I be willing to see what I'm doing, or what I'm about to do, be described in detail on the front page of a local or national newspaper, to be read by family and friends?".

We believe that this question encourages employees to think about the integrity of their actions and the situation that they are in. We strongly recommend that activities which involve no legal impropriety but fail this test should not be undertaken, even if the activity in question is not expressly prohibited by the Code.

GUIDES

The Lendlease Employee Conduct Guide aims to explain more clearly the standards and expectations required by all employees, every day. The guide works in conjunction with the Code of Conduct. It uses practical real-life situations to answer commonly asked questions and explains where you can access specific policies and procedures for further explanation.

Code of Conduct

Policy

We are committed to conducting our business in accordance with our core values of Respect, Integrity, Innovation, Collaboration, Excellence and Trust.

This Code of Conduct has been approved by the Boards of Lendlease Corporation Limited and Lendlease Responsible Entity Limited (as responsible entity of Lendlease Trust) (Lendlease). The Boards and the Executive Management Team of Lendlease are committed to upholding and complying with this Code of Conduct.

This Code of Conduct sets out the standards of conduct expected of our businesses and people, regardless of location. It applies to all Directors and employees of Lendlease and its subsidiaries (employees) and operates in conjunction with our Core Values, the Employee Conduct Guide and our Policies and Procedures. For further explanation, please read the Employee Conduct Guide.

Our Core Values

RESPECT

BE DEDICATED TO RELATIONSHIPS.

We respect all people, their ideas and cultures.

COLLABORATION

BE ONE TEAM.

We work together to achieve more through our unified culture and shared knowledge.

INTEGRITY

BE TRUE TO OUR WORD.

Integrity is non-negotiable. We leave a positive impact through our actions and behaviours.

EXCELLENCE

BE EXCEPTIONAL IN EVERYTHING WE DO.

We seek, and are committed, to operating safely, achieving outstanding performance and the best outcomes.

INNOVATION

BE CHALLENGING IN OUR APPROACH.

We strive to find the best solution. We think outside the box and dare to do things differently.

TRUST

BE OPEN AND TRANSPARENT.

We earn and instil trust by being accountable at every level and in all of our interactions.

Code of Conduct

We must obey the law

Standards of Conduct

Lendlease is committed to complying with the laws and regulations of the countries in which we operate.

You must respect and obey the laws and regulations applicable to Lendlease in your country.

Where local laws, regulations, customs or norms differ from this Code of Conduct, you must apply either this Code of Conduct or local requirements, whichever sets the higher standard of behaviour.

If you are unsure as to what your obligations are, contact your local General Counsel or legal team.

We must put the safety of employees and the communities in which we operate first

Lendlease is committed to operating Incident & Injury Free wherever we have a presence.

We do not compromise safety irrespective of the market or business opportunity.

All employees must comply with the Health & Safety Policy including Global Minimum Requirements for safety and all business related policies in this area to protect your health and that of others from potential hazards.

If you feel that anything is unsafe or poses a potential risk to yourself or any other person, you should stop work and report the matter to your manager immediately so that appropriate steps can be taken to minimise the risk.

We must be aware of actual or potential conflicts of interest

A “conflict of interest” is any circumstance where an employee’s personal interests conflict (or appear to conflict) with those of Lendlease, or cast doubt on an employee’s ability to act appropriately regarding the interests of Lendlease. This includes any situation that benefits an individual to the detriment of Lendlease.

Failure to disclose a conflict of interest may result in disciplinary action.

You must declare any interest that may conflict or be perceived to conflict with Lendlease, or may otherwise adversely affect Lendlease, by reporting the situation to your manager. You must not engage in any dealings where you have an actual or potential conflict.

If you are unsure whether a potential conflict has arisen, or if you have any questions about conflict of interest issues, you should contact your local General Counsel or legal team.

Code of Conduct

We must comply with Lendlease's Securities Trading Policy

Employees must comply at all times with Lendlease's Securities Trading Policy.

Insider Trading

Insider trading is prohibited by law as well as the Securities Trading Policy. As a general rule, if you have information about Lendlease (or any other company) which:

- is not generally available to the market/public; and
- is "material",

you must not deal in that entity's securities, pass that information on to another person or encourage another person to deal in that entity's securities.

"Material" information is information which a person, who commonly trades in securities, would be likely to consider important in deciding whether to buy or sell a company's securities. By "securities" we mean shares, units or any form of derivatives such as warrants or options.

Further restrictions on trading in Lendlease securities

Employees must not buy or sell Lendlease securities between close of the financial year (30 June) or half year (31 December), and a day which is at least the next business day after the announcement of our results.

In addition, Directors and other designated executives may only deal in Lendlease securities during specific trading windows set out in the Securities Trading Policy.

We must not make unauthorised gains or payments, or engage in corrupt conduct

Gifts and Entertainment

As a general rule, you should not accept or offer anything of value such as gifts, entertainment, meals, services, discounts, gratuities or other gains (gifts and entertainment) to or from any person who conducts business with any Lendlease company without prior approval from your manager or regional CEO (unless the value of the gift or entertainment is below monetary thresholds set by Lendlease, and is not considered inappropriate).

Bribery and Corruption

Lendlease prohibits all forms of bribery and corrupt conduct, including the offering, promising or giving, or requesting, agreeing to receive or accepting, directly or indirectly of bribes or "facilitation payments" (payments to speed up routine legal actions) to anyone.

Code of Conduct

You must not:

- engage in;
- induce or facilitate someone else to engage in; or
- permit an agent or representative of Lendlease to engage in,

any form of bribery or corrupt conduct. This applies irrespective of whether the conduct involves individuals, incorporated or unincorporated organisations and/or public officials.

We must only use Lendlease assets as authorised for the benefit of Lendlease

Lendlease assets are critical to our business competitiveness and success. These assets include but are not limited to Lendlease brands, property, time, proprietary information, corporate opportunities and funds, and personal work equipment.

Lendlease assets are provided to you for conducting Lendlease business. You are responsible for using good judgement to ensure Lendlease's assets are not misused or wasted and complying with Lendlease limits of authority.

We must not disclose confidential information

Third Party Information

In the course of your employment, you may learn confidential information about our customers, suppliers, contractors and other parties with whom we conduct business. This information must not be used or disclosed unless in accordance with instructions from the party who provided the information. This includes not giving confidential information to other business units in Lendlease.

Lendlease Information

In the course of your employment, you may come across information relating to Lendlease's operations, strategy and finances. Unless otherwise advised, you must treat all information about Lendlease as confidential, and must not communicate any information of this nature to any person who is not authorised by Lendlease to see that information. This applies both during and after your employment with Lendlease.

We must treat everyone equally and fairly

Every employee has the right to be treated equally and with respect, dignity and courtesy. We all have the right to come to a work place that is free of discrimination and harassment.

It is the policy of Lendlease to manage its operations with a positive awareness of the spirit and intent of anti-discrimination, harassment and equal opportunity laws. We are an Equal Employment Opportunity employer and oppose discrimination in any form. We expect this

Code of Conduct

standard in our dealings with all our employees as well as our subcontractors and partners we work with.

As a general rule, you must not engage in any behaviour that intimidates, offends, degrades or humiliates a colleague, contractor, supplier, client or any other person who comes into contact with your operations. If you believe you have been discriminated against, harassed or bullied, you are encouraged to make a complaint to your Strategic Business Partner – People & Culture or your manager. All matters will be treated confidentially and professionally.

You must comply at all times with the Equal Opportunity Policy, and Harassment and Bullying Policy.

We must compete fairly

Lendlease is committed to fair competition in all markets in which we operate. When competing for business, we do so vigorously but fairly. This means you must:

- not intentionally mislead clients, business partners, competitors or the community;
- only use the Lendlease reputation in legitimate ways; and
- refuse to associate in illegal market practices such as price fixing schemes, misleading or deceptive conduct, misuse of market power or bid-rigging arrangements.

We must report accurately

Honest, accurate, timely and objective recording and reporting of information is essential to:

- Lendlease’s credibility and reputation;
- meeting Lendlease’s legal and regulatory obligations;
- meeting Lendlease’s responsibility to securityholders and other stakeholders; and
- informing and supporting our business decisions and actions.

All information that Lendlease employees prepare must accurately reflect transactions and events. Financial information must conform to generally accepted accounting principles and to Lendlease’s Accounting Policies.

Falsifying or creating misleading information can constitute fraud, and Lendlease does not tolerate fraud of any kind.

We must strive to achieve sustainable outcomes for our stakeholders

Lendlease aspires to be a sustainable organisation. This goes beyond sustaining the natural environment on which we depend for our commercial activity to a long-term goal of restoring the environment where our projects and operations are located.

Code of Conduct

before making business decisions We must strive to achieve sustainable outcomes for our stakeholders, and give all social and environmental impacts our full consideration when making business decisions.

We must not make unauthorised public statements We must take great care in public speaking engagements, media releases and official appearances to ensure that communicated information is correct and disclosed in accordance with the External Communications and Continuous Disclosure Policies and legal requirements. In accordance with the External Communications and Continuous Disclosure Policies, you must:

- immediately communicate all information that is required to be disclosed to the Investor Relations team or the Group General Counsel; and
- not make comments which may be construed as representing the official views of Lendlease.

Only the Group CEO and nominated executives are authorised to provide public comment on behalf of Lendlease. Regional CEOs (or their authorised representatives) may only comment on their particular region.

We must not make political donations on behalf of Lendlease Lendlease does not make political donations. Attendance at political and policy forums and functions requires the approval of your Regional CEO. If you have any doubts, you should refer to our Political Donations Policy.

We must be familiar with the business unit policies and procedures that relate to our work We must make ourselves aware of the global, regional and local business unit policies and procedures which apply to us and our roles. We must be clear on our limits of authority and never:

- exceed those limits by committing Lendlease verbally, in writing or by e-mail; or
- agree to restrict our business unit or any other business unit in Lendlease from competing in a market or from expanding into any new regions without the consent of the Group CEO.

You are expected to undertake all applicable training programmes provided by Lendlease which are designed to help you understand and comply with our policies and procedures.

We must help each other We should have an understanding of each other's responsibilities and actions. In this context, you may become aware of behaviour which seems to fail the "Lendlease test" (set out below).

Everyone needs help and guidance from time to time, particularly when faced with such an issue. Turning to colleagues for assistance in solving difficult problems shows good judgement and common sense. Don't be afraid to ask, and never be reluctant to help.



Code of Conduct

Questionable behaviour - we must take action

If you have any doubts as to whether conduct breaches our Code of Conduct, you are encouraged to take action. In the normal course, concerns should be raised with your manager. Alternatively, concerns about unethical or illegal business conduct can be reported under our Code of Conduct Breach Reporting Policy or supplementary reporting procedures available in your region.

After an appropriate investigation, any employee who is found to have violated this Code of Conduct will be subject to disciplinary measures, as determined by Lendlease, which may include termination.

The Lendlease test

If you are in doubt as to whether anything you are contemplating might breach this Code of Conduct, apply the Lendlease test: "Would I be willing to see what I'm doing or about to do described in detail on the front page of a national newspaper to be read by family and friends?"

If there is an activity which you are proposing to undertake that involves no legal impropriety but fails this test, you should not undertake that activity even if it is not expressly prohibited by this Code of Conduct.

Further information and related materials

Related information	Description
Employee Conduct Guide	The Employee Conduct Guide supplements this Code of Conduct.
Code of Conduct Breach Reporting Policy	This policy provides guidance on breaches to this Code of Conduct.
Code of Conduct Breach Reporting Procedure	This procedure provides guidance on how to report a breach of this Code of Conduct.
Group Policies	All Group policies are housed on Pulse.

Contact	Details
Business Conduct Officers	Key contacts
Corporate Affairs	
General Counsel and Company Secretary	
Strategic Business Partners – People & Culture	Key contacts