

# WASHINGTON REAL ESTATE INVESTMENT TRUST

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## Charter of the Corporate Governance/Nominating Committee of the Board of Trustees

### A. Purpose

The principal purposes of the Corporate Governance/Nominating Committee (the “**Governance Committee**”) of the Board of Trustees (the “**Board**”) of Washington Real Estate Investment Trust (the “**Company**”) shall be to: (i) identify, recruit and recommend to the full Board qualified candidates for nomination by the Board to be elected as trustees by the Company’s shareholders at the annual meeting of shareholders, or to fill Board vacancies consistent with criteria approved by the Board; (ii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and implement and monitor such guidelines as adopted by the Board; (iii) oversee the Board’s compliance with financial, legal and regulatory requirements and its ethics program as set forth in the Company’s Code of Business Conduct and Ethics (the “**Code**”); (iv) review and make recommendations to the Board on matters involving the general operation of the Board, including the size and composition of the Board and the structure and composition of Board committees; (v) recommend to the Board nominees for each Board committee; (vi) periodically, but no less than annually, facilitate the assessment of the Board’s performance, as required by applicable law, regulations and the New York Stock Exchange (the “**NYSE**”) corporate governance listing standards; (vii) assist management in the preparation of disclosure regarding trustee independence and the operations of the Governance Committee as required by the U.S. Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement (viii) oversee the Board’s evaluation of management; and (ix) consider corporate governance issues that may arise from time to time and make recommendations to the Board with respect thereto.

### B. Committee Membership

The Governance Committee shall consist of no fewer than three independent trustees of the Board. Members of the Governance Committee shall be appointed and may be removed by the Board in its discretion. Each member of the Governance Committee must satisfy the requirements of the NYSE and the rules and regulations of the SEC and other applicable laws relating to independence, as determined by the Board in its business judgment. Any action taken by the Governance Committee shall be valid and effective, whether or not the members of the Governance Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

### C. Committee Powers, Duties and Responsibilities

1. Trustee Nominees. The Governance Committee shall recommend nominees to the Board for the next annual meeting of shareholders and to fill any vacancies on the Board. This responsibility includes working with the full Board to establish criteria for Board membership, reviewing candidates’ qualifications and any potential conflicts with the Company’s interests, assessing the contributions of current trustees in connection with their re-nomination, and

making recommendations to the full Board with respect to these matters. The Governance Committee shall present all nominees, to the extent practical, in a timely fashion to minimize disruption to the Company's business and at such a time as to allow for the full consideration of the nominees by the Board and the timely submission of any filing required by the SEC.

2. Trustee Criteria. The Governance Committee shall seek to recommend trustee candidates who, in the business judgment of the Governance Committee, will be most effective, in conjunction with current Board members, in collectively serving the long-term interests of the Company and its shareholders, and who possess the following attributes:

- Integrity
- Trustworthiness
- Business judgment
- Credibility
- Collegiality
- Professional achievement
- Constructiveness, and
- Public awareness

The Governance Committee shall also seek to ensure, in the context of an assessment of Board composition at any particular time, that as a group the independent trustees on the Board possess the following skill sets and characteristics:

- Financial acumen equivalent to the level of a public company Chief Financial Officer or senior executive of a capital market, investment or financial services firm;
- Operational or strategic acumen germane to the real estate industry;
- Public and/or government affairs acumen;
- Corporate governance acumen, gained through service as a senior officer or director of a publicly-owned corporation or through comparable academic or other experience; and
- Diversity, in terms of gender, ethnicity, experience and expertise.

3. Committee Structure. The Governance Committee shall periodically review the Board's committee structure, including all standing and any ad hoc committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of committees of the Board as the Governance Committee deems appropriate. In evaluating trustees to serve as members of each committee of the Board, the Governance Committee (i) shall take into account the applicable requirements for members of committees of boards of directors of public companies under the Securities Exchange Act of 1934, as amended, the corporate governance listing requirements of the NYSE, and any other applicable laws, regulations and standards, as in effect from time to time, (ii) shall take into account the following guidelines: (a) committee members shall serve no less than one year before consideration for the chairperson position and (b) in order to provide for continuity of committee leadership, each chairperson shall normally serve for a term of no less than three years, and (iii) may take into account such other factors or criteria as the committee deems appropriate, including trustees' interests,

judgment, skill and business or other experience. The Governance Committee shall review and recommend committee composition (including making a recommendation with respect to the chairperson of each committee) annually and shall recommend additional committee members to fill vacancies as needed. In nominating a candidate for committee membership, the Governance Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of the other committee members.

4. Corporate Governance Guidelines. The Governance Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Governance Committee periodically shall review the Corporate Governance Guidelines and recommend changes as necessary to the Board.

5. Code of Business Conduct and Ethics. The Governance Committee shall monitor the implementation of the Code, propose to the Board for its approval, from time to time, any revisions thereto as the Governance Committee deems to be appropriate and consider and act upon any request for waivers under the Code.

6. Board Operations and Composition. The Governance Committee, at least annually and more frequently as it deems necessary or appropriate, shall review and make recommendations to the Board concerning the general operations and performance of the Board, including its size and composition. The Governance Committee also shall recommend to the Board a member of the Board to serve as Lead Independent Trustee under the circumstances set forth in the Company's Corporate Governance Guidelines. The Governance Committee also shall (i) consider corporate governance issues that arise from time to time and make recommendations to the Board with respect thereto (including on any remedial or corrective actions to be taken) and (ii) oversee and review on a periodic basis the orientation program for new trustees, as the Governance Committee may deem appropriate.

7. Director Independence Disclosure. The Governance Committee shall assist management in the preparation of the disclosure regarding director independence and the operations of the Governance Committee as required by the SEC to be included in the Company's annual proxy statement.

8. Performance Evaluations. The Governance Committee shall oversee the annual evaluation process of the Board and all committees of the Board. The Governance Committee shall undertake a self-evaluation of the performance of itself on an annual basis, including an assessment of its performance in light of the duties and responsibilities set forth in this Charter and such other matters as the Governance Committee may deem necessary or appropriate in its discretion. In connection with such performance evaluation, the Governance Committee also shall review and assess the adequacy of this Charter, and propose to the Board for its review and approval any changes to this Charter deemed necessary or appropriate.

9. Succession. The Governance Committee shall endeavor to develop processes for management development and management succession and criteria for review of management performance.

10. Risk Oversight. The Governance Committee, in coordination with the Board, shall engage in oversight with respect to the areas of executive succession risk and board function risk, as well as the steps that the Board and management have taken to monitor and control exposure to such risks, and shall periodically report its findings to the Board. The Governance Committee's duties and responsibilities in this regard do not alter the obligations of Executive Management to assess and manage the Company's exposure to risk.

11. Other. The Governance Committee shall have such other power, authority, duties and responsibilities as may be assigned to it by the Board from time to time.

#### **D. Committee, Structure and Operations**

1. Meetings. The Governance Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case no less frequently than once each year. A quorum at any Governance Committee meeting shall be at least a majority of the members. The Governance Committee shall establish a schedule of meetings to be held each year and may schedule additional meetings as it determines to be necessary or appropriate. The Governance Committee may meet by telephone or videoconference and may take action by unanimous written consent. The Governance Committee may invite to meetings such officers of the Company or other persons as the Governance Committee deems necessary or appropriate in its discretion. Minutes of each meeting shall be kept and distributed to each member of the Governance Committee.

2. Chairperson. The Board shall appoint a Chairperson of the Governance Committee (taking into account the recommendation of the Governance Committee, but with the final decision for such appointment vested in the Board). The Chairperson shall be responsible for leadership of the Governance Committee, including presiding, when present, at all meetings of the Governance Committee, preparing the agenda, making committee assignments and reporting for the Governance Committee to the Board at its next regularly scheduled meeting following the meeting of the Governance Committee. If the Chairperson is not present at a meeting of the Governance Committee, the members present at the meeting shall designate one such member as the acting Chairperson for the meeting.

3. Procedures. The Governance Committee may adopt such procedures relating to the conduct of its proceedings as it deems appropriate.

4. Retention and Termination of Outside Advisors. The Governance Committee shall have the sole authority to retain and terminate outside legal or other advisors to the Governance Committee as it deems necessary or appropriate in its sole discretion, including any search firm to be used in identifying trustee candidates. In selecting any such outside advisor, the Governance Committee shall consider the independence of such outside advisor, as determined by it in its business judgment. The Governance Committee shall have the sole authority to approve the fees and other retention terms for such outside advisors. The Company shall provide appropriate funding for payment of the compensation (as determined by the Governance Committee in its discretion) of such outside advisors retained by the Governance Committee, as well as ordinary administrative expenses of the Governance Committee that are necessary or appropriate in carrying out its duties.

5. Reporting to Full Board. The Governance Committee shall report regularly to the Board regarding the matters reviewed and the actions taken at each meeting of the Governance Committee and make appropriate recommendations for action by the Board.

**E. Disclosure**

This Charter, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Charter is available on the Company's website and provide the website address.

**F. Other Activities**

The Governance Committee shall perform any other activities consistent with this Charter, the Company's charter and bylaws, and governing law as the Board deems appropriate.

**Updated: October 18, 2017**

**Previous Updates: October 21, 2015, May 18, 2009, September 13, 2005 (original adoption on February 20, 2003)**