HIGHWOODS PROPERTIES, INC.
CORPORATE GOVERNANCE GUIDELINES

(Effective as of October 18, 2023)

1. Role of Board of Directors

The Board of Directors (the "Board"), which is elected by the shareholders, is the ultimate decision-making body of Highwoods Properties, Inc. (the "Company"), except with respect to those matters reserved to the shareholders. It selects the Chief Executive Officer and other members of the senior management team, which is charged with the conduct of the Company's business. Having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors its performance. The Board reviews and evaluates the Company's performance and management's progress in delivering on the Company's Strategic Plan for long-term shareholder value creation.

2. Director Qualifications

The minimum qualifications for serving as a director are that a person demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and that a person have an impeccable record and reputation for honest and ethical conduct in both his or her professional and personal activities.

The Board will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange. The Compensation and Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. Nominees for directorship will be selected by the Compensation and Governance Committee in accordance with the policies and principles in its charter and in consultation with the Board Chair and the Chief Executive Officer. The invitation to join the Board should be extended by the Chair of the Compensation and Governance Committee and the Board Chair.

It is the policy of the Company that the number of directors not exceed a number that can function efficiently as a body. The Compensation and Governance Committee shall periodically consider and make recommendations to the Board concerning the appropriate size and needs of the Board. The Compensation and Governance Committee considers candidates to fill new positions created by increases in the size of the Board and vacancies that occur by resignation, by retirement or for any other reason.

It is the sense of the Board that individual directors who change the responsibility they held when they were elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Compensation and Governance Committee to review the continued appropriateness of Board membership under the circumstances.

No person having attained the age of 75 years shall be appointed, re-appointed or nominated for election or re-election as a director to the Board. Upon the recommendation of the Compensation and Governance Committee, the Board may make exceptions to this policy as it deems appropriate. Ordinarily, directors should not serve on more than three other boards of public companies in addition to the Company's Board.

The Compensation and Governance Committee and the Board consider each director's length of tenure when considering Board composition and seek to maintain an overall balance of experience and continuity along with fresh perspectives. In addition, the Compensation and Governance Committee and the Board assess whether a director can continue to dedicate the time and effort, and exhibit the independence of mind, required to meaningfully contribute to the independent oversight of the business and management of the Company. Annual re-nomination of directors is not automatic and the Board's annual self-evaluation process contributes to the Compensation and Governance Committee's and the Board's consideration of directors' continuing service.

Each independent director is required to hold shares of the Company's common stock having a value of at least four times the director's annual base cash compensation while serving as a director of the Company. A director will have five years from the date of his or her first election as a director to satisfy this ownership requirement.

3. Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's charter, bylaws and any indemnification agreements and to exculpation as provided by state law and the Company's charter.

Directors are expected to attend Board meetings and meetings of Board committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

The directors will annually elect a Board Chair, who may or may not be the Chief Executive Officer of the Company, based on the recommendation of the Compensation and Governance Committee as a result of its annual review of the Company's Board leadership structure. If the individual elected as Board Chair is the Chief Executive Officer, the independent directors shall also elect a lead independent director. The Board Chair shall preside at all meetings of the shareholders and of the Board as a whole, as well as over executive sessions of the independent directors, and shall perform such other duties, and exercise such powers, as from time to time shall be prescribed in the Company's bylaws or by the Board; provided that the lead independent director, if any, shall preside over executive sessions of the Company's independent directors. In addition, the lead independent director, if any, shall facilitate information flow and communication among the directors and perform such other duties as may be specified by the Board.

The Board Chair will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

All directors who are not members of the Company's management team shall meet in executive session outside the presence of the Chief Executive Officer and other Company personnel during a portion of each of the Board's regular quarterly meetings.

In addition, any member of any Board committee may request the chair of that committee to call an executive session of such committee at any time. At each executive session, the chair of the respective committee or, if applicable, the Board Chair, so long as the Board Chair is an independent director, shall chair the meeting. The name of the director who presides at these meetings will be disclosed in the annual proxy statement.

The Chief Executive Officer is responsible for establishing effective communications with the Company's stakeholder groups, i.e., shareholders, customers, Company associates, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude independent directors, including the Board Chair (if the Board Chair is an independent director) or the lead independent director, from meeting with shareholders, but it is suggested that in most circumstances any such meetings be held with management present.

All Board members are expected to attend our annual meeting of shareholders unless an emergency prevents them from doing so.

4. Board Committees

The Board will have at all times an Executive Committee, an Audit Committee and a Compensation and Governance Committee. The Board may from time to time form additional committees. All of the members of the Audit Committee and the Compensation and Governance

Committee will be independent directors under the criteria established by the New York Stock Exchange. Committee members will be appointed by the Board upon recommendation of the Compensation and Governance Committee, which shall consult with the Chief Executive Officer, with consideration of the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

5. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate should be arranged through the Chief Executive Officer or the Secretary of the Company unless the director considers that procedure to be inappropriate in which case he or she may make the contact directly. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the Chief Executive Officer wishes to have additional Company personnel attendees on a regular basis, this suggestion should be brought to the Board for approval.

6. Director Compensation

The form and amount of director compensation will be determined by the Compensation and Governance Committee in accordance with the policies and principles set forth in its charter. As a part of a director's total compensation and to create a direct linkage with corporate performance, the Board believes that a meaningful portion of a director's compensation should be provided in the Company's common stock to further the direct correlation of director and stockholder interests.

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

7. Director Orientation and Continuing Education

All new directors are provided with a complete orientation program, which should be conducted within two months of such new director(s) joining the Board. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. As part of the Company's continuing education efforts, supplemental information is provided to directors from time to time and meetings of the Board are held from time to time in alternative locations in order to provide the directors an opportunity to become familiar with additional Company facilities.

8. Chief Executive Officer Evaluation and Management Succession

The Compensation and Governance Committee will conduct an annual review of the Chief Executive Officer's performance, as set forth in its charter. The Board of Directors will review the Compensation and Governance Committee's report in order to ensure that the Chief Executive Officer is providing the best leadership for the Company in the long- and short-term. When it is appropriate or necessary, it is the Board's responsibility to remove the Chief Executive Officer and to select his or her successor.

The Compensation and Governance Committee should make an annual report to the Board on succession planning for the Chief Executive Officer and other executive officers. The entire Board will work with the Compensation and Governance Committee to consider potential successors to the Chief Executive Officer and other executive officers in the event of an emergency or retirement. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors for the Chief Executive Officer and other executive officer positions, along with a review of any development plans recommended for such individuals.

9. Annual Performance Evaluation

The Board of Directors and each of its committees will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Compensation and Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This assessment will be discussed with the full Board each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on identifying opportunities to improve Board and committee performance.

10. Conflicts of Interest

At any time that an officer or director of the Company has a direct or indirect interest in a matter or transaction involving the Company, the Operating Partnership or any of their respective subsidiaries, other than solely as a shareholder or employee of the Company or as a holder of partnership units in the Operating Partnership, such officer or director shall immediately bring all aspects of such conflict to the attention of the Chief Executive Officer. Furthermore, such officer or director shall recuse himself or herself from all discussions of the Board, all committees of the Board and all management committees of the Company regarding the matter or transaction giving rise to the conflict except to the extent the Board or committee requests the conflicted director or officer to participate. Except as provided above, the Chief Executive Officer shall designate to the conflicted officer or director those employees, agents or representatives of the Company with whom discussions regarding the subject of the conflict may be discussed. Any confidential or nonpublic information of the Company of which the conflicted officer or director has knowledge shall not be communicated to or discussed with any third party by such director or officer without written consent of the Chief Executive Officer.

The Chief Executive Officer shall disclose all aspects of such conflict to the Board or the board committee acting upon the matter. Any vote by the Board or a board committee to approve the matter or transaction giving rise to the conflict shall be made only upon the approval of a majority of the disinterested directors entitled to vote on such matter or transaction.

In the event that the conflicted officer is the Chief Executive Officer, then the required approvals referred to above must be made by the Board Chair.

11. Incentive Compensation Recoupment Policy

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, the Board shall review any cash and/or equity incentive compensation that was provided to any current or former executive officer during the three most recently completed calendar years on the basis of the Company having met or exceeded specific performance targets during the period subject to restatement.

If the incentive compensation would have been lower had it been based on the restated financial results, then the Board shall require reimbursement of the portion of such compensation that would not have been earned had the incentive compensation been based on the financial results as restated. For incentive compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, the amount must be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the incentive compensation was received.

The Board will determine, in its sole discretion, the method for recouping incentive compensation hereunder. The Company shall not indemnify any current or former executive officer against the loss of any incorrectly awarded incentive compensation.

This policy shall be administered by the Board or, if so designated by the Board, the Compensation and Governance Committee, in which case references herein to the Board shall be deemed references to the Compensation and Governance Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

12. Majority Vote Policy

At any meeting of the Company's stockholders at which directors are elected by the stockholders in an uncontested election, any nominee for director who, of the votes cast in such election with respect to such nominee, receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall submit to the Board a written offer to resign from the Board no later than two weeks after the certification by the Company of the voting results. An uncontested election is one in which the number of individuals who have been nominated for election as a director is equal to, or less than, the number of directors to be elected.

The Compensation and Governance Committee shall consider the resignation offer and, within 60 days after the certification by the Company of the voting results, make a recommendation to the Board concerning the acceptance or rejection of the resignation offer. In determining its recommendation to the Board, the Compensation and Governance Committee shall consider all factors it deems relevant, which may include (i) the stated reason or reasons why stockholders cast "withheld" votes for the director, (ii) the qualifications of the director, and (iii) whether the director's resignation from the Board would be in the Company's best interest and the best interests of the stockholders. The Compensation and Governance Committee shall also consider alternatives concerning the resignation offer as the Compensation and Governance Committee members deem appropriate, which may include (i) accepting the resignation offer, (ii) rejection of the resignation offer, and (iii) rejection of the resignation offer coupled with a commitment to seek to address the underlying cause or causes of the Majority Withheld Vote.

The Board shall act on the Compensation and Governance Committee's recommendation no later than 90 days after the certification by the Company of the voting results. The Board shall consider the information, factors and alternatives considered by the Compensation and Governance Committee and such additional information, factors and alternatives the Board deems relevant.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Compensation and Governance Committee recommendation or Board action regarding whether to accept the resignation offer.

If a majority of the members of the Compensation and Governance Committee received Majority Withheld Votes in the same election, then the independent directors who did not receive

Majority Withheld Votes shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept the resignation offers. However, if each independent director received a Majority Withheld Vote in the same election, all directors may participate in the action regarding whether to accept the resignation offers.

The Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Current Report on Form 8-K furnished to the Securities and Exchange Commission.