

## **Empire State Realty Trust, Inc.**

## **Empire State Realty OP, L.P.**

## **Code of Business Conduct and Ethics**

### **INTRODUCTION**

Empire State Realty Trust, Inc. and Empire State Realty OP, L.P. (collectively, the “**Company**”) are committed to maintain the highest level of integrity, ethical standards, and compliance with all applicable laws, rules, and regulations. To uphold this commitment, the Company has instituted the following Code of Business Conduct and Ethics (the “**Code of Conduct**”), which is applicable to the Company’s directors, employees, and affiliates, especially those involved in the business and affairs of the Company. Individuals falling under this umbrella are designated as “**Covered Persons**.”

Each Covered Person is expected to:

- (i) read and understand this Code of Conduct and its application to the performance of his or her business responsibilities; and
- (ii) conduct himself or herself in accordance with this Code of Conduct and to seek to avoid even the appearance of wrongdoing or improper behavior.

Violators of the standards outlined in the Code of Conduct will be subject to disciplinary measures, ranging from suspension and termination to reporting of misconduct to the relevant regulatory and criminal authorities.

The Company may introduce additional policies governing the conduct of Covered Persons as supplementary to the Code of Conduct. Specifically, members of the Board of Directors of Empire State Realty Trust, Inc. (the “**Board**”) are advised to consult the Company’s Corporate Governance Guidelines for additional conduct policies tailored to Board members.

### **HONESTY AND ETHICAL CONDUCT**

Each Covered Person must always conduct himself or herself in an honest and ethical manner. When conducting business on behalf of the Company, each Covered Person must act with the highest standards of personal and professional integrity and not tolerate others who attempt to deceive or evade responsibility for their actions. All actual or potential conflict of interest between personal and professional relationships must be handled honestly, ethically and in accordance with the policies specified in this Code of Conduct. In addition, in matters involving the Company, all Covered Persons must be direct, honest and truthful in discussions with, or requests for information from, the Board, regulatory agency officials and government officials, as well as in all dealings with business partners and stockholders.

### **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Obeying the law both in letter and in spirit is the foundation on which the Company’s ethical standards are built. All Covered Persons, when conducting Company business, must adhere to the laws, rules, and regulations of the localities, states, and countries where the Company operates, including those specifically applicable to the Company’s business. Although not all Covered Persons are expected to know the details of the laws, rules and regulations to which the Company is subject, it is important to understand enough to determine when it is necessary or appropriate to seek advice from supervisors, managers or other

persons, including the Compliance Officer, or other members of the Legal Department, who can provide guidance on such matters.

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the Company, to civil or criminal penalties. You should be aware that conduct and records, including e-mails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation.

## CONFLICTS OF INTEREST

All Covered Persons must avoid any situation where personal interests may conflict with the interests of the Company. Employees and directors are expected to be totally free of any competing interest when making business decisions. Accordingly, all employees and directors must refrain from personal activities or interests that could influence their objective decision-making ability. Covered Persons may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedures. Transactions or arrangements that may involve a conflict of interest are prohibited unless they have been specifically approved in advance. Exceptions to these prohibitions are subject to the approval of the Nominating and Corporate Governance Committee (the “**Nominating and Corporate Governance Committee**”) of the Board (in the case of executive officers or directors) and the Compliance Officer (in the case of employees who are not executive officers and directors).

A “**conflict of interest**” occurs when a person’s private interest interferes in any way (or even appears to interfere) with the interests of the Company as a whole. A conflict situation can arise, for example, when a Covered Person takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also may arise when a Covered Person, or any Family Member (as defined below) of such person, receives improper personal benefits as a result of his or her position at the Company.

Other than in their roles as employees, members, principals, officers and/or directors of the Company and/or its affiliates, as the case may be, Covered Persons may not participate in a joint venture, partnership or other business arrangement with the Company, without the prior approval of the Nominating and Corporate Governance Committee or Compliance Officer, as applicable.

If you have any questions about a potential conflict of interest or if you become aware of an actual or potential conflict, and you are not an executive officer or director of the Company, you should discuss the matter with your supervisor or the Compliance Officer. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Compliance Officer with a written description of the activity and obtaining the approval of the Compliance Officer. Executive officers and directors of the Company must seek authorizations and determinations from the Compliance Officer or her designee, who will refer the matter to the Nominating and Corporate Governance Committee as appropriate.

For purposes of this Code of Conduct, “**Family Member**” generally means a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee).

## CORPORATE OPPORTUNITIES

Covered Persons owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Covered Persons must offer to the Company any business opportunities related to the Company’s business objectives (as described in any periodic report filed by the Company from time

to time with the Securities and Exchange Commission (the “SEC”). Covered Persons are prohibited from taking for themselves opportunities that are discovered through the use of the Company’s property, information or position unless such opportunities are presented to the Board and the Board declines to pursue such opportunities. Covered Persons may not use the Company’s property, information or position for improper personal gain, nor may any Covered Person compete with the Company; *provided, however*, that a Covered Person shall not be deemed to be competing with the Company by virtue of engaging in matters described in such Covered Person’s employment agreement.

### **WHISTLEBLOWER: ACCOUNTING COMPLAINTS**

The Company is committed to full compliance with all financial reporting and accounting regulations. A separate Whistleblower Policy is in place, facilitating anonymous and confidential submission of employees’ complaints about accounting, reporting, audit, and related controls, defined as “Accounting Complaints” in such policy, including procedures for the receipt, review, and investigation of such complaints. Please consult this policy as necessary.

If you have such a complaint or concern, you are encouraged to submit it in accordance with the Whistleblower Policy.

### **REPORTING VIOLATIONS**

The Company expects all Covered Persons to work to ensure prompt and consistent action against violations of this Code of Conduct. This Code of Conduct covers a wide range of business practices and procedures, but it does not address every applicable law or respond to every ethical question or concern that may arise. Nonetheless, the general guidelines of this Code of Conduct provide each Covered Person with the Company’s expectations regarding business dealings.

Complaints or concerns which are not Accounting Complaints as defined in the Company’s Whistleblower Policy, including those relating to harassment or discrimination, general working conditions, or violations of other applicable laws, regulations or business ethics or standards, should be reported or handled in accordance with the procedures and guidelines in this Code of Conduct and the Employee Manual. The Company understands that there may be some situations in which it is difficult to know right from wrong. In determining the best course of action, each Covered Person should answer the following questions to help evaluate specific situations:

- Is it legal?
- Is it in the best interests of the Company?
- Will my action comply with the intent and purpose of the Company’s policies and practices?
- Will I compromise myself or the reputation of the Company by this action if it becomes known to my supervisor, colleagues, stockholders or friends?
- Is this action honest in every respect?
- Could this action appear inappropriate to others, even if it is ethical?
- How does this make me feel about myself and the Company?

- Would I feel comfortable if an account of my actions were published with my name in the newspaper?

The Company seeks to outperform its competition fairly and honestly. It seeks competitive advantages through superior performance, never through unethical or illegal business practices. Misappropriation of proprietary information, possession of unauthorized trade secrets, or inducing such disclosures are prohibited. Each Covered Person should endeavor to respect the rights of, and to deal fairly with customers, suppliers, consultants, competitors and other persons with whom the Company transacts business. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

If something you have seen, heard or been asked to do (or not do) seems illegal, unethical or improper, it may very well be. Each Covered Person should use his or her judgment before taking any action that could be deemed a violation of this Code of Conduct or any law, rule or regulation or Company policy. Furthermore, any Covered Person who becomes aware of any existing or potential violation of this Code of Conduct or any law, rule or regulation or Company policy has an obligation to report his or her complaint or concern to his or her supervisor, to Human Resources, the Compliance Officer, or the Chair of the Audit Committee (if such complaint or concern is related to financial, accounting or auditing matters) at the addresses below. If you are uncomfortable using any of these procedures for reporting violations or concerns, you may contact the Nominating and Corporate Governance Committee directly at the address below.

<b>Reporting Contacts</b>	
<b>Audit Committee Chair</b>	<p><b>S. Michael Giliberto</b>            Empire State Realty Trust, Inc.            111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor            New York, NY 10120            mgiliberto@esrtreit.com</p>
<b>Nominating and Corporate Governance Committee Chair</b>	<p><b>James D. Robinson IV</b>            Empire State Realty Trust, Inc.            111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor            New York, NY 10120            jrobinson@esrtreit.com</p>
<b>Human Resources</b>	<p><b>Kevin Vilke</b>            Empire State Realty Trust, Inc.            111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor            New York, NY 10120            kvilke@esrtreit.com</p>
<b>Compliance Officer</b>	<p><b>Heather L. Houston</b>            Empire State Realty Trust, Inc.            111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor            New York, NY 10120            hhouston@esrtreit.com</p>

If you do not feel comfortable using one of the foregoing methods to report a potential violation of the Code of Conduct, you may submit a report anonymously and confidentially via the Company's:

- (i) Compliance Hotline: +1 (855) 326-9626; or
- (ii) Compliance email: [www.esrt.ethicspoint.com](http://www.esrt.ethicspoint.com).

No Covered Person should report any existing or potential violation of the Code of Conduct or any law, rule or regulation or Company policy to any person who such Covered Person believes is involved in the matter giving rise to the existing or potential violation. When reporting an existing or potential violation of the Code of Conduct or any law, rule or regulation or Company policy, the Covered Person may remain anonymous. If you choose to remain anonymous, please be sure to provide a sufficiently detailed description of the factual basis of the allegation so that an appropriate investigation can be performed.

Every director, officer, manager and supervisor who receives a complaint or a report alleging or regarding an actual or potential violation of this Code of Conduct or of a law, rule or regulation has, without exception, the responsibility to immediately communicate such complaint to the Compliance Officer or (if such complaint or report is related to financial, accounting or auditing matters) the Chair of the Audit Committee.

All concerns will be taken seriously by the Company and, when appropriate, the Company will fully investigate each allegation. This may include talking to any individuals directly involved, as well as to others who may possess information pertinent to the situation. Covered Persons are expected to cooperate fully with internal investigations of wrongdoing or misconduct, and failure to cooperate fully with any such investigations will lead to disciplinary action, up to and including termination.

**The Company will not tolerate any retaliation against any Covered Person for raising, in good faith, a possible violation of this Code of Conduct or of a law, rule or regulation. Retaliation for reporting a federal offense is illegal under federal law. Any person who participates in retaliatory conduct will be subject to disciplinary action up to and including, where appropriate, termination of employment. Misusing this Code of Conduct by knowingly or recklessly providing false information to the Company may also result in appropriate disciplinary action.**

## **PUBLIC DISCLOSURE**

The Company is committed to providing full, fair, accurate, timely and understandable disclosure in the current reports, periodic reports and other information it files with or submits to the SEC and in other public communications, such as press releases, earnings conference calls and industry conferences, made by the Company or on the Company's behalf. In meeting such standards for disclosure, the Company's officers and directors shall at all times strive to comply with the Company's disclosure obligations and, as necessary, appropriately consider and balance the need or desirability for confidentiality with respect to non-public negotiations or other business developments.

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing effective disclosure controls and procedures and internal control over financial reporting within the meaning of applicable SEC rules and regulations. The Company expects the Chief Executive Officer and the Chief Financial Officer to take a leadership role in implementing such controls and procedures and to position the Company to comply fully with its disclosure obligations within the timeframe required under applicable SEC rules and regulations. Every Covered Person is required to support, and shall not hinder or obstruct, the Company in achieving these disclosure standards.

The Company's Chief Executive Officer is the Company's principal spokesman. If someone outside the Company asks you questions or requests information regarding the Company or its business or financial results, do not attempt to answer. All such requests, whether from reporters, analysts, shareholders, or the public, must be directed to the Chief Executive Officer, who will address or delegate them to an appropriate party.

### **CONFIDENTIAL AND PERSONALLY IDENTIFIABLE INFORMATION**

All Covered Persons have responsibility for maintaining the confidentiality of corporate information to which they have access in connection with their position or association with the Company, including any information that might be useful to competitors or harmful to the Company if disclosed. Except as required by law, rule or regulation or as expressly authorized by the Company's Chief Executive Officer, Chief Financial Officer or Compliance Officer, every Covered Person who has access to confidential corporate information must limit disclosure of such information to other persons working in or for the Company who have a clear need to know such information. Disclosure of such information is limited, and this obligation persists post-employment or service.

Covered Persons must adhere to state and federal laws as well as the Company's Corporate IT Security Policies in the Company's collection, use and transmission of non-public information relating to any individual which is personally identifiable to such individual ("PII"). Covered Persons who have access to and transmit PII as part of job responsibilities, including for example tax or financial information or social security numbers of investors, tenants, customers and/or employees of the Company, must transmit such PII in encrypted format where specified by the Company's information technology policies and limit disclosure of such PII only to others working in or for the Company who have a clear need to know such information.

If you have any question concerning confidential corporate information or PII or the treatment of what is believed to be confidential corporate information or PII, please contact the Compliance Officer.

### **INSIDER TRADING**

Covered Persons who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. Utilizing non-public information for personal financial gain or "tipping" others (including, without limitation, friends and Family Members) is both unethical and illegal. For a more extensive overview on insider trading laws, please refer to the Company's Insider Trading Policy, which is in the Corporate Compliance Manual and can be obtained from the Legal Department. The policy aims to inform Covered Persons of their legal responsibilities and establish procedures for trading in the Company's securities.

### **PROTECTION AND PROPER USE OF THE COMPANY'S ASSETS**

Covered Persons must protect the Company's assets and ensure their efficient use, as theft, carelessness, and waste directly affect the Company's profitability. Any suspected fraud or theft must be immediately reported to the Compliance Officer. The Company's assets should only be used for legitimate Company-business purposes, with incidental personal use requiring supervisor permission.

### **BUSINESS RECORDS**

The Company's responsibilities to its stockholders and the investing public require that all of the Company's books, records, accounts and financial statements be maintained in reasonable detail, appropriately reflect the Company's transactions and conform to applicable legal requirements, the

Company's system of internal controls and accounting principles generally accepted in the United States ("GAAP"). The Company relies on the accuracy and completeness of its business records to (i) provide full, fair, accurate, timely and understandable disclosure in the current reports, periodic reports and other information it files with or submits to the SEC and in other public communications, such as press releases, earnings conference calls and industry conferences, made by the Company or on the Company's behalf, (ii) make management decisions and (iii) analyze its operations. The accuracy of such records is essential for continued, long-term business success.

No false, misleading or artificial entries may be made by any Covered Person in the books and records of the Company. All Covered Persons with supervisory responsibility shall establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of the Company's assets and the accuracy of its financial records and reports. The Company has adopted controls in accordance with internal needs and the requirements of applicable laws and regulations. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. All Covered Persons, within their areas of responsibility, are expected to adhere to these procedures, as directed by the Chief Financial Officer.

Any accounting adjustments that materially depart from GAAP must be approved by the Chief Financial Officer. In addition, all material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of the Company with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the Chief Financial Officer.

No Covered Person may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company's financial records. Violation of these provisions shall result in disciplinary action, up to and including termination, and may also subject the violator to substantial liability.

### **RETENTION OF BUSINESS RECORDS**

Records retention policies seek to establish consistent practices concerning how long records should be kept and when, in the normal course of business, they should be destroyed. All Covered Persons must comply at all times with all with all laws, rules and regulations relating to records preservation, all records retention policies and all document or record preservation notices. Records must be maintained for the duration of the assigned retention periods. A record is any information, regardless of physical format, which has been created or received in the transaction of the Company's business. Physical format of a record includes without limitation paper documents, CDs, DVDs, e-mail, microfiche, microfilm and all other media. The retention and proper disposal of the Company's records shall be in accordance with established Company policies and applicable legal and regulatory requirements.

If the existence of any pending or threatened legal action, subpoena or investigation is known or reported to you, promptly contact the Chief Counsel, Real Estate (Susanne Lieu) or in her absence, another member of the Legal Department. You must retain all records that may relate to any such pending or threatened legal action, subpoena or investigation. If you have a question as to whether a record pertains to a pending or threatened legal action, subpoena or investigation, contact Susanne Lieu, or in her absence, another member of the Legal Department before disposing of the record in question.

### **BRIBES, GIFTS AND GRATUITIES**

The Company shall enter into and conduct all business relationships honestly and ethically. Bribery, kickbacks or other improper payments, direct or indirect, to any person to obtain a contract, some other commercial benefit or government action has no place in our business and is strictly prohibited. The

Company also strictly prohibits any Covered Person from accepting gifts of cash or gift certificates, which are prohibited by the Real Estate Board of New York's ("REBNY") Code of Ethics and Professional Practice. Further, in accordance with the REBNY Code of Ethics and Professional Practice, no Covered Person may accept gifts of goods (including holiday gifts) in any year of more than \$294.56 from any one source, or \$1,178.26 from all sources, in dollar value, in each case as such limits are adjusted annually after January 1, 2023<sup>1</sup> for the consumer price index in New York City (collectively, the "Gift Limits"). The foregoing excludes the acceptance of entertainment or meals where (i) the provider of the entertainment or meals is present, and (ii) the entertainment or meal (A) is reasonable and consistent with usual business practice, (B) cannot be construed as a bribe or a payoff or made for the purpose of deriving an improper benefit from the Company, (C) is not in violation of any law and (D) would not embarrass the Company if disclosed publicly. If the provider of the entertainment or meals is not present, then such entertainment or meal shall be considered a gift and is subject to the gift limits set forth above.

Covered Persons who receive a permitted business gift must promptly submit a Report of Proposed Business Gift, attached as Appendix J, to the Legal Department using the online form, and await Legal approval before accepting the gift. If a Covered Person would like the Company to consider an exception to the Gift Limits, he or she should contact the Compliance Officer via email in advance of submitting a Report of Proposed Business Gift, provide an explanation for the specific request, and await a response.

No Covered Person shall directly or indirectly offer or promise gifts or favors, or provide business entertainment, unless such gifts or business entertainment (i) is reasonable and consistent with usual business practice, (ii) cannot be construed as a bribe or a payoff or made for the purpose of deriving an improper benefit for the Company, (iii) is not in violation of any law and (iv) would not embarrass the Company if disclosed publicly.

All Covered Persons wherever located will adhere to the letter and spirit of the United States Foreign Corrupt Practices Act (the "FCPA"), which prohibits giving or promising money or items of value to any foreign official (foreign government official, political party or candidate or public international organization) for the purpose of influencing a decision or obtaining business. The FCPA further prohibits giving money or items of value to any person or firm when there is reason to believe that it will be passed on to a government official for this purpose. Covered Persons shall not make or recommend any payment from the Company's funds or assets to or for the benefit of a representative of any domestic or foreign government. Furthermore, no one shall ever be used as a conduit for corrupt payments. All agents of the Company must be engaged in providing legitimate business services for a fee not in excess of the customary local rate for similar services.

The FCPA and related laws and regulations governing bribes and gratuities are complex and require legal analysis in connection with any person's business activities or social interactions with government officials. Covered Persons are required to seek approval from the Compliance Officer before engaging with any government official in any capacity that does, or could be construed to, involve the Company or such Covered Person's role at the Company.

## **LOANS OR OTHER FINANCIAL TRANSACTIONS**

Personal loans from the Company to, or guarantees by the Company of obligations of, directors, executive officers or their Family Members are prohibited by law. Personal loans by the Company to, or guarantees by the Company of obligations of, other employees may pose a conflict of interest and require

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<sup>1</sup> The gift limits were set as of January 1, 2020 at \$254 per gift & \$1,016 for aggregate gifts in a calendar year, on the basis that these limits would be adjusted for the consumer price index as of January 1 each succeeding year. Thus, the amounts applicable for 2023 are as shown above.



discussion with the Compliance Officer and written approval from the Chairman, President, and Chief Executive Officer.

Covered Persons are not allowed to obtain loans or guarantees of personal obligations from, or enter into personal financial transactions with, any entity that has significant dealings with the Company, except for arms-length transactions with recognized financial institutions such as recognized banks, brokerage firms, other financial institutions or any company that is a material tenant, contractor, real estate broker/agent, partner, lender or competitor. However, loans or guarantees from any material contractors or broker/agents are strictly prohibited under any circumstance.

### **POLITICAL CONTRIBUTIONS**

Covered Persons shall not be directed, pressured or coerced in any manner by a director, officer or any individual acting in a managerial or supervisory capacity to make a contribution to any political party or committee or to any candidate for or the holder of any government office. Due to the complexity of laws regulating political activities involving Company assets or facilities, consultation with the Compliance Officer or a member of the Legal Department is mandatory before engaging in any proposed political activities.

### **REAL ESTATE BOARD OF NEW YORK STANDARDS OF CONDUCT**

Any Covered Person who is a member of the Commercial or Residential Division of REBNY shall adhere to the standards of conduct set forth in the REBNY Code of Ethics and Professional Practices, as amended from time to time (the “**REBNY Code**”). Consultation with the Compliance Officer or a member of the Legal Department is advised prior to any activity related to the seeking of guidance or interpretation of the REBNY Code.

### **WAIVERS OF OR CHANGES IN THE CODE OF CONDUCT**

It may be appropriate for a provision of this Code of Conduct to be waived in a particular circumstance. Any waiver of, or material change to, this Code of Conduct that applies to executive officers or directors of the Company may be made only by the Nominating and Corporate Governance Committee or the Board and must be promptly disclosed to stockholders as required by law or regulation of the SEC and the rules of the New York Stock Exchange. Any other Covered Person seeking a waiver should speak to his or her supervisor, who, in turn, should obtain the approval of the Company’s Compliance Officer and one executive officer regarding such matter.

### **COMPLIANCE**

The matters covered in this Code of Conduct are of the utmost importance to the Company, its stockholders and its business partners, and are essential to the Company’s ability to conduct its business in accordance with its stated values. The Company expects all Covered Persons and persons with whom the Company transacts business to adhere to the standards set forth in this Code of Conduct in carrying out their duties to the Company. Individuals whose actions are deemed to be in violation of this Code of Conduct or other policies of the Company that may be adopted from time to time will be subject to disciplinary action, up to and including termination.

## **ADMINISTRATION AND IMPLEMENTATION**

The Nominating and Corporate Governance Committee oversees the administration and interpretation of the Code of Conduct. The Compliance Officer is tasked with its implementation.

**Reviewed and Approved by the Board of Directors as of: December 8, 2023**