

# Jones Lang LaSalle Incorporated

## Charter of the Compensation Committee of the Board of Directors

(Adopted July 28, 2003 and amended May 25, 2005 and May 27, 2009)

### **Purpose**

This Charter establishes the basic principles under which the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Jones Lang LaSalle Incorporated, a Maryland corporation (the “Company”) shall operate.

The Committee, which is appointed by, and acts on behalf of the Board, shall:

- Formulate, evaluate and approve the compensation of the members of the Company’s Global Executive Committee (including any successor committee that serves as the highest-level internal management committee for the Company and whose membership includes the Company’s Chief Executive Officer, the “GEC”) and otherwise assist the Board in discharging the Board’s responsibilities relating to the compensation of the Company’s executives;
- Supervise the establishment and implementation of all compensation programs involving the use of the Company’s stock or the stock of any of its subsidiaries; and
- Produce an annual report on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of shareholders, in accordance with applicable rules and regulations.

### **Charter Issuer and Owner**

The Committee shall be responsible for the content of the Charter, subject to final approval and adoption by the Board.

### **Membership**

The Committee shall be comprised of at least three non-Executive Directors as determined by the Board, each of whom shall be independent directors and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Committee members shall meet the independence requirements of the New York Stock Exchange and, if any, of the United States Securities and Exchange Commission (the “SEC”).

Committee members shall also be required to meet the definitions of (i) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” within the meaning of Section 162(m) of the Internal

Revenue Code of 1986, as amended. Rule 16b-3 defines a “non-employee director” as a person who is not currently an officer of the Company (or a parent or subsidiary of the Company), does not receive significant direct or indirect compensation from the Company for any services performed other than services as a director and does not have an interest in any significant transactions or business relationships with the Company. Section 162(m) defines a director as an “outside director” if the director is not a current or former employee of the Company and if the director does not receive significant direct or indirect compensation in any capacity other than as a director.

Committee members shall be elected by the Board on the recommendation of the Nominating and Governance Committee of the Board. Committee members may be replaced by the Board in its discretion. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

### Meetings

The Committee shall meet at least twice each year and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings. The Chair, in consultation with Committee members, shall determine the length of the meetings. The Chair, taking into account the recommendations of Committee members and in consultation with the appropriate members of management, will establish the agenda for each Committee meeting. Sufficient time to consider the agenda items shall be provided. Each Committee member may raise at any regular Committee meeting subjects for discussion that are not on the meeting’s formal agenda.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent (which may be evidenced by an electronic transmission as contemplated under the Company’s By-Laws) or by conference communication by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person.

Insofar as practicable, information to inform the Committee about the Company’s business, performance and prospects, and regarding recommendations for action by the Committee, shall be made available to the Committee within a reasonable period of time before meetings. Information should be relevant, concise and timely. Requests for action by the Committee shall include the recommendation of management and be supported by any historical or analytical data which may be useful to the Committee in making a determination as to the advisability of the matter.

Minutes of each meeting will be provided to each Board member to assure that the Board remains fully apprised of topics discussed and actions taken. The Chair will also regularly report to the Board regarding Committee matters.

The Committee may, in its discretion, during executive sessions meet separately with members of management and, if desired, the Company’s internal auditors and/or its independent auditor. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditors to attend a meeting of the

Committee or to meet with any members of, or consultants to, the Committee. Similarly, the Company's independent auditors, internal auditors, counsel and financial management shall have full access to the Committee and each is responsible for bringing before the Committee or the Chair in a timely manner any matter appropriate to the discharge of the Committee's responsibilities.

### **Committee Authority and Responsibilities**

To fulfill its responsibilities and duties, the Committee shall have the full authority of the Board to act or exercise corporate powers with respect to the following matters:

1. Establish a compensation program for members of the GEC designed to (i) enhance the profitability of the Company and increase shareholder value, (ii) reward such executive officers for their contribution to the Company's growth and profitability, (iii) recognize their individual initiative, leadership, achievement and other contributions, (iv) provide competitive compensation that will attract and retain qualified executives to the GEC and otherwise and (v) effectively align compensation opportunities with prudent risk-taking.
2. Subject to variation where appropriate, the compensation program for members of the GEC shall generally include (i) base salary, which shall be set on an annual or other periodic basis, (ii) annual or other time- or project-based incentive compensation, which shall be awarded for the achievement of predetermined financial, project, strategic or other designated objectives of the Company as a whole and of such executive officers individually, and (iii) incentive compensation in the forms of equity participation and other awards with the goal of aligning, where appropriate, the long-term interests of such executive officers with those of the Company's shareholders and otherwise encouraging the achievement of superior results over an extended time period.
3. Review competitive practices and trends to determine the adequacy of the compensation program for the GEC.
4. Review and consider participation and eligibility in the various components of the overall GEC compensation program.
5. Annually review and approve corporate goals and objectives relevant to the compensation of the members of the GEC, evaluate the performance of the individual members of the GEC in light of those respective goals and objectives, and determine the compensation of the members of the GEC based on this evaluation.
6. Approve employment contracts, severance arrangements, change in control provisions and other agreements for members of the GEC and, in its discretion, the overall programs under which any such arrangements may be offered to other employees of the Company.
7. In its discretion, approve and administer compensation and deferred compensation plans for Company executives generally (including any modification to such plans) and exercise oversight with respect to performance objectives and funding for executive incentive plans generally.

8. Approve and oversee compensation programs involving the use of the Company's stock; and, where required, submit equity compensation matters to the Company's shareholders.
9. As appropriate in the discretion of the Committee, hire experts in the field of executive compensation to assist the Committee with its evaluation of director, CEO or senior executive compensation. The Committee shall have the sole authority to retain and to terminate such experts, and to approve the experts' fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of such fees.
10. Oversee the preparation of an annual report in the Company's proxy statement summarizing the compensation levels of members of the GEC and explaining the relationship between such executive compensation and the organization's performance, as required by the SEC.
11. In its discretion, periodically review executive supplementary benefits and, as appropriate, the organization's retirement, benefit, and special compensation programs involving significant cost; serve as the fiduciary or administrative committee for benefit plans as appropriate or, in the discretion of the Committee and as permitted by law, delegate such authority to such subcommittees of the Committee or to such management committees as the Committee shall determine.
12. In its discretion, (i) Form and delegate authority to subcommittees when appropriate and (ii) in the case of employees other than those on the GEC, delegate authority for executive compensation to the CEO and the GEC either explicitly or through course of performance.
13. Make regular reports to the Board regarding its activities and decisions.
14. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
15. Annually evaluate its own performance and, in its discretion, take such actions as it may deem appropriate in response.
16. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

The compensation of the Non-Executive members of the Board of Directors shall be separately determined by the Nominating and Governance Committee of the Board.