



**EQUITY RESIDENTIAL
CORPORATE GOVERNANCE COMMITTEE CHARTER
(effective December 13, 2018)**

Purpose

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Trustees of Equity Residential (the “Company”) is to recommend individuals to the Board for nomination as members of the Board and its committees; develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and periodically review such guidelines and recommend any changes thereto; oversee the annual performance evaluations of the Board and its committees and Trustees; and generally advise the Board on corporate governance matters.

Membership

The Committee shall be comprised of at least three trustees appointed by the Board who meet the independence requirements of the New York Stock Exchange (“NYSE”).

Meetings

The Committee shall meet in person or telephonically as often as it determines is necessary or appropriate, but not less frequently than twice annually. Actions by the Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chair. In the event of a tie vote on any issue, the Chair’s vote shall decide the issue. The Committee may request that any trustees or members of management of the Company or Adviser (as hereinafter defined), as it deems necessary or appropriate, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

Goals and Responsibilities

The Committee shall have the following goals and responsibilities:

I. Board Composition

- a. Review from time to time the size of the Board and recommend to the Board any changes to such size that the Committee deems appropriate.
- b. Determine the skills and qualifications required of Trustees; develop criteria to be considered in selecting potential candidates for Board membership; and identify and screen candidates for future Board membership.
- c. Annually evaluate candidates to be nominated to service on the Board and recommend to the Board for its approval the slate of nominees to stand for

election at the annual meeting of shareholders, or if applicable, at any special meeting of shareholders. The Committee shall also recommend to the Board candidates to fill vacancies or new positions on the Board, as necessary or advisable. In nominating candidates, the Committee shall take into consideration such factors outlined in the Company's Guidelines on Governance.

- d. Annually recommend to the Board for its approval the appointment of Trustees to Board committees and the selection of a chair for each Board committee. The Committee shall also recommend to the Board candidates to fill vacancies or new positions on the Board committees, as necessary or advisable. In nominating a candidate for committee membership, the Committee shall take into consideration any factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- e. Review and recommend to the Board actions to be taken, if any, regarding resignations tendered by a Trustee due to: (i) a substantial change in the Trustee's principal occupation; or (ii) such Trustee failing to receive a majority of votes present and voting at a meeting of shareholders in an uncontested election of Trustees.
- f. Oversee on an annual basis the performance evaluations of the Board and its committees and Trustees.

II. Other Governance Matters

- a. Review proposals to amend the Company's Declaration of Trust or Bylaws and make recommendations to the Board concerning any such proposals.
- b. Review shareholder proposals relating to matters of corporate governance and make recommendations to the Board concerning any such proposals.
- c. Assist the Board in fulfilling its oversight responsibility for the Company's enterprise risk management program by periodically discussing with management the Company's major risk exposures and the steps management has taken to monitor and control such exposure, including the Company's risk assessment and risk management policies.
- d. Periodically assess opportunities to enhance the Company's new Trustees' orientation program and Trustees' continuing education and make recommendations to the Trustees concerning such opportunities.
- e. Periodically review the Company's Code of Ethics and Business Conduct and recommend any changes the Committee deems appropriate to the Board.
- f. Assess the Company's disclosure of Environmental, Social and Governance (ESG) matters, including the review of any annual ESG report published by the Company.

- g. Undertake any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to matters of corporate governance.

III. Guidelines on Governance

The Committee shall review, at least annually, the Company's Guidelines on Governance and recommend to the Board any changes to the guidelines that the Committee deems necessary or desirable. On an ongoing basis, the Committee shall assist the Board in carrying out the Company's Guidelines on Governance and monitor the compliance by the Board and its committees with the Guidelines.

IV. Committee Reports

The Committee shall produce the following reports and provide them (in either written or oral form) to the Board:

- a. An annual performance evaluation of the Committee under this Charter. The performance evaluation shall also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee.
- b. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Delegation to Subcommittee

The Committee may form subcommittees consisting of at least two members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such authority as the Committee deems appropriate, provided that the decision of such subcommittee shall be presented to the full Committee at its next meeting, and provided further that the Committee shall not delegate to a subcommittee any authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. Accordingly, the Committee is authorized, in its sole discretion, to retain or obtain the advice of trustee search firms, legal counsel or other independent advisers (each an "Adviser") and shall be directly responsible for the appointment, compensation and oversight of the work of the Advisers retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee. When selecting an Adviser, the Committee shall first take into consideration all factors relevant to the Adviser's independence from management in accordance with the applicable rules of the Securities and Exchange Commission and NYSE listing requirements.