

Alexandria Real Estate Equities, Inc.

Compensation Committee Charter

A. Name

There shall be a committee of the Board of Directors of Alexandria Real Estate Equities, Inc. (the “Company”) which shall be called the Compensation Committee.

B. Purposes

The purposes of the Compensation Committee shall be to (1) discharge the Board of Directors’ responsibilities relating to compensation of certain of the Company’s executives as described in the first item under Section D below, and (2) produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with applicable rules and regulations.

C. Committee Membership and Procedure

The Compensation Committee shall have at least two members. Each member of the Compensation Committee shall satisfy the independence requirements of the New York Stock Exchange and, unless otherwise deemed appropriate by the Board of Directors, meet the definitions of “non-employee director” under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board of Directors shall appoint the members, and shall designate the Chairperson, of the Compensation Committee annually, considering the recommendation of the Nominating & Governance Committee. The members of the Compensation Committee shall serve until their successors are appointed and qualify. The Board of Directors shall have the power at any time to change the membership of the Compensation Committee and to fill vacancies on the Compensation Committee with appropriately qualified persons. The Compensation Committee shall fix its own rules of procedure, except as otherwise expressly provided in this Charter or the by-laws of the Company, the Corporate Governance Guidelines of the Company or Maryland General Corporation Law, as in effect from time to time.

The Compensation Committee shall meet at least annually and shall hold additional meetings as it deems appropriate.

D. Committee Authority and Responsibilities

- The Compensation Committee shall review and approve goals and objectives relevant to the compensation of the Company’s officers holding a position of executive vice president or above and other officers determined by the Board of Directors to be “executive officers” (as such term is defined for the purposes of Item 401(b) of Regulation S-K under the Exchange Act) or “officers” (as such term is defined for the purposes of Rule 16a-1(f) under the Exchange Act). The Compensation Committee shall evaluate such officers’

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performance in light of those goals and objectives, and set their aggregate compensation levels based on such evaluation.

- In determining the long-term incentive component of the compensation of the Executive Chairman (if any), the Chief Executive Officer or any Co-Chief Executive Officer, the Compensation Committee shall consider such factors as it deems appropriate, which may include the Company's performance, relative shareholder return, and the value of similar incentive awards at other real estate companies.
- The Compensation Committee shall make recommendations to the Board of Directors with respect to the adoption or termination of pension and profit sharing plans and the adoption, amendment or termination of cash incentive compensation plans, equity-based incentive compensation plans, deferred compensation plans and other similar plans.
- The Compensation Committee shall approve and administer, or oversee the administration of, cash and stock awards under the Company's incentive compensation and stock plans, including amendments to any award made under any such plans, and review and monitor awards made under such plans, subject, where determined to be appropriate by the Compensation Committee, to ratification by the Board of Directors.
- The Compensation Committee shall have the sole authority and discretion to retain and terminate (and/or obtain the advice of) any compensation consultant, independent legal counsel, or other adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the independence of such compensation consultant, independent legal counsel, or other adviser from management, including those specified in Section 303A.05(c) in the NYSE Listed Company Manual or otherwise by the NYSE. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel, or other adviser retained by the Compensation Committee, and shall have sole authority to approve the fees and the other terms of engagement of any such compensation consultant, independent legal counsel, or other adviser. The Company must provide for appropriate funding for payment of reasonable compensation, as determined by the Compensation Committee, to any compensation consultant, independent legal counsel, or other adviser retained by the Compensation Committee.
- The Compensation Committee shall make regular reports to the Board of Directors in connection with the Company's annual proxy statement and at such other times as deemed appropriate by the Compensation Committee.
- The Compensation Committee shall review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's annual proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC"), and, based on such review and discussion, determine whether to recommend to the Board of Directors that the CD&A be so included.

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- The Compensation Committee shall produce the annual Compensation Committee Report for inclusion in the Company’s annual proxy statement in compliance with the rules and regulations promulgated by the SEC.
- The Compensation Committee shall (1) consider and make recommendations to the Board of Directors regarding qualifications, appointment and removal of Compensation Committee members, and the structure and operations of the Compensation Committee, (2) review and reassess the adequacy of this Charter annually, and (3) recommend any proposed changes to the Board of Directors for approval. The Compensation Committee shall also review its own performance annually.
- The Compensation Committee may appoint and delegate authority to one or more subcommittees, each with one or more members.
- The Compensation Committee may delegate authority to the Executive Chairman (if any), the Chief Executive Officer or any Co-Chief Executive Officer to grant cash and equity awards to employees and independent contractors of the Company or any of its subsidiaries or affiliates who are not “executive officers” (as such term is defined for the purposes of Item 401(b) of Regulation S-K under the Exchange Act), “officers” (as such term is defined for the purposes of Rule 16a-1(f) under the Exchange Act), directors or 10% shareholders of the Company, pursuant to established guidelines.
- The Compensation Committee may review and approve such other compensation matters as directed by the Board of Directors or requested by the Executive Chairman (if any), the Chief Executive Officer or any Co-Chief Executive Officer.