

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ **Definitive Proxy Statement**
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to § 240.14a-12

**Douglas  
Emmett**

**Douglas Emmett, Inc.**

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(Name of Registrant as Specified in its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☒ **No fee required**
- ☐ Fee paid previously with preliminary materials
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



1299 Ocean Avenue, Suite 1000, Santa Monica, California 90401

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on Wednesday, May 24, 2023

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (our "Annual Meeting") of Douglas Emmett, Inc., a Maryland corporation (the "Company"), will be held on May 24, 2023 at 9:00 a.m. Pacific Daylight Time for the following purposes as more fully described in the accompanying Proxy Statement:

1. To elect eleven directors to serve on the Board of Directors until the 2024 annual meeting of stockholders and until their successors are duly elected and qualify.
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2023.
3. To approve, in a non-binding advisory vote, our named executive officer compensation for 2022.
4. To approve amendments to the Douglas Emmett, Inc. 2016 Omnibus Stock Incentive Plan.
5. To express preferences, in a non-binding advisory vote, on the frequency of future stockholder advisory votes to approve executive compensation.
6. To vote on a proposal received from the Service Employees International Union ("SEIU") regarding lobbying.
7. To transact such other business as may properly come before our Annual Meeting or any adjournments thereof.

This year's Annual Meeting will be online and a completely virtual meeting of stockholders. The virtual meeting will provide stockholders rights and opportunities to vote and ask questions equivalent to in-person meetings of stockholders. **In order to attend the meeting, you must register in advance at <https://www.viewproxy.com/DEI/2023/htype.asp> by 11:59 p.m. Eastern Daylight Time on May 22, 2023.** On the day of the Annual Meeting of Stockholders, if you have properly registered, you may enter the meeting by clicking on the link provided and the password you received via email in your registration confirmations. Further instructions on how to attend and vote at the Annual Meeting of Stockholders are contained in the Proxy Statement in the section titled "Annual Meeting of Stockholders".

**Our Board of Directors has fixed the close of business on March 27, 2023 as the Record Date for determining the stockholders entitled to notice of and to vote at our Annual Meeting, or at any adjournment thereof (the "Record Date").** Only stockholders at the close of business on the Record Date are entitled to attend or vote at our Annual Meeting.

Accompanying this Notice are a Proxy Statement and a Proxy Card. Even if you plan on attending our Annual Meeting via webcast, please mark, sign, date and promptly return the enclosed Proxy Card in the postage-paid envelope. If your shares of common stock are held by a bank, broker or other nominee, please follow the instructions you receive from your bank, broker or other nominee to have your shares of common stock voted. You may revoke your proxy by taking appropriate action at any time prior to its exercise at our Annual Meeting.

**This Proxy Statement and our 2022 Annual Report to stockholders are available at [www.douglasemmett.com/proxy](http://www.douglasemmett.com/proxy). Stockholders will receive a full set of these materials through the mail from us or from their brokers.**

By Order of the Board of Directors,

/s/ Jordan L. Kaplan

**Jordan L. Kaplan**

**President and Chief Executive Officer**

/s/ Michele Aronson

**Michele Aronson**

**Secretary**

Date: April 14, 2023



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1299 Ocean Avenue, Suite 1000, Santa Monica, California 90401

## PROXY STATEMENT

### ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement is furnished to the stockholders of Douglas Emmett, Inc., a Maryland corporation, in connection with the solicitation of proxies on behalf of our Board of Directors (our “Board”). The proxies solicited hereby are to be voted at our Annual Meeting of Stockholders to be held on May 24, 2023 at 9:00 a.m. Pacific Daylight Time and at any and all adjournments thereof (our “Annual Meeting”).

PROPOSAL	FOR MORE INFORMATION	BOARD RECOMMENDATION
<b>DOUGLAS EMMETT PROPOSALS</b>		
<b>Proposal 1:</b> To elect eleven directors to serve on the Board of Directors until the 2024 annual meeting of stockholders and until their successors are duly elected and qualify.	Page <a href="#">6</a>	<b>FOR EACH NOMINEE</b>
<b>Proposal 2:</b> To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2023.	Page <a href="#">10</a>	<b>FOR</b>
<b>Proposal 3:</b> To approve, in a non-binding advisory vote, our named executive officer compensation for 2022.	Page <a href="#">11</a>	<b>FOR</b>
<b>Proposal 4:</b> To approve amendments to the Douglas Emmett, Inc. 2016 Omnibus Stock Incentive Plan.	Page <a href="#">15</a>	<b>FOR</b>
<b>Proposal 5:</b> Consideration of an advisory vote on the frequency of votes on executive compensation.	Page <a href="#">25</a>	<b>FOR 1 YEAR</b>
<b>SEIU SUBMITTED PROPOSAL</b>		
A proposal received from the SEIU on lobbying.	Page <a href="#">26</a>	<b>AGAINST</b>

This year’s Annual Meeting will be online and a completely virtual meeting of stockholders. You will not be able to attend the Annual Meeting in person. If you wish to attend the virtual 2023 Annual Meeting, you must register in advance by visiting <https://www.viewproxy.com/DEI/2023/htype.asp>. Your registration must be received by 11:59 p.m. Eastern Daylight Time on May 22, 2023. You will receive a meeting invitation by e-mail with your unique meeting link along with a password prior to the meeting date. You may also authorize a proxy to vote your shares at the Annual Meeting by returning a signed Proxy Card in the enclosed postage-paid envelope, or by following the instructions you receive from your bank, broker or other nominee.

Our Board of Directors has fixed the close of business on March 27, 2023 as the Record Date for determining the stockholders entitled to notice of and to vote at our Annual Meeting, or at any adjournment thereof. If you are a stockholder of record as of the close of business on the Record Date for the Annual Meeting, you will be entitled to attend the Annual Meeting and vote and submit questions during the Annual Meeting via a live audio webcast. If you hold your shares in “street name” through a bank, broker or other nominee as of the close of business on the Record Date for the Annual Meeting, you will be able to attend and submit questions during the Annual Meeting, but you will not be able to vote at the Annual Meeting unless you obtain a legal proxy from your bank, broker or other nominee and submit it as part of the registration process. If you vote by proxy prior to the Annual Meeting and also virtually attend the Annual Meeting, there is no need to vote again at the Annual Meeting unless you wish to change your vote.

We have enclosed a Proxy Card for your use. The shares represented by each properly executed unrevoked proxy will be voted as directed by the stockholder executing the proxy. Unless a proxy directs otherwise, the shares represented by each properly executed unrevoked proxy will be voted in accordance with the recommendations of our Board, as specified for each separate proposal below. With respect to any other item of business that may come before our Annual Meeting, the proxy holders may vote the proxy in their discretion.

If you are a stockholder of record and will not be able to attend our Annual Meeting to vote your common stock, please mark, sign, date, and promptly return the enclosed Proxy Card in the postage-paid envelope. If your common stock is held by a bank, broker or other nominee (i.e. in "street name"), please follow the instructions you receive from your bank, broker or other nominee to have your common stock voted. Your broker is required to vote in accordance with the instructions you give; if you do not give instructions to your broker, your broker may vote your shares in its discretion for the ratification of the independent registered public accounting firm, but may not vote your shares at all on the other matters brought before the Annual Meeting. Also, if you hold any of your shares in street name, you must obtain a legal proxy executed in your favor from your bank, broker or nominee to be able to vote these shares via the webcast at the Annual Meeting. Obtaining a legal proxy may take several days.

You may revoke any proxy you give at any time prior to its exercise by filing, with our Secretary, either an instrument revoking that proxy or a duly executed proxy bearing a later date. If you attend the Annual Meeting, you may withdraw any proxy and vote your common stock if you are a stockholder of record.

### ***Registering to attend the Virtual Annual Meeting***

To register to attend the Annual Meeting, please visit <https://www.viewproxy.com/DEI/2023/htype.asp>.

#### **ALL REGISTRATIONS MUST BE RECEIVED BY 11:59 PM EDT ON May 22, 2023.**

- If you hold your shares in your name as of the close of business on the Record Date for the Annual Meeting, or have received a Proxy Card, please click "Registration for Registered Holders" and enter your name, phone number, and email address.
- If you hold your shares through a bank, broker or other nominee, please click "Registration for Beneficial Holders" and enter your name and email, and click submit. You will also need to prove beneficial ownership by uploading or e-mailing to [VirtualMeeting@viewproxy.com](mailto:VirtualMeeting@viewproxy.com) a copy of a legal proxy from your bank, broker or other nominee, or a copy of your Proxy Card, voter instruction form, notice of internet availability, or your brokerage statement. If you hold your shares through a bank, broker or other nominee, and you wish to vote in person at the Annual Meeting, you must submit a copy of your legal proxy from your bank, broker or other nominee. If you have not obtained a legal proxy from your bank, broker or other nominee and do not wish to vote in person at the Annual Meeting, you must still register to attend Annual Meeting.

After you have registered for the Annual Meeting, you will receive an e-mail indicating that your registration has been confirmed along with the meeting link; you will also receive the meeting password in a separate email. You will need the meeting link and the password in order to virtually attend the Annual Meeting.

### ***Attending the Virtual Annual Meeting***

Stockholders who properly register to attend the Annual Meeting will receive a meeting invitation by e-mail with a unique meeting link and a password prior to the meeting date. You may submit questions during the registration process, or during the virtual meeting by typing your question into the questions/chat box. You will need the control number that appears on your proxy card, or if you hold your shares through a broker, bank or other nominee, that was provided with the confirmation of your registration, to vote during the Annual Meeting. We encourage you to access the Annual Meeting webcast prior to the start time. Online check-in will begin at 8:30 am, Pacific Daylight Time, and you should allow ample time for the check-in. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please contact technical support at 866-612-8937 or [Virtualmeeting@viewproxy.com](mailto:Virtualmeeting@viewproxy.com).

This Proxy Statement and the accompanying form of proxy are first being mailed to stockholders on or about April 14, 2023. We intend to solicit proxies primarily by mail. However, our directors, officers, agents and employees may communicate with stockholders, banks, brokerage houses and others by telephone, e-mail, or otherwise to solicit proxies. Additionally, we intend to post this Proxy Statement and our 2022 Annual Report on our website at [www.douglasemmett.com/proxy](http://www.douglasemmett.com/proxy) for public review. We have no present plans to hire special employees or paid solicitors to assist in obtaining proxies, but reserve the option to do so. All expenses incurred in connection with this solicitation will be borne by us. We request that brokerage houses, nominees, custodians, fiduciaries and other similar parties forward the soliciting materials to the underlying beneficial owners of our common stock. We will reimburse reasonable charges and expenses incurred in doing so.

## VOTING SECURITIES AND PRINCIPAL STOCKHOLDERS

### Outstanding Shares; Record Date; and Quorum

Only holders of record of our common stock at the close of business on the Record Date (March 27, 2023) are entitled to notice of and to vote at our Annual Meeting and any adjournments thereof. As of the Record Date, we had 175,809,682 shares of our common stock outstanding. Holders of our common stock are entitled to one vote at our Annual Meeting for each share of our common stock held that was issued and outstanding as of the Record Date. The presence, via webcast or by proxy, of stockholders entitled to cast a majority of all votes entitled to be cast will constitute a quorum for the transaction of business at our Annual Meeting.

### Security Ownership of Certain Beneficial Owners and Management

The following table presents the beneficial ownership of our common stock as of the Record Date, by (i) each person or entity known by us to own beneficially more than 5% of our outstanding common stock (based upon our review of the most recent Schedule 13D and 13G filings as of the Record Date), (ii) each of our directors and nominees, (iii) each of our executive officers and (iv) all of our directors and executive officers as a group. Except as otherwise noted, each of the persons or entities named each has sole voting and investment power with respect to all shares shown as beneficially owned by them, and the address of each of the individuals is c/o Douglas Emmett, Inc., 1299 Ocean Avenue, Suite 1000, Santa Monica, California 90401.

Name and Address of Owner <sup>(2)</sup>	Common stock <sup>(1)</sup>	
	Number of Shares	Percent of Class <sup>(1)</sup>
Jordan L. Kaplan <sup>(3)</sup>	11,733,555	6.4%
Kenneth M. Panzer <sup>(4)</sup>	9,122,668	5.0%
Dan A. Emmett <sup>(5)</sup>	5,182,677	2.9%
Kevin A. Crummy	306,220	*
Shirley Wang	284,000	*
Leslie E. Bider	269,139	*
William E. Simon, Jr.	134,452	*
Thomas E. O'Hern	110,229	*
Dr. David T. Feinberg	83,989	*
Virginia A. McFerran	32,248	*
Peter D. Seymour	25,171	*
Dorene C. Dominguez	—	*
Ray C. Leonard	—	*
The Vanguard Group, Inc. <sup>(6)</sup> 100 Vanguard Blvd., Malvern, PA 19355	25,280,027	14.4%
BlackRock, Inc. <sup>(7)</sup> 55 East 52 <sup>nd</sup> Street, New York, NY 10055	20,259,895	11.5%
First Eagle Investment Management, LLC <sup>(8)</sup> 1345 Avenue of the Americas, New York, NY 10105	12,416,793	7.1%
State Street Corporation <sup>(9)</sup> 1 Lincoln Street, Boston, MA 02111	9,608,423	5.5%
All officers, directors and nominees as a group (13 persons)	27,284,348	14.0%

\* Less than 1%

*See notes to the table on the next page*

- Pursuant to Item 403 of Regulation S-K, the number of shares listed for each individual reflects their beneficial ownership except as otherwise noted. For purposes of this table, a person or group of persons is deemed to have “beneficial ownership” of shares that such person or group has the right to acquire within 60 days after the Record Date. The beneficial ownership in the table includes the following share equivalents:

<b>Name</b>	<b>OP Units</b>
Jordan L. Kaplan	8,122,934
Kenneth M. Panzer	7,528,252
Dan A. Emmett	3,460,780
Kevin A. Crummy	303,884
Shirley Wang	—
Leslie E. Bider	94,139
William E. Simon, Jr.	53,452
Thomas E. O’Hern	61,181
Dr. David T. Feinberg	58,989
Virginia A. McFerran	32,248
Peter D. Seymour	25,171
Dorene C. Dominguez	—
Ray C. Leonard	—
All officers, directors and nominees as a group (13 persons)	<u>19,741,030</u>

As of the Record Date, we had 30,126,384 operating partnership units outstanding. “OP Units” are limited partnership interests in our operating partnership which share equally in the distributions of our operating partnership and are redeemable by the holder for an equivalent number of shares of our common stock or for the cash value of such shares, at our election. These share equivalents are deemed to be outstanding for purposes of computing the percentage of outstanding shares held by each person or group as of the Record Date, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

- Mr. Emmett is the Chairman of our Board, Mr. Kaplan is our President and Chief Executive Officer ("CEO") and a Director, Mr. Panzer is our Chief Operating Officer ("COO") and a Director, Mr. Crummy is our Chief Investment Officer ("CIO"), and Mr. Seymour is our Chief Financial Officer ("CFO"). Messrs. Bider, O’Hern, Simon, Feinberg and Leonard, and Ms. McFerran, Dominguez, and Wang are independent members of our Board.
- Mr. Kaplan disclaims beneficial ownership of 758,981 shares of common stock owned by The Martha and Irv Kaplan Family Foundation, a California tax-exempt charitable organization. Mr. Kaplan is the sole director of the foundation, with sole voting and dispositive power over the common stock held by the foundation.
- Mr. Panzer disclaims beneficial ownership of 720,826 shares of common stock owned by The Panzer Family Foundation, a California tax-exempt charitable organization. Mr. Panzer is the sole director of the foundation, with sole voting and dispositive power over the common stock held by the foundation.
- Mr. Emmett disclaims beneficial ownership of (i) 839,451 shares of common stock owned by the Emmett Foundation, a California tax-exempt charitable organization, of which Mr. Emmett is the president with voting and dispositive power, and (ii) 66,000 shares of common stock owned by certain trusts for Mr. Emmett’s children of which Mr. Emmett is a trustee, with voting and dispositive power. Mr. Emmett also disclaims beneficial ownership of the following share equivalents: 770,126 OP Units owned by trusts for Mr. Emmett’s spouse and children of which Mr. Emmett is a trustee.
- Based solely on information disclosed in the Schedule 13G/A filed with the Securities and Exchange Commission ("SEC") on February 9, 2023 by The Vanguard Group, which reported that it had: (i) shared voting power with respect to 210,187 shares, (ii) sole dispositive power with respect to 24,895,805 shares and (iii) shared dispositive power with respect to 384,222 shares.
- Based solely on information disclosed in the Schedule 13G/A filed with the SEC on January 26, 2023 by BlackRock, Inc., which reported that it had sole voting power with respect to 19,715,536 shares and sole dispositive power with respect to all of the beneficially owned shares disclosed.

8. Based solely on information disclosed in the Schedule 13G filed with the SEC on February 10, 2023 by First Eagle Investment Management, LLC, which reported that it had sole voting power with respect to 11,359,732 shares and sole dispositive power with respect to all of the beneficially owned shares disclosed.
9. Based solely on information disclosed in the Schedule 13G filed with the SEC on January 10, 2023 by State Street Corporation, which reported that it had shared voting power with respect to 7,215,380 shares and shared dispositive power with respect to all of the beneficially owned shares disclosed.



## **DOUGLAS EMMETT PROPOSALS**

### **ELECTION OF DIRECTORS**

#### **(Proposal 1)**

##### **Information Concerning Nominees**

Our Board currently has eleven members, all of whose terms expire at our Annual Meeting and all of whom are nominated for re-election to a term that will expire at our 2024 annual meeting of stockholders. Each of the nominees was nominated based on the assessment of our Nominating and Corporate Governance Committee and our Board that he or she can make meaningful contributions to the oversight of our business and affairs, has a reputation for honesty and ethical conduct in his or her personal and professional activities and exhibits independence, experience and strong communication and analytical skills. Pursuant to our Corporate Governance Guidelines, we seek to have our Board consist of members representing a diverse and complementary mix of skills, experience, perspectives and backgrounds. As of March 31, 2023, our longest serving independent director had served for sixteen years, while the average service period of our independent directors was approximately eight years.

<b>Name</b>	<b>Age<sup>(1)</sup></b>	<b>Title</b>
Dan A. Emmett	83	Chairman of our Board of Directors
Jordan L. Kaplan	61	Director, CEO and President
Kenneth M. Panzer	62	Director and COO
Leslie E. Bider	72	Director
Dorene C. Dominguez	60	Director
Dr. David T. Feinberg	61	Director
Ray C. Leonard	66	Director
Virginia A. McFerran	59	Director
Thomas E. O'Hern	67	Director
William E. Simon, Jr.	71	Director
Shirley Wang	54	Director

(1) Age as of March 31, 2023.

***Dan A. Emmett.*** Mr. Emmett has served as the Chairman of our Board since our inception. Mr. Emmett co-founded our original predecessor in 1971 and our immediate predecessor in 1991. Mr. Emmett's personal family office is engaged in investment activities through various investment entities, none of which are affiliated with us. Mr. Emmett received his bachelor's degree from Stanford University in 1961 and his J.D. from Harvard University in 1964. Mr. Emmett was nominated as a result of his positions with our predecessor entities and his extensive knowledge of our operations and our market.

***Jordan L. Kaplan.*** Mr. Kaplan has served as our CEO and President and a member of our Board since our inception. Mr. Kaplan joined our predecessor operating companies in 1986, co-founded our immediate predecessor in 1991 and served as the Chief Financial Officer for our predecessor operating companies from 1991 to 2006. Mr. Kaplan received his bachelor's degree from the University of California, Santa Barbara in 1983 and his M.B.A. from the University of California, Los Angeles in 1986. Mr. Kaplan was nominated as a result of his position as our CEO and his extensive knowledge of our operations and our market.

***Kenneth M. Panzer.*** Mr. Panzer has served as our COO and a member of our Board since 2006. Mr. Panzer joined our predecessor operating companies in 1984, co-founded our immediate predecessor in 1991 and served as the Chief Operating Officer of our predecessor operating companies from 1991 to 2006. Mr. Panzer received his bachelor's degree from Penn State University in 1982. Mr. Panzer was nominated as a result of his position as our COO and his extensive knowledge of our operations and our market.

**Leslie E. Bider.** Mr. Bider has served as a member of our Board since 2006. Mr. Bider is a retired executive and investor managing his family office and family foundation. From 2008 to 2021, Mr. Bider was the Chief Executive Officer and then Vice Chairman of PinnacleCare, a Private Health Advisory firm. From 2007 to 2008, he was the Chief Strategist at ITU Ventures, a Los Angeles-based Venture Capital firm. From 2005 to 2007, Mr. Bider served as an executive in residence at Elevation Partners. Mr. Bider was the Chairman/Chief Executive Officer of Warner Chappell Music, Inc., one of the world's largest music publishing companies, from 1987 to 2005. Prior to that, Mr. Bider served as Chief Financial Officer and Chief Operating Officer of Warner Bros. Music and was a CPA and principal in an accounting firm specializing in the entertainment industry. Mr. Bider holds a bachelor's degree in accounting from University of Southern California and an M.S. from the Wharton School. Mr. Bider was nominated based on the entirety of his experience and skills, although the Nominating and Corporate Governance Committee and Board specifically noted his experience in real estate, including his prior service as a director at a large commercial real estate firm, his knowledge of financial and accounting matters and his operating experience in several industries.

**Dorene C. Dominguez.** Ms. Dominguez has served as a member of our Board since 2021. Since 1985 Ms. Dominguez has worked for Vanir Construction Management, Inc. and in 2004 she became the Chairwoman and CEO of Vanir Group of Companies, and its subsidiaries, Vanir Development Company Inc. and Vanir Construction Management Inc., which respectively specialize in commercial and institutional real estate development and construction management. She is on the board of KB Home, University of Notre Dame Board of Trustees, an active member of the Coca-Cola Hispanic Advisory Council and former CIT Group Board Member. She is also the first Latina to become a governor of the NBA Sacramento Kings. Ms. Dominguez holds a bachelor's degree in business administration with a concentration in finance from the University of Notre Dame and a certificate in corporate governance from Harvard University. Ms. Dominguez was nominated based on the entirety of her experience and skills, although the Nominating and Corporate Governance Committee and Board specifically noted her experience in real estate development and construction, (two growing aspects of our business) and her operating experience.

**Dr. David T. Feinberg.** Dr. Feinberg became a member of our Board in 2011; he resigned in September 2015 and was reelected in February 2016 after completing the transition to a new job. Dr. Feinberg became Chairman, Oracle Health in 2022 following Oracle's purchase of Cerner Corporation, a supplier of health information technology services, devices, and hardware, where Dr. Feinberg served as President & Chief Executive Officer from 2021 to 2022. From 2019 to 2021 Dr. Feinberg led Google's health efforts as the Vice President, Google Health. From 2015 to 2019, Dr. Feinberg served as the President and Chief Executive Officer of Geisinger Health System, a physician-led health system. From 2008 to 2015, Dr. Feinberg was Chief Executive Officer of UCLA's hospitals and Associate Vice Chancellor of UCLA Health Sciences, as well as President of the UCLA Health System, after more than 20 years on the faculty at UCLA. He holds a bachelor's degree in economics from the University of California at Berkeley, an M.D. from the University of Health Sciences/The Chicago Medical School and a Masters of Business Administration from Pepperdine University. Dr. Feinberg was nominated based on the entirety of his experience and skills, although the Nominating and Corporate Governance Committee and Board specifically noted his experience as the chief executive officer of a major medical institution in our submarkets, including his experience as a tenant, his familiarity with the medical industry and technology industry generally (two of our key tenant drivers) and his managerial expertise.

**Ray C. Leonard.** Mr. Leonard has served on our board since April 1, 2022. Mr. Leonard is a legendary boxer, philanthropist, bestselling author, television personality, and ringside commentator. Since 2013 he has served as President of the Sugar Ray Leonard Foundation which is committed to funding pediatric diabetes research and helping children live healthier lives. As a prominent and respected figure, Mr. Leonard has done commercial endorsements for numerous companies and appeared in numerous television shows and movies. For over 20 years, he has also been in demand as a motivational speaker. His boxing career includes an Olympic Gold Medal in 1976, six world titles in five weight classes and induction into the International Boxing Hall of Fame. Mr. Leonard was nominated based on the entirety of his experience and skills, although the Nominating and Corporate Governance Committee and Board specifically noted his substantial presence in the medical research and healthcare industries, his commitment to the communities in which we operate, and his familiarity with the entertainment industry, one of our key tenant drivers.

**Virginia A. McFerran.** Ms. McFerran has served as a member of our Board since 2015. Ms. McFerran is an investor and advisor to technology companies and healthcare organizations embracing new technology. From 2019 to 2020 she served as the VP of Global Partnerships at Google Health. From 2016 to 2018 Ms. McFerran was the President and Chief Executive Officer of Optum Analytics, an information and technology-enabled health services business. From 2009 to 2014, Ms. McFerran served as Chief Information Officer of the UCLA Health system. Prior to joining UCLA, Ms. McFerran had been the Chief Information Officer of Weill Cornell Medical Center in New York and the Chief Information Officer of The Salk Institute, after having held technical leadership positions at The University of Washington and Microsoft Corporation. Ms. McFerran holds a bachelor's degree from University of Georgia and an M.S. from Seattle University. Ms. McFerran was nominated based on the entirety of her experience and skills, although the Nominating and Corporate Governance Committee and Board specifically noted her familiarity with the medical and technology industries generally (two of our key tenant drivers) and her expertise in information technology and systems, which play increasingly critical roles in our business.

**Thomas E. O'Hern.** Mr. O'Hern has served as a member of our Board since 2006. Mr. O'Hern is the Chief Executive Officer and a member of the Board of Directors of The Macerich Company, a REIT specializing in retail real estate. Prior to becoming CEO, Mr. O'Hern was Senior Executive Vice President, Chief Financial Officer and Treasurer for Macerich. Prior to joining Macerich in 1993, Mr. O'Hern served as Chief Financial Officer of several commercial real estate companies. Mr. O'Hern worked as a Certified Public Accountant for Arthur Andersen & Co. and was with that firm from 1978 through 1984. Mr. O'Hern also serves on the NAREIT Board of Governors. Mr. O'Hern holds a bachelor's degree from California Polytechnic University, San Luis Obispo. Mr. O'Hern was nominated based on the entirety of his experience and skills, although the Nominating and Corporate Governance Committee and Board specifically noted his experience in real estate, including his service as a chief executive officer and chief financial officer at a large public commercial real estate company and his knowledge of financial and accounting matters.

**William E. Simon, Jr.** Mr. Simon, has served as a member of our Board since 2012. Mr. Simon is Partner Emeritus of Simon Quick Advisors, a firm that provides wealth management, investment consulting, and family office services to its clients. He previously served as a Partner at Simon Quick Advisors from 2016 to 2020. Prior to becoming a partner at Simon Quick Advisors, he was Co-Chairman of William E. Simon & Sons, L.L.C. an investment firm that he co-founded in 1988. From 1990 to 2005, Mr. Simon was a co-founder and Advisory Director of William E. Simon & Sons Municipal Securities, Inc., a municipal bond company, and from 1973 to 1979 held senior positions on the municipal securities and foreign exchange desk at Morgan Guaranty Trust Company. He was an Assistant United States Attorney in the Southern District of New York from 1985 to 1988. Mr. Simon is currently an Assistant Adjunct Professor in the UCLA Undergraduate Department of Economics and Founding Director of the UCLA Value Investing Program. He also serves as an Adjunct Instructor for the Williams College Leadership Studies Program. Mr. Simon holds a bachelor's degree in history from Williams College where he is a Lifetime Emeritus Trustee and a J.D. from Boston College Law School. Mr. Simon was nominated based on the entirety of his experience and skills, although the Nominating and Corporate Governance Committee and Board specifically noted his experience in investing in real estate and other investments and his knowledge of financial matters.

**Shirley Wang.** Ms. Wang has served on our board since April 1, 2022. Ms. Wang is the founder of Plastpro Inc., a fiberglass door manufacturing company, and has served as its Chief Executive Officer since 1994. Prior to her career as an entrepreneur, Ms. Wang held executive and sales positions at Citicorp and J. Walter Thompson Advertising. Ms. Wang is on the board of Preferred Bank, a NASDAQ listed corporate bank, and serves as a trustee on the Columbia University Board of Trustees. Ms. Wang holds a bachelor's degree from the University of California Los Angeles and a Masters of Business Administration from Columbia University. Ms. Wang was nominated based on the entirety of her experience and skills, although the Nominating and Corporate Governance Committee and Board specifically noted her experience in manufacturing and construction, and her operating experience.

#### Board Demographics (As of March 31, 2023)

	Female	Male
African American or Black	—	1
Asian	1	—
Hispanic or Latino	1	—
White (non-Hispanic or Latino)	1	7

### **Required Vote**

Nominees will be elected as directors by a plurality of the votes cast (assuming a quorum is present). The shares represented by each properly executed and unrevoked proxy will be voted "FOR" the election of all of the nominees, unless the proxy otherwise directs. Abstentions and broker non-votes will not have any effect on the outcome of this proposal because they are not treated as votes cast, although abstentions and broker non-votes will be considered present for the purpose of determining the presence of a quorum. Instructions to withhold authority to vote will have no effect on the outcome of this proposal. All of the nominees have indicated a willingness to serve as directors, but if any of them should decline or be unable to act as a director, the proxy holders will vote "for" the election of another person or persons as our Board recommends.

### **Board Recommendation**

***OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR EACH OF THE ABOVE-NAMED NOMINEES.***

## **RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP**

### **(Proposal 2)**

Our Audit Committee has approved the appointment of Ernst & Young LLP as our independent registered public accounting firm to audit our consolidated financial statements for 2023. We are seeking our stockholders' ratification of such action. A representative of Ernst & Young LLP will be available at our Annual Meeting to respond to appropriate questions or make any other statements such representative deems appropriate.

### **Required Vote**

The proposal requires the affirmative vote of a majority of the votes cast on the proposal (assuming a quorum is present). Stockholders may vote "for" or "against" the proposal, or they may abstain from voting on the proposal. Abstentions will not have any effect on the outcome of this proposal because they are not treated as votes cast. In the event the stockholders do not approve this proposal, our Audit Committee will reconsider the appointment of Ernst & Young LLP as our independent registered public accounting firm. Unless a proxy directs otherwise, the shares represented by each properly executed and unrevoked proxy will vote "for" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.

### **Board Recommendation**

***OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.***

## NON-BINDING ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

### (Proposal 3)

We are seeking an advisory vote (sometimes referred to as “say on pay”) from our stockholders to approve our named executive officers' compensation for 2022, as required pursuant to Section 14A of the Exchange Act. Our Board recommends that you **approve** this resolution for the following reasons (for more information, please also see “Executive Compensation,” including the “Compensation Discussion and Analysis” section and Summary Compensation Tables):

#### Board Responsiveness in 2022

We value and solicit input from our stockholders regarding our executive compensation program. We hold a non-binding advisory vote every year to approve the compensation of our named executive officers. Over the last several years, our Compensation Committee has embarked on a robust stockholder outreach program and, as a result of these valuable interactions with our stockholders, we have made significant changes to our disclosure and our Compensation Committee's process for setting named executive officer compensation.

At our 2022 annual meeting of stockholders, over 69% of stockholders who cast votes on the “say on pay” proposal supported our 2021 named executive compensation. We note that ISS recommended a vote “against” our 2021 named executive compensation, primarily citing concerns with the discretionary nature of our incentive compensation program and the lack of equity tied to rigorous performance-vesting criteria. Our Compensation Committee does not rely on mechanical formulas to measure success in order to avoid situations where management focuses on selected metrics to the detriment of real performance or where a formula produces anomalous results. While we disagree with the conclusions of the ISS analysis, and were disappointed with the negative recommendation, we were pleased to receive super majority support for our named executive compensation from our stockholders.

Since that meeting, we have contacted stockholders collectively representing approximately 72% of our common stock. Four of our ten largest stockholders, representing 30% of our common stock, saw no need for engagement, citing support for our executive compensation approach and productive prior year engagements; we had substantive conversations with stockholders representing over 42% of our common stock. The chairperson of our Compensation Committee personally led the conversations with over three quarters of the stockholders choosing to engage.

<b>Offered Engagement</b> <b>72%</b>	<b>Indicated Engagement Unnecessary</b> <b>30%</b>	<b>Engaged in Substantive Discussions</b> <b>42%</b>
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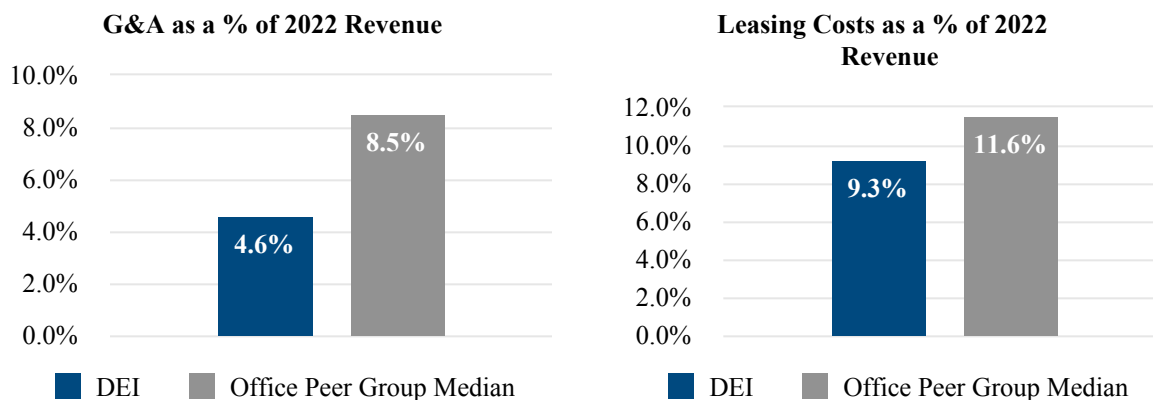
In those meetings, we solicited input on our named executive officer compensation, as well as other matters including corporate governance, market conditions and corporate strategy. As a result of our engagements and based on the feedback received, we have made changes this year to our disclosure and the Compensation Committee's process for setting named executive officer compensation (for more information see “Executive Compensation,” including the “Compensation Discussion and Analysis” section).

#### 2022 Results

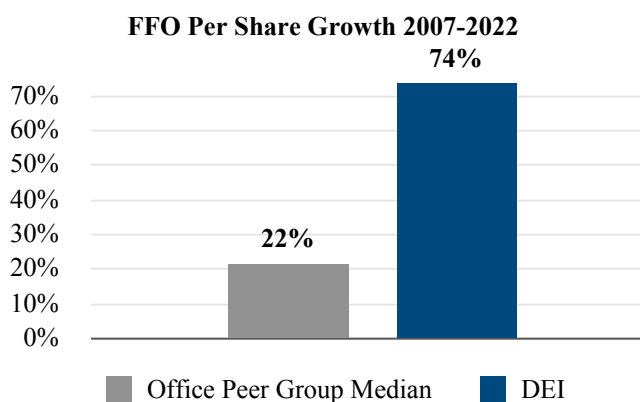
In 2022, our named executive officers led the Company to achieve strong operational and financial results in the face of notable challenges:

- **Robust Office Leasing.** In our markets, as the impacts of the pandemic dissipated during the first three quarters, we leased approximately 3 million square feet of office space while utilization rates in our office buildings rebounded to over 80%. However, as economic concerns grew during the fourth quarter, we saw a slowdown in new and renewal leasing demand from large office tenants. Fortunately, we continued to see good activity from the small tenants who dominate our markets and leased 770,000 square feet of office space during the fourth quarter. For all of 2022, we leased over 3.7 million square feet of office space, including 1.3 million square feet of new leases.
- **Strong Multifamily Results.** Our multifamily properties remained essentially fully leased throughout the year, and achieved strong rent roll-up averaging over 7% across our portfolio.

- **Residential Development Deliveries.** We completed and leased over 60% of the Landmark Los Angeles, our 376 unit residential high-rise in Brentwood. This is the first new residential high-rise development west of the 405 Freeway in more than 40 years, offering stunning ocean views and luxury amenities. We have also converted and leased 72% of our office floors to residential units at Bishop Place, our office to residential conversion project in downtown Honolulu, adding 129 new units during the year to reach a total of 356 units.
- **Excellent General & Administrative (G&A) Expenses and Leasing Cost Control.** In 2022, our G&A expenses were only 4.6% of our revenues, significantly less than the average of 8.5% for our Office Peer Group<sup>(1)</sup>. Our leasing costs (recurring capital expenditures, tenant improvements and leasing expenses) were only 9.3% of our revenues, versus the average of 11.6% for our Office Peer Group. We also provide very limited perquisites for our executive officers (described below in "Compensation Discussion and Analysis"), which contributes to our low general and administrative expenses.



- **Strong Internal Growth.** Our funds from operation (FFO)<sup>(2)</sup> per share growth has significantly outpaced that of our Office Peer Group<sup>(3)</sup> in the 16 years since our IPO:



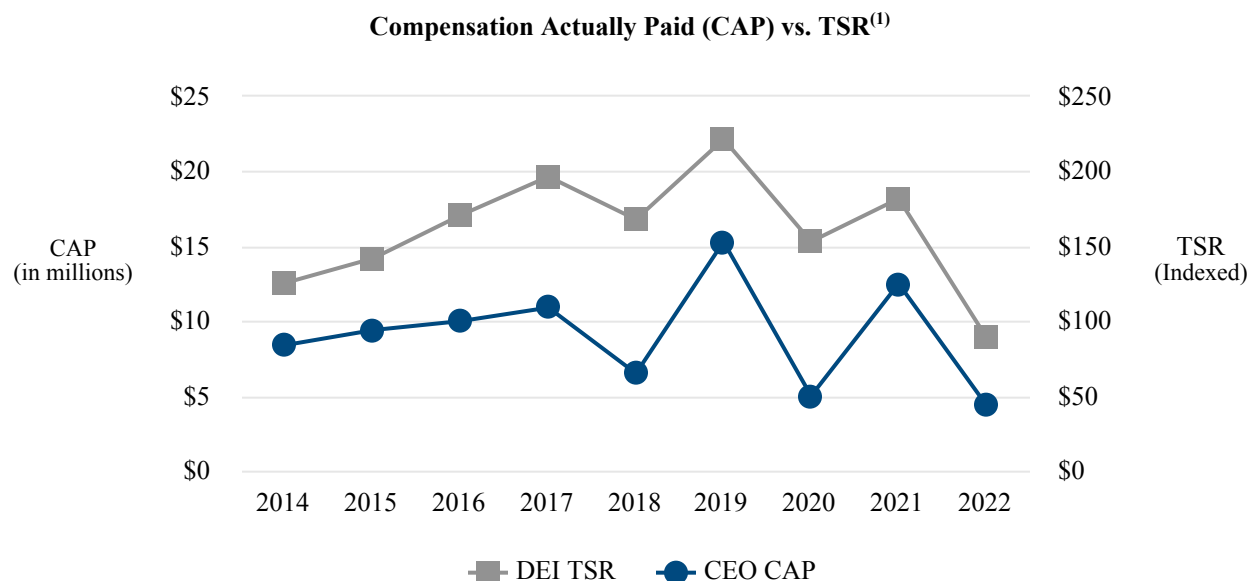
<sup>(1)</sup> Our Office Peer Group includes Boston Properties, Inc., Hudson Pacific Properties, Inc., Kilroy Realty Corporation, Paramount Group, Inc., SL Green Realty Corp. and Vornado Realty Trust.

<sup>(2)</sup> FFO is a non-GAAP financial measure for which we believe that net income (loss) is the most directly comparable GAAP financial measure. See note 3 to the "2022 Pay Versus Performance Table" in the "Executive Compensation" section, which includes the definition of FFO.

<sup>(3)</sup> Hudson Pacific Properties, Inc. and Paramount Group Inc. are not included in the FFO Per Share Growth chart above because they were not public companies during the entire period.

We believe that our executive officer compensation program represents a balanced, state-of-the-art structure, appropriately focused on pay-for-performance:

- Strong Link Between Pay and Performance.** Our Compensation Committee has always focused on aligning pay with performance and has a history of lowering pay when warranted (CEO pay has been lowered 7 times in the 17 years since our IPO). This year the SEC introduced new requirements intended to provide investors with more transparent and comparable disclosures of executive compensation in the context of financial performance (see "Financial Performance Measures used to determine Compensation Actually Paid (CAP)" on page 51 of this Proxy Statement). This new requirement includes an SEC-defined calculation called Compensation Actually Paid ("CAP"). We have provided a chart comparing CAP to our Total Shareholder Return ("TSR") for the last nine years (the period during which our current compensation structure has remained consistent). This new SEC calculation further demonstrates that the change in our CEO's compensation has been extremely well aligned with TSR.



(1) Cumulative total shareholder return is indexed on a \$100 investment on December 31, 2013, assuming the reinvestment of dividends.

- Executive Compensation is Overwhelmingly Performance-Based.** Performance-based pay represents a substantial majority of the compensation of our named executive officers. In 2022, only 9% of our CEO's and COO's compensation was base salary, with the remainder determined based on performance during the year in the discretion of our Compensation Committee at the end of the year. As it was done in prior years, **at the beginning of 2022, our Compensation Committee approved written goals which we then disclosed in our proxy statement last year for our 2022 Annual Meeting of Stockholders.** For 2022, these included goals related to our 2022 FFO, our absolute and relative TSR, Environmental, Social and Governance ("ESG") matters, operating matters, acquisitions, dispositions and development and redevelopment activities. Our Compensation Committee reserves the option (when appropriate and disclosed) to consider other factors which were not part of the goals set at the beginning of the year. **At the end of 2022, our Compensation Committee then determined our named executive officers' incentive compensation based on evaluating results against these goals, the results of which are reported in this Proxy Statement (see "Executive Compensation - Compensation and Discussion Analysis").**
- Incentive Compensation Paid in Restricted Equity.** We believe that our named executive officer compensation program aligns incentive compensation opportunities with the interests of our stockholders. In 2022, our CEO, COO, and our other named executive officers received 99% of their incentive-based compensation in the form of restricted LTIP Units. "LTIP Units" are a separate series of limited partnership interests in our operating partnership which, after certain events, may be converted on a one-for-one basis into OP Units. LTIP Units have been granted to our employees and non-employee directors as part of their compensation. This directly ties the compensation for our named executive officers to the interests of our stockholders.



- **Substantial Transfer Restrictions Align Compensation with Long-Term Stockholder Value.** In order to tie the interests of our executive team with the interests of our stockholders, we require that our executive officers hold their equity grants for many years:
  - Transfer is restricted for a minimum of four to seven years after grant, based on the date of vesting.
  - Transfer is also restricted unless our future stock price exceeds 102% of the price on the grant date; if the hurdle is not reached within 10 years, 100% of the grant is forfeited.
- **Significant Long-Term Equity Ownership Creates a Strong Tie to Our Stockholders.** We require our executive officers to comply with our substantial equity ownership requirements. As of the Record Date, our named executive officers and directors held approximately 16% of our outstanding share equivalents (common stock, OP Units and LTIP Units), with a market value of \$369.0 million based on the closing price of our stock on the Record Date. All of our executive officers and directors are in compliance with our share ownership and retention requirements (see "Corporate Governance-Equity Ownership Requirements").

### **Required Vote**

As an advisory vote, the vote on this proposal is not binding upon us, our Board, or our Compensation Committee. However, our Compensation Committee, which is responsible for designing and administering our named executive officer compensation program, and our Board, both value the opinions expressed by stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers. Our current policy is to hold a non-binding, advisory vote on the compensation of our named executive officers every year. Abstentions and broker non-votes will not have any effect on the outcome of this proposal because they are not treated as votes cast, although abstentions and broker non-votes will be considered present for the purpose of determining the presence of a quorum. Unless a proxy directs otherwise, the shares represented by each properly executed and unrevoked proxy will vote "for" Proposal 3.

### **Board Recommendation**

For all of these reasons, our Board recommends a vote "FOR" the following resolution at our Annual Meeting:

"RESOLVED, that the stockholders of Douglas Emmett, Inc. hereby approve, on an advisory basis, the 2022 compensation paid to its named executive officers, as disclosed in its Proxy Statement for its 2023 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosures."

***OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR PROPOSAL 3.***

## AMENDMENTS TO OUR 2016 OMNIBUS STOCK INCENTIVE PLAN

### (Proposal 4)

The Board is asking our stockholders to approve a proposed amendment (the "Plan Amendment") to the Douglas Emmett, Inc. 2016 Omnibus Stock Incentive Plan (our "2016 Plan"). The primary purpose of the amendment is to refill the number of shares available for grant; we are also making some technical changes to address processing tax payments.

We currently use LTIP Unit grants as an integral part of our annual compensation package because they reduce cash compensation, align the interests of our officers, employees, consultants and directors more closely with those of our stockholders, and encourage long term retention. We distribute equity broadly across our employee base, at all levels of the Company, as part of our annual year-end bonus program. In 2022, our Compensation Committee granted equity to approximately half of our approximately 750 total employees. In addition, our non-employee directors and consultants are eligible to participate in the 2016 Plan.

LTIP Unit awards are made under our 2016 Plan, which was approved by our Board and our stockholders in June 2016, and amended in 2020. The Plan Amendment will allow us to continue to grant equity and equity-linked long-term incentive compensation awards (including LTIP Units) to our key officers, employees, consultants and directors. The Board believes that the selective use of equity and equity-linked long-term incentive compensation awards is vital to our ability to attract, retain, reward, and motivate our key officers, employees, consultants and directors. This, in turn, helps us achieve our growth objectives and enhance stockholder value. Stockholder approval of the Plan Amendment will allow us to continue to provide these incentives. See "Compensation Discussion and Analysis" in the "Executive Compensation" section.

Therefore, our Compensation Committee and our Board have recommended and approved, and under this proposal you are being requested to approve, a Plan Amendment designed to provide additional shares for future grants, to enshrine some best practices in the plan and to address changes in certain regulations that concern the administration of the plan.

A copy of the Plan Amendment is attached as [Exhibit A](#) to this Proxy Statement, and a conformed copy of the 2016 Plan, as amended by the Plan Amendment (the "Amended Plan"), is attached as [Exhibit B](#) to this Proxy Statement. You should read that text closely, since it (and not this summary) will govern the changes in our 2016 Plan.

The Plan Amendment makes the following substantive changes to the 2016 Plan:

- The amendment increases the maximum number of shares of our common stock available for issuance under our 2016 Plan by 19.0 million shares, which would bring the total number of shares of our common stock available for future awards under the Amended Plan to approximately 21.3 million shares (subject to adjustment as set forth in the Amended Plan). The Amended Plan will continue to count full value awards as two shares, so that this will allow us to grant approximately 10.6 million LTIPs. Based on the Record Date stock price, we expect this amount to be used over a three year period, which would represent a burn rate of approximately 1.5% of fully diluted shares and is consistent with historical levels.
- The amendment would clarify the Company's processing of amounts in satisfaction of grantees' withholding taxes obligations.

### Key Reasons Why You Should Vote to Approve the Plan Amendment

The Board recommends that you approve the Plan Amendment for the following reasons:

- **Recruitment and Retention.** The Plan Amendment will enable us to continue to attract, retain, motivate and reward our key officers, employees, consultants and directors consistent with market practice and in alignment with our shareholders. The Plan Amendment will also enable us to continue our broad-based equity program for all employees, at all levels of the Company. We believe this approach has been very successful: in 2022, approximately half of our approximately 750 total employees and all of our non-employee directors were granted equity. The Company has found that retention for employees who received equity as part of their annual bonus is more than 30% higher than for employees who received cash-only bonuses.

- **Alignment with Stockholder Interests and Pay-for-Performance.** Equity and equity-linked awards serve to align the interests of our key officers, employees, consultants and directors with those of our Company and its stockholders, focus our key officers, employees, consultants and directors on driving stockholder value creation, and further link pay with performance.
- **Competitive Advantage.** We view equity and equity-linked awards as a crucial component of our compensation program, which enable us to remain competitive within our industry in attracting and retaining key talent, as equity-based compensation for executives is customary among public companies.
- **Reasonable Share Reserve.** When amended in 2020, our 2016 Plan authorized up to 11.3 million shares of our common stock for all awards. Over the past three years, we have granted approximately 4.6 million LTIP Units under the 2016 Plan (we have not made any other type of awards). However, because full value awards like LTIP Units count as two shares under the 2016 Plan, these grants reduced the available shares by 9.2 million share equivalents. As a result, without the Plan Amendment, we have less than 1.2 million LTIP Units available for future grants. Under the Amended Plan, we will have approximately 21.3 million shares of our common stock available for future equity grants, which translates into up to a maximum of approximately 10.6 million LTIP Units. Our 2016 Plan expires in 2026 after three more annual performance cycles, at which time our stockholders will vote to approve a new plan. Based on the dollar value of the issuances during the last three years and the Record Date stock price, we estimate there would be enough shares under the Amended Plan to last approximately three annual performance cycles, coinciding with the expiration of our 2016 Plan. This represents an approximately 1.5% annual burn rate which is consistent with historical levels and we believe is a reasonable share reserve to attract, retain, motivate and reward our key officers, employees, consultants and directors.

To permit us to continue to make equity grants after 2022, our Board recommends that you approve Proposal 4.

#### Some Key Features of the Amended Plan

- **No Liberal Share Recycling.** The Amended Plan does not contain liberal share recycling provisions, either for “full value” awards, options, or stock appreciation rights.
- **Three-Year Average Burn-Rate.** During the last three years, we granted awards covering an average per year of approximately 1.5% of our outstanding common share equivalents.
- **Estimated Plan Duration.** Based on the dollar value of the issuances during the last three years and the current stock price, there would be enough shares under the Amended Plan to last approximately three annual performance cycles, through the 2026 expiration of the 2016 Plan.
- **CEO's Proportion of Performance-Conditioned Awards.** All of the equity awards received by our CEO during the last three years were awarded based on achievement of goals disclosed in our proxy statements.
- **No Repricing or Cash Buyout of Underwater Options.** The Amended Plan does not permit the repricing, cash buyout, replacement or re-granting through cancellation, modification or exchange of underwater options without stockholder approval.
- **No “Undermarket” Options or Stock Appreciation Rights.** Options and stock appreciation rights must be granted with an exercise price that is not less than 100% of the fair market value of the shares of common stock underlying the award on the date of grant.
- **Appropriate Share Counting.** “Full value” awards (such as restricted stock and deferred stock awards) are counted against the Amended Plan maximum share limit as two shares (rather than one), while options and stock appreciation rights are counted as one share. The full number of shares underlying each award are counted against the Amended Plan maximum share limit, including any shares applied to the purchase of shares and/or payment of taxes and the full number of shares underlying stock appreciation rights (rather than net shares issued).
- **Individual Limits.** No more than 2,000,000 shares underlying options and no more than 1,000,000 shares under “full value” awards may be granted to any one participant in any calendar year. No more than \$500,000 in value of awards may be provided to any non-employee director in any calendar year.
- **Clawback of Awards.** The Company will seek repayment or recovery, as appropriate, of any award paid to an executive officer of the Company (or to his or her spouse or beneficiary) to the extent overpaid as a result of financial results that must be restated and where the executive officer engaged in fraud or intentional misconduct related thereto.

- **Not Evergreen.** Our Amended Plan is not "evergreen;" awards may not be made under it after 2026.
- **Limited Transferability.** Our Amended Plan generally prohibits the transfer of awards, and only allows the participant to exercise an award during his or her lifetime, although our Compensation Committee may allow certain transfers to family members or estate planning vehicles of which family members are the only partners or beneficiaries.
- **No Increase to Shares Reserved for Issuance without Stockholder Approval.** The Amended Plan prohibits any material amendments to the Amended Plan that increase the total number of shares of common stock that may be reserved for issuance thereunder without stockholder approval.

### **Stockholder Dilution Considerations**

To protect stockholder interests from the potential dilutive impact of equity awards, we actively manage our equity plan resources as effectively as possible. During the last three years, we granted awards covering an average per year of approximately 1.5% of our outstanding common share equivalents, and we do not expect our future run rates to average significantly more than that amount.

We anticipate that the 21.3 million shares under the Amended Plan will give us flexibility to grant equity awards for approximately three performance cycles, accommodating anticipated grants relating to the hiring, retention and promotion of employees and for the compensation of non-employee directors and consultants. However, this is only an estimate. The total number of shares that are subject to award grants in any one year or from year-to-year may change based on any number of variables, including, without limitation, the value of our common stock (because higher stock prices generally require that fewer shares be issued to produce awards of a given grant date fair value, all else being equal), changes in competitors' compensation practices or changes in compensation practices in the market generally, changes in the number of employees, changes in the number of directors and officers, the extent to which vesting conditions applicable to equity-based awards are satisfied, the need to attract, retain and incentivize key talent, the type of awards we grant, and how we choose to balance total compensation between cash and equity-based awards.

The inclusion of this information in this Proxy Statement should not be regarded as an indication that the assumptions used to determine the number of shares will be predictive of actual future equity grants. These assumptions are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve risks and uncertainties that could cause actual outcomes to differ materially from those in the forward-looking statements, including our ability to attract and retain talent, achievement of performance metrics with respect to certain equity-based awards, the extent of option exercise activity, and others described in our 2022 Form 10-K filed with the SEC on February 17, 2023.

### **Summary of the Amended Plan**

The principal features of the Amended Plan are described below. However, this summary of the Amended Plan does not purport to be exhaustive and is expressly qualified in its entirety by reference to the conformed copy of the Amended Plan document, which is attached to this Proxy Statement as Exhibit B.

**Administration.** The Amended Plan is administered and interpreted by the Compensation Committee of our Board, which is comprised of three non-employee directors, each of whom meets the independence requirements imposed by the New York Stock Exchange and is a "non-employee director" within the meaning of applicable federal securities laws. Subject to the provisions of the Amended Plan, our Compensation Committee has full power and authority to select the participants to whom awards will be granted, to make any combination of awards to participants, to determine the specific terms and conditions of each award, including the conditions for the vesting and exercisability of the award, and to accelerate the vesting or exercisability of any award.

**Eligibility.** All of our full-time and part-time officers, employees, directors and consultants are eligible to participate in the Amended Plan. All participants may receive all types of awards under the Amended Plan, except that incentive stock options may be granted only to employees (including executive officers and directors who are also employees). Our Compensation Committee determines which persons eligible to participate will receive awards and the terms of their individual awards.

As of the Record Date (March 27, 2023), we had approximately 750 employees (including officers and directors who are also employees) and eight non-employee directors who would have been eligible to participate in the 2016 Plan. The actual number of persons who will receive awards from time to time cannot be determined in advance because our Compensation Committee has the discretion to select the award recipients.

**Maximum Shares Reserved.** The maximum number of shares of our common stock available for issuance under the Amended Plan in the future (as well as the number of incentive stock options) will be approximately 21.3 million. However, under the Amended Plan that translates into a limit of 10.6 million LTIP Units. Shares issued with respect to "full value" awards (such as LTIP Units, deferred stock awards, restricted stock awards and other stock-based awards) granted under the Amended Plan are counted against the Amended Plan's maximum share limit as two shares for every one share actually issued in connection with the award. Shares issued with respect to options and stock appreciation rights will be counted as one share. For example, if 100 LTIP Units are granted under the Amended Plan, 200 shares will be counted against the Amended Plan's maximum share limit for that award.

The following rules apply for counting shares against the maximum share limit under the Amended Plan:

- Shares of common stock underlying any awards that are forfeited, canceled or otherwise terminated (other than by exercise) are added back to the shares of common stock available for issuance under the Amended Plan on the same basis (either two-for-one or one-for-one) as such shares were charged against the maximum share limit upon grant.
- Shares tendered or held back upon exercise of an option or settlement of an award to cover the exercise price or tax withholding are not available for future issuance under the Amended Plan.
- Shares of common stock and stock equivalents repurchased with any cash proceeds from option exercises are not added back to the shares available for grant under the Amended Plan.
- Upon exercise of stock appreciation rights, the gross number of shares exercised are deducted from the total number of shares remaining available for issuance under the Amended Plan.

**Individual Annual Maximums.** No participant may be granted options and stock appreciation rights under the Amended Plan during any calendar year relating to more than two million shares of stock. No grantee may be granted "full value" Performance-based Awards (such as deferred stock awards, restricted stock awards and other stock-based awards) during any calendar year relating to more than one million shares of stock.

If an award is canceled, the shares subject to the canceled award will continue to be counted against the maximum number of shares for which awards may be granted to the recipient of the award in the year of grant, and any replacement award granted to such participant also will count against such limit.

In addition to the above limits, in order to provide a meaningful and specific limit on the compensation that may be provided to non-employee directors under the Amended Plan, the maximum aggregate value of awards granted under the Amended Plan to any non-employee director in any one calendar year may not exceed \$500,000, as determined for our financial accounting purposes as of the date of grant.

**Terms of Awards.** Our Compensation Committee determines the types of awards to be granted from among those provided under the Amended Plan and the terms of such awards, including the number of shares of our common stock or other securities underlying the awards; restrictions and vesting requirements, which may be time-based vesting or vesting upon satisfaction of performance goals and/or other conditions; the exercise price for options and stock appreciation rights, which may not be less than 100% of the fair market value of a share on the grant date; and, where applicable, the expiration date of awards, which for options and stock appreciation rights may not be more than 10 years after the grant date.

**Types of Awards.** Our Amended Plan provides our Compensation Committee with the authority to grant a variety of types of equity awards:

**Incentive Stock Options or Non-Qualified Stock Options.** Options entitle the participant to purchase shares of our common stock over time for an exercise price fixed on the date of the grant. The exercise price may not be less than 100% of the fair market value of our common stock on the date of the grant. The exercise price may be paid in cash, by the transfer of shares of our common stock meeting certain criteria, by the sale through a broker of a portion of the shares acquired upon exercise, by applying the value of a portion of the shares acquired upon exercise and issuing only the net balance of the shares, or by a combination of these methods. The participant has no rights as a stockholder with respect to any shares covered by the option until the option is exercised by the participant and shares are issued by us. Although we expect to grant only non-qualified stock options, our Amended Plan permits the grant of options that qualify as an “incentive stock option” under the Code.

**Stock Appreciation Rights.** Stock appreciation rights entitle the participant to receive the appreciation in the fair market value of our common stock between the date of grant and the exercise date either in cash or in the form of shares of our common stock. For cash-settled stock appreciation rights, the participant will have no rights as a stockholder. For stock-settled stock appreciation rights, the participant will have no rights as a stockholder with respect to any shares covered by the stock appreciation right until the award is exercised by the participant and we issue the shares. Stock appreciation rights may be granted either in tandem with stock options or independently. Stock appreciation rights granted in tandem with options may be exercised only during the time that the related options may be exercised, and the number of stock appreciation rights is decreased by the number of options exercised by the participant.

**Restricted Stock and Deferred Stock Awards.** Restricted stock awards are shares of our common stock that vest in accordance with terms and conditions established by our Compensation Committee. Deferred stock awards are stock units entitling the participant to receive shares of our common stock paid out on a deferred basis. Shares of restricted stock or deferred stock awards that do not satisfy any vesting conditions are subject to our right of repurchase or forfeiture. In either case, the vesting conditions may be based on continued employment (or other service) with us and our affiliates and/or achievement of performance goals. Unless otherwise provided in the applicable award agreement, a participant granted restricted stock will have the rights of a stockholder for the common stock subject to restrictions, including voting and dividend rights, but not the right to sell or transfer the shares. A participant granted a deferred stock award generally does not have stockholder rights until shares are issued, if at all.

**Dividend Equivalent Rights.** Dividend Equivalent Rights entitle the participant to receive credits for dividends that would be paid if the participant had held specified shares of our common stock. Dividend equivalent rights may not be granted on option shares or stock appreciation rights.

**Other Stock-based Awards.** Other stock-based awards permitted under our Amended Plan include awards that are valued in whole or in part by reference to shares of our common stock, including convertible preferred stock, convertible debentures and other convertible or exchangeable securities, partnership interests in a subsidiary or our operating partnership, awards valued by reference to book value, fair value or performance of a subsidiary, and any class of profits interest or limited liability company membership interest (including the LTIP Units described below).

**LTIP Units.** LTIP Units are a separate series of units of limited partnership interests in our operating partnership valued by reference to the value of our common stock. LTIP Unit awards, whether vested or unvested, entitle the participant to receive, currently or on a deferred or contingent basis, dividends or dividend equivalent payments with respect to the number of shares of our common stock underlying the LTIP Unit award or other distributions from our operating partnership. LTIP Unit awards that do not satisfy any vesting conditions are subject to our right of repurchase or forfeiture. LTIP Units are structured as “profits interests” for federal income tax purposes, and we do not expect the grant, vesting or conversion of LTIP Units to produce a tax deduction for us. As profits interests, LTIP Units initially will not have full parity with OP Units with respect to liquidating distributions. Upon the occurrence of specified events, LTIP Units can achieve full parity with OP Units with respect to liquidating distributions. If full parity is achieved, LTIP Units may be converted, subject to the satisfaction of applicable vesting conditions, on a one-for-one basis into OP Units, which in turn are redeemable by the holder for shares of our common stock or for the cash value of such shares, at our election. Until full parity is reached, the value that a participant could realize for a given number of LTIP Units will be less than the value of an equal number of shares of our common stock and may be zero.

***Performance-Based Awards.*** Vesting of awards under the Amended Plan may be made subject to the satisfaction of financial criteria or other performance measures. Prior to the enactment of the Tax Cuts and Jobs Act, performance conditions on awards to our CEO and certain of our other executive officers were established and administered in accordance with the requirements of Section 162(m) of the Code for awards intended to qualify as “performance-based compensation” that is not subject to the \$1 million annual limitation under Section 162(m) of the Code on the income tax deductibility of compensation paid to certain executives. However, as described below under “Federal Tax Aspects - Tax Consequences to the Company,” effective for tax years commencing after December 31, 2017, our ability to rely on this exception for new grants was eliminated. As a result, under current tax law, the Compensation Committee does not expect to grant performance-based awards that are intended to qualify as “performance-based compensation” under Section 162(m) of the Code. If our Compensation Committee were to grant performance-based awards, under the Amended Plan it can select any objective or subjective criteria for measurement of performance. Performance criteria may be measured either in absolute terms or as compared to any incremental increase or as compared to results of a peer group and may be measured at any organizational level specified by our Compensation Committee, including, but not limited to, the company, the Operating Partnership or a unit, division, group, or subsidiary of the company.

***No Repricing.*** Without the prior approval of our stockholders, options and stock appreciation rights granted under the Amended Plan may not be amended to reduce the exercise price and may not be replaced or exchanged for an option or stock appreciation right having a lower exercise price, and “underwater” options and stock appreciation rights may not be canceled in exchange for cash or another award.

***Transferability of Awards.*** Awards under the Amended Plan generally are not transferable by the participant other than by will or the laws of descent and distribution and are generally exercisable, during the participant’s lifetime, only by the participant. Any amounts payable or shares issuable pursuant to an award generally will be paid only to the participant or the participant’s estate or legal representative or guardian. Our Compensation Committee has discretion, however, to permit the transfer of awards other than incentive stock options to a participant’s immediate family members or to trusts or partnerships for their benefit.

***Adjustments and Substitute Awards.*** The aggregate and individual share limits and the number and kind of shares available under the Amended Plan, and the shares subject to any outstanding awards, as well as the exercise or purchase prices of such awards, are subject to adjustment in the event of certain reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in our capital stock or the number or kind of shares outstanding.

In the event we acquire another entity, the Amended Plan provides for the issuance of substitute equity awards for existing equity compensation of the acquired company, which do not count against the Amended Plan aggregate share limit.

***Corporate Transactions.*** If the company is dissolved or liquidated, or undergoes a change in control, which includes certain corporate transactions such as a merger, reorganization or consolidation resulting in a change in majority ownership, a sale of substantially all of our assets, or a sale of more than 50% of our stock, then all awards granted under the Amended Plan will accelerate unless provision is made for the assumption, substitution or other continuation of outstanding awards or the grantee experiences a termination of his or her employment (or other service relationship) with the Company within one year of the change in control.

***Clawback of Awards.*** Awards granted to an executive officer of the Company or to his or her spouse or beneficiary under the Amended Plan will be subject to recovery or clawback if the Compensation Committee later determines that financial results used to determine the amount of that award must be materially restated and that the executive officer engaged in fraud or intentional misconduct related thereto. In addition, the Compensation Committee may provide that any award, including any shares subject to or issued under an award, is subject to any other recovery, recoupment, clawback and/or other forfeiture policy maintained by the Company from time to time.

***Amendment and Termination.*** The Board may amend or terminate the Amended Plan at any time, provided that any such amendment or termination may not adversely affect any awards then outstanding without the participant’s consent. Material amendments of the Amended Plan will be subject to stockholder approval, including amendments for which stockholder approval is required by applicable laws, regulations or stock exchange rules. Unless terminated earlier by the Board, no grants will be made under the Amended Plan after June 1, 2026.

## Federal Tax Aspects

The following is a general discussion of certain U.S. federal income tax consequences relating to certain of the awards that may be issued under the Amended Plan, based on U.S. federal income tax laws in effect on the date of this Proxy Statement. This discussion is general in nature only, and is not intended to be specific income tax advice on which we or any participant will rely. This summary does not describe all of the possible federal income tax consequences that could result from the acquisition, holding, exercise or disposition of any award or of any shares of common stock received pursuant to any award granted under the Amended Plan, and it does not describe any state, local or foreign tax consequences or any gift, estate or excise tax consequences.

### *Tax Consequences to Participants.*

*Incentive Stock Options.* A participant will not recognize income upon the grant of an option intended to be an incentive stock option. Furthermore, a participant will not recognize ordinary income upon the exercise of an incentive stock option if he or she satisfies certain employment and holding period requirements, although the exercise may be subject to alternative minimum tax. To satisfy the employment requirement, a participant must exercise the option not later than three (3) months after he or she ceases to be our employee (one (1) year if he or she is disabled). To satisfy the holding period requirement, a participant must hold the shares acquired upon exercise of the incentive stock option for more than two (2) years from the grant of the option and more than one (1) year after the shares are transferred to him or her. If these requirements are satisfied, a participant will be taxed on the difference between his or her basis in the shares and the net proceeds of the sale at capital gain rates on the sale of the shares.

If the employment requirement is not met, the option will be taxed as a non-qualified stock option at time of exercise. If a participant disposes of shares of our common stock acquired upon the exercise of an incentive stock option without satisfying the holding period requirement, that participant generally will recognize ordinary income as of the date of disposition equal to the lesser of (i) the difference between the fair market value of the shares on the date of exercise and the exercise price, or (ii) the difference between the selling price and the exercise price.

*Non-Qualified Stock Options.* In general, a participant will not recognize income at the time an option is granted. At the time of exercise of the option, the participant will recognize ordinary income if the shares are not subject to a substantial risk of forfeiture (as defined in Section 83 of the Code). The amount of such income will be equal to the difference between the option exercise price and the fair market value of the shares of our common stock on the date of exercise. At the time of the sale of the shares of our common stock acquired pursuant to the exercise of an option, appreciation in value of the shares after the date of exercise will be treated as either short-term or long-term capital gain, and depreciation in value will be treated as short-term or long-term capital loss, depending on how long the shares have been held. Long-term capital gains may be eligible for reduced rates if the participant has satisfied applicable holding period requirements.

*Stock Appreciation Rights.* In general, a participant will not recognize income at the time a stock appreciation right is granted. Upon exercise of the right, the participant will recognize ordinary income in an amount equal to the excess of the fair market value of the underlying shares on the exercise date over the exercise price, whether such amount is payable in cash or in shares of common stock. If the participant receives such excess value in common stock, any additional gain or any loss recognized upon later disposition of any shares received on exercise will be capital gain or loss.

*Restricted Stock and Deferred Stock Awards.* The federal income tax consequences of restricted stock and deferred stock awards will depend upon the facts and circumstances of each award, including, in particular, the nature of any restrictions imposed with respect to the awards. In general, if restricted stock is granted subject to a "substantial risk of forfeiture" (for example, conditioned upon the future performance of substantial services by the participant) and is nontransferable, the participant will not have taxable income upon the grant of restricted stock. Instead, at the time the participant holds stock or other property free of any substantial risk of forfeiture or transferability restrictions, the participant will recognize ordinary income equal to the fair market value (on that date) of the shares or other property less any amount paid. Alternatively, the participant may elect under Section 83(b) of the Code to include as ordinary income in the year of grant of restricted stock, an amount equal to the fair market value (on the grant date) of the restricted stock less any amount paid. In general, a participant will not recognize taxable income from a deferred stock award until the participant receives shares of common stock or other property pursuant to the deferred stock award, free of any substantial risk of forfeiture.



*Tax Withholding.* Ordinary income recognized on exercise of non-qualified stock options and stock appreciation rights and on vesting of restricted stock and payment of deferred stock awards is subject to income and employment tax wage withholding, unless the participant is a non-employee director or consultant. Our Compensation Committee may allow a participant to satisfy his or her tax withholding requirements under federal and state tax laws in connection with the exercise or receipt of an award by payment in cash, withholding from the participant's other compensation, electing to have shares withheld, and/or delivering to us already-owned shares of our common stock.

*Section 409A.* A participant receiving an award that is subject to, but fails to comply with, the deferred compensation requirements of Section 409A of the Code ("Section 409A") may be subject to a penalty tax of 20% of the income from such award plus interest charges, in addition to ordinary income tax. Failure to comply with Section 409A also may result in an acceleration of the timing of income taxation of such awards. Awards granted under the Amended Plan are intended to be exempt from or to comply with the rules of Section 409A.

***Tax Consequences to the Company.***

To the extent that a participant recognizes ordinary income as described above, we will generally be entitled to a corresponding deduction provided that, among other things, the income meets the test of reasonableness, is an ordinary and necessary business expense, is not an "excess parachute payment" within the meaning of Section 280G of the Code and is not disallowed by the \$1,000,000 limitation on certain executive compensation under Section 162(m) of the Code.

*Section 162(m) Limitation.* Section 162(m) of the Code and the regulations thereunder contain special rules regarding the federal income tax deductibility of compensation paid to our CEO and to certain of our other executive officers. The general rule is that compensation paid to any of these specified executives is deductible only to the extent that it does not exceed \$1 million in any tax year. Prior to the enactment of the Tax Cuts and Jobs Act, certain compensation was exempt from this \$1 million limitation on deductibility if such compensation qualified as "performance-based compensation." However, effective for tax years commencing after December 31, 2017, the performance-based compensation exemption was eliminated and the limitation on deductibility was expanded to include all named executive officers. As a result, the Company's tax deductions for grants under the Amended Plan may be limited or eliminated as a result of the application of Section 162(m) of the Code. Our LTIP Units are structured as "profits interests" for federal income tax purposes, so that we do not expect the grant, vesting or conversion of LTIP Units to produce a tax deduction for us, without regard to any application of Section 162(m) of the Code. As one of the factors in its decisions regarding grants under, and the administration of, the 2016 Plan, the Compensation Committee will continue to consider the anticipated effect of Section 162(m) of the Code.

*Continued on the following page*

## Plan Benefits

The table below sets forth information concerning the expected annual aggregate grant date face value of equity-based awards under the Amended Plan for certain persons. No values are listed for our named executive officers since their awards are expected to continue to be contingent on performance, and are therefore not determinable at this time. The expected values for our non-employee directors are based on the annual equity retainers pursuant to our director compensation program as currently in effect and current board committee assignments.

<b>2023 Named Executive Officers and Current Positions</b>	<b>Number of LTIP Units<sup>(1)</sup></b>	<b>Dollar Value<sup>(2)</sup></b>
Dan A. Emmett, <i>Chairman of the Board</i>	—	\$ —
Jordan L. Kaplan, <i>President and CEO</i>	—	—
Kenneth M. Panzer, <i>COO</i>	—	—
Kevin A. Crummy, <i>CIO</i>	—	—
Peter D. Seymour, <i>CFO</i>	—	—
<b>All current executive officers as a group</b>	—	\$ —
<b>Current non-executive officer directors</b>		
Leslie E. Bider	—	\$ 235,000
Dorene C. Dominguez	—	220,000
Dr. David T. Feinberg	—	220,000
Ray C. Leonard		220,000
Virginia A. McFerran	—	235,000
Thomas E. O'Hern	—	242,500
William E. Simon, Jr.	—	220,000
Shirley Wang	—	220,000
<b>All current non-executive officer directors as a group</b>	—	\$ 1,812,500
<b>Non-executive officer employees as a group</b>	—	\$ —

(1) The number of LTIP Units expected to be granted cannot be determined at this time, as they will be calculated by dividing the face value of the expected grants listed by the closing price of our common stock on the grant date.

(2) Represents the face value, and not the fair value, of the expected grants.

*Continued on the following page*

## History of Grants Under the 2016 Plan

The following table shows the number of shares of our common stock or units of our operating partnership subject to vested, unvested and exercised equity awards granted or earned under the 2016 Plan during the seven years since its inception through March 27, 2023, but does not include shares or units underlying awards that were granted but were subsequently canceled or expired unexercised.

<b>2022 Named Executive Officers and Current Positions</b>	<b>Number of LTIP Units</b>
Dan A. Emmett, <i>Chairman of the Board</i>	28,368
Jordan L. Kaplan, <i>President and CEO</i>	2,518,743
Kenneth M. Panzer, <i>COO</i>	2,518,743
Kevin A. Crummy, <i>CIO</i>	469,371
Peter D. Seymour, <i>CFO</i> <sup>(1)</sup>	301,699
<b>All current executive officers as a group</b>	<b>5,836,924</b>
<b>Current non-executive officer directors</b>	
Leslie E. Bider	51,314
Dorene C. Dominguez	25,178
Dr. David T. Feinberg	47,910
Ray C. Leonard	24,078
Virginia A. McFerran	50,270
Thomas E. O'Hern	53,016
William E. Simon, Jr.	49,069
Shirley Wang	24,078
<b>Associates of any such directors, executive officers or nominees</b>	—
<b>Other persons who received or are to receive 5% of such LTIP Units</b>	—
<b>All non-executive officer employees as a group</b>	<b>324,913</b>

(1) Includes 71,793 LTIP Units granted to Mr. Seymour prior to his promotion to CFO on February 28, 2019.

## Market Value of Underlying Securities

Our common stock underlies all of the options, LTIP Units and other rights to be awarded under the Amended Plan. The market value of our common stock at the close of trading on the Record Date (March 27, 2023) was \$11.52 per share.

## Required Vote

Proposal 4 requires the affirmative vote of a majority of the votes cast on the proposal. Stockholders may vote "for" or "against" the proposal, or they may abstain from voting on the proposal. Abstentions and broker non-votes will not have any effect on the outcome of this proposal because they are not treated as votes cast, although abstentions and broker non-votes will be considered present for the purpose of determining the presence of a quorum. In the event the stockholders do not approve this proposal, the amendment to our 2016 Plan will not be effective, and our 2016 Plan will continue as currently in force.

## Board Recommendation:

**OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE AMENDMENTS TO OUR 2016 OMNIBUS STOCK INCENTIVE PLAN.**

**NON-BINDING ADVISORY VOTE ON THE FREQUENCY  
OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION**

**(Proposal 5)**

As required pursuant to Section 14A of the Exchange Act, we are also seeking an advisory vote from our stockholders in which you can indicate whether you would prefer that an advisory vote on the compensation of our named executive officers (a "say on pay" vote) occur every one year, every two years or every three years, or whether you choose to abstain from voting on this proposal. Holding an advisory "say on pay" vote every year maximizes feedback, while doing so every three years minimizes the administrative process involved.

**Required Vote**

As an advisory vote, the vote on this proposal is not binding upon us or our Board. Our Board may decide to hold a "say on pay" vote more or less frequently than the option which receives a plurality of the stockholders' votes; however, currently the Board intends to continue its practice of holding a "say on pay" vote every year. Abstentions and broker non-votes will not have any effect on the outcome of this proposal because they are not treated as votes cast, although abstentions and broker non-votes will be considered present for the purpose of determining the presence of a quorum. Unless a proxy directs otherwise, the shares represented by each properly executed unrevoked proxy will not be voted on this proposal.

Regardless of the frequency with which we request an advisory "say on pay" vote, our Board encourages stockholders to contact our Board or management to express their views on executive compensation matters through our Corporate Secretary as described under the heading "Corporate Governance – Stockholder and Interested Party Communications."

**Board Recommendation:**

***OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR AN ADVISORY VOTE ON EXECUTIVE  
COMPENSATION EVERY ONE YEAR.***

## **PROPOSALS RECEIVED**

### **SERVICE EMPLOYEES INTERNATIONAL UNION PROPOSAL ON LOBBYING**

#### **(SEIU Proposal)**

*In November, 2022, we received the following proposal from Megan Sweeney, Chair, SEIU Pensions Plans Master Trust (SEIU), 1800 Massachusetts Ave. NW, Suite 301, Washington, DC 20036. SEIU represents that as of November 10, 2022, it has beneficially owned, and had beneficially owned continuously for at least one year, shares worth \$25,000 of our common stock and intends to continue to hold such amount through the date of the Annual Meeting. In accordance with SEC rules, we are reprinting the proposal and supporting statement (which we refer to as the "SEIU Proposal") in this Proxy Statement as they were submitted to us. We disclaim any responsibility for the content of the SEIU Proposal or the supporting statement.*

#### **SEIU Proposal**

Resolved: The stockholders of Douglas Emmett, Inc. ask the Board of Directors to prepare a report, to be updated annually and posted on the Company's website, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Company payments used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. The Company's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management's and the Board's decision-making process and oversight for making payments described in section 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation, and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization in which Douglas Emmett is a member. Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

#### **Supporting Statement**

As a real estate investment trust, Douglas Emmett is in a business that can be affected by decisions of legislative bodies and voter referenda. However, there is no Company policy that explains how the Company decides when, how and to what degree to engage in attempting to influence those decisions, nor is there a policy disclosing how or whether the Board engages in oversight of those activities.

Disclosure is particularly important because the Company can become involved in needless controversy. For example, several years ago the Company received approval from the Los Angeles City Council to construct a 34-story luxury housing development featuring 376 apartment units, only 5% of which were earmarked for affordable housing. Developers may negotiate terms of approval of a project with Los Angeles city officials, and this project drew criticism based on the low number of affordable units at a time of limited options for affordable housing.<sup>1</sup>

Inadequate disclosure can thus cause reputational injury to a company. Douglas Emmett may file lobbying reports that are legally required, but those reports may not tell the full story. Federal disclosures laws do not require reports of grassroots lobbying expenditures, and disclosure may be uneven or absent at the state and local levels. For example, if the Company makes donations to trade associations, particularly donations above ordinary membership dues, that money can then be used for lobbying without any disclosure of Douglas Emmett's involvement.

We believe that greater transparency is needed at this Company.

We urge you to vote FOR this resolution.

1. <https://www.2preservela.org/la-city-hall-gives-westside-developer-douglas-emmett-sweetheart-deal/> The story refers to 16 units, but later reports indicate that there were 19 units. <https://urbanize.city/la/post/building-core-begins-rise-34-story-landmark-apartment-tower>.

## **Statement of the Board Recommending a Vote AGAINST the SEIU Proposal**

Our Board has carefully considered the SEIU Proposal and, for the reasons outlined below, our Board recommends that stockholders vote AGAINST the SEIU Proposal. Engaging in public policy advocacy is critical to creating value for our stockholders. The SEIU argues that, "there is no Company policy that explains how the Company decides when, how and to what degree to engage in attempting to influence those decisions, nor is there a policy disclosing how or whether the Board engages in oversight of those activities." That is wholly incorrect, our website and public filings already disclose our participation in public policy advocacy, all of which is already subject to our Policy on Political Activity<sup>(1)</sup> overseen by our Board and in addition we follow all city, county and state laws on public disclosure.

We believe that the SEIU Proposal is intended to create additional encumbrances beyond the legal requirements and our own comprehensive policy in order to weaken our ability to advocate on critical issues facing our company in opposition to the SEIU. The SEIU is a large political advocate in our communities that has a history of opposing issues that are critical to our Company. In addition, the SEIU does not itself follow the disclosure policy they are proposing that we adopt. Accordingly, our Board believes this proposal is not in the best interest of our stockholders and recommends that stockholders vote AGAINST the SEIU Proposal.

### **Our Board believes that engaging in public policy advocacy is critical to creating value for our stockholders.**

Our business is subject to extensive regulation by federal, state, and local governments and agencies which have a significant effect on our business and operations. In addition, policy approaches to public safety, housing, transportation, taxation, and urban development can have significant impact on our properties, our tenants and our business. Accordingly, engaging in public policy advocacy activities and maintaining memberships in trade associations are important elements of creating value for our stockholders. As a result, it is critical that we engage in public policy advocacy to create and maintain value for our stockholders.

### **To ensure effective governance and oversight of our public policy advocacy, we already have a comprehensive Policy on Political Activity and, of course, we follow all city, county and state rules on disclosure of political activity.**

Our Policy on Political Activity authorizes us to "make constructive contributions to policy discussions relevant to our business and the communities in which we operate, including around policies that may impact (i) the value of our real estate (such as crime, homelessness, and community improvements), (ii) REIT or shareholder taxation, (iii) the cost to operate our Company or real estate, or (iv) a particular development project or related development initiatives." That Policy specifically requires that "[a]ll of our advocacy activities are directed toward creating value for our stockholders and other stakeholders" and forbids taking into account "the personal political affiliations or views of any individual Douglas Emmett officer, employee, or board member."

To ensure accountability, our Policy on Political Activity specifically states both that "our Board is responsible for overseeing that any engagement by us in the political process advances a corporate purpose and complies with this policy and applicable ethical and legal obligations," and that "no employee may engage in any lobbying activities on our behalf without prior approval by the Board or the Chief Executive Officer." Any public policy advocacy that either we, or the industry associations to which we belong, undertake is also subject to extensive governmental regulation under federal, California and local laws, including limits on political contributions and public disclosure requirements. The Douglas Emmett Code of Business Conduct and Ethics<sup>(1)</sup> adopted by our Board, and applicable to any public policy advocacy activities we undertake, requires that our employees, officers and directors comply with these applicable laws and regulations as well as our Policy on Political Activity.

We also maintain robust processes relating to potential violations of laws or regulations, our policies or ethical standards. Any of our personnel who believe that our political activities might even be potentially a violation of law or our policies are required to bring the matter to our attention either directly or through the confidential hotline that we maintain and, if not satisfied with the response, to any member of our Board or its Audit Committee. We enforce a strict anti-retaliation policy for any such reports submitted in good faith.

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<sup>(1)</sup> Available under the "Governance Documents" heading on our website at <https://ir.douglasemmett.com/management/documents/>.

In cases where we participate in industry associations, we do so because we believe that these associations study and address policy issues in a collective industry manner and often advance positions consistent with our interests. While we do not always agree with every position taken by each of these groups, we believe that engaging in the collaborative problem-solving process and working with our industry peers on relevant issues is beneficial to our stockholders' interests.

**The SEIU Proposal appears designed to create additional encumbrances beyond our already comprehensive policy and the law in order to weaken our ability to advocate for our stockholders' best interests.**

The SEIU Proposal attempts to onerously add requirements to our process that they themselves refuse to follow. In fact, the SEIU is a union that appears to spend about 20% of its receipts on political activities and lobbying<sup>(1)</sup> often in opposition to us on key issues. As a result, this proposal seems more designed to reduce the amount and effectiveness of our advocacy than to achieve its stated goals. As one example, the SEIU Proposal seems to cover each of our numerous daily interactions with government officials in the ordinary course of our business, such as discussions regarding building permits for tenant improvements. The SEIU Proposal also requires a description of management's decision-making process for each covered payment, an impractical level of disclosure and contrary to best practices for running the Company. Presumably for reasons like these, the SEIU told us it does not and will not itself follow the requirements of its own proposal.

### **Summary**

In light of our already comprehensive existing policies and practices related to our participation in the political process, the impracticality of this proposal, and apparent purpose of the proposal, our Board believes that the report requested by the SEIU Proposal is unnecessary and not in the best interests of our stockholders.

### **Required Vote**

The SEIU Proposal requires the affirmative vote of a majority of the votes cast on the proposal. Stockholders may vote "for" or "against" the proposal, or they may abstain from voting on the proposal. Abstentions will not have any effect on the outcome of this proposal.

### **Board Recommendation**

***OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE AGAINST THE SEIU PROPOSAL.***

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<sup>(1)</sup> According to form LM-2 filed with Department of Labor for 2021 for Service Employees National Headquarters.

## CORPORATE GOVERNANCE

### Corporate Governance Guidelines

Our Corporate Governance Guidelines, which are available at [www.douglasemmet.com/governance](http://www.douglasemmet.com/governance), were adopted by our Board to assist in the exercise of its responsibilities. The guidelines describe such matters as the role of directors, the selection of new directors, Board membership criteria, independence requirements, self-evaluation by our Board and procedural matters of the Board and its committees. In accordance with our guidelines, our Board annually reviews management's long-range planning for executive development and succession.

Our Corporate Governance Guidelines provide that an independent director may not serve on the Board for more than twelve years unless that limit is waived by our Nominating and Corporate Governance Committee. As of March 31, 2023, Messrs. O'Hern and Bider had served for more than sixteen years and, based on the recommendations of our Nominating and Corporate Governance Committee, our Board issued waivers for both of them because it believed their service to our Board continues to benefit our business. As of March 31, 2023, the average service period of our non-employee board members was approximately eleven years.

Our Corporate Governance Guidelines provide that no director having attained the age of seventy-five may serve on the Board unless that limit is waived by the Board. As of the Record Date, Mr. Emmett exceeded the retirement age of seventy-five and, based on the recommendations of our Nominating and Corporate Governance Committee, our Board issued a waiver for him because it believed his service to our Board continues to benefit our business.

### Code of Business Conduct and Ethics

Our Code of Business Conduct and Ethics, which is available at [www.douglasemmet.com/governance](http://www.douglasemmet.com/governance), is applicable to our directors, officers and employees; it embodies our principles and practices relating to the ethical conduct of our business, and our commitment to honesty, fair dealing and compliance with laws. We also require our vendors, suppliers and consultants to comply with our Code of Vendor Conduct which is available at [www.douglasemmet.com/governance](http://www.douglasemmet.com/governance) and embodies the same principles as our Code of Business Conduct and Ethics. If we make any amendments to our code other than technical, administrative or other non-substantive amendments, or grant any waivers, including implicit waivers, from a provision of our code to our CEO, CFO or Principal Accounting Officer, we will disclose the nature of any such amendments or waivers, the effective date and to whom it applies, on our website or in a report on Form 8-K filed with the SEC.

### Stockholder Power to Amend Bylaws

Our bylaws permit stockholders, as well as the Board, to amend the bylaws (other than the procedures for the indemnification of our directors and officers or the procedures for the amendment of the bylaws). Stockholders holding a majority of the outstanding shares can approve any such bylaw amendment submitted by the Board or by a group of up to twenty stockholders who have owned at least three percent of the outstanding shares for at least three years.

### Equity Ownership Requirements

Our Board has adopted a policy to require our executive officers and directors to reach target equity ownership levels. Absent a waiver from the Board, none of which has ever been granted, within five years of becoming subject to the policy each covered person must own (through a combination of common stock, OP Units, and/or LTIP Units) the lesser of a multiple (based on fair market value of the equity at each year-end) of annual salary/retainer at the previous year-end or a fixed share amount, as follows:

Title	Multiple of Salary/Retainer
CEO	4x
Other executive officers	3x
Directors	3x

Our directors and executive officers are restricted from selling or transferring equity compensation for a minimum of two years and as many as seven years after grant. As of the Record Date, all of our executive officers and directors were in compliance with the Board's policy and held an aggregate 32.0 million share equivalents with a market value of \$369.0 million based on the closing price of our stock on the Record Date.



## **Director Independence**

Our Board annually reviews and determines the independence of each director and nominee for election as a director in accordance with our Corporate Governance Guidelines, which incorporates all elements of the New York Stock Exchange ("NYSE") independence rules. To assist in its determination concerning the independence of directors or nominees, we provide our Board with information about all known relationships and transactions between that director and nominee and us, whether material or not. The Board then determines which of those relationships and transactions merit consideration by it in the independence determination, and which, such as known employment or tenant relationships that are clearly below the applicable disclosure thresholds, do not rise to that level. Relationships and transactions which the Board believed merited such consideration are included in the section entitled "Transactions with Related Persons." Our Board determined that all of our non-employee board members are independent in accordance with our Corporate Governance Guidelines and the NYSE independence rules.

## **Board Leadership Structure**

Our Board currently separates the Board Chairman and CEO roles. In addition, under our Corporate Governance Guidelines the chairperson of our Nominating and Corporate Governance Committee acts as our lead independent director, responsible for matters such as presiding over our independent director meetings. Our Board believes that this structure combines accountability with effective oversight. This structure also gives us the continued benefits of the experience and knowledge of our Chairman, who has been overseeing our operations and those of our predecessors for over 40 years and is one of our largest equity owners. It also provides a single independent director with responsibility for coordinating the actions of our independent directors.

## **Board Role in Risk Oversight**

Our Board is actively involved in overseeing our risk management through our Audit Committee. Under its charter, our Audit Committee is responsible for discussing guidelines and policies governing the process by which our executive officers and our relevant departments assess and manage our exposure to risk, as well as our major financial risk exposures and the steps management has taken to monitor and control such exposures. Our Board oversees an annual review of the potential impact of risks to our operations and financial health, while our Audit Committee oversee a similar assessment of potential fraud risks.

Our Compensation Committee, with input from our management, assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking. In considering our employee compensation policies and practices, our Compensation Committee reviews our compensation policies and practices and considers the relationship between risk management policies and practices, corporate strategy and compensation. We seek to structure compensation to discourage excessive risk-taking and to encourage ethical and social responsibility. The inclusion of benchmarking and multiple goals, and exclusion of a mechanical formula, reduces the possibility that a formula produces uncapped excessive compensation, and allows our Compensation Committee to factor into its compensation decisions its analysis of the risks taken to achieve the results. We do not believe that our compensation program creates risks that are reasonably likely to have a material adverse effect on the Company.

## **Stockholder and Interested Party Communications**

Communications to our Board, any of its committees, or the chairperson of our Nominating and Corporate Governance Committee (who presides over the quarterly executive sessions of our independent directors) may be addressed to Corporate Secretary, Douglas Emmett, Inc., 1299 Ocean Avenue, Suite 1000, Santa Monica, California 90401, marked to the attention of the appropriate recipient. Copies of all communications so addressed will be promptly forwarded to the chairperson of the committee involved or, in the case of communications addressed to our Board as a whole, to the chairperson of our Nominating and Corporate Governance Committee. All concerns regarding accounting, internal accounting controls, auditing and other related matters should be addressed to the Audit Committee. All concerns for the attention of our independent directors should be addressed to the chairperson of our Nominating and Corporate Governance Committee.

## **Annual Meeting Attendance**

We expect that our Board members will attend our annual meetings of stockholders in the absence of a showing of good cause. All of our Board members attended our 2022 annual meeting of stockholders.

## **Anti-Hedging, Anti-Short Sale and Anti-Pledging Policies**

The Company's insider trading policy prohibits our Board members, officers and employees from (i) engaging in short sales (sale of stock that the seller does not own or a sale that is completed by delivery of borrowed stock) with respect to our securities; (ii) purchasing or pledging our stock on margin (subject to limited exceptions in our Chief Financial Officer's determination); (iii) entering into any derivative or similar transactions with respect to our securities; or (iv) directly or indirectly participating in transactions involving trading activities that by their nature are aggressive or speculative or may give rise to an appearance of impropriety. Examples of prohibited derivative transactions include, but are not limited to, purchases or sales of puts and calls (whether written or purchased or sold), options (whether "covered" or not), forward contracts, including but not limited to prepaid variable forward contracts, put and call "collars" ("European" or "American"), "equity" or "performance" swap or exchange agreements or any similar agreements or arrangements however denominated in our securities.

## **BOARD MEETINGS AND COMMITTEES**

During 2022, our Board met four times and acted twice by written consent. Our Board has three separately designated standing committees: our Nominating and Corporate Governance Committee, our Audit Committee and our Compensation Committee. Each member of these standing committees has been determined to meet the standards for "director independence" under the rules and regulations of the SEC and the NYSE. Our Board committees have adopted charters, which are available on our website at [www.douglasemmet.com/charters](http://www.douglasemmet.com/charters). Our directors attended all of our Board meetings and all of the meetings of the respective committees on which they served during 2022.

### **Nominating and Corporate Governance Committee**

Our Nominating and Corporate Governance Committee members are Virginia A. McFerran, Chairperson, Ray C. Leonard and Shirley Wang. In addition to any other duties or responsibilities as may be assigned by the Board, our Nominating and Corporate Governance Committee is responsible for (i) reviewing the size and composition of our Board; (ii) evaluating and recommending candidates for director; (iii) reviewing the frequency and structure of meetings and procedures of our Board; (iv) reviewing the size, composition and functioning of our Board committees; (v) reviewing our corporate governance guidelines; (vi) reviewing director compensation levels and practices; (vii) overseeing our Board's self-evaluation process; (viii) considering any other corporate governance issues that may arise; and (ix) monitoring the implementation of our Code of Business Conduct and Ethics and proposing for Board approval any revisions the Committee deems appropriate. Under our Corporate Governance Guidelines, our Nominating and Corporate Governance Committee chairperson also chairs the executive sessions of our independent directors. Our Nominating and Corporate Governance Committee met twice during 2022 and acted twice by written consent.

Our Nominating and Corporate Governance Committee manages the process for evaluating current Board members at the time they are considered for re-nomination. After considering the appropriate skills and characteristics required for members on our Board, the current makeup of our Board, the results of the evaluations, and the wishes of our Board members to be re-nominated, our Nominating and Corporate Governance Committee recommends to our Board whether those individuals should be re-nominated.

On at least an annual basis, our Nominating and Corporate Governance Committee reviews with our Board whether it believes our Board would benefit from adding any new member(s), and if so, the appropriate skills and characteristics required for any new member(s). If our Board determines that a new member would be beneficial, our Nominating and Corporate Governance Committee solicits and receives recommendations for candidates and manages the process for evaluating candidates. All potential candidates, regardless of their source (including candidates recommended by stockholders), are reviewed under the same process. Our Nominating and Corporate Governance Committee (or its chairperson) screens the available information about the potential candidates. Based on the results of the initial screening, interviews with viable candidates are scheduled with Nominating and Corporate Governance Committee members, other members of our Board and our executive officers. Upon completion of these interviews and other due diligence, our Nominating and Corporate Governance Committee may recommend to our Board the election or nomination of a candidate.

Board nominees must demonstrate an ability to make meaningful contributions to the oversight of our business and affairs, and must also have a reputation for honesty and ethical conduct in their personal and professional activities. Our Nominating and Corporate Governance Committee also believes that our directors should share qualities such as objectivity, experience and strong communication and analytical skills. Our Nominating and Corporate Governance Committee may also consider additional factors, including 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 us and independence from our management. Pursuant to our Corporate Governance Guidelines, our Board and our Nominating and Corporate Governance Committee seek to have our Board consist of members representing a diverse and complementary mix of skills, experience, and backgrounds. In considering candidates for our Board, the Nominating and Corporate Governance Committee considers the entirety of each candidate's credentials.

We have typically found candidates for independent Board members through recommendations from directors or others associated with us. We may in the future also use the help of executive search firms (which receive a fee for their services). In any given search, our Nominating and Corporate Governance Committee may also define particular characteristics for candidates to balance the overall skills and characteristics of our Board and our perceived needs. However, during any search, our Nominating and Corporate Governance Committee reserves the right to modify its stated search criteria. Our stockholders may recommend candidates by sending the candidate's name and resume to our Nominating and Corporate Governance Committee under the provisions set forth above for communication with our Board. No such suggestions from our stockholders were received in time for our Annual Meeting.

We require specific approval by our Nominating and Corporate Governance Committee of service by any of our directors on more than three public company boards (including service on our Board), or on more than two other public company audit committees if such director also serves on our Audit Committee. Our Corporate Governance Guidelines limits service of independent directors on our Board to twelve years, unless that limit is waived by our Nominating and Corporate Governance Committee. Finally, our policy requires our directors to submit a letter of resignation upon a material change in their current employment status or job responsibilities, which our Nominating and Corporate Governance Committee may accept or reject in its sole discretion.

#### **Audit Committee**

Our Audit Committee members are Thomas E. O'Hern, Chairperson, Leslie E. Bider, and William E. Simon, Jr. The principal functions of our Audit Committee include (i) approving the appointment, compensation and retention of, and overseeing the work of, our independent auditors; (ii) reviewing our financial statements, earnings releases and material communications, including the impact of any material risks, legal matters, regulatory and accounting initiatives, accounting principles and financial statement presentations and off-balance sheet structures; (iii) reviewing and approving the charter for internal controls, including a review, not less than annually of the adequacy and effectiveness of our accounting and internal control policies and procedures (including responsibilities, budget, compensation and staffing of the internal audit function), and any major issues as to the adequacy of our internal controls, including computerized information system controls and security, and any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; (iv) 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, including risks associated with computerized information system controls and security and its plans to monitor, control and minimize such risks and exposures; (v) reviewing and granting waivers under our policies relating to conflicts of interest and our Code of Business Conduct and Ethics; and (vi) establishing procedures with respect to reports of questionable accounting or auditing matters, or illegal, unethical or other questionable conduct or conflicts of interest. Our Audit Committee must approve any decision to hire any person who served as a senior member of the audit team of our independent auditors during the prior two years. As required in our Audit Committee Charter, our Board has determined that each member of our Audit Committee is "independent," as defined under the rules and regulations of the SEC and the NYSE, and that all three members are "audit committee financial experts" as defined under the rules of the SEC. Our Audit Committee met four times during 2022, and acted twice by written consent.

## Compensation Committee

Our Compensation Committee members are Leslie E. Bider, Chairperson, Dr. David T. Feinberg and Dorene C. Dominguez. The principal functions of our Compensation Committee include (i) evaluating the performance of our CEO and COO, and determining their compensation, including salary, bonus, incentive and equity compensation, perquisites and personal and other benefits; (ii) reviewing the performance, compensation, perquisites or other personal benefits of our other executive officers; (iii) reviewing our executive compensation plans, general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans; (iv) approving equity grants; (v) approving any employment, change in control, severance or termination agreement or arrangement to be made with any executive officer; and (vi) overseeing our policies relating to the compensation of, and other matters relating to, our employees generally. Our Compensation Committee has the authority to delegate to its subcommittees such power and authority as it deems appropriate to the extent consistent with laws, regulations or listing standards, but has not done so. Our Compensation Committee met twice during 2022, and acted twice by written consent.

### COMPENSATION COMMITTEE REPORT

*The information contained in this Compensation Committee Report shall not be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, whether made before or after the date hereof, and irrespective of any general incorporation language in any such filing (except to the extent that we specifically incorporate this information by reference) and shall not otherwise be deemed "soliciting material" or "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act (except to the extent that we specifically request that this information be treated as soliciting material or specifically incorporate this information by reference).*

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, our Compensation Committee recommended to our Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE

Leslie E. Bider, Chairperson

Dr. David T. Feinberg

Dorene C. Dominguez

### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of our Compensation Committee is or was one of our officers or employees, or is related to any other member of our Compensation Committee or any member of our Board, or any of our executive officers by blood, marriage or adoption, or had any other relationships requiring disclosure under SEC rules. None of our executive officers has served on the board of directors or on the compensation committee of any other entity that had an officer who served on our Board or our Compensation Committee.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Name	Age <sup>(1)</sup>	Title
Dan A. Emmett <sup>(2)</sup>	83	Chairman of the Board of Directors
Jordan L. Kaplan <sup>(2)</sup>	61	President and CEO
Kenneth M. Panzer <sup>(2)</sup>	62	COO
Kevin A. Crummy <sup>(3)</sup>	57	CIO
Peter D. Seymour <sup>(4)</sup>	54	CFO

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(1) Age as of March 31, 2023.

(2) Biographical information regarding Messrs. Emmett, Kaplan and Panzer is set forth above under "Election of Directors (Proposal 1) - Information Concerning Current Directors and Nominees".

(3) **Kevin A. Crummy.** Kevin A. Crummy is our CIO. Prior to joining us in 2014, Mr. Crummy spent 20 years at Eastdil Secured, a real estate investment banking company which provided brokerage services to us. Mr. Crummy was a Managing Director responsible for sales and recapitalizations in Los Angeles, Hawaii and other major West Coast markets, and also led the Eastdil Secured team that sourced Asian based capital for real estate transactions in the United States and Europe. Mr. Crummy holds a Bachelor of Business Administration and a Master of Science in Real Estate and Urban Land Economics from the University of Wisconsin School of Business.

(4) **Peter D. Seymour.** Peter D. Seymour was appointed CFO in 2019. Prior to joining us in 2017 as our Chief Strategic Officer, Mr. Seymour spent 20 years at The Walt Disney Company, where he had served as Executive Vice President and CFO of the Disney-ABC Television Group. Mr. Seymour holds a Bachelor of Arts degree from Stanford University and an M.B.A. from Stanford Graduate School of Business.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### Introduction

Our Compensation Committee, comprised entirely of independent directors as defined by the SEC and the NYSE, is responsible for overseeing our compensation and employee benefit plans and practices, incentive compensation, and equity-based plans, including compensation for our named executive officers. This section describes our executive compensation philosophy, the material elements of our executive compensation program, the compensation decisions made under the program, and the factors considered in making those decisions, in each case with respect to our named executive officers. For 2022 our named executive officers were:

- Dan A. Emmett - *Chairman of the Board*
- Jordan L. Kaplan - *President and CEO*
- Kenneth M. Panzer - *COO*
- Kevin A. Crummy - *CIO*
- Peter D. Seymour - *CFO*

#### What We Pay and Why: Components of Named Executive Officer Compensation

The principal components of compensation for our named executive officers in 2022 were:

Compensation Element	Primary Objective	Key Feature
<b>Base Salary</b>	<p>To provide a regular source of income at market comparable rates so executives can focus on day-to-day responsibilities.</p> <p>To recognize ongoing performance of job responsibilities.</p>	<p>Competitive pay, taking into account job scope, position, knowledge, tenure, skills and experience.</p> <p>In 2020, salaries for our CEO &amp; COO were reduced by 20% at their request after the onset of the pandemic and remain at that reduced level.</p>
<b>Long-Term Incentives</b>	<p>To emphasize long-term performance objectives, recognizing that our capital investments in acquisitions and development take multiple years to reach full stabilized performance.</p> <p>To encourage creation of long-term stock value and further align the interest of our executives with stockholder interests.</p> <p>To retain key executives through the performance and vesting periods.</p>	<p>At the end of 2022 our CEO and COO were awarded long-term restricted equity based on their performance against goals for the year as well as total shareholder return across both short and long-term periods. These awards represented 91% of their total compensation for the year</p> <p>100% of the equity grants are "at risk" and subject to a future stock performance hurdle.</p> <p>100% of the equity grants are restricted from transfer for four to seven years after grant, based on the date of vesting.</p>
<b>Perquisites</b>	<p>To use minimal perquisites to help executives focus on company responsibilities.</p>	<p>Our perquisites are lower than the average for our benchmark group, consisting only of car allowances, 401K plan matching and the incremental cost of personal use of executive assistants for personal matters.</p>

## Our Executive Compensation Philosophy

Our Compensation Committee designs our compensation programs to reflect the following principles:

- ***We Pay for Performance:*** We believe in compensating our named executive officers based on their performance ("pay for performance"). We tie our management's compensation directly and substantially to both our assessment of their performance in the year of grant, as well as to the future performance of our stock. Thus, approximately 91% of our CEO's and COO's total annual compensation in 2022, and approximately 65% of our other named executive officers' compensation in 2022, was in the form of contingent restricted equity, the amount of which was based on our Compensation Committee's evaluation of their performance against predetermined goals during 2022. The restricted equity grants are subject to a future stock performance hurdle, and are restricted from transfer for four to seven years after grant, based on the date of vesting.
- ***We Reward Long-Term Value Creation:*** We manage our business with a focus on long-term value creation. Our acquisitions and development projects typically take many years to complete and stabilize. For example, we started working on entitlements for our Landmark apartment development in Brentwood in 2012, started construction in 2018, and welcomed our first tenants in 2022. Building and maintaining our unique operating platform also depends on long-term investments. We believe that our named executive officers' compensation should align incentive compensation opportunities with the Company's corporate strategies, business objectives and the creation of long-term value for our stockholders without encouraging unnecessary or excessive risk-taking. Accordingly, we look at performance not only for the latest year or on a year-over-year basis, but also with a view to managing compensation to appropriately compensate, incentivize and retain our executives for long-term achievements.
- ***We Avoid Mechanical Formulas:*** Our strategy of creating long-term value for investors differs from that of many of our competitors in the office REIT segment and informs our approach to assessing performance. We do not rely on a strict formulaic framework for measuring performance against our annual goals to determine compensation in a particular year. Rather than relying on a purely quantitative "actual versus short-term target" framework, our Compensation Committee combines a balanced quantitative and qualitative assessment against pre-established short and longer-term goals because this approach allows it to:
  - Evaluate management's performance annually while taking into account long-term value creation;
  - Avoid situations where management focuses on the selected metrics to the detriment of real performance or where a mechanical formula produces anomalous results;
  - Take into account management's success in addressing business conditions and unforeseen developments during the year that impact actual performance against the original goals;
  - Factor in its analysis of the level of risk incurred against the actual and potential benefits gained; and
  - Properly emphasize quantitative results while also considering qualitative factors.
- ***We Pay Most Compensation in Restricted Equity:*** We pay most of our executives' compensation in the form of long-term restricted equity (LTIP) awards. In 2022, 99% of the incentive compensation for all of our executives was LTIP awards and 1% was cash. The LTIP awards represented 91% of our CEO's and COO's total annual compensation and 65% of our other named executive officers total annual compensation. All of the equity grants we made in 2022 were performance based, with the amount granted reflecting our Compensation Committee's evaluation of the executives' performance against predetermined goals during 2022. Our Compensation Committee believes that equity should generally be granted at the end of the performance period after evaluating actual performance rather than at the beginning of the measurement period where a failure to perform might require forfeiture. In addition, even though these annual equity grants are compensation for the year that has just ended, as described below all of the equity grants are subject to further future performance hurdles, vesting periods, and significant restrictions on transfer designed to align executive's incentives with shareholder focus on long-term value creation.
- ***We Provide Competitive Compensation:*** We believe we must design our pay to enable us to attract and retain talented and experienced executives. To do this, we "benchmark" our CEO's and COO's compensation by regularly reviewing industry trends and level of compensation of our competitors, including our Benchmark Group, and use this information to assist us in determining the appropriate amounts, types and mix of compensation for our CEO and COO while taking into account our unique management strategy and the skill set required to implement that strategy. Throughout this Proxy Statement, we refer to this practice as "benchmarking."

- ***We Discourage Excessive Risk:*** We seek to structure compensation to discourage excessive risk-taking and to encourage ethical and social responsibility. The inclusion of benchmarking and multiple goals, and exclusion of a mechanical formula, reduces the possibility that a formula produces uncapped excessive compensation, and allows our Compensation Committee to factor into its compensation decisions its analysis of the risks taken to achieve the results. By awarding restricted equity (LTIP Units), rather than options or outperformance plans, we reduce the potential that outsized rewards and limited downside will induce excessive risk taking.
- ***We Follow Compensation Best Practices:*** We strive to implement best practice compensation and governance-related policies to encourage ethical and social responsibility:
  - **Clawback Policy.** We have a "clawback" policy under which we can recoup incentive compensation paid on the basis of financial results that are subsequently restated.
  - **Pledges Restricted.** We discourage pledges of our securities by our management, allowing them only if our Audit Committee determines on a case-by-case basis that the loan can be repaid without resorting to the pledged securities.
  - **Hedging Prohibited.** We do not permit hedging of our securities by our management.
  - **Equity Contingent on Continued Employment.** All of our equity grants vest over three or more years.
  - **Significant Holding Requirements for Equity Grants.** We restrict our executive officers from transferring their equity awards for four to seven years after grant, based on the date of vesting and assuming the grant achieves its stock-price hurdle.
  - **Robust Stock Ownership Guidelines.** As of the Record Date, our directors and executive officers owned approximately 16% of our outstanding share equivalents (common stock, OP Units and LTIP Units), with a market value of \$369.0 million using the price of our common stock on the Record Date.
  - **No Single Triggers on Change of Control.** We do not have any single trigger change of control provisions.
  - **No Evergreen Contracts.** None of our executives has an evergreen employment contract.
  - **No Tax Gross Ups.** None of our executives has any tax gross-ups with respect to payments made in connection with a change of control.
  - **No Guaranteed Incentives or Salary Increases.** The vast majority of total compensation (91% for our CEO and COO, and 70% for our other named executive officers in 2022) is variable or at-risk pay (i.e., not guaranteed), and salaries comprise a small portion of our named executive officers' total compensation opportunity.
  - **Low Perquisites.** We minimize perquisites and other benefits, with the amounts for our CEO and other named executive officers' well below the average of our Benchmark Group.
  - **Independent Compensation Consultant.** Our Compensation Committee retains an independent compensation consultant to assist it in its analysis. For more information, see "Role of Compensation Consultants" further below,
  - **No Stock Option Repricing.** We do not allow repricing of stock options.

## Board Responsiveness in 2022

We value and solicit input from our stockholders regarding our executive compensation program. We hold a non-binding advisory vote every year to approve the compensation of our named executive officers. Over the last several years, our Compensation Committee has embarked on a robust stockholder outreach program. We have made significant changes to our disclosure and our Compensation Committee's process for setting named executive officer compensation over the years as a result of these valuable interactions with our stockholders.

At our 2022 annual meeting of stockholders, over 69% of stockholders who cast votes on the "say on pay" proposal supported our 2021 named executive compensation. We note that ISS recommended a vote "against" our 2021 named executive compensation, primarily citing concerns with the discretionary nature of our incentive compensation program and the perceived absence of strict performance formulas for setting award levels and vesting. As discussed above, our Compensation Committee does not rely on mechanical formulas to measure success in order to avoid situations where management focuses on selected metrics to the detriment of real performance or where a formula produces anomalous results. While we disagree with the conclusions of the ISS analysis, and were disappointed with the negative recommendation, we were pleased to receive super majority support for our named executive compensation from our stockholders.



Since that meeting, we have contacted stockholders collectively representing approximately 72% of our common stock. Four of our ten largest stockholders, representing 30% of our common stock, saw no need for engagement, citing support for our executive compensation approach and productive prior year engagements; we had substantive conversations with stockholders representing over 42% of our common stock. The chairperson of our Compensation Committee personally led the conversations with over three quarters of the stockholders choosing to engage.

In those meetings, we solicited input on our named executive officer compensation, as well as other matters including corporate governance, market conditions and corporate strategy. We heard, and we have implemented, some suggestions for improvement from our stockholders:

Topic	What we heard	What we have done
<b>Overall Compensation Approach</b>	Substantially all of our stockholders indicated that they understand and support our decision to avoid reliance on mechanical formulas which can distract management and produce anomalous results.	Given this feedback, and the super majority stockholder support of executive compensation in 2022, we will continue our current approach to balance both quantitative and qualitative assessments of performance against predetermined goals.
<b>Timing of Goal Setting and Performance Review</b>	Some of our stockholders told us it was unclear in our disclosure when the Compensation Committee sets the goals and when they review the performance against those goals to determine executive compensation.	We have always disclosed that the Compensation Committee set the goals at the beginning of the year, and reviews the performance against those goals the end of the year.  In this and future proxies, we intend to add detailed disclosure concerning the timeline of goal setting and performance review.
<b>Total Shareholder Return</b>	Some of our stockholders told us it was unclear how the Compensation Committee determines underperformance or outperformance of the Total Shareholder Return goal.  We also heard from some stockholders that it was unclear which time horizons are considered for the Total Shareholder Return goal.	We clarified in our proxy that the Compensation Committee evaluates the TSR goal using the one, three and five year time periods.  In evaluating relative performance, placement in the top quartile of our Benchmark Group is considered to be outperformance and placement in the bottom quartile is considered to be underperformance.
<b>Employee Equity Ownership Goal</b>	Some of our stockholders told us they felt that the prior year goal to use the employee equity ownership program to motivate and retain our employees lacked rigor.	We removed the employee equity ownership program from our goals.

We intend to continue to solicit and consider the views of our stockholders both through Say-on-Pay votes and through direct communication.

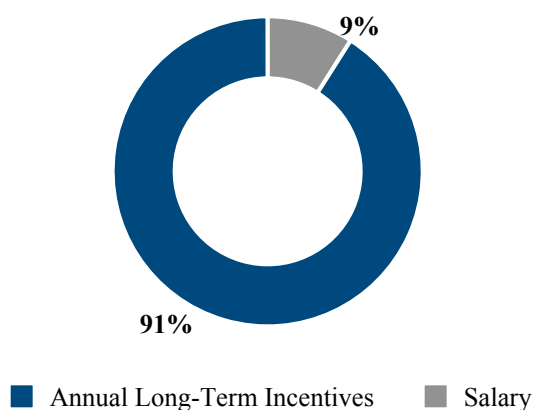
## CEO and COO

The discussion that follows describes in detail the 2022 compensation of our CEO and COO. Given the allocation of responsibilities between our CEO and our COO, we pay them equal compensation and use the same principles to determine their compensation. We use similar principles to set the compensation of our other named executive officers. For a discussion of the 2022 compensation of our other named executive officers, please refer to the discussion under the heading "Other Named Executive Officers", and the "Summary Compensation Table" and "Grants of Plan-based Awards" tables further below.

### Majority of Compensation "At Risk"

Approximately 91% of our CEO's and COO's compensation for 2022 was not guaranteed but rather was tied directly to the future performance of the Company's stock price.

**CEO & COO Compensation Mix**

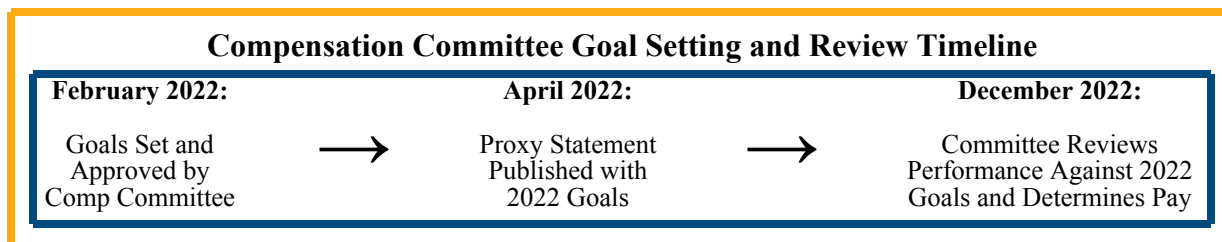


### **91% Performance Based and at Risk**

Annual long-term equity awards are "at risk" because those grants are: (i) contingent upon the future stock price performance exceeding the price at which the restricted equity was originally granted by a level set by the Compensation Committee (a hurdle of two percent stock price growth was set for 2022 grants); (ii) vest over three years; (iii) are subject to restrictions on transfer for four to seven years after grant, based on the date of vesting; and (iv) are forfeited 10 years following the grant date if the stock price performance requirements have not been met.

Our annual long-term equity awards in 2022 for our named executive officers exclusively take the form of LTIP Units, granted under our 2016 Plan. LTIP Units are a separate series of units of limited partnership interests in our operating partnership valued by reference to the value of our common stock, and are subject to vesting conditions and restrictions on transfer. LTIP Units are structured as "profits interests." Upon the occurrence of specified events and satisfaction of applicable vesting conditions (including reaching stock price hurdles set forth in the award agreements), the LTIP Units may be converted into OP Units, which in turn are redeemable by the holder for shares of our common stock or for the cash value of such shares, at our election.

## Setting 2022 Incentive Compensation: Matching Pay for Performance



In determining incentive compensation for 2022, our Compensation Committee assessed our management's achievements relative to the following five categories of goals it established in February 2022.

2022 Goals		
Goal Category	Description	Weight
1. FFO Target	Our Compensation Committee evaluated whether our management achieved the quantitative FFO target set by our Compensation Committee at the beginning of 2022. We use FFO as a performance yardstick because many of our investors use it to compare our operating performance with that of other Real Estate Investment Trusts ("REITs"). In evaluating management's performance, our Compensation Committee looked at the "quality" of our FFO as well as its absolute amount, recognizing that increases in leasing fundamentals, for example, may (or may not) reflect better management performance than increases that are solely attributable to acquisitions.	20%
2. Total Shareholder Return	Our Compensation Committee reviewed our TSR, which includes share price appreciation and dividends, on an absolute basis and relative to the TSR of our Benchmark Group. The Committee looks at the one, three and five year time periods. In evaluating relative performance, placement in the top quartile of our Benchmark Group is considered to be outperformance and placement in the bottom quartile is considered to be underperformance.	20%
3. Environmental, Social & Governance (ESG)	Our Compensation Committee evaluated whether our management achieved the specific ESG goals set by our Compensation Committee at the beginning of 2022.	20%
4. Operating Goals	Our Compensation Committee evaluated whether our management achieved the specific operating goals set by our Compensation Committee at the beginning of 2022.	20%
5. External Business Activities and Other Factors	Our Compensation Committee evaluated our external business activities during the year, which included the effectiveness and financial results of acquisitions, dispositions, financings and development and redevelopment activities. Our Compensation Committee did not set any numeric targets for these activities at the beginning of the year, since the best course of action necessarily depends on market developments, including the availability and pricing of opportunities, during the year. Our Compensation Committee believes it is equally important that we avoid bad acquisitions as it is that we make good acquisitions.	20%
Our Compensation Committee also considered additional factors (such as the pandemic) beyond those identified at the beginning of the year as described below.		

For 2022, our Compensation Committee made the following determinations and applied the following weightings to each area:

**FFO Target: Weighting 20%**

Our Compensation Committee evaluated management's achievement relative to the 2022 FFO target of \$2.04 per share (excluding the effect of acquisitions, equity issuances and repurchases, debt financings and repayments, and recapitalizations which had not been announced as of February 8, 2022) adopted by our Compensation Committee in February 2022. On this basis, we achieved FFO per share of \$2.02 in 2022 which is \$0.13 per share higher than the 2021 FFO of \$1.89 per share.

Our Compensation Committee rated our management's achievement  
for FFO as **Did Not Achieve**.

**Total Shareholder Return: Weighting 20%**

- Our Compensation Committee reviewed the analysis of its compensation consultant, FTI Consulting, Inc. ("FTI"), regarding its assessment of our TSR, which includes share price appreciation and dividends. FTI's report compared our TSR to the TSR of our Benchmark Group<sup>1</sup> for the period ended November 18, 2022 (the Compensation Committee met on November 23, 2022). FTI subsequently updated that information as of December 31, 2022, which is reflected in the chart below:

	As of December 31, 2022	
Performance Period	Our TSR	Benchmark Group Percent Ranking
1-Year	(51.20)%	10%
3-Year	(59.68)%	14%
5-Year	(54.55)%	40%

Our Compensation Committee rated our management's achievement  
for TSR as **Underperform**.

<sup>1</sup> Our Benchmark Group was recommended by FTI and approved by the Compensation Committee based on the following criteria: (i) office sector REITs that primarily invest in Class "A" space in high barrier-to-entry markets; (ii) select multi-family REITs with a strong concentration of assets in California; (iii) select California-based REITs with whom we compete for talent; and (iv) the overall composition of the peer group was constructed so that the Company is relatively close to the median in terms of implied market capitalization and total enterprise value. Our Benchmark Group for 2022 was comprised of the following companies:

Alexandria Real Estate Equities, Inc.	Apartment Income REIT Corp	Boston Properties, Inc.
Empire State Realty Trust, Inc.	Hudson Pacific Properties, Inc.	JBG SMITH Properties, Inc.
Kilroy Realty Corporation	Paramount Group, Inc.	Piedmont Office Realty Trust, Inc.
SL Green Realty Corp.	UDR, Inc.	Vornado Realty Trust

For members of the group that have not been public companies during the entire period of the above Total Shareholder Return analysis we included those members during the first year their data became available.

## ESG Goals: Weighting 20%

Our Compensation Committee evaluated management's achievement relative to the ESG goals adopted by our Compensation Committee at the beginning of 2022 and disclosed in our proxy statement filed in 2022:

- **Reduce energy consumption per square foot by 10% across our office portfolio by 2029 as compared to 2019.**

**Ahead of  
Schedule**

Through December 31, 2022, our energy consumption per square foot has declined 17.5% versus 2019. The pandemic kept our building utilization below normal levels and we expect to achieve more normalized reductions once tenants have fully returned to the office.

- **Have 75% of our stabilized eligible office space qualify for "Energy Star Certification" by the U.S. Environmental Protection Agency ("EPA")**

**Achieved**

More than 92% of our eligible office space qualified for "Energy Star Certification" which requires them to perform in the top quartile of all comparable buildings in the U.S.

- **Continue to ensure the diversity of our workforce substantially reflects the diverse communities in which we operate.**

**Achieved**

Our workforce remains a good reflection of the diversity of our submarkets. We published our diversity data in our annual ESG report, as discussed below.

- **Continue to use the employee equity ownership program as a key factor to motivate and retain our employees by giving them an ownership stake in the Company.**

**Achieved**

We granted equity to about half of our active employees. Retention for employees in the equity program continues to be significantly higher than for employees that receive a cash only bonus.

Our Compensation Committee rated our management's achievement for **ESG Goals** as **Outperform**.

## Operating Goals: Weighting 20%

Our Compensation Committee evaluated management's achievement relative to the Operating Goals adopted by our Compensation Committee at the beginning of 2022 and disclosed in our proxy statement filed in 2022:

- **Institute additional upgraded information technology systems.**

**Achieved**

We implemented a number of significant enhancements and additions to our key systems including: (i) new integration with our banking partner to facilitate and speed the application of ACH and wire payments; (ii) new residential and commercial stacking plans to incorporate more timely operational data; and (iii) enhanced incident and claim solutions to better support new insurance policies. In addition, we introduced RPA (Robotic Process Automation) tools to start streamlining non-value added manual tasks.

- **Limit our G&A expenses to a percentage of revenue in the lower half of comparable REITs.**

**Achieved**

For the year ended December 31, 2022, our general and administrative expense remained the lowest of comparable office REITs as a percentage of revenue. We limited our G&A to 4.6% of revenue, compared to the 8.5% average for our Office Peer Group.

- **Achieve a leased rate in our office portfolio that exceeds the Class "A" office average in our submarkets.**

**Achieved**

The leased rate of our office portfolio as of December 31, 2022, exceeded the average for Class A office buildings in our submarkets (based on external estimates), despite the fact that we represent an average of more than 38% of those markets.

- **Make substantial progress on key development projects.**

**Achieved**

At year end, we had leased approximately 60% of the 376 units at Landmark Los Angeles, our Brentwood residential development. At Bishop Place, our office to residential conversion project in Honolulu, we had converted and leased over 350 of our eventual 493 units.

Our Compensation Committee rated our management's achievement for **Operating Goals** as **Outperform**.

## External Business Activities and Other Factors: Weighting 20%

Our Compensation Committee evaluated management's performance relative to External Business Activities and Other Factors during 2022. During 2022:

- We acquired 1221 Ocean Avenue, an iconic 120-unit apartment property overlooking the beach in Santa Monica. The purchase was made through a joint venture that we manage and in which we own a 55% interest. The joint venture obtained a \$175 million non-recourse interest-only term loan maturing in April 2029 bearing interest at SOFR plus 1.25%, which we fixed at 3.90% through April 2026 with interest rate swaps. The acquisition is accretive to earnings and an attractive addition to the residential portfolio.
- Our debt refinancing and swaps program conducted over the previous years is providing substantial protection against interest rate increases. As of December 31, 2022, our weighted average annual interest rate for our fixed-rate debt was 2.82% with a weighted average remaining fixed interest period of 2.4 years.
- We improved our collections of past due rents from tenants not paying due to the pandemic. Our aggregate collections for the quarters affected by the pandemic improved from 92.7% in Q4 2020 to 98.4% in Q4 2022. The increase in collections was achieved without giving any meaningful rent forgiveness.

Our Compensation Committee rated our management's achievement for **External Business Activities and Other Factors** as **Outperform**.

## Conclusion

### CEO and COO

The Compensation Committee concluded that our CEO's and COO's performance in most of the goal categories was excellent in 2022. However, given the FFO shortfall and TSR underperformance, the Compensation Committee reduced the stock awards granted to our CEO and COO by 5% as compared to stock awards granted in 2021. According to FTI, compared to our Benchmark Group this was expected to place our CEO at approximately the 32nd percentile of CEO compensation, and approximately the 54th percentile of the average of CEO and COO compensation.<sup>(1)</sup>

### Other Named Executive Officers

We use similar principles to set the compensation of our other named executive officers (Messrs. Dan A. Emmett - *Chairman of the Board*, Kevin A. Crummy - *CIO*, and Peter D. Seymour - *CFO*), although they typically have a higher portion of their compensation represented by base compensation and lower variation in incentive compensation based on performance. Our Compensation Committee's evaluation of our officers places strong emphasis on their contributions to our overall performance because our Compensation Committee believes that our officers share responsibility for achieving our overall goals, which we set with a view towards how they help achieve our long-term strategy. We also value and seek to reward performance that develops talent at all levels of our organization, promotes our culture of excellence, enhances our reputation and extends our track record of profitability and growth. For 2022, our Compensation Committee applied these principles and concluded that our other named executive officers' performance in 2022 was excellent, and ranked overall as **Outperform** with respect to the goals adopted by our Compensation Committee in early 2022.

For more information on the 2022 compensation of our named executive officers see the "Summary Compensation Table" and "Grants of Plan-based Awards" tables further below.

<sup>(1)</sup> Given the allocation of responsibilities between our CEO and our COO, we pay them equal compensation. Accordingly, our Compensation Committee asked our Compensation Consultant to compare our CEO's compensation to the average of the CEO and COO compensation at the Benchmark Group as well as to the compensation of the CEO alone.

## 2023 Operating and Financial Goals

In February 2023, our Compensation Committee set the following targets and goals for determining executive compensation at 2023 year-end:

2023 Goals	
Goal Category	Description
1. FFO Target	Our Compensation Committee set a target for 2023 FFO of \$1.90 per share. This target excludes the impact from any future acquisitions, dispositions, equity issuances or repurchases, debt financings or repayments, recapitalizations or similar matters which had not been announced as of February 7, 2023.
2. Total Shareholder Return	Relative and absolute TSR performance is compared to our Benchmark Group in order to align compensation with performance. The Committee looks at the one, three and five year time periods. In evaluating relative performance, placement in the top quartile of our Benchmark Group is considered to be outperformance and placement in the bottom quartile is considered to be underperformance.
3. Environmental, Social & Governance (ESG)	Our Compensation Committee evaluates progress toward achieving certain ESG goals, including but not limited to the following goals: <ul style="list-style-type: none"> <li>Reducing energy consumption by 10% across our office portfolio by 2029 as compared to 2019.</li> <li>Qualifying 75% of our stabilized eligible office space qualify for "ENERGY STAR Certification" by the EPA, which require them to perform in the top quartile of all comparable buildings in the U.S.</li> <li>Reflect the diversity of our communities in our employees and managers.</li> </ul>
4. Operating Goals	The Compensation Committee evaluates progress toward achieving certain operating goals, including but not limited to the following goals: <ul style="list-style-type: none"> <li>Instituting upgraded information technology systems.</li> <li>Limiting our G&amp;A expenses to a percentage of revenue in the lower half of comparable REITs.</li> <li>Achieving a leased rate in our office portfolio that exceeds the Class "A" office average for our markets.</li> <li>Making substantial progress on key development and repositioning projects.</li> </ul>
5. External Business Activities and Other Factors	The Compensation Committee also evaluates our external business activities during the year, which includes the effectiveness and financial results of acquisitions, dispositions, financing and development and redevelopment activities. The Compensation Committee does not set any numeric targets for these activities, since the best course of action necessarily depends on market developments, including the availability and pricing of opportunities, during the year. The Compensation Committee believes it is equally important to avoid bad acquisitions as it is to complete good acquisitions.
Our Compensation Committee may consider other factors, including but not limited to employee retention, succession planning, handling of extraordinary events that occur during the year, or other items that may have a material impact on our long-term success.	

## Tax and Accounting Implications

Our Compensation Committee considers the deductibility of executive compensation under Section 162(m) of the Code, which limits the deduction of compensation (as defined in Section 162(m)) to \$1.0 million that is paid in any calendar year to certain "covered employees", currently including our CEO, our CFO, and our next three highest compensated executive officers. For 2022, none of our executive officers received compensation in excess of the \$1.0 million cap for deductibility under Section 162(m). In general, our Compensation Committee's policy with respect to Section 162(m) is to make reasonable efforts to allow compensation paid to such persons to be deductible while simultaneously providing the executives with appropriate compensation for their performance. Our LTIP Units are structured as "profits interests" for federal income tax purposes, so that we do not expect the grant, vesting, or conversion of LTIP Units to produce a tax deduction for us, without regard to any application of Section 162(m). We account for stock-based compensation in accordance with Accounting Standards Codification ("ASC") 718.

## Role of Compensation Consultants

In 2022, our Compensation Committee retained FTI to assist in the determination of executive compensation, including base salary, annual cash incentive (if any) and annual equity-based incentive compensation. FTI had been retained by our Compensation Committee in prior years to make recommendations concerning the structure and amount of compensation for our executive officers and our Board.



In its engagement letter, FTI specifically confirmed that (i) it was ultimately accountable to our Compensation Committee, which had the ultimate authority to engage, evaluate and, if appropriate, terminate FTI's services; (ii) it would timely report directly to our Compensation Committee any difficulties encountered in the course of its work, including any restriction on the scope of activities or access to required information; and (iii) while it would meet with management in the course of performing its services to gather and check facts, and to obtain their reactions to alternatives that FTI believed should be considered by our Compensation Committee, our management was not empowered to set the nature or scope of, or to give FTI instructions or directions concerning the engagement of FTI, all of which were determined exclusively by our Compensation Committee.

In hiring FTI and other professionals, our Compensation Committee specifically considered factors including (i) the provision of other services to us by the firm; (ii) the amount of fees received from us by that firm as a percentage of its total revenue; (iii) the policies and procedures of that firm that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the professional or his or her firm with a member of our Compensation Committee; (v) any of our stock owned by the professional; and (vi) any business or personal relationship of the professional or his or her firm with any of our executive officers. In the case of FTI, it has no other relationships with us, any of our executive officers or any Compensation Committee member, and FTI represented that the fees we pay to FTI represent significantly less than 1% of its revenues.

### **Role of Executive Officers in Compensation Decisions**

Under its charter, our Compensation Committee makes all compensation decisions with respect to our named executive officers, although it may and does consult with others, including our CEO and other officers, as it deems appropriate. In determining the appropriate compensation levels for our CEO and our COO, our Compensation Committee meets outside the presence of all of our executive officers. Our Compensation Committee consulted with our CEO and other officers in establishing the operating and financial goals, FFO target and other matters in its discretion, and our CEO provided our Compensation Committee with his evaluation of progress in meeting the 2022 goals. As noted above, although FTI's engagement letter allowed it to meet with management in the course of performing its services to gather and check facts, and to obtain their reactions to alternatives that FTI believed should be considered by our Compensation Committee, our management was not empowered to set the nature or scope of, or to give FTI instructions or directions concerning its engagement, all of which were determined exclusively by our Compensation Committee. As previously noted, in response to the pandemic, our CEO and COO recommended that their base salaries be reduced by 20% effective May 1, 2020, and that their total compensation be reduced by 10%. Our Compensation Committee accepted the recommendations after independently concluding that any further reductions were not appropriate.

### **Change of Control Payments**

We do not have any payments that are triggered by a change of control where the employee is not also either terminated without cause or has good reason for a termination (no "single trigger" provisions). Messrs. Kaplan, Panzer and Crummy's employment agreements provide that the total of each executive's salary and bonus for each year in the remaining term of the employment agreement following a change of control may not be less than the total salary, bonus (whether paid in cash or equity grants) and value of other awards that vested with respect to the calendar year ending before the change in control occurred. Our employment agreements also do not contain any excise tax gross up provisions. See "Principal Compensation Agreements and Plans - Employment Agreements." The equity awards that we have made provide that any unvested options or LTIP Units will not automatically vest on any change of control unless our common stock ceases to be publicly traded as a result. For additional information regarding payments to be made to our named executive officers upon a change of control, see "Potential Payments Upon Termination or Change of Control," below.

## **Principal Compensation Agreements and Plans**

### **2016 Omnibus Stock Incentive Plan**

Our 2016 Omnibus Stock Incentive Plan (our "2016 Plan") was adopted by our Board and approved by our stockholders in 2016. An amendment to the 2016 Plan was approved by our stockholders in 2020, and a new amendment is being submitted to our stockholders as Proposal 4 in this Proxy Statement. Our 2016 Plan is designed to be an important component of overall compensation for our key employees, directors and other persons by enabling participation of these key persons in our long-term growth and profitability. Please refer to Proposal 4 in this Proxy Statement, and Note 13 to our audited financial statements included in our 2022 Form 10-K filed with the SEC on February 17, 2023, for additional information.

## Employment Agreements

We have employment agreements with each of Messrs. Kaplan, Panzer and Crummy. This summary of our employment agreements does not purport to be exhaustive and is expressly qualified in its entirety by reference to the full text of the agreements, which were attached as exhibits 10.1, 10.2 and 10.3 to Form 8-K, respectively, filed on December 24, 2018. The principal terms of the agreements are as follows:

- **Compensation:** Each of Messrs. Kaplan and Panzer is entitled to receive a salary of not less than \$1,000,000, and Mr. Crummy is entitled to receive a salary commensurate with past practices. At the request of the officers involved, and in light of the pandemic, our Compensation Committee approved a 20% reduction (to an annual rate of \$800,000 effective May 1, 2020) in the base salaries of Messrs. Kaplan and Panzer. Messrs. Kaplan, Panzer and Crummy are also entitled to receive an annual bonus based on their individual performance and our overall performance during the year, as evaluated by our Compensation Committee in consultation with that officer. Following a change of control, the total of each officer's salary and bonus may not be less than the total salary and bonus paid with respect to the calendar year ending before the change in control.
- **Perquisites and Other Benefits:** Messrs. Kaplan and Panzer are entitled to the use of an automobile and family health insurance, and to use their executive assistants for personal use to an extent reasonably consistent with past practices. Mr. Crummy is entitled to a car allowance. Messrs. Kaplan and Panzer are entitled to 25 days of paid time off per year, and Mr. Crummy is entitled to paid time off commensurate with past practices. Otherwise, the agreements do not provide our executive officers with perquisites that differ from those of our other employees.
- **Term:** The term of each employment agreement ends December 31, 2023, subject to earlier termination with or without cause (30-days' prior notice is required where the termination is by the Company without cause or by the officer for good reason).
- **Severance Payments:** If we terminate an officer's employment without cause, or if the officer terminates his employment for good reason, they will receive severance equal to (a) compensation equal to three times (two times for Mr. Crummy) the average of their total compensation over the last three calendar years ending prior to the termination date, including (i) their salary and (ii) their annual bonus (excluding long-term or one-time equity grants), and (b) continued coverage under our medical and dental plans for the officer and their eligible dependents (who were enrolled in our medical plan at the time of the officer's termination) for a three-year period (two-year period for Mr. Crummy) following their termination. See "Potential Payments Upon Termination or Change of Control" below.
- **Other Termination Payments:** Upon an officer's death or disability, they will continue to receive medical and dental benefits for themselves (in the case of disability only) and their eligible dependents (who were enrolled in our medical plan at the time of the officer's termination) for a period of twelve months plus vesting of any unvested equity grants through the end of the year of termination in lieu of any severance or annual bonus.
- **Non-competition:** Each of these employment agreements contains a non-competition provision that applies during the term of the agreement, and under which the officer covenants that they will not: (i) for their own account engage in any business that invests in or deals with large and mid-size office buildings and multifamily properties in Los Angeles County and Hawaii (larger than 50,000 square feet for office properties and 50 units for apartment buildings); (ii) enter the employment of, or render any consulting or any other services to, any such entities that so compete, directly or indirectly, with any business carried on by us or any of our subsidiaries; or (iii) become interested in any such competing entity in any capacity, including, without limitation, as an individual, partner, shareholder, officer, director, principal, agent, trustee or consultant; provided, however, that the officer may own, directly or indirectly, solely as a passive investment, 5% or less of any class of securities of any entity traded on any national securities exchange and any assets acquired in compliance with the requirements of the aforementioned non-competition provisions.

## 2022 Summary Compensation Table

The table below presents the compensation earned for 2022, 2021 and 2020 for our named executive officers in 2022:

Summary Compensation Table (per SEC rules, multi-year equity grants are included in the year of grant)							
Name & Principal Position	Year	Salary <sup>(1)</sup>	Bonus	Stock Awards <sup>(2)</sup>	All Other Compensation <sup>(3)</sup>	Total	
Dan A. Emmett	2022	\$ 125,000	\$ —	\$ 87,483	\$ 20,000	\$ 232,483	
<i>Chairman of the Board</i>	2021	\$ 125,000	\$ —	\$ 87,485	\$ 39,428	\$ 251,913	
	2020	\$ 125,000	\$ —	\$ 87,509	\$ 41,705	\$ 254,214	
Jordan L. Kaplan	2022	\$ 800,000	\$ —	\$ 7,837,901	\$ 15,934	\$ 8,653,835	
<i>President and CEO</i>	2021	\$ 800,000	\$ —	\$ 8,258,608	\$ 12,636	\$ 9,071,244	
	2020	\$ 866,667	\$ —	\$ 7,583,722	\$ 17,630	\$ 8,468,019	
Kenneth M. Panzer	2022	\$ 800,000	\$ —	\$ 7,837,901	\$ 12,215	\$ 8,650,116	
<i>COO</i>	2021	\$ 800,000	\$ —	\$ 8,258,608	\$ 11,534	\$ 9,070,142	
	2020	\$ 866,667	\$ —	\$ 7,583,722	\$ 7,753	\$ 8,458,142	
Kevin A. Crummy <sup>(4)</sup>	2022	\$ 600,000	\$ 200,000	\$ 1,329,652	\$ 13,000	\$ 2,142,652	
<i>CIO</i>	2021	\$ 600,000	\$ —	\$ 1,469,761	\$ 13,000	\$ 2,082,761	
	2020	\$ 600,000	\$ —	\$ 1,680,098	\$ 10,000	\$ 2,290,098	
Peter D. Seymour	2022	\$ 550,000	\$ —	\$ 1,399,634	\$ 13,000	\$ 1,962,634	
<i>CFO</i>	2021	\$ 500,000	\$ —	\$ 1,049,822	\$ 13,000	\$ 1,562,822	
	2020	\$ 500,000	\$ —	\$ 735,038	\$ 10,000	\$ 1,245,038	

- (1) Represents salary payable with respect to the year it was earned.
- (2) Represents the grant date fair value of restricted equity grants, calculated in accordance with ASC 718, not the face value, under the assumptions set forth in Note 13 to our audited financial statements included in our 2022 Form 10-K filed with the SEC on February 17, 2023. We restricted our executives from selling or transferring their LTIP Unit awards in 2022 for four to seven years after grant, based on the date of vesting. All of the LTIP Unit grants in 2022 were performance based, reflecting our Compensation Committee's evaluation of the respective officers' performance against predetermined goals during 2022. As disclosed above, our Compensation Committee believes that the equity should generally be granted at the end of the performance period after evaluating performance rather than at the beginning of the performance period subject to potential forfeiture for non-performance.
- (3) All Other Compensation includes perquisites provided to our executives:
- Mr. Emmett's perquisites included the personal incremental use of an administrative assistant for 2021 and 2020, and an auto allowance for 2022, 2021 and 2020.
  - Mr. Kaplan's perquisites included the personal incremental use of an administrative assistant and personal use of a company car for 2022, 2021 and 2020.
  - Mr. Panzer's perquisites included 401K plan matching for 2022 and 2021, and personal use of a company car for 2022, 2021 and 2020.
  - Messrs. Crummy's and Seymour's perquisites included an auto allowance for 2022, 2021, and 2020, and 401K plan matching for 2022 and 2021.
  - Each of the perquisites described above was less than \$25,000 for each of the executives for 2022, 2021 and 2020. For details, see "Principal Compensation Agreements and Plans-Employment Agreements".
- (4) Mr. Crummy's bonus for 2022 represents the discretionary cash portion of his variable incentive compensation, the amount of which was determined in the discretion of the Compensation Committee after review of his performance during the year.

### 2022 Grants of Plan-based Awards

The table below presents the grants of plan-based awards to our named executive officers in 2022:

Name	Approval Date <sup>(1)</sup>	Grant Date <sup>(1)</sup>	Number of LTIP Units Awarded <sup>(1)</sup>	Grant Date Fair Value of LTIP Unit Award <sup>(1)(2)</sup>
Dan A. Emmett	December 8, 2022	December 27, 2022	7,818	\$ 87,483
Jordan L. Kaplan	December 8, 2022	December 27, 2022	700,438	\$ 7,837,901
Kenneth M. Panzer	December 8, 2022	December 27, 2022	700,438	\$ 7,837,901
Kevin A. Crummy	December 8, 2022	December 27, 2022	118,825	\$ 1,329,652
Peter D. Seymour	December 8, 2022	December 27, 2022	125,079	\$ 1,399,634

- (1) Consistent with our annual practice, our Compensation Committee approved the dollar value of the grants on December 8, 2022, stipulating that they be granted on December 27, 2022, with the number of LTIP units to be based on the closing price of our common stock on the date of grant (\$15.99 at December 27, 2022). Our Compensation Committee follows this process because we inform our employees of the grants in their annual performance reviews, which typically occur between the approval date and the grant date.
- (2) The amounts reflect the grant date fair value of the award calculated in accordance with ASC 718, under the assumptions set forth in Note 13 to our audited financial statements included in our 2022 Form 10-K filed with the SEC on February 17, 2023.

### Outstanding Equity Awards at 2022 Fiscal Year-end

The table below presents unvested LTIP Units held by our named executive officers as of December 31, 2022:

Name	Number of Unvested LTIP Units <sup>(1)</sup>	Market Value of Unvested LTIP Units <sup>(2)</sup>
Dan A. Emmett	8,798	\$ 137,953
Jordan L. Kaplan	317,643	\$ 4,980,642
Kenneth M. Panzer	317,643	\$ 4,980,642
Kevin A. Crummy	141,040	\$ 2,211,507
Peter D. Seymour	125,143	\$ 1,962,242

- (1) Unvested LTIP Units are scheduled to vest as follows:

Name	December 31,			Total
	2023	2024	2025	
Dan A. Emmett	3,963	2,881	1,954	8,798
Jordan L. Kaplan	142,562	105,038	70,043	317,643
Kenneth M. Panzer	142,562	105,038	70,043	317,643
Kevin A. Crummy	66,059	45,275	29,706	141,040
Peter D. Seymour	51,483	42,391	31,269	125,143

- (2) Based on the closing price of our common stock of \$15.68 on December 30, 2022 at the rate of one share of our Common Stock for each unvested LTIP Unit.

### Equity Vested

The table below presents the vesting of LTIP Units held by our named executive officers during 2022:

	Number of LTIP Units Vested	Value Realized on Vesting <sup>(1)(2)</sup>
Dan A. Emmett	4,678	\$ 73,351
Jordan L. Kaplan	608,488	\$ 9,541,092
Kenneth M. Panzer	608,488	\$ 9,541,092
Kevin A. Crummy	80,442	\$ 1,261,331
Peter D. Seymour	56,278	\$ 882,439

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- (1) The LTIPs vested on December 31, 2022. The value realized was based on the closing price of our common stock of \$15.68 on December 30, 2022, at the rate of one share of our Common Stock for each LTIP Unit.
- (2) Vested units are still subject to a stock-price performance hurdle and a four-year lockout period before they are eligible to be redeemed.

### CEO Pay Ratio

In accordance with the requirements of the SEC, we calculated the ratio of our CEO pay to that of our median employee by examining the 2022 total compensation for all of our employees. As of December 31, 2022, we employed approximately 750 people. We identified our median employee by examining the 2022 total compensation for all individuals, excluding our CEO, who were employed by us (on a full-time, part-time or casual basis) on December 31, 2022, calculated in the same manner as the total compensation for our CEO disclosed in the "Summary Compensation Table" above. The calculation of total compensation does not take into account the value of all the benefits we provide to our employees, including health benefits and life insurance, and does not adjust for, or annualize the compensation of, employees who work part time. For employees hired during 2022, total compensation was annualized to reflect a full year of employment. Based on this calculation, we determined the annual total compensation of our median employee for 2022 to be \$65,010. As reported in the "Summary Compensation Table" above, the annual total compensation for our CEO in 2022 was \$8,653,835. Based on this information, the ratio of the annual total compensation of our CEO to the annual total compensation of our median employee was 133:1 for 2022.

## Financial Performance Measures used to Determine Compensation Actually Paid (CAP)

As described in greater detail in the section of this Proxy Statement entitled "Compensation Discussion and Analysis," our executive compensation philosophy emphasizes incentive-based compensation, evaluated over a variety of factors. In accordance with Item 402(v) of Regulation S-K, the most important financial performance measures that we use to link compensation for the named executive officers, for the most recently completed fiscal year, to the Company's performance are as follows:

Financial Performance Measures	
<b>Total Shareholder Return ("TSR")</b>	Total Shareholder Return ("TSR") is the cumulative total shareholder return based on a \$100 investment on December 31, 2019, assuming the reinvestment of dividends. For purposes of calculating TSR for our Peer Group, it is weighted according to the respective issuers' stock market capitalization at the beginning of each period presented.
<b>FFO</b>	We have chosen FFO as the "Company Selected Measure" in accordance with Item 402(v) of Regulation S-K. We calculate FFO in accordance with the standards established by NAREIT by excluding gains (or losses) on sales of investments in real estate, gains (or losses) from changes in control of investments in real estate, real estate depreciation and amortization (other than amortization of right-of-use assets for which we are the lessee and amortization of deferred loan costs), and impairment write-downs of real estate from our net income (loss) (including adjusting for the effect of such items attributable to our consolidated JVs and our unconsolidated Fund, but not for noncontrolling interests included in our calculation of fully diluted equity). We report FFO because it is a widely reported measure of the performance of equity REITs and is also used by some investors to identify the impact of trends in occupancy rates, rental rates and operating costs from year to year, excluding impacts from changes in the value of our real estate, and to compare our performance with other REITs. FFO is a non-GAAP financial measure for which we believe that net income (loss) is the most directly comparable GAAP financial measure. FFO has limitations as a measure of our performance because it excludes depreciation and amortization of real estate and captures neither the changes in the value of our properties that result from use or market conditions, nor the level of capital expenditures, tenant improvements and leasing expenses necessary to maintain the operating performance of our properties, all of which have real economic effect and could materially impact our results from operations. FFO should be considered only as a supplement to net income (loss) as a measure of our performance and should not be used as a measure of our liquidity or cash flow, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends. Other REITs may not calculate FFO in accordance with the NAREIT definition and, accordingly, our FFO may not be comparable to the FFO of other REITs. For the reconciliations of our 2022 and 2021 FFO to Net Income, see Item 7 of Part II in our 2022 Form 10-K filed with the SEC on February 17, 2023. For the reconciliation of our 2020 FFO to Net Income, see Item 7 of Part II in our 2021 Form 10-K filed with the SEC on February 18, 2022.

## 2022 Pay Versus Performance Table

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and item 402(v) of Regulation S-K, we are providing the following information about the relationship between the amount of CAP to our named executive officers and certain measures of our financial performance. For further information concerning our performance-focused compensation philosophy and how the Compensation Committee considers performance in relation to compensation decisions, refer to the "Compensation Discussion and Analysis" section of this proxy statement. The tabular and narrative disclosures provided below, calculated in accordance with the applicable rules, may reflect reasonable estimates and assumptions. The table below presents the compensation information for our principal executive officer (PEO) and, as an average, for our other named executive officers (the "Non-PEO NEOs") and the financial performance information as required by the SEC's pay versus performance for 2022, 2021 and 2020. Our PEO, Mr. Kaplan, and our Non-PEO NEOs, Messrs., Emmett, Panzer, Crummy and Seymour, were the same during 2022, 2021 and 2020.

Year	Jordan L. Kaplan				Value of Initial Fixed \$100 Investment Based on:			
	Summary Compensation Table Total for PEO <sup>(1)</sup>	Compensation Actually Paid to PEO <sup>(2)</sup>	Average Summary Compensation Table Total for Non-PEO NEOs	Average Compensation Actually Paid to Non-PEO NEOs <sup>(2)</sup>	Our TSR	Our Peer Group TSR <sup>(3)</sup>	Net Income <sup>(4)</sup> (000's)	FFO (000's)
2022	\$ 8,653,835	\$ 4,400,000	\$ 3,246,971	\$ 1,539,986	\$40	\$63	\$ 96,540	\$ 419,683
2021	\$ 9,071,244	\$ 12,461,572	\$ 3,241,910	\$ 4,402,571	\$82	\$101	\$ 56,131	\$ 383,456
2020	\$ 8,468,019	\$ 4,965,617	\$ 3,061,873	\$ 1,814,463	\$69	\$88	\$ 38,553	\$ 372,541

*See notes to the table on the next page*

(1) The amounts reported are equal to the amounts reported in the "total" column of the Summary Compensation Table for the applicable year for Mr. Kaplan, and the average of the amount reported in the "total" column of the Summary Compensation Table for the Non-PEO NEOs for each applicable year.

(2) The amounts reported represent Mr. Kaplan's CAP amount, and the average CAP amount for the Non-PEO NEOs, for the corresponding fiscal year, as computed in accordance with Item 402(v) of Regulation S-K and as further described below. The dollar amounts do not reflect the actual amount of compensation earned by or paid to Mr. Kaplan, or any of the Non-PEO NEOs during the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the table below sets forth the adjustments that were made to Mr. Kaplan's, and to the Non-PEO NEOs, total compensation for each year to determine the CAP amounts. There were no grants forfeited by our NEOs during 2022; therefore, no adjustments have been made to the Summary Compensation Table totals for forfeitures. The Company does not sponsor or maintain a defined benefit pension plan, and no such benefits are provided to our NEOs; therefore, no adjustments have been made to the Summary Compensation Table totals for changes in pension values.

	Summary Compensation Table (SCT) Total	Deduct: Stock Based Compensation as reported in the SCT	Add: Fair Value of Award Granted that was Unvested at Year End (Measured at Year End)*	Add: Fair Value of Award Granted that Vested (Measured at Vesting Date)*	Add: Change in Fair Value of Prior Year Unvested Awards (Measured at Year End)*	Add: Change in Fair Value of Prior Year Awards that Vested (Measured at Vesting Date)*	Add: Dividends Paid on Unvested Awards Prior to Vesting Date	Compensation Actually Paid
<b>Jordan L. Kaplan</b>								
2022	\$ 8,653,835	\$(7,837,901)	\$ 7,688,007	\$ —	\$(4,726,489)	\$ 45,475	\$ 577,073	\$ 4,400,000
2021	\$ 9,071,244	\$(8,258,608)	\$ 8,206,116	\$ —	\$ 1,244,003	\$ 1,659,228	\$ 539,589	\$12,461,572
2020	\$ 8,468,019	\$(7,583,722)	\$ 7,664,775	\$ —	\$(3,160,261)	\$ (846,234)	\$ 423,040	\$ 4,965,617
<b>Other NEOs (Average)</b>								
2022	\$ 3,246,971	\$(2,663,668)	\$ 2,612,727	\$ —	\$(1,721,125)	\$ (146,493)	\$ 211,572	\$ 1,539,986
2021	\$ 3,241,910	\$(2,716,419)	\$ 2,699,154	\$ —	\$ 463,758	\$ 519,056	\$ 195,113	\$ 4,402,571
2020	\$ 3,061,873	\$(2,521,592)	\$ 2,548,542	\$ —	\$(1,091,981)	\$ (332,010)	\$ 149,630	\$ 1,814,463

\*In determining CAP, grants are considered vested when the required service period is completed and the stock performance hurdle has been achieved.

(3) For each of 2022, 2021 and 2020, the following companies were included in our Peer Group:

Alexandria Real Estate Equities, Inc. (ARE)	Boston Properties, Inc. (BXP)
Empire State Realty Trust, Inc. (ESRT)	Hudson Pacific Properties, Inc. (HPP)
Kilroy Realty Corporation (KRC)	Paramount Group, Inc. (PGRE)
Piedmont Office Realty Trust, Inc. (PDM)	SL Green Realty Corp. (SLG)
UDR, Inc. (UDR)	Vornado Realty Trust (VNO)

For 2020, our Peer Group also included Digital Realty Trust, Inc. (DLR)

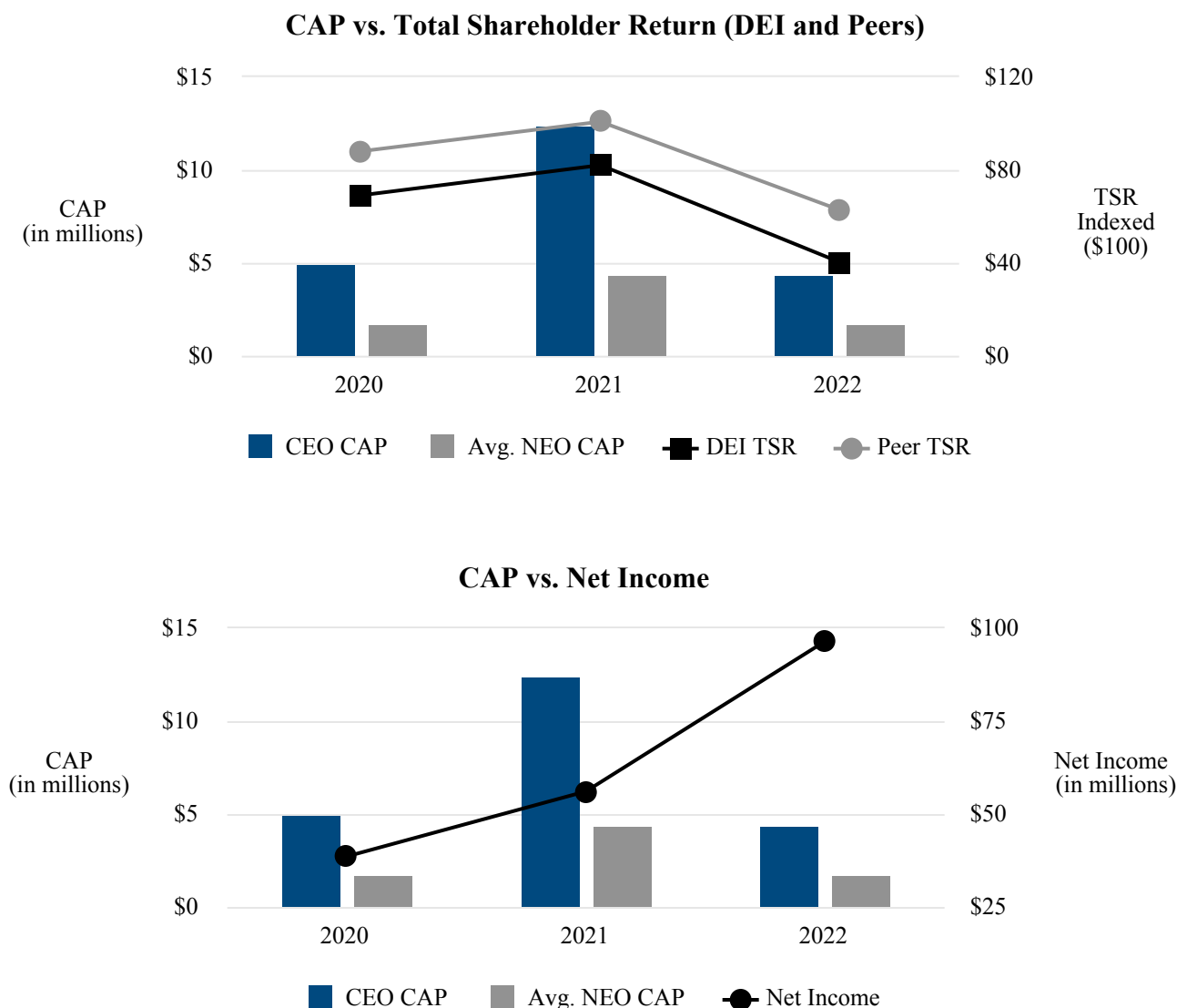
For 2021 and 2022, our Peer Group also included JBG SMITH Properties, Inc. (JBGS)

We replaced DLR with JBGS Peers in 2021 because DLR is no longer a comparable peer due to its size and global scope of operations, while JBGS is a diversified REIT that operates primarily in and around the high-barrier to entry Washington, DC market. Using DLR instead of JBGS, our peer group TSR in 2021 and 2022 would have been \$69 and \$113, respectively. Our Compensation Committee's peer group also included Apartment Investment and Management Company (AIV), and Columbia Property Trust (CXP) in 2020, and Apartment Income REIT Corp (AIRC) in 2021 and 2022. These peers were excluded from our TSR peer group because they became public or delisted during the three years presented, and we therefore did not have sufficient data for the TSR calculations.

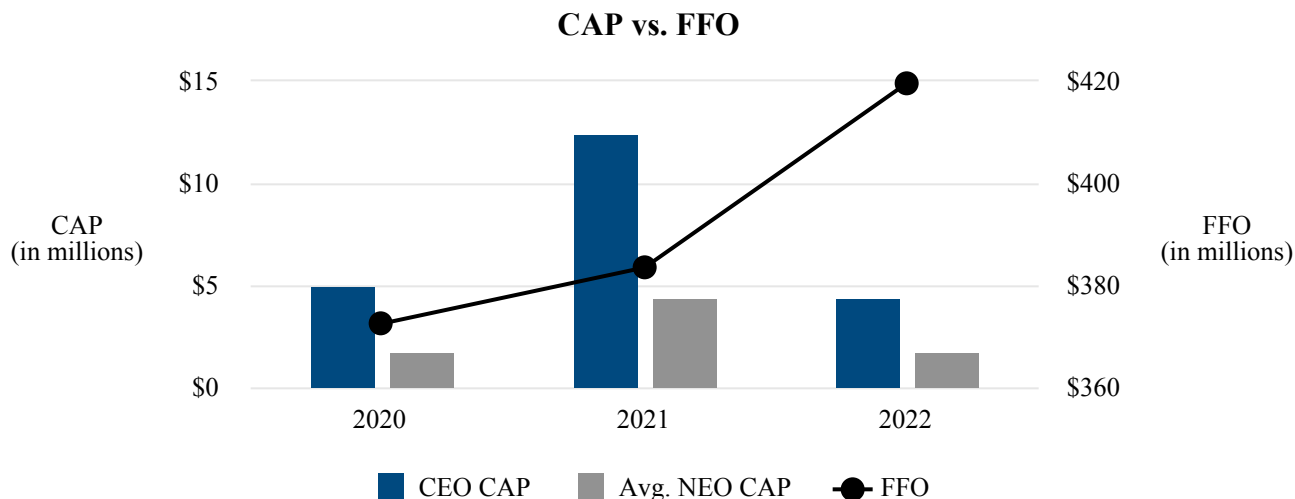
(4) The amounts reported represent our net income attributable to our common stockholders, as reflected in our audited financial statements in our Form 10-K for the applicable year.

### Graphical Representation of Compensation Actually Paid and Performance

In accordance with Item 402(v) of Regulation S-K, we are providing the graphs below to illustrate the relationships between the reported CAP amounts and each of the financial performance measures presented in the Pay Versus Performance Table. As described more fully in the "Compensation Discussion and Analysis" section of this Proxy Statement, the Compensation Committee make compensation decisions based on a number of factors, and has not, specifically evaluated the relationship between the performance measures reported in the Pay Versus Performance Table with the named executive officers' CAP amounts (as calculated in accordance with Item 402(v) of Regulation S-K) for a particular year. Therefore, the alignment outcomes depicted below may not accurately reflect the Compensation Committee's goals of linking pay with performance and aligning the interests of our named executive officers with those of our stockholders.







### Potential Payments Upon Termination or Change of Control

The section below provides information concerning the amount of compensation payable to each of our executive officers in the event of termination of such executive's employment, including certain estimates of the amounts that would have been paid on certain dates under what we believe to be reasonable assumptions. However, the actual amounts to be paid out can only be determined at the time of such executive's termination.

#### ***Payments Made Upon Termination***

Regardless of the manner in which any of our employees (including any of our named executive officers) is terminated, the employee would be entitled to receive certain amounts due during the remaining period of such employee's term of employment. Such amounts would include:

- any unpaid salary from the date of the last payroll to the date of termination;
- reimbursement for any properly incurred unreimbursed business expenses; and
- accrued paid time off through the date of termination.

In addition, the named executive officers would retain the following rights:

- any existing rights to indemnification for prior acts through the date of termination; and
- LTIP Units awarded pursuant to our 2016 Plan to the extent provided in that plan and the grant or award.

In prior years, the awards we made to senior executives under our 2016 Plan provided that if the employment of a participant (including any of our named executive officers who have unvested LTIP Units) is terminated without cause by us, or for good reason by the participant then any unvested LTIP Units will immediately vest. Our 2020, 2021 and 2022 awards do not contain this provision.

In addition to the payments noted above, our named executive officers would receive the following additional benefits on certain terminations:

***Payments Made Upon Termination by the Company Without Cause or by the Officer for Good Reason:*** As noted above under "Principal Compensation Agreements and Plans-Employment Agreements", each of Messrs. Kaplan, Panzer and Crummy has an employment agreement with us. If we terminate Messrs. Kaplan, Panzer or Crummy's employment without cause, or if the officer terminates his employment for good reason, he will receive the following cash severance: (a) compensation equal to three times the average of his total compensation over the last three full calendar years ending prior to the termination date (two times for Mr. Crummy), paid in a lump sum, including (i) his salary, and (ii) his annual bonus (excluding long-term or one-time equity grants), and (b) continued coverage under our medical and dental plans for the officer and his eligible dependents (who were enrolled in our medical plan at the time of the officer's termination) for a three-year period (two-year period for Mr. Crummy) following his termination. In order to receive such severance, the officer must execute a release of all claims and comply with the remaining confidentiality and non-solicitation provisions of his employment agreement. Based on the compensation paid, equity grants awarded in 2020, 2021 and 2022, and medical insurance premiums paid for 2022, we estimate that the cash severance payments for termination of employment occurring immediately after December 31, 2022 would have been \$36.4 million for each of Messrs. Kaplan and Panzer and \$5.7 million for Mr. Crummy. Messrs. Emmett and Seymour do not have any contractual severance arrangements for termination.

***Payments Made Upon a Change of Control:*** We do not have any single trigger provisions in our employment agreements or equity grants. As such, following a change of control, the executive will have the same severance upon a termination without cause or a termination with good reason as outlined in the preceding paragraph. In addition, as is true for all of our employees, if the class of equity into which any unvested equity compensation is convertible is no longer publicly traded after a change of control, any unvested grants will become vested. We estimate that based on the price of our common stock on December 30, 2022 an acceleration under these conditions would result in value of \$138,000 for Mr. Emmett, \$5.0 million for each of Messrs. Kaplan and Panzer, \$2.2 million for Mr. Crummy, and \$2.0 million for Mr. Seymour. No payments would be grossed up to adjust for any excise taxes under Section 280G of the Internal Revenue Code.

***Payments Made Upon Termination due to Death or Disability.*** In the event of the death or disability of Messrs. Kaplan, Panzer or Crummy, the officer (or his estate) will receive continued medical benefits for him (in the case of disability only) and his eligible dependents (who were enrolled in our medical plan at the time of the officer's termination) for a period of 12 months. Using medical insurance premium costs for 2022, we estimate the value of these continued medical benefit payments would have been \$50,000 for each of Messrs. Kaplan and Crummy, and \$29,000 for Mr. Panzer in the case of termination for death or disability immediately following December 31, 2022. Messrs. Emmett and Seymour do not have any contractual arrangements for termination due to death or disability.

In addition, our grants of LTIP Units provide that any employee whose employment is terminated as a result of death will be immediately vested in any equity scheduled to vest in that calendar year. In the case of termination for death occurring immediately following December 31, 2022, and based on the number of LTIP Units that vested in 2022 and the price of our common stock at December 30, 2022, we estimate that the value of the accelerated LTIP Unit vesting would be \$73,000 for Mr. Emmett, \$9.5 million for each of Messrs. Kaplan and Panzer, \$1.3 million for Mr. Crummy and \$0.9 million for Mr. Seymour.

## DIRECTOR COMPENSATION

The compensation for our non-employee directors is determined by our Board, after recommendation from our Nominating and Corporate Governance Committee, and is reviewed periodically as appropriate. Our Nominating and Corporate Governance Committee consists solely of independent directors, and our executive officers do not participate in its vote on director compensation, although Messrs. Emmett, Kaplan and Panzer, as members of our Board, are involved in the Board approval of the recommendations of our Nominating and Corporate Governance Committee.

As annual fees for their services, each of our non-employee directors receive a grant of LTIP Units with a face value of \$220,000 that vests on a quarterly basis during the year the services are rendered. LTIP Units granted to our directors are subject to restrictions on transfer and cannot be exchanged for common stock until December 31st two years after the LTIP grants are fully vested. Our Audit Committee chairperson receives an additional annual fee of \$22,500, and our Compensation Committee and our Nominating and Corporate Governance Committee chairpersons each receive an additional annual fee of \$15,000, paid for in LTIP Units that vest on a quarterly basis during the year the services are rendered. We also reimburse non-employee directors for their reasonable expenses incurred in connection with their services as directors. In accordance with SEC rules, the table below summarizes the compensation that we awarded to our non-employee directors in 2022, which will vest in, and relates to, 2023 service. Ms. Wang and Mr. Leonard joined our board in 2022, and their award included a prorated award for their 2022 services that vested in full on December 31, 2022, see note 3 below the table for more detail.

Name <sup>(1)</sup>	LTIP Unit Awards <sup>(2)</sup>
Leslie E. Bider	\$ 180,626
Dorene Dominguez	\$ 169,098
Dr. David T. Feinberg	\$ 169,098
Virginia A. McFerran	\$ 180,626
Thomas E. O'Hern	\$ 186,390
William E. Simon, Jr.	\$ 169,098
Ray C. Leonard <sup>(3)</sup>	\$ 292,823
Shirley Wang <sup>(3)</sup>	\$ 292,823

- 
- (1) Our directors who are also our employees are not entitled to receive additional compensation for their services as directors, and thus Messrs. Emmett, Kaplan and Panzer are not included in this table. The compensation received by Messrs. Emmett, Kaplan and Panzer as our employees is shown in the "Summary Compensation Table."
- (2) The amounts represent the grant date fair value, not the face value, of awards made in 2022. The fair value is calculated in accordance with ASC 718, based on the assumptions disclosed in Note 13 to our audited financial statements included in our 2022 Form 10-K filed with the SEC on February 17, 2023. These awards were granted on December 27, 2022 for 2023 services. As of December 31, 2022, our non-employee directors did not hold any unvested LTIP Unit awards other than as set forth in the table, except that LTIP Unit awards for Ms. Wang and Mr. Leonard included a prorated award for their 2022 services which vested on December 31, 2022. See note 3 below.
- (3) Ms. Wang and Mr. Leonard joined our board in 2022, and their LTIP Unit awards included a prorated award for their 2022 services that vested in full on December 31, 2022. The prorated awards for Ms. Wang and Mr. Leonard each had a face value of \$165,000 and a fair value of \$123,725.

## EQUITY COMPENSATION PLAN INFORMATION

The table below presents information regarding our equity compensation plans (all of which were previously approved by our stockholders) as of December 31, 2022:

Plan Category	Number of shares of common stock to be issued upon exercise of outstanding options, warrants and rights (In thousands)		Weighted-average exercise price of outstanding options, warrants and rights		Number of shares of common stock remaining available for future issuance under stock-based compensation plans (excluding shares reflected in column (a)) (In thousands)	
	(a)		(b)		(c)	
Stock-based compensation plans approved by stockholders (1)	(1)	3,961	(2)	N/A	(3)	2,276 (4)

(1) For more information regarding our plans, please see "Principal Compensation Agreements and Plans."

(2) Consists of 2.4 million vested and 1.6 million unvested LTIP Units.

(3) We have no outstanding options. There are no exercise prices for LTIP Units.

(4) "Full value" awards (such as LTIP Unit Awards, Deferred Stock Awards, and Restricted Stock Awards) count against our 2016 Plan overall limits as two shares, while options and stock appreciation rights ("SARs") are counted as one share. See "Principal Compensation Agreements and Plans."

## AUDIT COMMITTEE REPORT

*The information contained in this Audit Committee Report shall not be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing (except to the extent that we specifically incorporate this information by reference) and shall not otherwise be deemed "soliciting material" or "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act (except to the extent that we specifically request that this information be treated as soliciting material or specifically incorporate this information by reference).*

Although the Audit Committee oversees our financial reporting process on behalf of our Board consistent with the Audit Committee's written charter, management has the primary responsibility for preparation of our consolidated financial statements in accordance with generally accepted accounting principles and the reporting process, including disclosure controls and procedures and the system of internal control over financial reporting. Ernst & Young LLP, our independent registered public accounting firm is responsible for auditing the annual financial statements prepared by management and providing a report on the effectiveness of our system of internal control over financial reporting.

The Audit Committee has reviewed and discussed with management and our independent registered public accounting firm, Ernst & Young LLP, our 2022 audited financial statements and the effectiveness of our internal control over financial reporting as of December 31, 2022. Prior to the commencement of the audit, the Audit Committee discussed with our management and independent registered public accounting firm the overall scope and plans for the audit. Subsequent to the audit and each of the quarterly reviews, the Audit Committee discussed with Ernst & Young, with and without management present, the results of their audit/review, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of specific judgments and the clarity of disclosures in the consolidated financial statements.

In addition, the Audit Committee discussed with Ernst & Young the matters required to be discussed with the Audit Committee under Auditing Standard No. 1301, "Communications with Audit Committees," as adopted by the Public Company Accounting Oversight Board. The Audit Committee has also received the written disclosures from Ernst & Young required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young's independence. The Audit Committee discussed with Ernst & Young its independence from us and considered the compatibility of non-audit services with its independence.

Based upon the reviews and discussions referred to in the foregoing paragraphs, the Audit Committee recommended to our Board that the audited financial statements be included in our Annual Report on Form 10-K for 2022 filed with the Securities and Exchange Commission.

### AUDIT COMMITTEE

Thomas E. O'Hern, Chairperson

Leslie E. Bider

William E. Simon, Jr.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

For 2022 and 2021, our independent registered public accounting firm was Ernst & Young LLP. The table below presents fees for professional services rendered by Ernst & Young LLP to us for those years:

Fees	2022	2021
Audit Fees <sup>(1)</sup>	\$ 1,321,000	\$ 1,238,000
Tax Fees <sup>(2)</sup>	711,200	653,000
Total	<u>\$ 2,032,200</u>	<u>\$ 1,891,000</u>

(1) Fees for the integrated audit and quarterly reviews of Douglas Emmett, Inc., including the audit fees for our funds and joint ventures of \$253,400 and \$222,000 for 2022 and 2021, respectively.

(2) Fees for tax compliance and planning services for Douglas Emmett, Inc., including our funds and joint ventures.

### Audit Committee Authorization of Audit and Non-Audit Services

Our Audit Committee has the sole authority to approve all of the audit and non-audit services to be provided by the independent registered public accounting firm engaged to conduct the annual audit of our consolidated financial statements. In addition, our Audit Committee has adopted pre-approval policies and procedures that are detailed as to each particular service to be provided by the independent registered public accounting firm and require our Audit Committee to be informed of each service provided by the independent registered public accounting firm. Such policies and procedures do not permit our Audit Committee to delegate its responsibilities under the Exchange Act to management. Our Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm, and did so in the case of all of the fees for 2022. Pre-approval is generally provided by our Audit Committee for up to one year, with limits by the particular service or category of services to be rendered, and may be subject to a specific budget. Our Audit Committee may also pre-approve additional services of specific engagements on a case-by-case basis. Our Audit Committee considered and determined that the provision of non-audit services by Ernst & Young LLP was compatible with maintaining their independence.

## TRANSACTIONS WITH RELATED PERSONS

Mr. O'Hern, one of our independent directors, is the Chief Executive Officer of The Macerich Company ("Macerich"). Macerich leases office space from us at a fair market rate. We have evaluated the Macerich lease in accordance with SEC Regulations and NYSE standards, and determined that it is not financially material to us, Mr. O'Hern or Macerich.

Mr. Emmett, our executive Chairman, has a family office which leases 2,820 square feet of office space from us at market terms. We have evaluated the lease in accordance with SEC Regulations and NYSE standards, and determined that it is not financially material to us or Mr. Emmett.

Douglas Emmett Management, LLC employs the son of Mr. Simon, one of our independent directors. In 2022, Mr. Simon's son's total compensation and benefits were less than \$250,000, which was consistent with the compensation and benefits provided to our other employees with equivalent qualifications, experience and responsibilities. He is not an officer under Section 16 of the Exchange Act.

Douglas Emmett Management, LLC employs the nephew of Mr. Feinberg, one of our independent directors. In 2022, Mr. Feinberg's nephew's total compensation and benefits were less than \$250,000, which was consistent with the compensation and benefits provided to our other employees with equivalent qualifications, experience and responsibilities. He is not an officer under Section 16 of the Exchange Act.

**Conflicts of Interest:** Our Code of Business Conduct and Ethics (our "Code of Conduct") defines a conflict of interest as any situation in which a director, officer or employee has competing professional or personal interests, which could possibly make it difficult to fulfill his or her duties and responsibilities in an impartial manner, and includes any transaction that under SEC rules would require disclosure in this section. Our Code of Conduct specifically requires that all of our directors, officers and employees (i) fully disclose to the appropriate parties all actual or perceived conflicts of interest, and (ii) ensure that their duties and responsibilities are handled in such a manner that ensures impartiality. Under our Code of Conduct, conflicts of interest involving our directors and executive officers must be approved by a majority of disinterested directors on our Board, with any interested members abstaining. If such a waiver is granted, a written authorization will be provided indicating that the individual may proceed with the proposed activity.

## HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports or Notice of Internet Availability of Proxy Materials with respect to two or more stockholders sharing the same address by delivering a single proxy statement and annual report or Notice of Internet Availability of Proxy Materials addressed to those stockholders. A number of brokers with account holders who are our stockholders may "household" our proxy materials. In that event, only one copy of this Proxy Statement and the annual report will be delivered to multiple stockholders sharing an address, unless we have received contrary instructions from one or more of the stockholders. Upon written or oral request, we will promptly deliver a separate copy of this Proxy Statement and the annual report to a stockholder at a shared address to which a single copy of this Proxy Statement and annual report was delivered. If you wish to receive a separate copy of this Proxy Statement and annual report or Notice of Internet Availability of Proxy Materials, please notify your broker and us by sending a letter to Douglas Emmett, Inc., Attn: Investor Relations, 1299 Ocean Avenue, Suite 1000, Santa Monica, California 90401, or by calling Investor Relations at (310) 255-7700. The Company will promptly deliver, without charge, an additional copy of any such proxy statement and annual report or Notice of Internet Availability upon request. Also, stockholders who share an address and receive multiple copies of this Proxy Statement and the annual report can notify their broker or us in writing or orally at the above provided address and request that we deliver a single copy of these materials.

## **STOCKHOLDERS' NOMINATIONS AND OTHER PROPOSALS FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS**

### **Rule 14a-8 Stockholder Proposals**

The deadline for submission of stockholder proposals in our proxy statement and form of proxy for the 2024 annual meeting of stockholders is December 16, 2023.

### **Nominations and Proposals Outside of Rule 14a-8/Discretionary Proxy Voting Authority**

Our bylaws govern the submission of nominations for director or other proposals that a stockholder wishes to have considered at an annual meeting of stockholders, but which are not included in our proxy statement for that meeting. Under our bylaws, a stockholder wishing to submit a nomination or other proposal for consideration at the 2024 annual meeting outside of SEC Rule 14a-8 is required to give written notice addressed to the Corporate Secretary, Douglas Emmett, Inc., 1299 Ocean Avenue, Suite 1000, Santa Monica, California 90401, of their intention to make such a proposal. The notice must contain the information required by our bylaws. The notice of a nomination or other proposal must be received by our Corporate Secretary no earlier than November 16, 2023, nor later than 5:00 p.m. Eastern Standard Time on December 16, 2023. In addition, subject to SEC Rule 14a-4(c) promulgated under the Exchange Act, as amended, the proxy solicited by our Board for the 2024 annual meeting of stockholders will confer discretionary authority to vote on any stockholder proposal presented at that meeting if notice of the proposal was not timely received by us under our bylaws, as calculated above.

In addition to satisfying the foregoing requirements under our bylaws, to comply with the universal proxy rules, if a stockholder wishes to solicit proxies in support of director nominees other than the Company's nominees at the 2024 annual meeting of stockholders, the stockholder is required to give written notice to the Corporate Secretary, Douglas Emmett, Inc., 1299 Ocean Avenue, Suite 1000, Santa Monica, California 90401. The notice must be received by our Corporate Secretary no later than March 25, 2024; provided, however, that in the event that the date of the 2024 annual meeting of stockholders is advanced or delayed by more than thirty days from the first anniversary of the date of the Annual Meeting, written notice must be delivered on the later of the 60th day prior to the date of the 2024 annual meeting of stockholders or the tenth day following the day on which public announcement of the date of the 2024 annual meeting of stockholders is first made.

## **FORWARD-LOOKING STATEMENTS**

This Proxy Statement contains "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements relate to expectations concerning matters that are not historical facts. You can find many (but not all) of these statements by looking for words such as "approximates," "believes," "expects," "anticipates," "estimates," "intends," "plans," "would," "could," "may," "future" or other similar expressions in this Proxy Statement. We claim the protection of the safe harbor contained in the Private Securities Litigation Reform Act of 1995. We caution investors that any forward-looking statements presented in this Proxy Statement, or those that we may make orally or in writing from time to time, are based on our beliefs and assumptions, as well as information currently available to us. The actual outcome will be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control or ability to predict. Although we believe that our assumptions are reasonable, they are not guarantees of future performance and some will inevitably prove to be incorrect. As a result, our actual future results may differ from our expectations, and those differences may be material. We do not undertake any obligation to update any forward-looking statements. Accordingly, investors should use caution when relying on previously reported forward-looking statements, which were based on known results and trends at the time they are made, to anticipate future results or trends.

Please refer to the risk factors included in "Item 1A. Risk Factors" in our 2022 Form 10-K filed with the SEC on February 17, 2023, as well as those described elsewhere in our public filings. The risks included are not exhaustive, and additional factors could adversely affect our business and financial performance. We operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

## **OTHER MATTERS**

Our Board is not aware of any matter to be acted upon at our Annual Meeting other than as described in this Proxy Statement. However, if any other matter properly comes before the meeting, the proxy holders are authorized to vote on that matter or matters in accordance with their best judgment.



## ANNUAL REPORT TO STOCKHOLDERS

Our Annual Report to Stockholders for 2022 is being mailed to stockholders along with this Proxy Statement.

*Our Annual Report shall not be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, whether made before or after the date hereof, and irrespective of any general incorporation language in any such filing (except to the extent that we specifically incorporate this information by reference) and shall not otherwise be deemed "soliciting material" or "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act (except to the extent that we specifically request that this information be treated as soliciting material or specifically incorporate this information by reference).*

By Order of the Board of Directors,

*/s/ Jordan L. Kaplan*

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Jordan L. Kaplan

President and CEO

April 14, 2023

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
DOUGLAS EMMETT, INC.  
ANNUAL MEETING OF STOCKHOLDERS  
May 24, 2023 at 9:00 AM PDT**

The undersigned stockholder of Douglas Emmett, Inc., a Maryland corporation, hereby acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement, each dated April 14, 2023, the terms of each of which are incorporated herein by reference, and hereby appoints Jordan L. Kaplan and Kenneth M. Panzer and each of them as proxy and attorney-in-fact with full power of substitution and revocation in each of them, on behalf and in the name of the undersigned.

The Annual Meeting of Stockholders will be held virtually. In order to attend the meeting, you must register at <https://viewproxy.com/dei/2023/htype.asp> by 11:59 PM ET on May 22, 2023. On the day of the Annual Meeting of Stockholders, if you have properly registered, you may enter the meeting by clicking on the link provided and the password you received via email in your registration confirmations. Further instructions on how to attend and vote at the Annual Meeting of Stockholders are contained in the Proxy Statement in the section titled "Annual Meeting of Stockholders".

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED, OR IF NO CONTRARY DIRECTION IS INDICATED, WILL BE VOTED (1) FOR THE ELECTION OF ALL DIRECTOR NOMINEES OR ANY SUBSTITUTE NOMINEE DESIGNATED BY THE BOARD OF DIRECTORS, (2) FOR RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR END DECEMBER 31, 2023, (3) FOR APPROVAL IN A NON-BINDING ADVISORY VOTE OF OUR EXECUTIVE COMPENSATION, (4) FOR APPROVAL OF AMENDMENTS TO THE DOUGLAS EMMETT INC. 2016 OMNIBUS STOCK INCENTIVE PLAN, (5) FOR AN ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION, (6) AGAINST A SEIU SUBMITTED PROPOSAL ON LOBBYING, AND IN THEIR DISCRETION, AS THE PROXY HOLDERS DEEM ADVISABLE ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.**

**CONTINUED AND TO BE SIGNED ON REVERSE SIDE**

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▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

**Important Notice Regarding the Availability of Proxy Materials:**

The 2023 Proxy Statement and Annual Report  
for the year ended 2022 are available at:  
<http://www.viewproxy.com/DEI/2023>

Please mark your votes like this ☒

**Douglas Emmett Proposals — Our Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2, 3, and 4, and 1 Year for Proposal 5.**

1. Election of Directors.

01 Dan A. Emmett  
02 Jordan L. Kaplan

03 Kenneth M. Panzer  
04 Leslie E. Bider

05 Dorene C. Dominguez  
06 Dr. David T. Feinberg

07 Ray C. Leonard  
08 Virginia A. McFerran

09 Thomas E. O'Hern  
10 William E. Simon, Jr.

11 Shirley Wang

☐ **FOR** All Nominees

☐ **WITHHOLD** Authority For All Nominees

☐ **FOR ALL EXCEPT** Those Whose Numbers Listed At Right:

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2023.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

3. To approve, in a non-binding advisory vote, our executive compensation.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

DO NOT PRINT IN THIS AREA  
(Shareholder Name & Address Data)

Address Change/Comments: (If you noted any Address Changes and/or Comments above, please mark box.) ☐

**VIRTUAL CONTROL NUMBER**



4. To approve amendments to the Douglas Emmett Inc. 2016 Omnibus Stock Incentive Plan.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

5. To express preferences, in a non-binding advisory vote, on the frequency of future stockholder advisory votes to approve executive compensation.

☐ **1 YEAR** ☐ **2 YEARS** ☐ **3 YEARS** ☐ **ABSTAIN**

SEIU Submitted Proposal on Lobbying

**Our Board of Directors recommends a vote AGAINST this Proposal**

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

**NOTE:** To transact such other business as may properly come before our Annual Meeting or any adjournment thereof.

This Proxy should be dated and signed by the stockholder(s) exactly as his or her name appears hereon, and returned promptly in the enclosed envelope. Persons signing in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign.

Date

Signature

Signature

▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

**VIRTUAL CONTROL NUMBER**



## PROXY VOTING INSTRUCTIONS

Please have your 11-digit control number ready when voting by Internet or Telephone



### **INTERNET**

**Vote Your Proxy on the Internet:**

Go to [www.aalvote.com/DEI](http://www.aalvote.com/DEI)

Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



### **TELEPHONE**

**Vote Your Proxy by Phone:**

Call 1 (866) 804-9616

Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.



### **MAIL**

**Vote Your Proxy by Mail:**

Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided.

DOUGLAS EMMETT, INC.

2016 OMNIBUS STOCK INCENTIVE PLAN AMENDMENT NO. 2

Effective upon approval by the stockholders of Douglas Emmett, Inc. at the 2023 Annual Meeting of Stockholders to be held on May 24, 2023 (the “Amendment Date”), the terms of the Douglas Emmett, Inc. 2016 Omnibus Stock Incentive Plan (as it may be amended from time to time, the “Plan”) are hereby amended as follows:

1. ***Increase in Number of Shares Authorized.*** The maximum number of shares of Stock reserved and available for issuance under Section 3(a) of the Plan shall be increased by 19,000,000 shares, which would bring the total number of shares of Stock authorized under the Plan to 36,900,000 and the remaining number of shares of Stock available for future grant under the Plan as of April 6, 2023 to 21,280,000 (subject to adjustment as set forth in the Plan).
2. ***Withholding.*** Section 13(a) of the Plan is hereby deleted and replaced with the following:
  - (a) ***Payment by Grantee.*** Each grantee shall, no later than the date as of which the value of an Award or of any Stock or other amounts received thereunder first becomes includable in the gross income of the grantee for Federal income tax purposes, pay to the Company, or make arrangements satisfactory to the Committee regarding payment of, any Federal, state, or local taxes of any kind required by law to be withheld by the Company with respect to such income. The Company and its Subsidiaries shall, to the extent permitted by law, deduct any such taxes from any payment of any kind otherwise due to the grantee. The Company’s obligation to deliver evidence of book entry (or stock certificates) to any grantee is subject to and conditioned on tax withholding obligations being satisfied by the grantee.
3. ***Plan Remains in Effect.*** Except as set forth herein, the terms of the Plan shall not be affected by this Amendment. Capitalized terms not otherwise defined in this Amendment are as defined in the Plan.

**DOUGLAS EMMETT, INC.**  
**2016 OMNIBUS STOCK INCENTIVE PLAN**  
**(As Amended May 24, 2023)**

**SECTION 1. GENERAL PURPOSE OF THE PLAN; DEFINITIONS**

The name of the plan is the Douglas Emmett, Inc. 2016 Omnibus Stock Incentive Plan (as it may be amended from time to time, the “Plan”). The purpose of the Plan is to encourage and enable the officers, employees, Non-Employee Directors and consultants of Douglas Emmett, Inc. (the “Company”) and its Subsidiaries upon whose judgment, initiative and efforts the Company largely depends for the successful conduct of its business to acquire a proprietary interest in the Company. It is anticipated that providing such persons with a direct stake in the Company’s welfare will assure a closer identification of their interests with those of the Company and its stockholders, thereby stimulating their efforts on the Company’s behalf and strengthening their desire to remain with the Company.

The following terms shall be defined as set forth below:

“*Act*” means the Securities Act of 1933, as amended, and the rules and regulations thereunder.

“*Award*” or “*Awards*,” except where referring to a particular category of grant under the Plan, shall include Incentive Stock Options, Non-Qualified Stock Options, Stock Appreciation Rights, Deferred Stock Awards, Restricted Stock Awards, Other Stock-Based Awards and Dividend Equivalent Rights.

“*Board*” means the Board of Directors of the Company.

“*Code*” means the Internal Revenue Code of 1986, as amended, and any successor code, and related rules, regulations and interpretations.

“*Committee*” means the compensation committee of the Board or a similar committee performing the functions of the compensation committee and which is comprised of not less than two Non-Employee Directors who meet the independence requirements imposed by the New York Stock Exchange, who are “non-employee directors” within the meaning of Rule 16b-3 of the Exchange Act.

“*Deferred Stock Award*” means an Award granted pursuant to Section 8.

“*Dividend Equivalent Right*” means an Award granted pursuant to Section 10.

“*Effective Date*” means the later of the date on which the Plan was adopted by the Board and the date on which the Plan was approved by the Company’s stockholders, as set forth in Section 19.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

“*Fair Market Value*” of the Stock on any given date means:

- (a) If the Stock is at the time listed or admitted to trading on any national stock exchange, including the Nasdaq Stock Market or the Nasdaq Capital Market, then the Fair Market Value shall be the closing selling price per share of the Stock on the date of determination on the stock exchange determined by the Committee to be the primary market for the Stock, as such price is officially quoted in the composite tape transactions on such exchange. If there is no reported sale of the Stock on such exchange on the date of determination, then the Fair Market Value shall be the closing price on the exchange on the last preceding date for which such quotation exists;
- (b) If the Stock is at the time neither listed nor admitted to trading on any national stock exchange, but is traded over-the-counter (including on the Over-the-Counter Bulletin Board), then the Fair Market Value shall be the mean between the last reported bid and asked prices quoted for such date by the principal automated inter-dealer quotation system on which such Stock is quoted or, if Stock is not quoted on any such system, by the "Pink Sheets" published by the National Quotation Bureau, or through any successor system. If there is no reported bid or asked price for the Stock on the date of determination, then the Fair Market Value shall be the mean between the last reported bid and asked prices on the last preceding date for which such bid and asked prices exist; and
- (c) If the Stock is at the time neither listed nor admitted to trading on any stock exchange, or over-the-counter or the Pink Sheets, then the Fair Market Value shall be an amount determined by the Committee in good faith on such basis and taking into account such factors as the Committee shall deem appropriate and, to the extent applicable, in a manner consistent with the requirements of Section 409A of the Code.

*"Incentive Stock Option"* means any Stock Option designated and qualified as an "incentive stock option" as defined in Section 422 of the Code.

*"Non-Employee Director"* means a member of the Board who is not also an employee of the Company or any Subsidiary.

*"Non-Qualified Stock Option"* means any Stock Option that is not an Incentive Stock Option.

*"Other Stock-Based Award"* means an Award granted pursuant to Section 9.

*"Operating Partnership"* means Douglas Emmett Properties, LP, a Delaware limited partnership, the entity through which the Company conducts its business and an entity that has elected to be treated as a partnership for federal income tax purposes.

*"Option"* or *"Stock Option"* means any option to purchase shares of Stock granted pursuant to Section 5.

*"Performance-based Award"* means any Restricted Stock Award, Deferred Stock Award or Other Stock-Based Award granted pursuant to Section 11.

*“Performance Criteria”* means the objective or subjective criteria that the Committee selects for purposes of establishing the Performance Goal or Performance Goals for an individual for a Performance Cycle. The Performance Criteria that may be used to establish Performance Goals may include, without limitation: earnings before interest, taxes, depreciation and amortization, net income (loss) (either before or after interest, taxes, depreciation and/or amortization), changes in the market price of the Stock, economic value-added, funds from operations or similar measure, sales or revenue, acquisitions or strategic transactions, operating income (loss), cash flow (including, but not limited to, operating cash flow and free cash flow), return on capital, assets, equity, or investment, stockholder returns, return on sales, gross or net profit levels, productivity, expense, margins, operating efficiency, customer satisfaction, working capital, earnings (loss) per share of Stock, sales or market shares and number of customers, any of which may be applicable to the organizational level specified by the Committee, including, but not limited to, the Company, the Operating Partnership or a unit, division, group, or Subsidiary of the Company and any of which may be measured either in absolute terms or as compared to any incremental increase or as compared to results of a peer group.

*“Performance Cycle”* means one or more periods of time, which may be of varying and overlapping durations, as the Committee may select, over which the attainment of one or more Performance Criteria will be measured for the purpose of determining a grantee’s right to and the payment of a Restricted Stock Award, Deferred Stock Award or Other Stock-Based Award.

*“Performance Goals”* means, for a Performance Cycle, the goals established in writing by the Committee for a Performance Cycle based upon the Performance Criteria.

*“REIT”* means a “real estate investment trust” within the meaning of Sections 856 through 860 of the Code.

*“Restricted Stock Award”* means an Award granted pursuant to Section 7.

*“Section 409A”* means Section 409A of the Code and the regulations and other guidance promulgated thereunder.

*“Stock”* means the Common Stock, par value \$0.01 per share, of the Company, subject to adjustments pursuant to Section 3.

*“Stock Appreciation Right”* means an Award granted pursuant to Section 6.

*“Subsidiary”* means any corporation or other entity (other than the Company) in which the Company or the Operating Partnership has at least a 50 percent interest, either directly or indirectly.

*“Ten Percent Owner”* means an employee who owns or is deemed to own (by reason of the attribution rules of Section 424(d) of the Code) more than 10 percent of the combined voting power of all classes of stock of the Company or any “parent corporation” or “subsidiary corporation,” as defined in Sections 424(e) and (f), respectively, of the Code.

## SECTION 2. ADMINISTRATION OF PLAN; COMMITTEE AUTHORITY TO SELECT GRANTEES AND DETERMINE AWARDS

(a) *Committee.* The Plan shall be administered by the Committee.

(b)*Powers of Committee.* The Committee shall have the power and authority to grant Awards consistent with the terms of the Plan, including the power and authority:

(i)to select the individuals to whom Awards may from time to time be granted;

(ii)to determine the time or times of grant, and the extent, if any, of Incentive Stock Options, Non-Qualified Stock Options, Stock Appreciation Rights, Restricted Stock Awards, Deferred Stock Awards, Other Stock-Based Awards and Dividend Equivalent Rights, or any combination of the foregoing, granted to any one or more grantees;

(iii)to determine the number of shares of Stock to be covered by any Award;

(iv)to determine and modify from time to time the terms and conditions, including restrictions, not inconsistent with the terms of the Plan, of any Award, which terms and conditions may differ among individual Awards and grantees, and to approve the form of written instruments evidencing the Awards;

(v)subject to the limitations set forth in Section 14, to accelerate at any time the exercisability or vesting of all or any portion of any Award;

(vi)to extend at any time the period within which any Stock Option or Stock Appreciation Right may be exercised, but not beyond the term determined by the Committee and set forth in the Award agreement at the time of the grant pursuant to Section 5(c) or Section 6(d); and

(vii)at any time to adopt, alter and repeal such rules, guidelines and practices for administration of the Plan and for its own acts and proceedings as it shall deem advisable; to interpret the terms and provisions of the Plan and any Award (including related written instruments); to make all determinations it deems advisable for the administration of the Plan; to decide all disputes arising in connection with the Plan; and to otherwise supervise the administration of the Plan.

All decisions and interpretations of the Committee shall be binding on all persons, including the Company and Plan grantees.

(c)*No Repricings without Stockholder Approval.* Notwithstanding anything to the contrary contained in the Plan, without the approval of a majority of the Company's stockholders (i) no Stock Option or Stock Appreciation Right issued hereunder may be amended to reduce the exercise price thereof below the exercise price of such Stock Option or Stock Appreciation Right on the date of grant; (ii) no Stock Option or Stock Appreciation Right having a lower exercise price may be granted in exchange for the cancellation or surrender of a Stock Option or Stock Appreciation Right; and (iii) in no event may any Stock Option or Stock Appreciation Right be cancelled in exchange for cash or another Award when the Fair Market Value of the shares of Stock covered by such Stock Option or Stock Appreciation Right is less than the applicable exercise price.

(d)*Indemnification.* Neither the Board nor the Committee, nor any member of either or any delegate thereof, shall be liable for any act, omission, interpretation, construction or determination made in good faith in connection with the Plan, and the members of the Board and the Committee (and any delegate thereof) shall be entitled in all cases to indemnification and reimbursement by the Company in respect of any claim,



loss, damage or expense (including, without limitation, reasonable attorneys' fees) arising or resulting therefrom to the fullest extent permitted by law and/or under the Company's articles or bylaws, any directors' and officers' liability insurance coverage which may be in effect from time to time and/or any indemnification agreement between such individual and the Company.

### SECTION 3. STOCK ISSUABLE UNDER THE PLAN; MERGERS; SUBSTITUTION

(a) *Stock Issuable.* The maximum number of shares of Stock reserved and available for issuance under the Plan shall be, ~~21,280,000~~ ~~11,330,440~~, subject to adjustment as provided in Section 3(c). For purposes of determining the number of shares of Stock available for issuance under this Section 3(a), the impact of any Award shall be determined by multiplying the number of shares of Stock underlying such Award by the applicable multiplier below:

Type of Award	Multiplier
Deferred Stock Award, Restricted Stock Award or Other Stock-Based Award that delivers the full value of the underlying Shares	2.0
Stock Option, Stock Appreciation Right or Other Stock-Based Award that delivers the value of the underlying Shares in excess of 100% of the Company's stock price (e.g. Stock Options with an exercise price of at least 100% of such price) on the date of grant.	1.0

Shares of Stock underlying any Awards that are forfeited, canceled or otherwise terminated (other than by exercise) shall be added back to the shares of Stock available for issuance under the Plan. Shares tendered or held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding shall not be available for future issuance under the Plan. Shares of Stock and Stock equivalents repurchased by the Company with any cash proceeds from Option exercises shall not be added back to the shares of Stock available for grant under the Plan. In addition, upon exercise of Stock Appreciation Rights, the gross number of shares with respect to which such Stock Appreciation Right may be exercised, and not the number of the shares that may be distributed in settlement of such exercise, shall be deducted from the total number of shares remaining available for issuance under the Plan. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award, including Incentive Stock Options. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.

(b) *Individual Annual Maximums.* The maximum number of shares of Stock that may be the subject of Stock Options and Stock Appreciation Rights granted under the Plan during any calendar year to any one individual is 2,000,000 (as may be adjusted pursuant to Section 3(c) hereof). The maximum number of shares of Stock that may be the subject of Performance-based Awards granted under the Plan during any calendar year to any one individual is 1,000,000 (as may be adjusted pursuant to Section 3(c) hereof). If an Award held by an individual is canceled, the shares subject to the canceled Award shall continue to be counted against the maximum number of shares for which Awards may be granted to such individual in the year of grant, and any replacement Award granted to such individual also shall count against such limit. In addition to the foregoing limitations, the maximum aggregate value of Awards granted under this Plan to a Non-Employee Director in any one calendar year shall not exceed \$500,000 in grant date value, as determined for the Company's financial accounting purposes as of the date of grant. In adopting this Plan, the Board and the Company's

stockholders have considered that annual compensation to the Non-Employee Directors of up to \$500,000 is reasonable.

(c) *Changes in Stock.* Subject to Section 3(d) hereof, if, as a result of any reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in the Company's capital stock, the outstanding shares of Stock are increased or decreased or are exchanged for a different number or kind of shares or other securities of the Company, or additional shares or new or different shares or other securities of the Company or other non-cash assets are distributed with respect to such shares of Stock or other securities, or, if, as a result of any merger or consolidation, sale of all or substantially all of the assets of the Company, the outstanding shares of Stock are converted into or exchanged for a different number or kind of securities of the Company or any successor entity (or a parent or subsidiary thereof), the Committee shall make an appropriate or proportionate adjustment in (i) the maximum number of shares reserved for issuance under the Plan, (ii) the maximum number of Stock Options or Stock Appreciation Rights that can be granted to any one individual grantee in any calendar year and the maximum number of shares that can be granted under a Performance-based Award to any one individual grantee in any calendar year, (iii) the number and kind of shares or other securities subject to any then outstanding Awards under the Plan, (iv) the repurchase price, if any, per share subject to each outstanding Restricted Stock Award, and (v) the exercise price for each share subject to any then outstanding Stock Options and Stock Appreciation Rights under the Plan, without changing the aggregate exercise price (i.e., the exercise price multiplied by the number of Stock Options and Stock Appreciation Rights) as to which such Stock Options and Stock Appreciation Rights remain exercisable. The Committee shall also adjust the number of shares subject to outstanding Awards and the exercise price and the terms of outstanding Awards to take into consideration extraordinary dividends, acquisitions or dispositions of stock or property or any other similar corporate event to the extent necessary to avoid distortion in the value of the Awards. The adjustment by the Committee shall be final, binding and conclusive. No fractional shares of Stock shall be issued under the Plan resulting from any such adjustment, but the Committee in its discretion may cause the Company to make a cash payment in lieu of fractional shares.

No adjustment shall be made under this Section 3(c) in the case of an Option or Stock Appreciation Right, without the consent of the grantee, if it would constitute a modification, extension or renewal of the Option within the meaning of Section 424(h) of the Code or a modification of the Option or Stock Appreciation Right such that the Option or Stock Appreciation Right would be treated as "nonqualified deferred compensation" subject to Section 409A.

(d) *Mergers and Other Transactions.* In the case of and subject to the consummation of (i) the dissolution or liquidation of the Company, (ii) the sale of all or substantially all of the assets of the Company on a consolidated basis to an unrelated person or entity, (iii) a merger, reorganization or consolidation in which the outstanding shares of Stock are converted into or exchanged for securities of the successor entity and the holders of the Company's outstanding voting power immediately prior to such transaction do not own a majority of the outstanding voting power of the successor entity immediately upon completion of such transaction, or (iv) the sale of more than 50% of the Stock of the Company to an unrelated person or entity (in each case, a "Sale Event"), the Committee reserves the right to accelerate the vesting and /or exercisability of all outstanding Awards. Upon the effective time of the Sale Event, the Plan and all outstanding Awards granted hereunder shall terminate, unless provision is made in connection with the Sale Event in the sole discretion of the parties thereto for the assumption or continuation of Awards theretofore granted by the successor entity, or the substitution of such Awards with new Awards of the successor entity or parent thereof, with appropriate adjustment as to the number and kind of shares and, if appropriate, the per share

exercise prices, as such parties shall agree (after taking into account any acceleration hereunder). In the event of such termination, each grantee shall be permitted, within a specified period of time prior to the consummation of the Sale Event as determined by the Committee, to exercise all outstanding Options and Stock Appreciation Rights held by such grantee, including those that will become exercisable upon the consummation of the Sale Event; provided, however, that the exercise of Options and Stock Appreciation Rights not exercisable prior to the Sale Event shall be subject to the consummation of the Sale Event.

Notwithstanding anything to the contrary in this Section 3(d), in the event of a Sale Event, the Company shall have the right, but not the obligation, to make or provide for a payment to the grantees holding Options and Stock Appreciation Rights in (i) cash, (ii) stock of the Company or of a corporation or other business entity a party to the Sale Event, or (iii) other property being received by the Company's stockholders in consideration for their shares in the Sale Event, in exchange for the cancellation of such Options and Stock Appreciation Rights, in an amount equal to the difference between (A) the value as determined by the Committee of the consideration payable per share of Stock pursuant to the Sale Event (the "Sale Price") times the number of shares of Stock subject to outstanding Options and Stock Appreciation Rights (to the extent then exercisable at prices not in excess of the Sale Price) and (B) the aggregate exercise price of all such outstanding Options and Stock Appreciation Rights.

(e)*Substitute Awards.* The Committee may grant Awards under the Plan in substitution for stock and stock based awards held by employees, directors or other key persons of another corporation in connection with the merger or consolidation of the employing corporation with the Company or a Subsidiary or the acquisition by the Company or a Subsidiary of property or stock of the employing corporation. The Committee may direct that the substitute awards be granted on such terms and conditions as the Committee considers appropriate in the circumstances. Any substitute Awards granted under the Plan shall not count against the share limitation set forth in Section 3(a).

#### SECTION 4. ELIGIBILITY

Grantees under the Plan will be such full or part-time officers and other employees, Non-Employee Directors and consultants of the Company and its Subsidiaries as are selected from time to time by the Committee in its sole discretion.

#### SECTION 5. STOCK OPTIONS

(a) Any Stock Option granted under the Plan shall be in such form as the Committee may from time to time approve.

Stock Options granted under the Plan may be either Incentive Stock Options or Non-Qualified Stock Options. Incentive Stock Options may be granted only to employees of the Company, a "parent corporation" within the meaning of Section 424(e) of the Code or any Subsidiary that is a "subsidiary corporation" within the meaning of Section 424(f) of the Code. To the extent that any Option does not qualify as an Incentive Stock Option, it shall be a Non-Qualified Stock Option.

Stock Options granted pursuant to this Section 5(a) shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of the Plan, as the Committee shall deem desirable.

(b) *Exercise Price.* The exercise price per share for the Stock covered by a Stock Option granted pursuant to this Section 5 shall be determined by the Committee at the time of grant but shall not be less than 100 percent of the Fair Market Value on the date of grant. In the case of an Incentive Stock Option that is granted to a Ten Percent Owner, the exercise price of such Incentive Stock Option shall be not less than 110 percent of the Fair Market Value on the grant date.

(c) *Option Term.* The term of each Stock Option shall be fixed by the Committee at the time of grant and stated in the Award agreement, but no Stock Option shall be exercisable more than ten years after the date the Stock Option is granted. In the case of an Incentive Stock Option that is granted to a Ten Percent Owner, the term of such Stock Option shall be no more than five years from the date of grant.

(d) *Exercisability; Rights of a Stockholder.* Stock Options shall become exercisable at such time or times, whether or not in installments, as shall be determined by the Committee at or after the grant date. The Committee may at any time accelerate the exercisability of all or any portion of any Stock Option. An optionee shall have the rights of a stockholder only as to shares acquired upon the exercise of a Stock Option and not as to unexercised Stock Options.

(e) *Method of Exercise.* Stock Options may be exercised in whole or in part, by giving written notice of exercise to the Company, specifying the number of shares to be purchased. Payment of the purchase price may be made by one or more of the following methods to the extent provided in the Option Award agreement:

(i) In cash, by certified or bank check or other instrument acceptable to the Committee;

(ii) Through the delivery (or attestation to the ownership) of shares of Stock that have been purchased by the optionee on the open market or that are beneficially owned by the optionee and are not then subject to restrictions under any Company plan. Such surrendered shares shall be valued at Fair Market Value on the exercise date;

(iii) By the optionee delivering to the Company a properly executed exercise notice together with irrevocable instructions to a broker to promptly deliver to the Company cash or a check payable and acceptable to the Company for the purchase price; provided that in the event the optionee chooses to pay the purchase price as so provided, the optionee and the broker shall comply with such procedures and enter into such agreements of indemnity and other agreements as the Committee shall prescribe as a condition of such payment procedure; or

(iv) By the optionee delivering to the Company a properly executed exercise notice together with irrevocable instructions to the Company to reduce the number of shares otherwise issuable upon such exercise of the Option by the largest whole number of shares having a Fair Market Value that does not exceed the aggregate exercise price for the shares with respect to which the Option is exercised and payment in cash of any remaining balance of such aggregate exercise price not satisfied by such reduction in the number of whole shares to be issued.

Payment instruments will be received subject to collection. The transfer to the optionee on the records of the Company or of the transfer agent of the shares of Stock to be purchased pursuant to the exercise of a Stock Option will be contingent upon receipt from the optionee (or a purchaser acting in his stead in accordance with the provisions of the Stock Option) by the Company of the full purchase price for such shares and the fulfillment of any other requirements contained in the Option Award agreement or applicable provisions of

laws (including the satisfaction of any withholding taxes that the Company is obligated to withhold with respect to the optionee). In the event an optionee chooses to pay the purchase price by previously-owned shares of Stock through the attestation method, the number of shares of Stock transferred to the optionee upon the exercise of the Stock Option shall be net of the number of shares attested to.

(f) *Annual Limit on Incentive Stock Options.* To the extent required for “incentive stock option” treatment under Section 422 of the Code, the aggregate Fair Market Value (determined as of the time of grant) of the shares of Stock with respect to which Incentive Stock Options granted under this Plan and any other plan of the Company or its parent and subsidiary corporations become exercisable for the first time by an optionee during any calendar year shall not exceed \$100,000. To the extent that any Stock Option exceeds this limit, it shall constitute a Non-Qualified Stock Option.

## SECTION 6. STOCK APPRECIATION RIGHTS

(a) *Nature of Stock Appreciation Rights.* A Stock Appreciation Right is an Award entitling the recipient to receive cash or shares of Stock or a combination thereof, as determined by the Committee and set forth in the Award agreement at the time of the grant, in an amount or having a value equal to the excess of the Fair Market Value of the Stock on the date of exercise over the exercise price of the Stock Appreciation Right, which price shall not be less than 100 percent of the Fair Market Value of the Stock on the date of grant (or more than the option exercise price per share, if the Stock Appreciation Right was granted in tandem with a Stock Option) multiplied by the number of shares of Stock with respect to which the Stock Appreciation Right shall have been exercised.

(b) *Grant and Exercise of Stock Appreciation Rights.* Stock Appreciation Rights may be granted by the Committee in tandem with, or independently of, any Stock Option granted pursuant to Section 5 of the Plan. In the case of a Stock Appreciation Right granted in tandem with a Non-Qualified Stock Option, such Stock Appreciation Right may be granted either at or after the time of the grant of such Option. In the case of a Stock Appreciation Right granted in tandem with an Incentive Stock Option, such Stock Appreciation Right may be granted only at the time of the grant of the Option.

A Stock Appreciation Right or applicable portion thereof granted in tandem with a Stock Option shall terminate and no longer be exercisable upon the termination or exercise of the related Option.

(c) *Terms and Conditions of Stock Appreciation Rights.* Stock Appreciation Rights shall be subject to such terms and conditions as shall be determined from time to time by the Committee, subject to the following:

(i) Stock Appreciation Rights granted in tandem with Options shall be exercisable at such time or times and to the extent that the related Stock Options shall be exercisable.

(ii) Upon exercise of a Stock Appreciation Right, the applicable portion of any related Option shall be surrendered.

(d) *Maximum Term for Stock Appreciation Rights.* The term of each Stock Appreciation Right shall be fixed by the Committee at the time of grant and stated in the Award agreement, but no Stock Appreciation Right shall be exercisable more than ten years after the date the Stock Appreciation Right is granted.

## SECTION 7. RESTRICTED STOCK AWARDS

(a) *Nature of Restricted Stock Awards.* A Restricted Stock Award is an Award entitling the recipient to acquire, at such purchase price (which may be zero) as determined by the Committee, shares of Stock subject to such restrictions and conditions as the Committee may determine at the time of grant ("Restricted Stock"). Conditions may be based on continuing employment (or other service relationship) and/or achievement of pre-established performance goals and objectives. The grant of a Restricted Stock Award is contingent on the grantee executing the Restricted Stock Award agreement. The terms and conditions of each such agreement shall be determined by the Committee, and such terms and conditions may differ among individual Awards and grantees.

(b) *Rights as a Stockholder.* Upon execution of a written instrument setting forth the Restricted Stock Award and payment of any applicable purchase price, a grantee shall have the rights of a stockholder with respect to the voting of the Restricted Stock, subject to such conditions contained in the written instrument evidencing the Restricted Stock Award. Unless the Committee shall otherwise determine, (i) uncertificated Restricted Stock shall be accompanied by a notation on the records of the Company or the transfer agent to the effect that they are subject to forfeiture until such Restricted Stock are vested as provided in Section 7(d) below, and (ii) certificated Restricted Stock shall remain in the possession of the Company until such Restricted Stock is vested as provided in Section 7(d) below, and the grantee shall be required, as a condition of the grant, to deliver to the Company such instruments of transfer as the Committee may prescribe.

(c) *Restrictions.* Restricted Stock may not be sold, assigned, transferred, pledged or otherwise encumbered or disposed of except as specifically provided herein or in the Restricted Stock Award agreement. Except as may otherwise be provided by the Committee either in the Award agreement or, subject to Section 16 below, in writing after the Award agreement is issued, if any, if a grantee's employment (or other service relationship) with the Company and its Subsidiaries terminates for any reason, any Restricted Stock that has not vested at the time of termination shall automatically and without any requirement of notice to such grantee from or other action by or on behalf of, the Company be deemed to have been reacquired by the Company at its original purchase price from such grantee or such grantee's legal representative simultaneously with such termination of employment (or other service relationship), and thereafter shall cease to represent any ownership of the Company by the grantee or rights of the grantee as a stockholder. Following such deemed reacquisition of unvested Restricted Stock that are represented by physical certificates, a grantee shall surrender such certificates to the Company upon request without consideration.

(d) *Vesting of Restricted Stock.* The Committee at the time of grant shall specify the date or dates and/or the attainment of pre-established performance goals, objectives and other conditions on which the non-transferability of the Restricted Stock and the Company's right of repurchase or forfeiture shall lapse. Subsequent to such date or dates and/or the attainment of such pre-established performance goals, objectives and other conditions, the shares on which all restrictions have lapsed shall no longer be Restricted Stock and shall be deemed "vested." Except as may otherwise be provided by the Committee either in the Award agreement or, subject to Section 16 below, in writing after the Award agreement is issued, a grantee's rights in any shares of Restricted Stock that have not vested shall automatically terminate upon the grantee's termination of employment (or other service relationship) with the Company and its Subsidiaries and such shares shall be subject to the provisions of Section 7(c) above.

## SECTION 8. DEFERRED STOCK AWARDS

(a) *Nature of Deferred Stock Awards.* A Deferred Stock Award is an Award of phantom stock units to a grantee, subject to restrictions and conditions as the Committee may determine at the time of grant. Conditions may be based on continuing employment (or other service relationship) and/or achievement of pre-established performance goals and objectives. The grant of a Deferred Stock Award is contingent on the grantee executing the Deferred Stock Award agreement. The terms and conditions of each such agreement shall be determined by the Committee, and such terms and conditions may differ among individual Awards and grantees. At the end of the deferral period, the Deferred Stock Award, to the extent vested, shall be paid to the grantee in the form of shares of Stock.

(b) *Election to Receive Deferred Stock Awards in Lieu of Compensation.* The Committee may, in its sole discretion, permit a grantee to elect to receive a portion of future cash compensation otherwise due to such grantee in the form of a Deferred Stock Award. Any such election shall be made in writing and shall be delivered to the Company no later than the date specified by the Committee and in accordance with Section 409A and such other rules and procedures established by the Committee. The Committee shall have the sole right to determine whether and under what circumstances to permit such elections and to impose such limitations and other terms and conditions thereon as the Committee deems appropriate. Any such deferred compensation shall be converted to a fixed number of phantom stock units based on the Fair Market Value of Stock on the date the compensation would otherwise have been paid to the grantee but for the deferral.

(c) *Rights as a Stockholder.* During the deferral period, a grantee shall have no rights as a stockholder; provided, however, that the grantee may be credited with Dividend Equivalent Rights with respect to the phantom stock units underlying his Deferred Stock Award, subject to such terms and conditions as the Committee may determine.

(d) *Termination.* Except as may otherwise be provided by the Committee either in the Award agreement or, subject to Section 16 below, in writing after the Award agreement is issued, a grantee's right in all Deferred Stock Awards that have not vested shall automatically terminate upon the grantee's termination of employment (or cessation of service relationship) with the Company and its Subsidiaries for any reason.

#### SECTION 9. OTHER STOCK-BASED AWARDS

(a) *Nature of Other Stock-Based Awards.* Other Stock-Based Awards that may be granted under the Plan include Awards that are valued in whole or in part by reference to, or otherwise calculated by reference to or based on, shares of Stock, including without limitation: (i) convertible preferred stock, convertible debentures and other convertible, exchangeable or redeemable securities or equity interests, (ii) partnership interests in a Subsidiary or the Operating Partnership (iii) Awards valued by reference to book value, fair value or Subsidiary performance, and (iv) any class of profits interest or limited liability company interest created or issued pursuant to the terms of a partnership agreement, limited liability company operating agreement or otherwise by the Operating Partnership or a Subsidiary that has elected to be treated as a partnership for federal income tax purposes and qualifies as a "profits interest" within the meaning of IRS Revenue Procedures 93-27 and 2001-43 with respect to a grantee in the Plan who is rendering services to or for the benefit of the issuing Operating Partnership or Subsidiary.

(b) *Calculation of Reserved Shares.* For purposes of calculating the number of shares of Stock underlying an Other Stock-Based Award relative to the total number of shares of Stock reserved and available for issuance under Section 3(a) of the Plan, the Committee shall establish in good faith the maximum number

of shares of Stock to which a grantee receiving such Award may be entitled upon fulfillment of all applicable conditions set forth in the relevant award documentation, including vesting conditions, partnership capital account allocations, value accretion factors, conversion ratios, exchange ratios and other similar criteria. If and when any such conditions are no longer capable of being met, in whole or in part, the number of shares of Stock underlying Other Stock-Based Awards shall be reduced accordingly by the Committee and the related shares of Stock shall be added back to the shares of Stock otherwise available for issuance under the Plan. Other Stock-Based Awards may be granted either alone or in addition to other Awards granted under the Plan. The Committee shall determine the eligible grantees to whom, and the time or times at which, Other Stock-Based Awards shall be made; the number of Other Stock-Based Awards to be granted; the price, if any, to be paid by the grantee for the acquisition of such Other Stock-Based Awards; and the restrictions and conditions applicable to such Other Stock-Based Awards. Conditions may be based on continuing employment (or other service relationship), computation of financial metrics and/or achievement of pre-established performance goals and objectives, with related length of the service period for vesting, minimum or maximum performance thresholds, measurement procedures and length of the performance period to be established by the Committee at the time of grant in its sole discretion. The Committee may allow Other Stock-Based Awards to be held through a limited partnership, or similar “look-through” entity, and the Committee may require such limited partnership or similar entity to impose restrictions on its partners or other beneficial owners that are not inconsistent with the provisions of this Section 9. The provisions of the grant of Other Stock-Based Awards need not be the same with respect to each grantee.

(c) *Restrictions on Transfer.* Awards made pursuant to this Section 9 may be subject to transfer restrictions, with conditions and limitations as to when Other Stock-Based Awards can be sold, assigned, transferred, pledged or otherwise encumbered prior to the date on which any applicable vesting, performance or deferral period lapses to be established by the Committee at the time of grant in its sole discretion.

(d) *Dividend Equivalents.* The award agreement, other award documentation in respect of an Other Stock-Based Award, or a separate agreement if required by Section 409A, may provide that the recipient of an Award under this Section 9 shall be entitled to receive, currently or on a deferred or contingent basis, dividends or Dividend Equivalents with respect to the number of shares of Stock underlying the Award or other distributions from the Operating Partnership prior to vesting (whether based on a period of time or based on attainment of specified performance conditions), as determined at the time of grant by the Committee in its sole discretion, and the Committee may provide that such amounts (if any) shall be deemed to have been reinvested in additional shares of Stock or otherwise reinvested.

(e) *Consideration.* Other Stock-Based Awards granted under this Section 9 may be issued for no cash consideration.

## SECTION 10. DIVIDEND EQUIVALENT RIGHTS

(a) *Dividend Equivalent Rights.* A Dividend Equivalent Right is an Award entitling the grantee to receive credits based on cash dividends that would have been paid on the shares of Stock specified in the Dividend Equivalent Right (or other Award to which it relates) if such shares had been issued to and held by the grantee. A Dividend Equivalent Right may be granted hereunder to any grantee as a component of another Award (but not as a component of any Option or Stock Appreciation Right) or as a freestanding Award. The terms and conditions of Dividend Equivalent Rights shall be specified in the Award agreement. Dividend equivalents credited to the holder of a Dividend Equivalent Right may be paid currently or may be deemed to



be reinvested in additional shares of Stock, which may thereafter accrue additional equivalents. Any such reinvestment shall be at Fair Market Value on the date of reinvestment or such other price as may then apply under a dividend reinvestment plan sponsored by the Company, if any. Dividend Equivalent Rights may be settled in cash or shares of Stock or a combination thereof, in a single installment or installments. A Dividend Equivalent Right granted as a component of another Award may provide that such Dividend Equivalent Right shall be settled upon settlement, or payment of, or lapse of restrictions on, such other Award, and that such Dividend Equivalent Right shall expire or be forfeited or annulled under the same conditions as such other Award. A Dividend Equivalent Right granted as a component of another Award may also contain terms and conditions different from such other Award.

(b) *Interest Equivalents.* Any Award under this Plan that is settled in whole or in part in cash on a deferred basis may provide in the grant for interest equivalents to be credited with respect to such cash payment. Interest equivalents may be compounded and shall be paid upon such terms and conditions as may be specified by the grant.

(c) *Termination.* Except as may otherwise be provided by the Committee either in the Award agreement or, subject to Section 16 below, in writing after the Award agreement is issued, a grantee's rights in all Dividend Equivalent Rights or interest equivalents granted as a component of another Award that has not vested shall automatically terminate upon the grantee's termination of employment (or cessation of service relationship) with the Company and its Subsidiaries for any reason.

#### SECTION 11. PERFORMANCE-BASED AWARDS

(a) *Performance-based Awards.* Any individual providing services to the Company and who is selected by the Committee may be granted one or more Performance-based Awards in the form of a Restricted Stock Award, Deferred Stock Award or Other Stock-Based Award payable upon the attainment of Performance Goals that are established by the Committee and relate to one or more of the Performance Criteria, in each case on a specified date or dates or over any period or periods determined by the Committee. The Committee shall define in an objective fashion the manner of calculating the Performance Criteria it selects to use for any Performance Period. Depending on the Performance Criteria used to establish such Performance Goals, the Performance Goals may be expressed in terms of overall Company performance or the performance of a division, business unit, or an individual. The Committee, in its discretion, may adjust or modify the calculation of Performance Goals for such Performance Period in order to prevent the dilution or enlargement of the rights of an individual, including (i) in the event of, or in anticipation of, any unusual or extraordinary corporate item, transaction, event or development, or (ii) in recognition of, or in anticipation of, any other unusual or nonrecurring events affecting the Company, or the financial statements of the Company, or (iii) in response to, or in anticipation of, changes in applicable laws, regulations, accounting principles, or business conditions provided however, that the Committee may not exercise such discretion in a manner that would increase the Performance-based Award granted under the Plan. Each Performance-based Award shall comply with the provisions set forth below.

(b) *Grant of Performance-based Awards.* With respect to each Performance-based Award under the Plan, the Committee shall select the Performance Criteria for such grant, and the Performance Goals with respect to each Performance Criterion (including a threshold level of performance below which no amount will become payable with respect to such Award). Each Performance-based Award will specify the amount payable, or the formula for determining the amount payable, upon achievement of the various applicable performance targets. The Performance Criteria established by the Committee may be (but need not be)

different for each Performance Cycle and different Performance Goals may be applicable to Performance-based Awards to different grantees.

(c) *Payment of Performance-based Awards.* Following the completion of a Performance Cycle, the Committee shall determine whether, and to what extent, the Performance Goals for the Performance Cycle have been achieved and, if so, the amount of the Performance-based Awards earned for the Performance Cycle. The Committee may reduce or eliminate the amount of the Performance-based Award for a grantee if, in its sole judgment, such reduction or elimination is appropriate.

(d) *Maximum Award Payable.* The maximum Performance-based Award payable to any one grantee under the Plan for a Performance Cycle is the calendar year maximum set forth in Section 3(b), or a prorated portion of such calendar year maximum for a Performance Cycle that is shorter than 12 months.

## SECTION 12. TRANSFERABILITY OF AWARDS

(a) *Transferability.* Except as provided in Section 12(b) below, during a grantee's lifetime, his or her Awards shall be exercisable only by the grantee, or by the grantee's legal representative or guardian in the event of the grantee's incapacity. No Awards shall be sold, assigned, transferred or otherwise encumbered or disposed of by a grantee other than by will or by the laws of descent and distribution. No Awards shall be subject, in whole or in part, to attachment, execution, or levy of any kind, and any purported transfer in violation hereof shall be null and void.

(b) *Committee Action.* Notwithstanding Section 12(a), the Committee, in its discretion, may provide either in the Award agreement regarding a given Award or by subsequent written approval that the grantee (who is an employee or director) may transfer his or her Awards (other than any Incentive Stock Options) to his or her immediate family members, to trusts for the benefit of such family members, or to partnerships in which such family members are the only partners, provided that the transferee agrees in writing with the Company to be bound by all of the terms and conditions of this Plan and the applicable Award.

(c) *Family Member.* For purposes of Section 12(b), "family member" shall mean a grantee's child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the grantee's household (other than a tenant of the grantee), a trust in which these persons (or the grantee) have more than 50 percent of the beneficial interest, a foundation in which these persons (or the grantee) control the management of assets, and any other entity in which these persons (or the grantee) own more than 50 percent of the voting interests.

(d) *Designation of Beneficiary.* Each grantee to whom an Award has been made under the Plan may designate a beneficiary or beneficiaries to exercise any Award or receive any payment under any Award payable on or after the grantee's death. Any such designation shall be on a form provided for that purpose by the Committee and shall not be effective until received by the Committee. If no beneficiary has been designated by a deceased grantee, or if the designated beneficiaries have predeceased the grantee, the beneficiary shall be the grantee's estate.

## SECTION 13. TAX WITHHOLDING

(a) *Payment by Grantee.* Each grantee shall, no later than the date as of which the value of an Award or of any Stock or other amounts received thereunder first becomes includable in the gross income of the

grantee for Federal income tax purposes, pay to the Company, or make arrangements satisfactory to the Committee regarding payment of, any Federal, state, or local taxes of any kind required by law to be withheld by the Company with respect to such income. The Company and its Subsidiaries shall, to the extent permitted by law, ~~have the right to~~ deduct any such taxes from any payment of any kind otherwise due to the grantee. The Company's obligation to deliver evidence of book entry (or stock certificates) to any grantee is subject to and conditioned on tax withholding obligations being satisfied by the grantee.

(b) *Payment in Stock.* Subject to approval by the Committee, a grantee may elect to have the Company's required tax withholding obligation (up to the highest marginal rate in each relevant jurisdiction at the time of such withholding, as determined by the Company) satisfied, in whole or in part, by (i) authorizing the Company to withhold from shares of Stock to be issued pursuant to any Award a number of shares with an aggregate Fair Market Value (as of the date the withholding is effected) that would satisfy the withholding amount due, or (ii) transferring to the Company shares of Stock owned by the grantee with an aggregate Fair Market Value (as of the date the withholding is effected) that would satisfy the withholding amount due.

#### SECTION 14. ADDITIONAL CONDITIONS APPLICABLE TO NONQUALIFIED DEFERRED COMPENSATION UNDER SECTION 409A.

In the event any Stock Option or Stock Appreciation Right under the Plan is materially modified and deemed a new grant at a time when the Fair Market Value exceeds the exercise price, or any other Award is otherwise determined to constitute "nonqualified deferred compensation" within the meaning of Section 409A (a "409A Award"), the following additional conditions shall apply and shall supersede any contrary provisions of this Plan or the terms of any agreement relating to such 409A Award.

(a) *Exercise and Distribution.* Except as provided in Section 14(b) hereof, no 409A Award shall be exercisable or distributable earlier than upon one of the following:

(i) *Specified Time.* A specified time or a fixed schedule set forth in the written instrument evidencing the 409A Award.

(ii) *Separation from Service.* Separation from service (within the meaning of Section 409A) by the 409A Award grantee; provided, however, that if the 409A Award grantee is a "key employee" (as defined in Section 416(i) of the Code without regard to paragraph (5) thereof) and any of the Company's Stock is publicly traded on an established securities market or otherwise, exercise or distribution under this Section 14(a)(ii) may not be made before the date that is six months after the date of separation from service.

(iii) *Death.* The date of death of the 409A Award grantee.

(iv) *Disability.* The date the 409A Award grantee becomes disabled (within the meaning of Section 14(c)(ii) hereof).

(v) *Unforeseeable Emergency.* The occurrence of an unforeseeable emergency (within the meaning of Section 14(c)(iii) hereof), but only if the net value (after payment of the exercise price) of the number of shares of Stock that become issuable does not exceed the amounts necessary to satisfy such emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the exercise, after taking into account the extent to which the emergency is or may be relieved through reimbursement or

compensation by insurance or otherwise or by liquidation of the grantee's other assets (to the extent such liquidation would not itself cause severe financial hardship).

(vi) *Change in Control Event.* The occurrence of a Change in Control Event (within the meaning of Section 14(c)(i) hereof), including the Company's discretionary exercise of the right to accelerate vesting of such grant upon a Change in Control Event or to terminate the Plan or any 409A Award granted hereunder within 12 months of the Change in Control Event to the extent permitted by Section 409A.

(b) *No Acceleration.* A 409A Award may not be accelerated or exercised prior to the time specified in Section 14(a) hereof, except in the case of one of the following events:

(i) *Domestic Relations Order.* The 409A Award may permit the acceleration of the exercise or distribution time or schedule to an individual other than the grantee as may be necessary to comply with the terms of a domestic relations order (as defined in Section 414(p)(1)(B) of the Code).

(ii) *Conflicts of Interest.* The 409A Award may permit the acceleration of the exercise or distribution time or schedule as may be necessary to comply with the terms of a certificate of divestiture (as defined in Section 1043(b)(2) of the Code).

(iii) *Change in Control Event.* The Committee may exercise the discretionary right to accelerate the vesting of such 409A Award upon a Change in Control Event or to terminate the Plan or any 409A Award granted thereunder within 12 months of the Change in Control Event and cancel the 409A Award for compensation to the extent permitted by Section 409A.

(c) *Definitions.* Solely for purposes of this Section 14 and not for other purposes of the Plan, the following terms shall be defined as set forth below:

(i) "Change in Control Event" means the occurrence of a change in the ownership of the Company, a change in effective control of the Company, or a change in the ownership of a substantial portion of the assets of the Company (as defined in the most recent authoritative guidance (as determined by the Committee in good faith) from the Department of the Treasury).

(ii) "Disabled" means a grantee who (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (ii) is, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Company or its Subsidiaries.

(iii) "Unforeseeable Emergency" means a severe financial hardship to the grantee resulting from an illness or accident of the grantee, the grantee's spouse, or a dependent (as defined in Section 152(a) of the Code) of the grantee, loss of the grantee's property due to casualty, or similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the grantee.

## SECTION 15. TRANSFER, LEAVE OF ABSENCE, ETC.

For purposes of the Plan, the following events shall not be deemed a termination of employment:

(a) a transfer to the employment of the Company from a Subsidiary or from the Company to a Subsidiary, or from one Subsidiary to another; or

(b) an approved leave of absence for military service or sickness, or for any other purpose approved by the Company, if the employee's right to re-employment is guaranteed either by a statute or by contract or under the policy pursuant to which the leave of absence was granted or if the Committee otherwise so provides in writing.

#### SECTION 16. AMENDMENTS AND TERMINATION

The Board may, at any time, amend or discontinue the Plan and the Committee may, at any time, amend or cancel any outstanding Award for the purpose of satisfying changes in law or for any other lawful purpose, but no such action shall adversely affect rights under any outstanding Award without the holder's consent except to the extent the Board determines necessary to comply with applicable laws or regulations, stock exchange rules or accounting rules. Any material Plan amendments (other than amendments that curtail the scope of the Plan), including any Plan amendments that (i) increase the number of shares reserved for issuance under the Plan, (ii) expand the type of Awards available under, materially expand the eligibility to participate in, or materially extend the term of, the Plan, or (iii) materially change the method of determining Fair Market Value, shall be subject to approval by the Company stockholders entitled to vote at a meeting of stockholders. In addition, to the extent determined by the Committee to be required by any applicable law, regulation or rule, including the rules of any stock exchange or quotation system upon which the Stock may then be listed or quoted, the Code to ensure that Incentive Stock Options granted under the Plan are qualified under Section 422 of the Code, Plan amendments shall be subject to approval by the Company stockholders entitled to vote at a meeting of stockholders. Nothing in this Section 16 shall limit the Committee's authority to take any action permitted pursuant to Section 3(c) or 3(d).

#### SECTION 17. STATUS OF PLAN

With respect to the portion of any Award that has not been exercised and any payments in cash, Stock or other consideration not received by a grantee, a grantee shall have no rights greater than those of a general creditor of the Company unless the Committee shall otherwise expressly determine in connection with any Award or Awards. In its sole discretion, the Committee may authorize the creation of trusts or other arrangements to meet the Company's obligations to deliver Stock or make payments with respect to Awards hereunder, provided that the existence of such trusts or other arrangements is consistent with the foregoing sentence.

#### SECTION 18. GENERAL PROVISIONS

(a) *Compliance with Legal Requirements.* No shares of Stock shall be issued pursuant to an Award until all applicable securities law and other legal and stock exchange or similar requirements have been satisfied. The Committee may require the placing of such stop-orders and restrictive legends on certificates for Stock and Awards as it deems appropriate.

(b) *Delivery of Stock Certificates.* Stock certificates to grantees under this Plan shall be deemed delivered for all purposes when the Company or a stock transfer agent of the Company shall have mailed such certificates in the United States mail, addressed to the grantee, at the grantee's last known address on file with the Company. Uncertificated Stock shall be deemed delivered for all purposes when the Company or a

Stock transfer agent of the Company shall have given to the grantee by electronic mail (with proof of receipt) or by United States mail, addressed to the grantee, at the grantee's last known address on file with the Company, notice of issuance and recorded the issuance in its records (which may include electronic "book entry" records).

(c) *Other Compensation Arrangements; No Employment Rights.* Nothing contained in this Plan shall prevent the Board or the Committee from adopting other or additional compensation arrangements, including trusts, and such arrangements may be either generally applicable or applicable only in specific cases. The adoption of this Plan and the grant of Awards do not confer upon any employee any right to continued employment with the Company or any Subsidiary.

(d) *Trading Policy Restrictions.* Option exercises and other Awards under the Plan shall be subject to such Company's insider trading policy and procedures, as in effect from time to time.

(e) *Forfeiture of Awards under Sarbanes-Oxley Act.* If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company, as a result of misconduct, with any financial reporting requirement under the securities laws, then any grantee who is one of the individuals subject to automatic forfeiture under Section 304 of the Sarbanes-Oxley Act of 2002 shall reimburse the Company for the amount of any Award received by such individual under the Plan during the 12-month period following the first public issuance or filing with the United States Securities and Exchange Commission, as the case may be, of the financial document embodying such financial reporting requirement.

(f) *Repayment of Awards as a Result of Certain Improper Conduct.* If an Award has been paid to an executive officer of the Company or to his or her spouse or beneficiary, and the Committee later determines that financial results used to determine the amount of that Award must be materially restated and that the executive officer engaged in fraud or intentional misconduct related thereto, the Company will seek repayment or recovery, as appropriate, of the Award to the extent overpaid notwithstanding any contrary provision of the Plan. In addition, the Committee may provide that any Award, including any shares of Stock subject to or issued under an Award, is subject to any other recovery, recoupment, clawback and/or other forfeiture policy maintained by the Company from time to time.

(g) *Section 409A.* If any distribution or settlement of an Award pursuant to the terms of this Plan or an Award agreement would subject a grantee to tax under Section 409A, the Company shall modify the Plan or applicable Award agreement in the least restrictive reasonable manner (as determined by the Committee in good faith) necessary in order to comply with the provisions of Section 409A, other applicable provisions of the Code and/or any rules, regulations or other regulatory guidance issued under such statutory provisions.

#### SECTION 19. EFFECTIVE DATE OF PLAN; TERM

This Plan was adopted by the Board on March 3, 2016, and was approved by the stockholders on June 2, 2016. The Plan shall not become effective and no Awards shall be granted under the Plan unless and until stockholder approval is received. No grants will be made under the Plan after the tenth anniversary of the Effective Date. On March 31, 2020, the Board approved and adopted an amendment to the Plan effective upon stockholder approval of such Amendment at the 2020 Annual Meeting of Stockholders to be held on May 28, 2020 (the "Amendment Date").

#### SECTION 20. GOVERNING LAW

This Plan and all Awards and actions taken thereunder shall be governed by, and construed in accordance with, the laws of the State of Maryland, applied without regard to conflict of law principles.

SECTION 21. RESTRICTIONS ON AWARDS

This Plan shall be interpreted and construed in a manner consistent with the Company's status as a REIT. No Award shall be granted or awarded, and with respect to an Award already granted under the Plan, such Award shall not be exercisable or payable, if, in the discretion of the Committee, the grant or exercise of such Award could impair the Company's status as a REIT.