

## EASTERLY GOVERNMENT PROPERTIES, INC.

### Amended and Restated Corporate Governance Guidelines

The Board of Directors (the “Board”) of Easterly Government Properties, Inc. (the “Company”) has adopted the amended and restated corporate governance guidelines (these “Guidelines”) set forth below to assist and guide the Board in the exercise of its responsibilities. These Guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the New York Stock Exchange (the “NYSE”) and the Company’s Articles of Amendment and Restatement and Amended and Restated Bylaws, each as amended from time to time. The Board may review and amend these Guidelines from time to time.

#### I. DIRECTOR QUALIFICATION STANDARDS

- **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating and Corporate Governance Committee the responsibility for developing such criteria for prospective director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Board may, however, rescind this delegation to the Nominating and Corporate Governance Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for prospective director candidates as it deems necessary or advisable.

- **Process for Identifying and Selecting Directors:** The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying, subject to the terms of any applicable director nomination or similar agreement with the Company, suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these Guidelines, the committee’s charter, any applicable director nomination or similar agreement with the Company or as may be determined by the Board or such committee from time to time. The Nominating and Corporate Governance Committee will recommend prospective director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board. The Board shall retain, subject to the terms of any applicable director nomination or similar agreement with the Company, the ultimate authority to nominate a candidate for election by the stockholders as a director or to fill any vacancies that may occur.

In identifying prospective director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the prospective director candidate, his or her depth and breadth of business experience or other background characteristics, his or her

independence, the needs of the Board and the requirements of any applicable stockholders agreement with the Company.

- **Independence:** At least a majority of the members of the Board shall meet the independence requirements set forth in Section 303A of the NYSE Listed Company Manual.

At least annually, the Board will determine whether each non-employee director has a material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) for purposes of determining whether each such director qualifies as independent for purposes of the NYSE Listed Company Manual.

In addition, in determining the independence of any director who will serve on the Compensation Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from the Company's executive officers in connection with the duties of a Compensation Committee member, including, but not limited to:

(A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and

(B) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company

- **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a director require a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively. In connection with its assessment of director candidates for nomination, the Nominating and Corporate Governance Committee and the Board will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chairperson of the Nominating and Corporate Governance Committee in connection with accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the director's ability to perform his duties may be fully assessed.
- **Change in Circumstances:** When a director's principal occupation or business association changes, the director shall inform the Chairman of the Nominating and Corporate Governance Committee. The Committee shall review whether it would be appropriate for the director to continue serving on the Board and recommend to the Board whether, in light of the circumstances, the Board should consider requesting that such director offer his or her resignation. Directors are also expected to inform the Chairman of the Nominating and Corporate Governance Committee of other events that could reasonably be perceived to be relevant to consideration about ongoing independence or service as a director.
- **Term and Age Limits:** The Board does not believe that arbitrary limits on the number of consecutive terms a director may serve or on the directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by

the Nominating and Corporate Governance Committee and the Board in light of relevant factors in connection with assessments of candidates for nomination to be directors.

- **Succession:** The Nominating and Corporate Governance Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

## II. DIRECTOR RESPONSIBILITIES

- **Role of Directors:** The business and affairs of the Company are managed under the direction of the Board, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the chief executive officer or senior management.
- **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone conference meetings or other special meetings of the Board. In the event that directors are unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such director serves), the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the directors' duties and, as such, attendance rates will be taken into account by the Nominating and Corporate Governance Committee and the Board in connection with assessments of director candidates for renomination as directors.
- **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting to the directors. Directors should review these materials in advance of the meeting when reasonably practicable.

## III. BOARD STRUCTURE

- **Size of Board:** The Board presently has eight members. The Board has the authority under the Amended and Restated Bylaws to set the number of directors, which may never be less than the minimum required by the Maryland General Corporation Law nor more than 15, unless such Amended and Restated Bylaws are amended.
- **Lead Independent Director:** The independent directors, by vote of a majority of the independent directors, shall annually select an independent director to serve as lead independent director. The independent director selected to serve as lead independent director shall serve in such role until he or she ceases to be an independent director, resigns from the position or a successor is selected by a majority of the independent directors. The responsibilities of the Lead Independent Director shall include the following:
  - presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of independent directors;

- serving as liaison between the Chairman of the Board and the Chief Executive Officer, and the independent directors;
- reviewing information sent to the Board;
- reviewing Board meeting agendas;
- reviewing Board meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- having the authority to call meetings of the independent directors of the Board; and
- if requested by major stockholders, ensuring that he or she is available for consultation and direct communication.

The lead independent director shall have such additional responsibilities as may be assigned from time to time by the Board and/or the independent directors.

- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as necessary or appropriate.
- **Executive Sessions:** The independent directors will meet at regularly scheduled executive sessions without management participation and at least once each year. The lead independent director will preside at those meetings. In order that interested parties may be able to make their concerns known to the independent directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the presiding director or with the independent directors as a group.

#### **IV. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

- In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, 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 Board, or such committee, or meet with any members of or advisors to the Board or such committee. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.

#### **V. DIRECTOR COMPENSATION**

- The form and amount of director compensation will be reviewed periodically, but at least annually, by the Compensation Committee, which shall make recommendations to the Board

based on such review. The Board shall retain the ultimate authority to determine the form and amount of director compensation.

## **VI. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

- The Company will provide each new director with materials that are designed to familiarize the new director with the Company's business.
- The Company will be responsible for periodically providing materials or briefing sessions for continuing directors on topics that will assist them in discharging their duties.

## **VII. MANAGEMENT SUCCESSION**

- The Nominating and Corporate Governance Committee shall be responsible for developing a chief executive officer succession plan for consideration by the Board and reporting on such plan to the Board. Succession planning should include policies and principles for chief executive officer selection, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer. The Nominating and Corporate Governance Committee shall also be responsible for overseeing the Company's succession planning for senior management positions other than the chief executive officer.

## **VIII. ANNUAL PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES**

- The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the Board or the committee, as the case may be, as a unit.
- The Nominating and Corporate Governance Committee will oversee the evaluation process.

## **IX. RELATED PERSON TRANSACTION APPROVAL AND DISCLOSURE POLICY**

- All related person transactions must be reviewed and approved by the Audit Committee or another independent body of the Board in advance of the Company or any of its subsidiaries entering into the transaction; provided that, if the Company or any of its subsidiaries enters into a transaction without recognizing that such transaction constitutes a related person transaction, this approval requirement will be satisfied if such transaction is promptly reviewed, approved and ratified by the Audit Committee or another independent body of the Board after the Company recognizes that such transaction constituted a related person transaction. If any related person transaction is not approved or ratified by the Audit Committee or another independent body of the Board, management shall use all reasonable efforts to amend, cancel or rescind such transaction. In addition, any related person transaction previously approved by the Audit Committee or another independent body of the

Board or otherwise already existing that is ongoing in nature shall be reviewed by the Audit Committee or another independent body of the Board annually to ensure that such related person transaction has been conducted in accordance with the previous approval granted by the Audit Committee or another independent body of the Board, if any, and remains appropriate. The term “related person transaction” shall refer to a transaction required to be disclosed by the Company pursuant to Item 404 of Regulation S-K (or any successor provision) promulgated by the Securities and Exchange Commission.

- This policy will be in addition to, and not in substitution of, any other policy of the Company relating to the approval of conflict of interest transactions.

## **X. STOCKHOLDER RIGHTS PLAN**

- In the future, the Company will not adopt a stockholder rights plan unless the Company’s stockholders approve in advance the adoption of a plan or, if adopted by the Board, the Company will submit the stockholder rights plan to its stockholders for a ratification vote within 12 months of adoption or the plan will terminate.

## **XI. DIRECTOR RESIGNATION POLICY**

- In accordance with the Bylaws of the Company, if none of the stockholders of the Company provides the Company notice of an intention to nominate one or more candidates to compete with the Board’s nominees in a director election, or if the stockholders of the Company have withdrawn all such nominations by the tenth day before the Company mails its notice of meeting to the stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects that an incumbent director shall tender his or her resignation to the Board for consideration if he or she fails to receive the required number of votes for re-election. Such resignation may specify that it will only be effective upon its acceptance by the Board within 90 days following certification of the stockholder vote.
- If an incumbent director fails to receive the required vote for re-election and tenders his or her resignation, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether it is advisable to accept the director's resignation and will submit a recommendation for prompt consideration by the Board. The Board will act on the tendered resignation within 90 days following certification of the stockholder vote and will promptly and publicly disclose its decision. The Board expects that a director whose resignation is under consideration shall abstain from participating in any decision regarding his or her resignation. If the resignation is not accepted, the director will continue to serve until the next annual meeting and until the director's successor is duly elected and qualified or until the director's earlier resignation or removal. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

## **XII. MISCELLANEOUS**

- The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.
- These Guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the directors of the Company under applicable law and/or the Company's Articles of Amendment and Restatement and Amended and Restated Bylaws, each as amended from time to time.
- Although these Guidelines have been approved by the Board, it is expected that these Guidelines will evolve over time as customary practice and legal requirements change. In particular, Guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the Guidelines may also be amended by the Board at any time as it deems appropriate.

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