

# **EASTERLY GOVERNMENT PROPERTIES, INC.**

## **Compensation Committee Charter**

(Adopted by the Board of Directors on February 5, 2015)

### **I. General Statement of Purpose**

The general purpose of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Easterly Government Properties, Inc. (the “Company”) is to provide assistance to the Board in discharging its responsibilities relating to the compensation of the Company’s directors, executive officers and other employees. For purposes of this Charter, the terms “executive officer” and “officer” have the meaning ascribed to the term “officer” in Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Rule 16a-1 promulgated thereunder.

In addition to the specific powers and responsibilities delegated to the Compensation Committee in this Charter, the Compensation Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s Articles of Amendment and Restatement or Amended and Restated Bylaws, each as amended from time to time, or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Compensation Committee in this Charter or otherwise shall be exercised and carried out by the Compensation Committee as it deems appropriate without requirement of Board approval (except as otherwise specified herein), and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the Compensation Committee hereunder) shall be made by the Compensation Committee in its sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Compensation Committee shall have and may exercise all the powers and authority of the Board.

### **II. Composition**

The Compensation Committee shall consist of at least two (2) members of the Board, each of whom shall satisfy the independence requirements for compensation committee members established by the New York Stock Exchange (“NYSE”) Listed Company Manual.

In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act, and may consider whether the members qualify as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Compensation Committee. Any vacancy on the Compensation Committee, occurring for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation Committee to be Chairperson of the committee.

### **III. Meetings**

- The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter.

- A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of the members present at such meeting.
- In lieu of a meeting, the Compensation Committee may act by unanimous written consent.
- The Chairperson of the Compensation Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.
- The Chairperson or a majority of the members of the Compensation Committee may call meetings of the Compensation Committee.
- Following each of its meetings, the Compensation Committee shall report on the meeting to the Board at the Board's next regularly scheduled meeting, including a description of all actions taken by the Compensation Committee at the meeting. The Compensation Committee shall keep written minutes of its meetings and deliver a copy of such minutes to the Company's Secretary for inclusion in the corporate records.

#### **IV. Authority and Responsibilities**

##### **A. Annual Review of Charter**

- The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to the Charter that the Compensation Committee deems appropriate.

##### **B. Annual Performance Evaluation of the Compensation Committee**

- At least annually, the Compensation Committee shall evaluate its own performance and report the results of such evaluation to the Board.

##### **C. Compensation of Chief Executive Officer**

- The Compensation Committee shall be responsible for reviewing and approving corporate goals and objectives relating to the compensation of the Company's chief executive officer (the "CEO"), evaluating the performance of the CEO in light of these goals and objectives and determining and approving the compensation of the CEO based on such evaluation. In connection with determining the long-term incentive component of the CEO's compensation, the Compensation Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years. The CEO may not be present during voting or deliberations concerning his or her compensation.

##### **D. Non-CEO Executive Officer Compensation**

- The Compensation Committee shall also be responsible for determining and approving the compensation of all executive officers of the Company.

**E. Executive Officer Employment Agreements and Benefits**

- The Compensation Committee shall be responsible for determining and approving any employment agreements, severance arrangements, retirement arrangements and special or supplemental benefits for each executive officer of the Company, including perquisite benefits.

**F. Non-Employee Director Compensation**

- The Board shall be responsible for approving all compensation and all compensation arrangements and benefits, including equity awards and perquisite benefits, for each non-employee director of the Company, except as otherwise specifically delegated by the Board. The Board shall review the form and amount of director compensation annually in accordance with the general principles set forth in the Company's Corporate Governance Guidelines. The Compensation Committee may make recommendations to the Board with respect to the compensation of non-employee directors.

**G. Equity-Based Plans**

- The Compensation Committee shall be responsible for reviewing and making recommendations to the Board, for its approval, with respect to the adoption, amendment or termination of any equity-based plan of the Company. Unless otherwise determined by the Board with respect to a particular equity-based plan, the Compensation Committee shall be responsible for administering any equity-based plan adopted by the Company, including determining and approving awards thereunder, subject to the following provisions. The Compensation Committee shall be responsible for determining and approving all awards made to executive officers under any equity-based plan. Except as otherwise specifically delegated by the Board, the Board shall be responsible for determining and approving all awards made to non-employee directors under any equity-based plan and administering the Company's equity-based plans with respect to such awards. The Compensation Committee, in its discretion, may delegate its authority to grant or administer awards (other than awards to executive officers or directors) under any equity-based plan to any director(s) or executive officer(s), as permitted by applicable law.

**H. Non-Equity-Based Incentive Plans**

- Unless otherwise determined by the Board with respect to a particular plan, the Compensation Committee shall be responsible for determining, approving and administering any non-equity-based incentive plan of the Company applicable to any of the Company's executive officers, including, without limitation, determining and approving all awards to the Company's executive officers thereunder. The Company's management shall be primarily responsible for determining and approving any non-equity incentive plans of the Company that are not applicable to any of the Company's executive officers or directors; provided that the Compensation Committee shall be responsible for overseeing any such plan and, to the extent the approval of the Board or a committee thereof is otherwise required, approving any such plan.

**I. Evaluation of Management**

- The Compensation Committee shall oversee the evaluation of the Company's management.

**J. Compensation Discussion and Analysis**

- The Compensation Committee shall review and discuss with management the Company's annual Compensation Discussion and Analysis, and based on this review and discussion, recommend to the Board whether to include the Compensation Discussion and Analysis in the Company's annual report on Form 10-K and annual proxy statement. The Compensation Committee shall also prepare any compensation committee report required to be included in the Company's annual report on Form 10-K or annual proxy statement in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

**K. Compensation Consulting Firms or Other Outside Advisors**

- The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser.
- The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Compensation Committee.
- The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Compensation Committee.
- The Compensation Committee may select or obtain advice from a compensation consultant, legal counsel or other adviser to the Compensation Committee (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) only after taking into consideration, all factors relevant to that person's independence from management, including the following:
  - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
  - the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

## **V. General**

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.