

Empire State Realty Trust, Inc.  
Form DEF 14A  
April 05, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
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

Empire State Realty Trust, Inc.

(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)(4) 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:

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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:



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111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor

New York, NY 10120

T (212) 687-8700

F (212) 850-2751

April 5, 2018

Dear Stockholder:

You are invited to attend the Annual Stockholders Meeting of Empire State Realty Trust, Inc., which will be held on Thursday, May 17, 2018, at 11:00 a.m., local (Eastern) time, at State Grill, 21 West 33<sup>rd</sup> Street, New York, New York 10118.

Please refer to the accompanying Notice of Annual Stockholders Meeting and Proxy Statement for detailed information on the meeting and each of the proposals to be considered and acted upon at the meeting.

Your vote is very important. Whether you plan to attend the meeting or not, we ask you please to cast your vote. You may vote your shares via the Internet, by telephone, by mail or in person at the meeting.

We look forward to seeing you at the meeting.

Sincerely,

Anthony E. Malkin

*Chairman and Chief Executive Officer*

**TELEPHONE AND INTERNET PROXY AUTHORIZATION**

**Empire State Realty Trust, Inc. s Class A and Class B common stockholders of record on the close of business on March 8, 2018, the record date for the 2018 Annual Stockholders Meeting, may authorize their proxies by telephone or Internet by following the instructions on their Proxy Card. If you have any question regarding how to authorize your proxy by telephone or Internet, please call (212) 850-2678.**

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111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor

New York, NY 10120

T (212) 687-8700

F (212) 850-2751

April 5, 2018

**NOTICE OF ANNUAL STOCKHOLDERS MEETING**

**To be held on May 17, 2018**

The 2018 Annual Stockholders Meeting of Empire State Realty Trust, Inc., a Maryland corporation, will be held on Thursday, May 17, 2018 at 11:00 a.m., local (Eastern) time, at State Grill, 21 West 33<sup>rd</sup> Street, New York, New York 10118. At the Annual Stockholders Meeting, Class A and Class B common stockholders will be asked to consider and vote upon the following proposals:

- (1) a proposal to elect the seven director nominees named in the enclosed Proxy Statement to serve on our Board of Directors until the next annual stockholders meeting or until their successors are elected and qualified;
- (2) a proposal to approve, on a non-binding, advisory basis, the compensation of our named executive officers; and
- (3) a proposal to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

In addition, stockholders may be asked to consider and act upon any other matter that may properly be brought before the Annual Stockholders Meeting or at any adjournment or postponement thereof. Any action may be taken on the foregoing matters at the Annual Stockholders Meeting on the date specified above, or on any date or dates to which, by original or later adjournment, the Annual Stockholders Meeting may be adjourned, or to which the Annual Stockholders Meeting may be postponed.

Our Board of Directors has fixed the close of business on March 8, 2018 as the record date for determining the Class A and Class B common stockholders entitled to notice of, to vote at, and to attend, the Annual Stockholders Meeting and any adjournment or postponement thereof. Only holders of record of our Class A common stock and Class B common stock at the close of business on that date will be entitled to such notice, vote, and attendance.

If you do not plan to attend the meeting and vote your shares of common stock in person, we urge you to vote your shares as instructed in the Proxy Statement. If you received a copy of the Proxy Card by mail, you may sign, date and promptly mail the Proxy Card in the postage-paid envelope provided.

If your shares of common stock are held by a broker, bank or other nominee, please follow the instructions you receive from your broker, bank or other nominee to have your shares voted.

**Our Board of Directors recommends a vote FOR each of the seven director nominees and FOR each of proposals 2 and 3.**

By Order of our Board of Directors,

Thomas N. Keltner, Jr.

Secretary

**Important Notice Regarding the Availability of Proxy Materials  
for the Annual Stockholders Meeting to be Held on May 17, 2018.  
This Proxy Statement and our 2017 Annual Report to Stockholders  
are available at [www.proxyvote.com](http://www.proxyvote.com).**

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*2018 Proxy Statement*

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April 5, 2018

**PROXY STATEMENT**

We are sending this Proxy Statement and the enclosed Proxy Card(s) to our Class A and Class B common stockholders on or about April 5, 2018, in connection with the solicitation of proxies by the Board of Directors of Empire State Realty Trust, Inc., a Maryland corporation, for use at the 2018 Annual Stockholders Meeting to be held on Thursday, May 17, 2018, at 11:00 a.m., local (Eastern) time, at State Grill, 21 West 33<sup>rd</sup> Street, New York, New York 10118 or at any postponement or adjournment of the meeting. References in this Proxy Statement to (i) we, us, our, ours, and the company refer to Empire State Realty Trust, Inc. and its consolidated subsidiaries and (ii) stockholders refers to holders of our Class A common stock and Class B common stock, unless the context requires otherwise.

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL STOCKHOLDERS MEETING**

**Who is entitled to vote at the meeting?**

Holders of record of our Class A common stock and Class B common stock at the close of business on March 8, 2018, which is referred to in this Proxy Statement as the record date, are entitled to attend and vote their shares at the Annual Stockholders Meeting. Holders of Class B common stock are entitled to fifty votes per share, to the extent they own 49 limited partnership units in Empire State Realty OP, L.P. (our operating partnership) for each share of Class B common stock they hold. We may request verification from holders of Class B common stock of their (or their qualified transferees) continued ownership of operating partnership units in connection with the counting of votes associated with Class B common stock.

**Who may attend the meeting?**

You are entitled to attend the Annual Stockholders Meeting only if you were a stockholder of record of shares of Class A common stock or Class B common stock of Empire State Realty Trust, Inc. at the close of business on the record date, or you hold a valid proxy for the meeting. In order to be admitted to the Annual Stockholders Meeting, you must present valid government-issued photo identification (such as a driver's license or passport) and proof of ownership of shares of our common stock on the record date. Proof of ownership can be accomplished through the following:

a brokerage statement or letter from your broker or custodian with respect to your ownership of shares of our common stock on the record date;

the Notice of Internet Availability of Proxy Materials;

a printout of the proxy distribution email (if you receive your materials electronically);

a Proxy Card;

a voting instruction form; or

a legal proxy provided by your broker or custodian.

*Empire State Realty Trust* **1**

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We reserve the right to determine the validity of any purported proof of ownership. For the safety and security of our stockholders, we will be unable to admit you to the Annual Stockholders Meeting if you do not present photo identification and proof of ownership of shares of our common stock or if you otherwise refuse to comply with our security procedures. Cameras, recording devices and other electronic devices will not be permitted, and attendees may be subject to security inspections and other security precautions.

### **Why did I receive a notice in the mail regarding the Internet availability of the proxy materials, instead of a paper copy of the proxy materials?**

Under rules adopted by the Securities and Exchange Commission (the "SEC") we may furnish proxy materials to our stockholders primarily over the Internet, instead of mailing a printed copy. We believe that this process should expedite stockholders' receipt of proxy materials, lower the costs of our Annual Stockholders Meeting and help to conserve natural resources. On or about April 5, 2018, we mailed to most of our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice of Availability") containing instructions on how to access and review the proxy materials, including this Proxy Statement and our Annual Report, on the Internet and instructions on how to vote on the Internet, in person, or by mail. The Notice of Availability also contains instructions on how to receive a paper or electronic copy of the proxy materials. If you received a Notice of Availability by mail, you will not receive a printed copy of the proxy materials unless you request one. If you received paper copies of our proxy materials, you may also view these materials over the Internet by following the instructions contained in the Notice or Proxy Card. The Proxy Statement and our Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

### **What is the purpose of the meeting?**

At the Annual Stockholders Meeting, you will be asked to vote on the following:

- Proposal 1:*** to elect the seven director nominees named in this Proxy Statement to serve on our Board of Directors until the next annual stockholders meeting or until their successors are duly elected and qualified;
- Proposal 2:*** to approve, on a non-binding, advisory basis, the compensation of our named executive officers; and
- Proposal 3:*** to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

You may also be asked to consider and act upon any other matters that may properly be brought before the Annual Stockholders Meeting or at any adjournments or postponements thereof.

**What constitutes a quorum?**

The presence, in person or by proxy, of Class A and Class B common stockholders entitled to cast a majority of all votes entitled to be cast at the Annual Stockholders Meeting is necessary to constitute a quorum for the transaction of business at the meeting. Holders of Class A common stock are entitled to one vote per share. Holders of Class B common stock are entitled to fifty votes per share, to the extent they own 49 limited partnership units in our operating partnership for each share of Class B common stock so voted. Holders of Class A common stock and Class B common stock vote together as a single class on the matters to be considered at the Annual Stockholders Meeting, and their votes are counted and totaled together. As of March 8, 2018, 162,258,144 shares of Class A common stock totaling 162,258,144 votes entitled to be cast and, to our knowledge, 1,048,161 shares of Class B common stock (totaling 52,408,050 votes entitled to be cast) were outstanding, so that an aggregate of 214,666,194 votes are entitled to be cast at the Annual Stockholders Meeting. Class A and Class B common stockholders do not have the right to cumulative voting for the election of directors or otherwise.

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### **What vote is needed to approve each proposal?**

The affirmative vote of a plurality of all the votes cast at the Annual Stockholders Meeting at which a quorum is present is necessary for election of each nominee for director named in this Proxy Statement. However, our Policy on Majority Voting requires that any nominee who receives a greater number of votes against than votes for in an uncontested election will, within two weeks following certification of the stockholder vote, submit a written resignation offer to our Board of Directors for consideration by our Nominating and Corporate Governance Committee. See Corporate Governance Matters Policy on Majority Voting. A majority of all the votes cast at the Annual Stockholders Meeting at which a quorum is present is necessary for: (i) approval, on a non-binding, advisory basis, of the compensation of our named executive officers and (ii) ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018. We will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence or absence of a quorum. Abstentions do not constitute a vote for or against any matter being voted on at the Annual Stockholders Meeting and will not be counted as votes cast. Therefore, abstentions will have no effect on Proposals 1 through 3 or any other matter that may properly be brought before the Annual Stockholders Meeting or at any adjournment or postponement thereof, assuming a quorum is present. Broker non-votes, or proxies from brokers or nominees indicating that such broker or nominee has not received instructions from the beneficial owner or other entity entitled to vote such shares on a particular matter with respect to which such broker or nominee does not have discretionary voting power, will be treated in the same manner as abstentions for purposes of the Annual Stockholders Meeting. There will not be any broker non-votes with respect to Proposal 3, because Proposal 3 is a routine matter on which brokers are permitted to vote without instructions from the beneficial owner. If you are a beneficial owner whose shares of common stock are held of record by a broker, your broker has discretionary voting authority under the New York Stock Exchange, Inc. ( NYSE ) rules to vote your shares on Proposal 3, even if the broker does not receive voting instructions from you. However, under the NYSE rules, your broker does not have discretionary authority to vote on Proposals 1 and 2 or any other matter that may properly be brought before the Annual Stockholder Meeting or any adjournment or postponement thereof without instructions from you, in which case a broker non-vote will occur and your shares of common stock will not be voted on these matters at the Annual Stockholders Meeting. None of the proposals, if approved, entitle any of our stockholders to appraisal rights under Maryland law or our charter.

### **How do I vote?**

***Voting in Person at the Meeting.*** If you are a Class A or Class B common stockholder of record and attend the Annual Stockholders Meeting, you may vote in person at the meeting. If your shares of common stock are held in street name and you wish to vote in person at the meeting, you will need to obtain a legal proxy from the broker, bank or other nominee that holds your shares of common stock of record.

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***Voting by Proxy for Shares Registered Directly in the Name of the Stockholder.*** If you hold your shares of common stock in your own name as a holder of record with our transfer agent, American Stock Transfer & Trust Company, you may instruct the proxy holders named in the Proxy Card how to vote your shares of common stock in one of the following ways:

<i>Vote by</i>	<i>Vote by</i>	<i>Vote by</i>
<i>Internet</i>	<i>Telephone</i>	<i>Mail</i>
<p>You may vote via the Internet by following the instructions provided in the Notice of Availability or, if you received printed materials, on your Proxy Card. The website for Internet voting is printed on the Notice of Availability and/or Proxy Card. Please have your Notice of Availability or Proxy Card in hand. Internet voting is available 24 hours a day until 11:59 p.m., Eastern Time, on May 16, 2018. You will receive a series of instructions that will allow you to vote your shares of common stock. You will also be given the opportunity to confirm that your instructions have been properly recorded. If you vote via the Internet, you do not need to return your Proxy Card.</p>	<p>You also have the option to vote by telephone by calling the toll-free number listed on your Notice of Availability and/or Proxy Card. Telephone voting is available 24 hours a day until 11:59 p.m., Eastern Time, on May 16, 2018. When you call, please have your Notice of Availability or Proxy Card in hand. You will receive a series of voice instructions that will allow you to vote your shares of common stock. You will also be given the opportunity to confirm that your instructions have been properly recorded. If you vote by telephone, you do not need to return your Proxy Card.</p>	<p>If you received printed materials and would like to vote by mail, please mark, sign and date your Proxy Card and return it promptly in the postage-paid envelope provided. If you did not receive printed materials and would like to vote by mail, you must request printed copies of the proxy materials by following the instructions on your Notice of Availability.</p>

***Voting by Proxy for Shares Registered in Street Name.*** If your shares of common stock are held in street name, you will receive instructions from your broker, bank or other nominee that you must follow in order to have your shares of common stock voted.

Please see the Notice of Availability and/or Proxy Card for further instructions on how to submit your vote. If you have any question regarding how to authorize your proxy by telephone or Internet, please call (212) 850-2678.

**May I change my vote after I submit my Proxy Card?**

If you cast a vote by proxy, you may revoke it at any time before it is voted by:

filing a written notice revoking the proxy with our Corporate Secretary at our address;

properly executing and forwarding to us a proxy with a later date; or

appearing in person and voting by ballot at the Annual Stockholders Meeting.

If you attend the Annual Stockholders Meeting, you may vote in person whether or not you have previously given a proxy, but your presence (without further action) at the Annual Stockholders Meeting will not constitute revocation of a previously given proxy.

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**How does the Board recommend that I vote on each of the proposals?**

Our Board of Directors recommends that you vote:

**Proposal 1:** the election of the seven director nominees named in the enclosed Proxy Statement to serve on our Board of Directors until the next annual stockholders meeting or until their successors are elected and qualified; **FOR** each director nominee

**Proposal 2:** the approval, on a non-binding, advisory basis, of the compensation of our named executive officers; and **FOR**

**Proposal 3:** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018. **FOR**

**How is my vote counted, and are there any specific voting arrangements in place?**

If you properly execute a proxy, and if we receive it prior to voting at the meeting, or authorize your proxy to vote your shares in person, electronically through the Internet or by telephone, the shares of common stock that the proxy represents will be voted in the manner specified on the proxy. If no specification is made therein, the shares of common stock will be voted (i) FOR election of each of the director nominees named in this Proxy Statement; (ii) FOR approval, on a non-binding, advisory basis, of the compensation of our named executive officers; (iii) FOR ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and (iv) as recommended by our Board of Directors in its discretion with regard to all other matters.

On August 23, 2016, we issued and sold 29,610,854 shares of our Class A common stock at a purchase price of \$21.00 per share to Q REIT Holding LLC, a wholly owned subsidiary of the Qatar Investment Authority, a governmental authority of the State of Qatar ( Q REIT and, together with any wholly-owned eligible assignee, QIA ). As of the record date, the shares purchased by QIA represented a 9.9% fully diluted economic interest in our company (inclusive of all outstanding operating partnership units, including any long term incentive plan units). Pursuant to the terms of a Stockholders Agreement that we entered into with QIA on August 23, 2016, QIA has agreed to limit its voting power on all matters coming before our stockholders (whether at a meeting, or by written consent) to no more than 9.9% of the total number of votes entitled to be cast on such matter. Accordingly, 8,090,901 shares of the Class A common stock held by QIA on the record date (representing the number of shares held by QIA that are in excess of such 9.9% threshold, or the Excess Shares ) will be voted at the Annual Stockholders Meeting in the same manner and proportion as the votes cast by all other stockholders on such matters. QIA has granted our Board of Directors an irrevocable proxy to vote the Excess Shares in such manner and proportion. In addition, QIA has agreed under the Stockholders Agreement to vote all of its shares that are not the Excess Shares in favor of the election of each of the director nominees named and recommended by our Board of Directors in this Proxy Statement.

It is not anticipated that any matter other than those set forth in the Proxy Statement will be presented at the meeting. No stockholder proposals or nominations were received on a timely basis, so no such matters may be brought to a vote at the Annual Stockholders Meeting. In any case, if other matters are presented, proxies will be voted at the discretion of the proxy holders.

**What other information should I review before voting?**

For your review, we make available free of charge through our website at *www.empirestaterealtytrust.com*, under the section Investors/SEC Filings, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Further, we will provide, without charge to each stockholder upon written request, a copy of our and our operating partnership's Annual Reports on Form 10-K

*Empire State Realty Trust* 5

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(including our consolidated financial statements, schedules and list of exhibits), Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Requests for copies should be addressed to Corporate Secretary, Empire State Realty Trust, Inc., 111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor, New York, New York 10120. Copies may also be accessed electronically by means of the SEC's home page on the Internet at [www.sec.gov](http://www.sec.gov). Neither our Annual Report on Form 10-K for the year ended December 31, 2017 nor the 2017 Annual Report to Stockholders shall constitute a part of the proxy solicitation materials.

### **What should I do if I received more than one Notice of Availability?**

There are circumstances under which you may receive more than one Notice of Availability. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each such brokerage account. In addition, if you are a stockholder of record and your shares are registered in more than one name, you will receive more than one Notice of Availability. Please authorize your proxy in accordance with the instructions of each Notice of Availability separately, since each one represents different shares that you own.

### **Cautionary Note Regarding Forward-Looking Statements**

This Proxy Statement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions. You can identify forward-looking statements by the use of terminology such as believes, expects, may, will, should, seeks, approximately, intends, contemplates, aims, continues, would or anticipates, or the negative of these words and phrases, or similar words or phrases. In particular, statements pertaining to our capital resources, portfolio performance, acquisitions, dividend policy, results of operations and anticipated market conditions and demographics contain forward-looking statements.

Forward-looking statements are subject to substantial risks and uncertainties, many of which are difficult to predict and are generally beyond our control. They depend on assumptions, data or methods which may be incorrect or imprecise, and we may not be able to realize them. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

*changes in our industry or real estate markets, either nationally or in Manhattan or the greater New York metropolitan area;*

*resolution of legal proceedings involving the company;*

*reduced demand for office or retail space;*

*fluctuations in attendance at the observatory;*

*new office or observatory development in our market;*

*general volatility of the capital and credit markets and the market price of our Class A common stock and our publicly-traded operating partnership units;*

*changes in our business strategy;*

*changes in technology and market competition, which affect utilization of our broadcast or other facilities;*

*changes in domestic or international tourism, including geopolitical events and currency exchange rates;*

*defaults on, early terminations of, or non-renewal of leases by, tenants;*

*bankruptcy or insolvency of a major tenant or a significant number of smaller tenants;*

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*fluctuations in interest rates;*

*increased operating costs;*

*declining real estate valuations and impairment charges;*

*termination or expiration of our ground leases;*

*availability, terms and deployment of capital;*

*our failure to obtain necessary outside financing, including our unsecured revolving credit and term loan facility;*

*our leverage;*

*decreased rental rates or increased vacancy rates;*

*our failure to generate sufficient cash flows to service our outstanding indebtedness;*

*our failure to redevelop and reposition properties, or to execute any newly planned capital project, successfully or on the anticipated timeline or at the anticipated costs;*

*difficulties in identifying properties or portfolios to acquire and completing acquisitions;*

*risks of real estate development (including our Metro Tower development site), including the cost of construction delays and cost overruns;*

*inability to manage our properties and our growth effectively;*

*inability to make distributions to our securityholders in the future;*

*impact of changes in governmental regulations, tax laws and rates and similar matters;*

*failure to continue to qualify as a real estate investment trust ( REIT );*

*a future terrorist event in the U.S.;*

*environmental uncertainties and risks related to adverse weather conditions and natural disasters;*

*lack or insufficient amounts of insurance;*

*misunderstanding of our competition;*

*changes in real estate and zoning laws and increases in real property tax rates;*

*inability to comply with the laws, rules and regulations applicable to our company; and*

*risks associated with security breaches through cyberattacks, cyber intrusions or otherwise, as well as other significant disruptions of our technology (IT) networks related systems, which support our operations and our buildings.*

While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. You should not rely on them as predictions of future events. We disclaim any obligation to update or revise publicly any forward-looking statement to reflect changes in underlying assumptions, new information, data or methods, future events or other changes after the date of this Proxy Statement, except as required by applicable law.

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**PROPOSAL 1: ELECTION OF DIRECTORS**

Our Board of Directors currently consists of seven members, each serving for a term of one year or until his/her successor is duly elected and qualified. Peter L. Malkin, our Chairman Emeritus, may attend meetings of our Board of Directors, but does not have board member voting status.

At the Annual Stockholders Meeting, stockholders will be asked to elect each of the director nominees to serve until the 2019 annual stockholders meeting or until their successors are duly elected and qualified. Our Board of Directors, upon recommendation of the Nominating and Corporate Governance Committee, has nominated Anthony E. Malkin, William H. Berkman, Leslie D. Biddle, Thomas J. DeRosa, Steven J. Gilbert, S. Michael Giliberto and James D. Robinson IV to serve as directors. Each of the nominated persons currently serves as a member of the Board and has consented to being named in this Proxy Statement and to serve as a director, if elected. If any nominee is unable to accept election, proxies voted in favor of such nominee will be voted for the election of such other person or persons as our Board of Directors may select.

The election of each nominee requires the affirmative vote of a plurality of all the votes cast at the Annual Stockholders Meeting at which a quorum is present in person or by proxy. However, our Policy on Majority Voting requires that any nominee who receives a greater number of votes against than votes for in an uncontested election will, within two weeks following certification of the stockholder vote, submit a written resignation offer to our Board of Directors for consideration by our Nominating and Corporate Governance Committee. See Corporate Governance Matters Policy on Majority Voting.

We believe that each of our director nominees has the specific experience, qualifications, attributes, and skills necessary to serve as an effective director on our Board of Directors. A description of our process for identifying and evaluating director nominees, as well as our criteria for membership on our Board of Directors, is set forth under the heading Corporate Governance Matters Consideration of Director Candidates.

**Our Board of Directors unanimously recommends a vote FOR each director nominee.**

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**Table of Contents****Information Regarding the Nominees**

The following table and biographical descriptions set forth certain information with respect to each nominee for election as a director at the Annual Stockholders Meeting. The biographical information includes the specific experience, qualifications, attributes and skills that led to the conclusion by our Board of Directors that such person should serve as a director.

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Committee</b>
Anthony E. Malkin	55	Chairman of our Board of Directors	
William H. Berkman	53	and Chief Executive Officer Independent Director	Finance Committee (Chair)  Nominating and Corporate Governance Committee
Leslie D. Biddle	51	Independent Director	Audit Committee  Nominating and Corporate Governance Committee
Thomas J. DeRosa	60	Independent Director	Audit Committee
Steven J. Gilbert	71	Lead Independent Director	Compensation Committee  Finance Committee  Nominating and Corporate Governance Committee
S. Michael Giliberto	67	Independent Director	Audit Committee (Chair)

Finance Committee

Nominating and Corporate  
Governance Committee

James D. Robinson IV	55	Independent Director	Compensation Committee (Chair)
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Nominating and Corporate  
Governance Committee (Chair)

**Anthony E. Malkin**

**Chairman and Chief Executive Officer**

Anthony E. Malkin, a director since November 2011, is our Chairman and Chief Executive Officer. He joined our predecessor entities in 1989. Mr. Malkin has been a leader in existing building energy efficiency retrofits through coordinating the team of Clinton Climate Initiative, Johnson Controls, JLL, and Rocky Mountain Institute in a groundbreaking project at the Empire State Building ([www.esbnyc.com](http://www.esbnyc.com)). Mr. Malkin led the development of standards for energy efficient office tenant installations which is now known as the Tenant Energy Optimization Program at the Urban Land Institute. Mr. Malkin is a board member of the Real Estate Roundtable and Chair of its Sustainability Policy Advisory Committee, a member of the Urban Land Institute, member of the Board of Governors of the Real Estate Board of New York, member of the Partnership for New York City's Innovation Council, member of the Building Committee of the Metropolitan Museum of Art, and a member of the Committee Encouraging Corporate Philanthropy. Mr. Malkin received a bachelor's degree cum laude from Harvard College.

Mr. Malkin was selected to serve as a member of our Board of Directors based on his history with and knowledge of the company and his performance and achievements in his capacity as Chairman of the Board and Chief Executive Officer of the company.

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**William H. Berkman**

**Independent Director**

William H. Berkman, a director since October 2013, is an entrepreneur and investor in the communications, media, technology and energy industries. Since January 2000, he has been the Co-Managing Partner at Associated Partners, LP and its predecessor partnership, Liberty Associated Partners, LP, both investment partnerships with Liberty Media Corporation that own controlling interests in wireless communications infrastructure companies AP Wireless Infrastructure Services, LLC and AP Towers, LLC. Mr. Berkman has co-founded multiple other telecommunications companies, such as Current Group, Teligent, Inc. and Nextel Mexico. Mr. Berkman previously served as a member of the board of directors for public companies IAC/InterActiveCorp, Liberty Satellite & Technology, Inc. and Teligent, Inc. He serves as a member of the board of directors for The Partnership for New York City and the Partnership's Fund for New York City. Mr. Berkman holds multiple patents for smart electric grid and communications systems. He has an A.B. from Harvard University, and in 1997, his family established the Berkman Center for Internet & Society at Harvard Law School. Mr. Berkman is a member of the 2009 class of Henry Crown Fellows and the Aspen Global Leadership Network at the Aspen Institute.

Mr. Berkman was selected to serve as a member of our Board of Directors because of his experience as an investor and as a director of publicly traded companies.

**Leslie D. Biddle**

**Independent Director**

Leslie D. Biddle, a director since March 2017, is currently a Partner and President at Serengeti Asset Management. Prior to joining Serengeti in 2013, Ms. Biddle spent nearly 10 years at Goldman Sachs, where she was most recently Global Head of Commodity Sales and the Chief Financial Officer of the firm's investments in the metals and mining sector. She held positions as head of Power, Metals/Industrial, Latin American and Environmental Commodities. Ms. Biddle was responsible for many of the structured transactions in the private equity and power spaces including the monetization of the Allegheny DWR Contract, the structuring of Calpine Construction Finance Company hedge, the Texas Genco acquisition, the Northern Tier Energy financing and the TXU leveraged buyout. Ms. Biddle was also a member of the firm's Finance Committee, Business Practices Committee, Firmwide New Activity Committee, Structured Investment Products Committee, and European Audit and Compliance Committee. She was named Managing Director in 2004 and Partner in 2006. Prior to joining Goldman Sachs, Ms. Biddle was a Vice President at the AES Corporation focusing on project finance and power plant development. She also served as a Vice President at the Overseas Investment Corporation, providing political risk insurance and financing to U.S. companies expanding overseas. She holds an A.B. from Colby College, where she is Vice Chair of the Board of Trustees.

Ms. Biddle was selected to serve as a member of our Board of Directors based on her extensive experience in global investment and finance.

**Table of Contents****Thomas J. DeRosa****Independent Director**

Thomas J. DeRosa, a director since October 2013, is currently Chief Executive Officer and a member of the board of directors of Welltower, Inc. (formerly, Health Care REIT, Inc.) (NYSE: WELL), a real estate investment trust that invests in senior living and health care real estate. Previously, he served as the Vice Chairman and Chief Financial Officer of the Rouse Company, a leading owner, operator and developer of commercial real estate and master planned residential communities, from September 2002 until November 2004 when it was merged with General Growth Properties, Inc. (NYSE: GGP). Prior to joining the Rouse Company, Mr. DeRosa spent over 20 years in investment banking. From 1992 to September 2002, Mr. DeRosa held various positions at Deutsche Bank AG (NYSE: DB), including Global Co-Head of the Health Care Investment Banking Group, and at Alex Brown & Sons, including Managing Director of the Real Estate Investment Banking Group. Mr. DeRosa also served as a member of the board of directors of Dover Corporation (NYSE: DOV), a manufacturer and service provider for a broad range of specialized products and components, from 2007 to 2010, and as a member of the board of directors of CBL & Associates Properties, Inc. (NYSE: CBL), a real estate investment trust that invests in mall properties, from 2010 to 2015. Mr. DeRosa is a member of the board of directors of Value Retail PLC, a U.K.-based owner, operator and developer of luxury outlet shopping villages in Europe. Mr. DeRosa served on the board of directors of Georgetown University from 2007 to 2013. Mr. DeRosa currently is Governor of the World Economic Forum, a member of the Advisory Board of the Health Care and Pharmaceutical Management Program at Columbia Business School, a member of the Business Advisory Council of Lincoln Center for the Performing Arts and a Director of CECP, The CEO Force for Good which was founded by our Chairman Emeritus and actor and philanthropist, Paul Newman. He is a frequent speaker on the growth of aging populations and the devastating impact of dementia on people, their families and health care delivery systems. Mr. DeRosa was the 2016 National Honoree of The Alzheimers Association. Mr. DeRosa received a bachelor's degree from Georgetown University and an M.B.A. from Columbia University.

Mr. DeRosa was selected to serve as a member of our Board of Directors because of his extensive experience as a senior executive and director of public NYSE listed companies, including real estate investment trusts.

**Steven J. Gilbert****Lead Independent Director**

Steven J. Gilbert, a director since October 2013, has over 45 years of experience in private equity investing, investment banking and law, and he has invested in and managed numerous companies during his career. Mr. Gilbert has served as Chairman of the board of directors of Gilbert Global Equity Partners, L.P., a private equity fund since 1998, as Vice Chairman of the Executive Board of MidOcean Capital Partners, L.P., a private equity firm since 2005, and as Co-Chairman of Birch Grove Capital, a credit hedge fund since 2013. Mr. Gilbert also serves as a director of MBIA, Inc. (NYSE: MBI), a provider of financial guarantee insurance, fixed-income asset management and other specialized financial services, since 2011, as Chairman of the Board of TRI Pointe Homes, Inc. (NYSE: TPH), a single family home builder, since 2013, as a director of Oaktree Capital Group LLC (NYSE: OAK), a global alternative investment manager, and a director of The Fairholme Funds (NASDAQ: FAIRX). He was previously Director of Waterpik, Inc., a manufacturer of personal and oral healthcare products, from 2013 to 2017, Vice Chairman of Stone Tower Capital, a leading independent investment manager, from 2010 to 2012, and Chairman and Senior Managing Director of SUN Group (USA), an investment firm, from 2007 to 2009. Within the past five years, Mr. Gilbert has served as Chairman of the board of directors of DURA Automotive Systems, Inc., an independent designer and manufacturer of driver control systems, CPM Holdings, Inc. (HKG: 0906), a manufacturer of process equipment used for oilseed and animal feed production, Co-Chairman of True Temper Sports, Inc., a manufacturer of golf shafts and precision sports equipment, and director of Olympus Re, a reinsurance company, as well as director of several privately held companies. Mr. Gilbert is a member of the Writer's Guild of America (East) and the Council on

Foreign Relations and a director of the Lauder Institute at the University of Pennsylvania. He was previously a Trustee of the New York University Langone Medical Center. Mr. Gilbert received a bachelor's degree in economics from the Wharton School at the University of Pennsylvania, a law degree from the Harvard Law School, and an M.B.A. from Harvard Business School.

Mr. Gilbert was selected to serve as a member of our Board of Directors based on his extensive experience leading companies in the financial services industry and serving as a director of public NYSE listed companies.

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**Table of Contents****S. Michael Giliberto****Independent Director**

S. Michael Giliberto, a director since October 2013, currently consults with investment management firms and has produced the Giliberto-Levy Commercial Mortgage Performance Index, an index that measures the investment performance of institutional-grade commercial mortgage whole loans, since 1993. He has consulted for several major real estate investment management firms and serves on the Advisory Committee on Real Estate at the University of Washington and on the Real Estate Advisory Committee for the New York State Common Retirement Fund. He previously served as Director of Portfolio Strategy and Senior Portfolio Manager at J.P. Morgan Asset Management from 2002 to 2010, and before that, he served as the head of Real Estate Research at J.P. Morgan Investment Management from 1996 to 2002. Prior to joining J.P. Morgan, Mr. Giliberto worked at Lehman Brothers, Inc. in the Fixed-Income Research department from 1993 to 1996 and at Salomon Brothers Inc. in the Real Estate Research department from 1989 to 1992. Before his career in the financial services industry, Mr. Giliberto was a professor in the Real Estate and Urban Land Economics Department at Southern Methodist University in Dallas, Texas. Mr. Giliberto has authored multiple publications about real estate investment, performance, asset allocation and capital markets, and he has been an Adjunct Professor at Columbia University's Graduate School of Business since 2007. In the past, he has served on the Real Estate Information Standards Board, and he was a director of the Pension Real Estate Association, where he served as Treasurer and Chairman and was awarded the 1996 Graaskamp Award for research excellence. Mr. Giliberto received a bachelor's degree from Harvard College, a master's degree in business economics from the University of Hartford, and a Ph.D. in finance from the University of Washington, and is a Fellow of the Royal Institution of Chartered Surveyors.

Mr. Giliberto was selected to serve as a member of our Board of Directors based on his extensive experience in real estate investment and finance.

**James D. Robinson IV****Independent Director**

James D. Robinson IV, a director since January 2015, is currently a Founder and Managing Partner at RRE Ventures. He has been active within the technology community for over 30 years, and has led investments in and served on the boards of more than 40 technology companies. Mr. Robinson's core focus is on businesses that are transforming industries by leveraging network effects, intelligence and decentralization. He is a Co-Founder and Director of Abra, and a Director of HYPR, Netsertive, NihaoPay, Noom, OLO, Pebblepost and TheSkimm. Mr. Robinson is a Board Observer at Digital Currency Group (DCG), Earn.com (21), Bitpay, and 8i. In addition, he led early investments in Chain, Culinary Agents, Gem, Paxos, Ripple and Token. Previous investments include Wisdomtree (WETF), Vocera (VCRA), Broadsoft (BSFT), iCrossing (Hearst), RevolutionMoney (American Express), SmartPay (Ping An), Enpirion (Altera), GoldPocket/Wireless (Tandberg/Motricity), Metapath (Marconi), Mixed Signals (Tektronix), Rubric (Broadbase), Telocity (Hughes), Vastera (VAST/JP Morgan) and Red Brick Systems (REDB). Mr. Robinson has been recognized on the Forbes Midas List of Top 100 VCs, as well as Institutional Investors' Top Fintech Investors. Before founding RRE, Mr. Robinson was co-founder of Intervideo Response, an in-stadium touchscreen ordering startup. Previously, he worked at H&Q Venture Capital and J.P. Morgan & Co. Earlier, he founded IV Systems (Unix applications). Mr. Robinson holds an MBA from Harvard and a joint degree in Computer Science & Business Administration from Antioch College. He is a director of the New York City Partnership Investment Fund and the HBS Alumni Angels.

Mr. Robinson was selected to serve as a member of our Board of Directors based on his more than 30 years of management and board experience in his industry, which drives the bulk of the business and job growth in our market.

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**Table of Contents****Our Chairman Emeritus and Our Executive Officers**

<b>Name</b>	<b>Age</b>	<b>Position</b>
Anthony E. Malkin	55	Chairman and Chief Executive Officer
Peter L. Malkin	84	Chairman Emeritus
John B. Kessler	53	President and Chief Operating Officer
David A. Karp	58	Executive Vice President and Chief Financial Officer
Thomas P. Durels	56	Executive Vice President, Real Estate
Thomas N. Keltner, Jr.	71	Executive Vice President, General Counsel and Secretary

**Peter L. Malkin****Chairman Emeritus**

Peter L. Malkin is our Chairman Emeritus. Peter L. Malkin joined his father-in-law and Malkin Holdings LLC's co-founder, Lawrence A. Wien, as a principal of Malkin Holdings LLC in 1958, and was responsible for the syndication and supervision of property acquisitions and operations of Malkin Holdings LLC. Peter L. Malkin is the founding chairman and a director of the Grand Central Partnership, The 34th Street Partnership and The Fashion Center Business Improvement District, each of which is a not-for-profit organization that provides supplemental public safety, sanitation and capital improvement services to a designated area in midtown Manhattan. Peter L. Malkin is also Co-Chairman of the Emeritus Council of Directors of Lincoln Center for the Performing Arts, Inc. (having been the longest serving board member of that institution), Founding Chairman and currently Co-Chairman of the Dean's Council of the Harvard Kennedy School, Co-Chair Emeritus of The Real Estate Council of the Metropolitan Museum of New York, founding Co-Chair with Paul Newman and Co-Chair Emeritus of the Committee Encouraging Corporate Philanthropy, a member of the Global Wealth Management Advisory Committee of Bank of America, a member of the Advisory Committee of the Greenwich Japanese School, a partner in the New York City Partnership and Chamber of Commerce and a director of the Realty Foundation of New York. Peter L. Malkin received a bachelor's degree summa cum laude, Phi Beta Kappa, from Harvard College and a law degree magna cum laude from Harvard Law School.

**John B. Kessler****President and Chief Operating Officer**

John B. Kessler serves as our President and Chief Operating Officer. From 2010 to 2013, Mr. Kessler was a Managing Director in the credit business for Fortress Investment Group LLC (NYSE: FIG), where he focused on real estate. From 1993 to 2010, Mr. Kessler held various positions in real estate at Morgan Stanley (NYSE: MS), including Global Chief Financial Officer for the Morgan Stanley Real Estate (MSRE) investing business and Managing Director. He also managed MSRE's core equity funds and separate accounts business. Mr. Kessler is a member of the Urban Land Institute and the Real Estate Board of New York. Mr. Kessler received a bachelor's degree cum laude from Harvard College where he studied Engineering Sciences and an M.B.A. from the University of Chicago Booth School of Business.

**David A. Karp****Executive Vice President and Chief Financial Officer**

David A. Karp is our Executive Vice President and Chief Financial Officer. Mr. Karp joined our predecessor in November 2011 and is responsible for our activities relating to finance, capital markets and investor relations. Prior to joining our predecessor, from February 2006 to February 2011, Mr. Karp served as Managing Director and Chief Financial Officer, and from February 2009 to February 2011, he served as Chief Operating Officer of Forum Partners Investment Management, a global real estate private equity firm, where he was responsible for both firm-level and fund-level financial management and strategy, including risk management, treasury, foreign exchange and interest rate hedging, budgeting and debt financing. From January 1996 to August 2005, Mr. Karp served as President, Chief Operating Officer and Chief Financial Officer of Falcon Financial Investment Trust (NASDAQ: FLCN), a publicly-traded real estate investment trust, and its predecessor. Mr. Karp received a bachelor's degree summa cum laude in Economics, Phi Beta Kappa, from the University of California, Berkeley, and an M.B.A. in Finance and Real Estate from the Wharton School at the University of Pennsylvania.

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**Thomas P. Durels**

**Executive Vice President, Real Estate**

Thomas P. Durels is our Executive Vice President, Real Estate. Mr. Durels is responsible for all of our real estate activities, including leasing, property redevelopment, management and construction. Mr. Durels joined our predecessor in 1990 where he served in similar capacities, and also supervised property acquisitions. Prior to joining our predecessor, from February 1984 to April 1990, he served as Assistant Vice President at Helmsley Spear, Inc., where Mr. Durels was responsible for construction and engineering for its portfolio of office, hotel, residential and retail properties. Mr. Durels is a member of the Real Estate Board of New York, the Urban Land Institute and the Young Men's and Women's Real Estate Association, for which he served as Treasurer in 2003, and is a licensed real estate broker in New York and Connecticut. Mr. Durels received a bachelor's degree in Mechanical Engineering from Lehigh University.

**Thomas N. Keltner, Jr.**

**Executive Vice President, General Counsel and Secretary**

Thomas N. Keltner, Jr. is our Executive Vice President, General Counsel and Secretary. Mr. Keltner joined our predecessor in 1978, became its first general counsel in 1997, and is responsible for leading a legal staff that provides and coordinates legal services in our transaction, compliance, and litigation matters. Mr. Keltner has served on the New York Advisory Board of the Stewart Title Insurance Company and as chairman and member of bar association committees on both real estate and business entities. He is a member of the Real Estate Board of New York. From 1974 to 1975, he served as law clerk to Judge Alfred P. Murrah, U.S. Court of Appeals (10th Circuit), and then spent three years as an attorney in the real estate finance group at Shearman & Sterling before joining our predecessor. Mr. Keltner received a bachelor's degree cum laude from Harvard College and a law degree as a Stone Scholar from Columbia Law School.

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### **INFORMATION ABOUT OUR BOARD OF DIRECTORS AND ITS COMMITTEES**

Our Board of Directors has affirmatively determined that each of our directors, other than Mr. Malkin, is independent under the NYSE listing standards and the company's director independence standards. For a discussion of our Board of Directors leadership structure and role in risk oversight, see "Corporate Governance Matters" in this Proxy Statement.

Our Board has four standing committees: an Audit Committee, a Compensation Committee, a Finance Committee and a Nominating and Corporate Governance Committee. The current charter for each of these committees is available on our corporate website at [www.empirestaterealtytrust.com](http://www.empirestaterealtytrust.com) under the "Investors/Governance Documents" section. Further, we will provide a copy of these charters without charge to any stockholder upon written request. Requests for copies should be addressed to: Corporate Secretary, Empire State Realty Trust, Inc., 111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor, New York, New York 10120. From time to time, our Board also may create additional committees for such purposes as our Board may determine.

#### **Audit Committee**

We have a standing Audit Committee, consisting of S. Michael Giliberto (Chair), Leslie D. Biddle and Thomas J. DeRosa. Each of the current members of the Audit Committee is independent and financially literate as such terms are defined by the applicable rules of the SEC and/or NYSE. Our Board of Directors has also determined that each of them is an audit committee financial expert as defined in the rules promulgated by the SEC under the Sarbanes-Oxley Act of 2002, as amended.

We have adopted an Audit Committee Charter, which outlines the principal functions of the Audit Committee, including assisting our Board of Directors in overseeing:

our financial reporting, auditing and internal control activities, including the integrity of our financial statements;

our compliance with legal and regulatory requirements and ethical behavior;

the independent auditor's qualifications and independence;

the performance of our internal audit function and independent auditor; and

the preparation of Audit Committee reports for inclusion in this Proxy Statement.

The Audit Committee is also responsible for engaging our independent registered public accounting firm, reviewing with our independent registered public accounting firm the plans and results of the audit engagement, approving professional services provided by our independent registered public accounting firm, reviewing the independence of our independent registered public accounting firm, considering the range of audit and non-audit fees, and reviewing the adequacy of our internal accounting controls.

Additional information regarding the functions performed by our Audit Committee is set forth in the Audit Committee Report included in this Proxy Statement.

### **Compensation Committee**

We have a standing Compensation Committee, consisting of James D. Robinson IV (Chair) and Steven J. Gilbert, each of whom is independent as defined by the applicable rules of the NYSE and is a non-employee director as defined by the applicable rules and regulations of the SEC.

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We have adopted a Compensation Committee Charter, which outlines the principal functions of the Compensation Committee, including:

reviewing and approving on an annual basis the corporate goals and objectives relevant to the compensation paid by us to our chief executive officer and the other members of our senior management team, evaluating the performance of our chief executive officer and the other members of our senior management team in light of such goals and objectives, and determining and approving the remuneration of our chief executive officer and the other members of our senior management team based on such evaluation;

reviewing and making recommendations to the Board of Directors with respect to non-executive director compensation;

overseeing any equity-based remuneration plans and programs;

assisting our Board of Directors and its Chairman in overseeing the development of executive succession plans;

preparing and recommending to the Board of Directors for inclusion in the annual proxy statement the Compensation Committee report;

retaining and approving the compensation of any compensation advisors; and

evaluating the independence of any such compensation advisors.

**Finance Committee**

We have a standing Finance Committee, consisting of William H. Berkman (Chair), Steven J. Gilbert, and S. Michael Giliberto. We have adopted a Finance Committee Charter, which outlines the principal functions of the Finance Committee, including:

assisting the Board of Directors in its oversight of our capital structure, financial policies and strategies; and

at the request of the Board of Directors, providing advice to management, and a vote on management's recommendations to the Board of Directors, regarding the debt and equity structure of the company, which may include: (i) the company's path to a credit rating and credit rating strategies, (ii) the company's hedging program, if any, and the policies and procedures governing the use of financial instruments, and (iii) material terms of the company's issuance of debt and equity securities and authorization for stock repurchases and stock splits.

## **Nominating and Corporate Governance Committee**

We have a standing Nominating and Corporate Governance Committee, consisting of James D. Robinson IV (Chair), William H. Berkman, Leslie D. Biddle, Steven J. Gilbert and S. Michael Giliberto, each of whom is independent as such term is defined by the applicable rules of the NYSE.

We have adopted a Nominating and Corporate Governance Committee Charter, which outlines the principal functions of the Nominating and Corporate Governance Committee, including:

providing counsel to our Board of Directors with respect to the organization, function and composition of our Board of Directors and its committees;

developing and implementing procedures and exercising oversight of the Board's annual self-evaluation and the Board's evaluation of management and reporting thereon to our Board of Directors;

periodically reviewing, and if appropriate recommending to our Board of Directors changes to, our corporate governance policies and procedures, including our Code of Business Conduct and Ethics;

identifying and recommending to our Board of Directors potential director candidates for nomination; and

recommending to our Board of Directors the appointment of each of our executive officers.

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### **Meetings of the Board and its Committees**

During 2017, our Board of Directors held four meetings, and its committees held the following number of meetings: Audit Committee nine meetings; Compensation Committee five meetings; Finance Committee four meetings; Nominating and Corporate Governance Committee four meetings. In 2017, except for one absence by one director from one off-cycle committee meeting, each director attended 100% of the meetings of our Board of Directors and of each committee of our Board of Directors on which such director served. The non-executive directors also regularly hold executive sessions in which our management does not participate. For a discussion of the leadership structure of our Board of Directors and its role in risk oversight, see Corporate Governance Matters in this Proxy Statement.

### **Board of Directors and Committee Self-Evaluations**

Throughout the year, our Board of Directors discusses corporate governance practices with management and third party advisers to ensure that the Board and its committees follow practices that are optimal for the company and its stockholders. As part of this process, the Board conducts an annual self-evaluation in order to determine whether it and its committees are functioning effectively. With concurrence from the Board, the Nominating and Corporate Governance Committee develops and implements procedures for the design and implementation of the Board self-evaluation process. In 2017, our Board again engaged a third party service provider to assist with developing and administering a director self-assessment questionnaire, with topics that included Board and committee composition and culture, Board and committee meetings and administration, the company's strategy and performance, succession planning and risk management. Our Chairman and Chief Executive Officer and Lead Independent Director conferred with various Board members and each committee Chair to summarize the questionnaire responses and recommendations for discussion with the Board. At its next in-person meeting, each committee and the Board held a discussion of these topics.

### **Compensation of Directors**

Members of our Board of Directors who are not independent receive no additional compensation for their services as directors. Effective from re-election on May 11, 2017, each independent director receives an annual base retainer for his or her services of \$200,000. The annual base retainer is paid, at such director's election, either: (i) 40% in cash and 60% in long term incentive units of partnership interest in our operating partnership ( LTIP units ) issued pursuant to the First Amended and Restated Empire State Realty Trust, Inc. and Empire State Realty OP, L.P. 2013 Equity Incentive Plan (as amended, our Equity Incentive Plan ) and/or restricted shares of our Class A common stock under our Equity Incentive Plan, or (ii) 100% in the form of such LTIP units and/or restricted shares of our Class A common stock, in each case with such equity awards to vest *pro rata* on an annual basis over a period of three years. The independent director who is appointed as the lead independent director (currently Steven J. Gilbert) receives an additional annual cash retainer of \$75,000. The chair of each of the Audit Committee, Compensation Committee, Finance Committee and Nominating and Corporate Governance Committee of our Board of Directors receives an additional annual cash retainer of \$15,000, \$12,500, \$12,500 and \$10,000, respectively. In addition, each independent director who serves on the Audit, Compensation, Finance, and Nominating and Corporate Governance Committees of our Board of Directors, other than in the capacity of chair, receives an additional annual cash retainer of \$5,000 per committee. Independent directors and committee members are generally not eligible to receive fees for attending

meetings of our Board of Directors or meetings of committees of our Board of Directors. However, to the extent that our Board of Directors or a particular committee meets in excess of eight times per annum, the independent director or committee members, as applicable, will receive a fee of \$1,500 for attending each such meeting of the Board of Directors or meeting of the committee in excess of such threshold. We also reimburse each of our independent directors for his or her travel expenses incurred in connection with attendance at Board of Directors and committee meetings. In 2017, the Compensation Committee and Board of Directors consulted an independent compensation consultant regarding current levels and trends in director compensation at peer and other public companies, including a benchmarking analysis by the consultant, to assess the alignment of the company's compensation policies with peers and market practice.

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The following table sets forth the compensation earned by each of our independent directors for the year ended December 31, 2017:

Name <sup>(1)</sup>	2017 Director Compensation Fees Earned or		
	Paid in Cash <sup>(2)</sup>	Stock Awards <sup>(2)(3)</sup>	Total
	(\$)	(\$)	(\$)
William H. Berkman	11,832	190,002	201,834
Leslie D. Biddle <sup>(4)</sup>	35,809	190,002	225,811
Alice M. Connell <sup>(5)</sup>	10,426		10,426
Thomas J. DeRosa	6,502	190,002	196,504
Steven J. Gilbert	99,434	190,002	289,436
S. Michael Giliberto	97,547	113,994	211,541
James D. Robinson IV	73,469	113,994	187,463

(1) The Stock Awards were made in the form of LTIP units that vest *pro rata* on an annual basis over a period of three years after the date of grant, subject to their continued service as director and acceleration in the event an independent director has a termination of service on account of death or disability (as defined in our Equity Incentive Plan). Amounts shown do not reflect compensation actually received by the named director. Instead, the amount shown is the aggregate grant date fair value of LTIP units issued to the director as determined pursuant to Financial Accounting Standards Board's Accounting Standards Codification Topic 718 Compensation Stock Compensation, or FASB ASC Topic 718, which is equal to \$19.60 per unit. The assumptions used to calculate the grant date fair value of such awards are set forth under Note 9 of the Notes to the 2017 Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.

(2) For the annual period beginning May 11, 2017, Ms. Biddle and Messrs. Berkman, DeRosa and Gilbert each elected to receive 100% of their annual base retainer in LTIP units, while Messrs. Giliberto and Robinson each elected to receive their annual base retainer 60% in LTIP units and 40% in cash.

(3) As of December 31, 2017, Messrs. Berkman and DeRosa each held 17,651 unvested LTIP units, Ms. Biddle held 9,694 unvested LTIP units, Mr. Gilbert held 15,248 unvested LTIP units, Mr. Giliberto held 11,370 unvested LTIP units, and Mr. Robinson held 13,773 unvested LTIP units.

(4) Ms. Biddle was appointed to the Board of Directors effective March 6, 2017.

(5) Ms. Connell served as a director until her untimely death on February 24, 2017. Amounts reported in the table above are amounts paid to her for her service to us in 2017 prior to such date.

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**CORPORATE GOVERNANCE MATTERS**

This section of our Proxy Statement contains information about a variety of our corporate governance policies and practices. We have structured our corporate governance in a manner which we believe closely aligns our interests with those of our stockholders. You are encouraged to visit our website at [www.empirestaterealtytrust.com](http://www.empirestaterealtytrust.com) to view or obtain copies of our Corporate Governance Guidelines, committee charters, and Code of Business Conduct and Ethics. The information found on, or accessible through, our website is not incorporated into, and does not (including, with respect to sustainability, as noted below) form a part of, this Proxy Statement or any other report or document we file with or furnish to the SEC. You may also obtain, free of charge, a copy of our Corporate Governance Guidelines, committee charters, and Code of Business Conduct and Ethics by directing your request in writing to Corporate Secretary, Empire State Realty Trust, Inc., 111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor, New York, New York 10120. Additional information relating to the corporate governance of our company is also set forth below and included in other sections of this Proxy Statement.

We are committed to good corporate governance, which strengthens the accountability of our Board of Directors and promotes the long-term interests of our stockholders. The lists below highlight our independent Board and leadership practices and notable stockholder rights, as further discussed in this Proxy Statement.

Independent Board and Leadership Practices	Stockholder Rights
Majority of directors are independent (6 out of 7 current directors)	Frequent stockholder engagement efforts
Lead Independent Director has well-defined responsibilities	Mandatory director resignation policy for directors receiving less than a majority of votes cast in uncontested elections
All Board committees are composed of independent directors	Stockholder proxy access, recently adopted in part in response to investor feedback
Board is committed to refreshment and diversity	All directors elected annually (declassified Board)
Company has broad risk oversight practices, including cybersecurity and other critical evolving areas	Annual, advisory say-on-pay voting
Independent directors conduct regular executive sessions	No stockholder rights plan (i.e., no poison pill)

Directors maintain open communication and strong working relationships among themselves and regular access to management

Directors conduct annual Board and committee self-assessment process with third party support

Directors adhere to Minimum Share Ownership Guidelines

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### **Corporate Governance Guidelines**

Our Board of Directors has adopted Corporate Governance Guidelines which address significant issues of corporate governance, including among others director qualification standards, director responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, director self-evaluation, management responsibilities, management succession, annual performance evaluation of management by our Board of Directors, and meeting procedures. These guidelines meet or exceed the listing standards adopted by the NYSE, on which our Class A common stock is listed. Our Nominating and Corporate Governance Committee is responsible for assessing and periodically reviewing the adequacy of the Corporate Governance Guidelines and will recommend, as appropriate, proposed changes to our Board of Directors.

### **Code of Business Conduct and Ethics**

Our Board of Directors has adopted a Code of Business Conduct and Ethics which applies to our directors, officers and employees and is reviewed and overseen by our Nominating and Corporate Governance Committee. Among other matters, our Code of Business Conduct and Ethics is designed to deter wrongdoing and to promote:

honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

full, fair, accurate, timely and understandable disclosure in our SEC reports and other public communications;

compliance with applicable governmental laws, rules and regulations;

prompt internal reporting of violations of the Code to appropriate persons identified in the Code; and

accountability for adherence to the Code of Business Conduct and Ethics.

Any waiver of the Code of Business Conduct and Ethics for our directors or executive officers may be made only by our Board of Directors or one of our Board committees. We intend to disclose on our website any amendment to, or waiver of, any provision of the Code of Business Conduct and Ethics that would be required to be disclosed under the rules of the SEC or the NYSE.

### **Director Independence**

**Background.** Our Corporate Governance Guidelines provide that a majority of our directors serving on our Board of Directors must be independent as required by the listing standards of the NYSE. In addition, our Board of Directors

has adopted director independence standards that assist our Board of Directors in making determinations with respect to the independence of directors.

***Independence determinations made by our Board of Directors.*** Our Board of Directors has determined, based upon its review of all relevant facts and circumstances and after considering all applicable relationships of which our Board of Directors has knowledge between or among the directors and the company or our management, that each of our directors, other than Anthony E. Malkin, has no material relationship with us (either directly or as a partner, stockholder, director or officer of an organization that has a relationship with us) and is independent as defined in the NYSE listing standards and our director independence standards. No director participated in the final determination of his own independence.

### **Consideration of Director Candidates**

The Nominating and Corporate Governance Committee considers candidates it identifies and properly submitted stockholder recommendations for candidates for membership on our Board of Directors, as described below under Identifying and evaluating candidates for director and Board diversity. In evaluating such candidates, the Nominating and Corporate Governance Committee seeks to achieve a balance of knowledge, experience,

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diversity and capability on our Board of Directors and to address the membership criteria set forth below under Director qualifications. Any stockholder recommendation for consideration by the Nominating and Corporate Governance Committee should include the nominee's name and qualifications for Board of Directors membership. The recommending stockholder should also submit evidence of the stockholder's ownership of our shares, including the number of shares owned and the length of time of ownership. The recommendation should be addressed to the Corporate Secretary, Empire State Realty Trust, Inc., 111 West 33<sup>rd</sup> Street, 12<sup>th</sup> Floor, New York, New York 10120.

***Director qualifications.*** Our Corporate Governance Guidelines contain the membership criteria for our Board of Directors. Directors should (a) possess the highest personal and professional ethics and integrity, exercise good business judgment, and be committed to representing the long-term interests of the company and our stockholders, (b) have an inquisitive and objective perspective, practical wisdom and mature judgment, and (c) serve our goal of diversity in professional experience and expertise to provide a range of viewpoints relevant to our business.

Directors must be willing to devote sufficient time and effort to carrying out their duties and responsibilities effectively and should be committed to serve on our Board of Directors for an extended period of time. A director who also serves as chief executive officer or holds an equivalent position at another company should not serve on more than two other boards of public companies in addition to our Board of Directors, and other directors should not serve on more than four other boards of public companies in addition to our Board of Directors. Pre-existing positions in excess of these limits may be maintained, unless our Board of Directors determines that doing so would impair the quality of the director's service to our Board of Directors.

The Nominating and Corporate Governance Committee (a) ensures that any 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 (b) determines whether the potential nominee has a material interest in any transaction to which we are a party.

***Identifying and evaluating candidates for director.*** The Nominating and Corporate Governance Committee regularly identifies, reviews and discusses potential new candidates for director who could be valuable assets to our Board and to the company. The Nominating and Corporate Governance Committee considers whether, among other things, such candidates' backgrounds and experiences would align with the company's long-term strategy, enhance the Board's diversity and preserve the dynamic and effective culture that it believes exists in the Board's current composition. The Nominating and Corporate Governance Committee also takes the results of the Board's annual self-evaluation into account when considering Board candidates and composition.

The Nominating and Corporate Governance Committee may identify or solicit recommendations for director nominees from any or all of the following sources: non-management directors, the Chairman and Chief Executive Officer, other executive officers, third-party search firms or any other source it deems appropriate. As described above, the Nominating and Corporate Governance Committee will also consider candidates recommended by stockholders. At the majority of its in-person meetings, the Nominating and Corporate Governance Committee reviews the Board's current composition and its on-going list of potential new candidates for director.

The Nominating and Corporate Governance Committee routinely reviews and evaluates the qualifications and background of any director candidate whom it selects or who is proposed in accordance with its charter. In identifying and evaluating director candidates, the Nominating and Corporate Governance Committee may consider, in addition to the minimum qualifications for its recommended director nominees, all facts and circumstances that it deems appropriate or advisable, including the skills of the proposed director candidate, his or her depth and breadth of business experience, his or her independence and the needs of the Board. Once the Nominating and Corporate Governance Committee has identified candidates, the Board selects nominees to be voted upon by the stockholders.



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Prior to a vote as to whether a potential nominee is recommended to our Board of Directors, each member of the Nominating and Corporate Governance Committee is provided reasonable access to such potential nominee. Such access includes a reasonable opportunity to interview such potential nominee in person or by telephone and to submit questions to such potential candidate. In addition, each potential nominee provides the Nominating and Corporate Governance Committee with a written detailed biography and identifies the committees of our Board of Directors on which the potential nominee would be willing to serve.

**Board diversity.** Diversity is an important objective at our company and for our Board. We look at diversity in all of its manifestations, including current and past business activities, and our Board represents diversity in age, perspectives and experience, and we value each component as a link to new ideas and constituents.

We are committed to maintain and improve diversity within the limitations of our Board size, as we believe our stockholders benefit from the deep engagement and responsiveness of our seven member Board. We had 100% attendance at each of our Board and committee meetings in 2017 (except one absence by one director from one off-cycle committee meeting). In addition, each director individually conducts a separate conference with our Chairman and Chief Executive Officer and President during each period between quarterly Board meetings.

Our last Board vacancy (upon the death of Alice M. Connell in 2017) was filled by a woman, Leslie D. Biddle. We will continue to look for opportunities to enhance diversity on our Board. Our Board of Directors does not discriminate on the basis of race, color, national origin, gender, religion, disability, or sexual preference in selecting director candidates. The Nominating and Corporate Governance Committee will evaluate all proposed director candidates whom it considers or who have been properly recommended to it by stockholders based on the same criteria and in substantially the same manner, without regard to the source of the initial recommendation of the proposed director candidate.

## **Policy on Majority Voting**

Our Board of Directors has adopted a policy regarding the election of directors in uncontested elections. Pursuant to such policy, in an uncontested election of directors, any nominee who receives a greater number of votes affirmatively against his or her election than votes for his or her election will, within two weeks following certification of the stockholder vote with respect to such election, submit a written resignation offer to our Board of Directors for consideration by our Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee will consider the resignation offer and, within 60 days following such certification, make a recommendation to our Board of Directors concerning the acceptance or rejection of the resignation offer. Our Board of Directors will take formal action on the recommendation no later than 90 days following such certification. We will publicly disclose, in a Current Report on Form 8-K or periodic report filed with the SEC, the decision of our Board of Directors, including an explanation of the process by which the decision was made and, if applicable, its reason or reasons for rejecting the tendered resignation.

## **Leadership Structure of Our Board of Directors**

Our Board of Directors understands there is no single, generally accepted approach to providing board leadership and does not have a fixed policy regarding the separation of the roles of Chief Executive Officer and Chairman of our Board of Directors. Given the dynamic and competitive environment in which we operate, the Board believes that the

appropriate leadership may vary as circumstances warrant and that currently it is in our company's best interests to have Anthony E. Malkin serve as Chairman of our Board of Directors and Chief Executive Officer, because combining these roles in him promotes effective leadership, taps his depth of knowledge about our company and assets, and provides the clear focus needed to execute our business strategies and objectives.

Except for our Chairman, our Board of Directors consists entirely of independent directors. Further, our Board has appointed Steven J. Gilbert as Lead Independent Director, to assume duties which include chairing executive sessions of the independent directors, reviewing and commenting on Board agendas prior to meetings, facilitating communications, resolving any conflict among directors or between directors and senior management, and consulting with and providing counsel to our Chief Executive Officer as needed or requested.

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### **Stockholder Outreach**

Our Board of Directors and senior management believe that engaging in stockholder outreach is an essential element of strong corporate governance. We strive for a collaborative approach on issues of importance to investors and continually seek to understand better the views of our investors on such issues. Our senior management team engages with our stockholders throughout the year in a variety of forums and discusses, among other things, our business strategy and overall performance, executive compensation program and corporate governance.

Leading up to our 2017 annual stockholders meeting, our Lead Independent Director, the Chairman of the Compensation Committee and/or members of senior management, contacted more than 46 stockholders representing more than 89% of our outstanding Class A common stock regarding matters to be voted on at the meeting, including executive compensation, corporate governance, and related matters of interest to the stockholders. We shared the feedback received during this outreach process with all members of the Board, who discussed it and considered it a point of reference in all actions which followed. For information on some of our subsequent actions, see [Adoption of Proxy Access](#), and [Compensation Discussion and Analysis](#) Executive Summary [Stockholder Engagement on Executive Compensation](#).

### **Adoption of Proxy Access**

As a result of our stockholder engagement efforts described above and our commitment to good corporate governance, in March 2018 we adopted a proxy access bylaw, enabling our eligible stockholders to include their own director nominees in our proxy materials along with candidates nominated by the Board, so long as such stockholder-nominees meet certain requirements, as set forth in our amended bylaws and summarized below.

An eligible stockholder, or eligible group of no more than 20 stockholders, may include director nominees in the company's proxy materials for our annual meetings of stockholders for a maximum number of director nominees not to exceed 20% of the number of directors then in office. To be eligible, such stockholder, or group of stockholders, must, among other requirements:

have owned shares of common stock equal to at least 3% of the aggregate issued and outstanding shares of common stock of the company continuously for at least the prior three (3) years;

represent that such shares were acquired in the ordinary course of business and not with the intent to change or influence control at the company and that such stockholder or group does not presently have such intent; and

provide a notice requesting the inclusion of director nominees in the company's proxy materials and provide other required information to the company not earlier than 150 days nor later than 120 days prior to the first anniversary of the date of mailing of the notice for the preceding year's annual meeting of stockholders (with adjustments if the date for the upcoming annual meeting of stockholders is advanced or delayed by more than 30 days from the anniversary date of the prior year's annual meeting).

Additionally, all director nominees submitted through these provisions must be independent (pursuant to the requirements under the rules of the primary stock exchange on which the common stock of the company is listed, the SEC and any publicly disclosed standards used by the Board of Directors, as well as the audit committee and compensation committee independence requirements under the rules of the primary stock exchange on which the common stock of the company is listed) and meet specified additional criteria. Stockholders will not be entitled to utilize this proxy access right at an annual meeting if the company receives notice through its traditional, advanced-notice bylaw provisions that a stockholder intends to nominate a director at such meeting. The foregoing proxy access right is subject to additional eligibility, procedural and disclosure requirements set forth in our bylaws. See also Other Matters Director Nominees (Proxy Access).

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### **Our Board of Directors Role in Risk Oversight**

While risk management is primarily the responsibility of our senior management team, our Board of Directors plays an active role in overseeing management's processes and controls to address our company's risks. The committees of our Board of Directors assist the full Board in such risk oversight on the specific matters within the purview of each committee: the Audit Committee on financial risks; the Compensation Committee on risks relating to executive compensation arrangements; the Finance Committee on risks relating to our capital structure and strategies; and the Nominating and Corporate Governance Committee on reputational and corporate governance risks, including potential conflicts of interest and director independence. While each committee assumes certain responsibilities for evaluating certain risks and overseeing management's plan regarding such risks, the full Board of Directors keeps itself regularly informed regarding such risks through committee reports and otherwise.

Our company's senior management team reports to our Board of Directors on the company's tenant base, leverage policies, any material litigation, compliance with applicable REIT rules, cybersecurity, and other risk-related matters. Our Chief Information Officer presents a cybersecurity update at each quarterly Audit Committee meeting and cybersecurity is an area reviewed by internal audit testing. In addition, members of our Board of Directors routinely meet with members of senior management in connection with our business generally, matters submitted for review or approval by our Board, and related risks.

In addition to our Board of Directors' review of risks applicable to our company generally, the Board conducts an annual self-assessment in order to evaluate performance for the purpose of improving Board and committee processes and effectiveness. See [Information About Our Board of Directors and its Committees](#) Board of Directors and Committee Self-Evaluations.

We maintain a Disclosure Committee consisting of certain executives and senior employees. Our Disclosure Committee meets at least quarterly and additionally as often as circumstances dictate to ensure the accuracy, completeness and timeliness of our disclosure statements, and to evaluate the effectiveness of the design and operation of our disclosure controls and procedures. The purpose of our Disclosure Committee brings employees from our core business lines together with employees involved in the preparation of our financial statements to consider the information required to be disclosed to the company's stockholders, the SEC and the investment community. Our Disclosure Committee reports to our Chief Executive Officer and Chief Financial Officer and its findings are shared with the Audit Committee.

### **Executive Sessions of Independent Directors**

The independent members of our Board of Directors meet in executive session after each regularly scheduled meeting of our Board of Directors without the presence of any persons who are part of our management. The executive sessions are chaired by our Lead Independent Director.

### **Director Attendance at Annual Stockholders Meetings**

We encourage each member of our Board of Directors to attend each annual stockholders meeting in person, and all such members did so in 2017, as in prior years.

### **Audit Committee Financial Experts**

Our Board of Directors has determined that each of the members of our Audit Committee, S. Michael Giliberto, Leslie D. Biddle and Thomas J. DeRosa, is an audit committee financial expert as defined in Item 407(d)(5) of SEC Regulation S-K, and that each of them is independent as such term is defined by the applicable rules of the SEC and NYSE.

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**Communications with Our Board of Directors**

We have a process by which stockholders and/or other parties may communicate with our Board of Directors, our independent directors as a group, or our individual directors by e-mail or regular mail. Any such communication may be made anonymously. All communications by e-mail should be sent to Investor Relations at [ir@empirestaterealtytrust.com](mailto:ir@empirestaterealtytrust.com). Communications sent by regular mail should be sent to the attention of the Board of Directors, the Independent Directors, the Lead Independent Director, any of the Chairs of the Audit Committee, Compensation Committee, Finance Committee, or Nominating and Corporate Governance Committee, in each instance in care of the company's Chief Financial Officer at the company's office at 111 West 33<sup>rd</sup> Street, 12