

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF TRUST MANAGERS  
CHARTER  
Adopted October 28, 2015**

**I. PURPOSE**

The primary functions of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Trust Managers of Camden Property Trust (the "Company") are to (a) identify individuals qualified to become Board members and to select the Trust Manager nominees for the next annual meeting of shareholders and (b) ensure that the Board of Trust Managers and management are appropriately constituted to meet their fiduciary obligations to the shareholders and the Company and, to accomplish this purpose, the Committee will develop and implement policies and processes regarding corporate governance matters.

**II. MEMBERS**

The Committee shall be comprised of three or more Trust Managers as determined by the Board, each of whom shall be an independent Trust Manager (as defined in the listing standards of the New York Stock Exchange) and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The members of the Committee shall designate a Chair by majority vote of the full Committee membership.

**III. MEETINGS**

The Committee shall hold regular meetings as may be necessary (but no less frequently than annually) and such special meetings as may be called by the Chair of the Committee. Trust Managers who are not members of the Committee are welcome to attend and participate in the meetings of the Committee unless otherwise specified by the Chair, but may not vote.

**IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

1. Review the composition of the Board in order to ensure that the Board has the proper expertise and its membership consists of persons with sufficiently diverse backgrounds, and recommend to the Board changes that the Committee believes to be desirable relative to the size and composition of the Board.
2. Develop criteria to identify and evaluate prospective candidates for the Board of Trust Managers, which criteria will take into consideration diversity, age, skills, experience and other relevant matters.
3. Nominate persons to stand for election as Trust Managers at annual or, if applicable, special shareholder meetings. Consider shareholder nominees, if any,

for election to the Board. In the case of a vacancy of a Trust Manager (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders.

4. Identify Board members qualified to serve on committees of the Board and recommend to the Board the appointment of such members to the applicable committee.
5. Maintain a Trust Manager orientation program for new Trust Managers.
6. Develop and recommend to the Board a code of business conduct and ethics, guidelines on governance and a code of ethical conduct for the Company's chief executive officer and senior financial officers, review and assess the effectiveness of such codes and guidelines and recommend to the Board proposed revisions thereto.
7. Make recommendations to the Board regarding the agenda for the Company's annual shareholders' meetings, and review shareholder proposals and make recommendations to the Board for action on such proposals.
8. Review periodically the Declaration of Trust and Bylaws of the Company and recommend to the Board changes thereto in respect of good corporate governance and fostering shareholders' rights.
9. Prepare and annually review succession plans for the Chairman and Chief Executive Officer in case of his resignation, retirement or death.
10. Review directorships consulting agreements and other relationships and transactions between the Company and any of its executive officers or Board members, including without limitation all related party transactions required to be disclosed under Item 404 of Regulation S-K, to determine whether the same constitute an actual or potential conflict of interest and report same to the Board with recommendation regarding the addressing of same.
11. Oversee the evaluation of the Board and management.
12. Take such other actions regarding the manner of governance of the Company from time to time that are in the best interests of the Company and its shareholders, as the Committee shall deem appropriate.
13. Produce and provide to the Board the following reports:
  - a. An annual performance evaluation of the Committee under this Charter. In conducting this evaluation, the Committee shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the following year.

- b. A summary of actions taken at each Committee meeting.
  - c. A report of any issues that arise with respect to the Committee's responsibilities.
14. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

The Committee shall have the sole authority to retain and terminate independent counsel and consultants in connection with the performance by the Committee of its duties, including search firms to identify Trust Manager candidates, and the sole authority to approve any such firm's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of professional services of any such counsel or consultants retained by the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that the decision of such subcommittee shall be presented to the full Committee at its next meeting.