

THOMAS PROPERTIES GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES

(Adopted May 08, 2013)

Responsibility of the Board

The primary mission of the Board of Directors (the "**Board**") of Thomas Properties Group, Inc. (the "**Company**") is to advance the interests of the Company's stockholders by creating a valuable long-term business. The Board believes that this mission is best served by establishing a corporate culture of accountability, responsibility and ethical behavior through the careful selection and evaluation of senior management and members of the Board and by carrying out the Board's responsibilities with honesty and integrity.

The principal functions of the Board, some of which may be delegated to committees thereof, are the following:

- Evaluating the performance of the Company and its executive management, which includes (a) overseeing the conduct of the Company's business to evaluate whether it is being effectively managed, and (b) developing policies and principles for Chief Executive Officer selection and performance review, as well as policies for Chief Executive Officer succession;
- Reviewing, approving and monitoring the Company's major objectives and its strategies to achieve those objectives, and evaluating the Company's performance against those objectives and strategies;
- Authorizing all fundamental corporate changes and material transactions, such as material mergers, acquisitions, or divestitures and changes to the Company's capital structure, subject to approval of the Company's stockholders when and as required by law and the Company's governing documents and instruments related thereto;
- Providing advice and counsel to the Chief Executive officer and other executive management of the Company;
- Overseeing management with a goal of ensuring that the assets of the Company are safeguarded through the maintenance of appropriate accounting, financial and other controls;
- Overseeing processes for evaluating the adequacy of internal controls, risk management, financial reporting and legal and regulatory compliance;
- Reviewing and, where appropriate, approving major changes in, and determinations of other major issues related to, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- Reviewing and ratifying the form and amount of compensation of the Company's executive officers;
- Evaluating the overall effectiveness of the Board, as well as selecting and recommending to stockholders for election an appropriate slate of candidates for the Board; and
- Reviewing and establishing the form and amount of compensation for each of the directors, taking into account their responsibilities as such, including whether a director is the chairperson of any committee of the Board, and taking into account the form and amount of compensation paid to directors of a relevant peer group of other companies.

In discharging their obligations, directors should be entitled to rely on the honesty and integrity of the Company's senior executives, its internal and external auditors and its other outside professional advisors. Board members must base their actions on their good faith belief that they are acting in the best interests of the Company and its stockholders. Board members are expected to devote the time necessary to appropriately discharge their responsibilities and to rigorously prepare for and attend and participate in all Board meetings and meetings of Board committees on which they serve. Each Board member is expected to ensure that other commitments do not materially interfere with the member's service as a director for the Company.

Director Selection

Board Membership Criteria. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, at least annually, the appropriate skills and experience required of Board members. This assessment should include factors such as judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, real estate industry knowledge, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

Selection of Director Nominees. The Nominating and Corporate Governance Committee will recommend candidates for election to the Board in accordance with the policies and principles, including the nominations process, provided for in its charter and policies. An invitation to join the Board should be extended by the Board jointly through the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will be responsible for recommending the nomination of those incumbent directors it deems appropriate for re-election to the Board as part of the Committee's annual review and selection process.

Director Orientation and Continuing Education. The Company will establish and review periodically an orientation program for new directors that includes presentations by senior management. All directors will also be invited to participate in the orientation program. In addition, the Company will periodically provide opportunities for directors to visit the properties in which the Company owns an interest or which it manages in order to provide greater understanding of the Company's business and operations.

Board Composition

Independent Directors. A majority of the members of the Board must satisfy the applicable independence requirements set forth in the New York Stock Exchange (the "**NYSE**") rules and under applicable law. In addition to any other requirements that may be established by applicable law and/or the NYSE, a director will be considered independent if the Board affirmatively determines that the director has no material relationship with the Company (either directly, or as a partner, stockholder or officer of an organization that has a relationship with the Company). In determining whether a director has a material relationship with the Company, such that the director is not independent, the Board will broadly consider all relevant facts and circumstances. [However, a director is not independent if any of the following is true:

(a) the director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer, of the Company;

(b) the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

(c)(i) the director is a current partner or employee of a firm that is the Company's internal or external auditor; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (iv) the Director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time;

(d) the director or an immediate family member is, or has been with the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; or

(e) the director is a current employee, or an immediate family member of the Director is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

For purposes of subsections (a) through (e) above, (a) an "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home; and (b) references to the "Company" include any of the Company's direct and indirect subsidiaries.]¹

¹ The "independent" language is taken directly from NYSE Rule 303A.02.

Size of the Board. The Board presently has seven members. The Board determines the number of directors as permitted in the Company's bylaws and will periodically review the size of the Board based on recommendations of the Nominating and Corporate Governance Committee.

Service on Other Boards. Directors should advise the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board of directors (or similar body) of any other company. Additionally, the Chief Executive Officer and other executive officers must seek the approval of the Board before accepting membership on other boards (or similar bodies), including corporate and charitable boards.

Changes in Professional Responsibility. The Board should consider whether a change in an individual's professional responsibility directly or indirectly impacts that person's ability to fulfill his or her obligations as a director of the Company. Any director who is an employee of the Company should submit his or her resignation upon retirement, resignation or termination. The Board may accept or reject such resignation in its discretion after consultation with the Nominating and Corporate Governance Committee.

Term Limits. The Board does not believe it should establish term limits. While term limits could help insure that there are new ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, are able to provide an increasing contribution to the Board as a whole.

Retirement Policy. The Board does not believe that age alone should determine whether an individual should serve as a director and therefore does not believe that a mandatory retirement age for directors is appropriate.

Director Compensation and Performance

Compensation Policy and Review. It is the policy of the Board to provide non-employee directors with a mix of compensation, including an annual cash retainer and restricted stock grants. In addition, Board members are reimbursed for expenses incurred to attend Board and committee meetings. Proposed changes in Board compensation shall initially be reviewed by the Compensation Committee, but any changes in the compensation of directors shall require the approval of the Board. The Compensation Committee shall periodically review the status of Board compensation in relation to comparable companies and other factors the Compensation Committee deems appropriate. The Compensation Committee shall be sensitive to questions of independence that may be raised where directors' fees and perquisites exceed customary levels for companies of comparable scope and size. The Compensation Committee shall discuss its review with the Board.

Annual Performance Review. At least annually, the Nominating and Corporate Governance Committee shall oversee an evaluation of the performance of the Board and the Company's management against these guidelines. As part of this process, the Board will conduct a self-evaluation to determine whether the Board and its committees are functioning effectively.

Transactions with Directors and their Affiliates. Except for employment arrangements with the Chief Executive Officer and other management directors, the Company does not engage in transactions with directors or their affiliates if a transaction would cast into doubt the independence of a director, would present the appearance of a conflict of interest, or is otherwise prohibited by law, rule or regulation. This prohibition also includes significant business dealings with directors

or their affiliates, substantial charitable contributions to organizations in which a director is affiliated, and consulting contracts with, or other indirect forms of compensation to, a director. The Board will conduct an appropriate review of all related party transactions on an ongoing basis. The approval of any related party transaction may be made only by a committee of the Board consisting solely of independent directors.

Board Meetings

Schedule. Board meetings are scheduled in advance and held not less than quarterly. The Board holds special meetings as required.

Agendas. The Chairman of the Board, in consultation with other members of senior management, will establish the agenda for each Board meeting. Each Board member may submit items to be included on the agenda. Board members may also raise subjects that are not on the agenda at any meeting.

Distribution of Board Material. Information that is important to the Board's understanding of the Company's business should be distributed to the directors a reasonable period of time before the Board meeting.

Strategic Planning. The Board shall hold an annual strategic planning meeting. The timing and agenda of the strategic planning meeting shall be determined by the Chairman of the Board.

Meetings of Independent Directors. The independent directors shall meet at least quarterly in executive session at which only independent directors are present. Meetings of the independent directors should generally coincide with regularly scheduled Board meetings; however, a majority of the independent directors may call a meeting of the independent directors at any time.

Board Presentations and Access to Employees and Advisors. Directors shall have full access to officers and employees of the Company and, as necessary and appropriate, the Company's independent advisors, including legal counsel and independent accountants. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. Each director will use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, provide the Chairman of the Board with a copy of any written communications between a director and an officer or employee of, or advisor to, the Company.

The Board encourages senior management to invite to Board meetings officers, other key employees and independent advisors who can provide additional insight into the matters being discussed, or whom senior management believes should be given exposure to the Board.

Board Interaction with Investors, Media and Others. The Board believes that senior management speaks for the Company. Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do so with the knowledge of senior management and, in most instances, at the request of senior management.

Board Committees

Standing Committees. Consistent with the NYSE listing requirements, the Board will have at all times an Audit Committee. The Board shall also have a Nominating and Corporate Governance Committee and a Compensation Committee. All of the members of those committees will satisfy the applicable independence requirements set forth in the NYSE listing requirements and under applicable law.

Committees shall receive authority exclusively through delegation from the Board through the bylaws, Board resolutions, committee charters or as provided by these guidelines. All committee actions must be ratified by the Board before becoming effective, unless taken pursuant to an express delegation of authority. In addition to the authority granted hereunder or under each committee's charter or in the case of a committee, by further resolution of the Board, the Board and each standing committee have the authority to retain and compensate independent legal, financial or other advisors as

such committee may deem necessary without consulting or obtaining the approval of the Board or management of the Company.

Appointment and Term of Service of Committee Members. Committee members will be appointed by the Board with consideration of the desires of individual directors and upon the recommendations of the Nominating and Corporate Governance Committee. Consideration will be given to rotating committee members periodically, but the Board does not believe that rotation should be mandated as a policy.

Committee Charters. Each of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee will have a written charter approved by the Board; other committees of the Board may, but need not, have a written charter. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for appointment and removal, structure and operations, and reporting to the Board. The charters will also provide that each committee will annually evaluate its performance. The charters will be included on the Company's website and copies of the charters will be made available upon request to the Company's Secretary. The charters that are required by applicable rule or regulation to be periodically published in the proxy statement relating to the Company's annual meeting of stockholders will be so published.

Committee Meetings and Committee Agenda. Each committee chair, in consultation with the committee members and appropriate officers of the Company, will determine the frequency of committee meetings consistent with the committee's charter, provided that a majority of committee members may call a meeting of the committee on which they are members at any time. Each committee chair, in consultation with the other members of the committee and senior management, will develop the committee's agenda.

Management Succession

Chief Executive Officer Selection. The Board shall select a Chief Executive Officer in a manner that is in the best interests of the Company through the evaluation of a candidate's professional experience, performance, education, character and judgment.

Succession Planning and Management Development. The Nominating and Corporate Governance Committee should, at least annually, make a report to the Board on succession planning. The Company's succession plan will include appropriate contingencies in the event of a vacancy or vacancies created by an emergency or the retirement or incapacity of the Chief Executive Officer or any of the other executive officers, or other unexpected event leading to any such vacancy or vacancies. The Board, with the assistance of the Nominating and Corporate Governance Committee, will evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer should at all times make available his recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

Availability

Consistent with the NYSE listing requirements, these Guidelines will be included on the Company's website and will be made available upon request to the Company's Secretary. The Company's annual proxy statement or annual report on Form 10-K will state that these Guidelines are available on the Company's website and will be available upon request sent to the Company's Secretary.