

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER FOR  
THE OF THE BOARD OF DIRECTORS OF DOUGLAS EMMETT, INC.**

**ADOPTED AS OF OCTOBER 23, 2006**

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**I. PURPOSE OF THE COMMITTEE**

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Douglas Emmett, Inc. (the "Company") shall be to identify and to recommend to the Board, individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and to oversee the evaluation of the Board and the Company's management.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more directors, as determined from time to time by the Board, based on the recommendations of the Committee. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the "NYSE"), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. The chairperson of the Committee shall rotate at least once every three (3) years.

Any vacancy on the Committee shall be filled by the Board, and no member of the Committee shall be removed except by the Board, in each case based on the recommendations of the Committee.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions.

The chairperson of the Committee (or in his or her absence, a member designated by the chairperson) shall preside at each meeting of the Committee and, in consultation with the other Committee members and management, set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee or the Company's Corporate Governance Guidelines.

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The Committee will have the following duties and responsibilities:

##### **A. Board Composition and Procedures**

- (a) Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE.
- (b) Review periodically the size of the Board and to recommend to the Board any appropriate changes.
- (c) Make recommendations on the frequency and structure of Board meetings.
- (d) Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

##### **B. Board Candidates and Nominees**

(a) Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. The Committee shall establish procedures to be followed by stockholders in submitting recommendations for Board candidates.

- (b) Review the background and qualifications of individuals being considered as director candidates. The Committee shall consider (i) whether each such nominee has demonstrated, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and (ii) the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities. Additional factors which the Committee may consider include a candidate's specific experiences and

skills, relevant industry background and knowledge, time availability in light of other commitments (such as service on other public company boards or on other governing boards), potential conflicts of interest, material relationships with the Company and independence from management and the Company. The Committee also may seek to have the Board represent a diversity of backgrounds and experience.(c)

Recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

- (d) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

### **C. Board Committees**

- (a) After consultation with the Chairman of the Board and the Chief Executive Officer and after taking into account the experiences and expertise of individual directors, make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
- (b) Monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
- (c) Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, if any, and to report any recommendations to the Board.
- (d) Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

### **D. Corporate Governance**

- (a) Develop, recommend to the Board and review on an annual basis a set of corporate governance guidelines for the Company, which

shall be consistent with any applicable laws, regulations and listing standards, including matters such as:

- i. Director qualification standards.
- ii. Director responsibilities.
- iii. Director access to management and, as necessary and appropriate, independent advisors.
- iv. Director compensation, including guidelines for determining the form and amount of director compensation, and for reviewing those guidelines, as appropriate.
- v. Director orientation and continuing education.
- vi. Management succession, including policies and guidelines for the selection and performance review of the chief executive officer, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer.
- vii. Annual performance evaluation of the Board.

- (b) Consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

***E. Evaluation of the Board and Committees***

The Committee shall be responsible for overseeing the evaluation of the Board as a whole as well as its individual members and committees and shall evaluate and report to the Board on the performance and effectiveness of the Board and those committees on an annual basis. The Committee shall establish procedures to allow it to exercise this oversight function.

**V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to identify director candidates and to approve such search firm's fees and other retention terms with any such fees to be borne by the Company.