

# REXFORD INDUSTRIAL REALTY, INC.

## Corporate Governance Guidelines

The Board of Directors (the “Board”) of Rexford Industrial Realty, Inc., a Maryland corporation (the “Company”), has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s charter (the “Charter”), bylaws (the “Bylaws”) and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company or as required by applicable laws and regulations.

These Guidelines are available on the Company’s website at “[www.rexfordindustrial.com](http://www.rexfordindustrial.com)” and to any stockholder who otherwise requests a copy. The Company’s Annual Report on Form 10-K will state the foregoing.

### **The Board**

#### *Size of the Board*

The Charter provides that the number of directors may be increased or decreased from time to time by the Board pursuant to the Bylaws, but shall never be less than the minimum number required by the Maryland General Corporation Law. The Bylaws provide that the number of directors shall never be more than 15. The Board currently has eight members. The Board believes that eight directors is an appropriate size based on the Company’s present circumstances. The Board will periodically review the size of the Board and any recommendation of the Nominating and Corporate Governance Committee regarding board size and determine the size that is most effective in relation to future operations.

#### *Independence of the Board*

The Board will be comprised of a majority of directors who qualify as independent directors (the “Independent Directors”) under the listing standards of the New York Stock Exchange (the “NYSE”). No more than 3 management executives who are employed by the Company or who were employed by the Company in the previous 3 years may serve on the Board at the same time.

The Board will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE. The basis for any determination that a relationship is not material will

be published in the Company's annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K filed with the Securities and Exchange Commission.

#### *Separate Sessions of Non-Management Directors and Independent Directors*

The non-management directors will meet in executive session without management directors or management present on a periodic basis, but no less than two times a year. The name of the chair of such meetings will be published along with a means for stockholders to communicate with the non-management directors. The non-management directors will review the Company's implementation of and compliance with its Guidelines and consider such matters as they may deem appropriate at such meetings. Non-management directors are all directors who are not company officers (as that term is defined in Rule 16a-1(f) under the Securities Act of 1933), including such directors who are not independent by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, if the non-management directors include directors who are not also Independent Directors, the Independent Directors shall also meet separately at least once per year in executive session.

#### *Director Qualification Standards*

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the Board's performance as a whole and of individual directors, as required by applicable law, regulations and the listing standards of the NYSE. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Corporate Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including:

- (1) personal and professional integrity, ethics and values;
- (2) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
- (3) experience in the Company's industry and with relevant social policy concerns;
- (4) experience as a board member of another publicly held company;
- (5) diversity (of both background and experience);
- (6) academic expertise in an area of the Company's operations; and
- (7) practical and mature business judgment, including ability to make independent analytical inquiries.

The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

#### *Selection of New Directors*

The entire Board will stand for election by the stockholders of the Company each year at the Company's annual meeting, unless the Board resolves otherwise pursuant to applicable Maryland law. Each year, at the annual meeting, the Board will recommend a slate of nominees for election as directors by the stockholders. In accordance with the Charter and the Bylaws, the Board will also be responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the entire Board for nomination and/or election.

#### *Selection of Chairman of the Board*

The Board will select the Chairman of the Board in accordance with the Company's Bylaws.

#### *No Specific Limitation on Other Board Service*

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities, except with respect to members serving on the Audit Committee, as described below. However, the Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's stockholders.

Due to the demanding nature of service on the Audit Committee, the members of the Audit Committee may not serve on the audit committees of the boards of directors of more than two other companies at the same time as they are serving on the Audit Committee, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in the Company's annual proxy statement.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

#### *Directors Who Resign or Materially Change Their Current Positions With Their Company*

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer, such director should inform the Board and, if requested by the Board, shall submit his or her resignation to the Board,

which shall take effect immediately upon its receipt or at such later time specified in the resignation.

If, in any election of directors of the Company that is not a Contested Election (as defined below), an incumbent director nominated for re-election does not receive a majority of the votes cast on his or her election and therefore is not re-elected, such incumbent director shall promptly offer to tender his or her resignation as a director, subject to acceptance thereof by the Board. The Nominating and Corporate Governance Committee will promptly consider any such offer to resign and will make a recommendation to the Board as to whether such offer to resign should be accepted or rejected, or whether other action should be taken with respect to such offer to resign. Any incumbent director whose offer to resign is under consideration may not participate in any deliberation or vote of the Nominating and Corporate Governance Committee or the Board regarding such offer to resign. Notwithstanding the foregoing, in the event that (a) no nominee for election as a director receives the required vote, the Nominating and Corporate Governance Committee shall make a final determination as to whether the Company shall accept any or all resignations, including those resignations from the members of the Nominating and Corporate Governance Committee or (b) no nominee for election as a director that is a member of the Nominating and Corporate Governance Committee receives the required vote, but one or more nominees for election as a director receives the required vote, such elected director(s) shall make a final determination as to whether the Company shall accept any or all resignations, without the need for a recommendation by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept, reject or take other action with respect to any such offer to resign. Within ninety 90 days after the date on which certification of the stockholder vote on the election of directors is made, the Board will publicly disclose its decision and rationale regarding whether to accept, reject or take other action with respect to such offer in a press release, a periodic or current report filed with the Securities and Exchange Commission or by other public announcement. If any director's offer to resign is not accepted by the Board, such director will continue to serve until his or her successor is elected and qualifies or his or her earlier death, retirement, resignation or removal. If any director's offer to resign is accepted by the Board, then such director will thereupon cease to be a director of the Company, and the Board, in its sole discretion, may fill the resulting vacancy or may decrease the size of the Board pursuant to the provisions of the Bylaws.

For the purposes of these Guidelines, a "Contested Election" shall mean an election of directors at any meeting of the stockholders duly called and at which a quorum is present and directors are to be elected if, in connection with such meeting, (i) the secretary of the Company shall have received one or more notices that a stockholder has nominated or proposes to nominate a person or persons for election as a director, which notice(s) purports to be in compliance with the advance notice requirements set forth in Section 11 of Article II of the Bylaws, irrespective of whether the Board at any time determines that any such notice(s) is not in compliance with such requirements, and (ii) as of the fourteenth (14<sup>th</sup>) day preceding the date of the proxy statement (as defined in the Bylaws), such nomination or proposed nomination has not been withdrawn by such stockholder and would cause the number of nominees and proposed nominees to exceed the number of directors to be elected at such meeting, as determined by the secretary of the Company, irrespective of whether such nomination or proposed nomination is thereafter withdrawn by such stockholder.

### *Term Limits*

As each director is subject to election by stockholders on an annual basis, the Board does not believe it is in the best interests of the Company to establish term limits at this time.

Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

### *Director Responsibilities*

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- (1) overseeing the conduct of the Company's business and evaluating whether the Company's business is being properly managed;
- (2) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- (3) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- (4) reviewing and, where appropriate, approving changes in, and major determinations under, these Guidelines, the Company's Code of Business Conduct and Ethics and other Company policies;
- (5) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- (6) with respect to the Compensation Committee, regularly evaluating the performance and approving the compensation of the Executive Chairman;
- (7) with respect to the Compensation Committee, regularly evaluating the performance and compensation of principal senior executives;
- (8) planning for succession with respect to the position of Executive Chairman and monitoring management's succession planning for other key executives; and
- (9) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

### *Compensation*

The Company's executive officers shall not receive additional compensation for their service as directors. Senior management of the Company will report once a year to the Compensation Committee regarding the status of the Company's non-management director compensation in relation to other U.S. companies of comparable size and the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's non-management directors, including any charitable contributions by the Company to organizations in which a non-management director is involved. Following a review of the report, the Compensation Committee will recommend any changes in non-management director compensation to the Chairman of the Board, which changes will be approved or disapproved by the Board after a full discussion.

Director fees and expense reimbursements are the sole form of compensation that members of the Audit Committee may receive from the Company.

### *Stock Ownership*

The Company encourages directors to purchase shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

### *Conflicts of Interest*

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, offer to excuse himself or herself from discussion on the matter and not vote on the matter unless so requested by the Board.

### *Board Orientation and Continuing Education of Board Members*

The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, Guidelines, principal officers, internal auditors and independent auditors.

The Company will make available to directors continuing education programs, and each director is expected to participate in such programs, as management or the Board determines desirable.

### *Interaction with Institutional Investors, the Press and Customers*

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the management, meet or otherwise

communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

#### *Board Access to Senior Management*

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Co-Chief Executive Officers of the Company.

#### *Board Access to Independent Advisors*

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

#### *Annual Self-Evaluation*

Following the end of each fiscal year, the Nominating and Corporate Governance Committee will oversee an annual assessment by the Board of the Board's performance. The Nominating and Corporate Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Nominating and Corporate Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

### **Board Meetings**

#### *Frequency of Meetings*

The Board will meet at least one time annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

#### *Director Attendance*

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of non-

management directors and the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman or the chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

#### *Attendance of Non-Directors*

The Chairman of the Board or of any committee may bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board that involves the member of management, advisor or consultant and (ii) make presentations to the Board on matters which involve the member of management, advisor or consultant. Attendance of non-directors at Board meetings is at the discretion of the Board.

#### *Agendas*

The Chairman of the Board establishes the agenda for each Board meeting with input from the management and, as necessary or desired, from the other directors and Company advisors.

#### *Advance Receipt of Meeting Materials*

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

### **Committee Matters**

#### *Number, Name, Responsibilities and Independence of Committees*

The Board currently has three committees, each composed entirely of Independent Directors. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as delegated by the Board in compliance with the Company's Bylaws and the committee's charter. These charters are available on the Company's website at "www.rexfordindustrial.com."

The current committees are:

- (1) Audit Committee. The Audit Committee consists of at least three members and reviews the work of the Company's internal accounting and audit processes and independent auditors. The committee has sole authority to appoint and fire the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors.
- (2) Compensation Committee. The Compensation Committee consists of at least two members and reviews and approves the Company's goals and objectives relevant



to compensation, stays informed as to market levels of compensation and approves compensation levels and plans for Board members and officers and other senior employees that correspond to the Company's goals and objectives. The committee also produces an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

- (3) Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee consists of at least three members and is responsible for recommending to the Board individuals to be nominated for election as directors or appointed as committee members. This includes evaluation of new candidates as well as evaluation of current directors. This committee is also responsible for developing and recommending to the Board these Guidelines, as well as reviewing and recommending revisions to these Guidelines on a regular basis. This committee also performs other duties described in these Guidelines and prepares any disclosure of the nominating process required by applicable rules and regulations.

#### *Assignment and Rotation of Committee Members*

Based on the recommendations of the Nominating and Corporate Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

Each member of the Audit Committee must (1) satisfy the independence requirements of the NYSE and applicable regulations promulgated by the Securities and Exchange Commission, (2) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities and Exchange Act of 1934, as amended, and (3) be an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended, and (4) must be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment, and at least one member of the Audit Committee must have accounting or related financial management expertise as determined by the Board. In addition, at least one member of the Audit Committee must meet the definition of "audit committee financial expert" as determined by the Board in its business judgment in accordance with Item 401(h) of Regulation S-K.

#### *Frequency of Committee Meetings*

The Audit Committee will meet at least once during each fiscal quarter. The Compensation Committee and Nominating and Corporate Governance Committee will meet at least two times annually. In addition, special meetings may be called by the chairman of the committee from time to time as determined by the needs of the business. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

### *Committee Agendas*

The chairman of each committee, in consultation with the appropriate members of the respective committee, will develop his or her committee's agenda.

### *Committee Self-Evaluations*

Following the end of each fiscal year, each committee will review its performance and charter and recommend to the Board any changes it deems necessary. In addition, the Nominating and Corporate Governance Committee shall oversee the Board's annual review of the performance of each committee, and will make appropriate recommendations to improve performance.

## **Leadership Development**

### *Annual Review of Executive Chairman*

The Compensation Committee shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Executive Chairman's next annual performance evaluation. At the end of each year, the Executive Chairman shall make a presentation or furnish a written report to the Compensation Committee indicating his or her progress against such established performance criteria. Thereafter, with the Executive Chairman absent, the Compensation Committee shall meet to review the Executive Chairman's performance. The results of the review and evaluation shall be communicated to the Executive Chairman by the Chairman of the Compensation Committee.

### *Succession Planning*

The Board works on a periodic basis with the Executive Chairman to review, maintain and revise, if necessary, the Company's succession plan upon the Executive Chairman's retirement and in the event of an unexpected occurrence. The Executive Chairman shall report annually to the Board on succession planning for the Executive Chairman and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Board, on a continuing basis, the Executive Chairman's recommendations regarding his or her successor should he or she be unexpectedly disabled.

### *Management Development*

The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.