



## **Compensation Committee Charter**

### **Purpose**

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

- Determine how the Company's chief executive officer ("CEO") should be compensated;
- Oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans (collectively, the "Plans");
- Set policies, and review CEO recommendations, regarding compensation of the Company's senior executives (other than its CEO); and
- Review and discuss with management the Company's compensation discussion and analysis ("CD&A") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC"), and, based upon such review and discussion, produce the Committee's report on executive compensation required to be included in the Company's proxy statement for its annual meeting.

### **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 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, and such subcommittees shall be comprised of members who meet the independence requirements set forth above and shall have published charters.
- 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:

- Determine the corporate goals and objectives the achievement of which will affect the CEO's compensation, evaluate the

CEO's performance in light of those goals and objectives, and set the CEO's compensation based on this evaluation. In connection with the foregoing, consider, among other things, the Company's performance, the return to its stockholders relative to the returns to stockholders of comparable companies, the compensation of chief executive officers at comparable companies, the CEO's compensation in past years and such other factors as the Committee deems relevant (such criteria, together with the corporate goals and objectives referred to in the preceding sentence, the "CEO Compensation Criteria").

- Review the recommendations of the CEO with regard to the compensation of the officers of the Company (other than the CEO) and with regard to other highly paid employees of the Company and its subsidiaries and, based on that review, recommend any changes it deems advisable or advise the Board that it has approved the recommendations of the CEO. In connection with the foregoing, consider each individual officer's or employee's performance, the Company's performance, the return to its stockholders relative to the returns to stockholders of comparable companies, the compensation of similarly-situated officers and employees at comparable companies, the compensation of such officers and employees in past years and such other factors as the Committee deems relevant (such factors, the "Officers and Employees Compensation Criteria").
- To the extent the Committee deems advisable, retain compensation consultants to advise the Committee about (i) the appropriate level and type of compensation for the CEO in light of the CEO Compensation Criteria, and for officers of the Company (other than the CEO) and other highly paid employees of the Company and its subsidiaries in light of the Officers and Employees Compensation Criteria, and (ii) any other matters that the Committee deems relevant.
- In consultation with the CEO, establish the Company's general compensation philosophy, and oversee the development and implementation of employee compensation programs.
- Oversee the development and implementation of compensation programs for the Board, including members of Board committees.
- Make recommendations to the Board with respect to Plans that will apply to senior executives and other key employees of the Company, oversee the activities of the individuals and committees responsible for administering these Plans, and discharge any responsibilities imposed on the Committee by any of these Plans.
- Review all equity-based plans of the Company, including those to be submitted for stockholder approval under the NYSE listing standards, and, in the case of equity-based plans that are exempt from such stockholder approval requirement, in the Committee's sole discretion, approve such plans.
- To the extent the Committee deems advisable, consult with legal counsel (which may be counsel to the Company) about any matters, including tax deductibility to the Company and tax effects upon employees, that the Committee deems relevant with regard to particular compensation related decisions.
- Review and discuss with management the Company's CD&A, and based on that review and discussion, produce an annual report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
- 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.
- 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 Company's compensation programs.

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.