

## **JBG SMITH PROPERTIES**

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

#### **A. Purpose**

The principal purposes of the Corporate Governance and Nominating Committee (the “**Governance Committee**”) of the Board of Trustees (the “**Board**”) of JBG SMITH Properties (the “**Company**”) shall be to: (i) identify, recruit and recommend to the full Board qualified candidates for nomination by the Board to be elected as trustees by the Company’s shareholders at the annual meeting of shareholders, or to fill Board vacancies 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 (subject to the Company’s declaration of trust and applicable laws) and the structure and composition of Board committees; (v) recommend to the Board nominees for each Board committee and ensure that such nominees and any incumbent members comply with any legal or regulatory membership criteria; (vi) periodically, but no less than annually, facilitate the assessment of the Board’s performance as a whole and of individual trustees, and of the Board’s committees, as required by applicable law, regulations and the New York Stock Exchange (the “**NYSE**”) corporate governance listing standards; (vii) assist management in the preparation of the disclosure regarding trustee independence and the operations of the Governance Committee as required by the U.S. Securities and Exchange Commission to be included in the Company’s annual proxy statement, (viii) oversee the Board’s evaluation of management; (ix) review of all related party transactions in accordance with the Company’s Related Party Transaction Policy; and (x) consider corporate governance issues that may arise from time to time and make recommendations to the Board with respect thereto.

#### **B. Committee Membership**

The Governance Committee shall consist of no fewer than three independent non-executive trustees of the Company. Members of the Governance Committee shall be appointed by the Board upon the recommendation of the Governance Committee and may be removed by the Board in its discretion. Each member of the Governance Committee must satisfy the requirements of the NYSE and the rules and regulations of the U.S. Securities and Exchange Commission and other applicable laws relating to independence, as determined by the Board in its business judgment. Any action duly taken by the Governance Committee shall be valid and effective, whether or not the members of the Governance Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

## C. Committee Powers, Duties and Responsibilities

1. Trustee Nominees. The Governance 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. In the case of a trustee nominee to fill a Board vacancy created by an increase in the size of the Board, the Governance Committee shall make a recommendation to the Board as to the class of trustees in which the individual should serve. The Governance 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. The Governance Committee shall prepare a plan for the succession of Board members.

2. Trustee Criteria. The Governance 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 Governance 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, education, skills and experience, as well as the restrictions, requirements and recommendations concerning those matters under applicable law and the NYSE rules in relation to the full Board and/or the individual trustees;
- 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.

After the evaluation described above, the Governance Committee shall select trustee nominees and recommend the appointment of such trustee nominees to the Board. The Governance Committee shall provide information of the trustee candidates that may be relevant for the Board's consideration and/or which are required to be provided to the Company's

shareholders pursuant to applicable laws, rules or regulations if and when such candidates are nominated for appointment. The Board shall then select trustee nominees for shareholders to consider and vote upon at the annual meeting of shareholders.

3. Shareholder Nominees. The Governance Committee shall oversee the Company's policies and procedures with respect to the consideration of trustee candidates recommended by shareholders.

4. Committee Structure. The Governance 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 Governance Committee deems appropriate. In evaluating trustees to serve as members of each committee of the Board, the Governance 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 Governance Committee deems appropriate, including trustees' desires, judgment, skill, integrity and business or other experience. The Governance Committee shall review and recommend committee composition annually and shall recommend additional committee members to fill vacancies as needed. In nominating a candidate for committee membership, the Governance Committee shall take into consideration the factors set forth in the charter of that 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 and the interplay of the candidate's experience with the experience of the other committee members.

5. Corporate Governance Guidelines. The Governance Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Governance Committee periodically shall review the Corporate Governance Guidelines and recommend changes as necessary to the Board.

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

7. Board Operations, Composition and Compliance. The Governance 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 and performance of the Board (as a whole and of individual trustees), including the Board's size and composition. The Governance Committee also shall recommend to the Board a member of the Board to serve as its Lead Trustee, if applicable, as set forth in the Company's Corporate Governance Guidelines. The Governance 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 Governance Committee may deem appropriate.

8. Related Party Transactions. The Governance Committee shall conduct an appropriate review of all related party transactions in accordance with the Company's Related Party Transactions Policy. The Governance Committee also will review the Company's Related Party Transactions Policy periodically and will report the results of such reviews to the Board.

9. Director Independence Disclosure. The Governance Committee shall assist management in the preparation of the disclosure regarding director independence and the operations of the Governance Committee as required by the U.S. Securities and Exchange Commission to be included in the Company's annual proxy statement.

10. Performance Evaluations. The Governance Committee shall oversee the annual evaluation process of the Board, management and the other committees of the Board. At least annually, the Governance Committee shall undertake a performance evaluation of the Governance 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 Governance Committee may deem necessary or appropriate in its discretion. In connection with such performance evaluation, the Governance 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.

11. Succession Plan. At least annually, the Governance Committee shall review the Company's succession plan for key executive positions.

12. Other. The Governance Committee shall have such other power, authority, duties and responsibilities as may be assigned to it by the Board from time to time.

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

1. Meetings. The Governance 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 frequently than once each year. A quorum at any Governance Committee meeting shall be at least a majority of the members. The Governance 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 Governance Committee may meet by telephone or videoconference and may take action by unanimous written consent. The Governance Committee may invite to meetings such officers of the Company or other persons as the Governance Committee deems necessary or appropriate in its discretion. Minutes of each meeting shall be kept and distributed to each member of the Governance Committee.

2. Chairperson. The Board shall appoint a Chairperson of the Governance Committee. The Chairperson shall be responsible for leadership of the Governance Committee, including presiding, when present, at all meetings of the Governance Committee, preparing the agenda, making committee assignments and reporting for the Governance Committee to the Board at its next regularly scheduled meeting following the meeting of the Governance Committee. If the Chairperson is not present at a meeting of the Governance Committee, the

members present at the meeting shall designate one such member as the acting Chairperson for the meeting.

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

4. Delegation of Authority to Subcommittees. The Governance Committee may delegate its authority to members as the Governance 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 Governance Committee at its next regularly scheduled meeting.

5. Retention and Termination of Outside Advisors. The Governance Committee shall have the sole authority to retain and terminate outside legal or other advisors to the Governance 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 Governance Committee shall consider the independence of such outside advisor, as determined by it in its business judgment. The Governance 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 Governance Committee in its sole reasonable opinion) of such outside advisors retained by the Governance Committee.

6. Reporting to Full Board. The Governance Committee shall report regularly to the Board regarding the matters reviewed and the actions taken at each meeting of the Governance Committee and make appropriate recommendations for action by the Board.

7. Resources. The Governance Committee shall have full access to any relevant resources of the Company. The Company shall provide appropriate funding for payment of reasonable ordinary administrative expenses of the Governance Committee that are necessary or appropriate in carrying out its duties.

#### **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 Governance 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.

**Approved: June 23, 2017**