

EXHIBIT B

KENNEDY-WILSON HOLDINGS, INC.

CHARTER OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The purpose of the Environmental, Social and Governance Committee (the “**Committee**”) of Kennedy-Wilson Holdings, Inc. (the “**Company**”) shall be to provide assistance to the Board of Directors of the Company (the “**Board**”) in overseeing the Company’s environmental, social and governance (“**ESG**”) strategies, initiatives and policies. The Committee shall undertake the specific responsibilities and duties set forth in this Charter and such other duties as the Board may from time to time prescribe.

II. STRUCTURE OF OPERATIONS

Membership

The Committee shall be comprised of three or more directors as determined by the Board (upon the recommendation of the Nominating Committee). At least a majority of the members of the Committee shall be “independent” directors as defined in the Company’s Corporate Governance Guidelines and consistent with the New York Stock Exchange listing standards.

Appointment and Removal

The members of the Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. The Board shall also designate one member to be the chairperson of the Committee. The chairperson shall chair all regular sessions of the Committee and set agendas for all Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee composed of one or more members of the Committee, when it deems it appropriate and in the best interests of the Company. The Committee may delegate to one or more officers of the Company the authority to finalize documentation for transactions and/or policies approved by the Committee; provided that such delegation is in compliance with all of the other governing documents of the Company and applicable law. In the event of such delegation, the delegated officer(s) shall report to the Committee on any actions taken.

III. MEETINGS

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The chairperson of the Committee, in consultation with other

Committee members and management, shall determine the frequency and length of the Committee meetings. The Committee may invite to its meeting any director, employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

At all meetings of the Committee, a majority of the total number of members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. A member of the Committee shall abstain from voting on any transaction in which he or she has, or may have, a conflict of interest, and shall disclose such conflict of interest to the Committee prior to participating in any discussions regarding the transaction.

The Committee will keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company and will report its actions and recommendations to the Board after each Committee meeting and as the Board may further request.

IV. RESPONSIBILITIES

In discharging its responsibilities and duties, the Committee shall:

1. Oversee and review the Company's ESG strategies, initiatives and policies, including the Company's ESG-related reporting and disclosures, and updates thereto.
2. Oversee and review periodic updates from the Company's Global ESG Committee on material ESG matters, including progress toward key ESG objectives and overall ESG performance.
3. In conjunction with the Compensation Committee oversee and review the Company's culture and human capital management strategy, initiatives and policies, including the Company's inclusion, diversity, and equity efforts.
4. In conjunction with the Audit Committee oversee the Company's risk management and oversight programs and performance related to material ESG matters affecting the Company.
5. Periodically review and the adequacy of this Charter and recommend any proposed changes for approval by the Board.
6. Perform any other activities that the Board may deem necessary, advisable or appropriate for the Committee to perform.

V. RESOURCES AND AUTHORITY

The Committee shall have available to it the resources and authority appropriate to discharge its duties and responsibilities, including support from the Company's management. The Committee shall also have the sole authority to select, retain and terminate (and approve or ratify the fees and other retention terms of) special or independent counsel, accountants, consultants and other advisors, as it deems necessary or appropriate. The Company shall provide appropriate

funding to allow the Committee to compensate any advisors retained by the Committee and to pay for ordinary administrative expenses of Committee.