CHARTER
OF THE EXECUTIVE COMPENSATION COMMITTEE
OF KILROY REALTY CORPORATION

I. Purpose

The purpose of the Executive Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Kilroy Realty Corporation (the "Company") is to formulate, evaluate and approve the compensation of the Company's Officers (as defined below), and to discharge the Board's duties and responsibilities relating to the Company's compensation programs and practices. "Officers" means those officers of the Company that the Board has determined, in its business judgment, are "officers" of the Company, as that term is defined in the rules under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

II. Resources and Authority of the Committee

In performing its duties and responsibilities under this Charter, the Committee shall have all of the power and authority of the Board to the extent permitted under applicable law, and may exercise such power and authority as the Committee deems appropriate, and in the Committee's discretion. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority in its sole discretion to select, retain, terminate, and approve the fees, and other retention terms of "compensation advisors" (as defined below) as it deems appropriate, without seeking approval of the Board, or the Company's management, including the authority set forth in paragraph 10 of Section V below. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it pursuant to this Charter.

III. Membership

The Committee shall be composed of at least two directors as determined by the Board, each of whom shall, in the business judgment of the Board (1) satisfy the independence requirements of the New York Stock Exchange ("NYSE") (or the applicable listing standards of another exchange), (2) be a "non-employee director" within the meaning of Rule 16b-3 of the Exchange Act, and (3) comply with any other applicable listing requirements of the NYSE (or the applicable listing standards of another exchange), and the rules and regulations of the Securities and Exchange Commission (the "SEC"), in each case as may be amended and/or modified from time to time.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board on the recommendation of the Nominating/Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided in this Charter.

IV. Meetings and Procedures

The Chair shall preside at each Committee meeting. In the absence of the Chair, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. Agendas for Committee meetings shall be prepared by the Corporate Secretary in consultation with the Committee Chair. A quorum shall be constituted by a majority of the Committee's members. Each Committee member shall have one vote, and actions at meetings are approved by a majority of the members present. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet in person or telephonically on a regularly scheduled basis at least two times per year, and more frequently as the Committee deems necessary or desirable, at times and places determined by the Committee.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings any person whose presence the Committee believes to be necessary or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

Minutes of each meeting are to be prepared by the person acting as secretary of the meeting. The Corporate Secretary shall retain a copy of the minutes in the Company's permanent files. The Chair of the Committee shall periodically report to the Board the findings and actions of the Committee, and as otherwise requested by the Chair of the Board, or the chief executive officer.

In carrying out its duties, the Committee may act in reliance on management, the independent auditors, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any compensation advisors. The Committee may also utilize the services of the Company's regular legal counsel, or other regular advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee.

In performing its duties, the Committee shall have unrestricted access to the independent auditors, the internal auditors, internal and outside counsel, and anyone else in the Company, and may request any officer or employee of the Company or the Company's outside counsel, or independent auditors to attend a meeting of the Committee, or to meet with any members of, or consultants or advisors to, the Committee.

V. Duties and Responsibilities

In furtherance of the Committee's purpose, the Committee shall have the following authorities and responsibilities:

1. *Compensation Philosophy.* In consultation with senior management of the Company, the Committee shall periodically review and, where it considers necessary or advisable, make changes to, the Company's compensation philosophy.

2. *CEO Compensation.* The Committee shall, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives, and determine and approve the chief executive officer's compensation level based on such evaluation. The Committee shall have sole authority to determine the chief executive officer's compensation.

3. *Officer Compensation*. The Committee shall, at least annually, review and approve the compensation for the Company's other Officers, and shall oversee at least annually, an evaluation of the Officers as determined appropriate by the Committee. The Committee may consider the recommendations of the CEO and other officers in determining the compensation for these other Officers.

4. *Compensation Related Agreements*. The Committee shall approve and authorize the Company to enter into any employment agreements, severance arrangements, or any other compensation-

related agreements, in each case as, when and if appropriate, with any Officer(s) of the Company.

5. *Non-Employee Director Compensation*. The Committee shall periodically review and make recommendations to the Board regarding compensation arrangements for Board members who are not employed by the Company or one of its subsidiaries.

6. *Compensation Plans.* Except as to any such amendment or termination authority that has been conferred upon the Committee by the terms of the applicable plan, the Committee shall review and make recommendations to the Board with respect to the adoption, amendment, or discontinuation of any compensation plan of the Company under which securities of the Company may be issued, or the adoption of which otherwise requires the approval of the Company's shareholders. Consistent with the terms of the applicable plan, the Committee shall have the authority to approve the grant of awards under any such plan, and to determine the terms and conditions of any such awards. This Charter does not limit any authority conferred on the Committee pursuant to the terms of any compensation or benefit plan, or to the extent the Committee is the administrator of any compensation or benefit plan, as the administrator of such plan in accordance with the terms of the plan.

7. *Employee Benefits Plans*. The Committee shall have the authority to appoint the members of the Company's 401(k) Committee (which is not a committee of the Board), to remove any member or members of such Committee as it determines appropriate, and to approve the Charter of such committee and any amendment thereof.

8. *Clawback and Stock Ownership Policies.* The Committee shall oversee the administration of the Company's compensation clawback policy applicable to the Officers and the stock ownership guidelines applicable to the Officers and/or Board members, and periodically review, and if deemed necessary or appropriate, approve any amendments thereto.

9. *Shareholder Advisory Vote on Executive Compensation*. The Committee shall consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act, and to the extent the Committee determines it appropriate to do so, take such results into consideration in determining compensation policies and decisions.

10. *Compensation Advisors.* The Committee (a) may, in its sole discretion, retain or obtain the advice of, and terminate, compensation consultants, legal counsel, or other advisors ("compensation advisors") who it determines to be necessary or appropriate to carry out its duties; (b) shall be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation advisors retained by the Committee; (c) subject to any exceptions under NYSE listing standards (or the applicable listing standards of another exchange), shall undertake an analysis of the independence of each compensation advisor to the Committee, taking into consideration all factors relevant to that person's independence from management of the Company (including the independence factors specified in the applicable requirements of the Exchange Act and NYSE listing standards (or the applicable listing standards of another exchange)), with such analysis to occur prior to selection of such compensation advisor and as appropriate thereafter; and (d) shall have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and NYSE listing standards (or the applicable listing standards of another exchange).

11. *Compensation Discussion and Analysis.* The Committee shall review and discuss the Company's Compensation Discussion and Analysis ("CD&A") with management, and if appropriate based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K or annual proxy statement.

12. *Compensation Committee Report*. The Committee shall cause to be prepared and issued an annual report of the Committee on Executive Compensation for inclusion in the Company's annual report on Form 10-K or annual proxy statement in accordance with applicable SEC rules and regulations.

13. *Risk and Compensation.* The Committee shall periodically review whether the Company's compensation arrangements encourage unnecessary risk taking or otherwise create risks that are reasonably likely to have a material adverse effect on the Company and the steps management has taken, or should consider taking, to monitor or mitigate such risks.

14. *CEO and Management Succession Planning.* The Committee will periodically review the Company's programs and practices for maintaining the continuity of capable management, including succession plans for senior executives, the Company's emergency succession plan, and the Company's management succession planning policies and strategies (such as those related to recruiting, retention, talent development and career progression, and diversity and inclusion). The Committee will periodically consider succession plans for the Company's Chief Executive Officer.

15. *Human Capital Management*. The Committee shall oversee and periodically review with management the Company's human capital management efforts.

16. *Committee Self-Evaluation and Board Reporting.* The Committee shall evaluate its own performance on an annual basis and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate. The Committee shall report regularly to the Board regarding the activities of the Committee.

17. *Review of this Charter.* The Committee shall review and reassess this Charter at least annually, and submit any recommended changes to the Board for its consideration.

18. *Other Delegated Duties and Responsibilities.* The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

VI. Delegation of Duties

In fulfilling its responsibilities, to the extent permitted by applicable law and NYSE listing standards, the Committee shall be entitled to delegate any or all of its duties and responsibilities to a committee and/or subcommittee, and/or one or more officers of the Company as it may deem appropriate in its sole discretion.

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