

Jones Lang LaSalle Incorporated

Charter of the Compensation Committee of the Board of Directors

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

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 Company’s executive officers and key employees and otherwise assist the Board in discharging the Board’s responsibilities relating to the compensation of the Company’s executives;
- Oversee 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.

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 management, the internal auditors and the 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 executives designed to (i) enhance the profitability of the Company and increase shareholder value, (ii) reward executive officers for their contribution to the Company's growth and profitability, (iii) recognize individual initiative, leadership, achievement and other contributions, and (iv) provide competitive compensation that will attract and retain qualified executives. For avoidance of doubt, the compensation of members of the Board shall be separately determined by the Nominating and Governance Committee of the Board.
2. Subject to variation where appropriate, the compensation policy for executive officers and other key employees shall 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, research or other designated objectives of the Company as a whole and of the executive officers and key employees individually, and (iii) long-term incentive compensation in the forms of equity participation and other awards with the goal of aligning, where appropriate, the long-term interests of executive officers and other key employees 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 executive compensation program.
4. Review and consider participation and eligibility in the various components of the total executive compensation package.
5. Annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), and evaluate the CEO's performance in light of those goals and objectives, and determine the CEO's compensation levels based on this evaluation.
6. Annually review and make recommendations to the Board with respect to compensation of executive officers of the Company, other than the CEO, and key employees.
7. Approve employment contracts, severance arrangements, change in control provisions and other agreements for executive officers of the Company and the overall programs under which any such arrangements may be offered to other employees of the Company.
8. Approve and administer cash incentives and deferred compensation plans for executives (including any modification to such plans) and oversight of performance objectives and funding for executive incentive plans.

9. 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.
10. 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.
11. Prepare an annual report summarizing top executives' compensation levels and explaining the relationship between executive compensation and the organization's performance, as required by the SEC.
12. 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.
13. Form and delegate authority to subcommittees when appropriate.
14. Make regular reports to the Board.
15. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
16. Annually evaluate its own performance.
17. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.