

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF DOUGLAS EMMETT, INC.
Amended and Restated on March 2, 2017**

PURPOSE

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Douglas Emmett, Inc. (the “**Company**”) will (i) identify and recommend to the Board (consistent with criteria approved by the Board) nomination of individuals qualified to serve as directors of the Company and on committees of the Board; (ii) advise the Board with respect to Board composition, procedures and committees; (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (iv) oversee the evaluation of the Board and the Company’s management.

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 and (ii) qualified to serve under all applicable requirements of the New York Stock Exchange (the “**NYSE**”). The members of the Committee will be appointed by the Board based upon recommendations of the 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, the Committee will have the following duties and responsibilities:

1. **Size and Composition of Board.** At least annually, the Committee will (i) review the size and composition of the Board; and (ii) recommend to the Board for approval any changes necessary to (a) reflect the appropriate balance of knowledge, experience, skills, expertise and diversity on the Board and (b) have the appropriate number of directors on the Board, including the number of independent directors required by the NYSE.
2. **Selection, Evaluation and Recommendation of Candidates for Director.** The Committee will (i) establish director nomination procedures to be followed by stockholders; (ii) solicit and receive recommendations for candidates (including any candidates suggested by stockholders), (iii) assist in identifying, recruiting and, if appropriate, interviewing, candidates; (iv) review the background and qualifications of candidates; (v) review the suitability for continued service of each director when his or her term expires and when he or she has a change in status, including an employment change; and (vi) recommend to the Board for approval, nominees (including any currently serving director who is to be re-nominated) for director. In reviewing and recommending candidates, the Committee will consider (A) whether the individual 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 individual’s reputation for honesty and ethical conduct in his or her personal and professional

activities. Additional factors the Committee may consider include a candidate's specific experiences and skills, relevant industry background and knowledge, time availability in light of other commitments (such as service on other public company boards or on other governing boards), potential conflicts of interest, material relationships with the Company and independence from management and the Company. The Committee will seek to have the Board represent a diversity of backgrounds and experience.

3. **Board Meetings and Procedures**. The Committee will review the frequency and structure of Board meetings and Board procedures and recommend to the Board for approval any changes deemed warranted, including any waiver of any rule, guideline, procedure or corporate governance principle.
4. **Size, Composition and Functioning of Board Committees**. After consulting with the Chairman of the Board and the Chief Executive Officer and taking into account directors' experiences and expertise, the Committee will make recommendations regarding the size and composition of each standing Board committee to the Board for approval, including identifying directors qualified to serve on a committee (including the Committee). At least annually, the Committee will review committee assignments and any policies on the rotation of committee memberships and/or chairpersonships, and report any recommendations to the Board for approval. The Committee will monitor the functioning of the Board committees, including the creation and elimination of committees (including any special committees necessary or desirable to address ethical, legal or other matters), and recommend to the Board for approval any changes deemed warranted.
5. **Corporate Governance Guidelines**. The Committee has developed and recommended to the Board for approval a set of corporate governance guidelines for the Company. At least annually, the Committee will review the corporate governance guidelines and recommend to the Board for approval any changes deemed warranted.
6. **Director Compensation**. The Committee will review director compensation levels and practices for the Company and recommend to the Board for approval any changes deemed warranted.
7. **Annual Self Evaluation**. At least annually, the Committee will review its performance by participating in the process of soliciting and reviewing with the Board self-evaluations from the members of the Committee.
8. **Other Governance Issues**. The Committee will consider any other corporate governance issues that may arise and recommend to the Board for approval any actions deemed warranted.

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.

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.
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 such power and authority as it deems appropriate, so long as such subcommittees 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 and will report regularly to the Board on its activities, as appropriate.
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/or provide necessary information. The Committee may conduct or authorize investigations into or studies of matters within its scope of responsibilities.
5. **Outside Advisers.** 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. In particular, the Committee will have the sole authority to retain and terminate any search firm hired to assist the Committee in identifying director candidates, and to approve the search firm's fees and other retention terms.