
NOMINATING, ENVIRONMENTAL AND SOCIAL GOVERNANCE COMMITTEE CHARTER

I. STATUS

The Nominating, Environmental and Social Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Veris Residential, Inc. (the “Company”).

II. MEMBERSHIP

The Committee shall consist of two or more directors, each of whom, in the judgment of the Board of Directors, shall be independent in accordance with the listing standards of the New York Stock Exchange. Members of the Committee shall be appointed by the Board of Directors and shall continue to serve until their successors are appointed or until their earlier resignation or removal. All members of the Committee may be removed or replaced by a majority vote of the entire Board, and any vacancies on the Committee shall be filled by a majority vote of the entire Board. The Board shall elect a Chair of the Committee (the “Chair”).

The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate, provided any such subcommittee is composed entirely of independent directors, as defined under the listing standards of the New York Stock Exchange.

III. MEETINGS

A. Meetings. The Committee will meet at least on a quarterly basis, with further meetings to occur when deemed necessary or appropriate in the judgment of the Committee, either in person or telephonically, and at such times and places as the Committee determines. The Committee may act by unanimous written consent in lieu of a meeting.

B. Quorum; Voting. A majority of the members of the Committee shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

C. Agenda. The Chair shall convene and chair all sessions of the Committee, and in consultation with the Committee members, develop and set agendas for Committee meetings, determine the information needs of the Committee and be responsible for communicating any recommendations of the Committee to the Board in a timely manner. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to the members of the Committee and the Board prior to the meeting.

D. Attendance by Other Directors. Any director who is not a member of the Committee may attend and participate as appropriate in the judgment of the Committee Chair in one or more Committee meetings.

E. Minutes; Report to the Board. The Committee shall maintain minutes of all its meetings to document its activities and recommendations. At the Board meeting following each Committee meeting, or more often, if requested by the Chair of the Board, the Committee's Chair (or the Chair's designee) shall report to the full Board on the Committee's actions. The Committee Chair may invite company counsel (internal or external) to maintain the Committee minutes.

IV. PURPOSE AND RESPONSIBILITIES

A. Purpose. The Committee is responsible for (1) considering and making recommendations to the Board concerning the appropriate size, composition, functions and responsibilities of the Board and its committees, (2) identifying qualified individuals to serve as members of the Board and its committees, (3) recommending policies and procedures to ensure that the Board and its committees are properly constituted and organized to carry out their responsibilities, (4) assisting the Board in developing and implementing the Company's corporate governance principles, (5) exercising general oversight of the Company's corporate governance and considering and making recommendations to the Board with respect to corporate governance matters; and (6) developing, reviewing and providing on-going support for the Company's strategy related to environmental and social governance ("ESG") matters, including but not limited to environmental, health, safety, diversity and inclusion, governance, corporate social responsibility, employee relations, human rights, worker safety, natural resource scarcity and sustainability.

B. Board Composition; Director Nominations. The Committee's duties and responsibilities relating to the composition of the Board and nominees for election to the Board shall consist of the following:

- assisting the Board with the establishment of criteria for Board membership and periodically reviewing and updating the skills matrix established by the Board for evaluating potential director candidates;
- identifying individuals qualified to become Board members and evaluating potential director candidates against the skills matrix established by the Board;
- considering, recommending and recruiting qualified candidates to fill new positions or vacancies on the Board;
- developing and periodically reviewing policies and procedures for considering shareholder nominations for election to the Board, reviewing director candidates nominated by shareholders, and making recommendations to the Board;

- conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible director candidates;
- recommending qualified director nominees for approval by the Board and election by the Company's shareholders;
- identifying members of the Board qualified to serve on any committee of the Board and making recommendations to the Board as to committee membership;
- reviewing all nominations for re-election of directors and reporting to the Board regarding the results of such review;
- developing and overseeing the Company's orientation process for newly elected directors and assisting the Board and the Company's management in its implementation; and
- regularly assessing the adequacy of the Company's continuing director education programs.

C. Corporate Governance. The Committee's duties and responsibilities relating to corporate governance matters shall consist of the following:

- monitoring the independence of the Board, reviewing any actual or potential conflicts of interest of Board members and the Company's senior executives and making recommendations to the Board with respect to any such actual or potential conflicts of interest;
- reviewing transactions pursuant to the Company's Policy and Procedures with Respect to Related Person Transactions;
- monitoring and recommending the functions of the various committees of the Board;
- overseeing the evaluation of members of the Board and its committees and the Company's senior executives;

- receiving comments from all directors and report annually to the Board with an assessment of the Board's performance;
- making recommendations on the structure of Board and committee meetings, including as to whether any Board members, senior executives or other persons should be invited to attend any Board or committee meetings (or any portions thereof) for the purpose of participating in discussions;
- identifying and bringing to the attention of the Board current and emerging corporate governance trends and making recommendations to the Board with respect to corporate governance matters;
- developing and recommending to the Board a set of Corporate Governance Principles applicable to the Company, reviewing and assessing the adequacy of such guidelines annually and recommending any changes the Committee deems appropriate for the Board's consideration;
- reviewing and recommending to the Board retirement and other tenure policies for directors;
- periodically reviewing, assessing and making recommendations to the Board with respect to the Company's plans and procedures for responding to shareholder activism;
- reviewing any shareholder proposals and making recommendations to the Board with respect to actions to be taken in response to such proposals;
- reviewing disclosures included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters; reviewing and making recommendations to the Board regarding the outside activities of Board members and the Company's senior executives, including such persons' service on outside boards of directors; and

- performing any other activities consistent with this Charter, the Company's by-laws and governing law as the Committee or the Board deems appropriate.

D. Environmental, Social and Governance Matters. The Committee's duties and responsibilities relating to environmental, social and governance ("ESG") matters shall consist of the following:

- agreeing on the definition of ESG and its importance to the Company, and providing clarity as to the specific areas of focus to remain competitive and differentiate the Company in the marketplace;
- reviewing the Company's current approach to ESG and assisting the Board in evaluating and making recommendations to the Board regarding opportunities that are of strategic significance to the Company;
- working with Company management to ensure that strategically significant ESG issues are integrated into the culture and core business strategy, including developing oversight strategies to ensure that Company management will bring the same focus and discipline to strategically significant ESG initiatives as they do to other strategic initiatives;
- working with Company management to shape the Company's ESG message to investors and other stakeholders in the context of the strategy and long-term value creation. The Committee will also work with Company management to provide transparent and consistent ESG disclosure and work to improve ESG scores and evaluations from various stakeholders. The Committee will identify best practices for reporting and monitor progress and establish benchmarks; and
- performing any other functions as requested by the Board or appropriate in furtherance of the Committee's purpose or which may be delegated to the Committee, from time to time, by the Board, including evaluating any significant potential portfolio dispositions and/or acquisitions, which by their nature could

materially impact the strategic direction of the Company as it relates to ESG matters.

V. PERFORMANCE EVALUATION

The Committee shall conduct an annual performance evaluation of itself.

VI. COMMITTEE AUTHORITY AND RESOURCES

A. The Committee, upon request to and approval by the Board, may select, employ, and retain internal or outside counsel, experts, and financial, accounting or other professional advisors or consultants as the Board determines are appropriate to assist the Committee in the full performance of its duties hereunder, and all fees, costs and expenses incurred in connection therewith shall be borne by the Company. The Board shall have the authority to approve the fees and other retention terms of any such counsel, experts, and financial, accounting, or other professional advisors or consultants.

B. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

C. The Committee shall have full access to all books, records, facilities, information, and personnel of the Company as deemed necessary or appropriate by the Committee to discharge their responsibilities and perform their duties hereunder. The Committee may request that directors, officers or employees attend the Committee's meetings (or a portion thereof) to provide such pertinent information as the Committee requests.

D. The Board may, in its discretion, pay a reasonable fee to the Committee members to compensate them for their time spent as a Committee member and shall authorize the reimbursement by the Company of members of the Committee for all of their reasonable out of pocket expenses.

VII. COMMITTEE CHARTER

The Committee shall review at least annually the adequacy of this Charter and recommend any changes to the Board for approval. This Charter shall be made available on the Company's website.