

## **FRANKLIN STREET PROPERTIES CORP.**

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### **A. Purpose**

The Nominating and Corporate Governance Committee of the Board of Directors (the “NCG Committee”) of Franklin Street Properties Corp. (the “Company”), on behalf of the Board of Directors (the “Board”), is responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the NCG Committee, and recommending to the Board the director nominees to stand for election at each annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected) and the persons (if any) to be elected by the Board to fill any vacancies on the Board. The NCG Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and other corporate governance documents and recommending any changes thereto, and ensuring that the Company is in compliance with all corporate governance and listing standards of the NYSE American LLC.

#### **B. Structure and Membership**

The number of individuals serving on the NCG Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established by the NYSE American LLC for listing on the exchange. The members of the NCG Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a member of the NCG Committee from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the NCG Committee. Vacancies occurring on the NCG Committee, for whatever reason, may be filled by the Board. The Board shall designate one member of the NCG Committee to serve as Chair of the NCG Committee.

#### **C. Meetings**

The NCG Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. Such meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the NCG Committee shall constitute a quorum for purposes of holding a meeting and the NCG Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the NCG Committee may act by unanimous written or electronic consent. The Chair of the NCG Committee, in consultation with the other committee members and management, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this charter.

## **D. Authority and Responsibilities**

The NCG Committee's responsibilities shall include the following:

1. Review of Charter. Review and reassess the adequacy of this charter annually and recommend to the Board any amendments or modifications that the NCG Committee deems appropriate.
2. Selection of Director Nominees. Establish criteria for NCG Committee-recommended director nominees, which shall include a description of any specific, minimum qualifications that the NCG Committee believes must be met by an NCG Committee-recommended nominee and a description of any specific qualities or skills that the NCG Committee believes are necessary for one or more of the Company's directors to possess. The criteria for NCG Committee-recommended director nominees shall be set forth in the proxy statement relating to the Company's annual meeting of stockholders or otherwise publicly disclosed by the Company and may be amended from time to time by the NCG Committee.

Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the NCG Committee, recommend that the Board nominate the director nominees for election at each annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected). In circumstances that it deems appropriate, the NCG Committee may also request that the full Board consider for nomination additional director candidates that may or may not meet the minimum qualifications for a candidate to be recommended by the NCG Committee.

3. Board Vacancies. At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the NCG Committee shall recommend to the Board, such candidate for election by the Board to fill such vacancy as the NCG Committee determines meets the criteria established by the NCG Committee for membership on the Board.
4. Board Committee Appointments. Recommend to the Board the directors for appointment to committees of the Board.
5. Corporate Governance Guidelines. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. Review and reassess the adequacy of the Corporate Governance Guidelines periodically and recommend to the Board any amendments or modifications that the NCG Committee deems appropriate.
6. Other Corporate Governance Documents. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter, Bylaws and Code of Business Conduct and Ethics, this charter and the charters of the Board's other committees.

7. Matters Relating to Search Firms. Exercise sole authority to retain and terminate any search firm that is to be used to assist in identifying director candidates, including sole authority to approve any such search firm's fees and other retention terms.
8. Evaluation of the Board. The NCG Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
9. Annual Self-Evaluation. At least annually, the NCG Committee shall evaluate its own performance.
10. Additional Powers. The NCG Committee may perform such other functions as may be requested by the Board from time to time.

**E. General Administration**

1. Delegation to Subcommittees. The NCG Committee may establish and delegate authority to subcommittees consisting of one or more of its members when the NCG Committee deems it appropriate to do so in order to carry out its responsibilities.
2. Board Reports. The NCG Committee shall make regular reports to the Board concerning areas of the NCG Committee's responsibilities hereunder.
3. Views of Others; Consultants, Counsel and Other Advisors. The NCG Committee values and welcomes the views of all interested stakeholders, including stockholders, employees and management, in all areas of the NCG Committee's responsibility. The NCG Committee will meet and consult with the Chairman of the Board, the Chief Executive Officer and other members of management as it deems appropriate in the exercise of its authority. The NCG 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 NCG Committee or meet with any members of, or advisors to, the NCG Committee. The NCG 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.