



**AUDIT, RISK & COMPLIANCE COMMITTEE CHARTER
LEND LEASE PRIMELIFE GROUP (LLP)
COMPRISING
LEND LEASE PRIMELIFE LIMITED
AND
LEND LEASE VILLAGES RESPONSIBLE ENTITY LIMITED
AS RESPONSIBLE ENTITY OF
THE LEND LEASE PRIMELIFE TRUST**

Effective Date	5 June 2009
Approved by	Boards of Lend Lease Primelife Limited and Lend Lease Villages Responsible Entity Pty Limited



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1. Objectives

The Audit, Risk & Compliance Committee (**Committee**) has been established by the Boards of Lend Lease Primelife Limited (**Company**) and Lend Lease Villages Responsible Entity Limited (**Responsible Entity or LLVRE**), in its capacity as responsible entity of the Lend Lease Primelife Trust (**Trust**), to support and advise the Boards in fulfilling the Group's responsibilities by:

- (a) assisting the Boards in fulfilling their oversight responsibilities for the financial reporting process, the system of internal control relating to all matters affecting the Group's financial performance and the audit process relating to the Group;
- (b) implementing and supervising the Group's risk management framework for the Group; and
- (c) assisting the Boards to discharge its responsibilities under the Compliance Plan adopted by the Responsible Entity for the Trust (Compliance Plan) and to monitor compliance with laws and regulations applicable to the Group.

2. Authority

The Audit, Risk & Compliance Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is empowered to:

- (a) retain outside counsel, accountants, or others to advise the Committee or assist in the conduct of an investigation;
- (b) seek any information or explanations it requires from employees — all of whom are directed to cooperate with the Committee's requests — or external parties; and
- (c) meet with the Group's officers, internal or external auditors (with or without management present) or outside counsel as necessary.

3. Specific responsibilities

In order to fulfil its responsibilities to the Boards, the Committee will:

3.1 Financial Audit & Reporting

(a) Financial Statements

- Review the financial statements of the Group for the half year and full year, and consider whether they are complete, consistent with information known to Committee members, and reflect appropriate accounting policies and principles.
- Receive and consider in connection with the full year financial statements the Managing Director's and Chief Financial Officer/Financial Controller's letter of representation to the Board in respect of financial reporting for the Group, including a declaration in respect of those matters described in section 295A of the Corporations Act, and the adequacy and effectiveness of the Group's risk management, internal compliance and control systems for the Group and the process and evidence the Managing Director and Chief Financial Officer/Financial Controller adopted to satisfy themselves on these matters. Although not required by section 295A of the Corporations Act, half year representation letters will also be provided to the Boards as best practise.
- Review the financial sections of the Group's annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
- Review with management and the external financial auditors the results of the financial audit of the Group.

(b) Internal Control

- Review the effectiveness of the Group's internal controls regarding all matters affecting the Group's financial performance and financial reporting, including information technology security and control.
- Review the scope of internal and external auditors' review of internal control, review reports on significant findings and recommendations, together with management's responses, and recommend changes from time to time as appropriate.

(c) Internal Audit

- Review with management and the internal auditor, the charter, plans and activities of the internal audit activity.
- Meet with the internal auditor to review reports and monitor management response.
- Meet separately with the internal auditors, when necessary, to discuss any matters that the Committee or internal auditors believe should be discussed privately.
- Review the effectiveness of the internal audit activity.

- Ensure there are no unjustified restrictions or limitations on the internal auditor, and review and provide recommendations to the Boards in relation to the appointment, replacement or dismissal of the internal auditor.
- (d) External Financial Audit
- Recommend to the Boards the appointment and removal of the external financial auditors of the Group and review the terms of engagement.
 - Review the external financial auditors' proposed audit scope and approach.
 - Meet with the external financial auditors to review reports, and meet separately, at least once a year, to discuss any matters that the Committee or external financial auditors believe should be discussed privately without the presence of management.
 - Establish policies as appropriate in regards to independence of the external financial auditors.
 - Review and confirm the independence of the external financial auditors by obtaining statements from such auditors on relationships between the external financial auditors, the Company, the Trust and the Responsible Entity, including non-audit services, and discussing the relationships with the external financial auditors.
 - Review the performance of the external financial auditors, and consider the re-appointment and proposed fees of the external financial auditors and, if appropriate, conduct a tender of the audit. Any subsequent recommendation following the tender for the appointment of an external financial auditor will be put to the Boards and then if a change is approved it will be put forward to Group's securityholders for their approval if such approval is required.

3.2 Risk Management

- Consider the overall risk management framework for the Group and review its effectiveness in meeting sound corporate governance principles, and keep the Boards informed of all significant business risks of the Group.
- Review with management the system for identifying, managing, and monitoring the key risks of the Group.
- Obtain reports from management on the status of any key risk exposures or incidents.

3.3 Compliance

- Monitor to what extent the Responsible Entity complies with the Trust's Compliance Plan and report on its findings to the Board.
- Report to the Boards:
- any breach of the Corporations Act involving the Trust;

- any breach of the Trust's Constitution,
- any breach of the RE's Australian financial services (AFS) Licence;
- of which the Committee becomes aware or that it suspects.
- Report to the Australian Securities and Investments Commission if the Committee is of the view that the Responsible Entity has not taken, or does not propose to take, appropriate action to deal with a breach of the Corporations Act or the Trust's Constitution.
- Assess at regular intervals whether the Compliance Plan is adequate, report to the Board on the assessment and make recommendations to the Board of the Responsible Entity about any changes that the Committee considers should be made to the Compliance Plan.
- Obtain regular updates from management and the Trust's compliance manager regarding compliance matters.
- Review the effectiveness of the system for monitoring compliance with laws and regulations affecting the Trust and the Responsible Entity (in its capacity as responsible entity of the Trust) and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- Review the findings of any examinations by regulatory agencies.
- Review the process for communicating the code of conduct to the Responsible Entity's personnel, and for monitoring compliance therewith.

3.4 Reporting and Other Responsibilities

(a) Reporting Responsibilities

- Regularly report to the Board about Committee activities, issues, and related recommendations.
- Provide an open avenue of communication between internal audit, the external financial auditors, the Compliance Plan auditors and the Board. For the purpose of supporting the independence of their function, the external financial auditors, the Compliance Plan Auditors and the internal auditor have a direct line of reporting access to the Committee.
- Report annually to the Trust's unitholders, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by law or the ASX Listing Rules.
- Review any other reports the Responsible Entity issues that relate to Committee responsibilities.

(b) Other Responsibilities

- Perform other activities related to this Charter as requested by the Board.
- Institute and oversee special investigations as needed.

- Confirm annually that all responsibilities outlined in this Charter have been carried out.
- Evaluate the Committee's and individual members' performance on a regular basis.

4. Composition

- The Committee will comprise a minimum of three and a maximum of six directors.
- There must be a majority independent non-executive Directors who are financially literate. At least one member must have expertise in financial reporting.
- The Board may appoint or replace members to or from the Committee by resolution. Members of the Committee may withdraw from membership by written notice to the Chairman of the Board.
- The Board will nominate the Chairman of the Committee from time to time (who shall not be the Chairman of the Board).

5. Procedural requirements

- (a) The Committee will meet as required but not less than four times a year.
- (b) A quorum of the Committee will comprise two members, although all members are expected to attend (either in person or by conference call or similar means) and participate.
- (c) If the Chairman is absent from a meeting and no acting Chairman has been appointed, the members present may choose one of them to act as Chairman for that meeting.
- (d) Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- (e) Each member of the Committee will have one vote.
- (f) The Chairman will not have a casting vote. If there is a tied vote, the motion will lapse.
- (g) The Committee may seek such independent legal, accounting or other professional advice or assistance from any external parties as it may consider necessary or desirable to fulfil its objectives, at the reasonable expense of the Trust.
- (h) Following each meeting the Chairman will report to the Board on any matter that should be brought to the Board's attention, and on any recommendation of the Committee that requires Board approval or action.
- (i) Minutes of meetings of the Committee will be prepared for approval by the Committee and circulated to the members of the Board.

- (j) The Company Secretary will provide such assistance as may be required by the Chairman in relation to preparation of the agenda, minutes or papers for the Committee.
- (k) As necessary or desirable, the Chairman may invite members of management, including the head of internal audit and representatives of the external financial auditors, the Compliance Plan auditor or other external advisors, to be present at meetings of the Committee.

6. Annual review

The Committee will prepare and provide to the Boards annually:

- (a) a self-evaluation of its performance against its Charter, goals and objectives;
- (b) recommended goals and objectives for the coming year; and
- (c) recommended changes or improvements to its Charter if necessary.

The annual review may be done by way of an oral report to the Boards by the Chairman of the Committee.

7. Revisions of this Charter

This Charter of the Committee must be approved by the Boards.

The Committee is responsible for review of the effectiveness of this Charter and the operations of the Committee and to make recommendations to the Boards of any amendments.