

TRIZEC PROPERTIES, INC.

NOMINATING COMMITTEE

CHARTER

I. Purpose

The purpose of the Nominating Committee is to select qualified nominees to be elected to the board of directors (the “Board of Directors”) of Trizec Properties, Inc. (the “Corporation”) by the Corporation’s stockholders at the annual stockholder meeting, to select qualified persons to fill any vacancies on the Board of Directors, and to undertake such other duties and responsibilities as may from time to time be delegated by the Board of Directors to the Nominating Committee.

II. Membership Requirements

The Nominating Committee shall be comprised of that number of directors as the Board of Directors shall determine from time to time, such number not to be less than two in accordance with the Corporation’s by-laws (the “By-Laws”). The membership of the Nominating Committee shall meet all applicable requirements of the New York Stock Exchange (the “NYSE”) and the Securities and Exchange Commission (the “SEC”) and any other applicable laws, rules and regulations with respect to independence, as determined by the Board. The members of the Nominating Committee shall be appointed annually by the Board of Directors and may be removed at any time, with or without cause, by the Board of Directors. Either the Board of Directors or the members of the Nominating Committee may appoint the Chairman of the Nominating Committee.

III. Authority

In discharging its responsibilities, the Nominating Committee shall have authority to retain outside counsel or other consultants in the Nominating Committee’s sole discretion. The Nominating Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Nominating Committee shall have the authority to create subcommittees with such powers as the Nominating Committee shall from time to time confer.

IV. Responsibilities

The following are the general responsibilities of the Nominating Committee and are set forth only for its guidance. The Nominating Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose.

The Nominating Committee shall:

1. select a replacement Director when a vacancy on the Board of Directors occurs or is anticipated;

2. establish the criteria for evaluating and evaluate the qualifications of individuals for election as members of the Board of Directors, which criteria shall include, at a minimum, the following:
 - a. compliance with the independence and other applicable requirements of the NYSE and the SEC, all other applicable laws, rules regulations and listing standards, and the criteria, policies and principles set forth in the Corporation's Corporate Governance Principles and this Charter; and
 - b. the ability to contribute to the effective management of the Corporation, taking into account the needs of the Corporation and such factors as the individual's experience, perspective, skills, and knowledge of the industry in which the Corporation operates.
3. consider stockholder recommendations for possible nominees for election as members of the Board of Directors;
4. annually evaluate the qualifications of current members of the Board of Directors who are available for reelection, in light of the characteristics of independence, skills, experience, availability of service to the Corporation and tenure of its members, and of the Board's anticipated needs;
5. upon a significant change in a Director's personal circumstances or in the event a significant ongoing time commitment arises that may be inconsistent with a Director's service to the Board, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Principles, the continued Board membership of such member;
6. report to the Board of Directors its conclusions with respect to the matters that the Nominating Committee has considered;
7. review and reassess the adequacy of this charter of the Nominating Committee annually and submit any proposed modifications to the Board of Directors for approval; and
8. review and evaluate the Nominating Committee's performance annually with the committee or individual designated by the Board of Directors to undertake such review.

V. Meetings

Subject to the By-Laws and resolutions of the Board of Directors, the Nominating Committee shall meet not less than once a year at such time as the Chairman of the Nominating Committee shall designate. The Nominating Committee shall fix its own rules of procedure, and a majority of the number of members then serving on the Nominating Committee shall constitute a quorum. The Nominating Committee shall



keep minutes of its meetings, and all action taken by it shall be reported to the Board of Directors.