

## **EMPIRE STATE REALTY TRUST, INC.**

### **FINANCE COMMITTEE CHARTER**

#### **I. Purpose**

The principal purpose of the Finance Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Empire State Realty Trust, Inc. (the “**Company**”) in its oversight of the Company’s capital structure, acquisition, disposition, and financing transactions, financial policies and strategies.

The Committee will report to the Board at all regular meetings of the Board or at such other times as the Committee deems necessary or appropriate.

#### **II. Composition of the Finance Committee**

1. The Committee shall be comprised of at least three directors as appointed by the Board, each of whom shall meet the independence requirements under the rules and regulations of the New York Stock Exchange (“**NYSE**”) as in effect from time to time as well as any other independence standards which the Board may establish from time to time. Consistent with such NYSE rules and regulations and any other such Board established standards, Committee members shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.
2. The members of the Committee will be appointed by the Board, after receiving recommendations for such purpose from the Nominating and Corporate Governance Committee. Members of the Committee shall be removed and replaced by, and in the sole discretion of, the Board. The members of the Committee shall be appointed annually by the Board and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. In connection with the annual appointment of the members of the Committee, the Board shall also select a member of the Committee to serve as its Chairman.

#### **III. Meetings**

1. The Committee shall meet in person or telephonically at such times and from time to time as it deems appropriate. For each Committee meeting, the Committee will keep minutes of such meeting.
2. The Company’s Chief Financial Officer shall attend and participate in Committee meetings at the direction of the Committee. The Committee may request members of the Company’s management or others attend meetings and provide pertinent information as necessary.
3. The Committee will create its own rules of procedures, including rules regarding notice of meetings, quorum and voting. Such rules will be consistent with the Company’s Articles of Amendment and Restatement and Bylaws and with this charter.
4. The Committee may create subcommittees to perform particular functions, either generally or in specific instances.

#### **IV. Responsibilities and Duties**

1. The Committee shall (a) provide advice to management and (b) vote on management's recommendations to the Board:

- In all cases regarding any acquisition, disposition, or financing transaction, which may include without limitation purchase, sale, secured and unsecured borrowing, drawdown under line of credit, merger, joint venture, divestiture, strategic investment, and issuance or repurchase of its debt or equity (it being understood that the Committee is not intended to preempt or replace any Pricing Committee appointed by the Board in connection with a capital transaction at any time).
- At the request of the Board, regarding other matters related to the debt and equity capital structure of the Company, which may include without limitation the Company's financing plan from the perspective of cash flow, capital spending, and financing requirements, path to a credit rating, hedging program, policies and procedures governing the use of financial instruments, including derivatives, and the financial aspects of the Company's insurance and risk management processes, in coordination with the Audit Committee of the Board.

2. Other Committee Responsibilities

- Prepare and issue the evaluations as required under "Performance Evaluation" below.
- Conduct an annual review of this charter and recommend to the Board any changes that the Committee deems appropriate.
- Perform any other task expressly delegated to the Committee by the Board from time to time

#### **V. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to retain counsel and other experts or consultants at the expense of the Company. The Committee shall have the sole authority to select and retain a consultant, to terminate any consultant retained by it, and to approve the consultant's fees and other retention terms.

#### **VI. Performance Evaluation**

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, including the performance of members, which evaluation shall compare the performance of the Committee with the requirements of this Charter and seek to identify specific areas, if any, that need improvement, or strengthening in order to increase the effectiveness of the Committee. This charter may be amended by the recommendation of the Committee and the approval of the Board. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other person designated by the Committee to make such report.

#### **VII. Limitations on Scope**

1. The Committee members shall serve on the Committee subject to the understanding on their part and the part of the Company's management, external auditors and internal auditors that:

- The Committee members are not employees or officers of the Company and are not directly involved in the Company's daily operations, and they will not serve as members of the Committee on a full-time basis;
  - The Committee members are not charged with control of the Company's finances and capital markets activities;
  - The Committee members expect the Company's management, auditors and advisors to provide the Committee with prompt and accurate information, so that the Committee can discharge its duties properly; and
  - To the extent permitted by law, the Committee shall be entitled to rely on the information and opinions of the persons and entities noted in Section V. above in carrying out its responsibilities.
2. The Committee members, in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of the Company's Articles of Amendment and Restatement which:
- Together with the Company's Bylaws, provide indemnification for their benefit; and
  - To the fullest extent provided by law, provide that no director shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director.

#### **VIII. General**

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles of Amendment and Restatement and Bylaws, it is not intended to establish by its own force any legally binding obligations.

**Reviewed and Approved as of: December 11, 2020**