

# Jones Lang LaSalle Incorporated

## Charter of the Nominating and Governance Committee of the Board of Directors

(Adopted July 28, 2003)

### **Purpose**

This Charter establishes the basic principles under which the Nominating and Governance 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:

- Identify qualified candidates for director and recommend to the Board the director nominees for each annual meeting of shareholders;
- Identify and recommend to the Board qualified candidates to fill vacancies on the Board occurring between annual meetings of the shareholders;
- Recommend to the Board director nominees for each committee of the Board;
- Develop and recommend to the Board corporate governance guidelines applicable to the Company and periodically review and evaluate such guidelines and recommend to the Board any changes; and
- Lead the Board in its annual review of the Board’s performance.

To assist in carrying out its duties, the Committee shall have the authority to retain and terminate one or more search firms to be used to identify candidates to serve as a director, including the authority to approve the search firm’s fees and other retention terms. In addition, the Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

### **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 consist of all of the non-Executive Directors serving on the Board at any time. All of the members of the Committee shall be independent in accordance with the requirements of the New York Stock Exchange and, to the extent applicable, the rules of the United States Securities and Exchange Commission (“Independent Directors”). The members of the Committee who are within a class of directors standing for re-election to the

Board at the then next annual meeting of stockholders shall not participate in the Committee's deliberations regarding its recommendations with respect to director elections.

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 annually 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 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, meet with management, its internal auditors and its independent auditors in separate executive sessions. 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. Adopt and periodically review the criteria for the selection of directors and members of Board committees and, when necessary, conduct searches for and otherwise aid in attracting highly qualified candidates to serve on the Board, including candidates recommended by shareholders.
2. Review the qualifications of new candidates for Board membership and the performance of incumbent directors whose terms are to expire at the next annual meeting of shareholders.
3. Recommend to the Board those persons (i) to be nominated to stand for election to Board membership by the shareholders and (ii) to be elected by the Board to fill vacancies and newly created positions on the Board.
4. Periodically review the compensation paid to non-Executive Directors for their services as members of the Board and its committees and make recommendations to the Board for any appropriate adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation paid to directors for their services as such. Directors who are also members of the Company's executive management shall not receive any additional compensation for service as a member of the Board or any of its committees.
5. Periodically review and bring to the attention of the Board current and emerging trends in corporate governance issues and how they may affect the business operations of the Company.
6. Periodically review the Company's Corporate Governance Guidelines and recommend appropriate changes to the Board.
7. Review and oversee the annual Board and Committee evaluation process.
8. Periodically review the structure, size, composition and operation of the Board and each committee of the Board and recommend committee assignments to the Board, including rotation, re-assignment or removal of any committee member.
9. Oversee and periodically review the orientation program for new directors and continuing education programs for existing directors.
10. Cause management to brief the Board, at least once annually, on the current liability insurance in place covering the Company's indemnification obligations to directors and officers.
11. Form and delegate authority to subcommittees when appropriate.
12. Make regular reports to the Board.
13. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

14. Annually evaluate its own performance.

15. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

# Jones Lang LaSalle Incorporated

## Statement of Qualifications for Members of the Board of Directors

(Adopted July 28, 2003)

### **Statement of Overall Principles**

The Board of Directors (the “Board”) of Jones Lang LaSalle Incorporated (the “Company”) should be composed of individuals who have demonstrated notable or significant achievements in business, education or public service. In addition, the members of the Board should possess the acumen, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to the deliberations of the Board. Importantly, the members of the Board must have the highest ethical standards, a strong sense of professionalism and a dedication to serving the interests of all the shareholders and be able to make himself or herself readily available to the Board in the fulfillment of his or her duties. For a member of the Board who is also an employee of the Company, he or she should be a member of the executive management of the Company who has, or is in a position to have, a broad base of information about the Company and its business. All members of the Board must also satisfy all additional criteria for Board membership that may be set forth in the Company’s Corporate Governance Guidelines.

### **Particular Attributes**

The overall ability and experience of an individual should determine his or her suitability and should be assessed in the context of the then current composition of the Board as a whole. Although not exclusive, the following attributes and qualifications should be considered in evaluating the incumbency or candidacy of an individual for service as a member of the Board:

Management and Leadership Experience. A member of the Board must have extensive experience in business, education or public service. He or she should therefore hold or have held any of:

- a senior managerial position in a significant public corporation or a recognized privately held entity;
- a significant faculty or administrative position at a prominent educational institution;
- a senior position in a significant governmental position; or
- a senior position in a significant nonprofit organization.

Skilled and Diverse Background. Within the context of the global nature of the Company’s business, the composition of the Board as a whole and the perceived needs of the Board at a particular time, a member of the Board should bring to the Board a diverse range of skills, perspectives and experience. The following attributes, among others that may be appropriate, should therefore be considered in assessing the contribution that an individual would make to the Board:

- an understanding of financial reporting and internal control principles or financial management experience;
- international and multi-cultural experience and understanding; and
- the aptitude and experience to fully appreciate the legal responsibilities of a director and the governance processes of a public company.

Integrity and Professionalism. Each member of the Board must have the highest ethical standards, a strong sense of professionalism and be prepared to serve the interests of the shareholders. Among other attributes that may be appropriate, a member of the Board should therefore:

- exhibit independence, objectivity and a commitment to the Company's Corporate Governance Guidelines and its Code of Business Ethics;
- the personal qualities of intelligence, self-assuredness, inter-personal skills, commitment, communication skills, inquisitiveness, objectivity, practical wisdom and mature judgment;
- a willingness to commit, as well as have, sufficient time to discharge his or her duties to the Board; and
- the ability to be able to develop and maintain a good working relationship with the other members of the Board and with the senior management of the Company.