

# PARAMOUNT GROUP, INC.

## Nominating and Corporate Governance Committee Charter

(Adopted by the Board of Directors on November 6, 2014)

### I. General Statement of Purpose

The general purpose of the Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Paramount Group, Inc. (the “Company”) is to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend director nominees to the Board for election at each annual meeting of stockholders. The Nominating Committee is also responsible for developing and recommending to the Board a set of Corporate Governance Guidelines applicable to the Company, periodically reviewing such Corporate Governance Guidelines and recommending any changes thereto, and overseeing the evaluation of the Board.

In addition to the specific powers and responsibilities delegated to the Nominating Committee in this Charter, the Nominating Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s Articles of Amendment and Restatement or Amended and Restated Bylaws, each as amended from time to time, or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Nominating Committee in this Charter or otherwise shall be exercised and carried out by the Nominating Committee as it deems appropriate without requirement of Board approval, and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the Nominating Committee hereunder) shall be made by the Nominating Committee in its sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Nominating Committee shall have and may exercise all the powers and authority of the Board.

### II. Composition

The Nominating Committee shall consist of at least two (2) members of the Board, each of whom shall satisfy the independence requirements established by the New York Stock Exchange (“NYSE”) Listed Company Manual.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board with or without cause, subject to the terms of any applicable stockholders agreement with the Company. Resignation or removal of a director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Nominating Committee. Any vacancy on the Nominating Committee, occurring for whatever reason, may be filled only by the Board. The Board shall designate one member of the Nominating Committee to be Chairperson of the committee.

### III. Meetings

- The Nominating Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter.

- A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of the members present at such meeting.
- In lieu of a meeting, the Nominating Committee may act by unanimous written consent.
- The Chairperson of the Nominating Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.
- The Chairperson or a majority of the members of the Nominating Committee may call meetings of the Nominating Committee.
- Following each of its meetings, the Nominating Committee shall report on the meeting to the Board at the Board's next regularly scheduled meeting, including a description of all actions taken by the Nominating Committee at the meeting. The Nominating Committee shall keep written minutes of its meetings and deliver a copy of such minutes to the Company's Secretary for inclusion in the corporate records.

#### **IV. Authority and Responsibilities**

The Nominating Committee's purpose and responsibilities shall be to:

##### **A. Annual Review of Charter**

- Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to the Charter that the Nominating Committee deems appropriate.

##### **B. Annual Performance Evaluation of the Nominating Committee**

- At least annually, evaluate its own performance and report the results of such evaluation to the Board.

##### **C. Director Nominee Qualifications**

The following powers and duties of the Nominating Committee shall be subject to the terms of any applicable stockholders agreement with the Company:

- Determine and, at least annually, review the specific minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, if any, and any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess. Any such specific minimum qualifications or qualities or skills shall be set forth in the proxy statement relating to the Company's annual meeting of stockholders and otherwise to the extent required by applicable law. In determining such minimum qualifications, qualities or skills, the Nominating Committee shall also consider additional matters and criteria, if any, approved by the Board and additional matters and criteria, if any, set forth under "Director Qualification

Standards” in the Corporate Governance Guidelines. The specific minimum qualifications or qualities or skills, as approved by the Nominating Committee from time to time, will be set forth in Exhibit A attached to this Charter.

- Establish a policy with regard to the consideration of director candidates recommended by securityholders. The current policy, as approved by the Nominating Committee from time to time, will be set forth in Exhibit A attached to this Charter.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee. The procedures, as approved by the Nominating Committee from time to time, will be set forth in Exhibit A attached to this Charter.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders. The process for identifying and evaluating nominees for the Board, as approved by the Nominating Committee from time to time, will be set forth in Exhibit A attached to this Charter.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria, if any, approved by the Board from time to time or set forth under “Director Qualification Standards” in the Corporate Governance Guidelines, recommend director nominees to the Board for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with stockholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Section 303A of the New York Stock Exchange Listed Company Manual, subject to certain exceptions.
- Recommend to the Board directors for appointment to committees of the Board.
- Review all stockholder nominations and proposals submitted to the Company, determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established pursuant to Section 303A of the NYSE Listed Company Manual.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

**E. Code of Business Conduct and Ethics**

- Oversee the Company's Code of Business Conduct and Ethics (the "Code") and review any reported alleged violations of the Code. Any alleged violations concerning the Company's financial or accounting practices will be referred to the Audit Committee.
- Approve any waiver of the Code for the benefit of any member of the Board or executive officer or, if the Nominating Committee deems it appropriate, the Nominating Committee shall submit a proposed waiver to the entire Board for approval. Any waiver shall be delivered in writing to the Company's corporate Secretary for inclusion in the corporate records.
- Review and monitor the adequacy of the Code annually and recommend any proposed changes to the Board for approval.

**F. Evaluation of Board of Directors**

- Oversee annual evaluation of the Board and its committees for the prior fiscal year.

**G. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Nominating Committee, for payment of compensation to any such persons retained by the Nominating Committee.

**H. Succession**

- Oversee the development of a chief executive officer succession plan for consideration by the Board and report 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 Committee shall also be responsible for overseeing the Company's succession planning for senior management positions other than the chief executive officer.

**I. Governance Recommendations**

- Make recommendations to the Board regarding governance matters, including, but not limited to, governance matters in the Company's Articles of Amendment and Restatement and Amended and Restated Bylaws, each as amended from time to time, and this Charter and the charters of the Company's other committees.

**J. Compliance**

- In consultation with the Audit Committee, exercise oversight with respect to the Company's compliance with legal and ethical requirements. The Nominating Committee shall oversee and discuss with the Company's General Counsel or his or her designee the implementation and effectiveness of the Company's compliance and ethics programs, including the Code.

**V. General**

- The Nominating Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee 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 Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee 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 responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

**EXHIBIT A**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
POLICIES AND PROCEDURES**

[To be approved at the initial meeting of the Nominating and Corporate Governance Committee]