

Boston Properties, Inc.

Compensation Committee Charter

I. General Statement of Purpose

The purposes of the Compensation Committee of the Board of Directors (the “Compensation Committee”) of Boston Properties, Inc. (the “Company”) are to: (1) review and approve corporate goals and objectives relevant to the compensation of the Company’s Chairman of the Board (if he or she is an employee), the Chief Executive Officer (the “CEO”) and such other executive officers that may be designated by the Chairman and/or the CEO (collectively, the “Designated Officers”), evaluate the Designated Officers’ performance in light of such goals and objectives, and determine and approve the compensation of such Designated Officers based on such evaluations, (2) approve the compensation of the Company’s executive officers other than the Designated Officers, (3) recommend to the Board of Directors (the “Board”) for approval the compensation of the Company’s non-employee directors, (4) oversee the Company’s incentive-compensation plans and equity-based plans, and (5) produce the Compensation Committee report required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K. For purposes of this charter, the term “executive officer” has the meaning ascribed to the term “officer” in Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Rule 16a-1 promulgated thereunder.

II. Composition

The number of individuals serving on the Compensation 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 New York Stock Exchange Listed Company Manual for listing on the exchange. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as, and are expected to continue qualify as, “non-employee directors” as defined in Rule 16b-3 under the Exchange Act, and “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed annually 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 Compensation Committee from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring on the Compensation Committee, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chairman of the Compensation Committee.

III. Meetings

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. Such meetings shall 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 Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent. The Chairman of the Compensation Committee, in consultation with the other committee members and management, may determine the frequency and length of the regular committee meetings and may set meeting agendas consistent with this charter. The Chairman of the Compensation Committee or a majority of the members of the Compensation Committee may call special meetings of the Compensation Committee.

IV. Responsibilities

The Compensation Committee's responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications that the Compensation Committee deems appropriate.

B. Compensation of Officers

- Review and approve the corporate goals and objectives relevant to the compensation of the Company's Designated Officers.
- Evaluate the Designated Officers' performance in light of the goals and objectives that are approved for the Designated Officers and determine and approve the Designated Officers' compensation based on such evaluation. In determining the long-term incentive component of the Designated Officers' compensation, the Compensation Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to comparable officers at comparable companies and the awards given to the Company's Designated Officers in past years.
- Review and approve the compensation of all executive officers other than the Designated Officers.

C. Executive Officer Employment Agreements and Benefits

- Determine and approve any employment agreements, severance arrangements, retirement arrangements and special or supplemental benefits for the executive officers of the Company, including perquisite benefits.

D. Compensation of Non-Employee Directors

- Make such recommendations to the Board as the Compensation Committee deems advisable with respect to the compensation of all non-employee directors, including with respect to awards under all incentive-based compensation plans and equity-based plans.

E. Equity-Based Plans

- Review and make recommendations to the Board, for its approval, with respect to the adoption, amendment or termination of any equity-based plan of the Company.
- Unless otherwise determined by the Board with respect to a particular equity-based plan, administer any equity-based plan adopted by the Company, including determining and approving awards thereunder, subject to the following provisions. The Compensation Committee shall be responsible for determining and approving all awards made to executive officers under any equity-based plan. Except as otherwise specifically delegated by the Board, the Board shall be responsible for determining and approving all awards made to non-employee directors under any equity-based plan and administering the Company's equity-based plans with respect to such awards. The Compensation Committee, in its discretion, may delegate its authority to grant or administer awards (other than awards to executive officers or directors) under any equity-based plan to any director(s) or executive officer(s), as permitted by applicable law.

F. Non-Equity-Based Incentive Plans

- Unless otherwise determined by the Board with respect to a particular plan, determine, approve and administer any non-equity-based incentive plan of the Company applicable to any of the Company's executive officers, including, without limitation, determining and approving all awards to the Company's executive officers thereunder. The Company's management shall be primarily responsible for determining and approving any non-equity incentive plans of the Company that are not applicable to any of the Company's executive officers or directors; provided that the Compensation Committee shall be

responsible for overseeing any such plan and, to the extent the approval of the Board or a committee thereof is otherwise required, approving any such plan.

G. Compensation Committee Report and Compensation Discussion and Analysis

- Review and discuss with management the Compensation Discussion and Analysis to be included in the Company’s proxy statement or annual report on Form 10-K (“CD&A”).
- Based on the Compensation Committee’s review and discussions with management of the CD&A, make a recommendation to the Board as to whether the CD&A should be included in the Company’s proxy statement or annual report on Form 10-K.
- The Compensation Committee shall prepare the Compensation Committee report required by Item 407(e)(5) of Regulation S-K (or any successor provision) promulgated by the SEC to be included in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K filed with the SEC.

H. Annual Performance Evaluations

- Perform an annual performance evaluation of the Compensation Committee and report the results of such evaluation to the Board.
- Oversee the evaluations of the Company’s management.

V. Additional Authority

- The Compensation Committee is authorized to exercise any of the powers of the Board of Directors not specifically delegated hereunder with respect to the compensation of non-officer employees.
- The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser.
- The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation

consultant, independent legal counsel or other adviser retained by the Compensation Committee.

- The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Compensation Committee.
- The Compensation Committee may select or obtain advice from a compensation consultant, legal counsel or other adviser to the Compensation Committee (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) only after taking into consideration, all factors relevant to that person's independence from management, including the following:
 - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

VI. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities hereunder.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility hereunder.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation 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 Compensation Committee or meet with any members of or advisors to the Compensation Committee.
- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: July 21, 2016