

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF DOUGLAS EMMETT, INC.  
Amended and Restated as of March 2, 2017**

---

**PURPOSE**

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Douglas Emmett, Inc. (the “**Company**”) will (A) assist in the Board’s oversight of (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the Company’s independent auditors’ qualifications, performance and independence; (iv) the effectiveness of the Company’s internal control over financial reporting, and (v) the Company’s internal audit function; and (B) prepare the Committee report to be included in the Company’s annual proxy statement as required by the rules of the Securities and Exchange Commission (the “**SEC**”). While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit or for determining whether the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

The Committee members are not full-time employees of the Company, and it is not the Committee’s or its members’ duty or responsibility to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards. Each member of the Committee will be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee and its members receive information and (ii) the accuracy of the financial and other information provided to the Committee, in either case, absent actual knowledge to the contrary.

The Committee will also have the authority necessary to carry out its duties and responsibilities as set forth in this Charter and to take any action reasonably related to those duties and responsibilities, subject to any restrictions set forth in the Company’s certificate of incorporation or bylaws and any applicable law.

**COMPOSITION**

The Committee must consist of at least three members, with the exact number of members to be determined by the Board from time to time. Each member of the Committee must be (i) a director of the Company; (ii) qualified to serve under all applicable requirements of the New York Stock Exchange (the “**NYSE**”); (iii) “independent” under the rules and regulations of the SEC; and (iv) financially literate, as interpreted by the Board, or become financially literate within a reasonable time after appointment to the Committee. In addition (A) at least one member of the Committee must be designated by the Board as an “audit committee financial expert,” as defined in SEC rules and regulations, and (B) no individual may serve as a member of the Committee if he or she 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 individual to effectively serve on the Committee. The members of the Committee will be appointed by the Board based upon recommendations of the Company’s Nominating and Corporate Governance Committee and will continue to serve until their successors are elected and qualified or until their

earlier resignation or removal. The Board may remove any member of the Committee at any time, with or without cause. The Committee's chairperson will be designated by the Board or, if it does not do so, the Committee members will elect a chairperson.

## **DUTIES AND RESPONSIBILITIES**

In addition to any other duties or responsibilities as may be assigned by the Board, and subject to applicable law and rules and regulations of the SEC and the NYSE, the Committee will have the following duties and responsibilities:

1. **Retention and Oversight of Independent Auditors.** The Committee will be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (the "**independent auditors**"), including the resolution of any disagreements between the independent auditors and management. The independent auditors must report directly to the Committee. In carrying out these responsibilities,

- **Annual Audit Plan.** The Committee will review and discuss with the independent auditors their annual audit plan, including the timing and scope of audit activities, and monitor the progress and results.
- **Performance Review of Independent Auditors.** The Committee will review and evaluate the qualifications, performance and independence of the independent auditors (taking into account opinions of management and persons responsible for the internal audit function), including (i) reviewing the report described in the next sentence, (ii) reviewing and evaluating the lead partner of the independent auditor; (iii) overseeing the rotation of the lead audit partner; and (iv) considering whether there should be a change in the independent auditors. To assist in this process, at least annually, the Committee will obtain and review a report from the independent auditors describing: (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company.
- **Approval of Auditor Fees and Audit Engagement.** The Committee will review and pre-approve the independent auditors' annual engagement letter, including the proposed fees, and all audit and permitted non-audit services and engagements and relationships between the Company and the independent auditors. The Committee may delegate the authority for such approval to its chairperson or to one or more members of the Committee, who will report any such approval to the Committee at or before its next meeting.
- **Audit Difficulties.** The Committee will regularly review with the independent auditors any audit problems or difficulties and management's response thereto, including restrictions on

the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management.

- **Audit Result.** The Committee will review and discuss the results of the year-end audit with the independent auditors, including any comments or recommendations they may have.

2. **Financial Statements.** The fundamental responsibility for the Company's financial statements and disclosures rests with management and the independent auditors. However, the Committee will recommend to the Board whether the Company's financial statements should be included in the Annual Report on Form 10-K based on such considerations as it deems appropriate, including review and discussions with management, the independent auditors and the persons responsible for the Company's internal audit function, of the following:

- **Public Filings.** The Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any related major issues prior to their filing.
- **Earnings Releases.** The type and presentation of information to be included in the Company's earnings releases (paying particular attention to any use of "pro forma," or "adjusted", information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally, such as through discussion of the types of information to be disclosed and type of presentations to be made). The Committee is not required to discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
- **Issues under GAAP.** Any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, any critical accounting policies and practices used by the Company, any alternative treatments of financial information that have been discussed by the independent auditors and management, the ramifications of the use of those alternative disclosures and treatments and the treatment preferred by the independent auditors.
- **Analyses of Significant Financial Reporting Issues and Judgments.** Any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the Company's financial statements.
- **Legal Regulatory and Accounting Issues; Off-Balance Sheet Structures.** The effect of legal matters, regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements, compliance policies or internal controls.
- **Fraud.** Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

- **Material Communications.** Any material written communications between the independent auditors and management, such as any management letter and any schedule of unadjusted differences.

3. **Internal Controls.** The Committee will approve a charter for the internal control function of the Company as well as any amendments, modifications or supplements to that charter. The Committee will have the power to direct the Internal Audit Function, which it may delegate to management as the Committee deems appropriate. The Committee will review and discuss with management, the independent auditor and the persons responsible for the internal audit function the following:

- Not less than annually, the adequacy and effectiveness of the Company's accounting and internal control policies and procedures (including responsibilities, budget, compensation and staffing of the internal audit function);
- The performance, appointment and replacement of the key personnel involved in the internal control function;
- The overall plan for the year for the internal control function, and any material changes to such plan;
- The Company's internal controls report and the independent public accountants' report on the Company's internal controls prior to the filing of the Company's Form 10-K;
- Any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and
- Summaries of any material internal audit reports and management's responses.

4. **Risk Management.** The Committee will discuss periodically with management, the independent auditors and the persons responsible for the internal audit function, the Company's policies with respect to risk assessment and risk management and its plans to monitor, control and minimize such risks and exposures. To the extent that the Company has other mechanisms in place for reviewing such matters, including by the Board or its other committees, they need not be duplicated by the Committee.

5. **Administrative Matters.**

- **Code of Business Conduct and Ethics Waivers.** As appropriate, the Committee will approve/ratify past or proposed transactions between the Company and members of management or grant waivers to executive officers and directors from compliance with the Company's Code of Business Conduct and Ethics.
- **Disclosure Committee.** The Committee will (i) ratify and approve any amendments, modifications or supplements to the Charter of the Disclosure Committee of the Company and (ii) review any information provided by the Disclosure Committee.

- **Hiring Policies for Employees of Independent Auditors.** The Committee will set clear hiring policies for the Company relating to employees or former employees or former employees of the independent auditors.
- **Annual Self Evaluation and Review of Charter.** The Committee will participate in the annual review its performance and of its charter conducted under the auspices of the Nominating and Governance Committee.
- **Audit Committee Report.** The Committee will prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

6. **Reports to the Board.** As appropriate, the Committee will report to the Board on its activities, including any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.

## MEETINGS AND PROCEDURES

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.

1. **Meetings.** The Committee will meet as often as necessary to carry out its duties and responsibilities and may act by written consent. In addition, the Committee will meet separately on a periodic basis with (i) management, (ii) the persons responsible for the Company's internal audit function and (iii) the Company's independent auditors, in each case to discuss any matters that warrant Committee attention. The Committee will seek free and open communication between itself and those parties.

2. **Vote; Quorum; Subcommittees.** The Committee will be governed by majority vote of the members present at a meeting so long as a majority of the members are present in person, by telephone or by other means by which participants can hear each other. The Committee may form subcommittees and delegate to those subcommittees or any member such power and authority as it deems appropriate, so long as such subcommittees and members comply with the requirements set forth in the rules of the NYSE and the delegation is not prohibited by any applicable law, regulation or listing standard.

3. **Minutes.** The Committee will maintain minutes and other records of its meetings.

4. **Investigations and Studies.** The Committee may invite others (including members of management and other members of the Board) to attend all or portions of its meetings and provide necessary information. The Committee may conduct or authorize investigations into or studies of matters within its scope of responsibilities. The Committee also has the power to direct the persons responsible for the Company's internal audit function to undertake any investigation that the Committee deems necessary or appropriate.

5. **Outside Advisers.** In addition to its authority to retain, at Company expense, the independent auditors, the Committee has the authority, at Company expense, to obtain advice and seek assistance from internal and external legal, accounting and other advisors and to retain and terminate such advisors on such terms, including compensation, as the Committee may determine.

6. **Procedures for Complaints; Retention of Evidence.** The Committee will establish procedures for the receipt, retention and treatment of (i) complaints received by the Company regarding accounting, internal accounting controls or auditing matters; (ii) confidential, anonymous submissions by employees of the Company of concerns regarding questionable accounting or auditing matters or concerns regarding illegal, unethical or other questionable conduct or conflicts of interest at the Company; and (iii) evidence of a material violation made by attorneys appearing and practicing before the SEC in the representation of the Company or any of its subsidiaries, or reports made by the Company's Chief Executive Officer or general counsel in relation thereto.