



**Douglas Emmett, Inc.**

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Ticker : DEI Country of Operation : USA

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Meeting Date : 5/24/2023 Meeting Type : Annual

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<b>Item #</b>	<b>Proposal Text</b>	<b>Proponent</b>	<b>Mgmt Rec</b>	<b>Vote Instruction</b>	<b>Vote Rationale</b>
1	Advisory Vote to Ratify Named Executive Officers' Compensation	Management	For	Against	While company made efforts to respond to last year's poor MSOP result, the improvements made were inadequate and pay and performance remain misaligned. LTI award size remains subject to a discretionary performance assessment, and there are still two NEOs are still paid CEO-level pay.

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