

CORPORATE GOVERNANCE GUIDELINES

Kilroy Realty Corporation

These Corporate Governance Guidelines (these “Guidelines”) have been approved by the Board of Directors (the “Board”) of Kilroy Realty Corporation (the “Company”), and along with the Charters of the Board Committees and the Code of Business Conduct and Ethics, provide the framework for the corporate governance of the Company. The Board will review these Guidelines annually or more often if deemed necessary.

1. Director Qualifications

The Nominating/Corporate Governance Committee develops, recommends and reviews with the Board from time to time membership policies, procedures and criteria for the consideration of director candidates. In addition to other criteria that may be established from time to time, the following criteria are used as a guideline by the Nominating/Corporate Governance Committee and the Board in considering nominations to the Board: loyalty, reputation and character, mature business judgment, sufficient time, energy and attention to dedicate to the Company’s affairs and compliance with the Company’s stock ownership guidelines as set forth below in these Guidelines. In considering candidates for nomination or appointment to the Board, the Nominating/Corporate Governance Committee and the Board seek director candidates who, both individually and collectively, have such knowledge, experience and education based on criteria determined from time to time by the Nominating/Corporate Governance Committee to be appropriate in the context of an assessment of the perceived objectives of the Company at a given point in time and to provide balance to the Board’s knowledge, perspective, experience and expertise. The Board 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 securityholders. In addition, the Board shall be composed of a majority of directors who, in the business judgment of the Board, qualify as “independent directors” in accordance with the Company’s Fourth Amended and Restated Bylaws, as amended from time to time, and the applicable listing standards of the New York Stock Exchange (each, an “Independent Director”). In considering director candidates, the Board does not discriminate based on race, ethnicity, national origin, gender, religion or disability.

2. Lead Independent Director

The Board will exercise its discretion in combining or separating the offices of Chairman of the Board (“Chairman”) and Chief Executive Officer. This determination will be based on the Board’s judgment of the best interests of the Company and its stockholders from time to time. If the Chairman is also the Chief Executive Officer, or is a director who does not otherwise qualify as an Independent Director, the Independent Directors will appoint from amongst themselves a lead independent director of the Board (“Lead Independent Director”). The Lead Independent Director shall be elected annually, and may be replaced or removed from such position, by the majority vote of the Independent Directors. If the Board elects a Lead Independent Director, such Lead Independent Director will have the following duties and responsibilities:

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the Independent Directors;
- Serve as liaison between the Chairman and the Independent Directors;
- Approve information sent to the Board;
- Approve agendas for meetings of the Board;
- Approve meeting schedules of the Board seeking to ensure that there is sufficient time for discussion of all agenda items;

- Develop agendas for and call meetings of the Independent Directors when necessary or appropriate;
- Be available for consultation and direct communication if requested by major stockholders; and
- Perform such other duties and have such other responsibilities as the Board may from time to time delegate to the Lead Independent Director.

Agendas, schedules, and information distributed for meetings of Board committees are the responsibility of the respective Committee Chairs. All directors may request agenda items, additional information, and/or modifications to schedules as they deem appropriate, both for the Board and the Committees on which they serve, and they are encouraged to do so.

The Lead Independent Director shall be compensated in accordance with the Company's director compensation program as in effect and approved by the Board from time to time.

3. Director Responsibilities

Directors are expected to attend all scheduled Board and Committee meetings and conduct advance review of Board and Committee meeting materials.

4. Board Committees

The Board has established Committees to assist the Board in discharging its responsibilities. These committees are: Audit; Executive Compensation; and Nominating/Corporate Governance. Each committee will perform its duties as assigned by the Board in compliance with the committee's charter.

5. Membership on Other Boards

Non-employee directors are limited to serving on the boards of directors of not more than four other public companies. The Chief Executive Officer of the Company is limited to serving on the boards of directors of one other public company. The members of the Audit Committee may not serve on the audit committees of the boards of directors of more than two other companies at the same time as they are serving on the Audit Committee. The Nominating/Corporate Governance Committee may waive these limitations on a case-by-case basis.

6. Access to Management and Independent Advisors

Non-management directors shall contact management as needed. The Board and its Committees shall retain independent outside advisors, as needed, and the Company shall provide appropriate funding, as determined by the Board or any Committee, to compensate such advisors, as well as to cover the administrative expenses incurred by the Board and its Committees in carrying out their responsibilities.

7. Compensation of the Board

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope. Compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. Notwithstanding the foregoing, a director who is also an employee of the Company will not receive any additional compensation for service as a director, and fees for Board or Committee service are the sole form of compensation that members of the Audit Committee may receive from the Company.

8. Stock Ownership Guidelines

Within five years of first becoming a director, each non-employee director will be required to own shares of the Company's common stock having a market value equal to at least five times the director's annual cash retainer. Compliance with this requirement will be assessed annually and non-employee directors will be notified about their ownership requirement, current holdings, and whether additional shares must be held.

Minimum stock ownership levels will be determined annually by using the non-employee director's annual cash retainer rate as of the end of the fiscal year, and the average daily closing share price of the Company's common stock for the 12 months ending as of the end of such fiscal year. For purposes of determining ownership levels under these guidelines, the following forms of equity interests in the Company count toward achieving the guideline level of ownership:

- Shares held outright by the non-employee director, whether acquired through open market purchase, vesting of equity awards, exercise of stock options, or otherwise;
- Shares issuable in exchange for common limited partnership units of Kilroy Realty, L.P. held outright by the non-employee director, including through the vesting or exercise of equity awards;
- Shares (including shares issuable in exchange for common limited partnership units) held by the spouse or dependent children of the non-employee director;
- Shares (including shares issuable in exchange for common limited partnership units) held in trust for the economic benefit of the non-employee director and/or the spouse or dependent children of the non-employee director;
- Shares (including shares issuable in exchange for common limited partnership units) subject to restricted stock and restricted stock unit awards granted to the non-employee director and held by the non-employee director as of the end of the applicable fiscal year (whether such awards are then vested or unvested, and whether or not deferred).

The Nominating/Corporate Governance Committee has the authority to administer and interpret these requirements. Exceptions to these Guidelines may be made at the discretion of the Executive Compensation Committee if compliance would create severe hardship, prevent a non-employee director from complying with a court order (e.g., as part of a divorce settlement), or in such other circumstances as it may consider appropriate. All directors and their family members must also comply with the Company's Insider Trading Compliance Policy, which includes an anti-hedging policy, as may be amended, and the Company's Related Party Transactions Policy.

9. Director Orientation and Education

New directors shall participate in an orientation program. In addition, continuing directors shall be provided with education on appropriate subjects as determined by the Board.

10. Management Succession

The Board and the Chief Executive Officer will review succession planning and management performance and development on a regular basis. The Board also maintains an emergency succession plan that it and the Chief Executive Officer review periodically.

11. Self-Evaluation

The Board and each of the Committees will perform an annual self-evaluation.

12. Periodic Review of These Guidelines

The Nominating/Corporate Governance Committee will review and assess the adequacy of this statement of corporate governance guidelines at least annually and recommend any proposed changes to the Board for approval.

REVISED: 12/13/16