

**EMPIRE STATE REALTY TRUST, INC.**  
**NOMINATING AND CORPORATE**  
**GOVERNANCE COMMITTEE CHARTER**

**I. Purpose**

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Empire State Realty Trust, Inc. (the “**Company**”) shall:

- assist the Board by identifying individuals qualified to become Board members;
- recommend to the Board the director nominees to fill a vacancy or be elected at each annual or special meeting of the Company’s stockholders;
- recommend to the Board the director nominees to serve on each Board committee;
- develop, together with the Chairman of the Board and members of senior management, and recommend to the Board succession plans for the Company’s Chief Executive Officer and, if applicable, other senior executive officers;
- develop and recommend to the Board the corporate governance principles and guidelines applicable to the Company; and
- direct the Board in the annual review of its performance.
- consider social responsibility, environmental and sustainability matters and make recommendations to the Board regarding, such matters.

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 Nominating and Corporate Governance Committee**

1. The Committee shall be comprised of at least two 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 (the “**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. Members of the Committee will be appointed by the Board, after receiving recommendations for such purpose from the 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 Committee may request members of the Company's management or others to 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**

The responsibilities and duties of the Committee shall include the following:

1. Nominating and Corporate Governance
  - Review periodically and make recommendations to the Board as to changes in the size, composition, organization, function and operational structure of the Board and its committees.
  - Review and make recommendations to the Board on the range of qualifications, skills and experience that should be represented on the Board and eligibility criteria for individual Board membership.
  - Make recommendations to the Board with respect to director nominees to stand for election or re-election to the Board at each annual meeting of the Company's stockholders (or, if applicable, at any special meeting of stockholders).
  - When informed that the Board is considering adding a member to fill an existing vacancy or newly created position, or any other time the Committee thinks the Board should consider adding a member, conduct a search to identify a person or persons to be added to the Board and make recommendations to the Board based upon the results of such search.
  - Identify, screen and make recommendations to the Board with respect to director nominees for appointment as members to the Board and the Board's respective committees.
  - Consult from time to time with the Chairman of the Board to obtain his or her views regarding whether new members should be added to the Board and whether current members should be nominated for re-election or replaced.
  - Recommend to the Board the appointment of each of the Company's executive officers.

- Develop, together with the Chairman of the Board and members of senior management, and recommend to the Board succession plans for the Company’s Chief Executive Officer and, if applicable, other senior executive officers.
- Develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Company; review those principles periodically and, if appropriate, recommend to the Board changes to the Company’s corporate governance policies and procedures.
- Review the Company’s Code of Business Conduct and Ethics periodically and review any reported alleged violations thereof, and, if appropriate, recommend to the Board amendments thereto as the Committee deems appropriate, and consider and grant, if appropriate in its sole discretion, any requests for waivers from the Code of Business Conduct and Ethics for the benefit of any member of the Board or executive officer. The Company must make disclosure of such waivers as required by the rules of the NYSE and SEC.
- Review and, where appropriate, approve specific or general categories of transactions or arrangements that may involve a “conflict of interest” (as defined in the Company’s Code of Business Conduct and Ethics).
- Develop and implement procedures for the Committee to exercise oversight of the evaluation of the effectiveness of the Board, the Board’s committees and the Company’s management.
- Solicit and receive comments on an annual basis from each director and report to the Board with an assessment of the Board’s performance.

2. Other Committee Responsibilities

- Prepare and issue the evaluations as required under “Performance Evaluation” below.
- Consider social responsibility, environmental and sustainability matters, and make recommendations to the Board regarding such matters.
- Conduct an annual review of this charter and recommend to the Board any changes that the Committee deems appropriate.
- Any other duties or responsibilities 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 or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm’s fees and other retention terms. The Committee has the power in its discretion to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

**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 this report.

## **VII. Limitations on Scope**

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.
- 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.

The Committee members, in adopting this charter and 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. Policy and Procedures Regarding Stockholder Recommended Candidates**

The Committee shall consider any nominations of director candidates validly made by any stockholder of the Company in accordance with applicable laws, rules and regulations and the provisions of the Company's Articles of Amendment and Restatement and Bylaws.

## **IX. 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**