

Alexandria Real Estate Equities, Inc.

Nominating & Governance Committee Charter

A. Name

There shall be a committee of the Board of Directors of Alexandria Real Estate Equities, Inc. which shall be called the Nominating & Governance Committee.

B. Purposes

The purposes of the Nominating & Governance Committee shall be to (1) identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors, and recommend for selection by the full Board of Directors the director nominee(s) proposed by the Committee for the Company's next annual meeting of shareholders; (2) develop and recommend for adoption by the Board of Directors a set of Corporate Governance Guidelines of the Company; and (3) oversee the evaluation of the effectiveness of the Board of Directors and management.

C. Committee Membership and Procedure

The Nominating & Governance Committee shall have at least three members. Each member of the Nominating & Governance Committee shall satisfy the independence requirements of the New York Stock Exchange.

The Board of Directors shall appoint the members, and shall designate the Chairperson, of the Nominating & Governance Committee. The members of the Nominating & Governance Committee shall serve until their successors are appointed and qualify. The Board of Directors shall have the power at any time to change the membership of the Nominating & Governance Committee and to fill vacancies on the Committee with appropriately qualified persons. The Nominating & Governance Committee shall fix its own rules of procedure, except as otherwise expressly provided in this Charter, the by-laws of the Company, the Corporate Governance Guidelines of the Company or the rules of the New York Stock Exchange.

D. Committee Authority and Responsibilities

- The Nominating & Governance Committee shall seek, interview and screen individual(s) qualified to become board members, as may from time to time be desirable and/or required, and recommend for nomination by the Board of Directors the director nominee(s) for the Company's next annual meeting of shareholders, in each case consistent with director qualification standards approved by the Board of Directors, as required by the Corporate Governance Guidelines of the Company.
- As the need arises to fill vacancies, the Nominating & Governance Committee shall actively seek, interview and screen individual(s) qualified to become board members for recommendation to the Board of Directors, and recommend for election by the Board of Directors the director nominee(s) proposed by the Committee to fill any such vacancies,

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in each case consistent with director qualification standards approved by the Board of Directors, as required by the Corporate Governance Guidelines of the Company.

- The Nominating & Governance Committee shall review the appropriateness of the size of the Board of Directors relative to its various responsibilities and the overall composition of the Board of Directors, taking into consideration such factors as business experience and specific areas of expertise of each board member, and make recommendations to the Board of Directors regarding changes to the size of the Board of Directors as deemed necessary or advisable by the Committee.
- The Nominating & Governance Committee shall have the sole authority to engage and terminate any search firm that is to be used to identify director candidate(s) and shall have sole authority to approve any such search firm's fees and other terms of engagement. The Nominating & Governance Committee shall also have authority to obtain such advice and assistance from such advisors as it shall deem necessary and/or appropriate.
- The Nominating & Governance Committee shall annually recommend to the Board of Directors the committees of the Board of Directors on which directors shall serve and the directors who will serve as the Chairpersons of those Committees.
- The Nominating & Governance Committee shall oversee the evaluation of the effectiveness of the Board of Directors and the management of the Company and make recommendations to the Board of Directors with regard thereto, as and if appropriate.
- The Nominating & Governance Committee shall review, and assess at least annually the adequacy of, the Corporate Governance Guidelines of the Company and shall recommend any proposed changes to the Board of Directors for approval.
- The Nominating & Governance Committee shall make regular reports to the Board of Directors.
- The Nominating & Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval. The Nominating & Governance Committee shall also review its own performance annually.
- The Nominating & Governance Committee may form and delegate authority to such subcommittees as it deems appropriate.
- The Nominating & Governance Committee shall have such additional authority and responsibilities as are set forth in the Corporate Governance Guidelines of the Company.