

## CODE OF CONDUCT

---

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 Lend Lease Corporation Limited and Lend Lease Responsible Entity Limited (as responsible entity of Lend Lease Trust) (**Lend Lease**). The Boards and the Executive Management Team of Lend Lease 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 Lend Lease 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

#### 1. Respect

We respect the ideas, culture, views and the health and safety of all people.

#### 2. Integrity

Integrity is non-negotiable. We don't do it if it compromises the individual or Lend Lease's integrity. In particular, we will not compromise on safety either within our organisation or in doing business with any of our clients or suppliers.

#### 3. Innovation

We challenge and seek to find a better solution, think outside the box and dare to do things differently. We are innovative and creative – we don't just do it because we did it yesterday.

#### 4. Collaboration

We redefine the way our business works by truly sharing knowledge, building on this and drawing insights. Through teamwork we value the insights of others and build on them - we truly take the time to help.

#### 5. Excellence

We strive for excellence in all we do. It is evident not only in the products and services we deliver, but in how we deliver them. Our employees embody excellence - whether it be in the decisions they make, the products they build, or the service they deliver. On construction sites in particular, but everywhere, excellence equals zero incidents.

#### 6. Trust

We insist on transparency and accountability from our people so that our business can achieve its goals. We build trusted relationships with our clients, partners and colleagues. We earn each other's trust and the trust of our shareholders, partners and the communities in which we operate to do our best to deliver in their best interests.

### Standards of Conduct

#### **We must obey the law**

Lend Lease 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 Lend Lease 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**

Lend Lease 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 Lend Lease, or cast doubt on an employee's ability to act appropriately regarding the interests of Lend Lease. This includes any situation that benefits an individual to the detriment of Lend Lease.

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 Lend Lease, or may otherwise adversely affect Lend Lease, 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.

**We must comply with Lend Lease's Securities Trading Policy**

Employees must comply at all times with Lend Lease'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 Lend Lease (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 Lend Lease securities**

Employees must not buy or sell Lend Lease 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 Lend Lease 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 Lend Lease company without prior approval from your manager or regional CEO (unless the value of the gift or entertainment is below monetary thresholds set by Lend Lease, and is not considered inappropriate).

#### **Bribery and Corruption**

Lend Lease prohibits all forms of corrupt conduct, including the offering of bribes or “facilitation payments” (payments to speed up routine legal actions) to anyone.

You must not:

- engage in;
- induce or facilitate someone else to engage in; or
- permit an agent or representative of Lend Lease to engage in, any form of corrupt conduct.

**We must only use Lend Lease assets as authorised for the benefit of Lend Lease**

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

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

#### **Lend Lease Information**

In the course of your employment, you may come across information relating to Lend Lease's operations, strategy and finances. Unless otherwise advised, you must treat all information about Lend Lease as confidential, and must not

communicate any information of this nature to any person who is not authorised by Lend Lease to see that information. This applies both during and after your employment with Lend Lease.

**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 Lend Lease 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 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 Human Resources Manager 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**

Lend Lease 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 Lend Lease 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:

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

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

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

**We must strive to**

Lend Lease aspires to be a sustainable organisation. This goes beyond

<b>achieve sustainable outcomes for our stakeholders before making business decisions</b>	<p>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.</p> <p>We must strive to achieve sustainable outcomes for our stakeholders, and give all social and environmental impacts our full consideration when making business decisions.</p>
<b>We must not make unauthorised public statements</b>	<p>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 Policy and legal requirements.</p> <p>In accordance with the External Communications and Continuous Disclosure Policy, you must:</p> <ul style="list-style-type: none"><li>• immediately communicate all information that is required to be disclosed to the Investor Relations team or the Group General Counsel; and</li><li>• not make comments which may be construed as representing the official views of Lend Lease.</li></ul> <p>Only the Group CEO and nominated executives are authorised to provide public comment on behalf of Lend Lease. Regional CEOs (or their authorised representatives) may only comment on their particular region.</p>
<b>We must not make political donations on behalf of Lend Lease</b>	<p>Lend Lease 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.</p>
<b>We must be familiar with the business unit policies and procedures that relate to our work</b>	<p>We must make ourselves aware of the global, regional and local business unit policies and procedures which apply to us and our roles.</p> <p>We must be clear on our limits of authority and never:</p> <ul style="list-style-type: none"><li>• exceed those limits by committing Lend Lease verbally, in writing or by e-mail; or</li><li>• agree to restrict our business unit or any other business unit in Lend Lease from competing in a market or from expanding into any new regions without the consent of the Group CEO.</li></ul> <p>You are expected to undertake all applicable training programmes provided by Lend Lease which are designed to help you understand and comply with our policies and procedures.</p>
<b>We must help each other</b>	<p>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 "Lend Lease test" (set out below).</p> <p>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.</p> <p>Don't be afraid to ask, and never be reluctant to help.</p>
<b>Questionable</b>	<p>If you have any doubts as to whether conduct breaches our Code of Conduct,</p>

**behaviour - we must  
take action**

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 Lend Lease, which may include termination.

**The Lend Lease test**

If you are in doubt as to whether anything you are contemplating might breach this Code of Conduct, apply the Lend Lease 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.

Approved by the Board on 13 August 2010.