

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Corporate Compliance Manual

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INTRODUCTION

Purpose of the Manual

Our Company sets high ethical and professional standards for all its employees. Our reputation for integrity in the marketplace is one of our most important – and potentially most fragile – assets. This Corporate Compliance Manual is to guide and assist you in upholding these standards.

This Manual describes your special responsibilities as an employee of a public company, the Company's reporting requirements and other responsibilities as an employee. The Manual should be read in conjunction with, and it operates in accordance with the procedures and guidelines in, the Company's Employee Manual and the Code of Business Conduct and Ethics (the "Code of Conduct," which is **Appendix C**).

As an employee of the Company, you must conduct yourself in accord with the policies in this Manual, the Employee Manual, and the Code of Conduct. If you are unsure about any compliance matter, you should not try to resolve it by yourself, and you should instead inquire with a member of the Legal Department. See the Code of Conduct for information on reporting violations, including additional reporting contact persons. Please refer to the Employee Manual for procedures on how and when to report workplace issues, including those relating to harassment or discrimination or general working conditions.

Empire State Realty Trust, Inc. and Empire State Realty OP, L.P.

Empire State Realty Trust, Inc. ("ESRT") is regulated by the Securities and Exchange Commission (the "SEC") and the New York Stock Exchange ("NYSE"), where its Class A common stock is publicly traded under the symbol "ESRT."

ESRT is the general partner in Empire State Realty OP, L.P. ("ESROP"), which is also regulated by the SEC and the NYSE, where its Series ES, Series 60 and Series 250 operating partnership units (collectively, "OP Units") are publicly traded on the NYSE/ARCA under the symbols: "ESBA", "OGCP" and "FISK," respectively.

All references to the "Company" include ESRT, ESROP and their affiliates. Attached as **Appendix A** is a structure chart for the Company.

Delivery and Acknowledgement

This Manual is distributed to all existing employees on an annual basis and to each new employee when starting work.

Upon receipt of this Manual, in paper or electronic form, you must review it and, within the number of days indicated, return your signed Certification, in the form of **Appendix B**, to the Company's Compliance Officer, Heather L. Houston.

EMPLOYEE OBLIGATIONS IN A PUBLIC COMPANY

Code of Conduct; Reporting of Violations; Waivers

The Code of Conduct, attached as **Appendix C**, sets out ethical and professional principles. It is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the handling of actual or apparent conflicts of interest;

- full, fair, accurate, timely and understandable disclosure in our SEC reports and other public communications;
- protection and proper use of the Company's assets;
- compliance with applicable laws and regulations;
- prompt internal reporting of violations of the Code of Conduct; and
- accountability for adherence to the Code of Conduct.

All employees must comply with the Code of Conduct and seek to avoid even the appearance of improper behavior. If you know or suspect any violation of the Code of Conduct, laws or regulations, you must report it to any one or more of the following persons:

- your supervisor;
- Human Resources;
- the Compliance Officer;
- the chair of the Audit Committee of ESRT's Board of Directors (the "Board"), if such violation is related to financial, accounting or auditing matters; or
- the chair of the Nominating and Corporate Governance Committee of the Board, if you are uncomfortable reporting to any of the persons mentioned above.

In the event an employee does not feel comfortable using one of the foregoing methods to report a potential violation of the Code of Conduct, the employee may submit a report anonymously and confidentially via the Company's:

- (i) Compliance Hotline, at 855-326-9626; or
- (ii) Compliance email in-box at www.esrt.ethicspoint.com.

If you request confidentiality in your report, your identity will be kept confidential to the fullest extent reasonably possible. The Company does not permit retaliation of any kind for good faith reports of violations or possible violations.

An employee who violates the Code of Conduct, or has knowledge of a violation and fails to report it, may be subject to disciplinary action, up to and including termination of employment. Violation of some provisions of the Code of Conduct may also subject the employee to civil and criminal liability.

Any waiver of a Code of Conduct requirement requires the approval of the Compliance Officer and at least one executive officer, as well as the approval of the Board if such waiver is for an executive officer or director.

Trading in Company Securities

Insider Trading Policy

To comply with laws regarding trading of ESRT's stock, ESROP's OP Units and any other securities of the Company (collectively, "Company securities"), the Company has adopted the Insider

Trading Policy attached as **Appendix D**. It applies to trading in Company securities by employees, directors and certain other “Insiders” (including persons who possess or have access to inside information as described below) and “Designated Persons” (including employees, directors, their family members who share the same residence, and their entities and trusts), all as defined in such Policy.

The Insider Trading Policy allows “Designated Persons” to trade in Company securities during a window which:

- opens on the third trading day following the day on which ESRT makes its earnings announcement for a calendar quarter; and
- closes seven (7) calendar days before the end of the fiscal quarter in which such earnings announcement was made.

While the trading window is open, you may purchase and sell Company securities so long as:

- You do not know of any “inside information” about the Company—that is, information which is not publicly known and which a reasonable person would consider important in making an investment decision in the Company’s securities; and
- You receive prior written approval of your purchase or sale using the pre-approval form included as an attachment to the Insider Trading Policy.

In addition, if you are an executive officer, the Chief Accounting Officer, or a director, you must report your purchase or sale of Company securities to the Compliance Officer by no later than the end of the day when a trade is consummated, allowing them to coordinate the required filing with the SEC which is due within two days thereafter.

Company Trading Plans

The Securities Exchange Act of 1934, as amended, prohibits the purchase or sale of a security on the basis of material non-public information. Rule 10b5-1 creates an affirmative defense for a certain type of written trading plan which is commenced in good faith in the absence of material non-public information.

The Company has established the following processes designed to ensure that its legal and finance personnel and any other employees involved in the creation and/or execution of a Company share repurchase program are in sufficient communication with the Company’s senior management to prevent the Company from making a 10b5-1 plan or otherwise executing any share repurchase while in possession of material non-public information:

- The Company’s Chairman, President and Chief Executive Officer and Chief Financial Officer must approve any repurchase plan that the Company wishes to enter and confirm that he or she is not aware of any material non-public information prior to commencement of such plan.
- At the beginning of each trading window during which an actively-managed repurchase program may be in effect, and again midway through such trading window, the legal department will circulate an email substantially in the form of **Appendix M** to members of senior management to remind each such person of the related requirements under the Securities Exchange Act of 1934 and to require that such person promptly notify the legal department if he or she becomes aware of potential material non-public information during the trading window.

Fair Disclosure (Regulation FD); Corrective Action

Regulation FD (fair disclosure) requires the Company to provide fair disclosure of material information to the public marketplace to avoid selective disclosure in private channels.

Information is considered “material” if a reasonable person would consider the information important in making an investment decision regarding the Company’s securities. Information is “nonpublic” if it has not been made publicly available to investors generally.

Selective disclosure occurs when a company’s representatives disclose “material nonpublic” information regarding such company to certain professionals or investors before the information is made available to the public.

If a reporter, securities analyst, shareholder or member of the general public asks you for information regarding the Company or its business or financial results, do not attempt to answer. All such requests should be referred to the Company’s Vice President – Investor Relations (or, if she is not available, to the Chief Financial Officer), who will answer or direct the request appropriately.

Regulation FD applies to communications made to (i) brokers, dealers and investment analysts, (ii) investment advisors and managers, (iii) investment companies and hedge funds, and (iv) holders of Company securities under circumstances in which it is reasonably foreseeable that the holder will purchase or sell Company securities on the basis of the information.

Regulation FD should not apply to ordinary course business communications by Company employees, such as with tenants, vendors, consultants, advisers, contractors and other third parties. Regulation FD also contains specific exemptions for communications to:

- persons owing a duty of confidentiality to the Company (such as attorneys, investment bankers or accountants);
- credit rating agencies, if solely for credit rating purposes; or
- persons who agree to a confidentiality agreement.

The Legal Department should be consulted regarding any such confidentiality agreement.

To help ensure that the Company does not selectively disclose material nonpublic information outside the Company, the following practices should be followed:

Earnings Releases. In connection with releasing its quarterly and year-end earnings results, the Company will:

- before earnings results are ready, issue a press release through a widely disseminated news service announcing (i) the date the earnings results will be made public and (ii) the date, time and method by which the public may access a conference call to discuss the earnings release;
- after such results are ready, issue a press release through a widely disseminated news service containing such results;
- the day after such earnings press release, hold a conference call, open to investors, analysts and the public, to discuss the earnings release; and

- make such conference call available for replay for at least the next two business days.

Presentations. All written and oral presentations to analysts, investors, industry groups or other audiences that might include material nonpublic information regarding the Company should be reviewed in advance by the Compliance Officer or her designee, to determine if the presentation must be revised or a confidentiality agreement should be arranged.

Following any such presentation, if the Company presenter has any question as to whether material nonpublic information regarding the Company arose during the presentation, such presenter should immediately review such question with the Compliance Officer or any other designated attorney in the Legal Department to determine whether any curative disclosure or other action is needed.

Guidance on Earnings Forecasts. The Company will not provide material nonpublic guidance on earnings forecasts in any context without appropriate public dissemination of the same information. This includes any Company comment on whether any portion of the Company's anticipated financial results will be higher, lower, or the same as analysts have been forecasting.

Correcting Regulation FD Violations. Any selective disclosure by the Company of material nonpublic information in violation of Regulation FD must be corrected after the fact by either (a) obtaining a confidentiality agreement from the recipient or (b) making a public disclosure of that same information. For an intentional selective disclosure (*i.e.*, when the person making the disclosure either knows, or is reckless in not knowing, that the information is both material and nonpublic), the Company must make public disclosure simultaneously with the selective disclosure. For an unintentional selective disclosure, the Company must make public disclosure as soon thereafter as reasonably practicable, but in no event after the later of (i) 24 hours after discovery of the unintentional disclosure and (ii) commencement of the next day's trading on the NYSE.

Confidentiality

Proprietary and Confidential Information. At all times during and after your employment with the Company, you must adhere to the Company's Confidential Information Policy and Information Technology Acceptable Use Policy included within the Company's Employee Manual, and must not disclose any proprietary or nonpublic information you obtain, create, or access in connection with your activities for the Company, except:

- to Company employees who need to know it;
- when required by law or regulation (such as subpoena or governmental inquiry); or
- when approved by the Compliance Officer or her designee.

Examples of such proprietary and nonpublic information include nonpublic information about the Company's operations, strategies, assets, staffing, investors, lenders, tenants, customers, suppliers, and advisers.

You must take precautionary measures to prevent unauthorized disclosure of proprietary and nonpublic information, so that:

1. such information is not discussed in public places such as elevators, hallways, restaurants, restrooms and public transportation;

2. related papers and electronic data are produced, transmitted, copied, printed, faxed, filed, stored and discarded by means designed to minimize the risk of discovery by or disclosure to unauthorized persons, including, where appropriate, transmission in encrypted format;
3. access to work areas and computers is properly controlled; and
4. care is exercised when discussing such information on cellular phones or speakerphones.

Confidentiality of Personal Information. The Company protects the confidentiality of personal information that it collects, uses or transmits relating to its directors, investors, employees, tenants and customers. Such information is shared only within the Company on a need-to-know basis, except as authorized by the individual whose personal information is involved or as required by law or regulation.

Protecting Company Assets; Company Ownership of Work Product

You must safeguard all Company assets under your control and use them only for proper Company purposes. You must adhere to the Company's Information Technology Acceptable Use Policy included in the Employee Manual. Assets include everything of value, such as cash, securities, physical property, intellectual property, business documents, and information about tenants, customers, vendors and other relationships.

Misappropriation or waste of such assets is a breach of your duty to the Company and may constitute fraud.

As a Company employee, you are required to disclose and assign to the Company any invention, improvement, discovery or work of authorship you make or conceive in connection with your employment. If your employment is terminated, all property and information generated or obtained in the course of your employment remain the exclusive property of the Company.

Related Party Transactions; Conflicts of Interest

A conflict of interest occurs when a person's private interest is inconsistent (or even appears to be inconsistent) with the Company's interest. Such a conflict can arise, for example, when:

- an employee or family member has a financial or personal interest in a party doing business with the Company; or
- an employee or family member receives, as a result of such employee's position at the Company, a personal benefit (such as a loan) from a party who does business with the Company.

Such a conflict may make it difficult for such employee to perform effectively or make decisions objectively for the benefit of the Company. Thus, all employees and directors are expected to be totally free of any competing interest when participating in decisions for the Company. Further information regarding conflicts may be found in the "Conflicts of Interest" section of the Code of Conduct, attached as **Appendix C**, and the Company's Related Party Transaction Policies and Procedures, attached as **Appendix E**.

As an employee, if you have any question about a potential conflict of interest or if you become aware of an actual or potential conflict, you should discuss the matter with your supervisor or the Compliance Officer. Supervisors may not authorize conflict of interest matters or make determinations as

to whether a problematic conflict of interest exists without first providing the Compliance Officer a written description of the activity and obtaining the approval of the Compliance Officer.

Any executive officer or director who has a direct or indirect interest in a third party doing business with the Company must promptly disclose the relevant facts to the Chair of the Nominating and Corporate Governance Committee (or, if such Chair is the affected director, then to the attention of the Audit Committee).

Transactions or arrangements that may involve a conflict of interest are prohibited unless they have been specifically approved in advance. Exceptions may be made only after approval by the Nominating and Corporate Governance Committee (in the case of executive officers and directors) or Compliance Officer (in the case of all other employees). An employee shall not be deemed to be competing with the Company by virtue of engaging in matters permitted under such employee's employment agreement.

Corporate Opportunities

Employees and directors owe a duty to the Company to advance its legitimate interests when the opportunity arises. They are prohibited from taking for themselves any opportunity discovered through the use of the Company's property, information or position, unless such opportunity is presented to the Board and the Board declines to pursue it.

Whistleblower Policy

To support the Company's commitment to compliance with all accounting and audit standards, the Audit Committee has adopted the Whistleblower Policy, attached as **Appendix F**.

Company employees and third parties who have concerns regarding (i) accounting or audit matters or (ii) retaliation against employees who voice such concerns, may report (anonymously, if desired) to the Company's:

1. Chair of the Audit Committee; or
2. Compliance Officer; or
3. toll-free 24-hour hotline at (855) 326-9626; or
4. compliance email box at www.esrt.ethicspoint.com.

All such complaints will be communicated to management and/or the Audit Committee to take the appropriate measures.

Any such complaint may be made in good faith without fear of termination or retaliation of any kind.

Stockholder Communication Policy

The Company has adopted a program for stockholders and/or others to communicate (anonymously, if desired) with the Board, the independent directors as a group, or an individual director by the following means:

- a. e-mail to ir@esrtreit.com; or

- b. regular mail to the attention of the Board of Directors, the Independent Directors, the Lead Director, any of the Chairs of the Audit Committee, Finance Committee, Compensation and Human Capital Committee or Nominating and Corporate Governance Committee, in each case c/o Chief Financial Officer, Empire State Realty Trust, Inc., 111 West 33rd Street, 12th Floor, New York, NY 10120.

Investor Relations will forward any such email to the Company's Chief Financial Officer, who will review it with other communications received by regular mail, to determine what content should be forwarded to the member(s) of the Board. The Chief Financial Officer has the authority to disregard any communication which she determines is unduly hostile, threatening, illegal, unrelated to the Company, or otherwise inappropriate.

Clawback Policy

The Company has adopted the Compensation Clawback Policy, attached as **Appendix G**, which allows the Company to recover incentive compensation previously paid by it to certain officers based on financial results for a prior year if such financial results are later amended and restated for reasons arising from such officer's misconduct.

The policy covers all of the current and former executive officers, as well as certain other key employees as designated by the Chairman, President and Chief Executive Officer in their discretion at any time.

If the Company is required to restate its financial results due to material non-compliance with any financial reporting requirement, then the Compensation and Human Capital Committee may require any covered employee who engaged in fraud, willful misconduct, or intentional illegal conduct which materially contributed to the need for such restatement to repay or forfeit to the Company "excess compensation" paid to such employee.

Excess compensation includes any portion of the annual cash bonus and long-term incentive compensation in any form (including restricted stock and LTIP units, whether time-based or performance-based) received by such employee during the three-year period preceding the restated period which the Compensation and Human Capital Committee determines was in excess of the amount such employee would have received if determined based on the restated results.

Hedging and Pledging Policy

The Company has adopted the Hedging and Pledging Policy, attached as **Appendix H**.

It forbids employees and directors from engaging in speculative transactions in the Company's securities, including short sales, straddles, and trading in other Company-based "Derivative Securities" such as options, warrants, stock appreciation rights or similar rights whose value is derived from the value of ESRT's Class A common stock or other Company equity security.

Further, it forbids all executive officers and any employee of the Company or a subsidiary who owns more than \$1,000,000 in value of Company securities and Derivative Securities from pledging Company securities or Derivative Securities as collateral for a loan or placing Company securities in a margin account, in each case unless pre-approved by the Compensation and Human Capital Committee.

Any director who pledges, or places in a margin account, any Company securities must report the same to the Compliance Officer, so that proper public disclosure may be made as required under securities laws.

Minimum Share Ownership Guidelines for Executive Officers and Directors

The Company has adopted minimum stock ownership guidelines that require the following persons to maintain at all times ownership of Company securities having a market value equal to or greater than:

- 10 times annual base salary, in the case of the Chief Executive Officer;
- 5 times annual base salary, in the case of all other executive officers; and
- 5 times the portion of annual base retainer which is eligible to be paid in cash, in the case of independent directors.

Each such person must achieve such minimum within five years from the date of such person's appointment.

Company Contracts: Approval, Execution and Filing

The Company's business requires many contracts, including lease, financing, service, and other contracts. They contain Company legal obligations which may be significant, even if the duration or amount of the contract is relatively minor.

Each such contract must be emailed to contracts@esrtreit.com with the following information:

- brief note regarding the contract's purpose and required timing for review;
- confirmation that you reviewed the business terms included in the contract and all business terms are approved; and
- any prior contract with the same party.

If possible, use a Legal Department template; and then mark all changes from such template.

The Legal Department will then review. Each contract must be approved by the Legal Department or made on a standard form previously approved by the Legal Department, in addition to any other approval within the business unit sourcing the contract.

When fully approved, the contract should be executed in accordance with the Signing Authority Matrix, as shown in Appendix O.

When fully signed, a digital copy of the contract should be stored by the relevant business unit on the Company's Document Management System and made accessible to the Legal Department as needed.

Use of Outside Counsel

To ensure cost-efficient and effective use of outside legal services, any engagement of outside counsel for a new matter must be pre-approved by the Compliance Officer (who will refer her recommendation to the Company's Chairman, President and Chief Executive Officer for final approval), except:

1. for leasing transactions, such approval may come instead from the Executive Vice President, Real Estate, Senior Vice President, Director of Leasing, or Senior Vice President, Leasing; and

2. for repeat use of the same counsel on small matters (such as HR consulting with regular outside counsel on routine employment issues), such approval may cover ongoing consultations within a specified budget.

Requests for such Compliance Officer's approval should be submitted with the following information:

1. nature of legal service;
2. recommended counsel (including the individual lead attorney for the matter);
3. any other counsel considered for the matter;
4. estimated fee for the individual or related group of matters, with any agreed cap or other cost control mechanism agreed for the matter; and
5. principal contact at the Company to guide such counsel.

In any event, engagement of counsel must be made in accordance with applicable legal cost control practices then in effect.

Contact by Regulators

If an employee receives an inquiry from a government or regulatory official (for example, a representative of the SEC or NYSE) whether by telephone, letter or office visit, the employee should not attempt to provide information and should instead immediately inform such official that the Company's policy is to refer all such inquiries to the Legal Department.

The employee should then promptly refer such inquiry to the Compliance Officer or, in her absence, another member of the Legal Department.

The above shall not apply when a regulatory agency is conducting a confidential investigation and instructs the employee contacted not to advise anyone else at the Company of the investigation.

Charitable Donation Guidelines

The Company has adopted the Charitable Donation Guidelines, attached as **Appendix I**.

Charitable donations by the Company should be made for a bona fide charitable purpose. Acceptable incidental benefits may include fostering long-term client relationships, enhancing the visibility of the Company in the community, demonstrating social responsibility, and promoting the Company's business goals.

To avoid any issue under laws relating to kickback or bribery, no donation may be made for the direct or indirect purpose of improperly obtaining any government action, any contract, or any other commercial benefit.

All requests for charitable donations must be sent to the Legal Group (attention: Kathleen Nicastro, Corporate Paralegal) using a properly completed Charitable Donation Request Form included as Exhibit A to the Charitable Donations Guidelines. Following compliance review by the Legal Department, the Request Form will be forwarded to the Donations Committee (currently comprised of the Company's Chairman Emeritus, Chief Financial Officer and Compliance Officer).

If the Donations Committee approves the donation, the Accounting Group will make and record payment of the donation.

Employees are free to make charitable donations as individuals, but are not authorized to do so on behalf of the Company and may not pressure other Company employees to make a donation.

The Company does not make contributions to religious organizations.

Gifts; Limits on Receiving and Giving

Receiving Gifts. Employees may not accept the following gifts:

- cash or gift certificates;
- any gift prohibited by the Code of Ethics and Professional Practice of the Real Estate Board of New York; or
- goods (including holiday gifts) in any year of more than \$270 from any one source, or \$1,080 from all sources, in each case as of January 1, 2022¹ and as such limits are thereafter adjusted annually for the consumer price index in New York City (collectively, the “Gift Limits”).

The foregoing excludes the acceptance of entertainment or meals where (i) the provider of the entertainment or meals is present, and (ii) the entertainment or meal (A) is reasonable and consistent with usual business practice, (B) cannot be construed as a bribe or a payoff or made for the purpose of deriving an improper benefit from the Company, (C) is not in violation of any law and (D) would not embarrass the Company if disclosed publicly. If the provider of the entertainment or meals is not present, then such entertainment or meal shall be considered a gift and is subject to the gift limits set forth above.

If you receive a permitted business gift, you must promptly submit a Report of Proposed Business Gift, for Legal Department approval via the online form ([link here](#)); and await Legal Department approval before accepting the gift. If you would like the Company to consider an exception to the Gift Limits, you should contact the Compliance Officer in advance of submitting a Report of Proposed Business Gift, provide an explanation for your specific request, and await a response.

Giving Gifts. Bribery, kickbacks or other improper payments, direct or indirect, to any party to obtain a contract, some other commercial benefit or governmental action are strictly prohibited. For permitted giving, certain limits apply under the Code of Conduct, and giving a gift in excess of such limit requires approval of the Compliance Officer.

Records. The Company has internal accounting controls to record gifts and to prevent violations of its gift policies. All gifts (received or given) should be fully and accurately described in the Company’s records.

Auditor Independence

To maintain legally required auditor independence, the Company has adopted the Audit and Permitted Non-Audit Services Pre-Approval Policy, attached as **Appendix K**, under which the Audit

¹ The gift limits were set as of January 1, 2020 at \$254 per gift & \$1,016 for aggregate gifts in a calendar year, on the basis that these limits would be adjusted for the consumer price index as of January 1 each succeeding year. Thus, the amounts applicable for 2022 are as shown above.

Committee must pre-approve all accounting services proposed to be provided by the Company's auditor, Ernst & Young.

The Company may not offer any employment or directorship to a current or former employee of Ernst & Young (or a close family member of any such person) if such employment or directorship could reasonably be perceived as impairing the independence of Ernst & Young or otherwise make it unlawful for Ernst & Young to perform audit services for the Company. Any potential hiring of a current or former employee of Ernst & Young must be pre-approved by the Compliance Officer.

Trademarks, Copyrights and Patents

Company Intellectual Property. The Company creates, uses and owns trademarks and copyrights and may create patents (collectively known as "intellectual property"), which are valuable Company assets to be protected by employees. Related questions should be directed to the Legal Department.

Company trademarks are typically registered with governmental authorities, used in Company marketing, and enforced against infringing parties, all under the supervision of the Legal Department.

A copyright (the right to reproduce and distribute to others) arises whenever an individual writes anything. As part of your employment terms, the copyright in anything you create in the course of your employment belongs to the Company. To establish and protect the Company's copyright in our materials when sent to third parties, it is best to give notice on the first page or screen of the materials: "*Copyright © [Year- work was written] Empire State Realty Trust - ESRT. All Rights Reserved.*"

Patent protection may be received for novel inventions, processes and software. It allows the holder to prevent others from making, using, or selling a product utilizing the patented material for a period of twenty years from the grant of the patent. As with copyrights, any patent with respect to discoveries or inventions you make in the course of your employment belongs to the Company.

For service providers who create written materials for the Company, the engagement agreement should, if practical, provide that any copyright or any patentable material will belong to the Company.

Third Party Copyrights and Other Material. The Company's employees must respect the copyrights owned by others. Thus, you may not circulate a photocopy or email of an article, newsletter or other copyrighted material, except you may (i) circulate the original material using a routing slip, (ii) provide a hyperlink to the original work, (iii) summarize the ideas in a separate writing, (iv) quote short phrases from it, or (v) obtain permission from the copyright owner.

You must not improperly provide to a non-subscriber your password to subscription Internet websites.

Please contact the Legal Department if you have any questions about the proper use of third party material.

Cybersecurity Incident Response Playbook

The Company has prepared the Cybersecurity Incident Response Playbook (the "Playbook") to (1) assist executive, legal, public relations, human resources and other corporate team members (collectively, the "Cyber Incident Response Team") provide support to ESRT's Information Security function in the event of a cybersecurity incident, and (2) provide a framework for considering notification of incidents to regulators and others as required by law.

A copy of the Playbook is shared with both the Cyber Incident Response Team and the Board and is reviewed annually.

PUBLIC COMPANY REPORTING

SEC Reporting Requirements

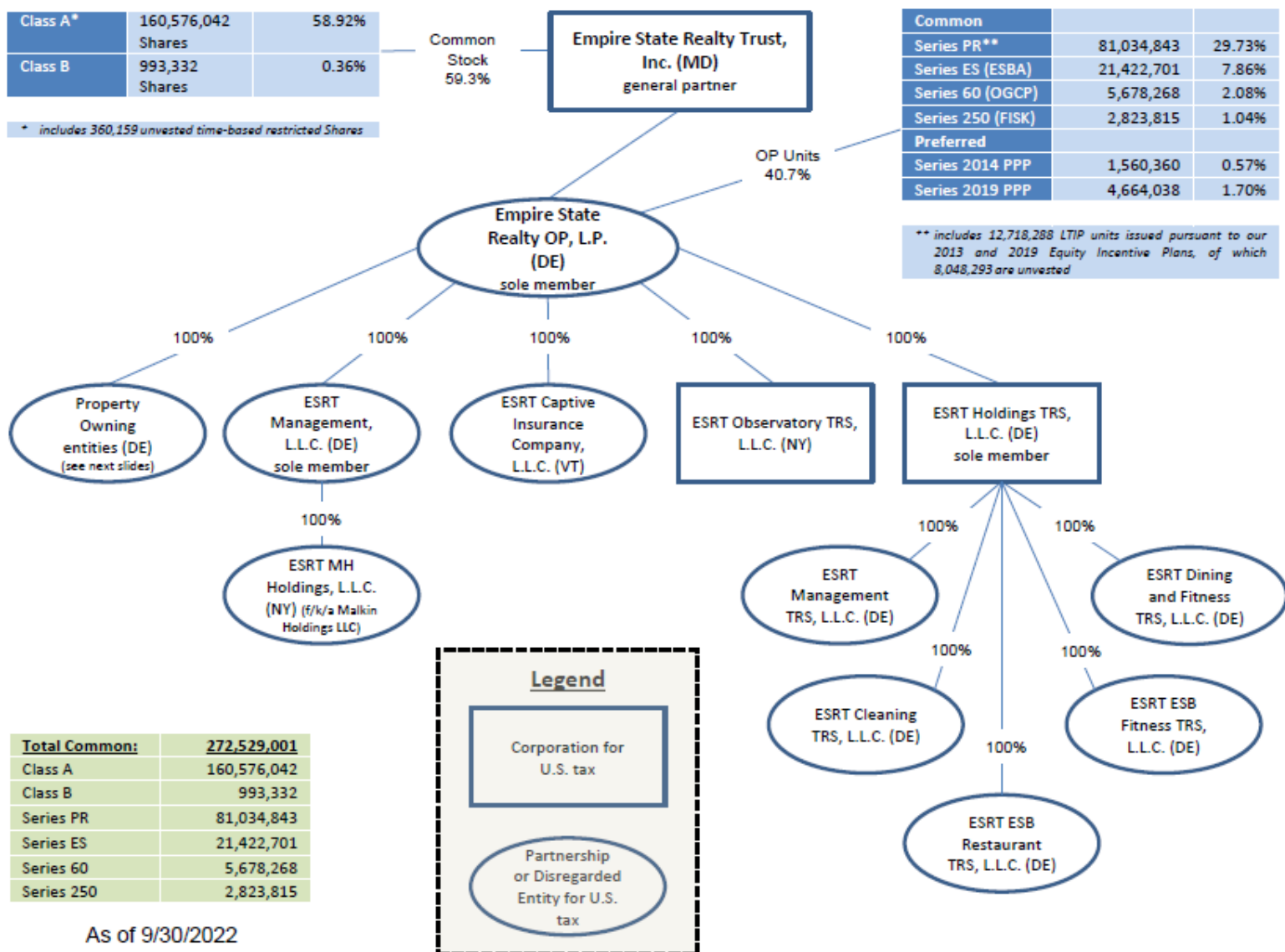
The Company, as a public company listed on the NYSE, is subject to the filing and reporting requirements under securities laws and the rules of the NYSE.

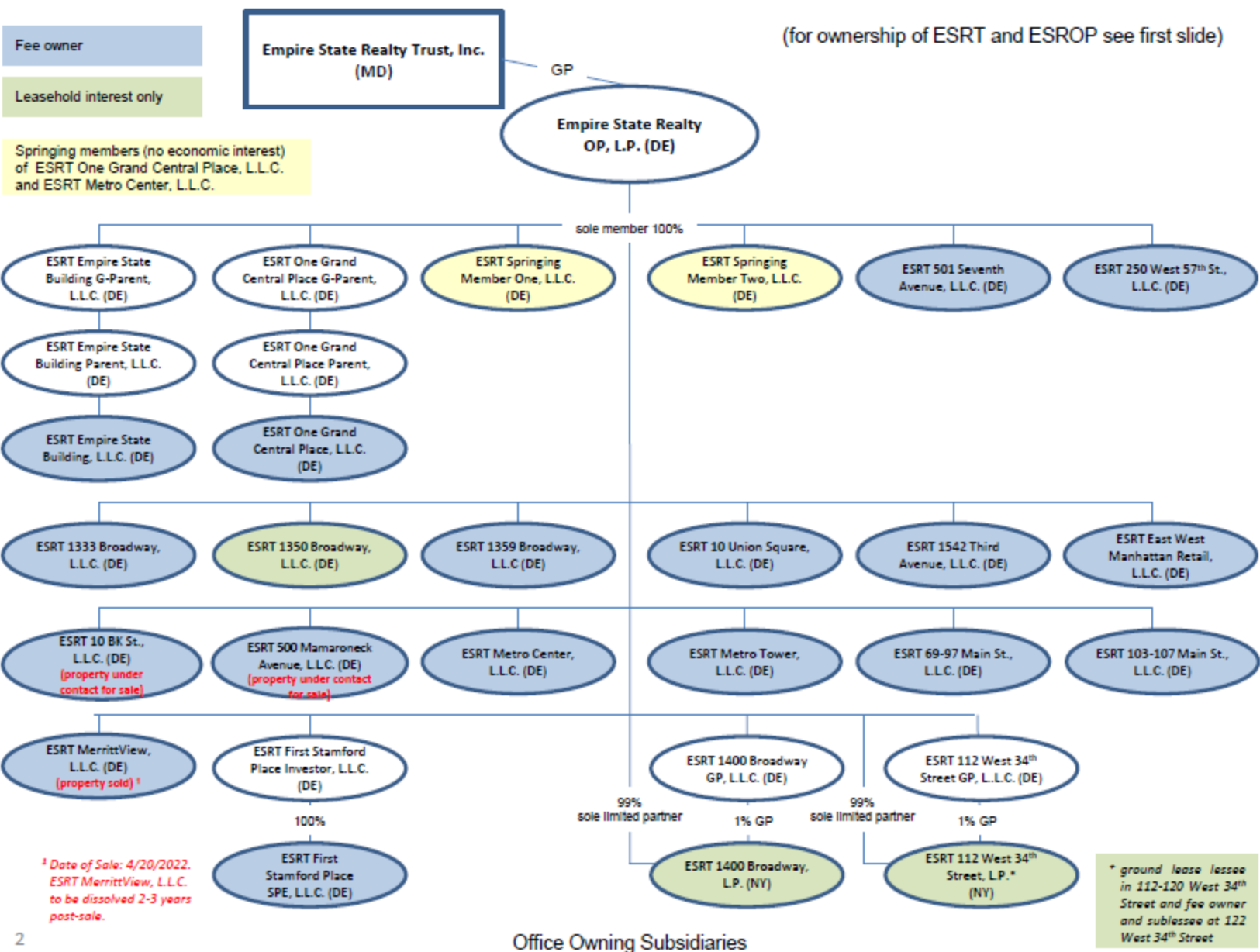
The Company has adopted the Disclosure Controls and Procedures, attached as **Appendix L**, to ensure that information required to be disclosed by the Company is recorded, processed and reported so that its required public disclosure filings are timely and materially accurate and complete, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, earnings press releases, proxy statements and annual reports.

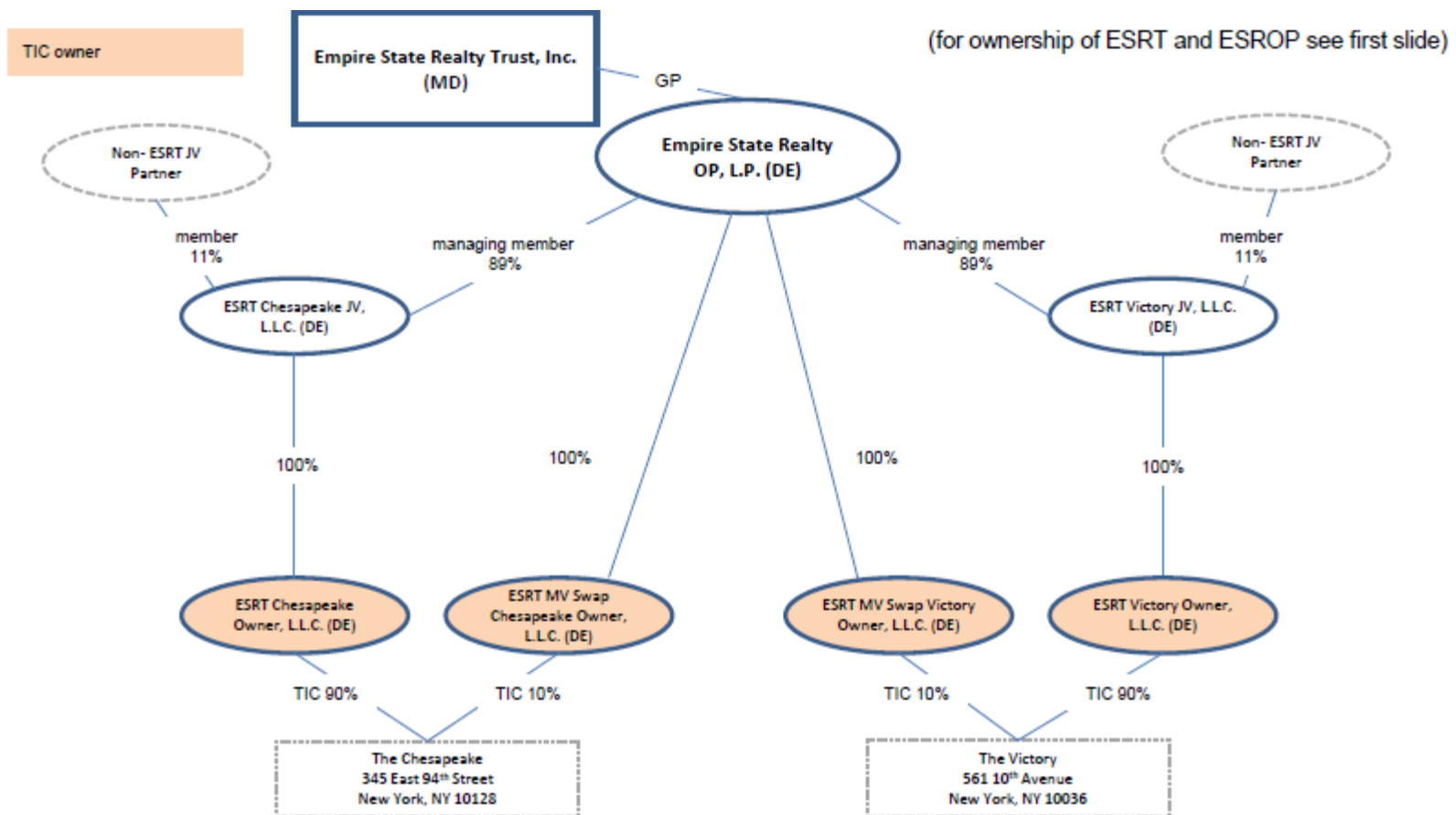
Section 16 of the 1934 Act

The Company's named executive officers (as listed in the Company's proxy statement), Chief Accounting Officer, directors, and 10% equity owners are subject to the short-swing profit rules and reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended. These rules and reporting requirements are monitored by the Company's Legal Department.

APPENDIX A







MV Swap, L.L.C. (a wholly owned subsidiary of Empire State Realty OP, L.P.) is an unused entity.

APPENDIX B

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Annual Certification

I certify that I have received the Corporate Compliance Manual and each of the policies and procedures in its appendices (collectively, the “Manual”).

I understand that (a) I am subject to each of the policies and procedures in the Manual, (b) failure to abide by such policies and procedures could subject me to discipline, including the possible termination of my employment, and (c) my agreement to abide by the policies in the Manual does not constitute a contract of employment.

If I have any question about the Manual, or if I have any concern about a possible violation, I will report the matter using one of the procedures described therein.

Name: _____

Signature: _____

Date: _____

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Code of Business Conduct and Ethics

INTRODUCTION

It is the general policy of Empire State Realty Trust, Inc. and Empire State Realty OP, L.P. (collectively, the “Company”) to conduct its business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws, rules and regulations. Obeying the law both in letter and in spirit is the foundation on which the Company’s ethical standards are built. In carrying out this policy, the Company has adopted the following Code of Business Conduct and Ethics (the “Code of Conduct”). The Code of Conduct is intended to cover the Company’s directors and employees and its affiliates, to the extent that such employees provide services to, or are otherwise involved in the business and affairs of, the Company. All persons covered by the Code of Conduct are referred to herein as “Covered Persons.”

Each Covered Person is expected (i) to read and understand this Code of Conduct and its application to the performance of his or her business responsibilities and (ii) to conduct himself or herself in accordance with this Code of Conduct and to seek to avoid even the appearance of wrongdoing or improper behavior. Those who violate the standards in this Code of Conduct will be subject to disciplinary action, which may include suspension, termination and/or the reporting of violative conduct to appropriate regulatory and criminal authorities.

Other policies that govern the conduct of Covered Persons may be established by the Company from time to time that supplement and are in addition to this Code of Conduct. Members of the Board of Directors of Empire State Realty Trust, Inc. (the “Board”) also should refer to the Company’s Corporate Governance Guidelines for additional policies that specifically govern the conduct of Board members.

HONESTY AND ETHICAL CONDUCT

Each Covered Person must always conduct himself or herself in an honest and ethical manner. When conducting business on behalf of the Company, each Covered Person must act with the highest standards of personal and professional integrity and not tolerate others who attempt to deceive or evade responsibility for their actions. All actual or potential conflict of interest between personal and professional relationships must be handled honestly, ethically and in accordance with the policies specified in this Code of Conduct. In addition, in matters involving the Company, all Covered Persons must be direct, honest and truthful in discussions with, or requests for information from, the Board, regulatory agency officials and government officials, as well as in all dealings with business partners and stockholders.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obeying the law both in letter and in spirit is the foundation on which the Company’s ethical standards are built. When conducting Company business, all Covered Persons must respect and obey the laws, rules and regulations (including insider trading laws) of the cities, states and countries in which we operate and the rules and regulations applicable to the Company’s business. Although not all Covered Persons are expected to know the details of the laws, rules and regulations to which the Company is subject, it is important to understand enough to determine when it is necessary or appropriate to seek advice from supervisors, managers or other persons, including the Compliance Officer, or other members of the Legal Department, who can provide guidance on such matters.

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the Company, to civil or criminal penalties. You should be aware that conduct and records, including e-mails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation.

CONFLICTS OF INTEREST

All Covered Persons must avoid any situation in which personal interests conflict with those of the Company. Employees and directors are expected to be totally free of any competing interest when making business decisions. Accordingly, all employees and directors must refrain from personal activities or interests that could influence their objective decision-making ability. Covered Persons may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedures. Transactions or arrangements that may involve a conflict of interest are prohibited unless they have been specifically approved in advance. Exceptions may be made only after review and approval of specific or general categories by the Nominating and Corporate Governance Committee (the “Nominating and Corporate Governance Committee”) of the Board (in the case of executive officers or directors) and the Compliance Officer (in the case of employees who are not executive officers and directors).

A “conflict of interest” occurs when a person’s private interest interferes in any way (or even appears to interfere) with the interests of the Company as a whole. A conflict situation can arise, for example, when a Covered Person takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also may arise when a Covered Person, or any Family Member (as defined below) of such person, receives improper personal benefits as a result of his or her position at the Company.

Other than in their roles as employees, members, principals, officers and/or directors of the Company and/or its affiliates, as the case may be, Covered Persons may not participate in a joint venture, partnership or other business arrangement with the Company, without the prior approval of the Nominating and Corporate Governance Committee or Compliance Officer, as applicable.

If you have any questions about a potential conflict of interest or if you become aware of an actual or potential conflict, and you are not an executive officer or director of the Company, you should discuss the matter with your supervisor or the Compliance Officer.. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Compliance Officer with a written description of the activity and obtaining the approval of the Compliance Officer. Executive officers and directors of the Company must seek authorizations and determinations from the Compliance Officer or her designee, who will refer the matter to the Nominating and Corporate Governance Committee as appropriate.

For purposes of this Code of Conduct, “Family Member” generally means a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee).

CORPORATE OPPORTUNITIES

Covered Persons owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Covered Persons must offer to the Company any business opportunities related to the Company’s business objectives (as described in any periodic report filed by the Company from time to time with the Securities and Exchange Commission (the “SEC”)). Covered Persons are prohibited from taking for themselves opportunities that are discovered through the use of the Company’s property, information or position unless such opportunities are presented to the Board and the Board declines to pursue such opportunities. Covered Persons may not use the Company's property, information or position

for improper personal gain, nor may any Covered Person compete with the Company; provided, however, that a Covered Person shall not be deemed to be competing with the Company by virtue of engaging in matters described in such Covered Person's employment agreement.

WHISTLEBLOWER: ACCOUNTING COMPLAINTS

The Company's policy is to comply fully with all applicable financial reporting and accounting regulations.

The Company has adopted a separate Whistleblower Policy to enable anonymous and confidential submission by employees of complaints or concerns regarding accounting, reporting, audit, and related controls (defined as "Accounting Complaints" in such policy), including procedures for the receipt, review, and investigation of such complaints. Please consult this policy as necessary.

If you have such a complaint or concern, you are encouraged to submit it in accordance with the Whistleblower Policy.

REPORTING VIOLATIONS

The Company expects all Covered Persons to work to ensure prompt and consistent action against violations of this Code of Conduct. This Code of Conduct covers a wide range of business practices and procedures, but it does not address every applicable law or respond to every ethical question or concern that may arise. Nonetheless, the general guidelines of this Code of Conduct provide each Covered Person with the Company's expectations regarding business dealings.

Complaints or concerns which are not Accounting Complaints as defined in the Company's Whistleblower Policy, including those relating to harassment or discrimination, general working conditions, or violations of other applicable laws, regulations or business ethics or standards, should be reported or handled in accordance with the procedures and guidelines in this Code of Conduct and the Employee Manual. The Company understands that there may be some situations in which it is difficult to know right from wrong. In determining the best course of action, each Covered Person should answer the following questions to help evaluate specific situations:

- Is it legal?
- Is it in the best interests of the Company?
- Will my action comply with the intent and purpose of the Company's policies and practices?
- Will I compromise myself or the reputation of the Company by this action if it becomes known to my supervisor, colleagues, stockholders or friends?
- Is this action honest in every respect?
- Could this action appear inappropriate to others, even if it is ethical?
- How does this make me feel about myself and the Company?
- Would I feel comfortable if an account of my actions were published with my name in the newspaper?

The Company seeks to outperform its competition fairly and honestly. It seeks competitive advantages through superior performance, never through unethical or illegal business practices. Stealing

proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each Covered Person should endeavor to respect the rights of, and to deal fairly with customers, suppliers, consultants, competitors and other persons with whom the Company transacts business. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

If something you have seen, heard or been asked to do (or not do) seems illegal, unethical or improper, it may very well be. Each Covered Person should use his or her judgment before taking any action that could be deemed a violation of this Code of Conduct or any law, rule or regulation or Company policy. Furthermore, any Covered Person who becomes aware of any existing or potential violation of this Code of Conduct or any law, rule or regulation or Company policy has an obligation to report his or her complaint or concern to his or her supervisor, to Human Resources, the Compliance Officer, or the Chair of the Audit Committee (if such complaint or concern is related to financial, accounting or auditing matters) at the addresses below. If you are uncomfortable using any of these procedures for reporting violations or concerns, you may contact the Nominating and Corporate Governance Committee directly at the address below.

Reporting Contacts	
Audit Committee Chair	S. Michael Giliberto Empire State Realty Trust, Inc. 111 West 33rd Street, 12th Floor New York, NY 10120 mgiliberto@esrtreit.com
Nominating and Corporate Governance Committee Chair	James D. Robinson IV Empire State Realty Trust, Inc. 111 West 33rd Street, 12th Floor New York, NY 10120 jrobinson@esrtreit.com
Human Resources	Kevin Vilke Empire State Realty Trust, Inc. 111 West 33rd Street, 12th Floor New York, NY 10120 kvilke@esrtreit.com
Compliance Officer	Heather L. Houston Empire State Realty Trust, Inc. 111 West 33rd Street, 12th Floor New York, NY 10120 hlawson@esrtreit.com

If you do not feel comfortable using one of the foregoing methods to report a potential violation of the Code of Conduct, you may submit a report anonymously and confidentially via the Company's:

- (i) Compliance Hotline at 855-326-9626; or
- (ii) Compliance email in-box at www.esrt.ethicspoint.com.

No Covered Person should report any existing or potential violation of the Code of Conduct or any law, rule or regulation or Company policy to any person who such Covered Person believes is involved in the matter giving rise to the existing or potential violation. When reporting an existing or potential violation

of the Code of Conduct or any law, rule or regulation or Company policy, the Covered Person may remain anonymous. If you choose to remain anonymous, please be sure to provide a sufficiently detailed description of the factual basis of the allegation so that an appropriate investigation can be performed.

Every director, officer, manager and supervisor who receives a complaint or a report alleging or regarding an actual or potential violation of this Code of Conduct or of a law, rule or regulation has, without exception, the responsibility to immediately communicate such complaint to the Compliance Officer or (if such complaint or report is related to financial, accounting or auditing matters) the Chair of the Audit Committee.

All concerns will be taken seriously by the Company and, when appropriate, the Company will fully investigate each allegation. This may include talking to any individuals directly involved, as well as to others who may possess information pertinent to the situation. Covered Persons are expected to cooperate fully with internal investigations of wrongdoing or misconduct, and failure to cooperate fully with any such investigations will lead to disciplinary action, up to and including termination.

The Company will not tolerate any retaliation against any Covered Person for raising, in good faith, a possible violation of this Code of Conduct or of a law, rule or regulation. Retaliation for reporting a federal offense is illegal under federal law. Any person who participates in retaliatory conduct will be subject to disciplinary action up to and including, where appropriate, termination of employment. Misusing this Code of Conduct by knowingly or recklessly providing false information to the Company may also result in appropriate disciplinary action.

PUBLIC DISCLOSURE

The Company is committed to providing full, fair, accurate, timely and understandable disclosure in the current reports, periodic reports and other information it files with or submits to the SEC and in other public communications, such as press releases, earnings conference calls and industry conferences, made by the Company or on the Company's behalf. In meeting such standards for disclosure, the Company's officers and directors shall at all times strive to comply with the Company's disclosure obligations and, as necessary, appropriately consider and balance the need or desirability for confidentiality with respect to non-public negotiations or other business developments.

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing effective disclosure controls and procedures and internal control over financial reporting within the meaning of applicable SEC rules and regulations. The Company expects the Chief Executive Officer and the Chief Financial Officer to take a leadership role in implementing such controls and procedures and to position the Company to comply fully with its disclosure obligations within the timeframe required under applicable SEC rules and regulations. No Covered Person should hinder or obstruct the Company's efforts to meet the standards for public disclosure set forth above.

The Company's Chief Executive Officer is the Company's principal spokesman. If someone outside the Company asks you questions or requests information regarding the Company or its business or financial results, do not attempt to answer. All requests for information of this type - from reporters, securities analysts, shareholders or the general public - should be referred to the Company's Chief Executive Officer, who will handle the request or delegate it to an appropriate person.

CONFIDENTIAL AND PERSONALLY IDENTIFIABLE INFORMATION

All Covered Persons have responsibility for maintaining the confidentiality of corporate information entrusted to them as a result of their position or association with the Company, including any information that might be useful to competitors or harmful to the Company if disclosed. Except as required by law, rule or regulation or as expressly authorized by the Company's Chief Executive Officer, Chief Financial Officer or Compliance Officer, every Covered Person who has access to confidential corporate

information must limit disclosure of such information to other persons working in or for the Company who have a clear need to know such information. This obligation continues after your employment with, or service to, the Company ends.

Covered Persons must adhere to state and federal laws as well as the Company's Corporate IT Security Policies in the Company's collection, use and transmission of non-public information relating to any individual which is personally identifiable to such individual ("PII"). Covered Persons who have access to and transmit PII as part of job responsibilities, including for example tax or financial information or social security numbers of investors, tenants, customers and/or employees of the Company, must transmit such PII in encrypted format where specified by the Company's information technology policies and limit disclosure of such PII only to others working in or for the Company who have a clear need to know such information.

If you have any question concerning confidential corporate information or PII or the treatment of what is believed to be confidential corporate information or PII, please contact the Compliance Officer.

INSIDER TRADING

Covered Persons who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit, or to "tip" others (including without limitation friends and Family Members) who might make an investment decision on the basis of this information, is not only unethical but also illegal. For a more detailed discussion of the insider trading laws, please refer to the Company's Insider Trading Policy, which is in the Corporate Compliance Manual and can be obtained from the Legal Department. The purpose of this policy is to inform all Covered Persons of their legal responsibilities and clearly establish the Company's procedures for trading in the Company's securities.

PROTECTION AND PROPER USE OF THE COMPANY'S ASSETS

All Covered Persons should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported to the Company's Compliance Officer. All of the Company's assets should be used for legitimate business purposes and should not be used for non-Company business, although incidental personal use may be permitted with the permission of your supervisor.

BUSINESS RECORDS

The Company's responsibilities to its stockholders and the investing public require that all of the Company's books, records, accounts and financial statements be maintained in reasonable detail, appropriately reflect the Company's transactions and conform to applicable legal requirements, the Company's system of internal controls and accounting principles generally accepted in the United States ("GAAP"). The Company relies on the accuracy and completeness of its business records to (i) provide full, fair, accurate, timely and understandable disclosure in the current reports, periodic reports and other information it files with or submits to the SEC and in other public communications, such as press releases, earnings conference calls and industry conferences, made by the Company or on the Company's behalf, (ii) make management decisions and (iii) analyze its operations. The accuracy of such records is essential for continued, long-term business success.

No false, misleading or artificial entries may be made by any Covered Person in the books and records of the Company. All Covered Persons with supervisory responsibility shall establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of the Company's assets and the accuracy of its financial records and reports. The Company has adopted controls in accordance with internal needs and the requirements of applicable laws and regulations. These

established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. All Covered Persons, within their areas of responsibility, are expected to adhere to these procedures, as directed by the Chief Financial Officer.

Any accounting adjustments that materially depart from GAAP must be approved by the Chief Financial Officer. In addition, all material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of the Company with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the Chief Financial Officer.

No Covered Person may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company's financial records. Violation of these provisions shall result in disciplinary action, up to and including termination, and may also subject the violator to substantial liability.

RETENTION OF BUSINESS RECORDS

Records retention policies seek to establish consistent practices concerning how long records should be kept and when, in the normal course of business, they should be destroyed. All Covered Persons must comply at all times with all laws, rules and regulations relating to records preservation, all records retention policies and all document or record preservation notices. Records must be maintained for the duration of the assigned retention periods. A record is any information, regardless of physical format, which has been created or received in the transaction of the Company's business. Physical format of a record includes without limitation paper documents, CDs, DVDs, e-mail, microfiche, microfilm and all other media. The retention and proper disposal of the Company's records shall be in accordance with established Company policies and applicable legal and regulatory requirements.

If the existence of any pending or threatened legal action, subpoena or investigation is known or reported to you, promptly contact the Chief Counsel, Real Estate (Susanne Lieu) or in her absence, another member of the Legal Department. You must retain all records that may relate to any such pending or threatened legal action, subpoena or investigation. If you have a question as to whether a record pertains to a pending or threatened legal action, subpoena or investigation, contact Susanne Lieu, or in her absence, another member of the Legal Department before disposing of the record in question.

BRIBES, GIFTS AND GRATUITIES

The Company shall enter into and conduct all business relationships honestly and ethically. Bribery, kickbacks or other improper payments, direct or indirect, to any person to obtain a contract, some other commercial benefit or government action has no place in our business and is strictly prohibited. The Company also strictly prohibits any Covered Person from accepting gifts of cash or gift certificates, which are prohibited by the Real Estate Board of New York's ("REBNY") Code of Ethics and Professional Practice. Further, in accordance with the REBNY Code of Ethics and Professional Practice, no Covered Person may accept gifts of goods (including holiday gifts) in any year of more than \$270 from any one source, or \$1,080 from all sources, in dollar value, in each case as such limits are adjusted annually after January 1, 2022² for the consumer price index in New York City (collectively, the "Gift Limits"). The foregoing excludes the acceptance of entertainment or meals where (i) the provider of the entertainment or meals is present, and (ii) the entertainment or meal (A) is reasonable and consistent with usual business practice, (B) cannot be construed as a bribe or a payoff or made for the purpose of deriving an improper benefit from the Company, (C) is not in violation of any law and (D) would not embarrass the Company if

² The gift limits were set as of January 1, 2020 at \$254 per gift & \$1,016 for aggregate gifts in a calendar year, on the basis that these limits would be adjusted for the consumer price index as of January 1 each succeeding year. Thus, the amounts applicable for 2022 are as shown above.

disclosed publicly. If the provider of the entertainment or meals is not present, then such entertainment or meal shall be considered a gift and is subject to the gift limits set forth above.

Covered Persons who receive a permitted business gift must promptly submit a Report of Proposed Business Gift, attached as Appendix J, to the Legal Department using the online form, and await Legal approval before accepting the gift. If a Covered Person would like the Company to consider an exception to the Gift Limits, he or she should contact the Compliance Officer via email in advance of submitting a Report of Proposed Business Gift, provide an explanation for the specific request, and await a response.

No Covered Person shall directly or indirectly offer or promise gifts or favors, or provide business entertainment, unless such gifts or business entertainment (i) is reasonable and consistent with usual business practice, (ii) cannot be construed as a bribe or a payoff or made for the purpose of deriving an improper benefit for the Company, (iii) is not in violation of any law and (iv) would not embarrass the Company if disclosed publicly.

All Covered Persons wherever located will adhere to the letter and spirit of the United States Foreign Corrupt Practices Act (the "FCPA"), which prohibits giving or promising money or items of value to any foreign official (foreign government official, political party or candidate or public international organization) for the purpose of influencing a decision or obtaining business. The FCPA further prohibits giving money or items of value to any person or firm when there is reason to believe that it will be passed on to a government official for this purpose. Covered Persons shall not make or recommend any payment from the Company's funds or assets to or for the benefit of a representative of any domestic or foreign government. Furthermore, no one shall ever be used as a conduit for corrupt payments. All agents of the Company must be engaged in providing legitimate business services for a fee not in excess of the customary local rate for similar services.

The FCPA and related laws and regulations governing bribes and gratuities are complex and require legal analysis in connection with any person's business activities or social interactions with government officials. Covered Persons are required to seek approval from the Compliance Officer before engaging with any government official in any capacity that does, or could be construed to, involve the Company or such Covered Person's role at the Company.

LOANS OR OTHER FINANCIAL TRANSACTIONS

Personal loans by the Company to, or guarantees by the Company of obligations of, executive officers of the Company or their Family Members, are prohibited by law. Personal loans by the Company to, or guarantees by the Company of obligations of, other employees of the Company may also create a conflict of interest and must be discussed with the Compliance Officer and must be approved in writing by the Chairman, President and Chief Executive Officer.

No Covered Person may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material tenant, contractor, real estate broker/agent, partner, lender or competitor of the Company. This guideline does not prohibit arms-length transactions with recognized banks, brokerage firms, other financial institutions or any company that is a material tenant, contractor, real estate broker/agent, partner, lender or competitor, except that loans or guarantees of personal obligations are prohibited from any material contractors or broker/agents under any circumstance.

POLITICAL CONTRIBUTIONS

Covered Persons shall not be directed, pressured or coerced in any manner by a director, officer or any individual acting in a managerial or supervisory capacity to make a contribution to any political party or committee or to any candidate for or the holder of any government office. Because laws and regulations covering any type of political activity by the Company, including events that may take place at Company

facilities or make use of other Company assets, are complex, the Compliance Officer or another member of the Legal Department must be consulted in advance of any proposed activities.

REAL ESTATE BOARD OF NEW YORK STANDARDS OF CONDUCT

Any Covered Person who is a member of the Commercial or Residential Division of REBNY shall adhere to the standards of conduct set forth in the REBNY Code of Ethics and Professional Practices, as amended from time to time (the “REBNY Code”). Any Covered Person who seeks guidance or an interpretation of the REBNY Code, should consult the Compliance Officer or another member of the Legal Department in advance of any proposed activity related to such interpretation.

WAIVERS OF OR CHANGES IN THE CODE OF CONDUCT

It may be appropriate for a provision of this Code of Conduct to be waived in a particular circumstance. Any waiver of, or material change to, this Code of Conduct that applies to executive officers or directors of the Company may be made only by the Nominating and Corporate Governance Committee or the Board and must be promptly disclosed to stockholders as required by law or regulation of the SEC and the rules of the New York Stock Exchange. Any other Covered Person seeking a waiver should speak to his or her supervisor, who, in turn, should obtain the approval of the Company’s Compliance Officer and one executive officer regarding such matter.

COMPLIANCE

The matters covered in this Code of Conduct are of the utmost importance to the Company, its stockholders and its business partners, and are essential to the Company’s ability to conduct its business in accordance with its stated values. The Company expects all Covered Persons and persons with whom the Company transacts business to adhere to the standards set forth in this Code of Conduct in carrying out their duties to the Company. Individuals whose actions are deemed to be in violation of this Code of Conduct or other policies of the Company that may be adopted from time to time will be subject to disciplinary action, up to and including termination.

ADMINISTRATION AND IMPLEMENTATION

The Nominating and Corporate Governance Committee has overall responsibility for administering and interpreting this Code of Conduct. The Compliance Officer is responsible for the implementation of this Code of Conduct.

Reviewed and Approved by the Board of Directors as of: December 9, 2022

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Insider Trading Policy

Guidelines with Respect to Certain Transactions in Company Securities

This Policy provides guidelines to employees, officers, and directors of Empire State Realty Trust, Inc., Empire State Realty OP, L.P. and their respective subsidiary(ies) (collectively, the “Company”) with respect to transactions in the Company’s securities.

Applicability of Policy

This Policy applies to all transactions in the Company’s securities, including common stock, options for common stock, operating partnership units, LTIP units, and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures and transactions involving other Company-based Derivative Securities (defined below).

Certain Definitions

An “Insider” is any person who receives or has access to Material Nonpublic Information (as defined below) regarding the Company, including, without limitation: (i) all directors, officers and employees of the Company, (ii) consultants and contractors to the Company and its subsidiaries, (iii) members of the immediate families and households of each of the persons described in items (i) and (ii), (iv) any other person or entity whose securities trading decisions are influenced or controlled by any of the persons described in items (i), (ii) and (iii), and (v) any person who receives Material Nonpublic Information from any person described in items (i), (ii), (iii), and (iv). Any such person remains an Insider for so long as such Material Nonpublic Information is not publicly known and remains material.

A “Designated Person” is any person who is a director, officer or employee of the Company, any family member sharing such person’s same household, or any entity controlled by any of the foregoing persons, including trusts and foundations in which such person is a beneficiary or trustee.

General Policy

It is the policy of the Company to oppose the unauthorized disclosure of any nonpublic information acquired in the work-place and the misuse of Material Nonpublic Information in securities trading.

- *Trading on Material Nonpublic Information.* An Insider shall not engage in any transaction involving a purchase or sale of Company’s securities, including any offer to purchase or offer to sell, during any period commencing with the date that he or she possesses Material Nonpublic Information concerning the Company, and ending at the close of business on the second Trading Day following the date of public disclosure of that information, or at such time as such nonpublic information is no longer material. As used herein, the term “Trading Day” shall mean a day on which national stock exchanges and the Over-the-Counter Bulletin Board service of the National Association of Securities Dealers, Inc. or the TSX Venture Exchange are open for trading.
- *Tipping.* No Insider shall disclose (“tip”) any Material Nonpublic Information regarding the Company to any other person (including family members), nor shall such Insider or

related person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company's securities.

- *Confidentiality of Nonpublic Information.* Nonpublic information relating to the Company is the property of the Company, and the unauthorized disclosure of such information is forbidden.

Potential Criminal and Civil Liability and/or Disciplinary Action

- *Liability for Insider Trading.* Insiders may be subject to criminal and civil penalties and jail time for engaging in transactions in the Company's securities at a time when they have knowledge of Material Nonpublic Information regarding the Company.
- *Liability for Tipping.* An Insider may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom such Insider has disclosed Material Nonpublic Information or made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. The Securities and Exchange Commission (the "SEC") has imposed large penalties even when the disclosing person did not profit from the tippee's trading. The SEC, the Canadian Securities Commissions, the stock exchanges and FINRA use sophisticated electronic surveillance techniques to uncover insider trading.
- *Possible Disciplinary Actions.* Employees of the Company who violate this Policy shall also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company's equity incentive plans or termination of employment.
- *Company Liability.* Although responsibility for compliance with this policy and liability for non-compliance are primarily personal to the individuals involved, violations may result in civil and criminal liability for the Company. Substantial criminal and civil penalties for corporations have been assessed.

Transaction Suspension Periods and Pre-Clearance

- *Mandatory Black-out Period for Designated Persons.* The period beginning seven (7) calendar days before the end of each fiscal quarter and ending two Trading Days following the date of public disclosure of the financial results for such fiscal quarter (the "Black-out Period") is a particularly sensitive period of time for transactions in the Company's securities, because officers, directors and certain other employees will, during that period, often possess Material Nonpublic Information about the expected financial results for the quarter. Accordingly, to ensure compliance with this Policy and applicable securities laws, all Designated Persons shall refrain from conducting transactions involving the purchase or sale of the Company's securities during the Black-out Period. In extraordinary circumstances, trading by Designated Persons during the Black-out Period may be permitted with prior written approval of the Compliance Officer or her designee, which approval will only be given for good reason under such extraordinary circumstances or in accordance with the exceptions set forth herein under "Certain Exceptions" below.

Unless otherwise advised by the Compliance Officer or her designee, the Black-out Period shall be the period indicated above. The purpose behind the Black-out Period is to establish a diligent effort to avoid any improper transaction. From time to time, the Company may also recommend that directors, officers, all or selected employees and others suspend trading because of developments known to the Company and not yet disclosed to the public. In such event, such persons are advised not to engage in any transaction involving

the purchase or sale of the Company securities during such period and should not disclose to others the fact of such suspension of trading. It should be noted, however, that even outside the Black-out Period, any person possessing Material Nonpublic Information concerning the Company should not engage in any transactions in the Company's securities until such information has been known publicly for at least two Trading Days, whether or not the Company has recommended a suspension of trading to that person. Even in the absence of Material Nonpublic Information, trading in the Company's securities outside of the Black-out Period should not be considered a "safe harbor," and all directors, officers and other persons should use good judgment at all times.

- *Pre-clearance of Trades.* The Company has determined that all Designated Persons should not trade in the Company's securities without first complying with the Company's "pre-clearance" process. Before a Designated Person may purchase or sell securities of the Company, a written request for approval must be made to the Company's Compliance Officer or her designee. Each Designated Person must provide the information required by the "Pre-Clearance Trading Request Form" which is included with this Policy, and make the certifications contained therein. The completed form may be submitted via email. Any approved purchase or sale must be made within five business days of such approval, unless otherwise designated in the approval.

The Company may find it necessary, from time to time, to require compliance with the pre-clearance process from certain Insiders, other than and in addition to Designated Persons. Any employee with any question regarding trading in the Company's securities is encouraged to contact the Compliance Officer or her designee.

Individual Responsibility. Every officer, director and employee has the individual responsibility to comply with this Policy against insider trading, even outside the Black-out Period. An Insider may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though he or she may suffer an economic loss or forego anticipated profit by waiting. Every officer, director and employee remains subject to any applicable securities reporting requirements under securities laws, the Code of Business Conduct and Ethics of the Company and the Company's other policies and procedures.

A Designated Person who has a direct economic interest in a securities account in which trading is effected at the discretion of a third party should consult with the Compliance Officer as to whether trading for such account must comply with all the protocols herein for a Designated Person, including Black-out Period restrictions and pre-clearance.

As a Company employee, you are responsible for assuring that any family member or entity who is a Designated Person complies with this Policy and all applicable securities laws, rules and regulations.

Inside Information Regarding Other Companies

This Policy and the guidelines described herein also apply to Material Nonpublic Information relating to other companies, including the Company's partners, customers, vendors or suppliers ("business partners"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties, and termination of employment, may result from trading on inside information regarding the Company's business partners. All employees should treat Material Nonpublic Information about the Company's business partners with the same care required with respect to information related directly to the Company.

Material Nonpublic Information

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to a reasonable investor in making an investment decision regarding the purchase or sale of the Company's securities. While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information may include:

1. Financial results
2. Projections of future earnings or losses
3. News of a pending or proposed merger or joint venture
4. News of the disposition or acquisition of a property or portfolio of properties or other real estate-related investments or assets
5. Impending bankruptcy or financial liquidity problems
6. Results of leasing activity
7. Significant pricing changes
8. Stock splits or consolidations
9. New equity or debt offerings
10. New financing arrangements
11. Significant litigation exposure due to actual or threatened litigation
12. Significant cybersecurity incidents
13. Changes in senior management.

Either positive or negative information may be material. Nonpublic information is information that has not been previously disclosed to, and is otherwise not available to, the general public.

Certain Exceptions

For the purposes of this Policy, the Company considers that the following transactions are exempt from this Policy: (1) the exercise of stock options or other derivative securities granted under the Company's equity incentive plans (but not the sale of any such shares); (2) the net share settlement of awards under the Company's equity incentive plans to pay minimum tax withholding liabilities; (3) the conversion of LTIPs to operating partnership units and operating partnership units into the Company's Class A common stock (but not the sale of any such shares) and (4) the purchase or sale of a security issued by the Company pursuant to an arrangement meeting the conditions specified in clause (c)(1) of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, which arrangement has been approved in writing by the Compliance Officer or her designee.

Short Sales or Transactions in Company-based Derivative Securities

Officers, directors and employees may not engage in transactions of a speculative nature involving the Company's securities at any time, including, but not limited to, the purchase or sale of put options.

Such persons are prohibited from short-selling the Company's securities or engaging in transactions involving other Company-based Derivative Securities. "Derivative Securities" are options, warrants, restricted stock units, stock appreciation rights or similar rights whose value is derived from the value of an equity security, such as the Company's common stock. This prohibition includes, but is not limited to, trading in Company-based put option contracts, transacting in straddles, and similar instruments. The receipt of grants of Derivative Securities issued under, or the exercise of options or other awards granted under, an equity incentive plan adopted by the Company is not prohibited by this Policy.

Short Swing Profits – Section 16 Persons

The Company must comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Securities Exchange Act of 1934, as amended. The practical effect of these provisions is that officers, directors and certain employees who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any Material Nonpublic Information. Under these provisions, and so long as certain other criteria are met, the receipt of an option under the Company's option plans, as well as the acquisition of underlying shares from the exercise of that option, is not deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16. Moreover, no officer, director or employee may ever make a short sale of the Company's securities. The Company has provided, or will provide, separate memoranda and other appropriate materials to its officers, directors and employees regarding compliance with Section 16 and its related rules.

Inquiries

Please direct your questions as to any of the matters discussed in this Policy to the Company's Compliance Officer:

Contact: Heather L. Houston, Compliance Officer
Address: Empire State Realty Trust, Inc.
111 West 33rd Street, 12th Floor
New York, NY 10120
Telephone: 212-850-2696
Email: hlawson@esrtreit.com

Reviewed and Approved by the Board of Directors as of: December 9, 2022

**PRE-CLEARANCE TRADING REQUEST FORM FOR TRADING IN SECURITIES OF
EMPIRE STATE REALTY TRUST, INC. AND EMPIRE STATE REALTY OP, L.P.**

To: Heather L. Houston, Compliance Officer

In accordance with the Insider Trading Policy (the "Policy") for Empire State Realty Trust, Inc. and Empire State Realty OP, L.P. (collectively, the "Company"), I hereby request pre-clearance to enter into the following transaction in securities of the Company:

Proposed Date of Transaction	Nature of Transaction (Purchase/Sale)	Class and Number of Shares (or other Securities)
_____	_____	_____

In making this request, I certify on behalf of myself and, if applicable, any member of my immediate family sharing my household, or any entity controlled by me that is party to the transaction (all such persons being "Designated Persons," as defined in the Policy) that:

1. In purchasing or selling securities of the Company, neither I nor any applicable Designated Person at the time of such transaction is in possession of material, non-public information about the Company; and
2. The transaction is in compliance with applicable law and the Policy regarding insider trading and use of material, non-public information.

Submitted by: _____

Signature: _____

Date: _____

Approved by: _____

Signature: _____

Date: _____

**ANY APPROVAL IS EFFECTIVE FOR FIVE (5)
BUSINESS DAYS ONLY, PURSUANT TO THE
COMPANY'S INSIDER TRADING POLICY.**

**BEFORE ANY PURCHASE OR SALE OF COMPANY SECURITIES AT ANY TIME, EACH
PERSON WHO IS AN ESRT EMPLOYEE OR DIRECTOR, OR OTHERWISE A DESIGNATED
PERSON, MUST SUBMIT THIS FORM AND AWAIT APPROVAL FROM THE AUTHORIZING
PARTY ABOVE.**

****** In addition, if you are an executive officer, the Chief Accounting Officer, or a director, you must report your purchase or sale of Company securities to the Compliance Officer by no later than the end of the day when a trade is consummated, allowing them to coordinate the required filing with the SEC which is due within two days thereafter.

Empire State Realty Trust

Insider Trading Compliance Program – Pre-clearance Checklist

- ☐ Black-out Period. Confirm that the trade will not be made during the Company's Black-out Period.
- ☐ Section 16 Compliance. Confirm, if the individual is an officer or director subject to Section 16, that the proposed trade will not give rise to any potential liability under Section 16 as a result of matched past (or intended future) transactions. With respect to Rule 16b-3 plans, ensure that a stock option has been held for at least 6 months from the date of grant prior to sale of the shares. Also, ensure that a Form 4 has been or will be completed and will be timely filed.
- ☐ Prohibited Trades. Confirm that the proposed transaction is not a "short sale, "put", "call" or other prohibited or strongly discouraged transaction.
- ☐ Rule 144 Compliance. Confirm that:
 - ☐ Current public information requirement has been met;
 - ☐ Shares are not restricted or, if restricted, the six-month holding period has been met;
 - ☐ Volume limitations are not exceeded (confirm the individual is not part of an aggregated group);
 - ☐ The manner of sale requirements have been met; and
 - ☐ The Notice of Form 144 has been completed and filed.
- ☐ Rule 10b-5 Concerns. Confirm that (i) the individual has been reminded that trading is prohibited when in possession of any material information regarding the Company that has not been adequately disclosed to the public, and (ii) the Compliance Officer or her designee has discussed with the individual any information known to the individual which might be considered material nonpublic information, so that the individual has made an informed judgment as to the presence of inside information.

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Related Party Transaction Policy and Procedures

Policy

It is the policy of the Board of Directors (the “**Board**”) of Empire State Realty Trust, Inc. (the “**Company**”) that all Related Party Transactions with Related Parties, as those terms are defined in this policy, shall be subject to approval in accordance with the procedures set forth below. By establishing this policy, the Board recognizes that these types of transactions present a heightened risk of conflicts of interest and/or improper valuation and/or the appearance thereof. This policy supplements the Empire State Realty Trust, Inc. and Empire State Realty OP, L.P. Code of Business Conduct and Ethics.

Procedures

Any Related Party Transaction must be approved by the Board or by a committee appointed by the Board, on the basis that such committee’s actions on any matter shall include participation only by its members who are disinterested with respect to such matter, all consistent with the non-participation terms described below in this “**Procedures**” section. At its meeting on February 21, 2014, the Board delegated all responsibilities for approving Related Party Transactions to the Nominating and Corporate Governance Committee (such committee or any successor hereafter appointed by the Board, the “**Appointed Committee**”).

Management or the affected director or executive officer will bring a potential Related Party Transaction to the attention of the Chair of the Appointed Committee or, if such Chair is the affected director, to the attention of the Chair of the Audit Committee (who shall then participate on the Appointed Committee for any review of the potential Related Party Transaction).

The appropriate Chair shall determine, based on any consultation such Chair may deem appropriate, whether a particular matter is a Related Party Transaction and, therefore, should be considered by the Appointed Committee.

No director or executive officer shall participate in any consideration, discussion or approval of a Related Party Transaction in which he or she is a Related Party, except that such director or executive officer (a) may participate on behalf of the Company to the extent approved by the Board, (b) may alternatively participate on behalf of the Related Party, and (c) shall in any case provide all material information concerning his or her involvement in the Related Party Transaction to the Appointed Committee.

The Appointed Committee will consider all relevant factors, including, as applicable, (a) the Company’s business rationale for entering into the Related Party Transaction, (b) the available alternatives to the Related Party Transaction, (c) whether the Related Party Transaction is on terms comparable to those available to or from third parties, (d) the potential for the Related Party Transaction to lead to an actual or apparent conflict of interest, (e) the benefits of the Related Party Transaction to the Company, (f) the overall fairness of the Related Party Transaction to the Company, and (g) the impact on a director’s independence in the event the Related Party is a director, an immediate family member of a director or an entity in which a director holds a substantial equity or management position.

If a Related Party Transaction will be ongoing, the Appointed Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Appointed Committee, on at least an annual basis, shall review and assess whether (a) such ongoing dealings are in compliance with such guidelines and (b) the transaction remains appropriate.

Proposed contributions by the Company to a tax exempt organization in which a Related Party is a director or employee shall be subject to pre-approval by the Appointed Committee if the contribution amount exceeds the greater of \$1 million and 2% of such tax exempt organization's consolidated gross revenues. Any such approved charitable contribution shall also be subject to the terms of the Company's Charitable Donation Guidelines.

Each Related Party Transaction must be approved in advance whenever practicable and, if not practicable, must be considered for approval as promptly as practicable after the Company learns of the transaction.

In the event the Company becomes aware of a Related Party Transaction that has then been completed, but not previously approved, the Appointed Committee will consider it for approval under the procedures outlined above, including evaluating whether rescission is appropriate.

Upon a determination that a Related Party Transaction has not been pre-approved in accord with this policy, the Company shall evaluate its controls and procedures to ascertain why such Transaction was not so pre-approved and whether any changes to these procedures are recommended.

Related Party Watch List

The Company periodically updates a list (the "**Related Party Watch List**") of (a) all Related Parties and (b) all Related Party Affiliates, based on the then most recent questionnaires with respect to directors and executive officers and publicly available information with respect to any beneficial owner of more than 5% of the Company's outstanding common stock.

The Related Party Watch List (including all updates thereto) shall be made available, at the direction of the Compliance Officer, to the appropriate finance, sales, marketing, leasing, design and construction and operations employees and executives of the Company who are involved and/or familiar with the Company's current and proposed transactions, contracts or other legal or business arrangements so they can cross-check against that List the parties involved in any such arrangements. To the extent it is determined that the Company has entered into or is proposing to enter into any such arrangement (including any modification thereof) with a Related Party or Related Party Affiliate, the Appointed Committee should be promptly notified.

Related Party Transaction Questionnaires/Certifications

Each director and executive officer of the Company shall complete a Related Party Transaction Questionnaire and Certification, as set forth in Exhibit A, around July and January of each year (the latter as part of the annual D&O Questionnaire). Any director nominee who is not currently a member of the Board shall complete a Related Party Transaction Questionnaire and Certification prior to being disclosed in the proxy statement as a director nominee. Additionally, if at any point during the year a person is initially elected or appointed as a director or an executive officer of the Company, such director or executive officer shall be required to complete a Related Party Transaction Questionnaire and Certification within ten (10) days of becoming a director or executive officer.

Each of the Company's directors, executive officers and director nominees will be responsible for promptly notifying the Company of any change in the identity of such person's Related Party Affiliates.

The Compliance Officer shall be responsible to administer the Related Party Transaction Questionnaire and Certification and maintain the Related Party Watch List.

Amendments

Any amendment to this policy must be approved by the Appointed Committee and the Board.

Disclosure

All Related Party Transactions shall be disclosed in the Company's applicable filings with the Securities and Exchange Commission as required by applicable laws, rules and regulations. The material features of this Policy shall be disclosed in the Company's annual report on Form 10-K and/or the Company's proxy statement, as required by applicable laws, rules and regulations.

Definitions

A **"Related Party Transaction"** is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (a) the aggregate amount involved (including all payments due at any time, whether required or optional) will or may be expected to exceed \$120,000, (b) the Company is a participant, and (c) any Related Party or Related Party Affiliate has or will have a direct or indirect material interest.

A **"Related Party"** is any (a) person who is an executive officer, director or director nominee of the Company, (b) greater than 5% beneficial owner of the Company's outstanding common stock, or (c) immediate family member of any of the foregoing. Immediate family member includes a person's spouse, parents, stepparents, children, stepchildren, brothers and sisters, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

A **"Related Party Affiliate"** is (a) any entity in which any Related Party is an employee, acts as a director or executive officer (or other comparable position), maintains, directly or indirectly, a ten percent (10%) or greater ownership interest, or otherwise exerts control, and (b) any trust or other estate in which a Related Party has a substantial interest or serves in a fiduciary capacity.

Reviewed and Approved by the Board of Directors as of: December 9, 2022

Exhibit A

Related Party Transaction

Questionnaire and Certification

This Questionnaire and Certification is designed to assist directors and executive officers of Empire State Realty Trust, Inc. and its affiliates (“ESRT”) in identifying related party transactions and conflicts which should be reviewed and/or disclosed. It should be completed consistent with the definitions and procedures in ESRT’s attached Related Party Transaction Policy and Procedures.

We have prepopulated your form with information from your prior submissions, subject to your now modifying such information where appropriate and indicating the rationale for any change.

Questions regarding your family members should be answered to the best of your knowledge, as we understand such family members are under no duty to share personal information with you or ESRT.

If you have any question, please contact Heather L. Houston (212-850-2696).

1. Please list your Immediate Family Members now living--i.e., your spouse, parents, stepparents, children, stepchildren, brothers and sisters, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than tenants and employees) who shares your home.

<i>Family Member's Name</i>	<i>Relation</i>

2. Please list any publicly-listed company where you serve (or have served in the last 5 years) as a director, or an executive officer, and/or exert control, and/or have a 10% or greater ownership interest.

<i>Company</i>	<i>Role</i>	<i>Dates</i>

3. Please list any non-profit company where you serve (or have served in the last 5 years) as a director, or an executive officer, and/or exert control, and/or have a 10% or greater ownership interest.

<i>Company</i>	<i>Role</i>	<i>Dates</i>

4. Please list any other entity not listed in response to questions 2 or 3 above in which you serve (or have served in the last 5 years) as a director, or an executive officer, and/or exerts control, and/or have a 10% or greater ownership interest.

<i>Company</i>	<i>Role</i>	<i>Dates</i>

5. Please list any entity in which an Immediate Family Member is, to your knowledge, an employee, a director, or an executive officer, and/or exerts control, and/or has a 10% or greater ownership interest.

<i>Company</i>	<i>Role</i>	<i>Dates</i>

6. Please list any trust or estate in which you or an Immediate Family Member has, to your knowledge, a substantial interest or serves in a fiduciary capacity.

<i>Trust</i>	<i>Role</i>

7. Please describe any proposed or existing transaction(s) known to you between ESRT and any individual or entity listed in Items 1-6 where the amount involved is expected to exceed \$120,000.

☐ If you have no knowledge of any such transaction, please check this box.

Certification

I hereby certify that I have completed this Related Party Transaction Questionnaire and Certification to the best of my knowledge, consistent with ESRT's Related Party Transaction Policy and Procedures.

Signature:
Name:

Date: _____

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Whistleblower Policy

Any (1) employee of Empire State Realty Trust, Inc. (the “Company”) or its affiliates or (2) other interested party (collectively, “Eligible Persons”) may submit a good faith complaint or concern regarding accounting, internal accounting controls or auditing matters (“Accounting Complaints”) to the management of the Company or the Audit Committee (the “Audit Committee”) of the Board of Directors of the Company (the “Board”). The Company is committed to complying with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee will oversee treatment of Accounting Complaints. The Company strictly prohibits any retaliation for reporting an Accounting Complaint in good faith, no matter whom the report concerns.

Receipt of Accounting Complaints

Eligible Persons are encouraged to report Accounting Complaints in a form that is as clear and specific as possible under the circumstances, and should submit relevant records, if available.

Eligible Persons may report Accounting Complaints to Heather L. Houston, the Company’s Compliance Officer, or such other person as may be designated from time to time by the Board or the Chairperson of the Audit Committee (the “Audit Committee Chairperson”). The contact information for the Compliance Officer and the Audit Committee Chairperson is as follows:

For the Compliance Officer:

Heather L. Houston
Empire State Realty Trust, Inc.
111 West 33rd Street, 12th Floor
New York, NY 10120
hlawson@esrtreit.com

For the Audit Committee Chairperson:

S. Michael Giliberto
Empire State Realty Trust, Inc.
111 West 33rd Street, 12th Floor
New York, NY 10120
mgiliberto@esrtreit.com

Eligible Persons also may report Accounting Complaints to the Compliance Officer or the Audit Committee Chairperson using one of the following methods:

- (i) via the Company’s Compliance Hotline at 855-326-9626; or
- (ii) via the Company’s Compliance email box at www.esrt.ethicspoint.com.

Eligible Persons may report their concerns anonymously and confidentially. However, the Audit Committee encourages Eligible Persons reporting an Accounting Complaint (“Reporting Persons”) to supply contact information with their submission to facilitate follow-up, clarification and assistance with any investigation, if necessary. If a Reporting Person decides to remain anonymous, individuals investigating the Accounting Complaint may have limited or no means subsequently to communicate with the Reporting Person and investigate the matter further.

The identity of a Reporting Person will be kept confidential at all stages of the process and will not be disclosed to any persons, either within or outside of the Company, other than as may be needed to be disclosed to Company employees, officers or members of the Board, in order to enable such persons to carry out their responsibilities, and to any third party, charged with investigating the Accounting Complaint, and as required by applicable law or regulatory body.

Scope of Matters Covered by these Procedures

The procedures set forth herein relate to Accounting Complaints, including without limitation, the following:

1. fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of the Company;
2. fraud or deliberate error in the accounting of, or the recording and maintaining of, the financial records of the Company;
3. deficiencies in, or noncompliance with, the Company's internal accounting controls;
4. misrepresentation, false statement or failure to disclose to or by an Eligible Person or Company accountant/auditor regarding a matter contained in the financial records, financial reports or audit reports of the Company; and
5. deviation from full, accurate and fair reporting of the Company's financial condition.

Complaints or concerns relating to harassment or discrimination, general working conditions, waste or abuse, or any other illegal or unethical activity or other matters should be reported and handled in accordance with the procedures and guidelines set forth in the Company's Code of Business Conduct and Ethics and the Employee Manual.

Treatment of Accounting Complaints

Upon receipt of a complaint or concern, the Compliance Officer or Audit Committee Chairperson, as the case may be, will (i) determine whether the complaint or concern is an Accounting Complaint, and (ii) when possible, acknowledge receipt of the complaint or concern to the Reporting Person.

Accounting Complaints will be reviewed in a manner determined by and with the oversight of the Audit Committee and with input from the Compliance Officer or such other persons, including any third party investigative parties, as the Audit Committee determines to be appropriate. To the extent the Audit Committee deems appropriate, the Compliance Officer will appoint one or more internal and/or external investigators to promptly and fully investigate such Accounting Complaints under the supervision of the Compliance Officer and, as may be appropriate, the Audit Committee. When the identity of the Reporting Person is known, the Compliance Officer will provide such Reporting Person, to the extent appropriate, the name and contact information for the investigator(s) assigned to the Accounting Complaint. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. In performing the investigation, all persons involved, including any third party investigative parties, shall abide by all applicable privacy, data protection and similar laws.

Reporting Persons shall be informed, in general terms, to avoid revealing confidential information about the investigation and its outcome.

Prompt and appropriate corrective or remedial action will be taken when and as warranted in the judgment of the Audit Committee.

To the extent that an Accounting Complaint relates to an ongoing government audit, inspection or investigation, the Audit Committee will coordinate with other Board committees and government authorities, as appropriate.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any Eligible Person in the terms and conditions of employment based upon any lawful actions of

such Eligible Person with respect to good faith reporting of Accounting Complaints or otherwise, as specified in Section 806 of the U.S. Sarbanes Oxley Act of 2002.

Consistent with the Charter of the Audit Committee, the Audit Committee may obtain advice and assistance from and retain, at the Company's expense, investigators, internal or outside legal counsel and other advisors, as may be appropriate.

Eligible Persons are neither required nor encouraged personally to investigate questionable Accounting Complaints on their own because of the potential that such a private investigation might compromise the Company's own investigation, result in the loss or tainting of evidence, or otherwise prevent a full and fair investigation into the underlying facts.

Reporting and Retention of Accounting Complaints and Investigations

The Compliance Officer will maintain a log of all Accounting Complaints, tracking their receipt, investigation and resolution and shall prepare and distribute a periodic summary report thereof for the Audit Committee.

Upon completion and resolution of any investigation, the Company promptly (and in no event later than two months) shall archive the Accounting Complaint and all information and documentation relating to the investigation. Archived materials shall be accessible by only the Compliance Officer and her designees, Human Resources, and the members of the Audit Committee. If the investigation results in legal proceedings, disciplinary measures or other similar courses of action, all information and documentation relating to the investigation shall be archived upon the conclusion of the proceedings (and any period for appeal, as applicable). Unsubstantiated Accounting Complaints, or Accounting Complaints without merit, shall be archived immediately.

The Audit Committee shall make periodic reports to the Board and committees of the Board as may be appropriate.

Compliance with Law

This Whistleblower Policy is intended to meet the requirements of Rule 10A-3(b)(3) under the U.S. Securities Exchange Act of 1934, as amended.

Review

This Policy will be subject to the periodic review of the Audit Committee. Any proposed changes to these procedures will be, upon recommendation of the Audit Committee, reviewed and approved by the Board.

Disclosure

The Company's website will provide information on the process by which third parties may submit a good faith complaint under this Policy. On an annual basis, each employee of the Company must confirm in writing to the Company that they have received a copy of this Policy, have read it and understand it via the Annual Certification attached as an exhibit to the Corporate Compliance Manual.

Reviewed and Approved by the Board of Directors as of: December 9, 2022

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Compensation Clawback Policy

In the event of a restatement of the financial statements of Empire State Realty Trust, Inc. or Empire State Realty OP, L.P. (together, the “Company”) (other than due to a change in applicable accounting methods, rules or interpretations) which would have caused any performance-based compensation paid during the three preceding years to be lower had it been calculated based on such restated financial statements, the Company shall review such performance-based compensation pursuant to this Compensation Clawback Policy (this “Policy”).

If the Company determines that the amount of any such performance-based compensation actually paid or awarded to a current or former executive officer or key financial reporting employee (the “Awarded Compensation”) would have been a lower amount had it been calculated based on such restated financial statements (the “Actual Compensation”) and that such executive officer or key financial reporting employee engaged in fraud, willful misconduct or intentional illegal conduct which materially contributed to the need for such restatement, then the Company shall use reasonable efforts to seek to recover for the benefit of the Company the after-tax portion of the excess of the Awarded Compensation above the Actual Compensation (such difference, the “Excess Compensation”) from such executive officer or key financial reporting employee. In determining the after-tax portion of such Excess Compensation, the Company shall take into account its good faith estimate of the value of any tax deduction available to the executive officer or key financial reporting employee in respect of such repayment.

This Policy shall be administered by the Compensation and Human Capital Committee of the Board of Directors of the Company (the “Committee”). Any determination, modification, interpretation or other action by the Committee pursuant to this Policy shall be made and taken by a vote of a majority of its members. The Committee has the sole authority to construe, interpret and implement this Policy, make any determination necessary or advisable in administering this Policy, and modify, supplement, rescind or replace all or any portion of this Policy.

Before the Committee determines to seek recovery pursuant to this Policy, it shall provide to the applicable executive officer or key financial reporting employee prior written notice and the opportunity to be heard at a meeting of the Committee (which may be in-person or telephonic, as determined by the Committee) held on reasonable prior notice.

If the Committee determines to seek a recovery pursuant to this Policy, it shall make a written demand for repayment from the executive officer or key financial reporting employee and, if an executive officer or key financial reporting employee does not within a reasonable period tender repayment in response to such demand, and the Committee determines that he or she is unlikely to do so, the Committee may seek a court order against the executive officer or key financial reporting employee for such repayment.

For the purposes of this Policy, (i) the term “executive officer” shall refer to any “officer” of the Company for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, as determined from time to time; (ii) the term “key financial reporting employee” shall be Heather L. Houston, Rodney Gomes, John Hogg, Stephen Horn, William Regan, and any such other employees

as shall be added at the discretion of the Chairman, President and Chief Executive Officer in his sole and absolute discretion from time to time; and (iii) the term “performance-based compensation” means all bonuses and other incentive and equity compensation awarded to each of the Company’s executive officers or key financial reporting employees, the amount, payment and/or vesting of which was calculated based wholly or in part on the application of objective financial performance criteria derived from the financial statements and measured during any part of the period covered by the restatement.

Reviewed and Approved by the Board of Directors as of: December 9, 2022

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Hedging and Pledging Policy

The Board of Directors (the “Board”) of Empire State Realty Trust, Inc. (the “Company”) has adopted the following Hedging and Pledging Policy (this “Policy”) with respect to the hedging and pledging of securities of the Company and Empire State Realty OP, L.P. (together, the “Securities”):

As set forth in the Company’s Insider Trading Policy, employees and directors may not engage in transactions of a speculative nature involving the Company’s securities at any time, including, but not limited to, the purchase or sale of options on Securities. Such persons are prohibited from short-selling the Securities or engaging in transactions involving other Company-based Derivative Securities (as defined below). This prohibition includes, but is not limited to, trading in Company-based put option contracts, transacting in straddles, and similar instruments. The receipt of grants of Derivative Securities issued under, or the exercise of options or exercise or vesting of other awards granted under, an equity incentive plan adopted by the Company (or the disposition of Securities in respect of exercise price or tax withholding obligations in connection with the vesting or exercise of such compensatory Securities) is not prohibited by this Policy.

“Derivative Securities” are options, warrants, restricted stock units, stock appreciation rights or similar rights whose value is derived from the value of the Securities, such as the Company’s Class A common stock.

Without limitation of the provisions of the Insider Trading Policy, each executive officer of the Company and each other employee of the Company or a subsidiary owning over \$1,000,000 in value of Securities and Derivative Securities (measured as fair market value as of the date of the prospective pledge as determined by the Compensation and Human Capital Committee of the Board in its discretion) is prohibited from pledging Securities or Derivative Securities as collateral for a loan or from placing Securities or Derivative Securities in a margin account unless such pledging is pre-approved by the Compensation and Human Capital Committee of the Board.

The restrictions set forth herein also apply to any Related Person with respect to an individual covered by this policy. A “Related Person” includes an individual’s spouse, children or other individual living in the household of the covered individual, any family members whose transactions are directed by or are subject to such covered individual’s control, partnerships in which the covered individual is a general partner, trusts of which such covered individual is a trustee, estates for which such covered individual is an executor and any other equivalent legal entities that such covered individual controls.

At a meeting of such Compensation and Human Capital Committee held on February 21, 2014, the Compensation and Human Capital Committee determined that certain employees who were granted Operating Partnership units pursuant to a previously established profit participation pool on a basis which required current recognition in 2013 of taxes were permitted to pledge these units as collateral for a loan to pay the resulting federal, state and local income taxes. This determination remains effective as of the date hereof.

Members of the Board and executive officers of the company must disclose any Securities they may pledge, or hold in a margin account, in order for proper public disclosure of such pledging to be made as necessary under applicable securities laws.

Reviewed and Approved by the Board of Directors as of: December 9, 2022

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

ESRT Holdings, TRS, L.L.C.

ESRT Observatory TRS, L.L.C.

Charitable Donation Guidelines

Empire State Realty Trust, Inc. (“ESRT”), together with its subsidiaries and affiliates, including Empire State Realty OP, L.P. (the “OP”), ESRT Holdings TRS, L.L.C. (together with its subsidiaries, “Holdings TRS”) and ESRT Observatory TRS, L.L.C. (“Observatory TRS”) (collectively, the “Company”) has adopted these Charitable Donation Guidelines (these “Guidelines”) in order to ensure that donations made by the Company are properly aligned with the Company’s overall objectives and do not create any actual or perceived conflict of interest or impropriety.

These Guidelines apply to all employees of the Company.

I. Charitable Donations

A. Charitable Donation Objectives

Charitable donations by the Company, including monetary and in-kind donations, should be made for a bona fide charitable purpose. Any benefit received by the Company or its employees must be minimal and incidental to the main purpose of the donation. Acceptable incidental benefits may include the fostering of business relationships, enhancing the visibility of the Company in the community, demonstrating social responsibility and promoting the Company’s business goals.

Further, all charitable donations made by the Company should follow these guidelines, based on the information disclosed on the website of the proposed donee and the general awareness of Donations Committee members without special investigation:

- a. Donations should be made only to nonprofit organizations qualifying under section 501(c)(3) of the Internal Revenue Code or to other organizations that qualify to receive tax-deductible charitable contributions;
- b. Donations should be made only to those organizations that have a demonstrated commitment to improving or serving the community and performing charitable functions;
- c. Donations should not be made to an organization in which (a) the primary purposes or activities include promotion or support of an organized religion or (b) direct or indirect control is exercised by an organized religion or its agents, all as determined in the discretion of the Donations Committee; and
- d. Donations should not be made to organizations that discriminate on the basis of race, culture, gender, sexual orientation, age or religion.

The decision to support or donate to a charity may not be made for the sole purpose of serving or promoting the personal interests of any employee of the Company.

Charitable donations may raise concerns under the federal, state or local anti-kickback or bribery rules when they are given to, or made on behalf of, an organization (government or otherwise) that is in a position to influence an engagement or transaction involving the Company. For this reason, no donation may be made by the Company to, or for the benefit of, any government official or agency, or any current or prospective business relationship, or employee thereof, for the direct or indirect purpose of improperly obtaining government action or improperly obtaining any transaction agreement or other commercial benefit.

Monetary Donations

All requests for monetary donations must be made via the online form ([link here](#)) along with the supporting documentation. Any questions should be directed to Kathleen Nicastro, Corporate Paralegal in the Legal Group. An annual budgeted total for monetary donations is approved each year by the Board (subject to adjustment by the Board, when it deems appropriate), and requests are processed on a first-come, first-serve basis. Following a review of any monetary contribution request for compliance with these Guidelines and any other applicable laws, rules and regulations, the Legal Department will seek approval of the Donations Committee for the donation as set forth in Section I.B of these Guidelines.

Upon notification of approval, your donation will be promptly submitted to Accounts Payable with a copy to the requestor. Thereafter, it is the responsibility of the requestor to provide any necessary documentation (e.g. W-2/vendor form) and to follow up to obtain the check. Accounts Payable will not make payment of the donation (or reimburse an employee) except pursuant to the above procedure.

In-Kind Donations

Any request relating to the donation of Observatory passes for the benefit of charitable organizations shall be processed through the President of the Observatory, except that if such donation would have a retail value of more than \$2,000, such Director shall be required to obtain the approval of the Chief Executive Officer or the Chief Financial Officer. Such approval may be via email, and completion of a charitable donation request form is not required in any such case.

Any request for a charitable donation of goods and services in kind (other than Observatory passes) must be made in the same manner as requests for monetary donations.

B. The Donations Committee

The Donations Committee is responsible for assessing and approving (or rejecting) all requests for donations. The members of the Donations Committee shall be selected by ESRT's Chairman, President and Chief Executive Officer. Each member shall serve until such time as the Chairman, President and Chief Executive Officer shall determine. The Donations Committee consists of the following members (effective 1/1/23): Peter L. Malkin, Christina Chiu and Heather L. Houston..

The consent of a majority of the members of the Donations Committee is necessary to approve each Company charitable donation. The Donations Committee need not meet as a group in order to approve a charitable donation so long as a majority of the members of the Donations Committee signal their response by email or other writing.

C. Donations

Donations by the Company may be made by any of ESRT, the OP, Holdings TRS or Observatory TRS to the extent that such entity has available funds to make such donation and the relevant objectives, approval and reporting procedures described herein are properly followed. Unless otherwise designated by the Chief Financial Officer or Chief Accounting Officer, all New York City-related contributions shall be

paid by Observatory TRS, and all New York Greater Metropolitan Area related contributions shall be paid by ESRT Management TRS, L.L.C. (a wholly-owned subsidiary of Holdings TRS).

D. Employee Charitable Donations

Employees are free to donate to the charities of their choice. Employees, however, may not make charitable donations on behalf of the Company. Further, the Company will not tolerate and does not allow coercive activities in connection with any charitable solicitations or endeavors undertaken by its employees. Coercive activities may include the following:

- pressuring another employee to participate in a charitable campaign; and
- using the participation in a charitable campaign by a particular employee as a factor in a performance appraisal of such employee.

Seeking de minimis financial support (less than \$100 from each fellow employee) for charities through pledges (walk-a-thons, etc.) or the purchase of products (Girl Scout cookies, etc.) is not inherently coercive and is permitted.

E. Solicitations by Charities

Any unsolicited calls for charitable donations should be handled as follows:

1. Take the name, number and question of the caller and advise that you will forward the caller's question to the proper person in the Company (do not identify that person).
2. Promptly forward that information by email and voicemail to the Director of Public Relations.
3. You should not provide any further information.

II. Reporting Procedures

A log of each monetary charitable donation made by the Company, which identifies the applicable Company affiliate making such contribution, shall be maintained by the Legal Group.

A schedule of all monetary and in kind charitable donations (year-to-date), including the aggregate value of Observatory pass donations, shall be circulated:

1. quarterly to the Charitable Donation Committee members, the named executive officers, the Senior Vice President, Director of Leasing, the Senior Vice President of Leasing in Connecticut and Westchester, the Senior Vice President, Marketing, Public Relations & Digital and the President of the Observatory, and
2. annually to the Board of Directors of ESRT.

III. Discipline/Penalties

Employees who violate these Guidelines may be subject to disciplinary action, up to and including termination of employment. Employees who have knowledge of a violation and fail to act promptly to report or correct it and employees who direct or approve violations may also be subject to disciplinary action, up to and including termination of employment.

Furthermore, violation of some provisions of these Guidelines may subject the employee to civil and criminal liability.

IV. Amendments

These Guidelines will be administered, and may be amended from time to time, by the Donations Committee.

V. Questions

Any questions regarding these guidelines should be raised with the Compliance Officer or her designee.

Reviewed and Approved by the Board of Directors as of: December 9, 2022

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Report of Proposed Business Gift

Upon receipt of a gift from any business-related source, you must:

1. promptly report the gift to the Legal Department, via the online form ([link here](#)); and
2. await advice as to whether you are permitted to accept the gift (usually one business day later).

Required information on online form:

1. Description of gift
2. Approximate value of gift
3. Name of party offering gift
4. Date gift was offered to employee
5. Confirmation of whether the proposed gift violates ESRT policy

As a reminder, ESRT's policy prohibits your acceptance of any gift in the form of cash or gift certificate from a party who has a business relationship with ESRT. Our company policy is adapted from the rules of the Real Estate Board of New York and is intended to guard against actual or apparent favoritism. We will periodically advise ESRT's business relationships to confirm they understand our policy.

To be permitted, employees may not accept gifts of goods (including holiday gifts) in any year of more than \$270 from any one source (excluding reasonable entertainment or meals where the provider is present), or \$1,080 from all sources, in dollar value³.

If you would like the company to consider an exception to the gift limits above, you should contact Heather L. Houston, Compliance Officer, via email in advance of submitting the online form, include an explanation for your specific request, and await a response.

³ The gift limits were set as of January 1, 2020 at \$254 per gift & \$1,016 for aggregate gifts in a calendar year, on the basis that these limits would be adjusted for the consumer price index as of January 1 each succeeding year. Thus, the amounts applicable for 2022 are as shown above.

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Audit and Permitted Non-Audit Services Pre-Approval Policy

Pursuant to the Sarbanes-Oxley Act of 2002 (the “Act”) and in accordance with the Charter of the Audit Committee (the “Audit Committee”) of the Board of Directors of Empire State Realty Trust, Inc. (the “Company”), the Audit Committee is responsible for the appointment, compensation and oversight of the work of the Company’s independent auditor. As part of this responsibility, the Audit Committee is required to pre-approve all audit and permitted non-audit services performed by the Company’s independent auditor in order to assure that the auditor’s independence from the Company is not compromised. To implement the auditor independence provisions of the Act, the Securities and Exchange Commission (the “SEC”) has issued rules specifying the types of services that an independent auditor may not provide to its audit client and requirements for an audit committee’s administration of the engagement of the independent auditor.

Accordingly, the Audit Committee has adopted, and the Board of Directors has ratified, this Audit and Permitted Non-Audit Services Pre-Approval Policy (the “Policy”), which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor may be pre-approved. For purposes of this Policy, the Company’s independent auditor is any registered public accounting firm engaged to prepare or issue, or to participate in the preparation or issuance of the consolidated audited financial statements of the Company.

General

This Policy is intended to assist management, the Audit Committee and the Board of Directors in carrying out their respective responsibilities to ensure that auditor independence is not impaired. Nothing herein shall be deemed to amend or restrict the Audit Committee Charter, to restrict the authority of the Audit Committee to appoint, compensate, retain and oversee the work of the external auditor or to alter in any way the responsibilities of the Audit Committee, the external auditor and management as set forth in the Audit Committee Charter or as required under applicable laws, rules or regulations as they relate to the matters covered herein.

Delegation

As provided in the Act and the SEC’s rules, in the intervals between the scheduled meetings of the Audit Committee, the Audit Committee delegates pre-approval authority under this Policy to the Chair of the Audit Committee (the “Chair”). The Chair shall report any pre-approval decisions under this Policy to the Audit Committee at its next scheduled meeting. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

Policy

The services (permitted services) which can be performed for the Company by the external auditor will be categorized as follows consistent with rules of the SEC pertaining to fee disclosure in the Company’s proxy statement:

- Audit;
- Audit-related;

- Tax; and
- Other services.
- Audit services include, but are not limited to:
 - a. audit of financial statements that are filed with the SEC;
 - b. quarterly reviews;
 - c. statutory audits;
 - d. comfort letters;
 - e. consents;
 - f. review of registration statements;
 - g. section 404 attestations;
 - h. accounting research for completed transactions;
 - i. tax or information technology control assistance for audit services; and
 - j. such other services as the SEC may, from time to time, deem to constitute audit services.

In addition to the annual audit engagement, the Audit Committee may approve other audit services, which are those services that only the independent auditor reasonably can provide. Other audit services may include statutory audits or financial audits for subsidiaries or affiliates of the Company and services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings.

- Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements or that are traditionally performed by the independent auditor. Audit-related services include, but are not limited to:
 - employee benefit plan audits;
 - due diligence assistance;
 - accounting research on proposed transactions; and
 - other audit or attest services.
- Tax services include, but are not limited to:
 - tax compliance, which generally involves preparation of original and amended tax returns, claims for refund and tax payment planning services;
 - tax planning and tax advice, which includes assistance with tax audits and appeals, tax advice relating to proposed transactions, employee benefit plans and requests for rulings or technical advice from taxing authorities; and

- all other tax services not included in the audit and audit-related categories.

Notwithstanding all of the above, tax services will not include representations before a tax court, district court or US federal court of claims.

- Other services include, but are not limited to:
 - special investigations to assist the Audit Committee or its counsel;
 - assistance with regulatory activities; and
 - corporate secretarial services in foreign jurisdictions.

The Audit Committee has determined that the external auditor providing audit-related services, tax services and other services is consistent with the maintenance of auditor independence. Accordingly, the Audit Committee is approving as set forth in this paragraph the performance by the external auditor of the enumerated permitted services:

- Audit, audit-related, tax services and all other services to be performed by the independent auditor will be described in a plan prepared by the independent auditor and submitted to and approved in advance on an annual basis by the Audit Committee. The approved plan, together with any approved supplements to the plan (as may be approved by the Chair in between regularly scheduled Audit Committee meetings), is referred to in this policy as the “Auditor services plan”;
- Audit, audit-related, tax services and all other services to be performed by the independent auditor are approved by the Audit Committee to the extent that the audit-related services are described in the Auditor services plan;
- Fee levels for audit, audit-related and tax services to be provided by the independent auditor for a fiscal year as set forth in the Auditor services plan will be established annually by the Audit Committee and reviewed as the Audit Committee deems appropriate. Any proposed services exceeding these levels or amounts will require specific approval by the Audit Committee or the Chair in between regularly scheduled Audit Committee meetings.
- The Company management and the independent auditor will each confirm to the Audit Committee that each non-audit service contained in the Auditor services plan is permissible under all applicable legal requirements.
- The independent auditor must ensure that all audit and non-audit services provided to the Company have been approved by the Audit Committee. The Chief Accounting Officer will be responsible for tracking all independent auditor fees against the budget for such services and report at least annually to the Audit Committee.
- The Audit Committee is mindful of the overall relationship of fees for audit and non-audit services in determining whether to approve any such services. In this regard, the Audit Committee may, but will not be required to, determine, for each fiscal year, the appropriate ratio between the total amount of fees for audit, audit-related and tax services and the total amount of fees for certain permissible non-audit services classified as all other services.

Documentation/Monitoring

On a quarterly basis, the external auditor will furnish to the Audit Committee a report reflecting the permitted services approved year-to-date categorized as follows:

- Audit;
- Audit-related;
- Tax fees;
- Other fees.

Prohibited Services

The external auditor shall not be engaged to provide any service that would result in the external auditor:

- functioning in the role of management;
- auditing its own work; and/or
- serving in an advocacy role.

Without limiting the generality of the previous sentence, the following “prohibited non-audit services” shall not be performed for the Company by the external auditor:

1. bookkeeping or other services related to the accounting records or financial statements of the Company;
2. financial information systems design and implementation;
3. appraisal or valuation services;
4. actuarial services;
5. internal audit outsourcing services;
6. management functions or human resources;
7. broker-dealer, investment adviser, or investment banking services;
8. legal services;
9. expert services unrelated to the audit in connection with advocating an audit client’s interest in a litigation or other proceeding; and
10. any other services that the Public Company Accounting Oversight Board or SEC determines, by regulation, is impermissible.

Hiring

The Company shall not hire any of the following individuals to fill a “financial reporting oversight role” (being a position where that person can influence the contents of the Company’s financial statements or anyone that prepares them, such as when the person is a member of the Board of Directors, or the chief

executive officer, president, chief financial officer, chief operating officer, chief counsel corporate, chief accounting officer, controller, head of internal audit, director of financial reporting, treasurer, or any equivalent position for the Company) for a one year period following the completion of the annual audit of the Company:

- lead partner for the audit;
- concurring partner for the audit; or
- any other member of the audit engagement team that provides audit, review or attest services for the Company.

The approval of the Chief Financial Officer is required before the Company extends an offer for a position to any personnel of the external auditor, including any individuals that were formerly personnel of the external auditor that participated in the Company's audit engagement team within the previous two years. The Chief Financial Officer will report to the Audit Committee as to any personnel or former personnel of the external auditor that are hired by the Company during the previous quarter. Additionally, approval of the Audit Committee Chair is required before the Company may hire any partner or former partner of the external auditor.

Reviewed and Approved by the Board of Directors as of: December 9, 2022

EMPIRE STATE REALTY TRUST, INC.

EMPIRE STATE REALTY OP, L.P.

DISCLOSURE CONTROLS AND PROCEDURES

Introductory Note

These Disclosure Controls and Procedures outline the disclosure controls and procedures that Empire State Realty Trust, Inc. and Empire State Realty OP, L.P. (collectively, the “Company”) have put in place to ensure the accuracy, completeness and timeliness of disclosures made by the Company to its stockholders, the Securities and Exchange Commission (the “SEC”) and the investment community. The Disclosure Controls and Procedures are annually reviewed and approved by the board of directors of the Company (the “Board”). The procedures contained herein are intended to assist the Company in the drafting and review of the Company’s reports on Forms 10-Q and 10-K (the “Reports”); as well as reports on Form 8-K, proxy statements; registration statements and any other information filed with the SEC (“Material Disclosures”); and other correspondence broadly disseminated to stockholders; presentations to analysts or investors; presentations at industry conferences; presentations to lenders and rating agencies; information included on the Company’s website; and the Company’s disclosure policies (“Other Disclosures” and together with Reports and Material Disclosures, “Disclosure Statements”).

The Disclosure Controls and Procedures are to be used as a guide for the preparation of the Disclosure Statements. The Disclosure Controls and Procedures, however, are an evolving set of procedures that will be evaluated periodically and adjusted and supplemented during the process of preparing the Disclosure Statements, based upon the information collected and the specific disclosures to be prepared. All individuals involved in the disclosure process are encouraged to carefully review these Disclosure Controls and Procedures and make suggestions for adjusting and supplementing the procedures contained in them.

Composition of the Disclosure Committee

- The members of the Disclosure Committee are Thomas P. Durels, Steve Horn, Heather L. Houston and Katy Malonoski (the “Members”). The Chairman, President and Chief Executive Officer (the “CEO”) and the Chief Financial Officer (the “CFO” and together with the CEO, the “Senior Officers”) may, acting jointly, replace the Members at any time, and without the consent of the Board or the holders of shares of the Company’s common stock. Mr. Horn shall serve as the Disclosure Monitor responsible for overseeing the operational aspects of these Disclosure Controls and Procedures. The Disclosure Monitor will manage the drafting and review process, organize the documentation of the Disclosure Controls and Procedures and coordinate the ongoing continuing education of Disclosure Committee Members and others involved in the preparation or review of the Disclosure Statements, as appropriate, including:

- training about SEC reporting and disclosure requirements and best practices;
- monitoring developments and proposals in the law and in SEC rules and regulations; and
- providing appropriate materials and information to assist Disclosure Committee Members in performing their duties.

A copy of the Disclosure Committee Charter is attached hereto as Exhibit A.

Information and Data Collection

The CFO and others responsible for preparing the financial statements of the Company will conduct their routine pre-close and close activities. The Disclosure Committee will implement a process pursuant to which financial information is gathered, processed and reported.

The Disclosure Committee is intended as a dynamic and not a static committee and, as such, shall use various procedures to seek and facilitate the collection and processing of relevant information.

- The Disclosure Committee, as a whole or represented by its Members, shall discuss disclosure topics and material information with members of senior management critical to the disclosure process, including the CEO.
- Members of the Disclosure Committee shall participate in various ongoing activities that support information collection and disclosure preparation, such as meetings with senior management and business critical committees.

Disclosure Committee Meetings

The Disclosure Committee shall hold a meeting, which can be either in person, virtual or telephonic, prior to the filing of each Report to review substantively the disclosure and evaluate the Disclosure Controls and Procedures in place. The Disclosure Committee may hold additional meetings for the reporting period, as circumstances dictate to ensure that disclosures made by the Company are accurate, complete and timely and to evaluate the effectiveness of the Disclosure Controls and Procedures.

Employees not serving as Members of the Disclosure Committee, as well as representatives of the independent accountants and outside legal counsel may be invited by the Disclosure Committee to attend and participate in the Disclosure Committee meetings. The Disclosure Committee shall meet with the CEO and CFO, as necessary, to discuss and review drafts of the Reports, procedures and conclusions, answer questions, highlight disclosure and other issues and discuss the Disclosure Committee's evaluation of the Disclosure Controls and Procedures.

The Senior Officers may designate, if appropriate, two or more Committee Members, at least one of whom is an attorney knowledgeable about SEC and other applicable rules and regulations with respect to disclosure and at least one of whom is knowledgeable about financial reporting, who can, acting together, act in lieu of the Committee when time and circumstances do not permit the entire Committee to meet.

Timetables

The CFO, for financial reporting, including the Reports, shall establish timetables for the Reports which shall include critical dates and deadlines during the disclosure process relating to:

- preparation and distribution of drafts and receipt of comments;
- review of drafts by independent accountants and outside legal counsel;
- preparation of back-up materials; and

- circulation of drafts to the CEO and CFO, senior management and the Audit Committee.

As applicable, the Disclosure Monitor will establish timetables for non-financial reporting and all other Disclosure Statements.

The timetables for financial and non-financial reporting may be replaced, supplemented, or revised, or additional timetables may be added to, from time-to-time, by the CFO or Disclosure Monitor, respectively in accordance with the Disclosure Committee Charter, without the consent of the Board. The CFO or Disclosure Monitor, as applicable, shall ensure that sufficient time is provided for the preparation and review of the disclosure, especially risk-sensitive areas.

Drafting and Review Assignments

The CFO, for financial reporting, or the Disclosure Monitor, for other Disclosure Statements, shall assign drafting/review responsibilities by designating personnel to be responsible for drafting/reviewing certain portions of the Reports (i.e., litigation, regulatory, intellectual property, insurance and risk management, finance, etc.). The CFO or the Disclosure Monitor, as applicable, shall ensure that factual back-up documentation is obtained, to the extent information included in the disclosures is not derived from the financial statements.

Procedures for Reports

Distribution

The Disclosure Monitor shall circulate drafts of the Reports. In particular, the Disclosure Monitor shall distribute:

- Each draft of the Reports to all Disclosure Committee Members;
- Drafts of the Reports to the CEO and CFO, as appropriate;
- Drafts of the Reports to the independent accountants and outside legal counsel, as appropriate; and
- Drafts of the Reports, as appropriate, to other members of senior management or employees involved in the disclosure process for their review of the drafts on an ongoing basis or as necessary when developments arise.
- The Disclosure Monitor shall circulate to such reviewers, as helpful, supplementary materials, such as blacklines against previous year's Reports, recent industry data and analyst Reports, disclosure by peer companies, recent Audit Committee minutes and detailed financial statements.

Sign-Off Procedures

The Disclosure Committee shall provide drafts of the Reports to the Senior Officers, along with supplemental materials as contemplated by the preceding paragraphs and the Certification in the form of Exhibit B before requesting sign-off from such Senior Officers with sufficient time for such Senior Officers to review adequately the information, issues involved, disclosures to be made and the procedures followed. The Senior Officers shall also consult with the independent accountants, Audit Committee and other senior management (if applicable) as needed.

Audit Committee

The CFO and Disclosure Monitor shall meet with the Audit Committee and present the Reports, along with an oral report highlighting particular disclosure issues, and hold a Q&A session.

Independent Accountants

The independent accountants shall review the adequacy of disclosure of financial reporting and selected portions of the Reports and other financial sections. These Disclosure Controls and Procedures explicitly note that the procedures followed by the independent accountants are in no way a substitute for any of the Disclosure Controls and Procedures to be followed by the Disclosure Committee.

- The Disclosure Committee or the CFO, as practices evolve, may seek the advice of the independent accountants with respect to the Reports.
- The Disclosure Committee or the CFO, as practices evolve, may request that the independent accountants update its annual management letter on an interim basis.

Disclosure Committee

The Disclosure Committee shall, as needed, review some or all of the back-up documentation supporting information contained in the Reports.

The Disclosure Monitor or his designee shall contact each other Member of the Disclosure Committee, the CEO and the CFO as soon as practicable prior to the filing of the Reports to confirm whether such person is aware of any new potential disclosure items or changes in the internal control environment since the Disclosure Committee meeting prior to the filing of the Reports.

Certifications

Prior to the filing of the Reports, the Disclosure Committee shall certify in writing to the CEO and CFO that it has followed all of its procedures and policies and evaluated the effectiveness of the Disclosure Controls and Procedures for the reporting period. A form of such certification is attached hereto as Exhibit B.

Prior to the filing of the Reports, the Disclosure Committee shall consider if other individuals should provide mirror certifications (limited to their appropriate spheres of knowledge) to back up the certifications of the CEO and CFO as required under Sections 302 and 906 of the Sarbanes-Oxley Act, which may include representations that (1) the individual understood his/her responsibilities within the Disclosure Controls and Procedures, (2) the individual has communicated all matters that may be material, and (3) to the best of the individual's knowledge, the Reports are accurate and complete.

Procedures for Material Disclosures and Other Disclosures (Other than Reports)

Material Disclosures

For all Material Disclosures (other than Reports), which do not require a formal Disclosure Committee meeting, the following sign-off procedures should be followed:

- The originator of the Material Disclosure shall circulate the final version of the disclosure via email to the Members, the CFO and the CEO. Each of the Members must approve the disclosure, via email, prior to public dissemination of such disclosure.
- The Disclosure Monitor, or his designee, must retain all email sign-offs for these Disclosure Statements.

Other Disclosures

For all Other Disclosures not covered in the preceding distribution procedures, the following procedures should be followed:

- The originator of the Disclosure Statement shall circulate the final version of the disclosure via email as an FYI to the Members, the CFO and the CEO. The originator shall also indicate a deadline by which comments from the Disclosure Committee must be received. No approval from the Disclosure Committee is required.

Form Checks

Internal or outside counsel experienced in SEC matters shall conduct periodic form checks to compare the Reports and other Material Disclosures to SEC requirements. The Disclosure Committee shall consider whether to request a “form check” opinion from outside legal counsel.

Document Retention Policy

As a general matter, the Disclosure Committee shall not retain drafts or notes. Factual back-up information for financial and statistical data will be appropriately retained in the ordinary course in light of the potential need to provide such information to third parties, including, among others, the SEC and underwriters and their counsel, in connection with offerings of securities by the Company. The Procedures Report for each Report shall be retained. The Disclosure Committee shall consider adopting a formal document retention policy.

Evaluation of the Disclosure Controls and Procedures

The objective of the evaluation is to ensure that the Disclosure Controls and Procedures in place have been reasonably designed to channel effectively all material information up to the Disclosure Committee, where it will be appropriately discussed and analyzed and then timely disclosed. The evaluation process and analysis shall be documented and shall be discussed with the Senior Officers, who must certify as to their evaluation of the effectiveness of the Disclosure Controls and Procedures.

The evaluation process of the Disclosure Controls and Procedures shall primarily take place at periodic meetings of the Disclosure Committee on a quarterly basis at which the Senior Officers, other members of senior management (if applicable), independent accountants and outside legal counsel may be in attendance. The Disclosure Committee shall implement any changes or improvements to the design of the disclosure controls or procedures based on the evaluation by revising the Disclosure Controls and Procedures as necessary.

Reviewed and Approved by the Board of Directors as of: December 9, 2022

Exhibit A

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Disclosure Committee Charter

This Charter (the “Charter”) of the Disclosure Committee (the “Committee”) of Empire State Realty Trust, Inc. and Empire State Realty OP, L.P. (collectively, the “Company”) has been adopted by the board of directors of the Company (the “Board”).

Purpose

The purpose of the Committee is to assist the Chairman, President and Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO” and together with the CEO, the “Senior Officers”) in fulfilling their responsibility in seeking a best-practices approach for the Company’s business activities and, in that regard, to oversee the accuracy, completeness and timeliness of the disclosures made by the Company. The Committee is at all times subject to the oversight and supervision of the Senior Officers.

In carrying out its responsibilities, the Committee believes that the policies and procedures delineated in this Charter should remain flexible, in order to react best to changing business and regulatory requirements. To fulfill its responsibilities and duties, the Committee shall:

- (1) Consider the materiality of information required to be disclosed to the Company’s stockholders, the Securities and Exchange Commission (“SEC”) and the investment community and determine disclosure obligations on a timely basis.
- (2) Design and establish controls and other procedures (some of which may already be used by the Company) that are designed to ensure that information required to be disclosed by the Company to the Company’s stockholders, the SEC or the investment community is (i) recorded, processed, summarized and reported on a timely basis according to applicable laws and regulations and (ii) accumulated and communicated to the Company’s management, including the Senior Officers, as appropriate to allow timely decisions regarding required disclosure (the “Disclosure Controls and Procedures”).
- (3) Monitor on an on-going basis the effectiveness of the Disclosure Controls and Procedures and recommend any improvements or changes to the Disclosure Controls and Procedures to the Senior Officers, as necessary.
- (4) Review, supervise the preparation of and coordinate the disclosure to external parties of
- (5) (i) the Company’s reports on Forms 10-Q and 10-K (the “Reports”); (ii) reports on Form 8-K, proxy statements; registration statements and any other information filed with the SEC (“Material Disclosures”); and (iii) other correspondence broadly disseminated to stockholders; presentations to analysts or investors; presentations at industry conferences; presentations to lenders and rating agencies; information included on the Company’s website; and the Company’s disclosure policies (“Other Disclosures” and together with Reports and Material Disclosures, “Disclosure Statements”). Obtain written email approval by the Members (as defined below), CFO and CEO prior to the dissemination of any Reports or Material Disclosures.

- (6) Implement policies and procedures to evaluate the effectiveness of the design and operation of the Disclosure Controls and Procedures and determine if any changes or improvements to the Disclosure Controls and Procedures are necessary in connection with the preparation of the Company's upcoming Report (or other Disclosure Statement), taking into account any material changes to the Company's business or organization or any ascertainable trends, evolving regulatory developments or changing industry practices.
- (7) Facilitate the flow of information relevant to the preparation of the Disclosure Statements and monitor on an on-going basis the proper collection, processing and channeling of material information from the operations level to the Committee.
- (8) Discuss with the Senior Officers as well as the Audit Committee of the Board of Directors of the Company, the independent auditors of the Company and others, as appropriate, relevant information relating to the Committee's proceedings, the preparation of the Reports and other Disclosure Statements and the evaluation of the Disclosure Controls and Procedures.
- (9) Coordinate the training and continuing education of personnel involved in the disclosure process, including Members and the Senior Officers, regarding SEC and other applicable rules and regulations, financial reporting and best practices.
- (10) Certify to the Senior Officers prior to the filing of each Report with the SEC that the Committee has complied with all of its policies and procedures and fulfilled its responsibilities and evaluated the effectiveness of the Disclosure Controls and Procedures.
- (11) Review and reassess, at least annually, the adequacy of this Charter and make recommendations to the Senior Officers, as conditions dictate, to update this Charter.

In fulfilling its responsibilities, the Committee shall have full access to the Company's books, records, facilities or personnel.

Composition

The members of the Disclosure Committee are Thomas P. Durels, Steve Horn, Heather L. Houston and Katy Malonoski (the "Members"). The Senior Officers may, acting jointly, replace the Members at any time, and without the consent of the Board or the holders of shares of the Company's common stock. Any member of the Committee shall be knowledgeable about the Company's business and familiar with SEC rules.

The Senior Officers may designate, if appropriate, two or more Committee Members, at least one of whom is an attorney knowledgeable about SEC and other applicable rules and regulations with respect to disclosure and at least one of whom is knowledgeable about financial reporting, who can, acting together, act in lieu of the Committee when time and circumstances do not permit the entire Committee to meet.

The Committee shall appoint one member of the Committee as a disclosure monitor (the “Disclosure Monitor”) responsible for overseeing the operational aspects of the Disclosure Controls and Procedures. The Disclosure Monitor or his designee shall be an attorney or accountant knowledgeable about SEC rules and regulations with respect to disclosure. The Disclosure Monitor or his designee shall be responsible for scheduling and presiding over meetings and preparing agendas, managing the drafting and preparation of the Reports and Disclosure Statements, organizing the documentation of the Disclosure Controls and Procedures and coordinating the on-going continuing education of the Committee Members and other personnel, as appropriate, with respect to disclosure requirements and best practices.

Meetings

The Committee shall meet as often as circumstances dictate to (i) ensure the accuracy, completeness and timeliness of the Disclosure Statements and (ii) evaluate the effectiveness of the design and operation of the Disclosure Controls and Procedures on an annual and periodic basis. The Committee also shall meet with the Senior Officers as necessary in the course of the preparation, review and certification of each Report.

Other Responsibilities

Promptly after the adoption date hereof, the Committee shall meet with and submit to the Senior Officers for their approval the Disclosure Controls and Procedures, including policies and procedures of this Committee, as well as policies and procedures to evaluate the effectiveness of the design and operation of the Disclosure Controls and Procedures.

The Committee also shall have such other responsibilities as the Senior Officers may assign to it from time to time.

Exhibit B

Empire State Realty Trust, Inc.

Empire State Realty OP, L.P.

Certification of Disclosure Controls and Procedures

The members of the Disclosure Committee certify that:

1. This certificate is being delivered to the Chief Executive Officer and the Chief Financial Officer of Empire State Realty Trust, Inc. (the “Corporation”) in connection with the preparation and filing of the Corporation’s Form [10-K or 10-Q] for the [year or quarter] ending [date] (the “Report”), which Report is expected to be filed with the Securities and Exchange Commission on or about [date].
2. The Disclosure Committee is responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Corporation.
3. The Disclosure Committee has:
 - a. designed such disclosure controls and procedures to ensure that material information relating to the Corporation is made known to the members of the Disclosure Committee by others within those entities, particularly during the period for which the Report is being prepared;
 - b. followed all of its procedures and policies in connection with the preparation and filing of the Report; and
 - c. evaluated the effectiveness of the Corporation’s disclosure controls and procedures as of a date within 90 days prior to the filing date of the Report.
4. Each member of the Disclosure Committee has reviewed the Report and has reported to the Disclosure Committee that to the best of his/her knowledge and in their respective capacities at the Corporation, the Report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading.
5. Each member of the Disclosure Committee attests that they are not aware of any fraud, whether or not material, that involves management or other employees of the Corporation who have a significant role in the Corporation’s internal controls over financial reporting.

Submitted by the Disclosure Committee

[Name]

[Name]

[Name]

[Name]

[Name]

[Name]

[Name]

Date: _____

Form of Email Regarding Company Share Repurchases

[to be sent to the Company's Chairman, President & Chief Executive Officer and the Chief Financial Officer (and to other members of senior management when deemed appropriate by the Compliance Officer or her designee in the legal department in consultation with the Disclosure Committee) at:

- **commencement of, and midway during, an open trading window when the Company is or may be engaged in repurchase of its stock**
- **execution of a 10b5-1 plan agreement**
- **any additional time deemed appropriate by the Compliance Officer in consultation with the Disclosure Committee in connection with repurchase of Company stock**

As you know, the Securities Exchange Act of 1934, as amended, prohibits the Company's purchase or sale of a security on the basis of material non-public information. The Company now plans a potential repurchase of its shares via:

1. an actively managed program during an open trading window, meaning that on any given day, in the discretion of our Chairman, President and Chief Executive Officer and/or Chief Financial Officer, the Company may repurchase its own shares in the open market dependent on market conditions; OR
2. a 10b5-1 program during a blackout period, meaning that an agent for the Company will repurchase the Company's shares on pre-set terms without the exercise of discretion by the Company.

To help ensure that the Company complies with securities laws regarding the foregoing program, please promptly respond to the legal department as to whether you are now aware of any material non-public information.

Please respond via email to Heather L. Houston at hlawson@esrtreit.com. Feel free to contact her with any questions at any time.

Contract Review Request Process

- Send your proposed contract to contracts@esrtreit.com with a brief note of its purpose and required timing.
- If possible, use a Legal Department template; and then mark all changes from such template.
- Confirm you approve the business terms (e.g. fees, scope of services, term)—or note any exception.
- Include a Word version of the contract.
- Include any prior contract with the same party.

*Consult with any other dept whose input is needed on the contract (e.g. insurance, IT, tax).

EMPIRE STATE REALTY TRUST, INC.

SIGNATURE AUTHORIZATION AND DELEGATION OF AUTHORITY POLICY

(as adopted by the Board of Directors on December 9, 2022)

I. Purpose of Policy

The purpose of this Signature Authority Policy (this “**Policy**”) is to promote the efficient operation of the Company and establish sound internal controls where only individuals with properly delegated signature authority are able to commit the Company to binding obligations and execute contracts on behalf of the Company.

Nothing in this Policy should be read to authorize transactions that require approval of the Board of Directors of the Company (the “Board”).

II. Scope of Policy

This Policy applies to all employees of the Company and it establishes guidelines, procedures, and requirements for:

- designating the persons who are authorized to commit the Company to binding obligations and execute contracts and other transactions on behalf of the Company (“**Authorized Signatories**”); and
- defining the limits on such authority.

Except as otherwise stated herein, this Policy supersedes any and all prior signature authority policies.

This Policy applies to all contracts and other transactions entered into on behalf of the Company. All contracts must be in writing. Oral contracts are not authorized regardless of whether there is a monetary exchange.

III. Signature Authorization

The Board has the general authority under applicable statutes and the bylaws of the Company to enter into all contracts to which the Company may be a party, and may delegate such authority to one or more Authorized Signatories for the day-to-day management of the Company.

IV. Authorized Signatories; Scope of Authorization

The individuals set forth below are the only individuals authorized to sign ANY TYPE OF CONTRACT on behalf of the Company.

General Signing Authority

Name	Title
Anthony E. Malkin	Chairman, President and Chief Executive Officer
Christina Chiu	Executive Vice President and Chief Financial Officer
Thomas P. Durels	Executive Vice President, Real Estate

All contracts that require a signature should be routed according to the priority preference specified in the Signature Authority Matrix attached to this Policy. Contact the Legal Department for documents not listed in the Signature Authority Matrix.

No person may sign any contract on behalf of the Company unless such individual is an Authorized Signatory.

Authority to sign includes physical signatures, electronic signatures and clickthrough agreements that acknowledge the acceptance of and agreement to specified terms and conditions.

This Policy does **not** increase or otherwise modify any corporate, property or project budget. All Authorized Signatories must ensure that the transactions they are authorizing are warranted and are appropriate based on approved budgets.

V. Legal Review; Compliance with Other Policies

All contracts require review of the Company's Legal Department to ensure that the contract properly reflects the agreements and obligations of the parties, are consistent with the Company's other legal commitments, and are in the proper legal form. When in doubt, questions should be referred to Legal to ensure the contract reflects the most up-to-date changes in relevant regulations or laws. All contracts should be submitted to contracts@esrtreit.com for legal review.

Signature and approval authority does not override other safeguards in the contracting process. Any approval and execution of a contract must comply with all relevant policies, internal controls, and guidelines of the Company, including the conflicts of interest policy and the Code of Business Conduct and Ethics.

VI. Signature Requirements

Each Authorized Signatory approving a contract must affix his or her own signature (physical or electronic, as permitted) to any contracts that are required to be signed. Signing or fixing someone else's name is strictly prohibited, except in special circumstances where permission is granted in writing for an express purpose by the person whose name is being affixed.

IX. Violation of this Policy

- Only Authorized Signatories may sign contracts on behalf of the Company. Any other individual who enters into a contract, whether oral or written, that purports to bind the Company is acting without authority and may be held personally liable for the contract.
- Conduct that violates this Policy is always considered outside the scope of employment of any employee acting on behalf of the Company.
- Any employee, regardless of position or title, who violates any provision of this Policy (including individuals who enter into unauthorized contracts or other transactions) will be subject to discipline, up to and including termination of employment.

X. Administration of this Policy

The Company expressly reserves the right to change, modify, or delete the provisions of this Policy without notice.

The Company's Legal Department is responsible for the administration of this Policy. All employees are responsible for consulting and complying with the most current version of this Policy. If you have any questions regarding this Policy or concerning the scope or delegation of authority, please contact the Legal Department.

AUTHORIZED SIGNATORIES LIST – SPECIFIC AUTHORITY

The following is the list of Authorized Signatories **who have limited signature authority, as described in the below matrix**, on behalf of the Company, in its individual capacity and in its capacity as general partner in **Empire State Realty OP, L.P.** (the "Operating Partnership"), and on behalf of each of the Company's affiliates. **Each of Anthony E. Malkin, Christina Chiu, and Thomas P. Durels have general signing authority and can sign in lieu of any person listed below.**

Contract / Transaction / Commitment Type	Preferred Authorized Signatory (in order of preference), subject to other Authorized Signatories per Policy	Conditions/ Limits (in addition to Legal Dept approval per Policy)
ACQUISITIONS AND DISPOSITIONS		
Any purchase or sale agreement or similar document <u>binding</u> the company to acquisition or disposition of real property	CEO CFO EVP, Real Estate	Transaction is approved by the Board of Directors as required by law and Company charter
<u>Non-binding</u> letters of intent (related to purchase and sale of real property)	Chief Investment Officer	Preliminary terms of the potential transaction, as described in the LOI, are approved by CEO and CFO
Broker agreements (related to purchase or sale of real property)	Chief Investment Officer	Engagement is approved by CEO and CFO
Confidentiality agreements/NDAs	Chief Investment Officer	Engagement is approved by CEO and CFO
Third-party due diligence contracts (i.e., consultants, lease abstracting, appraisals, sales volume consultants, etc.)	Chief Investment Officer	Engagement is approved by CEO and CFO
PROJECT MANAGEMENT, CAPEX, OPEX COMMITMENTS		
See separate authority matrix attached hereto as <u>Exhibit A</u> .		
ESRT Purchase Authorization Matrix sets forth authorization limits for purchase commitments related to property operations and capital improvements. Project budgets and commitment approvals are specified for portfolio. Relevant approvals are granted via our internal management system: Yardi.		

Contract / Transaction / Commitment Type	Preferred Authorized Signatory (in order of preference), subject to other Authorized Signatories per Policy	Conditions/ Limits (in addition to Legal Dept approval per Policy)
LEASES		
See separate authority matrix attached hereto as <u>Exhibit B</u> .		
ACCOUNTING / AUDIT		
Agreements related to the issuance of debt or equity securities, including Underwriting Agreements	CFO	Transaction is approved by the Board of Directors as required by law and Company charter
Agreements and documents related to debt financings, refinancings or similar arrangements, including, without limitation, loan agreements, letters of credit, security agreements, guarantees or similar documents, agreements or instruments	CFO	<ol style="list-style-type: none"> 1. Financing is approved by the Board of Directors as required by law and Company charter, except in the case of 2 below 2. In the case of waivers and de minimis amendments that do not materially change amount or terms of financing, further board approval not required. Approval by CFO required
Professional engagement letters re: accounting, tax, valuation and similar services (excluding audit services)	Chief Accounting Officer ("CAO") Chief Controller	Engagement is approved by CFO
Professional engagement re: audit services for public company (Empire State Realty Trust, Inc.)	CAO	Engagement is approved by the Audit Committee of the Board of Directors, including hiring/firing of external auditors and engagement fees and terms of auditing and non-auditing services provided by the Company's external auditors
Professional engagement re: audit services for any subsidiary entity (not the public company)	CAO	Engagement is approved by CFO
Banking and treasury agreements (not including arrangements covered above)	CAO Chief Controller	Arrangement is approved by the CFO.
Bank accounts, including, without limitation, checks, drafts and other orders for the payment of money and deposit of money	CFO (stamp inserted once approved in accordance with "Limits" column)	<ol style="list-style-type: none"> 1. Relationship with financial institution is approved by the CFO. 2. Workflows in Yardi for approval based on amount.

Contract / Transaction / Commitment Type	Preferred Authorized Signatory (in order of preference), subject to other Authorized Signatories per Policy	Conditions/ Limits (in addition to Legal Dept approval per Policy)
		<p>3. Checks – one signature block on checks. Four people that can sign: Christina Chiu, Steve Horn, Rodney Gomes, and Pierre Nelson.</p> <p>4. Wires – after approved in Yardi, released by VP, Corporate Controller or Treasury Accountant. Need verbal confirmation with NEO for wires about \$500,000.</p> <p>Wire transfers over \$2,000,000 can only be released by Christina Chiu and Steve Horn.</p>
SEC REPORTING/ INVESTOR RELATIONS/ TAX/ FP&A		
10-K	CEO + CFO + CAO + board of directors	Required by SEC rules
10-Q	CFO + CAO	Required by SEC rules
8-K	CFO or SVP, Chief Counsel, Corporate	
Section 16 (e.g., Form 4s)	Heather L. Houston	Designated as Power of Attorney and filed with SEC. Requires new filing to change signatories.
State tax filings	Chief Controller CAO	
IRS filings	Chief Controller CAO	
Correspondence with IRS or state taxing authority	Chief Controller CAO	
FP&A – vendor service contracts	SVP, FP&A	
Investor relations – vendor service contracts	VP, Investor Relations	
SEC Reporting – vendor service contracts	SVP, Financial Reporting	

Contract / Transaction / Commitment Type	Preferred Authorized Signatory (in order of preference), subject to other Authorized Signatories per Policy	Conditions/ Limits (in addition to Legal Dept approval per Policy)
IT		
Vendor Contracts	SVP, Chief Technology Officer OR SVP, Chief Information Officer	
Purchase Orders \$10,000+	SVP, Chief Technology Officer OR SVP, Chief Information Officer	
Purchase Orders < \$10,000	VP, Information Technology	
IT Specific NDA's	SVP, Chief Technology Officer OR SVP, Chief Information Officer	
HR		
Offer letters EVP+	CEO	
Offer letters VP & SVP	SVP, Chief People Officer	
Offer letters below VP	VP, Human Resources OR Director, Human Resources	
Recruiting agency agreements	SVP, Chief People Officer	
Vendor service contracts \$5,000+	SVP, Chief People Officer	
Vendor service contracts <\$5,000	VP, Human Resources OR Director, Total Rewards & Process Improvement (for benefits contracts)	

Contract / Transaction / Commitment Type	Preferred Authorized Signatory (in order of preference), subject to other Authorized Signatories per Policy	Conditions/ Limits (in addition to Legal Dept approval per Policy)
ESG		
Public company commitments (e.g., UN Compact, Bloomberg GEI, Sustainability Report Letter from CEO, etc.)	CEO	
Vendor service contracts	SVP, Energy, Sustainability & ESG	
OBSERVATORY		
Preferred Agent Agreements	VP of Sales OR VP of Revenue President, Observatory	
Technical Support Services (e.g., Galaxy)	SVP, Chief Technology Officer OR SVP, Chief Information Officer President, Observatory	Over 100K requires approval of President of the Observatory
Service Contracts, R&M	SVP, Chief Technology Officer OR SVP, Chief Information Officer; VP of Operations President, Observatory	Over 100K requires approval of President of the Observatory
Digital Marketing	SVP, Marketing, Public Relations & Digital OR President, Observatory	
PR / MARKETING		
Website <ul style="list-style-type: none"> • Annual Contract • Scope of Works (“SOW”) for Development and Integration projects • Additional web software SOWs and MSAs 	SVP of Marketing, PR & Digital	

Contract / Transaction / Commitment Type	Preferred Authorized Signatory (in order of preference), subject to other Authorized Signatories per Policy	Conditions/ Limits (in addition to Legal Dept approval per Policy)
Digital Agency <ul style="list-style-type: none"> • Annual Contract • Additional SOWs 	SVP of Marketing, PR & Digital	
Additional Software and Tools (Potential) <ul style="list-style-type: none"> • SOW • MSA • NDA 	SVP of Marketing, PR & Digital	
Social Media Contracts <ul style="list-style-type: none"> • Annual Retainers (Renegade/ASAP) • Welcome Letters • Video Rights/Access Agreement • Influencer Contract (paid partnership) 	SVP of Marketing, PR & Digital	
Trademark Licensing Agreements	SVP of Marketing, PR & Digital	
Lighting Partner Agreements	SVP of Marketing, PR & Digital	
Location Agreements	SVP of Marketing, PR & Digital	
Partnership Agreements	SVP of Marketing, PR & Digital	
Vendor Contracts	SVP of Marketing, PR & Digital	

Contract / Transaction / Commitment Type	Preferred Authorized Signatory (in order of preference), subject to other Authorized Signatories per Policy	Conditions/ Limits (in addition to Legal Dept approval per Policy)
LEGAL		
Litigation, collection and bankruptcy matters (<i>e.g.</i> , verification of complaint, interrogatories, settlement agreements, affidavits, bankruptcy proof of claim, etc.)	SVP, Chief Counsel, Real Estate SVP, Chief Counsel, Corporate	
Legal engagement letters	SVP, Chief Counsel, Real Estate SVP, Chief Counsel, Corporate	
Audit Legal Letter	SVP, Chief Counsel, Corporate	
Cease and desist and settlement letters regarding trademark infringement and claims	SVP, Chief Counsel, Corporate SVP, Chief Counsel, Real Estate	
Correspondence with regulatory agencies	SVP, Chief Counsel, Real Estate SVP, Chief Counsel, Corporate	
Insurance-related documents	SVP, Chief Counsel, Real Estate CFO	
Vendor Contracts	SVP, Chief Counsel, Real Estate SVP, Chief Counsel, Corporate	

ESRT Budget Authorization Matrix - May, 2022

A= Approve

I= Inform

Approvers		ADDITIONAL BUDGET REQUEST(S)					CONTRACTS, PO's & CO's			
TITLE	NAME	\$50,000 and under	\$50,001 to \$250,000	\$250,001 to \$500,000	\$500,001 to \$1,000,000	\$1,000,001 and above	\$10,000 and under	\$10,001 to \$100,000	\$100,001 to \$250,000	\$250,001 and above
Variance above project budget per Corporate Model							SUM OF CONTRACTS or PO's + CO's CANNOT EXCEED APPROVED BUDGET			

- Portfolio Wide Purchases

- Property Manager / Director of Oper. (ESB)
- Portfolio Manager / General Manager (ESB)
- SVP Property Management
- Executive Vice President

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- Branding/PR

- Branding/PR Manager
- Chief Marketing Officer

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- Security

- Assistant Director of Security
- Director of Security
- SVP Prop. Mgmt / General Manager (ESB)
- Executive Vice President

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ESRT Budget Authorization Matrix - May, 2022

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Approvers		ADDITIONAL BUDGET REQUEST(S)					CONTRACTS, PO's & CO's			
TITLE	NAME	\$50,000 and under	\$50,001 to \$250,000	\$250,001 to \$500,000	\$500,001 to \$1,000,000	\$1,000,001 and above	\$10,000 and under	\$10,001 to \$100,000	\$100,001 to \$250,000	\$250,001 and above
Variance above project budget per Corporate Model							SUM OF CONTRACTS or PO's + CO's CANNOT EXCEED APPROVED BUDGET			

- **Empire State Building**

- **Building Operations (including one time R&M)**

- 1 Assistant Director of Oper. / Mgr of Eng'g
- 2 Property Manager
- 3 Vice President, Property Management
- 4 SVP, Property Management
- 5 Executive Vice President

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- **Capital Improvements**

- 1 Project Manager (if applicable)
- 2 Project Team Lead (if applicable)
- 3 Property Manager
- 4 Vice President, Property Management
- 5 SVP Design & Construction
- 6 Executive Vice President

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- **Tenant Installations (pre TAB)**

- 1 Project Manager
- 2 Project Team Lead (JLL)
- 3 Property Manager
- 3 Vice President, Property Management
- 5 SVP Design & Construction
- 6 Executive Vice President

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- **Tenant Installations (With TAB)**

All Additional Budget Requests for Jobs funded by a TAB must be through a Revised TAB. Send approved Revised TAB to Elizabeth Carlo for Yardi Budget Revision
Follow Table above for Contracts, PO's & CO's

- **Observatory**

- 1 Project Manager
- 2 Project Team Lead
- 4 President of the Observatory
- 5 Vice President, Property Management
- 6 SVP, Property Management
- 7 Executive Vice President

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- **Broadcast**

- 1 Project Manager (if applicable)
- 2 Project Team Lead (if applicable)
- 3 Manager of Broadcasting
- 4 Property Manager
- 5 Vice President, Property Management
- 6 SVP, Property Management
- 7 Executive Vice President

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ESRT Budget Authorization Matrix - May, 2022

A= Approve

I= Inform

Approvers		ADDITIONAL BUDGET REQUEST(S)					CONTRACTS, PO's & CO's			
TITLE	NAME	\$50,000 and under	\$50,001 to \$250,000	\$250,001 to \$500,000	\$500,001 to \$1,000,000	\$1,000,001 and above	\$10,000 and under	\$10,001 to \$100,000	\$100,001 to \$250,000	\$250,001 and above
		Variance above project budget per Corporate Model					SUM OF CONTRACTS or PO's + CO's CANNOT EXCEED APPROVED BUDGET			

ESRT Budget Authorization Matrix - May, 2022

A= Approve

I= Inform

Approvers		ADDITIONAL BUDGET REQUEST(S)					CONTRACTS, PO's & CO's			
TITLE	NAME	\$50,000 and under	\$50,001 to \$250,000	\$250,001 to \$500,000	\$500,001 to \$1,000,000	\$1,000,001 and above	\$10,000 and under	\$10,001 to \$100,000	\$100,001 to \$250,000	\$250,001 and above
Variance above project budget per Corporate Model							SUM OF CONTRACTS or PO's + CO's CANNOT EXCEED APPROVED BUDGET			

• **OGCP, 250 W57, 501 7th, 112 W34, 1333, 1350, 1359, 1400, 10 Bank, 500 Mamaroneck, MerrittView, First Stamford, Metro Center**

□ **Building Operations (including one time R&M)**

- Property Manager
- Portfolio Manager
- SVP Property Management
- Executive Vice President

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□ **Capital Improvements**

- Property Manager / Project Manager
- Portfolio Manager
- SVP Property Management (Inform Only)
- SVP Design & Construction
- Executive Vice President

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□ **Tenant Installations (pre TAB)**

- Property Manager / Project Manager
- Portfolio Manager
- SVP Property Management (Inform Only)
- SVP Design & Const. / Prj. Mgr-TI(CO/SPO)
- Executive Vice President

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□ **Tenant Installations (With TAB)**

All Additional Budget Requests for Jobs funded by a TAB must be through a Revised TAB. Send approved Revised TAB to Brandon Nemeth for Yardi Budget Revision
Follow Table above for Contracts, PO's & CO's

• **Metro Tower**

□ **Design & Construction**

- Project Manager
- SVP Design & Construction
- Executive Vice President

A	A	A	A	A
A	A	A	A	A
	A	A	A	A

A	A	A	A
	A	A	A

• **69-97 Main St., 103-107 Main St., 10 Union Square, 1542 Third, East West Manhattan Retail, All Non-Reit Entities**

□ **Building Operations (including one time R&M)**

- Project Manager
- Portfolio Manager
- SVP Property Management
- Executive Vice President

A	A	A	A	A
A	A	A	A	A
A	A	A	A	A
	A	A	A	A

A	A	A	A
	A	A	A
		A	A

□ **Capital/Tenant Improvements Requiring Project Management**

- Project Manager
- Portfolio Manager
- SVP Property Management
- Executive Vice President

A	A	A	A	A
A	A	A	A	A
A	A	A	A	A
	A	A	A	A

A	A	A	A
		A	A
		A	A

ESRT AUTHORIZED SIGNATORIES: LEASING MATTERS

Lease Related Documents	Primary Signatory/Final Approving Authority	Secondary Signatory (if Primary Signatory is unavailable ¹)	Other Authorized Signatories (if Primary & Secondary Signatories are unavailable)
TABS			
NYC deal 20,000 RSF ² & over OR any full floor deal	Thomas P. Durels approves followed by Tony Malkin	N/A	N/A
NYC deals 10,000 RSF & over OR with any of the exceptions ³	Thomas P. Durels	Ryan Kass	any NEO
NYC deals under 10,000 RSF unless any exception applies	Ryan Kass	Thomas P. Durels	any NEO
GNYM	Jeff Newman approves followed by Ryan Kass	Thomas P. Durels	any NEO
All Retail deals	Thomas P. Durels, Ryan Kass and Tony Malkin (ALL 3 REQUIRED)	N/A	any NEO
Broadcasting deals	Thomas P. Durels	N/A	N/A
Storage Space	Ryan Kass (NYC) Jeff Newman (GNYM)	Thomas P. Durels	any NEO
Leases & Lease Amendments, Brokerage Agreements⁴, Recapture Assignments & Subleases			
NYC deals 10,000 RSF & over OR with any of the exceptions ³	Thomas P. Durels	Ryan Kass	any NEO
NYC deals under 10,000 RSF unless any exception applies	Ryan Kass	Thomas P. Durels	any NEO
GNYM deals	Jeff Newman	Thomas P. Durels	any NEO
All Retail deals	Thomas P. Durels	Ryan Kass	any NEO
Storage Space	Ryan Kass (NYC) Jeff Newman (GNYM)	Thomas P. Durels	any NEO
SNDAs⁴			
NYC deals	Susanne J. Lieu	Ryan Kass	any NEO
GNYM deals	Jeff Newman	Thomas P. Durels	any NEO
All Retail deals	Thomas P. Durels	Ryan Kass	any NEO
Consents to Subleases and Assignments/Notices Denying Consent			
NYC deals 10,00 RSF & over	Thomas P. Durels	Ryan Kass	any NEO
NYC deals under 10,000 RSF	Ryan Kass	Thomas P. Durels	any NEO
GNYM	Jeff Newman	Thomas P. Durels	any NEO
All Retail deals	Thomas P. Durels	Ryan Kass	any NEO
License Agreements			

¹ As used in this matrix, the term “unavailable” shall mean that the applicable signatory/signatories are not reasonably available within a twenty-four (24) hour period.

² Square footage thresholds throughout this agreement to be aggregated on expansions.

³ Exceptions shall mean (i) any full floor deal (which is subject to AEM approval), (ii) any turnkey transaction, and (iii) any security deposit that is below credit analyst’s recommendation.

⁴ If lease documents are being signed simultaneously with brokerage agreements and/or SNDAs, the same signatory to the lease should execute all documents.

ESRT AUTHORIZED SIGNATORIES: LEASING MATTERS

NYC Licenses for space 10,000 RSF ⁵ & over	Thomas P. Durels	Ryan Kass	any NEO
NYC Licenses for space under 10,000 RSF	Ryan Kass	Thomas P. Durels	any NEO
GNYM Licenses for space	Jeff Newman	Thomas P. Durels	any NEO
Retail Licenses	Thomas P. Durels	Ryan Kass	any NEO
Telecom Licenses/Antenna Agreements/Captive Media Service Agreements	Michael Prunty	Applicable Portfolio Manager Michael Prunty (GNYM)	any NEO
License Agreements for Film/Photo Shoots	Abigail Rickards	N/A	any NEO
Tenant Event Licenses (e.g. renting of conference rooms, marketing events in vacant space, holiday parties in lobbies, etc.)	Abigail Rickards (NYC) Jeff Newman (GNYM)	Michael Prunty	any NEO
Signage Agreements	Thomas P. Durels Jeff Newman (GNYM)	Ryan Kass	any NEO
Storage Licenses	Ryan Kass (NYC) Jeff Newman (GNYM)	Thomas P. Durels	any NEO
Broadcasting Agreements (ESB only)			
Leases/Licenses/Amendments	Thomas P. Durels	Ryan Kass	any NEO
Confidentiality Agreements			
NYC – ESRT receiving information from a tenant party	Ryan Kass	Susanne J. Lieu	Thomas P. Durels or any other NEO with authority from the Primary Signatory
GNYM – ESRT receiving information from a tenant party	Jeff Newman	Thomas P. Durels	any NEO
ESRT providing information to a Tenant	Rodney Gomes	Alex Chin or Susanne J. Lieu ⁶	any NEO
Notices (other than Default Notices) & Letters			
ROFO Notices, Right of First Refusal Notices and Relocation Notices	Ryan Kass (NYC) Jeff Newman (GNYM)	Thomas P. Durels	any NEO
Tenant Delay Notices	<u>NYC</u> Applicable Property Manager <u>GNYM</u> Applicable Property Manager	Applicable Portfolio Manager Michael Prunty (including GNYM)	any NEO
Commencement Date Letters/Notices of Substantial Completion	<u>NYC</u> Applicable Property Manager <u>GNYM</u> Applicable Property Manager	<u>NYC</u> Applicable Portfolio Manager Michael Prunty <u>GNYM</u> Jeff Newman	any NEO
Notices of Address Change	Jacqueline Hoolihan	Rodney Gomes	any NEO

⁵ Square footage thresholds shall be met if the license pertains to an existing tenant leasing 10,000 rsf or more in the portfolio or if the license is for a new licensee occupying 10,000 rsf or more. Not applicable to Storage Agreements (leases or licenses)

⁶ Susanne J. Lieu will sign ONLY those confidentiality agreements that pertain to leasing transactions (as opposed to accounting matters such as lease audits)

ESRT AUTHORIZED SIGNATORIES: LEASING MATTERS

Letter Agreements (other than rent deferrals/payment plans)			
Commencement Date Agreements	<u>NYC</u> Applicable Property Manager <u>GNYM</u> Senior Leasing Associate, Leasing Associate, Pre-Construction Manager, or Senior Property Manager	<u>NYC</u> Applicable Portfolio Manager Michael Prunty <u>GNYM</u> Jeff Newman	Applicable Assistant Property Manager
All Letter Agreements with economic implications – NYC deals	Thomas P. Durels: 10,000 or > Ryan Kass: <10,000	Susanne J. Lieu	any NEO
All other Letter Agreements NYC deals outside of lease amendments	Applicable Property Manager	Applicable Portfolio Manager Michael Prunty	any NEO
All Letter Agreements with economic implications- GNYM deals	Jeff Newman	Thomas P. Durels	any NEO
All other Letter Agreements – GNYM deals	Senior Leasing Associate, Leasing Associate, Pre-Construction Manager, or Senior Property Manager	Jeff Newman	any NEO
Landlord Waivers/Collateral Access Agreements – NYC	Ryan Kass	Thomas P. Durels	any NEO
Landlord Waivers/Collateral Access Agreements – GNYM	Jeff Newman	Jeff Newman or Thomas P. Durels	any NEO
Early Access Agreements	Applicable Property Manager	Applicable Portfolio Manager Michael Prunty	any NEO
Surrender/Lease Cancellation Agreements⁷			
NYC deals 5,000 RSF & over <u>OR</u> with arrears payment over \$150,000 <u>unless</u> the lease cancellation is part of a relocation within the ESRT Portfolio	Michael Prunty	Applicable Portfolio Manager with approval from the Primary Signatory	any NEO
NYC deals under 5,000 RSF <u>AND</u> arrears payment, if any, under \$150,000 <u>unless</u> the lease cancellation is part of a relocation within the ESRT Portfolio	Applicable Portfolio Manager	Applicable Property Manager with approval from the Primary Signatory Michael Prunty	any NEO
Lease cancellations as part of a relocation within the ESRT Portfolio	The applicable signatory executing the new lease should also execute the cancellation simultaneously	The applicable signatory executing the new lease should also execute the cancellation simultaneously	any NEO

⁷ Leasing must approve any surrender/lease cancellation agreement. Written recommendation from accounting is a pre-requisite to execution on any deal with payment of an arrears amount which is less than total owed under the Lease.

ESRT AUTHORIZED SIGNATORIES: LEASING MATTERS

GNYM	Jeff Newman ⁸	Thomas P. Durels ⁸	any NEO
All Retail deals	Michael Prunty	Applicable Portfolio Manager with approval from the Primary Signatory	any NEO
<i>Stipulations/Settlement Agreements⁸</i>			
over \$150,000	If tenant has already <u>vacated</u> , Rodney Gomes or Jeff Newman (GNYM) with Thomas P. Durels or Ryan Kass approval	Susanne J. Lieu	any NEO
under \$150,000	LL/T attorney executes stipulation- approval required from Rodney Gomes or Alex Chin	Susanne J. Lieu	any NEO
<i>Default Notices, Termination Notices, Payment Plans, Rent Deferrals, Rent Demands & Petitions ⁹</i>			
Monetary Default Letter (ALL)	LL/T attorney executes default notice with approval from Rodney Gomes or Alex Chin	Susanne J. Lieu	any NEO
Non-Monetary Default Notices	Drafting attorney executes default notice with approval from the applicable Property Manager	The applicable Portfolio Manager or Michael Prunty can provide approval for the applicable Property Manager if unavailable.	any NEO
Termination Notices (resulting from default)	Rodney Gomes with Thomas P. Durels or Ryan Kass approval	Susanne J. Lieu	any NEO
Rent Demands (ALL)	Alex Chin	Rodney Gomes	any NEO
Non-payment petitions & Holdover petitions	Rodney Gomes	Alex Chin	any NEO
Payment Plans, Rent Deferrals & Rent Concessions	Rodney Gomes with Thomas P. Durels or Ryan Kass approval	Alex Chin	any NEO

⁸ If ESRT signature is required on a stipulation or settlement agreement, the party with approval rights herein may execute the same.

⁹ Please refer to SOP which requires advance notice to Leasing and Property Management.