

## EQUITY COMMONWEALTH

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### Charter of the Nominating and Corporate Governance Committee of the Board of Trustees

#### A. Purpose

The principal purposes of the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board of Trustees (the “**Board**”) of Equity Commonwealth (the “**Company**”) shall be to: (i) identify and recommend to the full Board qualified candidates for election as Trustees and recommend nominees for election as Trustees at the annual meeting of shareholders consistent with criteria approved by the Board; (ii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and implement and monitor such guidelines as adopted by the Board; (iii) oversee the Board’s compliance with financial, legal and regulatory requirements and its ethics program as set forth in the Company’s Code of Business Conduct and Ethics (the “**Code**”); (iv) review and make recommendations to the Board on matters involving the general operation of the Board, including the size and composition of the Board and the structure and composition of Board committees; (v) recommend to the Board nominees for each Board committee; (vi) annually facilitate the assessment of the Board’s performance as a whole and of individual Trustees, as required by applicable law, regulations and the New York Stock Exchange (the “**NYSE**”) corporate governance listing standards; (vii) oversee the Board’s evaluation of management; and (viii) consider corporate governance issues that may arise from time to time and make recommendations to the Board with respect thereto.

#### B. Committee Membership

The Nominating Committee shall consist of no fewer than three independent Trustees of the Board. Members of the Nominating Committee shall be appointed and may be removed by the Board in its discretion. Each member of the Nominating Committee must satisfy the independence requirements of the NYSE, any rules and regulations of the U.S. Securities and Exchange Commission and any other applicable laws relating to independence, as determined by the Board in its business judgment.

#### C. Committee Powers, Duties and Responsibilities

1. Trustee Nominees. The Nominating Committee shall recommend nominees to the Board for the next annual meeting of shareholders and to fill any vacancies on the Board. This responsibility includes working with the full Board to establish criteria for Board membership, reviewing candidates’ qualifications and any potential conflicts with the Company’s interests, assessing the contributions of current Trustees in connection with their re-nomination, and making recommendations to the full Board with respect to these matters and with respect to the removal of a Trustee. The Nominating Committee shall present all nominees, to the extent practical, in a timely fashion to minimize disruption in the Company’s business and at such a time as to allow for the full consideration of the nominees by the Board and the timely submission of any filing required by the U.S. Securities and Exchange Commission.

2. Trustee Criteria. The Nominating Committee shall select individuals as Trustee nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Company and its shareholders. In selecting Trustee nominees, the Nominating Committee shall assess the nominee’s independence and may consider, among other things, the following, all in the context of an assessment of the perceived needs of the Board at that time:

- diversity, age, background, skills and experience;
- personal qualities, high ethical standards and characteristics, accomplishments, and reputation in the business community;
- knowledge and contacts in the communities in which the Company conducts business and in the Company's industry or other industries relevant to the Company's business;
- ability and willingness to devote sufficient time to serve on the Board and committees of the Board;
- knowledge and expertise in various areas deemed appropriate by the Board; and
- fit of the individual's skills, experience, and personality with those of other Trustees in maintaining an effective, collegial, and responsive Board.

3. Committee Structure. The Nominating Committee shall periodically review the Board's committee structure, including all standing or any ad hoc committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of committees of the Board as the Nominating Committee deems appropriate. In evaluating Trustees to serve as members of each committee of the Board, the Nominating Committee (i) shall take into account the applicable requirements for members of committees of boards of Trustees under the Securities Exchange Act of 1934, as amended, the corporate governance listing requirements of the NYSE, and any other applicable laws, regulations and standards, as in effect from time to time, and (ii) may take into account such other factors or criteria as the committee deems appropriate, including Trustees' desires, judgment, skill, integrity and business or other experience. The Nominating Committee shall review and recommend committee composition annually and shall recommend additional committee members to fill vacancies as needed.

4. Corporate Governance Guidelines. The Nominating Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Nominating Committee periodically (but not less than annually) shall review the Corporate Governance Guidelines and recommend changes as necessary to the Board.

5. Code of Business Conduct and Ethics. The Nominating Committee shall monitor the implementation of the Code, propose to the Board for its approval, from time to time, any revisions thereto as the Nominating Committee deems to be appropriate and consider and act upon any request for waivers under the Code.

6. Board Operations and Compliance. The Nominating Committee, at least annually and more frequently as it deems necessary or appropriate, shall review and make recommendations to the Board concerning the general operations of the Board, including its size and composition. The Nominating Committee also shall (i) advise the Board periodically with respect to the Company's compliance with its Corporate Governance Guidelines and applicable laws and regulations, including the applicable NYSE listing requirements, (ii) consider corporate governance issues that arise from time to time and make recommendations to the Board with respect thereto (including on any remedial or corrective actions to be taken) and (iii) oversee and review on a periodic basis the orientation program for new Trustees, as the Nominating Committee may deem appropriate.

7. Performance Evaluations. The Nominating Committee shall oversee the annual evaluation process for the Board, management and the other committees of the Board. At least annually, the Nominating Committee shall undertake a performance evaluation of the Nominating Committee, including an assessment of its performance in light of the duties and responsibilities set forth in this Charter and such other matters as the Nominating Committee may deem necessary or appropriate in its discretion. In connection with such performance evaluation, the Nominating Committee also shall review and assess the

adequacy of this Charter, and propose to the Board for its review and approval any changes to this Charter deemed necessary or appropriate.

8. Other. The Nominating Committee shall have and the following additional responsibilities:
  - (a) Review proposals to amend the Company's Declaration of Trust or Bylaws and make recommendations to the Board concerning any such proposals.
  - (b) Review shareholder proposals relating to matters of corporate governance and make recommendations to the Board concerning any such proposals.
  - (c) Periodically assess opportunities to enhance the Company's continuing education opportunities for Trustees and make recommendations to the Trustees concerning such opportunities.
  - (d) Periodically review the Company's Code of Ethics and Business Conduct and recommend any changes the Committee deems appropriate to the Board.
  - (e) Undertake any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to matters of corporate governance.

#### **D. Committee, Structure and Operations**

1. Meetings. The Nominating Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case no less than once each year. A quorum at any Nominating Committee meeting shall be at least a majority of the members. The Nominating Committee shall establish a schedule of meetings to be held each year and may schedule additional meetings as it determines to be necessary or appropriate. The Nominating Committee may meet by telephone or videoconference and may take action by unanimous written consent. The Nominating Committee may invite to meetings such officers of the Company or other persons as the Nominating Committee deems necessary or appropriate in its discretion. Minutes of each meeting shall be kept and distributed to each member of the Nominating Committee.

2. Chairperson. The Board shall appoint a Chairperson of the Nominating Committee. The Chairperson shall be responsible for leadership of the Nominating Committee, including presiding, when present, at all meetings of the Nominating Committee, preparing the agenda, making committee assignments and reporting for the Nominating Committee to the Board at its next regularly scheduled meeting following the meeting of the Nominating Committee. If the Chairperson is not present at a meeting of the Nominating Committee, the members present at the meeting shall designate one such member as the acting Chairperson for the meeting. In the event of a tie vote on any issue, the Chairperson's vote shall decide the issue.

3. Procedures. The Nominating Committee may adopt such procedures relating to the conduct of its proceedings as it deems appropriate.

4. Delegation of Authority to Subcommittees. The Nominating Committee may delegate its authority to members as the Nominating Committee deems appropriate; provided, that any such delegation is consistent with applicable rules of the NYSE, and provided further, such committee shall report any actions taken by it to the full Nominating Committee at its next regularly scheduled meeting.

5. Retention and Termination of Outside Advisors. The Nominating Committee shall have the sole authority to retain and terminate outside legal or other advisors to the Nominating Committee as it deems necessary or appropriate in its sole discretion, including any search firm to be used in identifying Trustee candidates. In selecting any such outside advisor, the Nominating Committee shall consider the independence of such outside advisor, as determined by it in its business judgment. The Nominating Committee shall have the sole authority to approve the fees and other retention terms for such outside advisors. The Company shall provide appropriate funding for payment of the compensation (as determined by the Nominating Committee in its sole reasonable opinion) of such outside advisors retained by the Nominating Committee, as well as reasonable ordinary administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its duties.

6. Reporting to Full Board. The Nominating Committee shall report regularly to the Board (but in any event at the next Board meeting) regarding the matters reviewed and the actions taken at each meeting of the Nominating Committee and make appropriate recommendations for action by the Board.

#### **E. Disclosure**

This Charter, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Charter is available on the Company's website and provide the website address.

#### **F. Other Activities**

The Nominating Committee shall perform any other activities consistent with this Charter, the Company's declaration of trust and bylaws and governing law as the Board deems appropriate.

This Charter amends in its entirety and replaces the existing Nominating and Corporate Governance Committee Charter as heretofore in effect.

**July 31, 2014**