

**DOUGLAS EMMETT, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

At Douglas Emmett, we pride ourselves on maintaining high ethical standards. We believe that our directors, officers and employees are aware of our commitment to ethics, and that they will work hard to meet it. To formalize our commitment to certain critical policies, our Board of Directors has adopted this Code of Business Conduct and Ethics. **This Code of Business Conduct and Ethics does not summarize all our policies**, which are set out in our Employee Handbook and elsewhere, nor cover all issues that may arise, but it is intended to help our directors, officers and employees identify and deal with ethical issues, provide mechanisms to report unethical conduct, and foster a culture of honesty and accountability. This Code also applies to all subsidiaries of Douglas Emmett, Inc., and the terms “Douglas Emmett”, “the Company”, “we”, “us” and “our” when used in this Code are deemed to include all subsidiaries of Douglas Emmett, Inc.

1. **Complying With Laws.** Each of our directors, officers and employees should strive to respect and comply with all applicable laws, rules and regulations of the United States and other countries as well as the states, counties, parishes, cities and other jurisdictions in which we conduct business. We recognize that laws can be unclear, and may sometimes even conflict, and that no one person can know them all. **If you are ever unsure about the legal course of action, please immediately request assistance from our Chief Operating Officer.** No one at Douglas Emmett is authorized to instruct you to take any illegal activities under any circumstances.

The laws with which you must comply include “insider trading laws” relating to transactions in our securities. Some of your specific responsibilities are set forth in our Insider Trading Policy. Generally, you are not permitted to buy, sell or otherwise trade in our securities without specific permission in accordance with our Insider Trading Policy, and then only during specified periods. **Please carefully read our Insider Trading Policy in full and contact Chief Financial Officer if you have questions about it.**

2. **Confidentiality.** You must maintain the confidentiality of all sensitive information entrusted to you, including all non-public information, the disclosure of which might be of use to our competitors, or harmful to us or our suppliers or tenants. Some of your specific responsibilities are set out in our Confidentiality, Proprietary Information and Inventions Agreement. **Please carefully read our Confidentiality, Proprietary Information and Inventions Agreement and our Policy for Public Disclosure of Information in full and contact our Chief Operating Officer if you have any questions regarding these policies.**
3. **Foreign and Domestic Corrupt Practices.** Under both the Foreign Corrupt Practices Act and our policies, **you are strictly prohibited from giving anything of value, directly or indirectly, to foreign government officials or foreign political candidates in order to obtain or retain business.** In addition, you are strictly prohibited from giving United States federal, state and local governmental officials business gratuities or gifts to United States, federal, state and local government officials. The promise, offer or delivery of a gift or other gratuity to any official or employee of federal, state or local government would not only violate our policies but might also be a criminal offense. **Please contact our Chief Operating Officer if you believe improper gifts have been, are being, or will be made by any of our employees, officers or directors.**

4. **Fair Dealing.** We seek to outperform our competition fairly and honestly, and we seek competitive advantages through superior performance, hard work, and intellectual skill. We believe that strong competition is a cornerstone of our economy, but we do not use unethical or illegal business practices to compete. We strive to deal fairly with our tenants, suppliers, competitors, officers and employees. Similarly, we prohibit bribes or kickbacks to employees of our suppliers and tenants' business entities. While customary business gifts and courtesies are acceptable, you should avoid providing any gifts or entertainment that violate the gift and entertainment policy of any of our tenants or suppliers.
5. **Protection and Proper Use of Company Assets.** All employees, officers and directors shall protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability and should be avoided at all costs. All Company assets should be used only for legitimate business purposes.
6. **Public Company Reporting.** As a public company, our filings with the Securities and Exchange Commission must be accurate and timely. Whether or not you are directly involved in that process, you have several responsibilities:
  - Depending upon your position, we may ask you to provide information to assure that our public reports are complete, fair and understandable. We expect you to take this responsibility very seriously and to provide prompt, accurate answers to inquiries related to our public disclosure requirements.
  - Our books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect our transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. Additionally, all records must be retained or destroyed consistent with our record retention practices. In accordance with our policies, in the event of threatened or actual litigation, or a governmental investigation, please consult our Chief Operating Officer immediately.
  - Our public reports should fairly and accurately reflect our Company. If you believe they do not, you have a responsibility to bring your concerns to our attention.

Accordingly, **if you have concerns regarding the accuracy or propriety of our accounting or finances, you must inform** either:

- Your supervisor or any of our executive officers, or
- If you are uncomfortable discussing the matter with our management, or if you are not comfortable with the resolution of the issue, you are required to submit your concerns or complaints (anonymously, confidentially or otherwise) to a member of the Audit Committee of our Board of Directors. **This is true even if your supervisor or anyone in management directs you not to do so.** You can report your concerns anonymously using the confidential email [confidential@douglasemmett.com](mailto:confidential@douglasemmett.com) (which goes directly to our outside legal counsel, who will report it to our Audit Committee). You may also call any of our Audit Committee members directly. The telephone number of our Audit Committee Chairman is listed in our corporate phone list on DEI Start.

7. **Conflicts of Interest.** We have a Conflict of Interest Policy to which you should carefully adhere. Since you owe us a duty to advance our legitimate interests when the opportunity to do so arises, a “conflict of interest” exists whenever your private interests interfere or conflict in any way (or even appear to interfere or conflict) with our interests. Such a situation, however harmless it may appear to you, could arouse suspicions among your associates that might affect your working relationships. A conflict of interest can arise when you take actions or have interests that may make it difficult to perform your work for us objectively and effectively. Conflicts of interest may also arise when you, or members of your family, receive improper personal benefits as a result of your position with us, regardless of the source of those benefits. For example, it is a conflict of interest for you to:

- work simultaneously for one of our competitors, tenants or suppliers, even as a consultant or board member;
- receive any form of compensation (including loans, guarantees of obligations, or “gifts”) from any person with whom we are doing business except as permitted by our separate Policy for Receipt of Gifts and Similar Items;
- own an interest in any of our competitors, suppliers or tenants (other than an interest of less than 1% in a public company);
- take personally business opportunities that properly belong to Douglas Emmett or are discovered through the use of our tangible or intangible property, our confidential information or your position with us;
- use our tangible or intangible property, our confidential information or your position with us for personal gain; or
- compete with us.

Many times, the best policy will be to avoid any direct or indirect business connection with our tenants, suppliers or competitors, except on our behalf. However, **if you think you might have a conflict of interest, you should promptly disclose that conflict to our Chief Operating Officer**, regardless of how “natural” or “innocent” the conflict may seem. We can determine whether we believe that you can proceed despite any conflict. If we determine that you may proceed, you will receive a written authorization from either our Chief Executive Officer or our Chief Operating Officer. However, until you receive such a written approval from one of them, you may not proceed with any activity that constitutes a “conflict of interest.”

You may find yourself in a situation where your spouse or significant other, your children, parents, or in-laws, or someone else with whom you have a familial relationship is a competitor, supplier or tenant of the Company or is employed by one. Such situations are not prohibited, but they call for extra sensitivity to security, confidentiality and conflicts of interest. To remove any such doubts or suspicions, you must disclose your specific situation to our Chief Operating Officer who will assess the nature and extent of any concern and how it may be resolved. In some instances, any risk to the Company’s interests is sufficiently remote that our Chief Operating Officer may only remind you to guard against inadvertently disclosing Company confidential information and not to be involved in decisions on behalf of the Company that involve the other company.

**If you become aware of an unapproved conflict of interest on the part of anyone at Douglas Emmett, you must report it to our Chief Operating Officer, Chief Financial Officer, General Counsel or the Audit Committee of our Board of Directors.**

8. **Reporting Any Illegal or Unethical Behavior.** If you ever think that anyone connected with the Company may have engaged or is about to engage in any illegal or unethical behavior, or otherwise violated this Code of Conduct, you should promptly bring the matter to the attention of our Chief Operating Officer. Any employee who fails to report known or suspected violations by another employee may be subject to appropriate discipline. If you do not believe that talking to our Chief Operating Officer is appropriate, you are uncomfortable doing so, or if it does not result in a response with which you are comfortable, then you should contact any of our other executive officers or any member of the Audit Committee of our Board of Directors, either directly or through [confidential@douglasemmett.com](mailto:confidential@douglasemmett.com). You should not accept any direction by your supervisor which is inconsistent with these policies. **We will try to keep your identity confidential to the extent practicable**, unless this would violate applicable law or is inconsistent with the best interests of the Company.
9. **Special Requirements for Officers and Directors.** Any consent or waiver with respect to this Code which involves an executive officer or director of the Company must be approved by a majority of disinterested directors on our Board of Directors or its authorized Committee, and will be disclosed to shareholders as required by law and the corporate governance standards of the NYSE.
10. **No Retaliation.** The Company will not tolerate retaliation of any kind against any person who in good faith reports to us any potential issues relating to actual or threatened violations of law or this Code of Conduct.
11. This Code of Business Conduct and Ethics is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. This Code is not intended to and does not create any rights in any director, officer, employee, tenant, supplier, competitor, stockholder or any other person or entity. The Company will waive application of the policies set forth in this Code where circumstances warrant granting a waiver, subject to appropriate terms and conditions. Amendments to this Code may be made only by our Board of Directors as a whole or its Audit Committee and must be promptly disclosed if required by law or regulation. Violating this Code could subject you to both legal penalties and discipline from the Company, including dismissal.

**If you are ever unsure about whether some action would be consistent with this Code of Business Conduct and Ethics, you agree to ask us. Similarly, any time you encounter a situation and you are unsure what to do, you agree to tell us and ask for help.**

**DOUGLAS EMMETT, INC.  
CODE OF BUSINESS CONDUCT AND ETHICS**

I certify that I have carefully read Douglas Emmett's Code of Business Conduct and Ethics and understand its terms and importance and will comply with it. I acknowledge that this Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

Signature \_\_\_\_\_

Date \_\_\_\_\_

Print Name \_\_\_\_\_

Address

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