

CORPORATE GOVERNANCE GUIDELINES OF DOUGLAS EMMETT, INC.

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of Douglas Emmett, Inc. (the “**Company**”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any federal or state law or regulation, including the Maryland General Corporation Law (the “**MGCL**”), or the Company’s Articles of Amendment and Restatement, as amended or supplemented from time to time, or Amended and Restated Bylaws, as amended or supplemented from time to time. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

THE BOARD

Role of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the chairperson of the appropriate committee in advance of such meeting.

The Board’s Goals

The Board’s goal is to build long-term value for the Company’s stockholders and to assure the vitality of the Company for its tenants, employees and the other individuals and organizations who depend on the Company.

To achieve these goals the Board will monitor both the performance of the Company (in relation to its goals, strategy and competitors) and the performance of the Chief Executive Officer, offering him or her constructive advice and feedback. When it is appropriate or necessary, it is the Board’s responsibility to remove the Chief Executive Officer and to select his or her successor.

Size of the Board

The Company believes that the Board should have no more than 15 directors and no fewer than 5 directors. Any changes to this range may only be made by the stockholders of the Company, and the Board shall never have fewer directors than the minimum number required by the MGCL. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability.

Selection of New Directors

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee may also consider advice and recommendations from others as it deems appropriate.

The Nominating and Corporate Governance Committee will consider candidates recommended by stockholders. In considering candidates submitted by stockholders, the Nominating and Corporate Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate. The procedures to be followed by stockholders in submitting candidates are set forth in the Company's Amended and Restated Bylaws. The Nominating and Corporate Governance Committee may, from time to time, recommend changes to or establish additional procedures regarding stockholder submission of candidates.

Board Membership Criteria

The Nominating and Corporate Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members.

The Nominating and Corporate Governance Committee may apply several criteria in selecting nominees. At a minimum, the Nominating and Corporate Governance Committee shall consider (a) 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 (b) the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities. Additional factors which the Nominating and Corporate Governance Committee may consider include a candidate's specific experiences and skills, relevant industry background and knowledge, expertise, time availability in light of other commitments, diversity, personal and professional integrity, character, business judgment, dedication, potential conflicts of interest, compatibility, material relationships with the Company and independence from management and the Company and any other factors the Nominating and Corporate Governance Committee deems relevant. The Nominating and Corporate Governance Committee also may seek to have the Board represent a diversity of backgrounds and experience.

Other Public Company Directorships

Directors should not serve on more than three boards of public companies (including our Board) without prior approval by the Nominating and Corporate Governance Committee. The Company recognizes the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at meetings.

In addition, no director may serve as a member of the Audit Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee. Any such determination must be disclosed in the Company's annual proxy statement.

Independence of the Board

The Board shall be comprised of a majority of directors who qualify as independent directors ("**Independent Directors**") under the listing standards of the New York Stock Exchange (the "NYSE").

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, member, manager, stockholder, officer or director of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, member, manager, stockholder, officer or director of an organization that has a relationship with the Company) will be considered Independent

Directors, subject to additional qualifications prescribed under the listing standards of the NYSE or under applicable law for Board and, as applicable, for committee service.

In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the listing standards of the NYSE or under applicable law, the director shall promptly inform the chairperson of the Nominating and Corporate Governance Committee.

Directors Who Change Their Present Job Responsibility

A director who retires from his or her present principal employment, or whose job responsibilities change materially from when the director became a member of the Board, is expected to promptly notify the Nominating and Corporate Governance Committee and submit a letter of resignation to the Board contingent on Board acceptance. The Nominating and Corporate Governance Committee shall review the continued appropriateness of the affected director remaining on the Board under the circumstances and notify the director whether their resignation is required. The affected director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.

Retirement Age

It is the general policy of the Company that no director having attained the age of seventy-five (75) years shall be nominated for re-election or reappointment to the Board. However, the Board may determine to waive this policy in individual cases.

Director Tenure

In connection with each director nomination recommendation, the Nominating and Corporate Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's re-nomination is dependent upon such director's performance evaluation, as well as a suitability review, each to be conducted by the Nominating and Corporate Governance Committee in connection with each director nomination recommendation. An independent director may not serve on the Board for more than twelve (12) years, unless that limit is waived by the Nominating and Corporate Governance Committee.

Board Compensation

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-management directors should be competitive and should encourage increased ownership of the Company's stock or units in the Company's operating partnership ("**Operating Partnership Units**") through the payment of a portion of director compensation in Company stock, options to purchase Company stock, Operating Partnership Units or similar compensation. The Nominating and Governance Committee will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to

organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.

Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company; provided, however, that a member of the Audit Committee may also receive fixed amounts of compensation under a retirement plan (including deferred compensation) from the Company for prior service with the Company so long as such compensation is not contingent in any way on continued service.

Separate Sessions of Non-Management Directors

The non-management directors of the Company shall meet in executive session without management on a regularly scheduled basis, but no less than four times a year. In the event that the non-management directors include directors who are not Independent Directors, the Company should, at least once a year, schedule an executive session including only such Independent Directors. The Chairperson of the Company's Nominating and Corporate Governance Committee shall preside over any such executive sessions of the non-management directors or the Independent Directors.

Self-Evaluation by the Board

The Nominating and Corporate Governance Committee will oversee an annual self-assessment of the Board's performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and committee members as appropriate. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

Strategic Direction of the Company

Normally, it is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the Chief Executive Officer, other members of top management and other Board members.

Acquisitions and Financing

It is the policy of the Company that the Board shall be kept generally informed with respect to acquisitions and financing, and that the Board be actively involved in decisions on major acquisitions as well as acquisitions in new markets or product types. Pending acquisitions and financing activities being considered by the Management Committee will be reviewed by the Board at its regularly scheduled meetings. At the same time the Board believes that one of the Company's competitive advantages is its management's ability to make quick decisions on acquisitions and for the market to perceive that it has the ability and authority to do so. Accordingly, two thirds of the members of the Management Committee shall have the authority to approve any acquisition or financing that involves less than \$500 million and that does not involve a new market or product type. (The Management Committee shall be comprised of the Chairman, the CEO and the COO.) For acquisitions or financings that involve \$500 million or more, or that involve a new market or product type, the

Management Committee shall provide the general parameters of the anticipated acquisition or financing either (i) at a Board or Audit Committee meeting or (ii) in writing to all members of the Board, in each case, prior to any binding commitment. Any member of the Board or Audit Committee may request (at the meeting when the loan or acquisition is presented at a meeting, or promptly if notice was not given at a meeting) that such loan or acquisition be reviewed and/or submitted for approval to the Board. On any proposed acquisition or financing where such a request has been made for approval by the Board, approval of the general parameters of the transaction shall be made by the Board. Otherwise the Management Committee is fully empowered to proceed with the transaction without further action of the Board. The Board of course retains the right to countermand any decision of the Management Committee until implemented as well as the right to approve any matter that under law or the Company charter requires Board approval, such as issuances of any equity that may be connected to a particular transaction. Nothing in this policy shall confer rights on any third party to challenge the manner of approval, or validity, of any transaction or financing.

Board Access to Management

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall, subject to Audit Committee responsibilities and the Company's internal audit policies, coordinate such access through the Chief Executive Officer and shall use good judgment to assure that this access does not disrupt the business operations of the Company.

Attendance of Management Personnel at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management into Board meetings from time to time to (i) provide management insight into items being discussed by the Board; (ii) make presentations to the Board; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Company. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

Board Orientation and Continuing Education

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate

governance guidelines, principal officers, internal auditors and independent auditors. Each director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which such director sits (including separate meetings of non-management directors and the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. Directors are expected to attend the Company's annual meeting of stockholders unless they have good cause for not doing so. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board, in the case of a Board meeting or the annual meeting of stockholders, or the chairperson of the appropriate committee, in the case of a Board committee meeting, in advance of such meeting.

Activities by Non-Management Directors

We wish to have members of our board who are familiar with real estate activities and have been, currently are, and expect to be investors in real estate. Accordingly, it is not a conflict of interest for a member of our board of directors to be active in acquiring, financing, selling or managing real estate properties, except that approval of the Nominating and Corporate Governance Committee should be sought prior to any director becoming involved in any transactions involving the types of properties on which we focus (office buildings larger than 50,000 sq. ft. and multi-family properties with at least 50 units) in submarkets in which we are active or in which the Board is actively contemplating becoming active.

Confidentiality

Matters discussed at the Board and materials provided to the Board members are generally confidential, and should only be disclosed to non-Board members after approval from the Chief Executive Officer or the full Board unless there is a compelling need based on the best interests of the Company.

BOARD MEETINGS

Frequency of Meetings

Regularly scheduled meetings of the Board shall be scheduled in advance throughout the year. At least one meeting of the Board should be held each quarter.

Selection of Agenda Items for Board Meetings

The Chairman of the Board, in consultation with the Chief Executive Officer, shall prepare a draft agenda for each Board meeting. Upon completion, a copy of the agenda shall be provided to the entire Board. Each Board member shall be free to suggest inclusion of items on the agenda as well as free to raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

COMMITTEE MATTERS

Number and Names of Board Committees

The Company shall have three standing committees: Audit, Nominating and Corporate Governance, and Compensation. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board.

The Board may want, from time to time, to form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Independence of Board Committees

Each of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

Assignment and Rotation of Committee Members

The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chairman of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the chairperson and members to the committees on an annual basis.

The Nominating and Corporate Governance Committee shall annually review the committee assignments and shall consider the periodic rotation of the chairperson and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

LEADERSHIP DEVELOPMENT

Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

Evaluation of Chief Executive Officer

The Board, acting through the Compensation Committee, will provide the Chief Executive Officer with an annual performance review for each year. The Compensation Committee will synthesize the necessary information and report a summary of this information to the non-management directors of the Board each year. The Compensation Committee will ensure that the evaluation is communicated and discussed with the Chief Executive Officer and Chief Operating Officer.

Succession Planning

The Board shall plan for the succession to the position of the Chief Executive Officer.

Management Development

The Board shall determine that a satisfactory system is in effect for education, development, and orderly succession of senior and mid-level managers throughout the Company.

MANAGEMENT COMMITTEE

The Management Committee shall consist of the Chairman of the Board, the Chief Executive Officer and the Chief Operating Officer.

STOCK OWNERSHIP GUIDELINES

The Company wishes to encourage equity ownership by its directors and executive officers (as determined under Section 16 of the Securities and Exchange Act of 1934, as amended) to emphasize their link with the long term interests of the Company's shareholders. Accordingly, directors and executive officers are expected to reach target equity ownership levels equal to the lesser of a multiple of annual base salary/retainer at the previous year-end or a fixed share amount, as follows:

Title	Share Equivalents	Multiple of Base Salary/retainer
Chief Executive Officer	200,000	4x
Other executive officers	50,000	3x
Directors	10,000	3x

This requirement may be met through a combination of common stock, Operating Partnership Units, and/or LTIP Units, whether held individually, jointly with or separately by or in trust for an immediate family member, and/or through our 401(k) or other retirement account. Each covered person is expected to reach his or her target ownership level within 5 years from the date he or she became subject to that ownership level, based on fair market value of the equity at each year end.

These stock ownership guidelines are "informal" in that there are no penalties for failure to meet specified ownership levels. However, information on the ownership status for the executive officers will be reported on an annual basis, and failure to meet, or to show sustained progress toward meeting, may result in payment of future annual and/or long-term incentive payouts in the form of equity.

INDEPENDENCE OF OUTSIDE AUDITOR

The Audit Committee must approve any decision to hire any person who served as a senior member of the audit team of the Company's independent auditor within the prior two years.