COUSINS PROPERTIES INCORPORATED

CORPORATE GOVERNANCE GUIDELINES

(As adopted by the Board of Directors on July 26, 2022)

Introduction

The following Corporate Governance Guidelines (the "Guidelines") have been adopted as guidelines and principles for the conduct of the Board of Directors (the "Board") of Cousins Properties Incorporated (the "Company"). They reflect the Board's commitment to monitoring the effectiveness of decision-making at the Board and management level and ensuring adherence to good corporate governance principles, all with a goal of enhancing stockholder value over the long term. In fulfilling this commitment, the Board may also, when it deems appropriate, consider the interests of its other stakeholders, and interested parties, including its employees, customers, suppliers, creditors, local communities, and the public at large.

The Guidelines should be interpreted in the context of all applicable laws and regulations and the Company's articles of incorporation and bylaws. The Guidelines are statements of policy which are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are not intended to supersede or interpret any federal or state law, rule, or regulation, including federal law, the Georgia Business Corporation Code, the New York Stock Exchange, or the Company's articles of incorporation or bylaws.

The Guidelines are subject to periodic review by the Nominating & Governance Committee (the "Governance Committee") of the Board. The Guidelines are subject to modification, and the Board may, in the exercise of its discretion, deviate from these Guidelines from time to time as the Board may deem appropriate or as required by applicable laws and regulations.

The Board of Directors

The Board is elected each year by the stockholders of the Company. It represents the interests of all stockholders, as owners of the Company, in optimizing long-term value by overseeing management's performance on the stockholders' behalf. The Board works to accomplish this objective by supporting management in the business and operations of the Company, by reviewing proposed new developments and evaluating significant new business opportunities, and by providing strategic oversight and direction to management.

Primary Functions of the Board

The primary function of the Board is to exercise its business judgment in what it reasonably believes to be the best interests of the Company and its stockholders. In carrying out its responsibilities, the Board acts as an advisor to management and oversees management's performance. The Board periodically reviews the Company's long-term strategic plans, proposed new projects, new business initiatives, and project performance. In discharging these responsibilities and duties, the Board may call on management and outside advisors and auditors to provide advice, counsel, and other assistance. However, it is management's responsibility to

manage the day-to-day operations of the Company. The Board believes that, as a general matter, management speaks for the Company in any interaction with third parties.

Members of the Board of Directors

The Bylaws of the Company provide that the Board will consist of not less than three (3) nor more than twelve (12) members. The Governance Committee will periodically evaluate and review the Board's organization, including its size, and make any recommendations to the Board, as appropriate. In addition, the Governance Committee will periodically review with the Board the minimum qualifications and other appropriate skills and characteristics required of Board members in the context of the composition of the Board and its committees at that time.

The Board places a high priority on the vitality and experience of its members and in the discharge of the Board's responsibilities. The Board and the Governance Committee will, from time to time, review the experience and characteristics appropriate for Board members and director candidates in light of the Board's composition at the time, and the skills and expertise needed for effective operation of the Board and its committees. The Governance Committee will identify and recommend to the Board candidates for director in accordance with the policies, procedures and criteria established by the Governance Committee and the Board from time to time. When formulating its recommendations, the Governance Committee will also consider advice and recommendations from others as it deems appropriate. The Board will also consider any director candidates that are submitted for election by the stockholders at the annual stockholders' meeting. At a minimum, director candidates will be selected on the following criteria:

- demonstrated integrity and judgment;
- ability to make independent analytical inquiries;
- willingness and ability to devote adequate time and resources to diligently perform Board duties;
- appropriate and relevant business experience and acumen; and
- reputation, both personal and professional, consistent with the image and reputation of the Company.

The Board is committed to a diverse membership, in terms of both the individuals involved and their various experiences, skills, backgrounds and areas of expertise. When searching for potential new candidates for Board membership, the Governance Committee shall endeavor to include candidates who reflect diverse backgrounds in the pool from which nominees are chosen. Further, any third-party firms or consultants used to compile a pool of candidates will be requested to include such individuals. For purposes of Board composition, "diversity" includes, but is not limited to, differences in business experience, age, gender, ethnicity, race, national origin, and geographic background.

A majority of the directors must be independent, as determined by the Board in accordance with the Company's Director Independence Standards, which incorporate the criteria for independence of directors established by the New York Stock Exchange (such directors are referred to herein as the "Independent Directors").

Directors are encouraged to limit the number of other boards on which they serve, given their time commitment to the Company's Board and its committees. Non-executive directors may not serve on more than three (3) other boards of publicly traded companies in addition to the Company's Board (for a total of four (4) public company boards), and the CEO of the Company may not serve on the board of more than one (1) other public company (for a total of two (2) public company boards). Members of the Audit Committee may not serve on more than two (2) other public company audit committees (for a total of three (3) public company audit committees). A director should advise the Chair of the Board and the chair of the Governance Committee prior to accepting an invitation to serve on the board of another public company, and obtain the approval of the Governance Committee to continue service on the Company's Board or one of its committees in addition to that of the other public company. Directors are also asked to make the Governance Committee aware of any appointment to the audit committee or compensation committee of a public company board; and any other change that could impact the analysis of that director's independence or the ability to serve the Company. The Governance Committee will review the information provided to assess any possible conflicts of interest or impacts on the director's independence and to ensure that new demands on the director's time will not detract from his or her ability to serve the Company.

Chair of the Board/Lead Director

The Board designates a director to serve as Chair of the Board. At the discretion of the Board, the Chair may be a non-executive Chair or may be an officer of the Company. In the event the Company has an executive Chair of the Board, the Independent Directors, by majority vote, will select a Lead Director from among the Independent Directors serving on the Company's Board.

A non-executive Chair, as a non-management director (meaning directors who are not "officers," as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934), or Lead Director, as applicable, serves as the focal point of communication to the Board regarding management plans and initiatives, and he or she ensures that the role between board oversight and management operations is respected. The non-executive Chair or Lead Director, as applicable, also provides the medium for informal dialogue with and between Independent Directors, allowing for free and open communication with that group. In addition, the Chair or Lead Director will serve as the communication conduit for third parties who wish to communicate with the Board. Executive management has the primary responsibility to establish policies concerning the Company's communications with investors, the press, customers, suppliers, and employees.

The responsibilities of the non-executive Chair include:

- providing leadership to the Board and facilitating communication among the directors;
- acting as liaison between the non-management directors and the company's management;
- facilitating the flow of information between the Company's management and directors on a regular basis;

- setting Board meeting agendas in consultation with the Chief Executive Officer;
- serving as an ex-officio member of each Board committee;
- presiding at Board meetings, Board executive sessions and stockholder meetings; and
- providing input to the Governance Committee in connection with the Chief Executive Officer evaluation process, the Board's annual self-evaluation, management succession planning and committee composition and leadership.

The responsibilities of the Lead Director (if the Company has an executive Chair) include:

- providing input on Board meeting agendas;
- calling meetings of Independent Directors; and
- preside at meetings of Independent Directors.

Board Effectiveness and Refreshment

Changed Circumstances Policy

If a director's principal occupation or business association changes or if a director assumes significant additional business responsibilities from that which he or she held since most recently elected (or re-elected) to the Board, such director shall promptly inform the Chair of the Board of such change and the Governance Committee shall determine whether it is appropriate for such director to continue to serve on the Board. The director shall be expected to act in accordance with the Governance Committee's recommendation in this regard.

In addition, if a director ceases to be independent following a determination that he or she no longer meets the Company's definition of an independent director under the Company's Director Independence Standards, such director must offer to resign from the Board effective as of the date of such change in position or status. The Governance Committee will assess the situation and review the continued appropriateness of Board membership under the changed circumstances. The Governance Committee will make a recommendation to the Board, and the Board will determine whether to accept or reject the resignation in light of the changed circumstances.

Director Retirement Policy

No person shall be eligible for nomination for election or re-election as a director if he or she will be 75 or older upon his or her election or re-election, unless the Board, upon the recommendation of the Governance Committee, determines that due to unique or extenuating circumstances it is in the best interests of the Company and its stockholders to waive such limitation. In addition, the Board shall not fill a vacancy on the Board with a person if he or she will be 75 or older upon his or her appointment, unless the Board, upon the recommendation of the Governance Committee,

determines that due to unique or extenuating circumstances it is in the best interests of the Company and its stockholders to waive such limitation.

Director Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies, objectives, and industry over a significant period of time. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these Guidelines.

Majority Voting Resignation Policy

The Company's Bylaws provide for majority voting in uncontested director elections. Accordingly, if a director fails to receive a sufficient number of votes for re-election at an Annual Meeting, the director must offer to tender his or her resignation to the Board. The Governance Committee will act on an expedited basis to determine whether it is advisable to accept the director's resignation and will submit a recommendation for prompt consideration by the Board. The Board will determine whether to accept such resignation as provided in the Company's Bylaws. The Board expects that a director whose resignation is under consideration shall abstain from participating in any decision regarding his or her resignation. If the resignation is not accepted, the director will continue to serve until the next annual meeting and until the director's successor is duly qualified and elected or until the director's earlier resignation or removal. The Governance Committee and the Board may consider any facts they deem relevant in deciding whether to accept a director's resignation.

Board Operations

The Board has four (4) regular meetings each year and such special meetings as are deemed necessary, and directors are expected to attend all Board meetings and meetings of the committees of the Board on which they serve. Regularly scheduled Board and committee meetings shall be scheduled in advance throughout the year. Directors are expected to make every reasonable effort to attend all such meetings in person, it being recognized that attendance by telephone or other communication equipment by means of which all person participating in the meeting can hear each other may be necessary in limited cases of unavoidable conflicts. In addition, all directors are expected to attend all annual meetings of stockholders in person unless doing so is impracticable due to unavoidable conflicts. If a director attends a non-telephonic meeting by telephone or other communication equipment by means of which all person participating in the meeting can hear each other, such director shall be deemed to have attended the meeting for the purposes of determining whether a quorum exists and for voting purposes. However, a director may not send a representative with a proxy to vote on his or her behalf if such director is not able to attend a scheduled meeting, either in person or telephonically.

Material presented at any Board meeting shall be distributed to the entire Board in writing a sufficient time in advance of the meeting to allow for meaningful review, although the Board

recognizes that this timing may not be possible in exceptional circumstances where the Board needs to meet on short notice or in order to preserve the confidential or sensitive nature of certain information. Materials to be presented by management should be concise and to the point while still communicating the important information. The Chair of the Board or the chair of each committee, as applicable, shall attempt to ensure that adequate time is provided in each meeting for full discussion of important items. Each director should sufficiently review and familiarize himself or herself with the materials presented in advance of meetings and the Company's general business and operations to permit meaningful discussion at such meetings. Directors are encouraged to make inquiries about potential problems that come to their attention and follow up until they are satisfied that management is addressing them appropriately.

Directors may rely in good faith on the official records of the Company and upon Board committees, management, associates, professional advisors, and any other person as to matters the directors reasonably believe are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

The non-management directors will meet without management present at such times as such non-management directors deem appropriate. The non-executive Chair or Lead Director, as applicable, will chair these executive sessions. Each director shall have the right to call an executive session. In addition, at least once per year an executive session shall be held with only non-management directors present. The Independent Directors may meet without management present at such other times as the non-executive Chair or Lead Director, as applicable, may determine to be appropriate.

Any interested party may communicate with the Chair of the Board, Lead Director or the Independent Directors by sending a letter addressed as follows:

Cousins Properties Incorporated
3344 Peachtree Road, NE
Suite 1800
Atlanta, GA 30326
Attention: Non-Executive Chair of the Board or Lead Director

Concerns relating to accounting, internal controls, audit matters, fraud, or unethical behaviors may also be reported through the Company's ethics hotline at 1-844-862-7983 or *www.cousins.ethicspoint.com.*

All correspondence received is opened and screened for security purposes and is then entered into a log for tracking purposes. The Corporate Secretary of the Company reviews such correspondence and provides the Board at each of its regularly scheduled meeting with a summary of all such correspondence and a copy of any correspondence that, in the opinion of the Corporate Secretary, deals with the functions of the Board or the standing committees of the Board or that otherwise requires their attention. Correspondence relating to accounting, internal controls, or auditing matters is immediately brought to the attention of the Company's internal audit department and handled in accordance with procedures established by the Audit Committee with respect to such matters. All communications are treated confidentially, and stockholders can remain anonymous when communicating their concerns.

Board members have full access to officers and employees of the Company and to information about the Company's operations. Directors shall use their judgment to ensure that all contacts with management or employees are not distracting to the business operation of the Company. The Chief Executive Officer or Corporate Secretary of the Company will, as deemed necessary or advisable by the Board, assist in arranging and facilitating meetings of the Board with the Company's independent advisors, including its outside legal counsel, independent auditing firm and other external advisors. Management typically makes a presentation about the Company's business activities, prospects and proposed projects or investments at each regular Board meeting. Other members of management participate in Board meetings as appropriate. In addition, the Board, the Audit Committee, the Compensation & Human Capital Committee (the "Compensation Committee") and the Governance Committee each have the authority to retain advisors, including outside counsel, as it may deem necessary and appropriate, without obtaining approval for such engagements from the Board or any member of management.

The Board, in consultation with the Governance Committee, conducts an annual self-evaluation in order to determine whether the Board and its committees are functioning effectively.

Board Committees

The Board has established five (5) standing committees: the Audit Committee, the Compensation Committee, the Governance Committee, the Sustainability Committee, and the Executive Committee. The Board may, from time to time, and upon the recommendation of the Governance Committee, establish or maintain additional committees (including combining two or more of these committees) or to abolish or suspend any committees whose existence is not required by the rules of the New York Stock Exchange or the Securities and Exchange Commission. The Audit Committee, the Compensation Committee, and the Governance Committee are composed solely of Independent Directors as determined by the Board in accordance with the Company's Director Independence Standards, but it is not anticipated that all Independent Directors will serve on each of these required committees. Committees receive authority exclusively through delegation from the Board, and their roles are defined by the Company's Bylaws and by committee charters adopted by the Board. The Governance Committee, after considering the skills and qualifications of Board members and in consultation with the Chief Executive Officer, the Chair of the Board, or the Lead Director, will periodically review committee assignments and make recommendations to the Board for rotations of assignments and appointment of chairs, as appropriate.

Each of the Audit Committee, Compensation Committee, Governance Committee, and Sustainability Committee shall, and each other committee of the Board may, have its own charter which shall set forth the purposes, goals and responsibilities of the committee, committee member qualifications, committee member appointment and removal, committee structure and operations and committee reporting to the Board. Each committee charter shall also provide for an annual performance evaluation of the committee as a unit.

The chair of each committee, in consultation with management and the other committee members, will develop or approve the agenda for each meeting and will determine the frequency and length of the committee meetings consistent with that committee's charter, the needs of the Company, and the legal, regulatory, accounting, or governance principles applicable to that committee's function. The agendas, materials and meeting minutes of the committees shall be available to all

directors upon request. The chair of each committee will report on the proceedings of such committee meeting to the Board, when requested by the Board and in accordance with such committee's charter.

Compensation of Directors

From time to time, the Compensation Committee, with the assistance of management, will review the compensation of non-management directors and will make recommendations to the Board with respect to the form and amount of compensation, at such times and as the Compensation Committee deems advisable. In determining the form and amount of director compensation, the Board shall consider all relevant factors including the effort and time required of directors, the annual performance evaluation of the Board, the impact of compensation on a director's actual or perceived independence, and periodic reports of senior management or consultants to the Compensation Committee on the status of the Company's director compensation as compared to compensation of directors of comparable peer companies. In addition, in order to align the non-management directors' interests with the interests of the stockholders, a portion of each non-management director's compensation is paid in the form of equity-based compensation. Executive officers shall not receive any additional compensation for their service as directors.

Management Succession Planning

The Governance Committee is responsible for the oversight of the Company's succession planning. Periodically, as requested, the Chief Executive Officer will review management development and succession planning with the Governance Committee. The Governance Committee will oversee a process to evaluate the qualities and characteristics of an effective Chief Executive Officer, and if appropriate, the Board will establish a committee to assist it in evaluating potential successors to the Chief Executive Officer.

The Chief Executive Officer shall also review periodically with the Independent Directors the potential succession arrangements for other key members of the senior management of the Company.

Executive Compensation

The Compensation Committee, which is comprised entirely of Independent Directors, has the responsibility for maintaining an executive compensation program designed to attract, motivate, and retain the most highly talented and experienced leadership for the Company, in a competitive and dynamic real estate marketplace. The Compensation Committee is responsible for reviewing and approving those corporate goals and objectives that are relevant to the Chief Executive Officer ("CEO") and all other executive officers, and evaluating the performance of the CEO and the other executive officers in light of those goals and objectives. The Compensation Committee shall review the Company's executive compensation program design to confirm it incentivizes business behaviors and performance that are aligned with long-term stockholders' interests, to ensure that each executive's total compensation is aligned with and a driver of the success of the Company, while also ensuring that the compensation program does not encourage excessive risk-taking.

Director Orientation and Continuing Education

The Governance Committee is responsible for the oversight of a comprehensive director orientation process, which includes comprehensive information regarding the Company's business and operations, its strategic plans, its financial statements and its key policies and procedures, as well as information regarding the industry in which the Company operates and other background material, meetings with senior management and visits to Company offices. Additionally, the Company will periodically provide to all directors materials and briefing sessions on subjects that will assist them in discharging their duties and responsibilities, such as governance updates, legal requirements, accounting developments and other relevant topics.

Board's Role in Risk Management Oversight

It is the Board's role to provide oversight of the Company's risk management processes. The Board delegates some of its risk oversight role to each of the Audit Committee, the Compensation Committee, the Governance Committee, and the Sustainability Committee.

- The Audit Committee is responsible for discussing the Company's financial risk assessment with management, as well as the oversight of the Company's corporate compliance programs, cybersecurity concerns (including data privacy risk management), and the internal audit function.

- The Compensation Committee is responsible for oversight of the Company's incentive compensation arrangements to confirm that incentive compensation is competitive but does not encourage excessive risk-taking.

- The Governance Committee is responsible for oversight of the Company's governance principles and policies that should apply to the Company.

- The Sustainability Committee is responsible for oversight of the Company's sustainability initiatives, goals, and reporting, including initiatives related to climate change and resilience.

Board's Interaction with the Company's Stakeholders and the Public

The Board believes that management speaks for the Company and the Chair speaks for the Board. From time to time, it may be desirable for individual Board members, at the request of management, to meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chair.

Confidentiality, Conduct and Ethics Standards for Directors

Each director shall keep confidential the deliberations of the Board and its committees, and any confidential or non-public information received or learned in connection with his or her service as a director. Directors are subject to applicable provisions of the Company's Code of Business Conduct and Ethics ("Code of Ethics"), which includes its Insider Trading Policy and policies regarding whistleblowers. The Code of Ethics can be found on the Company's website.

Conflicts of Interest

Each director owes his or her primary duty of loyalty to the Company. Consistent with the Company's Code of Ethics, each director should inform the Board of any actual or potential conflict of interest and, if necessary or appropriate, recuse him or herself from any discussions involving such matters.

Non-management directors must disclose to the Company's General Counsel any proposed arrangement in which they, or one of their immediate family members, may work for, be a consultant to, advise, serve on the board of, perform services for, or otherwise be affiliated with a supplier, vendor, or service provider of the Company. The General Counsel will then analyze the arrangements in light of the Company's conflict of interest, independence, and disclosure requirements and in accordance with applicable law. In addition, the Audit Committee will review proposed business transactions between the Company and any director or immediate family member, or other situations involving a material conflict of financial interest between the Company and a director, and will provide direction to management as to whether such proposed transaction should be consummated and as to how it should be structured. Even if a relationship is approved, directors must not participate in any matter affecting the business relationships or transactions between the Company and the other entity.

Recommended Stock Ownership Guidelines and Holding Period for Equity Awards

Non-Management Directors

The Board believes it is important to align the interests of the directors with those of the stockholders and for directors to hold equity ownership positions in the Company. Accordingly, the Board expects each non-management director to own or to acquire, within five (5) years of first becoming a director, shares of the common stock of the Company having a market value of at least five times (5x) the annual cash retainer payable to non-management directors (excluding any retainer paid for service as a chair). Each non-management director, until such director complies with the ownership guidelines set forth above, is expected to retain all equity awards granted by the Company (less amounts sufficient to fund any taxes owed relating to such equity awards). For purposes of these ownership guidelines, the market price of the common stock of the Company used to value such equity shall be the greater of (1) the market price on the date of purchase or grant of such equity; or (2) the market price as of the date of compliance with these ownership guidelines is measured. Compliance with these ownership guidelines will be measured as of the end of each fiscal year.

The Board also expects each non-management director to hold, for a period of at least eight (8) months, all of the net after-tax portion of the shares of common stock of the Company that are granted to the non-management directors through the Company's director compensation program, including shares of common stock granted to the director, at the director's election, in lieu of cash fees otherwise payable for services as a director. This holding period will continue to apply even after the required stock ownership guidelines described above have been met by each non-management director.

Any director who is prohibited by law or by applicable regulation of his or her employer from owning equity in the Company shall be exempt from the requirements to hold equity interests in the Company. The Board recognizes that exceptions to this policy may be necessary or appropriate in individual cases and the chair of the Governance Committee may approve such exceptions from time to time as he or she deems appropriate.

Executive Officers of the Company

Executive officers of the Company are encouraged to hold significant equity interests in the Company. The Board expects each executive officer of the Company to own or to acquire, within five years of appointment to such officer position, shares of the common stock of the Company having a market value of a multiple of his or her base salary as indicated below:

- Chief Executive Officer 4.0x
- President (if not also CEO) 3.0x
- Executive Vice Presidents 2.0x
- All Other Executive Officers 1.0x

Compliance with these ownership guidelines will be measured as of the end of each fiscal year.

The Board also expects each executive officer of the Company to hold, for a period of at least 24 months after vesting, 50% of the net after-tax portion of the restricted stock awards and restricted share unit awards settled in shares of Company common stock that are granted through the Company's executive compensation program. This holding period will continue to apply even after the required stock ownership guidelines described above have been met by each executive officer.

In consultation with the Governance Committee, the Board shall maintain and periodically review (and revise as necessary) a "clawback" policy for compensation based on financial results of the Company, including recommendations regarding the Company's pursuit of any recoupment following a restatement, in accordance with any applicable standards, rules, regulations or laws regarding clawback policies. The Board's current policy is to permit the Company to seek to recover incentive-based compensation from any current or former executive officer who received incentive-based compensation during the three-year period preceding the date on which the Company is required to restate any previously issued financial statements due to material noncompliance with any financial reporting requirement under federal securities laws.

The Board recognizes that exceptions to this policy may be necessary or appropriate in individual cases and the chair of the Governance Committee may approve such exceptions from time to time as he or she deems appropriate.

Qualifying Holdings

The following will count toward the director and executive officer stock ownership requirements:

- Shares purchased on the open market;

- Shares owned outright by the director or officer, or by members of his or her immediate family residing in the same household, whether held individually or jointly;

- Restricted stock, restricted share units, LTIPs and any other equity vehicle received pursuant to the Company's LTI plans, whether or not vested; and

- Shares held in trust for the benefit of the director or officer or his or her immediate family, or by a family limited partnership or other similar arrangement.

We prohibit all employees, including our executive officers, and directors from engaging in short sales and derivative transactions, purchasing our securities on margin, and pledging our securities as collateral for a loan.

Frequency of Stockholder Advisory Votes on Executive Compensation

The Company will annually conduct a stockholder advisory vote on the Company's executive compensation.

Administration

The Governance Committee (with the active participation of the non-executive Chair of the Board or Lead Director, as applicable, and the Chief Executive Officer) shall have general responsibility for the Company's approach to corporate governance matters and shall periodically review these Guidelines and, when appropriate, recommend changes for consideration by the Board.

Publication of Corporate Governance Guidelines and Committee Charters

The Company will publish these Guidelines and the charters of the Audit Committee, the Compensation Committee and the Governance Committee and make them available upon request as required by the listing standards of the New York Stock Exchange and applicable rules of the Securities and Exchange Commission.

These Guidelines amend in their entirety and replace the existing Corporate Governance Guidelines as heretofore in effect.

July 26, 2022