

## THOMAS PROPERTIES GROUP, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted October 21, 2004)

#### **Purpose**

The Nominating and Corporate Governance Committee of the Board of Directors (the “**Board**”) of Thomas Properties Group, Inc. (the “**Company**”) (a) identifies individuals qualified to become Board members, (b) recommends candidates to fill Board vacancies and newly-created director positions, (c) recommends whether incumbent directors should be nominated for re-election to the Board annually, and (d) develops and recommends corporate governance principles applicable to the Board and the Company’s employees.

#### **Composition**

**Size.** The size of the Committee shall be determined by the Board, but it must always have at least three members.

**Qualifications.** Each Committee member shall meet the independence criteria of the listing requirements of the National Association of Securities Dealers, Inc. (“**NASD**”). Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management and organizational behavior.

**Appointments and Removal.** The initial Committee members shall be selected by the Board. The Board selects Committee members based on recommendations of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

#### **Duties and Responsibilities**

The Committee has the following duties and responsibilities:

1. **Identify New Director Candidates.** The Committee shall identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with policies approved by the Board or the Committee and the factors in the Company’s Corporate Governance Guidelines. The Committee will consider the individual’s judgment, skill, diversity, integrity, industry knowledge, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company’s bylaws or otherwise.

2. Stockholder Recommendations. The Committee shall adopt a policy regarding the consideration of director nominations submitted by stockholders. The Committee shall also review and evaluate any director nominations submitted by stockholders, including reviewing the qualifications of, and making recommendations to the Board regarding, director nominations submitted by stockholders.
3. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board as part of its annual review and selection process. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a Board member.
4. Recommend Committee Members. The Committee shall recommend candidates for appointment to the Company's standing committees in accordance with the policies and principles in the committees' charters and taking into consideration such other factors as it deems appropriate including business experience and the interplay of the candidate's experience with that of the other committee members.
5. Develop Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Board and the Company's employees. At least annually, the Committee shall review those guidelines and recommend changes, as appropriate.
6. Assist in Succession Planning. At least annually, the Committee shall report to the Board on succession planning, which shall include appropriate contingencies in case the Chief Executive Officer retires, resigns or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chief Executive Officer.
7. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.
8. Recommendations as to the Board. The Committee shall make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders.
9. Board Reports. At least annually, the Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate.
10. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

## **Meetings**

The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. The Committee shall conduct its business as provided in the Company's bylaws and this Charter. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee.

## **Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

## **Resources and Authority**

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

## **Annual Review**

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.