SL GREEN REALTY CORP
Form DEF 14A
April 25, 2019
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

Preliminary Proxy Statement
Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Under Rule 14a-12

SL Green Realty Corp.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
1) Title of each class of securities to which transaction applies:
2) Aggregate number of securities to which transaction applies:
3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4) Proposed maximum aggregate value of transaction:
5) Total fee paid:
Fee paid previously with preliminary materials:
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
1) Amount previously paid:
2) Form, Schedule or Registration Statement No.:
3) Filing Party:
4) Date Filed:

Table of Contents

2019
Proxy
Statement
April 25, 2019

Table of Contents

2019 PROXY STATEMENT HIGHLIGHTS

Logistics

Date & Time	Location	Record Date
Thursday, May 30, 2019 at 10:00 a.m., local time	Convene (The Club Room), 237 Park Avenue, New York, New York, 10017	March 29, 2019

Roadmap of Voting Matters

You are being asked to vote on the following matters:

	Proposal	Board Recommendation	See Page
1	**Election of Directors** The Board unanimously recommends a vote for each of John H. Alschuler, Edwin T. Burton, III, Lauren B. Dillard, Stephen L. Green, Craig M. Hatkoff and Andrew W. Mathias to serve as directors until the 2020 annual meeting of stockholders and until their successors are duly elected and qualify.	**FOR** Each Nominee	8
2	**Advisory Approval of Executive Compensation** The Company seeks non-binding stockholder approval of the compensation of the company's named executive officers, as described in the Compensation Discussion and Analysis section and compensation tables included in this proxy statement.	**FOR**	27
3	**Ratification of Independent Registered Public Accounting Firm** The Audit Committee and the Board believe that the continued appointment of Ernst & Young LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2019 is in the best interest of the Company and its stockholders.	**FOR**	59

In addition, stockholders may be asked to consider and vote upon any other matters that may properly be brought before the annual meeting and at any adjournments or postponements thereof.

Your Vote is Important—Vote Now

Your vote is very important to us. Please vote as soon as possible by one of the methods shown below:

By Internet	By Tablet or Smartphone	By Telephone
Visit www.proxyvote.com	Scan this QR code to vote with your mobile device	Call 1-800-454-8683 24h/7

Table of Contents

Business Overview and Highlights

Our Mission	We are a fully integrated REIT focused on maximizing total return to stockholders through strategically acquiring, redeveloping, repositioning and managing commercial properties, located primarily in Manhattan, in order to generate cash flow and create value.

Who We Are[1]	Combined Revenues	Owner of Office Property in Manhattan	Total Square Feet[2]	Enterprise Value

We differentiate ourselves from our peers and competitors in three key ways:

Active and Engaged Business Strategy

SLG does not subscribe to a traditional "buy and hold" strategy and is a very active transaction-oriented company

In any given year, we execute more transactions than many of our competitors do over a much longer, multi-year period

Accordingly, we frequently capitalize on opportunities in the market, maximizing returns

Operations on Multiple Platforms

Buy and sell properties independently and collaborate with other organizations through joint ventures when advantageous

Invest in redeveloping existing assets (e.g. 609 Fifth Avenue) and developing projects from the ground up (e.g. One Vanderbilt)

Provide financing for other real estate related entities through our debt and preferred equity platform – a unique business that we operate at a scale unmatched by our peers and that provides us a diversified source of revenue and market intelligence

NYC-Focused Business Model

Singularly focused on New York City real estate – one of the most liquid and resilient markets through business cycles, and also one of the most complex and competitive

Presence and operations in this complex and highly competitive market necessitate a top level of talent in our executive ranks

Our leadership team allows us to be very efficient, with an employee base much smaller than other fully-integrated "gateway city" real estate companies that transact far less business than SLG

Growth in FFO Per Share

growth in normalized FFO per share since 2014

Normalized FFO Per Share(3)

Superior Long-Term TSR

SLG TSR % vs. MSCI U.S. REIT Index Total Return(4)

[1] Data as of 12/31/2018
[2] Includes debt and preferred equity investments and suburban properties
[3] Refer to Appendix A to this proxy statement for a reconciliation of Normalized FFO
[4] Source: Bloomberg (data as of 12/31/2008 – 12/31/2018)

Table of Contents

Compensation Highlights

Stockholder Engagement and Responsiveness – Significant Changes for 2019

Since the 2018 annual meeting, we have reached out to over 70% of stockholders. In response to feedback from our engagement efforts, our Board reduced director compensation, and the Compensation Committee fundamentally redesigned our executive compensation program to implement the following changes:

Element	Stockholder Feedback ("What We Heard")	Action ("What We Did")	Executive	Effective	Impact
Fixed Pay	Base salary and deferred compensation provide overlapping fixed pay elements	Reduced base salary	CEO - Holliday	Retroactive to 1/18/2018	Reduces fixed pay Reduces target cash bonus
		Eliminated deferred compensation	CEO - Holliday President - Mathias	2019 onward	Eliminates multiple fixed pay elements
Annual Incentive	Annual incentive should focus on metrics within executives' control	Eliminated TSR, added G&A expense, increased weighting of dividend growth metric	CEO - Holliday President - Mathias	2018 onward	Strengthens link to operational metrics
	Discretionary annual equity bonus process not clear	Eliminated discretionary equity bonus	CEO - Holliday President - Mathias	2019 onward	Eliminates discretion, improves transparency into total compensation
Long-Term Incentive	Retesting feature allows for multiple vesting opportunities	Eliminated retesting	CEO - Holliday President - Mathias CLO & GC - Levine	2019 onward	Strengthens rigor of performance-based equity
	Performance period for performance units should be longer than one year	50% LTIP units earned based on annual operating goals, subject to 3 year absolute TSR 50% LTIP units earned based on 3-year relative TSR	CEO - Holliday President - Mathias CLO & GC - Levine	2019 onward	Strengthens pay-for-performance link Improves long-term alignment of executives' interests
	Contracts guarantee equity grants on multi-year basis	New contracts replace contractual guarantees with target equity grants	CEO - Holliday President - Mathias CLO & GC - Levine	2019 onward	Eliminates contractual guarantees
Overall	Compensation program is complicated	Reduced elements of compensation from 7 to 4	CEO - Holliday President - Mathias	2019 onward	Improves transparency to assess pay-for-performance linkage
	Reduce Executive Chairman compensation	Stephen L. Green transition to Chairman Emeritus; no longer employee of the Company	Stephen L. Green	Jan 17, 2019	No longer compensated as executive of company
	Director compensation is high relative to peers	Reduced Director Compensation by approx. $50,000	All Non-Executive Directors	2019 onwards	Strengthens alignment of director pay relative to peers

Table of Contents

Corporate Governance Highlights

Diversity
Our Board has a diversity of knowledge, skills and education, as well as diversity of age, gender and outlook

33% of our independent Board members are women

Experience

Our Board members have broad experience serving on public boards in industries relevant to the Company

78% of our Board currently serve or have served on the Boards of other publicly traded companies

Leadership
Our Board members have strong corporate leadership backgrounds such as being a CEO, CFO or holding other Executive positions

89% of our Board currently serve or have served as CEO or in senior leadership positions

Board Refreshment
We remain focused on refreshing the membership and leadership of the Board and its Committees.

Chairman transition:

Stephen L. Green

Marc Holliday

Mr. Green

Committee chair rotations:

Lauren Dillard
John Alschuler

Craig Hatkoff
John Levy

Stockholder Amendments to Bylaws

In December 2018, we amended our bylaws to
by a majority vote without any ownership or holding period limitations.

Declassified Board

Proxy Access
Our bylaws permit:

A stockholder (or a group of up

Owning 3% or more of our

To nominate and include in our proxy materials director candidates constituting up to the greater of two

to **)**	**outstanding common stock continuously for at least three years**	**individuals or 20% of the Board, if the nominee(s) satisfy the requirements specified in our bylaws**

Table of Contents

2019 PROXY STATEMENT HIGHLIGHTS

ESG Highlights

We are committed to corporate social responsibility initiatives that deliver efficiency, value and health for our business, tenants and community. Highlights of these initiatives are set forth below. Our Global Reporting Initiative (GRI) compliant sustainability reports and other information relating to these initiatives are available on our website at http://www.slgreen.com/sustainability.

ESG Awards

Environmental Initiatives

Social Initiatives

Governance Initiatives - Sustainability

Table of Contents

SL GREEN REALTY CORP.
420 Lexington Avenue
New York, New York 10170-1881

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholder:

You are invited to attend the 2019 annual meeting of stockholders of SL Green Realty Corp., a Maryland corporation, which will be held on Thursday, May 30, 2019 at 10:00 a.m., local time, at Convene (The Club Room), 237 Park Avenue, New York, New York, 10017. The annual meeting will be held for the following purposes:

1. To elect the six director nominees named in the proxy statement to serve on the Board of Directors for a one-year term and until their successors are duly elected and qualify;
2. To hold an advisory vote on executive compensation; and
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

In addition, stockholders may be asked to consider and vote upon any other matters that may properly be brought before the annual meeting and at any adjournments or postponements thereof.

Any action may be taken on the foregoing matters at the annual meeting on the date specified above, or on any date or dates to which the annual meeting may be adjourned, or to which the annual meeting may be postponed.

The Board of Directors has fixed the close of business on March 29, 2019 as the record date for determining the stockholders entitled to notice of, and to vote at, the annual meeting and at any adjournments or postponements thereof.

By Order of the Board of Directors,

Andrew S. Levine
Secretary

New York, New York
April 25, 2019

Voting

You may authorize your proxy via the Internet or by telephone:
Visit www.proxyvote.com
Scan this QR code to vote with your mobile device
Call 1-800-454-8683
24h/7

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 30, 2019.

This proxy statement and our 2018 Annual Report to Stockholders are available at http://www.proxyvote.com

Whether or not you plan to attend the annual meeting, please complete, sign, date and promptly return the enclosed proxy card in the post-prepaid envelope provided or authorize your proxy by telephone or the Internet by following the instructions on your proxy card. For specific instructions on voting, please see the instructions on the proxy card or the information forwarded by your broker, bank or other holder of record. If you attend the annual meeting, you may vote in person if you wish, even if you previously have signed and returned your proxy card. Please note that if your shares are held of record by a bank, broker or other nominee and you wish to vote in person at the annual meeting, you must obtain a proxy issued in your name from such bank, broker or other nominee.

Table of Contents

TABLE OF CONTENTS

References in this proxy statement to “we,” “us,” “our,” “ours,” and the “Company” refer to SL Green Realty Corp., unless the context otherwise requires. This proxy statement and a form of proxy have been made available to our stockholders on the Internet and will be mailed to stockholders on or about April 25, 2019.

Table of Contents

OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Proposal 1: Election of Directors

The Board, upon the recommendation of the Nominating and Corporate Governance Committee, has nominated John H. Alschuler, Edwin T. Burton, III, Lauren B. Dillard, Stephen L. Green, Craig M. Hatkoff and Andrew W. Mathias for election to serve as directors until the 2020 annual meeting of stockholders and until their successors are duly elected and qualify. Messrs. Alschuler, Burton, Green, Hatkoff and Mathias and Ms. Dillard are currently serving as directors. Each of Messrs. Alschuler, Burton, Green, Hatkoff and Mathias and Ms. Dillard has consented to being named in this proxy statement and to serve as a director if elected. However, if any of Messrs. Alschuler, Burton, Green, Hatkoff and Mathias and Ms. Dillard is unable to accept election, proxies voted in favor of such nominee will be voted for the election of such other person as the Board nominates.

Majority Voting Standard

A majority of all the votes cast with respect to a nominee's election is required for such nominee to be elected to serve on the Board. This means that the number of votes cast "for" a nominee must exceed the number of votes cast "against" such nominee, with abstentions and broker non-votes not counted as a vote cast either "for" or "against" a nominee. For more information on the operation of our majority voting standard in director elections, see the section entitled "Our Board of Directors and Corporate Governance—Corporate Governance—Majority Voting Standard and Director Resignation Policy."

The Board unanimously recommends a vote "FOR" the election of Messrs. Alschuler, Burton, Green, Hatkoff and Mathias and Ms. Dillard.

Information Regarding the Nominees and the Continuing Directors

The following table, matrix and biographical descriptions set forth certain information with respect to the nominees for election as directors at the 2019 annual meeting and the continuing directors whose terms expire at the annual meeting of stockholders in 2020, based upon information furnished by each director. At our annual meeting of stockholders in 2017, stockholders approved a proposal to declassify our board. Accordingly, our board classes are being phased out, and directors whose terms are expiring will be elected for one-year terms. Our Board of Directors will be fully declassified by our 2020 annual meeting.

Name	Age	Expiration of Term	Director Since
Nominees (terms will expire in 2020)			
John H. Alschuler*	71	2020	1997
Edwin T. Burton, III*	76	2020	1997
Lauren B. Dillard*	43	2020	2016
Stephen L. Green	81	2020	1997
Craig M. Hatkoff*	65	2020	2011
Andrew W. Mathias	45	2020	2014
Continuing Directors (terms will expire in 2020)			
Betsy Atkins*	65	2020	2015
Marc Holliday	52	2020	2001
John S. Levy*	83	2020	1997

* Independent Director

Table of Contents

Continuing Director and Director Nominees Business Experience

The matrix below represents some of the key skills that our Board has identified as particularly valuable to the effective oversight of the Company and the execution of our strategy. This matrix highlights the depth and breadth of skills of our current directors.

Executive Leadership	**9**	**Finance/Capital Markets**	**9**	**Risk Management**	**8**
REIT/Real Estate Industry	**6**	**Experience Over Several Business Cycles**	**5**	**Public Company Board Service/Corporate Governance**	**5**
Talent Management	**5**	**Academia**	**3**	**Accounting**	**2**
Governmental/Regulatory Experience	**2**	**Technology**	**2**		

Director Nominees—Terms Will Expire in 2020

John H. Alschuler

Director Since: **1997** Age: **71 Lead Independent Director**

Mr. Alschuler's achievements in academia and business, as well as his extensive knowledge of commercial real estate, New York City's economy, commercial and other markets in New York City and national and international markets for real estate, and his expertise in inter-governmental relations, allow him to assess the real estate market and the Company's business from a knowledgeable and informed perspective, from which he provides valuable insights into the Company's business.

Professional Experience

- Chairman of HR&A Advisors Inc., an economic development, real-estate and public policy consulting organization, since 2008
- Adjunct Associate Professor, Graduate School of Architecture, Planning & Preservation at Columbia University, teaching real estate development
- Board of Directors of the Center for an Urban Future, a Section 501(c)(3) tax-exempt organization, Friends of the High Line Inc., a Section 501(c)(3) tax-exempt organization and the Sag Harbor Cinema Arts Center, a 501(c)(3) tax-exempt organization.
- B.A. degree from Wesleyan University and Ed.D. degree from the University of Massachusetts at Amherst

Other Public Board Directorships

- Xenia Hotels and Resorts, Inc. since 2015
- The Macerich Company since 2015

SL Green Board Service:

- Compensation Committee
- Nominating and Corporate Governance Committee
- Executive Committee

Table of Contents

OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Edwin T. Burton, III

Director Since: **1997** Age: **76** **Independent Director**

In addition to his experience in academia as a seasoned professor of economics, Mr. Burton's extensive skills and experience in corporate governance, financial, compensation and legal matters allow him to provide valuable financial expertise and insights into the Company's business.

Professional Experience

- Professor of Economics at the University of Virginia since 1988; has held teaching positions at York College, Rice University and Cornell University, and has written and lectured extensively in the field of Economics
- Consultant to numerous companies on investment strategy and investment banking
- Member of the Board of Trustees of the Virginia Retirement System for state and local employees of the Commonwealth of Virginia from 1994 to 2001 and then again from 2004 to 2014, and served as its Chairman from 1997 until March 2001
- Senior Vice President, Managing Director and director of Interstate Johnson Lane, Incorporated, an investment banking firm, where he was in charge of the Corporate Finance and Public Finance Divisions from 1994 to 1995
- President of Rothschild Financial Services, Incorporated (a subsidiary of Rothschild, Inc. of North America), an investment banking company headquartered in New York City that is involved in proprietary trading, securities lending and other investment activities from 1987 to 1994
- Consultant to the American Stock Exchange from 1985 to 1986
- Senior vice president with Smith Barney (or its corporate predecessor) from 1976 to 1984
- Member of the Board of Directors of Chase Investors, a privately-held registered investment advisor, since 2004
- Former member of the Board of Directors of Capstar Hotel Company, a publicly-traded hotel company, Virginia National Bank, a publicly-traded commercial bank, and SNL Securities, a private securities data company
- B.A. degree in Economics from Rice University and Ph.D. degree in Economics from Northwestern University

SL Green Board Service:

- Audit Committee, Chair
- Compensation Committee

Other Public Board Directorships

- None

Table of Contents

Lauren B. Dillard

Director Since: **2016** Age: **43** **Independent Director**

Ms. Dillard's sophisticated understanding of tax, real estate, investment programs, finance, compensation and corporate governance, all viewed through the lens of over fifteen years of global private equity experience and together with her considerable operational expertise, provides the Board and the Company with deep and practical insight on a broad range of matters.

Professional Experience

- Managing Director for the Carlyle Group, a global alternative asset manager, since 2011, head of Carlyle's Investment Solutions Group since December 2015 and member of Carlyle's Management Committee; joined Carlyle in 2002
- Chief Operating Officer and Chief Financial Officer of Carlyle's Investment Solutions Group from 2013 to December 2015; former head of Global Tax Department and head of Global Equity Programs; and member of Carlyle's Transaction Team where she played a significant role in transactions, including Carlyle's initial public offering
- Served in the Real Estate and Financial Services Group of the Tax Practice of Arthur Andersen, LLP prior to 2002
- Member of the Board of Directors of AlpInvest Partners.
- Founder and leader of Carlyle's Women's Employee Resource Group, member of the Private Equity Women Investor Network (PEWIN) and other industry initiatives
- Recipient of the prestigious One Carlyle Award in recognition of her contributions to and support of the firm's collaborative culture
- B.S. in business administration from the University of Richmond

Other Public Board Directorships

- None

SL Green Board Service:

- Audit Committee
- Compensation Committee, Chair

Stephen L. Green

Director Since: **1997** Age: **81** **Director**

In addition to his industry-wide reputation, Mr. Green's extensive skills and experience in real estate, including founding our predecessor, provide him with invaluable knowledge of and expertise in our business and industry. This experience, particularly his experience having led our predecessor and the Company, contributes depth and context to the Board's discussions of the Company's business.

SL Green Board Service:

- Executive Committee

Professional Experience

- Chairman Emeritus at the Company since January 2019
- Chairman of the Board of the Company from 1997 through January 2019
- Former executive officer working in conjunction with our Chief Executive Officer and overseeing the Company's long-term strategic direction; formerly served as our Chief Executive Officer
- Founded our predecessor, S.L. Green Properties, Inc., in 1980; prior to our initial public offering in 1997, Mr. Green was involved in the acquisition of over 50 Manhattan office buildings containing in excess of 10.0 million square feet
- Chairman of the Board of Gramercy Capital Corp. from August 2004 to June 2009
- At-large member of the Executive Committee of the Board of Governors of the Real Estate Board of New York
- Member of the Board of Directors of Streetsquash, Inc., a Section 501(c)(3) tax-exempt organization
- Previously member of the Board of Directors of Stemedica Cell Technologies, Inc., August 2007 to April 2009; Chairman of the Real Estate Board of New York's Tax Committee
- B.A. degree from Hartwick College and J.D. degree from Boston College Law School

Other Public Board Directorships

None

Table of Contents

Craig M. Hatkoff

Director Since: **2011** Age: **65 Independent Director**

Mr. Hatkoff has in-depth expertise and knowledge of real estate, capital markets, finance, private investing, entrepreneurship and executive management through his work with Chemical Bank, Victor Capital Group and Capital Trust. As a result of the foregoing, Mr. Hatkoff provides a unique insight into the financial markets generally, valuation analysis, strategic planning, and unique financing structures and alternatives. He also possesses entrepreneurial, brand marketing, social media, technology and innovation, and senior leadership experience through his private investments and service on the Boards of numerous educational and charitable organizations. Mr. Hatkoff also has extensive Board and Board committee experience at other public companies, including his prior service at Taubman Centers, Inc. and his long-standing service to Capital Trust, Inc., which enables him to provide significant insight as to governance and compliance-related matters particular to real estate companies.

Professional Experience

Vice Chairman of Capital Trust, Inc., a real estate investment management company that was listed on the New York Stock Exchange, and one of the largest dedicated real estate mezzanine lenders, from 1997 to 2000, and served on its Board of Directors from 1997 to 2010

Trustee of the New York City School Construction Authority, the agency responsible for the construction of all public schools in New York City, from 2002 to 2005

Founder and a managing partner of Victor Capital Group, L.P. from 1989 until its acquisition by Capital Trust, Inc. in 1997

Former co-head of the real estate investment banking unit at Chemical Bank, where he was a pioneer in commercial mortgage securitization

Co-founder of the Tribeca Film Festival; Chairman of Turtle Pond Publications LLC, which is active in children's publishing and entertainment, and private investor in other entrepreneurial ventures

Adjunct Professor at Columbia Business School, where he teaches courses on entrepreneurship and innovation

Other Public Board Directorships

Previous (during the past 5 years):

Taubman Centers, Inc. from 2004 to January 2019

SL Green Board Service:

Audit Committee

Nominating and Corporate Governance Committee, Chair

Andrew W. Mathias

Director Since: **April 2014** Age: **45 President**

Mr. Mathias' extensive experience in real estate, including commercial real estate investment, and in-depth knowledge of the New York City real estate market, as well as his role as President of the Company, provide him with valuable knowledge of our business and industry. Furthermore, Mr. Mathias' presence on the Board facilitates communication between the Board and the Company's senior management.

Professional Experience

President of the Company since 2007

Joined the Company in March 1999 as Vice President and was promoted to Director of Investments in 2002

Chief Investment Officer of the Company from January 2004 until January 2011

Chief Investment Officer of Gramercy Capital Corp. from August 2004 to October 2008

Worked at Capital Trust, Inc. and its predecessor, Victor Capital Group, L.P.

Worked on the high yield and restructuring desk at Bear Stearns and Co.

Member of the Board of Directors for the Regional Plan Association, which works to improve the prosperity, infrastructure, sustainability and quality of life of the New York-New Jersey-Connecticut metropolitan region

B.S. degree in Economics from the Wharton School at the University of Pennsylvania

Other Public Board Directorships

None

Table of Contents

Continuing Directors—Terms Will Expire in 2020

Betsy Atkins

Director Since: **April 2015** Age: **65 Independent Director**

Ms. Atkins has deep expertise in many areas, including executive leadership and operational experience in various technology, durable goods, energy efficiency infrastructure and retail industries, as well as significant public board experience, which gives her broad experience and thought leadership in corporate governance matters generally, including executive compensation and evolving best practices in sustainability and enterprise risk management.

Professional Experience

- Chief Executive Officer of Baja Corp, an independent venture capital firm focused on technology, renewable energy and life sciences industries, since 1994
- Chief Executive Officer and Chairman of the Board of Directors of Clear Standards, Inc., a provider of energy management solutions, from February 2009 to August 2009, when Clear Standards was acquired by SAP AG, a business software company
- Chairman and Chief Executive Officer of NCI, Inc., a functional food/nutraceutical company, from 1991 through 1993
- Co-founded Ascend Communications, Inc. in 1989, member of its Board of Directors and Executive Vice President of sales, marketing, professional services and international operations prior to its acquisition by Lucent Technologies
- Formerly an advisor to SAP SE, an advisor to British Telecom and a presidential-appointee to the Pension Benefit Guaranty Corporation advisory committee
- B.A. from the University of Massachusetts

Other Public Board Directorships

- Schneider Electric, SA since April 2011
- Wynn Resorts Ltd. since April 2018
- Covetrus, Inc. since February 2019

Previous (during the past 5 years):

- Cognizant Technology Solutions Corporation from April 2017 to October 2018
- HD Supply, Inc. from September 2013 to April 2018
- Polycom, Inc. from 1999 to April 2016
- Darden Restaurants, Inc. from October 2014 to September 2015
- Ciber, Inc. from July 2014 to October 2014

SL Green Board Service:

- Audit Committee
- Nominating and Corporate Governance Committee

Marc Holliday

Director Since: **December 2001** Age: **52** **Chief Executive Officer and Chairman of the Board**

Mr. Holliday's extensive experience and skills in real estate and finance, as well as his role as Chief Executive Officer of the Company, provide him with valuable knowledge of and expertise in our business and industry. Furthermore, Mr. Holliday's presence on the Board facilitates communication between the Board and the Company's senior management.

Professional Experience

Chief Executive Officer of the Company since January 2004; Chairman of the Board since January 2019

Joined the Company as Chief Investment Officer July 1998; stepped down as President in April 2007 following promotion of Andrew Mathias, current President, to that position

President and Chief Executive Officer of Gramercy Capital Corp., from August 2004 to October 2008, when Mr. Holliday stepped down

Managing Director and Head of Direct Originations for New York-based Capital Trust Inc., a mezzanine finance company, where he was in charge of originating direct principal investments for the firm, consisting of mezzanine debt, preferred equity and first mortgages

Served in various management positions, including Senior Vice President at Capital Trust, Inc.'s predecessor, Victor Capital Group, L.P. from 1991 to 1997

Member of the Board of Directors of NYRA and Columbia University, and executive officer and member of the Board of the Real Estate Board of New York

B.S. degree in Business and Finance from Lehigh University in 1988 and M.S. degree in Real Estate Development from Columbia University in 1990

Other Public Board Directorships

Previous (during the past 5 years):

Gramercy Capital Corp. from 2004 to September 2014

SL Green Board Service:

Executive Committee, Chair

John S. Levy

Director Since: **1997** Age: **83** **Independent Director**

Mr. Levy's extensive skills, experience and sophistication in corporate governance, financial, compensation, legal and commercial matters, including his corporate finance expertise developed at Lehman Brothers, allow him to provide valuable insights into the Company's business and finances.

Professional Experience

Retired from Lehman Brothers Inc. in 1995; from 1983 to 1995, served as Managing Director and Chief Administrative Officer of the Financial Services Division, Senior Executive Vice President and Co-Director of the International Division and Managing Partner of the Equity Securities Division at Lehman Brothers (or its predecessors)

Associated with A.G. Becker Incorporated (or its predecessors) from 1960 to 1983, where Mr. Levy served as Managing Director of the Execution Services Division, Vice President-Manager of Institutional and Retail Sales, Manager of the Institutional Sales Division, Manager of the New York Retail Office and a Registered Representative

B.A. degree from Dartmouth College.

Other Public Board Directorships

None

SL Green Board Service:

Nominating and Corporate Governance Committee

Compensation Committee

Table of Contents

Board Refreshment

Led by our Nominating and Corporate Governance Committee, the Board engages in ongoing director succession planning, including a focus on refreshing the membership and leadership of the Board and its Committees and enhancing the level of diversity. Most recently, in January 2019, the leadership of the Board was transitioned from Stephen L. Green, our founder and long-time Chairman of the Board, to Marc Holliday, who also serves as our Chief Executive Officer. Mr. Green stepped down as Chairman of the Board nearly 40 years after he founded our predecessor and following his more than 20 years of distinguished service in this role. Mr. Green continues to serve as a director and as our Chairman Emeritus. The Board also rotated Committee chairs in 2018, with Lauren Dillard replacing John Alschuler as chair of our Compensation Committee and Craig Hatkoff replacing John Levy as chair of our Nominating and Corporate Governance Committee.

Over the longer term, we have added three new independent directors since 2011, including two women – Betsy Atkins, who joined our Board in 2015, and Lauren Dillard, who joined our Board in 2016. For our commitment to board diversity, we were recognized as a 2020 Women on Boards Winning 'W' Company for 2017. Together with the addition of Craig Hatkoff in 2011, these additions have provided new perspectives and enhanced the quality of the Board while also reducing the average age and tenure of our independent directors. Following these additions, one-third of our independent directors are women.

Diversity

Our Board has a diversity of knowledge, skills and education, as well as diversity of age, gender and outlook

33% of our independent Board members are women

Experience

Our Board members have broad experience serving on public boards in industries relevant to the Company

78% of our Board currently serve or have served on the Boards of other publicly traded companies

Leadership

Our Board members have strong corporate leadership backgrounds such as being a CEO, CFO or holding other Executive positions

89% of our Board currently serve or have served as CEO or in senior leadership positions

Identification of Director Candidates

Our Nominating and Corporate Governance Committee assists the Board in identifying and reviewing director candidates to determine whether they qualify for membership on the Board and recommends director nominees to the Board to be considered for election at our annual meeting of stockholders. Our Nominating and Corporate Governance Committee adopted a written policy on the criteria and process of identifying and reviewing director candidates.

Each director candidate must have:

1. education and experience that provides knowledge of business, financial, governmental or legal matters that are relevant to the Company's business or to its status as a publicly owned company;
2. an unblemished reputation for integrity;
3. a reputation for exercising good business judgment; and
4. sufficient available time to be able to fulfill his or her responsibilities as a member of the Board and of any committees to which he or she may be appointed.

The Nominating and Corporate Governance Committee ensures that the potential nominee is not an employee or agent of and does not serve on the board of directors or similar managing body of any of our competitors and determines whether the potential nominee has an interest in any transactions to which we are a party.

Table of Contents

OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Director Recruitment Process

Identified by: Independent Directors Executive Officers Third Party Search Firms Stockholders	Consider experience, qualifications, and diversity Meet with candidates and conduct interviews Review independence and potential conflicts	NCGC presents potential candidates to full Board for open discussion	The full Board is responsible for approving potential candidates

NCGC Director Recruitment Process

In making recommendations to the Board, our Nominating and Corporate Governance Committee considers such factors as it deems appropriate, in light of the skills, qualifications and diversity of the other members of the Board. Such factors include diversity with respect to gender and ethnicity. The Nominating and Corporate Governance Committee may also consider the following:

- ability to bring new perspectives and add to Board discussion and consideration
- experience with businesses and other organizations comparable to the Company (including experience managing public companies, marketing experience or experience determining compensation of officers of public companies)
- the interplay of the candidate's experience with the experience of other Board members
- the candidate's industry knowledge and experience
- the ability of a nominee to devote sufficient time to the affairs of the Company
- any actual or potential conflicts of interest and whether the candidate meets the NYSE independence criteria
- the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board
- qualifications to serve on appropriate Board committees (including financial acumen)
- technological literacy
- strategic insight
- ability to introduce the Company to business or other opportunities
- reputation in the corporate governance community
- risk management skills

In considering a potential nominee, each member of the Nominating and Corporate Governance Committee has the opportunity to interview potential nominees in person or by telephone and to submit questions to such potential candidate.

Our Nominating and Corporate Governance Committee solicits and considers suggestions of our directors and management regarding possible nominees. Our Nominating and Corporate Governance Committee also may procure the services of outside sources or third parties to assist in the identification of director candidates.

Role of Third Party Advisors in Director Recruitment Process

FTI Consulting, Inc., or FTI Consulting, assists us in the initial search, screening, interviewing and vetting of potential new directors and worked closely with our Nominating and Corporate Governance Committee in connection with the additions of Craig Hatkoff in 2011, Betsy Atkins in 2015 and Lauren Dillard in 2016.

Stockholder Recommendations of Director Candidates

Our Nominating and Corporate Governance Committee may consider director candidates recommended by our stockholders. Our Nominating and Corporate Governance Committee will apply the same standards in considering candidates submitted by stockholders as it does in evaluating all other candidates. Any recommendations by stockholders are to follow the procedures outlined under "Other Information—Other Matters—Stockholder Proposals and Nominations" in this proxy statement and should provide the reasons supporting a candidate's recommendation, the candidate's qualifications and the candidate's written consent to being considered as a director nominee.

Board Structure and Independence

Board Structure

The Board currently consists of nine members. At the annual meeting of stockholders in 2017, stockholders approved a proposal to declassify our board. Accordingly, our board classes are being phased out, and directors elected at the annual meeting of stockholders in 2019 will serve for one-year terms and until their successors are duly elected and qualify. Our Board of Directors will be fully declassified by our 2020 annual meeting.

Board Leadership Structure; Lead Independent Director

The current leadership structure of the Board consists of Marc Holliday, who serves as the Chairman of the Board and our Chief Executive Officer, John Alschuler, who serves as our Lead Independent Director, and the independent directors who serve as Chairs for the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee of the Board. Overall, the Board believes that the participation of members of management and independent directors in its leadership structure helps promote unified leadership and direction for the Company and the Board while also ensuring appropriate independent oversight of management by the Board.

After more than 20 years under the leadership of Stephen L. Green, in January 2019, the leadership of the Board was transitioned to Marc Holliday, who also serves as our Chief Executive Officer. Mr. Green stepped down as Chairman of the Board nearly 40 years after he founded our predecessor and following his more than 20 years of distinguished service in this role. The Board believes that it has been well served by Mr. Green’s leadership over the years and that it will continue to be well served with Mr. Holliday serving in the role as Chairman of the Board. With over 15 years of experience leading the Company, Mr. Holliday is uniquely qualified to serve as the Chairman of the Board, and the Board believes that Mr. Holliday’s combined role as Chairman of the Board and Chief Executive Officer will promote unified leadership and direction for the Company and the Board.

The Board, which is currently comprised of six independent directors and three non-independent directors, established the role of Lead Independent Director beginning in 2010. The Board believes that having a Lead Independent Director improves the overall functioning of the Board and strengthens the ability of the independent directors to effectively exercise independent oversight of management during periods when the Chairman of the Board is not an independent director. The Lead Independent Director is appointed by the independent directors on the Board, and has a number of responsibilities that help facilitate communication among our independent directors and between our independent directors and our Chief Executive Officer and Chairman, and ensure appropriate independent oversight of management by the Board. John Alschuler currently serves as our Lead Independent Director.

Table of Contents

OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Role of the Lead Independent Director

In addition to presiding at executive sessions of independent directors, the Lead Independent Director has the responsibility to:

1. consult with the Chief Executive Officer and Chairman as to an appropriate schedule and agenda for each Board meeting, seeking to ensure that the independent directors can perform their duties effectively and responsibly;
2. ensure that the independent directors have adequate resources, especially by way of full, timely and relevant information to support their decision making;
3. advise the Chief Executive Officer and Chairman as to the quality, quantity and timeliness of the information submitted by the Company's management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties;
4. recommend to the Board and the Board Committees the retention of advisers and consultants who report directly to the Board;
5. ensure that independent directors have adequate opportunities to meet and discuss issues in sessions of the independent directors without management present and, as appropriate, call meetings of the Independent Directors;
6. serve as Chairman of the sessions of the independent directors;
7. serve as principal liaison between the independent directors and the Chief Executive Officer and Chairman of the Company and between the independent directors and senior management;
8. communicate to management, as appropriate, the results of private discussions among independent directors;
9. chair the meetings of the Board when the Chairman is not present;
10. with respect to questions and comments directed to the Lead Independent Director or to the independent directors as a group, determine the appropriate means of response, with such consultation with the Chief Executive Officer and Chairman and other directors as the Lead Independent Director may deem appropriate; and
11. perform such other duties as the Board from time to time may delegate.

Board and Committee Self-Evaluations

The Board believes that good governance can only be achieved through rigorous self-evaluation. Each year, our Nominating and Corporate Governance Committee establishes formal self-assessment procedures that are consistent with our Governance Principles, NYSE listing requirements and best practices identified during prior self-evaluations. The Board also engages with stockholders and third party advisers throughout the year to discuss corporate governance practices, and to ensure that the Board and its committees follow practices that are optimal for the Company and its stockholders while also delivering superior total return. The Board then conducts its annual evaluation to determine whether it and its committees function effectively, with independent directors meeting separately with outside counsel. The discussions with stockholders, as well as the evaluations, are the basis for the Board's annual review of possible changes to the Company's corporate governance practices.

Board Evaluation Process

1 **Initiate Process**	2 **Conduct Evaluation**	3 **Implement Conclusions**
NCGC establishes Board and committee self-evaluation process, including incorporation of process improvements from previous review cycle	Directors meet to formally discuss the functioning of the Board and any committees on which they serve to identify areas for improvement	The Board and each committee implement proposed governance improvements with assistance of management and third party advisors, as needed

Table of Contents

Director Independence

Our Governance Principles provide that a majority of our directors serving on the Board must be independent as required by the listing standards of the NYSE and the applicable rules promulgated by the SEC. In addition, the Board adopted director independence standards that assist the Board in making its determinations with respect to the independence of directors. The Board has reviewed all relevant facts and circumstances and considered all applicable relationships of which the Board had knowledge, between or among the directors and the Company or our management (some of such relationships are described in the section of this proxy statement entitled “Certain Relationships and Related Party Transactions”). Based upon this review, the Board has determined that each of the following directors and director nominees has no direct or indirect material relationship with us and is independent under the listing standards of the NYSE, the applicable rules promulgated by the SEC and our director independence standards: Mses. Betsy Atkins and Lauren B. Dillard and Messrs. John H. Alschuler, Edwin T. Burton, III, Craig M. Hatkoff and John S. Levy. The Board has determined that Messrs. Stephen L. Green, Marc Holliday and Andrew W. Mathias, our three other directors, are not independent because they are also executive officers of the Company or have been within the last three years.

In determining that Ms. Dillard qualified as an independent director, the Board considered the Company’s relationship with The Carlyle Group, which entered into a lease for office space at One Vanderbilt.

Executive Sessions of Non-Management Directors

Our Governance Principles require the non-management directors serving on the Board to meet in an executive session at least annually without the presence of any directors or other persons who are part of our management. In accordance with such requirement, the independent directors meet in executive sessions from time to time on such a basis. The executive sessions are regularly chaired by our Lead Independent Director.

Communications with the Board

We have a process by which stockholders and/or other parties may communicate with the Board, individual directors (including the independent directors) or independent directors as a group. Any such communications may be sent to the Board or any named individual director (including the independent directors), by U.S. mail or overnight delivery and should be directed to Andrew S. Levine, Secretary, at SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. Mr. Levine forwards all such communications to the intended recipient or recipients. Any such communications may be made anonymously.

Director Attendance

The Board held five meetings and all directors attended 75% or more of the board of directors meetings and meetings of the committees on which they served during the periods they served during fiscal year 2018. In addition to participating in formal meetings, our Board members regularly communicate with each other, members of management and advisors and take action by written consent.

We encourage each member of the Board to attend each annual meeting of stockholders. Four of our directors attended the annual meeting of stockholders held on May 31, 2018.

Board Committees

The Board has four standing committees: an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and an Executive Committee. The current charters for each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are available on our corporate website at www.slgreen. com under the “Investors—Corporate Governance” section. Further, we will provide a copy of these charters without charge to each stockholder upon written request. Requests for copies should be addressed to Andrew S. Levine, Secretary, at SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. From time to time, the Board also may create additional committees for such purposes as the Board may determine.

Table of Contents

Audit Committee

Our Audit Committee consists of Edwin T. Burton, III (Chair), Betsy S. Atkins, Lauren B. Dillard and Craig M. Hatkoff, each of whom is independent within the meaning of the rules of the NYSE and the SEC and each of whom meets the financial literacy standard required by the rules of the NYSE. Our Audit Committee's primary purpose is to select and appoint our independent registered public accounting firm and to assist the Board in its oversight of the integrity of the Company's financial statements; the Company's compliance with legal and regulatory requirements; the qualifications and independence of the registered public accounting firm employed by the Company for the audit of the Company's financial statements; the performance of the people responsible for the Company's internal audit function; and the performance of the Company's independent registered public accounting firm. Our Audit Committee also prepares the report that the rules of the SEC require be included in this proxy statement and provides an open avenue of communication among the Company's independent registered public accounting firm, its internal auditors, its management and the Board. Our management is responsible for the preparation, presentation and integrity of our financial statements and for the effectiveness of internal control over financial reporting. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. Our independent registered public accounting firm is responsible for planning and carrying out a proper audit of our annual financial statements prior to the filing of our Annual Report on Form 10-K, reviewing our quarterly financial statements prior to the filing of each Quarterly Report on Form 10-Q and annually auditing the effectiveness of our internal control over financial reporting and other procedures. Our Audit Committee held 13 meetings during fiscal year 2018. Additional information regarding the functions performed by our Audit Committee is set forth in the "Audit Committee Report" included in this annual proxy statement.

Audit Committee Financial Expert

The Board determined that Edwin T. Burton, III qualifies as an "audit committee financial expert," as defined in Item 401(h) of SEC Regulation S-K.

Compensation Committee

Our Compensation Committee consists of Lauren B. Dillard (Chair), John H. Alschuler, Edwin T. Burton, III and John S. Levy, each of whom is independent within the meaning of the rules of the NYSE. Our Compensation Committee's primary purposes are to determine how the Company's Chief Executive Officer should be compensated; to administer the Company's employee benefit plans and executive compensation programs; to determine compensation of our executive officers other than our Chief Executive Officer; and to produce the report on executive compensation that is required to be included in this proxy statement. With respect to the compensation of our executive officers, our Compensation Committee solicits recommendations from our Chief Executive Officer regarding total compensation for all executive officers other than the Chief Executive Officer and reviews his recommendations in terms of total compensation and the allocation of such compensation among base salary, annual bonus amounts and other long-term incentive compensation as well as the allocation of such items between cash and equity compensation. Our Compensation Committee retained Gressle & McGinley LLC as its independent outside compensation consulting firm and engaged Gressle & McGinley LLC to provide our Compensation Committee with relevant data concerning the marketplace, our peer group and its own independent analysis and recommendations concerning executive compensation. Gressle & McGinley LLC regularly participates in Compensation Committee meetings. See "Executive Compensation—Compensation Discussion and Analysis." Our Compensation Committee held three meetings during fiscal year 2018. In addition to participating in formal meetings, our Compensation Committee members regularly communicate with each other, members of management and advisors and take action by written consent.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee consists of Craig M. Hatkoff (Chair), John H. Alschuler, Betsy Atkins and John S. Levy, each of whom is independent within the meaning of the rules of the NYSE. Our Nominating and Corporate Governance Committee's primary purposes are to identify individuals qualified to fill vacancies or newly-created positions on the Board; to recommend to the Board the persons it should nominate for election as directors at annual meetings of the Company's stockholders; to recommend directors to serve on all committees of the Board; and to develop and recommend to the Board governance principles applicable to the Company. Our Nominating and Corporate Governance Committee held two meetings during fiscal year 2018. In addition to participating in formal meetings, our Nominating and Corporate Governance Committee members regularly communicate with each other, members of management and advisors and take action by written consent.

Executive Committee

Subject to the supervision and oversight of the Board, our Executive Committee, which consists of Marc Holliday (Chair), Stephen L. Green and John H. Alschuler, is responsible for, among other things, the approval of our acquisition, disposition and financing of investments; the authorization of the execution of certain contracts and agreements, including those relating to our borrowing of money; and the exercise, in general, of all other powers of the Board, except for such powers that require action by all directors or the independent directors under our articles of incorporation or bylaws or under applicable law. Our Executive Committee did not hold any meetings and did not take any actions by written consent during fiscal year 2018, as all matters within its authority were approved by the Board.

Corporate Governance

Board Oversight of Strategy

One of the most important functions of the Board relates to its role in formulating and overseeing the execution of our business strategy. The Board actively participates with management in the formulation and refinement of our business strategy to help ensure that our strategic goals are thoughtfully constructed and well-articulated. To facilitate this process, the Board periodically meets with our management and external advisors in full day or multi-day sessions focused on long-term strategic planning. Additionally, on a more frequent basis, the Board receives updates from management regarding internal progress toward strategic goals and changes in market conditions and external strategic opportunities and challenges, which the Board uses to assist our management in refining its business strategy and reacting to particular opportunities or challenges that arise. While management is charged with executing strategy on a daily basis, the Board monitors and evaluates performance through these regular updates and by actively engaging in dialogues with our senior management team. Aspects of our business strategy are discussed at every meeting, and key elements of our strategy are embedded in the work performed by the committees of the Board. In addition to financial and operational performance, non-financial measures, including sustainability, social and governance goals, are discussed by the Board. The Board believes that, through these ongoing efforts, it is able to focus on our performance over the short, intermediate and long term to secure the continuing health and success of the business for our stockholders.

Stockholder Outreach

The Board and our Lead Independent Director believe that engaging in stockholder outreach is an essential element of strong corporate governance. We strive for a collaborative approach to issues of importance to investors and continually seek to better understand the views of our investors on key topics. Over the past several years, our Lead Independent Director, the chairman of our Compensation Committee and members of our senior management team contacted many of our largest institutional investors. Since the 2018 annual meeting of stockholders, we have reached out to institutional investors representing ownership of over 70% of our outstanding common stock. We held meetings, conducted calls and otherwise engaged with all of these investors who were interested in doing so. We then shared the feedback received during our outreach process with the Board and its committees to make meaningful changes to our corporate governance practices and launch new initiatives. As a result of our stockholder engagement efforts and our commitment to corporate governance, over the last few years, we have undertaken the declassification of our Board, adopted a proxy access bylaw, implemented a majority voting standard for director election, and adopted an amendment to our bylaws to permit our stockholders to amend our bylaws by a majority vote, as discussed in more detail below.

Stockholder Amendments to Bylaws

In December 2018, we amended our bylaws to permit our stockholders to amend our bylaws by the affirmative vote of a majority of all the votes entitled to be cast on the matter. As amended, our bylaws do not place any limitations on stockholder proposals to amend our bylaws beyond the advance notice provisions that apply to all stockholder proposals. Accordingly, all of our stockholders now have the right to propose any amendments to our bylaws that are permitted by applicable law and, if any such amendment is approved by the affirmative vote of a majority of the votes entitled to be cast on the matter, it will become effective.

Table of Contents

OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Declassified Board

Our directors are now elected for one-year terms following stockholder approval of our proposal to declassify our Board submitted to stockholders at the 2017 annual meeting of stockholders. By our 2020 annual meeting, our Board will be fully declassified.

Proxy Access

We have adopted a proxy access bylaw provision, enabling our stockholders to include their own director nominees in our proxy materials along with candidates nominated by the Board, so long as stockholder-nominees meet certain requirements, as set forth in our bylaws. For more information on our proxy access bylaw, see the section entitled "Other Information—Other Matters—Stockholder Proposals and Nominations."

Majority Voting Standard and Director Resignation Policy

We have a majority voting standard for director elections. In an uncontested election (as is the case for this annual meeting), our bylaws provide that a majority of all the votes cast with respect to a nominee's election is required for such nominee to be elected to serve on the Board. This means that the number of votes cast "for" a nominee must exceed the number of votes cast "against" such nominee, with abstentions and broker non-votes not counted as a vote cast either "for" or "against" a nominee. With respect to a contested election, a plurality of all of the votes cast is sufficient for the election of directors. For this purpose, a contested election is deemed to occur at any meeting of stockholders for which the Secretary determines that the number of nominees or proposed nominees exceeds the number of directors to be elected at such meeting as of the seventh day preceding the date the Company files its definitive proxy statement for such meeting with the Securities and Exchange Commission (SEC) (regardless of whether or not thereafter revised or supplemented).

If a nominee who currently is serving as a director receives a greater number of votes "against" his or her election than votes "for" such election in an uncontested election, Maryland law provides that the director would continue to serve on the Board as a "holdover director." However, under our Governance Principles, any nominee for election as a director in an uncontested election who receives a greater number of votes "against" his or her election than votes "for" such election must, within ten business days following the certification of the stockholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider the resignation and, within 60 days following the date of the stockholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of the resignation.

The Board will then take formal action on the recommendation no later than 90 days following the date of the stockholders' meeting at which the election occurred. In considering the recommendation, the Board will consider the information, factors and alternatives considered by the Nominating and Corporate Governance Committee and such additional factors, information and alternatives as the Board deems relevant. We will publicly disclose, in a Form 8-K filed with the SEC, the Board's decision within four business days after the decision is made. The Board also will provide, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

Sustainability

With executive-level participation on SL Green's Sustainability Team and Board oversight of the program, environmental responsibility has top-down support and is a company-wide priority. The Company is committed to environmental, social, and governance initiatives that deliver value and health for our stakeholders. Structured around three key areas, efficiency, tenant experience, and industry leadership, our market-leading program continues to minimize environmental impact and increase resiliency. As New York City's largest owner of office real estate, we take responsibility for implementing best practices, operating at the highest efficiency standards and strengthening our city's resiliency.

Our commitment toward efficiency is evidenced by the implementation of energy efficiency investments of $66 million and targeted sustainability programs across 100% of our New York City properties. By implementing cutting edge technologies and modernizing obsolete building systems, we continue to optimize building performance, reduce maintenance costs and provide tenants with a Class A experience.

Collaborative opportunities with tenants are integral to our sustainability strategy. Our mission to creating a greener footprint begins with the 10-year participation in the New York City Carbon Challenge, where we work with tenants to realize a 30 percent reduction in greenhouse gas emissions. We have partnered with Viacom at 1515 Broadway, Bloomberg at 919 Third Avenue and Sony at 11 Madison Avenue to make joint investments towards energy efficiency. One Vanderbilt and One Madison represent 3 million square feet of sustainable development in New York City that will achieve LEED certification through efficient design and infrastructure. One Vanderbilt creates a Class-A office experience for tenants, visitors, and the local community. The building is projected to consume 26.3% less energy compared with the LEED version 3 baseline and it will achieve one of the lowest carbon footprints in the city. Some of the building's features include indoor air quality that will surpass the ASHRAE 62.1 standard by 30% and premier access to daylighting for 85% of tenant floor area.

Our industry leadership has been widely recognized. During 2015, 2016, 2018 and 2019, we were recognized by the United States Environmental Protection Agency as an ENERGY STAR Partner for our efforts to strategically manage and improve energy performance across our Manhattan and suburban portfolios, and in 2019 we achieved "Sustained Excellence" for the second consecutive year. In addition to releasing a GRI report for the past 5 consecutive years, in 2017 and 2018 we have been awarded "REIT of the Year – Sustainability" by Real Estate & Investment Finance. We also achieved an "A" rating under Global Real Estate Sustainability Benchmark's (GRESB) "Public Disclosure Report" and are positioned to respond to the GRESB Real Estate Assessment in 2019, and achieved the highest ESG score, ahead of 33 competitor office REITs evaluated on Bloomberg's list of the largest 5,000 global companies. In 2018, we submitted our first response to CDP, formerly Carbon Disclosure Project, and achieved a "B," leading the way among industry peers and over 7,000 participating companies.

The industry recognition garnered for our market-leading program is a testament to the sustainability commitment embodied by management and our Board.

Our sustainability strategy, achievements and reports are available on our website at http://www.slgreen.com/sustainability.

Risk Oversight

The Board is responsible for overseeing the Company's risk management process. The Board focuses on the Company's general risk management strategy and the most significant risks facing the Company, and ensures that appropriate risk mitigation strategies are implemented by management. The Board also is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters. In particular, the Board focuses on overseeing risks relating to the structure and amount of our debt, including overall aggregate principal balance, variable rate versus fixed rate debt, maturity schedules and balance of secured and unsecured debt.

The Board delegated to the Audit Committee oversight of the Company's risk management process. Among its duties, the Audit Committee reviews with management (a) Company policies with respect to risk assessment and management of risks that may be material to the Company, (b) disclosure controls and internal controls over financial reporting and (c) the Company's compliance with legal and regulatory requirements. The Audit Committee also is responsible for reviewing major legislative and regulatory developments that could have a material impact on the Company's contingent liabilities and risks. Other Board committees also consider and address risk as they perform their respective committee responsibilities. All committees report to the full Board as appropriate, including when a matter rises to the level of a material or enterprise level risk.

In addition, our Compensation Committee considers potential risks to the Company in its determinations of the overall structure of our executive compensation program and the specific goals it establishes for our executives.

Table of Contents

The Company's management is responsible for day-to-day risk management, including the primary monitoring and testing function for company-wide policies and procedures, and management of the day-to-day oversight of the risk management strategy for the ongoing business of the Company. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, and compliance and reporting levels.

We believe the division of risk management responsibilities described above is an effective approach for addressing the risks facing the Company and that the Board leadership structure supports this approach.

Governance Principles

The Board adopted Governance Principles that address significant issues of corporate governance and set forth procedures by which the Board carries out its responsibilities. Among the areas addressed by the Governance Principles are director qualification standards, director responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession, annual performance evaluation of the Board and management responsibilities. Our Nominating and Corporate Governance Committee is responsible for, among other things, assessing and periodically reviewing the adequacy of the Governance Principles and will recommend, as appropriate, proposed changes to the Board. Although there is no one-size-fits all approach to corporate governance, we believe that our Governance Principles are aligned with the expectations of our stockholders, including the Investor Stewardship Group (ISG) and the ISG Corporate Governance Principles.

Code of Ethics

The Board adopted a Code of Ethics that applies to our directors, executive officers and employees. The Code of Ethics is designed to assist our directors, executive officers and employees in complying with legal requirements and in resolving moral and ethical issues that may arise, and in complying with our policies and procedures. Among the areas addressed by the Code of Ethics are legal compliance, conflicts of interest, use and protection of the Company's assets, confidentiality, communications with the public, accounting matters, records retention, fair dealing, discrimination, harassment and health and safety. We intend to disclose on our corporate website any amendment to, or waiver of, any provisions of this Code applicable to our directors and executive officers that would otherwise be required to be disclosed under the rules of the SEC or the NYSE.

Whistleblowing and Whistleblower Protection Policy

Our Audit Committee established procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (2) the confidential and anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. If you wish to contact our Audit Committee to report complaints or concerns relating to the financial reporting of the Company, you may do so in writing to the Chair of our Audit Committee, c/o Andrew S. Levine, Secretary, SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881. Any such communications may be made anonymously.

Additional Information

You are encouraged to visit the "Investors—Corporate Governance" section of our corporate website at http://www.slgreen.com to view or obtain copies of our committee charters, Code of Ethics, Governance Principles and director independence standards. The information found on, or accessible through, our website is not incorporated into, and does not form a part of, this proxy statement or any other report or document we file with, or furnish to, the SEC. You also may obtain, free of charge, a copy of the respective charters of our committees, Code of Ethics, Governance Principles and director independence standards by directing your request in writing to SL Green Realty Corp., 420 Lexington Avenue, New York, New York 10170-1881, Attention: Investor Relations.

Table of Contents

Director Compensation

Directors of the Company who are also employees receive no additional compensation for their services as directors. The following table sets forth information regarding the compensation paid to our non-employee directors during the fiscal year ended December 31, 2018.

Name	Fees Earned or Paid in Cash[(1)] ($)	Stock Awards[(2)] ($)	Option Awards[(3)] ($)	Total ($)
Edwin T. Burton, III	$ 106,500	$ 300,000	—	$ 406,500
John H. Alschuler	$ 170,667	$ 300,000	—	$ 470,667
John S. Levy	$ 63,069	$ 300,000	—	$ 363,069
Craig M. Hatkoff	$ 83,931	$ 300,000	—	$ 383,931
Betsy Atkins	$ 72,500	$ 300,000	—	$ 372,500
Lauren B. Dillard	$ 118,333	$ 300,000	—	$ 418,333

(1) Mr. Levy and Ms. Dillard deferred all of their 2018 cash compensation and Mr. Alschuler deferred $67,500 of his 2018 cash compensation pursuant to our Non-Employee Directors' Deferral Program. Mr. Burton elected to receive $18,750 of his 2018 cash compensation and Mr. Hatkoff elected to receive $25,000 of his 2018 cash compensation in the form of shares of our common stock. Accordingly, our non-employee directors received the following shares of our common stock or phantom stock units with respect to the portion of their 2018 cash compensation that they elected to defer or receive in stock, as applicable: Mr. Burton received 186 shares, Mr. Alschuler received 667 units, Ms. Dillard received 1,238 units, Mr. Levy received 654 units and Mr. Hatkoff received 254 shares.

(2) Amounts shown reflect the full grant date fair value on the date of grant of shares of our common stock or phantom stock units granted to the directors in 2018, excluding shares of our common stock and phantom stock units credited in lieu of annual fees and meeting fees.

(3) There were no stock options granted to members of the Board in 2018. At December 31, 2018, the aggregate number of option awards held by our non-employee directors was as follows: Mr. Alschuler—14,500; and Mr. Levy—20,500.

Beginning in 2019, we reduced the value of the annual stock grant by $50,000 from $300,000 to $250,000 and reduced the cash retainer paid for serving as our Lead Independent Director by $15,000 from $85,000 to $70,000.

Only non-employee Directors are compensated for service on the Board. During the fiscal year ended December 31, 2018, the fees for non-employee Directors were:

Annual cash retainers	
Cash retainer	$ 50,000
Additional cash retainer if serving as the Lead Independent Director	$ 85,000
Additional cash retainer if serving as a chair of the Audit Committee	$ 25,000
Additional cash retainer if serving as a chair of the Compensation Committee	$ 7,500
Additional cash retainer if serving as a chair of the Corporate Governance Committee	$ 5,000
Meeting fees	
For each meeting of the Board or a committee of the Board	$ 1,500
For each special meeting of the Audit Committee held independently of Board meetings	$ 4,000
Stock grant	
Valued at the grant date with shares fully vested on such grant date.	$ 300,000

The annual fees and meeting fees generally are payable quarterly in cash. Each director may elect to receive some or all of these fees in stock and, as noted below, may elect to defer some or all of these fees.

Under our Non-Employee Directors' Deferral Program, our non-employee directors were entitled to elect to defer up to 100% of their annual fees, meeting fees and annual stock grant. At each director's election, cash fees deferred under the program could be credited in the form of either phantom stock units, account credits that accrue earnings or losses based on the 30-day LIBOR rate at the beginning of each month plus 2% (or based on such other rate or the performance of such investments as may be determined in advance by the Board) or measurement fund credits that track the performance of one or more open-ended mutual funds selected by the director. Stock grants deferred under the program are credited in the form of phantom stock units. Subject to limitations contained in the program, on a fixed date each quarter, a director may convert phantom stock units into account credits or measurement fund credits or vice versa or change the mutual funds that some or all of the director's measurement fund credits track. All cash fees credited as, and conversions of or into, phantom stock units or measurement fund credits are based on the fair market value of our common stock or

Table of Contents

the applicable mutual fund on the date the cash fees otherwise would have been paid or the date of the conversion, as applicable. Unless otherwise elected by a director, a director's phantom stock units, account credits and measurement fund credits are payable on the earlier of the January 1st coincident with or next following the director's termination of service from the Board, or a change in control of the Company, as defined by the program. Phantom stock units are payable in an equal number of shares of our common stock; provided that we may elect to instead settle a director's phantom stock units by paying the director cash in an amount equal to the value of such shares of common stock. Account credits and measurement fund credits are payable in cash. Under the program, each director is entitled to receive dividend equivalents that are paid currently on the director's phantom stock units, unless the director elected to defer payment of such dividend equivalents and have them concurrently reinvested into additional phantom stock units.

Executive Officers

The following sets forth biographical information regarding our executive officers who are not also directors.

Matthew J. DiLiberto

Chief Financial Officer

Age: 44

Executive Officer Since: January 2015

Matthew J. DiLiberto joined the Company in September 2004 and currently serves as the Company's Chief Financial Officer overseeing the finance, accounting, tax, investor relations and corporate capital markets functions of the organization. Mr. DiLiberto previously served as the Company's Chief Accounting Officer & Treasurer from 2007 to 2014. From June 2000 to September 2004, Mr. DiLiberto was with Roseland, New Jersey-based Chelsea Property Group, now a division of Simon Property Group, a REIT focused on the development and ownership of premium outlet centers, where he was a Controller and Director of Information Management. From August 1998 to June 2000, Mr. DiLiberto worked at New York-based Vornado Realty Trust, a diversified REIT with ownership interests in office, retail, and other property types, where he worked as a Senior Financial Analyst focusing on accounting and controls as well as the preparation of high level management reports and SEC filings. Prior to joining Vornado Realty Trust, Mr. DiLiberto worked as a Business Assurance Associate at Coopers and Lybrand, LLP (now PricewaterhouseCoopers LLP). Mr. DiLiberto currently serves on the National Association of Real Estate Investment Trust's Best Financial Practices Council and is a member of the Board of Directors of the FDNY Foundation. Mr. DiLiberto received a B.S. degree in Accounting from The University of Scranton.

Andrew S. Levine

Chief Legal Officer and General Counsel

Age: 60

Executive Officer Since: April 2007

Andrew S. Levine has served as our Chief Legal Officer and General Counsel since April 2007 and as our General Counsel, Executive Vice President and Secretary since November 2000. Prior to joining the Company, Mr. Levine was a partner in the REIT and Real Estate Transactions and Business groups at the law firm of Pryor, Cashman, Sherman & Flynn, LLP. Prior to joining Pryor, Cashman, Sherman & Flynn, LLP, Mr. Levine was a partner at the law firm of Dreyer & Traub. Mr. Levine received a B.A. degree from the University of Vermont and a J.D. degree from Rutgers School of Law, where Mr. Levine was an Editor of the Law Review. He currently serves as a member of the Advisory Board of Rutgers Center for Corporate Law and Governance.

Table of Contents

EXECUTIVE COMPENSATION

Proposal 2: Advisory Vote on the Compensation of our Named Executive Officers

Section 14A(a)(1) of the Exchange Act generally requires each public company to include in its proxy statement a separate resolution subject to a non-binding stockholder vote to approve the compensation of the company's named executive officers, as disclosed in its proxy statement pursuant to Item 402 of Regulation S-K, not less frequently than once every three years. This is commonly known as, and is referred to herein as, a "say-on-pay" proposal or resolution.

At our 2017 annual stockholder meeting, our stockholders advised on a non-binding basis, by an affirmative vote of a majority of all votes cast, that the Company should hold non-binding advisory votes on executive compensation on an annual basis. On June 1, 2017, the Board determined that it will include future advisory votes on the compensation of our named executive officers in the Company's annual meeting proxy materials every year until the next advisory vote on the frequency of stockholder votes on executive compensation, which will occur no later than the Company's annual meeting of stockholders in2023.

Accordingly, pursuant to Section 14A(a)(1) of the Exchange Act, the Company is providing stockholders with the opportunity to approve the following non-binding, advisory resolution:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED."

The Board unanimously recommends a vote "FOR" the above resolution regarding the compensation of our named executive officers, as disclosed in the Compensation Discussion and Analysis section and the accompanying compensation tables in this Proxy Statement.

The affirmative vote of a majority of all the votes cast with respect to this proposal will be required to approve this proposal.

The results of this advisory vote are not binding on the Compensation Committee, the Company or the Board. Nevertheless, we value input from our stockholders and will consider carefully the results of this vote when making future decisions concerning executive compensation.

Compensation Committee Report

The Compensation Committee of the Board of Directors of SL Green Realty Corp. has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, our Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this annual proxy statement and incorporated by reference in the Company's Annual Report on Form10-K for the year ended December 31, 2018.

Submitted by our Compensation Committee
Lauren B. Dillard (Chair)
John H. Alschuler
Edwin T. Burton, III
John S. Levy

Table of Contents

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section of our proxy statement discusses the principles underlying our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. It provides qualitative and quantitative information regarding the manner and context in which compensation is awarded to, and earned by, our named executive officers and places in perspective the data presented in the tables and narrative that follow.

Throughout this proxy statement, the individuals who served as our Chief Executive Officer and Chief Financial Officer during our 2018 fiscal year, as well as the other individuals included in the "Summary Compensation Table" are referred to as the "named executive officers" or our "executives."

Executive Summary

Business Overview

We are a fully integrated REIT focused on maximizing total return to stockholders through strategically acquiring, redeveloping, repositioning and managing commercial properties, located primarily in Manhattan, in order to generate cash flow and create value.

$1.8 Billion in Combined Revenues	**#1 Owner of Office Property in Manhattan**	**48.3 Million Total Square Feet**	**$16.9 Billion Enterprise Value**

We are differentiated from our peers and competitors in three key ways described below:

Active and Engaged Business Strategy

SLG does not subscribe to a traditional "buy and hold" strategy and is a very active transaction-oriented company

In any given year, we execute more transactions than many of our competitors do over a much longer, multi-year period

Accordingly, we frequently capitalize on opportunities in the market, maximizing returns

Operations on Multiple Platforms

Buy and sell properties independently and collaborate with other organizations through joint ventures when advantageous

Invest in redeveloping existing assets (e.g. 609 Fifth Avenue) and developing projects from the ground up (e.g. One Vanderbilt)

Provide financing for other real estate related entities through our debt and preferred equity platform – a unique business that we operate at a scale unmatched by our peers and that provides us a diversified source of revenue and market intelligence

NYC-Focused Business Model

Singularly focused on New York City real estate – one of the most liquid and resilient markets through business cycles, and also one of the most complex and competitive

Presence and operations in this complex and highly competitive market necessitate a top level of talent in our executive ranks

Our leadership team allows us to be very efficient, with an employee base much smaller than other fully-integrated "gateway city" real estate companies that transact far less business than SLG

Table of Contents

EXECUTIVE COMPENSATION

ESG Excellence

We are committed to corporate social responsibility initiatives that deliver efficiency, value and health for our business, tenants and community. Evidence of our commitment to these initiatives includes the following:

- Bloomberg ESG Disclosure score is the highest score for all companies in the REITs-Office Property sector
- Thomson Reuters ESG score of "A-"
- ENERGY STAR Partner of the Year – Sustained Excellence (2018, 2019)
- Achieved a "B" Carbon Disclosure Project score as a first-time reporter (2018)
- Awarded the "Changemaker Award" by the NYC Mayor's Office of Service in recognition of SL Green's volunteerism and philanthropic efforts (2018)
- Real Estate Finance & Investment's "Most Sustainable REIT" (2017, 2018)

Our GRI compliant sustainability reports and other information relating to our ESG initiatives are available on our website at http://www.slgreen.com/sustainability.

Long-Term Stockholder Value Creation

We have demonstrated strong operational and financial performance since our IPO and have created tremendous value for our stockholders over the long-term as we've positioned the Company for sustainable success.

Normalized FFO Per Share(1)

2018 Strategic, Financial and Operational Achievements

- $3.3B of Strategic Asset Sales Generated $1.5B of Net Proceeds That Funded Opportunistic Stock Repurchases
- Leased Approximately 2.3 Million Square Feet of Office Space in Manhattan at an 6.5% Mark-to-Market
- Achieved 52% Pre-Leasing at One Vanderbilt
- Unencumbered $1.25B of Assets and Issued $350M of Unsecured Bonds

(1) Refer to Appendix A to this proxy statement for a reconciliation of Normalized FFO.

Our superior long-term total return to stockholders demonstrates the enduring strength of our company and the talent of our executive team.

10-Year Indexed Returns: SLG TSR % vs. MSCI U.S. REIT Index Total Return

Source: Bloomberg (data as of 12/31/2008 – 12/31/2018)

Table of Contents

EXECUTIVE COMPENSATION

2018 Executive Compensation

Majority of Pay is at Risk

CEO Pay Mix **Other NEO Pay Mix**

2018 Pay Outcome for CEO

The following table reflects total annual direct compensation, and differs slightly from Summary Compensation Table figures because of timing differences, mainly related to the annual equity bonus.

Element of Compensation	2017	2018	% Change
Base Salary	$ 1,350,000	$ 1,250,000	-7.4%
Deferred Compensation	$ 750,000	$ 750,000	—
Formulaic Annual Cash Bonus	$ 1,937,250	$ 2,746,491	41.8%
Annual Equity Bonus(1)	$ 4,512,750	$ 4,003,509	-11.3%
Performance-based LTIP Units Granted under Employment Agreement	$ 6,873,737	$ 7,336,210	6.7%
Total	$ 15,423,737	$ 16,086,210	4.3%

(1) Annual equity bonuses are paid in the year following the year of performance, and because they are made in equity are shown in the Summary Compensation Table for the year of grant. In the table above, they are shown for the year they were earned.

Grants of Class O LTIP units, which are intended to be similar to stock options from an economic perspective, are excluded from the table above as they only have value to the extent of appreciation in the value of our assets on a per share basis following the grant date. No grants of Class O LTIP Units were made to our Chief Executive Officer in 2018.

Majority of 2018 CEO Compensation is Deferred and Paid in Equity

Compensation Realized Immediately / Paid in Cash		Deferred Compensation / Paid in Equity	
		Deferred Compensation Contributions	
Base Salary		Equity Bonus	
Cash Bonus	24.9%	Employment Agreement Equity Awards	75.1%

Other NEOs have similar weightings of cash and equity compensation.

Table of Contents

EXECUTIVE COMPENSATION

Stockholder Engagement and Responsiveness – Significant Changes for 2019

Our Compensation Committee continued its robust stockholder engagement program in 2018 and 2019, as it has for the past several years, to solicit stockholder perspectives on our executive compensation programs. As part of this engagement program, since the 2018 annual meeting of stockholders, we contacted stockholders accounting for over 70% of our shares outstanding. All of these discussions were led by the chair of our Compensation Committee, or the Committee.

The feedback we received in these meetings was shared with the Committee and the entire Board, as applicable. The Committee carefully considered this feedback and implemented changes to our executive compensation program that are responsive to the views that we heard.

The table below details stockholders' feedback and the actions the Committee took to address investors' perspectives on our executive compensation program. These changes – including the materially re-designed compensation for our Chief Executive Officer, President and Chief Legal Officer and General Counsel as governed by their employment agreements – reflect our ongoing commitment to stockholder engagement and responsiveness. With these changes, the Committee has significantly simplified the structure of our compensation program, by reducing the overall components of compensation from seven to four and enhancing the transparency of our compensation program so that stockholders can better recognize how they link pay with performance.

Element	Stockholder Feedback ("What We Heard")	Action ("What We Did")	Executive	Effective	Impact
		Reduced base salary	CEO - Holliday	Retroactive to 1/18/2018	Reduces fixed pay Reduces target cash bonus
Fixed Pay	Base salary and deferred compensation provide overlapping fixed pay elements	Eliminated deferred compensation	CEO - Holliday President - Mathias	2019 onward	Eliminates multiple fixed pay elements
	Annual incentive should focus on metrics within executives' control	Eliminated TSR, added G&A expense, increased weighting of dividend growth metric	CEO - Holliday President - Mathias	2018 onward	Strengthens link to operational metrics
Annual Incentive	Discretionary annual equity bonus process not clear	Eliminated discretionary equity bonus	CEO - Holliday President - Mathias	2019 onward	Eliminates discretion, improves transparency into total compensation
	Retesting feature allows for multiple vesting opportunities	Eliminated retesting	CEO - Holliday President - Mathias CLO & GC - Levine	2019 onward	Strengthens rigor of performance-based equity
	Performance period for performance units should be longer than one year	50% LTIP units earned based on annual operating goals, subject to 3 year absolute TSR 50% LTIP units earned based on 3-year relative TSR	CEO - Holliday President - Mathias CLO & GC - Levine	2019 onward	Strengthens pay-for-performance link Improves long-term alignment of executives' interests
Long-Term Incentive	Contracts guarantee equity grants on multi-year basis	New contracts replace contractual guarantees with target equity grants	CEO - Holliday President - Mathias CLO & GC - Levine	2019 onward	Eliminates contractual guarantees
	Compensation program is complicated	Reduced elements of compensation from 7 to 4	CEO - Holliday President - Mathias	2019 onward	Improves transparency to assess pay-for-performance linkage
Overall	Reduce Executive Chairman compensation	Stephen L. Green transition to Chairman Emeritus; no longer employee of the Company	Stephen L. Green	Jan 17, 2019	No longer compensated as executive of company

Table of Contents

EXECUTIVE COMPENSATION

Components of Compensation for CEO and President – Effective in 2019

Beginning in January 2019 – when our Chief Executive Officer's and our President's new employment agreements became effective – their compensation was simplified with enhanced transparency and improved long-term orientation.

Base Salary	Only fixed component of compensation awarded to our CEO and President
Annual Cash Bonus	100% formulaic based on specific performance criteria and weightings that link to our strategy; criteria and weightings were revised in 2018
Performance-Based LTIP Units (approximately 63% of total)	50% based on performance against annual operating goals (Manhattan same store occupancy, Manhattan leasing volume, debt to EBITDA and FAD) determined by the Committee, subject to modifier measured on absolute TSR over three-year performance period 50% based on relative TSR over three-year performance period Annual target amount disclosed in connection with new contracts
Time-Based Equity Award (approximately 37% of total)	Adjustments to target amount to be determined by the Committee, based on the short-term and long-term performance of our Company and the executive; subject to three-year ratable vesting and a no-sell restriction for three years after grant date

Similar changes were incorporated into the structure of our Chief Legal Officer and General Counsel's new employment agreement also effective in 2019. We intend to align our Chief Financial Officer's next employment agreement with the revised structure upon expiration of his current employment agreement, including elimination of retesting periods for earning performance-based LTIP units.

The following charts illustrate the target compensation of our Chief Executive Officer, President and Chief Legal Officer and General Counsel effective in 2019.

CEO Target Compensation **Pres/CLO Target Compensation**

Our Executive Compensation Philosophy

We adopted an executive compensation philosophy that rewards the achievement of annual and long-term goals of both the Company and individual executives, while achieving the following objectives:

- providing performance-based incentives that create a strong alignment of management and stockholder interests
- attracting and retain top talent in a market that is highly competitive for New York City commercial real estate management
- motivating our executives to achieve, and reward them for achieving, superior performance
- achieving an appropriate balance between risk and reward in our compensation programs that does not create incentives for unnecessary or excessive risk taking
- fostering the dedication required to succeed against our competitors, while maintaining low overall general and administrative expense

Table of Contents

In order to reach these goals, the Committee, in consultation with our Chief Executive Officer and the Committee's independent compensation consultant, adopted executive compensation practices that promote a pay-for-performance philosophy. Our primary business objective, of maximizing TSR through growth in FFO while seeking appreciation in the value of our investment properties, demands a long-term focus. Therefore, on both a current and historical basis, our executive compensation programs are based heavily on the achievement of both annual and multi-year performance measures.

Competitive Market for Talent

In the market for talent and compensation, SLG is most comparable to real estate companies, as well as other complex financial services-related industries. We evaluate our compensation in the same way: as a "fee, expense or load." To that end, we evaluate our compensation as a function of our total assets and revenue – fundamental performance metrics that industry analysts use to measure efficiency and the effectiveness of management teams.

As a REIT focused specifically on real estate in New York City – a high cost and complex market – we compete with companies, both public and private, for a small number of talented executives. Among the top 15 New York City real estate companies – in terms of Manhattan office-space ownership – only six of those companies, including SL Green, are public. Many of our competitors are private companies and are not required to publicly disclose their compensation arrangements.

Given the unique nature of our company – manifested by three primary characteristics: Active and Engaged Business Strategy, Operations on Multiple Platforms, and NYC-Focused Business Model – the Compensation Committee is continuously evaluating our executive compensation program to ensure that it aligns with our current business priorities and external market factors.

Compensation Practices

We believe that our executive compensation programs provide appropriate performance-based incentives to attract and retain leadership talent in the highly competitive New York City real estate market, to align management and stockholder interests and to continue to drive our long-term track record of superior return to stockholders. The following are key features of our executive compensation programs, reflecting changes we have adopted following our extensive stockholder outreach:

WHAT WE DO

- Pay for performance and create alignment with stockholders
- Include robust hurdles in our incentive plans
- Pay a majority of total compensation for our CEO and named executive officers in equity
- Follow robust equity ownership guidelines for our directors and named executive officers
- Impose a clawback policy with respect to incentive payments
- Require a double trigger for cash severance and accelerated vesting in connection with a change in control

WHAT WE DON'T DO

- No dividends or distributions paid on unearned equity awards subject to performance-based vesting
- No excise tax gross-up provisions
- No repricing of stock options
- No single trigger cash severance or accelerated vesting in connection with a change in control
- Don't allow directors or officers to hedge our securities

Table of Contents

Our 2018 Executive Compensation Program

Our named executive officers' compensation in 2018, which has been simplified and changed for 2019, had three primary components:

- annual base salary and deferred compensation
- annual incentive awards, which include cash and equity bonuses
- long-term equity incentive awards

Variable pay constitutes the vast majority of our executives' compensation, which allows the Committee to reward superior performance, while the substantial long-term equity incentive portions of our compensation programs serve to align the interests of our named executive officers with our stockholders.

	Pay Element	Key Characteristics	Changes for 2019 Employment Agreements
	Base Salary	Reflects the scope of each executive officer's duties and responsibilities taking into account the competitive market compensation paid by other companies for similar positions	Decreased base salary by $100,000 for our CEO
Fixed	Deferred Compensation	Delivered as stock units to our top three named executive officers; subject to one year vesting; delivered at the termination of employment; encourages retention of key executives	Removed in 2019
	Annual Cash Bonus	100% formulaic payout for our top three named executives, based on specific performance criteria linked to our strategy	No change
Annual Incentives	Annual Equity Bonus	Equity award determined by the Committee, based on the short-term and long-term performance of our Company and the executive; subject to a no-sell restriction until three years after grant date	Removed; all equity now granted under the long-term incentive element of compensation
	Contract Equity Awards	Long-term equity incentives granted in connection with new or extended employment agreements; includes performance-based LTIP units and time-based LTIP units. Previously included stock options or Class O LTIP units	Removed; long-term incentives now include a target performance-based equity award that can be earned based on operational measures with an absolute TSR modifier and relative TSR (with no "retesting" feature) and a target time-based equity award
Long-Term Incentives	Outperformance Plan (OPP) Awards	Multi-year equity awards that are subject to challenging performance-based hurdles	

2018 Pay Outcomes

Annual Base Salary

Base salaries are established at levels intended to reflect the scope of each executive's duties and responsibilities and further take into account the competitive market compensation paid by other companies for similar positions. Since such salaries are not based on performance, they are intentionally structured to be a relatively low percentage of total compensation.

Table of Contents

EXECUTIVE COMPENSATION

The following sets forth the annual base salaries for our named executive officers for 2017 and 2018. In connection with entry into his new employment agreement effective starting in 2019, Mr. Holliday consented to a reduction of the aggregate per annum minimum base salary payable pursuant to Mr. Holliday's then-current employment agreement, from $1.35 million to $1.25 million, effective for calendar year 2018, retroactive to January 18, 2018.

Executive	2017 Base Salary	2018 Base Salary	% Change
Marc Holliday	$ 1,350,000	$ 1,250,000	-7.4%
Stephen L. Green	$ 750,000	$ 750,000	—
Andrew Mathias	$ 800,000	$ 900,000	12.5%
Matthew J. DiLiberto	$ 500,000	$ 550,000	10%
Andrew S. Levine	$ 550,000	$ 550,000	—

Eliminated in 2019

In addition to base salary, each of Messrs. Holliday, Green and Mathias also received a contribution of deferred notional stock units that are subject to vesting based on continued employment during a one-year period following the contribution and are only paid upon termination of employment or a change in control. The executives will not receive this deferred compensation until the termination of their employment or a change in control.

The amount of deferred compensation that each of Messrs. Holliday, Green and Mathias received for 2018 was equal to the base amount provided for under the executive's employment agreement and associated deferred compensation agreement that were in effect for 2018. The following table sets forth the deferred compensation grants made to our executives in 2018.

Executive	Deferred Compensation Amount	Notional Stock Units(1)
Marc Holliday	$ 750,000	7,692
Stephen L. Green	$ 150,000	1,482
Andrew Mathias	$ 550,000	5,436

(1) Deferred compensation contributions were converted into notional stock units based on the market price of our common stock on the date of the contribution.

Under our new employment agreements with our executives and as part of our simplified executive compensation program, we will no longer make deferred compensation contributions on behalf of our executives. Outstanding stock units previously granted will remain outstanding.

Annual Incentive Awards

We pay annual incentive awards in the form of annual cash and equity bonuses to reward our named executive officers for achieving key corporate financial and operational objectives and individual goals. In 2018, the entire amount of the annual cash bonuses paid to our top three named executive officers was determined pursuant to this annual cash bonus program, which is described in more detail below.

Annual Cash Bonus Program (Top Three Named Executive Officers)

As noted above, the annual cash bonuses paid to our top three named executive officers for 2018 were determined pursuant to our annual cash bonus program. Under this program, the Committee established specific threshold, target and maximum cash bonus amounts that each of our top three named executive officers could earn for 2018 and established specific performance criteria that were to be used in a formulaic manner to determine 100% of each of these executives' cash bonuses. For 2018, each of Messrs. Holliday, Green and Mathias were eligible to earn the following percentages of his base salary (with linear interpolation used to determine the percentage earned for performance that falls between threshold, target and/or maximum):

Executive	Threshold	Target	Maximum

Marc Holliday	100%	200%	300%
Stephen L. Green	100%	175%	250%
Andrew Mathias	100%	175%	250%

Table of Contents

EXECUTIVE COMPENSATION

One hundred percent of each executive's annual cash bonus was determined in a formulaic manner based on the level of our achievement of a number of performance criteria as compared to the level established in advance by the Committee. The following sets forth the specific performance criteria selected for 2018, the relative weighting of each, the threshold, target and maximum performance levels established by the Committee in advance for each, and our actual 2018 results for each.

Performance criteria	2018 Weighting Levels	Threshold	Target	Maximum	2018 Actual Performance
Normalized FFO per share[1]	30.0%	$ 6.60	$ 6.70	$ 6.80	$ 6.78
Annual same-store cash NOI growth[2]	30.0%	4.5%	5.5%	6.5%	4.5%
Dividend growth	30.0%	3.0%	4.0%	5.0%	4.8%
G&A expense (in millions)	10.0%	$ 97.75	$ 94.90	$ 92.05	$ 92.63

(1) Refer to Appendix A for a reconciliation.
(2) Excludes lease termination income. Refer to Appendix A for a reconciliation.

These performance criteria were chosen by the Committee because they are key drivers of stockholder value creation:

FFO per share: is a widely-used non-GAAP measure of earnings performance for REITs, used both by investors and our management, and a key financial measure for which we provide guidance.

Annual same-store cash NOI growth: cash NOI is a key metric used to evaluate the operating performance of our properties. Same-store cash NOI is used to evaluate the operating performance of the properties owned by us in a similar manner in both reporting periods (year over year).

Dividend growth: represents a key measure of the income we return to stockholders each year.

G&A expense: represents corporate overhead and is a key metric impacting the overall value of the Company.

For 2018, the threshold level goals established for normalized FFO per share and annual same-store cash NOI growth significantly exceeded 2017 maximum level goals, which demonstrates the rigor of our formulaic annual cash bonus program. Our 2018 dividend growth goals were the same as 2017. General and administrative expense was a new category for 2018. The following table reflects the 2018 cash bonuses awarded to Messrs. Holliday, Green and Mathias pursuant to our annual cash bonus program, presented based on the percentages of each executive's target bonus:

Executive	Target Cash Bonus ($)	Actual Cash Bonus (% of Target)[1]	Actual Cash Bonus ($)
Marc Holliday	$ 2,500,000	109.86%	$ 2,746,491
Stephen L. Green[2]	$ 1,312,500	108.45%	$ 1,423,420
Andrew Mathias[2]	$ 1,575,000	108.45%	$ 1,708,105

(1) Consistent with the timing of prior years' annual cash bonus determinations, payouts and determinations under the annual cash bonus program were made in December 2018 based on a combination of actual results through that point in time and estimates of full year results.
(2) The Compensation Committee approved in advance that executives may elect to receive some or all of their 2018 cash bonus LTIP units. Mr. Green elected to receive 55% of his 2018 cash bonus in LTIP units, and accordingly, Mr. Green was granted 9,862 LTIP units in January 2019. Mr. Mathias elected to receive 100% of his 2018 cash bonus in LTIP units, and accordingly, Mr. Mathias was granted 21,224 LTIP units in December 2018.

Equity Bonuses (Top Three Named Executive Officers) Eliminated in 2019

In 2018, we also maintained an equity bonus program for our top three named executive officers, which provides annual bonuses that are determined by the Committee based on the short-term and long-term performance of our Company and the executive, the Committee's view of appropriate annual incentive awards in light of the executive's historical compensation, skill, experience and position, competitive market factors and such other factors as are determined appropriate by the Committee.

In making these awards for 2018, the Committee sought to find a balance between:

acknowledging the significant operational achievements attained during the year, as highlighted below;

ensuring that annual incentive award and total compensation amounts were in line with the prevailing market levels and addressed recruitment and retention needs in the competitive New York City commercial real estate markets where we actively compete for business opportunities and executive talent, including some companies and firms that are not publicly-traded;

Table of Contents

EXECUTIVE COMPENSATION

continuing to ensure our compensation programs create alignment of management and stockholder interests by appropriately rewarding our named executive officers for the attainment of performance achievements that drive long-term value creation; and rewarding our continued superior long-term TSR performance as balanced against our disappointing short-term TSR performance.

The Committee's decisions regarding the amount of the equity bonuses to be paid also took into account our performance as compared to specific company goals and objectives for 2018 that were presented at our investor day conference in December 2017, which are set forth below:

2018 Goals and Objectives	2018 Results
1,600,000 square feet of Manhattan offices leases	Achieved: 2.3 million sq. ft. signed
96% or greater same-store Manhattan portfolio leased occupancy	Achieved: 96%
6-9% mark-to-market on signed Manhattan office leases	Achieved: 6.5%
6% growth in same-store cash NOI excluding lease termination income	4.5%
Unencumber $300 million of assets	Achieved: $1.25 billion
$250 million of office property acquisitions	Achieved: $313 million
$500 million of office property dispositions	Achieved: $1.3 billion
Dispose of more than $100 million of suburban assets	Achieved: $193 million
Issue $300 million index eligible unsecured bonds	Achieved: $350 million
Acquire JV partner for 2 Herald Square	Achieved: Closed JV
$500 million of share repurchases	Achieved: $982 million
Keep debt and preferred equity balance flat	$2.1 billion
$200 million debt and preferred equity investment income	Achieved: $211 million
Complete installation of structural steel to the 39th floor of One Vanderbilt	Achieved: 48th floor
Raise $200 million EB-5 financing	Achieved: $250 million loan upsize
Lease 37% of One Vanderbilt	Achieved: 52%
Obtain construction financing for 185 Broadway	Achieved: $225 million
Achieve 7.0x or better net debt to EBITDA (per Fitch)	Achieved
Rating agency outlook upgrade	Not achieved
TSR greater than 10%	-18.8%
TSR in excess of MSCI US REIT Index by 250 basis points	Not achieved

The differences in compensation awarded to our named executive officers are generally a function of the executive's position and authority, as well as the competitive landscape for executives in similar positions. The table below sets forth the annual equity bonus awards that were granted to each of Messrs. Holliday, Green and Mathias for 2017 and 2018, as approved by the Committee:

Executive	2017 Equity Bonus	2018 Equity Bonus	% Change
Marc Holliday	$ 4,512,750	$ 4,003,509	-11.3%
Stephen L. Green	$ 411,563	$ —	-100%
Andrew Mathias	$ 3,599,000	$ 3,091,895	-14.1%
Total	**$ 8,523,313**	**$ 7,095,404**	**-16.8%**

The amounts of the equity bonus awards for our executives in 2018 as compared to 2017 were primarily determined based on our strong operational achievements, as balanced against our disappointing short-term TSR performance in 2018. Additionally, reflecting Mr. Green's evolving role, we did not pay an equity bonus award to our Executive Chairman for2018. The 2018 equity bonuses listed above were paid in early 2019 in the form of LTIP units that vested upon grant, but remain subject to a no-sell restriction until three years after their grant date. Our named executive officers received the following number of LTIP units for these equity bonuses: Mr. Holliday—50,435; and Mr. Mathias—38,951.

In response to stockholder feedback, we eliminated this discretionary equity bonus program for Messrs. Holliday and Mathias beginning in 2019.

Table of Contents

Bonuses to Other Executives

Consistent with our historical practice, annual bonuses for Messrs. DiLiberto and Levine were determined by the Committee in its discretion in substantially the same manner as the equity bonuses for our top three named executive officers. The table below sets forth the annual bonus awards that were granted to Messrs. DiLiberto and Levine for 2017 and 2018, as approved by the Committee:

Executive	2017 Bonus	2018 Bonus	% Change
Matthew J. DiLiberto	$ 1,900,000	$ 2,000,000	5.3%
Andrew S. Levine	$ 1,275,000	$ 1,350,000	5.9%

Similar to the annual equity bonus awards that were granted to our top three named executive officers, these annual bonuses for Messrs. DiLiberto and Levine reflected our significant operational achievements for 2018, our continued superior long-term TSR performance and their roles at our company, as balanced against our disappointing short-term TSR performance for 2018. These 2018 bonuses were paid to Messrs. DiLiberto and Levine in the form of cash and LTIP units granted in early 2019 that were vested upon grant, but remain subject to no-sell restriction until three years after their grant date. Mr. DiLiberto received $1,600,000 in cash and 5,039 LTIP units and Mr. Levine received 17,007 LTIP units.

Long-Term Equity Incentive Awards

For 2018, long-term equity incentives were provided to our named executive officers through the grant of performance-based LTIP units and time-based LTIP units in connection with new or extended employment agreements. The majority of these awards included performance-based vesting hurdles that must be met in order for recipients to earn them. The grant of equity awards links a named executive officer's compensation and net worth directly to the performance of our stock price as well as the achievement of other performance-based vesting hurdles in some cases. We believe encourages our named executive officers to make decisions with an ownership mentality and provides alignment of interest with our stockholders. The Committee has made long-term equity incentive awards a central part of our executive compensation program due to these features.

2018 Employment Agreement Awards

Our employment agreements with Messrs. Holliday, Mathias and DiLiberto provided for the grants of LTIP units that were made in 2018, as noted in the table below.

The table below indicates equity awards grants made in accordance with the terms of the employments agreements that were in effect with the executives during 2018 and summarizes the terms and grant dates of the long-term equity incentive awards made, to our named executive officers pursuant to these employment agreements during 2018.

	Performance-based LTIP units		Time-based LTIP units	
Executive	# of Units	Grant Value	# of Units	Grant Value
Marc Holiday	61,584 (1)	$ 4,850,525	—	—
Andrew Mathias	—	$ —	56,000 (2)	$ 4,544,372
Matthew J. DiLiberto	15,000 (3)	$ 1,471,050	15,000 (4)	$ 1,360,721

(1) This grant of LTIP units was subject to the achievement of performance-based vesting hurdles, with 50-100% of the LTIP units vesting based on the achievement of either annual FFO growth or TSR of 5-8% per year or TSR in the top 50-35% of the MSCI US REIT Index, respectively, during 2017 (or on a cumulative basis from 2016 through the end of 2017 or a subsequent quarter during the term of Mr. Holliday's employment agreement). None of these LTIP units would have vested if threshold performance had not been achieved. Vesting was also subject to Mr. Holliday's continued employment through January 17, 2018. Performance-based vesting was achieved at 100% based on performance through the end of 2018. These LTIP units remain subject to a restriction on transfer until the earlier of two years after vesting, termination of employment or a change in control.

(2) This grant of LTIP units was subject to vesting based on continued employment through December 31, 2018.

(3) This grant of LTIP units was subject to the achievement of performance-based vesting hurdles over three years. One-third of the LTIP units were initially eligible to be earned in each of 2019, 2020 and 2021, with 50-100% of such LTIP units earned upon the achievement of either annual FFO growth of 2.5-5.0% per year or TSR in the top 66.7-33.3% of the MSCI US REIT Index, respectively, during the prior year (or on a cumulative basis from 2018 through the end of such year or a subsequent quarter during the term of Mr. DiLiberto's employment agreement). None of these LTIP units will vest if threshold performance is not achieved. Vesting is also subject to Mr. DiLiberto's continued employment through January 1st of the year following the year in which the performance-based vesting hurdles are achieved.

(4) This grant of LTIP units was subject to vesting in equal installments on each of January 1, 2019, January 1, 2020 and January 1, 2021, subject to continued employment through such dates.

2019 Long-Term Equity Incentive Awards

As mentioned above, in response to feedback that we received during stockholder engagements meetings, we significantly restructured our long-term equity incentive award program for our named executive officers. Beginning in 2019, we have made the following changes to our long-term equity incentive award program for our named executive officers:

- Simplified the structure of long-term equity awards, to include annual performance-based LTIP units and time-based LTIP units;
- Eliminated stock option grants;
- Eliminated employment agreement awards with fixed terms;
- Eliminated performance-based awards with multiple alternative performance goals;
- Included multi-year performance criteria in all performance-based awards; and
- Replaced periodic outperformance plan awards with more regular annual performance-based LTIP units.

As a result, beginning in 2019, our long-term equity incentive award program will consist solely of annual grants of performance-based equity awards and time-based equity awards that vest over a multi-year period based on continued service as described in more detail below. The target amounts of performance-based equity awards and time-based equity awards for each of Messrs. Holliday and Mathias for 2019 are set forth below:

	Target Equity Award Amounts		
Executive	**Performance-Based**	**Time-Based**	**Total**
Marc Holliday	$ 7,500,000	$4,500,000	$12,000,000
Andrew Mathias	$ 6,000,000	$3,500,000	$9,500,000

The target amounts of the performance-based and time-based equity awards for Messrs. Holliday and Mathias reflect amounts agreed to in each executive's employment agreement. The target value of the performance-based equity awards for each of Messrs. Holliday and Mathias is more than 60% of the total annual target value of each executive's long-term equity incentive awards.

Performance-Based Equity Awards

We plan to make annual awards of performance-based LTIP units to each of our named executive officers, 50% of which may be earned based on our relative TSR performance over a three-year period and 50% of which may be earned based on achievement of specified operating performance criteria over a one-year period, with a further modifier based on absolute TSR over a three-year period. The specific performance-based hurdles will be determined each year by the Committee in its discretion, except that for 2019, we agreed with Messrs. Holliday and Mathias in each of their employment agreements that the relative TSR performance hurdles will range from the 33rd percentile (at threshold) to the 67th percentile (at maximum) of companies included in the SNL Office Index and the absolute TSR modifiers will range from 3.5% per year (at threshold) to 7.5% (at maximum). The Committee will establish threshold, target and maximum performance hurdles pursuant to which 50%, 100% and 225% of the target number of LTIP units may be earned, with linear interpolation for earning between levels. For the portion of the performance-based LTIP units that may be earned based on operating performance criteria, between 50% - 200% may be preliminarily earned based on achievement of the operating performance criteria over a one-year period. The final amount earned may then be increased or decreased by up to 12.5% of the amount preliminarily earned based on absolute TSR performance over a three-year period. None of the performance-based LTIP units will be earned if the threshold relative TSR performance criteria and operating performance criteria are not met. Vesting of the awards will also be subject to continued employment through the end of the performance period, subject to acceleration in certain circumstances.

Table of Contents

The following set forth the structure of the performance-based LTIP units granted to our named executive officers in 2019:

Relative TSR Component (50% of Total Award)

Level	Percentage of Target Amount Earned	Relative TSR (Three Years)
Threshold	50%	33rd percentile of SNL Office Index Companies
Target	100%	50th percentile of SNL Office Index Companies
Maximum	225%	67th percentile of SNL Office Index Companies

Operational Performance Component (50% of Total Award)
Operational Performance Goals (One Year)

Level	Percentage of Target Amount Earned	Operational Performance Goals (weighting)
Threshold	50%	Funds Available for Distribution (25%)
Target	100%	Debt/EBITDA Ratio (25%)
		Manhattan Office Same Store Leased Occupancy (25%)
Maximum	200%	Manhattan Office Leasing Volume (25%)

Absolute TSR Modifier (Three Years) (Only Modifies Operational Performance Component)

Level	Adjustment to Percentage Earned	Absolute TSR Per Year
Threshold	-12.5%	3.5% or less
Target	—	5.5%
Maximum	+12.5%	7.5% or more

Time-Based Equity Awards

We also plan to make annual awards of LTIP units to each of our named executive officers that will be subject to vesting over three years, with one-third of each award vesting on January 1st of each of the first three years following the grant of each award. The annual value of each executive's equity award will be determined by the Committee based on its evaluation of prior year performance; provided that, pursuant to the employment agreements we recently entered into with our executives, the amounts awarded for target performance will not be less than the following: Mr. Holliday - $4,500,000; Mr. Mathias - $3,500,000 and Mr. Levine - $1,300,000. Pursuant to this program, Mr. Levine received an annual award of LTIP units in January 2019 with a value of $1,300,000 based on his 2018 performance. The total number of LTIP units granted to Mr. Levine equaled 15,976, with one-third schedule to vest on each of January 1, 2020, 2021 and 2022, subject to continued employment through each date.

Mr. DiLiberto's current employment agreement was entered into before the Committee implemented these changes to our long-term equity incentive award program. Given that Mr. DiLiberto received a long-term equity award in connection with the signing of this agreement, Mr. DiLiberto will not begin participating in this aspect of our long-term equity incentive award program until after the term of his current employment agreement has expired.

Other Compensation Policies and Information

How We Determine Executive Compensation

The Compensation Committee determines compensation for our named executive officers and is comprised of four of our independent directors, Lauren B. Dillard (Chair), John H. Alschuler, Edwin T. Burton, III and John S. Levy.

Consideration of Say-on-Pay Vote

The Committee considered the results of our 2018 advisory vote on executive compensation and the feedback received through our extensive stockholders engagement program in its decisions for 2018 compensation and its decision to significantly restructure our executive compensation programs beginning in 2019. The significant increase in the votes cast for our 2018 advisory vote on executive compensation from 2017 was viewed by the Committee as an indication of our stockholders' support for the significant changes made to our executive compensation programs beginning in 2019.

Independent Compensation Consultant/Compensation Process

The Committee retained Gressle & McGinley LLC as its independent outside compensation consulting firm and engaged Gressle & McGinley LLC to provide the Committee with relevant data concerning the marketplace, our peer group and its own independent analysis and recommendations concerning executive compensation. Gressle & McGinley LLC regularly participates in Compensation Committee meetings. Gressle & McGinley LLC does not provide any additional services to the Committee and does not provide any services to the Company other than to the Committee. Its sole role is as an independent consulting firm to advise the Committee with respect to the compensation of our named executive officers. The ultimate determination of total compensation and the elements that comprise that total compensation is made solely by the Committee.

With respect to our named executive officers, the Committee solicits recommendations from our Chief Executive Officer regarding total compensation, the allocation of this compensation among base salary, annual bonus amounts and other long-term incentive compensation, as well as the portion of overall compensation to be provided in cash or equity. Our former Chairman also advised the Committee on these matters as they pertained to the compensation of our Chief Executive Officer. FTI Consulting is retained by our management as a general business advisor and provides services to the Company in a number of areas, including compensation. FTI Consulting, which has relationships with certain officers of the Company, provided market data to our Chief Executive Officer and former Chairman, which they review when considering their compensation recommendations. The recommendations with respect to compensation were formulated by our Chief Executive Officer and former Chairman and were communicated to the Committee by them. The Committee is also provided with the market data compiled by FTI Consulting and its recommendations with respect to the compensation of our named executive officers. The other named executive officers do not play a role in determining their own compensation, other than discussing their performance with our Chief Executive Officer.

All final determinations of compensation for our named executive officers are made solely by the Committee.

The Committee meets during the year to evaluate executive performance, to monitor market conditions in light of our goals and objectives, to solicit input from our independent compensation consultant on market practices, including peer group pay practices and new developments, and to review our executive compensation practices. As part of these meetings, in formulation of its executive compensation policies and practices for 2018, the Committee reviewed then-existing policies of certain of our institutional investors, Institutional Shareholder Services, Inc., Glass Lewis & Co LLC and other governance groups, as well as feedback provided by such groups in prior year proxy research reports. The Committee engaged with a significant number of stockholders holding a substantial percentage of outstanding shares as discussed above, and annually reviews our executive compensation policies and practices to ensure that such policies are in line with current market practices and stockholders' best interests. The Committee makes regular reports to the Board.

Peer Group Benchmarking

In 2018, as in prior years, the Committee reviewed various peer compensation information in connection with its compensation decisions, primarily focused on the chief executive officer's compensation. This peer information was not used to target a particular percentile for our Chief Executive Officer's total compensation for2018, but rather to confirm that our Chief Executive Officer's total compensation for 2018 was within an appropriate range of the total compensation, considering relative size and performance. With respect to size, we ranked above the median of these peers with respect to common equity market capitalization and total revenue.

The Committee reviewed 2018 total compensation information for the chief executive officers of a peer group, with an emphasis on the REIT industry. The peer group included a number of New York City-based peer companies. That decision is based on the unique characteristics of the New York City real estate marketplace, which is where we conduct substantially all of our business, and which is one of the most competitive in the world, from both a business and compensation perspective. The following companies were included in the peer group that the Committee reviewed:

Peer Group

Alexandria Real Estate Equities, Inc.	Hudson Pacific Properties, Inc.	Ladder Capital Corp.
Boston Properties, Inc.	Kennedy-Wilson Holdings, Inc.	Paramount Group, Inc.
Douglas Emmett, Inc.	Kilroy Realty Corporation	Vornado Realty Trust
Empire State Realty Trust, Inc.		

Our direct New York City competitors, both in terms of real estate business and talent, are not limited to other public REITs doing business in New York City. Rather, the Committee also views our competitors as consisting of top performing hedge funds, international investors, large private firms and others that may have equal or greater financial resources, including access to cost-efficient capital. The Committee believes that the top real estate principals of these non-REIT companies typically receive substantially higher compensation than chief executive officers of public REITs.

However, based on feedback from our stockholders, we previously removed all New York City-based asset managers from our peer group and now review compensation based on our updated peer group and a national office REIT index. During 2018, and as part of our on-going assessment of our stated peer group methodology, we removed Ventas, Inc. and Brookfield Property REIT Inc. (formerly known as General Growth Properties, Inc.) from our peer group and added Hudson Pacific Properties, Inc. to our peer group as an appropriately sized office REIT.

Table of Contents

EXECUTIVE COMPENSATION

Analysis of Risk Associated with Our Executive Compensation Plans

In setting compensation, we also consider the risks to our stockholders and to achievement of our goals that may be inherent in the executive compensation program. We concluded that it is not reasonably likely that our compensation policies and practices will have a material adverse effect on us.

In reaching our conclusion, we considered the following aspects of our executive compensation plans and policies among others:

- We evaluate performance based upon the achievement of a variety of business objectives and goals;
- We use a balanced equity compensation mix comprised of performance-based and time-based full value equity awards that lessens the likelihood that executives will take unreasonable risks to keep their equity awards "in-the-money," as may be the case with equity compensation programs that rely solely on leveraged market-based equity compensation vehicles such as stock options;
- We provide a significant portion of incentive compensation in the form of long-term incentive awards. The amounts that ultimately may be earned are tied to how we perform over a multi-year period, which focuses management on sustaining our long-term performance;
- We structure payouts under our performance-based awards based on achieving a minimum level of performance, so that some compensation is awarded at levels below full target achievement rather than an "all-or-nothing" approach;
- We provide a significant portion of each executive's annual compensation in the form of equity-based compensation and executives are required to maintain sizable holdings of equity in the Company under the terms of our equity ownership guidelines, which aligns an appropriate portion of their personal wealth to our long-term performance; and
- We adopted a policy for recoupment of incentive payments made to our executives, including our named executive officers, if payment was based on having met or exceeded performance expectations during a period of fraudulent activity for which the executive is responsible.

Accordingly, although a significant portion of our executives' compensation is performance-based and "at-risk," we believe our executive compensation programs are appropriately structured and do not pose a material risk to the Company.

Executive and Director Equity Ownership Guidelines

In furtherance of the Committee's ongoing efforts to foster an ownership culture among our senior leadership team, we adopted equity ownership guidelines for our named executive officers and non-employee directors, as set forth below:

Named Executive Officers and Non-Employee Directors	Multiple of Base Salary or Annual Cash Retainer
Chief Executive Officer	8x
Other Named Executive Officers	6x
Non-Employee Directors	5x

All of our continuing named executive officers hold an amount of equity significantly in excess of that required by our equity ownership guidelines. This further demonstrates that their financial interests are aligned with those of stockholders. They are highly incentivized to create sustainable, long-term stockholder value.

Named Executive Officers	Actual Equity Ownership - Multiple of Base Salary[1]
Marc Holliday	69x
Andrew Mathias	102x
Matthew J. DiLiberto	8x
Andrew S. Levine	23x

(1) As of March 31, 2019.

Table of Contents

Perquisites and Other Personal Benefits

We do not provide significant perquisites or personal benefits to our named executive officers, except that we reimbursed Mr. Green for costs associated with an automobile he leased and provide leased automobiles for our Chief Executive Officer and President.

Additionally, we provided Mr. Green with a full-time driver and our Chief Executive Officer receives certain insurance benefits. The costs of these benefits constituted only a small percentage of the applicable executive's compensation.

Employment Agreements

As noted above, we have employment agreements with all of our named executive officers. All of the employment agreements with our named executive officers provide for, among other things, severance payments and benefits and acceleration of equity awards in connection with certain qualified terminations. In return, each of our named executive officers has agreed to non-compete, non-solicitation, non-interference and confidentiality provisions. For each of our executives, we believe that, because the severance level is negotiated up front, it makes it easier for us to terminate these executives without the need for protracted negotiations over severance. We also believe that providing pre-negotiated severance benefits for all of our executives in the event they are terminated without cause or terminate their employment for good reason following a change in control helps to further align the interests of our executives and our stockholders in the event of a potentially attractive proposed change in control transaction following which one or more of our executives may be expected to be terminated. See "—Executive Compensation Tables—Potential Payments Upon Termination or Change in Control" for a summary of the employment agreements with our named executive officers.

Clawback Policy

The Board adopted a clawback policy under which any incentive payments made to a named executive officer on the basis of having met or exceeded performance targets during a period of fraudulent activity for which such executive is found personally responsible may be recouped by the Company.

Anti-hedging Policy

The Board has adopted a policy prohibiting all of our executive officers and directors from engaging in hedging transactions with respect to our securities. Pursuant to this policy, our executive officers and directors may not engage in hedging transactions with respect to our securities (including, without limitation, partnership interests in our operating partnership) through puts, calls, covered calls, synthetic purchases, collars, other derivative securities of the Company or otherwise at any time. Prior to the adoption of this policy, none of our executive officers or directors were engaging in any hedging transactions with respect to our securities, and this policy was adopted to formally reflect the practices that our executive officers and directors had already been observing.

Other Matters

LTIP units and Class O LTIP units. We issued a separate class of units of limited partnership interest in our operating partnership, which we refer to as LTIP units, for the equity bonuses that we granted to our named executive officers for 2018 and as equity awards granted in connection with new or extended employment agreements or the provisions of such agreements. LTIP units are similar to common units in our operating partnership, which generally are economically equivalent to shares of our common stock, except that the LTIP units are structured as "profits interests" for U.S. federal income tax purposes under current federal income tax law. As profits interests, LTIP units generally only have value, other than with respect to the right to receive distributions, if the value of the assets of our operating partnership increases between the issuance of LTIP units and the date of a book-up event for partnership tax purposes. If the value of the assets of our operating partnership increases sufficiently, the LTIP units can achieve full parity with common units in our operating partnership. If such parity is achieved, LTIP units may be converted, subject to the satisfaction of applicable vesting conditions, on a one-for-one basis into common units, which in turn are redeemable by the holder for cash or, at our election, on a one-for-one basis into shares of our common stock. LTIP units are not entitled to distributions prior to being earned based on achievement against the performance-based hurdles contained in these plans. Once earned, these LTIP units, whether vested or unvested, entitle the holder to receive distributions per unit from our operating partnership that are equivalent to the dividends paid per share on our common stock.

Table of Contents

EXECUTIVE COMPENSATION

In addition to the LTIP units described above that we issued in lieu of shares of restricted stock, we also have issued another class of units of limited partnership interest in our operating partnership that are intended to be similar to stock options from an economic perspective, which we refer to as Class O LTIP units. Class O LTIP units are also intended to qualify as "profits interests" for U.S. federal income tax purposes. During 2018, we did not grant any Class O LTIP units.

Like stock options, Class O LTIP units operate in a manner that generally permits holders to realize the benefit of any increase in the per share value of our common stock above the value at the time the Class O LTIP units are granted. At the time of the grant of Class O LTIP units, the operating partnership establishes a conversion threshold, the vesting terms and the mandatory conversion date, if any, for the Class O LTIP units. The conversion threshold corresponds to the exercise price of a stock option while the mandatory conversion date corresponds to the expiration date of a stock option. Similar to the exercise price for stock options, the conversion threshold will equal the per unit value of the common units of our operating partnership on the grant date. Class O LTIP units will receive 10% distributions relating to periods between grant and vesting upon vesting, and will receive 10% distributions from vesting to their conversion as opposed to holders of non-qualified stock options who will not receive any distributions relating to periods between grant and exercise.

Once Class O LTIP units have vested, they may be converted into common units of our operating partnership by the holder at any time prior to their mandatory conversion date in a manner that is similar to a net exercise of stock options. Upon exercise of this conversion right, the Class O LTIP units will convert into a number of common units of the operating partnership that have an aggregate value equal to the aggregate spread of the Class O LTIP units that are converted. The "spread" for each Class O LTIP unit will equal the excess, if any, of the value of our operating partnership's assets per common unit on the conversion date above the per unit value at the time the Class O LTIP unit was granted (i.e., the conversion threshold). Any Class O LTIP units that have not been voluntarily converted prior to the mandatory conversion date established at the time the Class O LTIP units were granted will automatically convert into common units on such mandatory conversion date, or be forfeited if the value of our operating partnership's assets per common unit is less than the conversion threshold for the Class O LTIP units.

LTIP units and Class O LTIP units are intended to offer executives substantially the same long-term incentive as shares of restricted stock and stock options, respectively, with more favorable U.S. federal income tax treatment available for "profits interests" under current federal income tax law. More specifically, one key disadvantage of restricted stock is that executives are generally taxed on the full market value of a grant at the time of vesting, even if they choose to hold the stock. Similarly, holders of non-qualified stock options are taxed upon exercise. Conversely, under current federal income tax law, an executive would generally not be subject to tax at the time of issuance or vesting of an LTIP unit or Class O LTIP unit or conversion into common units but only when he or she chooses to liquidate the common units into which his or her LTIP units or Class O LTIP units convert. Therefore, an executive who wishes to hold his or her equity awards for the long term can generally do so in a more tax-efficient manner with LTIP units or Class O LTIP units. In light of the increased tax efficiency, we have chosen to use LTIP units and Class O LTIP units for grants to our executives. We believe that the use of LTIP units and Class O LTIP units has (i) enhanced our equity-based compensation package overall, (ii) advanced the goal of promoting long-term equity ownership by executives, (iii) not adversely impacted dilution as compared to restricted stock, and (iv) further aligned the interests of our executives with the interests of our stockholders.

Table of Contents

Executive Compensation Tables

Summary Compensation Table

The following table sets forth information regarding the compensation paid to the individuals who served as our Chief Executive Officer and Chief Financial Officer during our 2018 fiscal year and each of our three most highly compensated executive officers, other than our Chief Executive Officer and Chief Financial Officer, whose total compensation exceeded $100,000 during the fiscal year ended December 31, 2018, or collectively, the "named executive officers."

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards[(1)] ($)	Option Awards[(2)] ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation[(3)] ($)	Total ($)
Marc Holliday Chief Executive Officer and Chairman of the Board	2018	$ 1,250,000	—	$ 9,297,455	$ —	$ 2,746,491	$ 61,832	$ 13,355,
	2017	$ 1,350,000	—	$ 11,878,395	$ 2,196,857	$ 1,937,250	$ 45,319	$ 17,407,
	2016	$ 1,350,000	—	$ 11,285,597	$ 2,173,500	$ 2,473,125	$ 44,149	$ 17,326,
Stephen L. Green Former Chairman of the Board	2018	$ 750,000	—	$ 489,124	—	$ 640,539	$ 175,922	$ 2,055,5
	2017	$ 750,000	—	$ 1,019,110	—	$ 938,437	$ 185,986	$ 2,893,5
	2016	$ 750,000	—	$ 1,933,688	—	$ 1,161,718	$ 179,800	$ 4,025,2
Andrew Mathias President	2018	$ 900,000	—	$ 9,471,414	—	$ —	$ 42,923	$ 10,414,
	2017	$ 800,000	—	$ 8,879,826	—	$ 1,001,000	$ 43,993	$ 10,724,
	2016	$ 800,000	—	$ 9,120,896	—	$ 1,239,166	$ 38,823	$ 11,198,
Matthew J. DiLiberto Chief Financial Officer	2018	$ 550,000	$ 1,600,000	$ 3,079,244	$ —		$ 11,000	$ 5,240,2
	2017	$ 500,000	$ 1,600,000	$ 255,013	$ 748,419	—	$ 8,100	$ 3,111,5
	2016	$ 400,000	$ 1,400,000	—	—	—	$ 7,950	$ 1,807,9
Andrew S. Levine Chief Legal Officer and General Counsel	2018	$ 550,000	—	$ 1,051,877	$ —	—	$ 11,000	$ 1,612,8
	2017	$ 550,000	—	$ 1,256,930	$ 748,419	—	$ 8,100	$ 2,563,4
	2016	$ 550,000	—	$ 3,709,007	—	—	$ 7,950	$ 4,266,9

(1) Amounts shown do not reflect compensation actually received by the named executive officer. Instead, the amounts shown are the full grant date fair value of stock awards issued to the executives in 2018, 2017 and 2016, respectively.

(2) Amounts shown do not reflect compensation actually received by the named executive officer. Instead, the amounts shown are the full grant date fair value of option awards issued to the executives in 2018, 2017 and 2016, respectively.

(3) The table and footnotes below show the components of this column for 2018, which include certain perquisites such as Company 401(k) matching contributions.

Name	Year	All Other Compensation ($)	
Marc Holliday	2018	$ 61,832	[(a)]
Stephen L. Green	2018	$ 175,922	[(b)]

Andrew Mathias	2018	$	42,923	(c)
Matthew J. DiLiberto	2018	$	11,000	(d)
Andrew S. Levine	2018	$	11,000	(d)

(a) Represents (i) the Company's matching contributions with respect to amounts earned by the named executive officer under our 401(k) plan ($11,000), (ii) leased car payments ($36,115) and (iii) life insurance premiums ($14,717). The Company's 401(k) matching contributions are credited in the year subsequent to which employees make their contributions.

(b) Represents leased car ($34,204) and full-time driver payments ($141,718).

(c) Represents the Company's matching contributions with respect to amounts earned by the named executive officer under our 401(k) plan ($11,000) and leased car payments ($31,923). The Company's 401(k) matching contributions are credited in the year subsequent to which employees make their contributions.

(d) Represents the Company's matching contributions with respect to amounts earned by the named executive officer under our 401(k) plan ($11,000). The Company's 401(k) matching contributions are credited in the year subsequent to which employees make their contributions.

Table of Contents

EXECUTIVE COMPENSATION

2018 Grants of Plan-Based Awards

The following table sets forth certain information with respect to each grant of an award made to a named executive officer in the fiscal year ended December 31, 2018.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards				
Name	Grant Date	Approval Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ($)
	01/15/2018	01/15/2018	—	—	—	—	—	—	47,269(1)	$ 3,723,036
Marc Holliday	01/15/2018	01/15/2018	—	—	—	—	—	—	61,584(2)	$ 4,850,525
	01/18/2018	02/10/								