CHARTER
OF THE NOMINATING/CORPORATE GOVERNANCE COMMITTEE
OF KILROY REALTY CORPORATION

I. Purpose

The purpose of the Nominating/Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Kilroy Realty Corporation (the "Company") is to (a) identify individuals qualified to become Board members consistent with criteria approved by the Board, (b) recommend director nominees for the next annual meeting of shareholders for approval by the Board, (c) develop and recommend to the Board a set of Corporate Governance Guidelines, (d) oversee the evaluation of the Board, and (e) generally advise the Board on corporate governance and related matters.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. 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.

II. Membership

The Committee shall be composed of three or more directors, as determined by the Board, each of whom, in the business judgment of the Board, (a) satisfies the independence requirements of the Company's bylaws and the New York Stock Exchange, and (b) has experience that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any Committee member may resign from the Committee effective upon giving oral or written notice to the Chairman of the Board, the corporate Secretary or the entire Board. The Board may appoint a qualified successor to take office when such resignation becomes effective.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each Committee meeting. Agendas for Committee meetings shall be prepared by the Corporate Secretary in consultation with the Committee Chair. The Chair shall determine the frequency and the length of meetings, and shall have unlimited access to management and information. The Chair shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. A quorum shall be constituted by a majority of the Committee's members. 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 consistent with the provisions of the Company's bylaws and the Company's Corporate Governance Guidelines.

The Committee shall meet at least two times per year and more frequently as the Committee or Chair deem necessary or desirable. Notice of such meetings shall be given in accordance with the provisions of the Company's bylaws.

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 members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person 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 will retain a copy of the minutes in the Company's permanent files. The Committee Chair shall report to the Board regarding the activities of the Committee at appropriate times, and as otherwise requested by the Chairman of the Board.

The Committee shall have the authority, as it deems appropriate, to retain or replace, as needed, any independent counsel or other outside expert or advisor that the Committee believes to be desirable and appropriate. The Committee, in its discretion, may also use the services of the Company's employees (provided that management is informed of any contact with employees), the Company's regular inside or outside legal counsel or other 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. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

IV. Duties and Responsibilities

1. Director Nominees.

(a) *Recommend Director Nominees Prior to Annual Meeting*. At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall review the independence and qualifications of each director candidate, and recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve. Re-nomination to the Board for any reason other than satisfactory performance of the board membership criteria should neither be expected nor guaranteed.

(b) *Recommend Director Nominees to Fill Vacancies*. At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) *Membership Criteria for Director Nominees*. In evaluating a candidate to be nominated for board membership, the Committee should consider applicable director qualification criteria set forth in the Company's Corporate Governance Guidelines, any board membership policies, procedures, and criteria approved from time by time by the Board and such other criteria as it determines reasonable and appropriate under the circumstances.

(d) *Compliance with all Applicable Laws*. The foregoing notwithstanding, all nominations or appointments of directors will comply with all applicable law, such as the rights of preferred stockholders to designate one or more of the directors to be elected or appointed pursuant to rights of holders of designated classes of preferred stock.

2. *Candidates Recommended by Stockholders*. The Committee shall review and make recommendations to the Board with respect to candidates for director recommended by stockholders of the Company in accordance with the Company's policies and procedures.

3. *Size of the Board*. The Committee shall periodically, as it deems appropriate, consider and make recommendations to the Board concerning the appropriate size of the board.

4. *Director Orientation and Education*. The Committee shall oversee the Board's orientation and continuing education programs.

5. *Board Evaluations*. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization), and will make appropriate recommendations to improve performance. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

6. *Sustainability Initiatives*. The Committee shall oversee and periodically review with management the Company's sustainability initiatives and broader social governance initiatives.

7. *Other Corporate Governance Matters*. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, Board members to chair committees established by the Board, and modifications to the Company's articles of restatement and bylaws.

8. *Corporate Governance Guidelines*. The Committee shall develop and annually review the Corporate Governance Guidelines and recommend to the Board, as it deems appropriate, any proposed changes.

9. *Code of Business Conduct and Ethics*. The Committee shall periodically review the Code of Business Conduct and Ethics and recommend to the Board, as it deems appropriate, any proposed changes.

10. *Related Party Transactions Policy*. The Committee shall periodically review the Related Party Transactions Policy, and approve changes, or recommend any proposed changes to the Board for approval, as it deems appropriate.

11. *Committee Self-Evaluation*. 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.

12. *Reports to the Board*. The Committee shall periodically report to the Board on its findings and actions.

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

V. Delegation of Duties

In fulfilling its responsibilities, the Committee, by resolution passed by a majority vote, shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's articles of restatement, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee.

Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

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