

**CHARTER
OF THE CORPORATE SOCIAL RESPONSIBILITY AND
SUSTAINABILITY COMMITTEE OF KILROY REALTY
CORPORATION**

I. Purpose

The purpose of the Corporate Social Responsibility and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Kilroy Realty Corporation (the “Company”) is to (i) generally advise the Board and consult with and generally advise management of the Company on matters related to the Company’s corporate social responsibility objectives, including but not limited to, sustainability, diversity and inclusion, philanthropy and community involvement, good corporate citizenship, health and wellness, and other non-financial issues that are of significance to the Company and its stockholders (collectively, the “CSR Objectives”), and (ii) develop, oversee and periodically review Company goals, policies, procedures, and initiatives to ensure alignment with, and promote the achievement of such objectives.

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 two or more directors, as determined by the Board, each of whom, in the business judgment of the Board, 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 or 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 Committee member may resign from the Committee effective upon giving oral or written notice to the Chair of the Board, the Lead Independent Director 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 the members of the Committee 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 take action by the affirmative vote of a majority of the Committee members present at a duly held meeting. 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.

The Committee shall meet as 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 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.

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 Chair 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.

IV. Duties and Responsibilities

1. *Corporate Social Responsibility and Sustainability Objectives.* In consultation with management of the Company, the Committee shall develop, oversee and periodically review the Company's CSR Objectives.

2. *Corporate Social Responsibility and Sustainability Goals and Policies.* In consultation with management of the Company, the Committee shall develop, oversee and periodically review the Company's goals, policies, procedures and initiatives, including recommending any changes thereto, with respect to the Company's CSR Objectives. The Committee shall also periodically evaluate the Company's progress towards achieving its CSR Objectives.

3. *Monitor Legal, Regulatory and Compliance Matters.* The Committee shall periodically review legal, regulatory and compliance matters that may have a material impact on the implementation of the Company's CSR Objectives, and make recommendations to the Board and management, as it deems appropriate, with respect to the proper response to such matters.

4. *Monitor Public Policy Trends.* The Committee shall periodically review social, political, economic and environmental trends that may have a significant impact on the Company's business activities and performance.

5. *Additional Duties.* The Committee shall carry out additional responsibilities and duties as may be necessary in light of any changing business, legislative, legal, regulatory or other conditions.

6. *Reports to the Board and Management.* The Committee shall periodically report to and consult with the Board and members of management who are responsible for the Company's CSR Objectives and related matters on its findings and actions.

7. *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.

8. *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.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee, by resolution passed by the affirmative vote of a majority of the Committee members present at a duly held meeting, 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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