

**BRANDYWINE REALTY TRUST  
BOARD OF TRUSTEES**

**EXECUTIVE COMMITTEE CHARTER**

**Membership**

Membership on the Executive Committee of the Board of Trustees (the “Board”) of Brandywine Realty Trust (the “Company”) consists of the Chairman of the Board, the President and Chief Executive Officer and at least two non-executive trustees (one of which shall be the Chairman of the Board). Membership is determined annually by the Board upon the recommendation of the Corporate Governance Committee. The Executive Committee Chairman is appointed by the Board upon the recommendation of the Corporate Governance Committee.

**Meetings**

The Executive Committee meets as needed during the year. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Secretary to the Executive Committee. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Executive Committee. The Executive Committee may also act by unanimous written consent without a meeting.

**Authority**

The Board has delegated to the Executive Committee power and authority to authorize and approve (i) acquisitions and dispositions of real estate and real estate-related facilities, and interests therein (including joint venture interests), so long as the acquisition or disposition price or amount of the investment, as applicable, of any given acquisition, disposition or investment is not in excess of \$100 million; (ii) entry into secured or unsecured loans (and guaranties of payment in respect of such loans) from banks, insurance companies or other third parties so long as the principal amount of any given loan does not exceed \$100 million; and (iii) entry into development agreements, construction contracts and other agreements, commitments and arrangements so long as the aggregate payments scheduled under any given agreement, contract, commitment or arrangement is not expected to exceed \$100 million as of the date of the execution or making thereof.

The Board has delegated to the Executive Committee power and authority to oversee hedging activities and repurchases of debt securities of the Company and its subsidiaries and, in furtherance of its oversight, the Executive Committee may set, from time to time, parameters within which the Company’s President and Chief Executive Officer and Executive Vice President and Chief Financial Officer may authorize the Company and its subsidiaries (i) to enter into hedge contracts, swaps and other arrangements designed to provide financial protection (including on account of interest rate changes) to the Company and its subsidiaries and (ii) to repurchase debt securities of the Company and its subsidiaries.

The delegation of powers and authority by the Board to the Executive Committee does not divest the Board of such powers and authority or limit in any way the powers and authority of the Board.

The Board's delegation of powers and authority to the Executive Committee does not limit the Board's authorization of the President and Chief Executive Officer, without further approval from the Board, to cause the Company and its subsidiaries: (i) to authorize and approve acquisitions and dispositions of real estate and real estate-related facilities, and interests therein (including joint venture interests), so long as the acquisition or disposition price or amount of the investment, as applicable, of any given acquisition, disposition or investment is not in excess of \$50 million; (ii) to authorize and approve entry into secured or unsecured loans (and guaranties of payment in respect of such loans) from banks, insurance companies or other third parties so long as the principal amount of any given loan does not exceed \$50 million; and (iii) to authorize and approve entry into development agreements, construction contracts and other agreements, commitments and arrangements so long as the aggregate payments scheduled under any given agreement, contract, commitment or arrangement is not expected to exceed \$50 million as of the date of the execution or making thereof; provided that the preceding \$50 million limitation does not limit the Board's authorization of the President and Chief Executive Officer, without further approval from the Board, to authorize any joint venture or similar investment vehicle (a "Venture") in which the Company or any subsidiary of the Company is a partner or member to refinance any non-recourse mortgage (or similar) loan of the Venture or one or more subsidiaries of the Venture or to authorize the execution and delivery by the Company or any subsidiary of the Company of a guaranty of non-recourse "carve-outs" to any such the loan.

### **Reporting Responsibility**

All action taken by the Executive Committee shall be reported to the Board at the next Board meeting following such action.

Last Amended: December 10, 2013