



**POLICIES AND PROCEDURES CONCERNING
CONSIDERATION OF DIRECTOR CANDIDATES**

I. POLICY AND PROCEDURES REGARDING THE CONSIDERATION OF DIRECTOR CANDIDATES RECOMMENDED BY STOCKHOLDERS

Policy

The Nominating/Corporate Governance Committee (the “Governance Committee”) of the Board of Directors (the “Board”) of Kilroy Realty Corporation (the “Company”) will consider director candidates recommended by stockholders of the Company in accordance with the provisions of this policy, the procedures contained herein and applicable laws, rules and regulations.

Procedures for Stockholders to Submit Director Recommendations to the Committee

Any stockholder recommending a director candidate to be considered for election at the next annual meeting of stockholders must submit the recommendation to the Company at its principal executive offices, to the attention of the Governance Committee, in writing not later than the earlier of (i) November 30 and (ii) 120 calendar days prior to the anniversary of the date the Company’s prior year proxy statement was first made available to stockholders. The recommendation must include the information below.

Recommended Director Candidate Requirements

1. Each stockholder recommending a person as a director candidate must provide the Company with the following information in order for the Governance Committee to determine whether the recommended director candidate is independent from the stockholder or each member of the stockholder group that has recommended the director candidate:

- If the recommending stockholder or any member of the recommending stockholder group is a natural person, whether the recommended director candidate is the recommending stockholder, a member of the recommending stockholder group, or a member of the immediate family of the recommending stockholder or any member of the recommending stockholder group;
- If the recommending stockholder or any member of the recommending stockholder group is an entity, whether the recommended director candidate or any immediate family member of the recommended director candidate has been an employee of the recommending stockholder or any member of the recommending stockholder group during the then-current calendar year or during the immediately preceding calendar year;
- Whether the recommended director candidate or any immediate family member of the recommended director candidate has, during the year of the nomination or the immediately preceding calendar year, accepted directly or indirectly any consulting, advisory or other compensatory fee from the recommending stockholder or any member of the group of recommending stockholders or any affiliate of any such holder or member, provided that compensatory fees would not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with such holder or any such member (provided that such compensation is not contingent in any way on continued service);

- Whether the recommended director candidate is an executive officer or director (or person fulfilling similar functions) of the recommending stockholder or any member of the recommending stockholder group, or of an affiliate of the recommending stockholder or any such member of the recommending stockholder group; and
- Whether the recommended director candidate controls the recommending stockholder or any member of the recommending stockholder group (or in the case of a holder or member that is a fund, an interested person of such holder or any such member as defined in Section 2(a)(19) of the Investment Company Act).

2. Each stockholder recommending a person as a director candidate or the person recommended by a stockholder as a director candidate must provide the Company with such information as may be reasonably required to determine whether the director candidate is qualified to serve on the Audit Committee, so that the Governance Committee may assess whether, if the candidate was elected to the Board, the Board as then composed would have a sufficient number of directors qualified to serve on the Audit Committee.

3. Each stockholder recommending a person as a director candidate or the person recommended by a stockholder as a director candidate must provide the Company with such information as may be reasonably required to determine whether the director candidate meets the standards of independence established by the New York Stock Exchange, so that the Governance Committee may assess whether, if the candidate was elected to the Board, the Board as then composed would have a sufficient number of independent directors.

4. The Company shall request from the recommending stockholder such other information as may reasonably be required to determine whether each person recommended by a stockholder as a director candidate satisfies the board membership criteria established by the Company's Board (See the *Standards for Overall Structure and Composition of the Board* section set forth below).

5. The person recommended by a stockholder as a director candidate shall make themselves reasonably available to be interviewed by the Governance Committee.

6. The Company is not required to accept a stockholder recommendation for a director candidate if the recommended candidate's candidacy or, if elected, board membership, would violate controlling state law or federal law.

The Governance Committee shall administer this Policy in its sole discretion, and may amend this Policy from time to time.

II. STANDARDS FOR OVERALL STRUCTURE AND COMPOSITION OF THE BOARD

The Board (i) is committed to having a membership comprised of individuals who by occupation, background and experience are in a position to make a strong, positive contribution to the Company and its stockholders, and (ii) will include candidates with a mix of professional and personal characteristics in the qualified pool from which new director candidates are selected.

The Governance Committee is responsible for reviewing the qualifications, independence and effectiveness of the members of the Board. This assessment will include consideration of the qualities and the needs of the Company, to be reflected in the overall structure and composition of the Board described below.

The Governance Committee periodically reviews the size of the Board in light of the needs of the Company and the demands on the individual directors. Generally speaking, the Board favors a size of five

to ten members. Each director shall serve until the next annual meeting of stockholders following his or her election and until his or her successor is elected and qualified, or until his or her earlier death, retirement, resignation or removal. In accordance with New York Stock Exchange listing standards, the Board is comprised of a majority of independent directors. The Governance Committee seeks directors who, both individually and collectively, have such knowledge, experience and education based on criteria determined from time to time by the Governance Committee to be appropriate in the context of an assessment of the perceived objectives of the Company at any given point in time and to provide balance to the Board's knowledge, perspective, experience and expertise, and will recommend new candidates to serve on the Board as necessary.

Board Membership Criteria

The membership and overall composition of the Board should be evaluated using the following criteria. The criteria below are a guideline for the Governance Committee and the Board to use in considering nominations to the Board. The criteria are not exhaustive and the Governance Committee and the Board may consider other qualifications and attributes that they believe are appropriate in evaluating the ability of an individual to serve as a member of the Board.

1. Commitment to Promoting Long-Term Interests of Company Stockholders

Directors should be committed to promoting the long-term interests of the Company's stockholders. Directors should be independent of any particular constituency, regardless of who nominated them.

2. Reputation and Character

Directors should enjoy the highest professional and personal reputations and hold values that are consistent with the Company's values. Participation in civic and charitable activities is valued.

3. Knowledge, Experience and Education

The Board should include directors who, both individually and collectively, have a breadth of knowledge, experience and education, including but not limited to: general business experience and acumen (including, for example, experience in management, finance, marketing and accounting across a broad range of industries), industry-related experience and acumen (including, for example, real estate ownership, development, leasing and brokerage, REIT experience and/or experience with the top five industries that make up the majority of the Company's tenant base (technology, life sciences & healthcare, media and F.I.R.E. (finance, insurance and real estate))), leadership experience (including as a company chief executive officer or president), experience with real estate investments and strategic planning, academic background, academic and professional awards and accomplishments, professional training, certifications and licenses, prior experience as an executive officer or director, experience in corporate governance, experience as a board member of another publicly held company, relationships with the business community, existing professional commitments, the ability to effectively perform director responsibilities, and other public company board experience – all in the context of an assessment of the perceived objectives of the Company at any given point in time.

4. Mature Business Judgment

Directors should possess mature business judgment. Directors should objectively make inquiries into the Company's business so that they may provide sound and prudent guidance.

5. **Time, Energy and Attention**

Directors should be able to dedicate sufficient time, energy, and attention to the Company's affairs to ensure diligent performance over an extended period of time. Directors should be able to constructively challenge management through active participation. They are expected to prepare for, and regularly attend Board and committee meetings. Directors should serve on the boards of other companies only if their directorial duties to the Company will not be adversely affected, but not more than the number as set forth under "—Membership on other Boards" in the Company's Corporate Governance Guidelines.

6. **Diversity**

In considering a candidate for the Board, the Board will consider the candidate's diversity, in its broadest sense, reflecting, but not limited to, profession, geography, gender, ethnicity, skills and experience. The Board will not discriminate based on race, ethnicity, national origin, gender, religion or disability.

7. **Stock Ownership**

Non-employee directors must meet the Stock Ownership Guidelines set forth in the Company's Corporate Governance Guidelines.

8. **Independence**

In considering a candidate for the Board, the Board will consider the candidate's independence, and any candidate for an independent director position must meet the criteria for independence set forth in the Company's Ninth Amended and Restated Bylaws, as amended from time to time, and applicable New York Stock Exchange listing standards.

9. **Board Balance**

The qualifications of a director candidate should provide balance to the Board's knowledge, perspective, experience and expertise. A director candidate is examined in light of the Company's current and anticipated needs, including the need to have a sufficient number of directors qualified to serve on the Audit Committee in accordance with applicable law, rules and regulations.

**III. PROCESS FOR IDENTIFYING AND EVALUATING DIRECTOR NOMINEES
(INCLUDING STOCKHOLDER NOMINEES)**

1. At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, and whenever there is otherwise a vacancy on the Board, the members of the Governance Committee will assess the qualifications and effectiveness of the current Board members and, to the extent there is a need, shall actively seek individuals well qualified and available to serve to become Board members. Once a Governance Committee member has identified a potential candidate, such Governance Committee member will recommend the potential candidate to the full Governance Committee.

2. Candidates recommended by a stockholder for nomination by the Board will be evaluated in the same manner as any candidate identified by a Governance Committee member.

3. The full Governance Committee will preliminarily review each potential candidate's qualifications in light of the *Standards for Overall Structure and Composition of the Board* section set forth above. In connection with this review, candidates shall complete and return to the Governance Committee

a Directors and Officers Questionnaire prepared by the Company. If the Governance Committee determines that the potential candidate may be qualified after a preliminary inquiry, the Governance Committee will make an investigation and interview the potential candidate, as necessary, to make an informed final determination.

4. The Governance Committee will select, by majority vote, the most qualified candidate or candidates, as the case may be, to recommend to the Board for selection as a director nominee at the next annual meeting or to appoint to the Board, as applicable. Upon selection of one or more directors or director nominees, the Chairman of the Board will extend an invitation to the individual to be appointed to the Board and/or become a director nominee of the Board to be included on the proxy card for election at the next annual meeting.

REVISED: 11/18/25