



## **Nominating and Corporate Governance Committee Charter**

### **Purpose**

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of SL Green Realty Corp. (the "Company"). Its primary functions are to:

- Advise the Board with respect to the Board's composition, procedures and committees, including by identifying individuals qualified to fill vacancies or newly-created positions on the Board, recommending to the Board the persons it should nominate for election as directors at the annual meetings of the Company's stockholders and recommending directors to serve on all committees of the Board;
- Oversee the evaluation of the Board and the Company's management; and
- Develop and recommend to the Board governance principles (the "Governance Principles") applicable to the Company.

### **Organization**

- The Committee will consist of no fewer than three members, each of whom must meet the independence requirements set forth, from time to time, in the listing standards of the New York Stock Exchange ("NYSE") and any other applicable laws, rules or regulations, including, without limitation, any rules promulgated by the Securities and Exchange Commission (the "SEC").
- The members of the Committee will be appointed, removed and replaced by, and in the sole discretion of, the Board.
- The Board will designate a member of the Committee to be the chairman of the Committee; provided that if the Board does not so designate a chairman, the members of the Committee, by a majority vote, may designate a chairman.
- The Committee will create its own rules of procedure, including rules regarding notice of meetings, quorum and voting. Such rules will be consistent with the Articles of Incorporation, as amended (the "Charter"), and Bylaws, as amended (the "Bylaws"), of the Company and with this charter.
- The Committee may create subcommittees to perform particular functions, either generally or in specific instances.
- Minutes will be kept with regard to each meeting of the Committee, which will record all actions taken by the Committee. The minutes will be maintained with the books and records of the Company. Copies of the minutes of each meeting of the Committee will be sent promptly after the meeting to all members of the Board.
- 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.
- The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee chairman, with further meetings to occur when deemed necessary or desirable by the Committee or its chairman to carry out its duties and responsibilities.
- The Committee may request members of management or others to attend meetings and provide pertinent information as necessary.

### **Responsibilities and Powers**

In order to carry out the purposes described above, the Committee will:

- Assist the Board in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the stockholders of the Company.
- Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.

- Identify individuals believed to be qualified to become Board members, and recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee will recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating and reviewing candidates, including persons suggested by stockholders or others, the Committee will take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, the candidate's industry knowledge and experience, requirements of the NYSE to maintain a minimum number of independent directors, requirements of the SEC to have persons with financial expertise available to serve on the Company's audit committee, the ability of a nominee to devote sufficient time to the affairs of the Company, any actual or potential conflicts of interest, and the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management or stockholders, but it is not required to do so. The Committee, if it deems appropriate, may establish procedures to be followed by stockholders in submitting recommendations for Board candidates. In the event the Company is legally required, by contract or otherwise, to provide a third party with the ability to nominate a director, the selection and nomination of such director need not be subject to the Committee's review.
- Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee will take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee, the interplay of the candidate's experience with the experience of other committee members, requirements of the NYSE for independent members to serve on the Company's audit and compensation committees and the Committee, and requirements of the SEC to have persons with financial expertise available to serve on the Company's audit committee. In appropriate circumstances, the Committee, in its sole discretion, will consider and may recommend the removal of a director for cause, in accordance with the applicable provision of the Charter.
- To the extent the Committee deems appropriate, retain search firms to assist in searches by the Committee for persons to be added to the Board.
- Adopt criteria which the Committee will apply in its selection of new directors. Such criteria shall be approved by the Board.
- Oversee the evaluation of the Board as a whole, including by reviewing the Board's annual evaluation of its own performance, and oversee the evaluation of the Company's management. The Committee, at least annually, will produce and provide to the Board, a performance review of each member of the Board, of each committee and that of senior management. The Committee may establish procedures to allow it to exercise this oversight function.
- Consult from time to time with the Chairman of the Board to obtain his views about whether new members should be added to the Board and about whether current members should be re-nominated or replaced.
- Make recommendations to the Board regarding the size and composition of each standing committee of the Board.
- Monitor the function of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.
- Review committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and report any recommendations to the Board.
- Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this charter will be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
- Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, without limitation, procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or Governance Principle.
- Recommend any proposed changes to the Governance Principles to the Board.

- Develop, produce and provide to the Board, a periodic review (at least annually) of the Governance Principles relating to the membership and functioning of the Board and any other matters the Committee deems appropriate to assure that the Governance Principles are appropriate for the Company and comply with the requirements of the NYSE.
- In connection with its development and review of the Governance Principles, consult with the Company's general counsel and with outside legal counsel (which may be counsel to the Company) about relevant legal requirements and consult other experts about any other matters the Committee deems appropriate.
- Review with the Company's general counsel at least annually the extent to which the Company and its directors are complying with the Governance Principles, and, if necessary, recommend to the Board steps to improve compliance with the Governance Principles.
- Conduct and provide to the Board an annual evaluation of its own performance.
- Conduct and provide to the Board an annual review of this charter and recommend to the Board any changes the Committee deems appropriate to this charter and any recommended changes to the Company's or the Board's policies or procedures.
- Prepare a summary of the actions taken at each Committee meeting and present such summary to the Board at the next Board meeting.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.
- Any performance evaluation conducted by the Committee shall be performed in such manner as the Committee deems appropriate. Any report to the Board may take the form of an oral report by any designated member of the Committee. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee provided that a charter is adopted for such subcommittee.

#### **Resources and Authority of the Committee**

- The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and shall have the resources and authority appropriate to discharge its duties and responsibilities, 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.