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

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended March 31, 2022

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from to

Brandywine Realty Trust
Brandywine Operating Partnership, L.P.
(Exact name of registrant as specified in its charter)

Registrant's telephone number, including area code (610) 325-5600

Maryland		
(Brandywine Realty Trust)	**001-9106**	**23-2413352**
Delaware		
(Brandywine Operating Partnership, L.P.)	**000-24407**	**23-2862640**
(State or Other Jurisdiction of Incorporation or Organization)	(Commission file number)	(I.R.S. Employer Identification Number)

2929 Arch Street
Suite 1800
Philadelphia, PA 19104
(Address of principal executive offices) (Zip Code)

(610) 325-5600
(Registrant's telephone number, including area code)

Securities registered pursuant to section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares of Beneficial Interest	BDN	NYSE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Brandywine Realty Trust	Yes ☒ No ☐
Brandywine Operating Partnership, L.P.	Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Brandywine Realty Trust	Yes ☒ No ☐
Brandywine Operating Partnership, L.P.	Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Brandywine Realty Trust:

Large accelerated filer	☒	Accelerated filer ☐	Non-accelerated filer ☐
Smaller reporting company	☐	Emerging growth company	☐

Brandywine Operating Partnership, L.P.:

Large accelerated filer ☐	Accelerated filer ☐	Non-accelerated filer	☒
Smaller reporting company ☐	Emerging growth company	☐	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Brandywine Realty Trust	Yes	☐	No ☒
Brandywine Operating Partnership, L.P.	Yes	☐	No ☒

A total of 171,383,912 Common Shares of Beneficial Interest, par value $0.01 per share of Brandywine Realty Trust, were outstanding as of April 19, 2022.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended March 31, 2022 of Brandywine Realty Trust (the “Parent Company”) and Brandywine Operating Partnership L.P. (the “Operating Partnership”). The Parent Company is a Maryland real estate investment trust, or REIT, that owns its assets and conducts its operations through the Operating Partnership, a Delaware limited partnership, and subsidiaries of the Operating Partnership. The Parent Company, the Operating Partnership and their consolidated subsidiaries are collectively referred to in this report as the “Company”. In addition, as used in this report, terms such as “we”, “us”, and “our” may refer to the Company, the Parent Company, or the Operating Partnership.

The Parent Company is the sole general partner of the Operating Partnership and, as of March 31, 2022, owned a 99.7% interest in the Operating Partnership. The remaining 0.3% interest consists of common units of limited partnership interest issued by the Operating Partnership to third parties in exchange for contributions of properties to the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has full and complete authority over the Operating Partnership’s day-to-day operations and management.

Management operates the Parent Company and the Operating Partnership as one enterprise. The management of the Parent Company consists of the same members as the management of the Operating Partnership.

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have significant assets other than its investment in the Operating Partnership. Therefore, the assets and liabilities of the Parent Company and the Operating Partnership are the same on their respective financial statements. The separate discussions of the Parent Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company's operations on a consolidated basis and how management operates the Company.

The Company believes that combining the quarterly reports on Form 10-Q of the Parent Company and the Operating Partnership into a single report will:

- facilitate a better understanding by the investors of the Parent Company and the Operating Partnership by enabling them to view the business as a whole in the same manner as management views and operates the business;
- remove duplicative disclosures and provide a more straightforward presentation in light of the fact that a substantial portion of the disclosure applies to both the Parent Company and the Operating Partnership; and
- create time and cost efficiencies through the preparation of one combined report instead of two separate reports.

There are few differences between the Parent Company and the Operating Partnership, which are reflected in the footnote disclosures in this report. The Company believes it is important to understand the differences between the Parent Company and the Operating Partnership in the context of how these entities operate as an interrelated consolidated company. The Parent Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing equity from time to time (and contributing the net proceeds of such issuances to the Operating Partnership) and guaranteeing the debt obligations of the Operating Partnership. The Operating Partnership holds substantially all the assets of the Company, including the Company's ownership interests in the real estate ventures described below. The Operating Partnership conducts the operations of the Company’s business and is structured as a partnership with no publicly traded equity. Except for net proceeds from equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required by the Company’s business through the Operating Partnership’s operations, by the Operating Partnership’s incurrence of indebtedness (directly and through subsidiaries) and through the issuance of partnership units of the Operating Partnership or equity interests in subsidiaries of the Operating Partnership.

The equity and non-controlling interests in the Parent Company and the Operating Partnership’s equity are the main areas of difference between the consolidated financial statements of the Parent Company and the Operating Partnership. The common units of limited partnership interest in the Operating Partnership are accounted for as partners’ equity in the Operating Partnership’s financial statements while the common units of limited partnership interests held by parties other than the Parent Company are presented as non-controlling interests in the Parent Company’s financial statements. The differences between the Parent Company and the Operating Partnership’s equity relate to the differences in the equity issued at the Parent Company and Operating Partnership levels.

To help investors understand the significant differences between the Parent Company and the Operating Partnership, this report presents the following as separate notes or sections for each of the Parent Company and the Operating Partnership:

- Consolidated Financial Statements; and
- Notes to the Parent Company's and Operating Partnership's Equity.

This report also includes separate Item 4. (Controls and Procedures) disclosures and separate Exhibit 31 and 32 certifications for each of the Parent Company and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that the Parent Company and Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. § 1350.

In order to highlight the differences between the Parent Company and the Operating Partnership, the separate sections in this report for the Parent Company and the Operating Partnership specifically refer to the Parent Company and the Operating Partnership. In the sections that combine disclosures of the Parent Company and the Operating Partnership, this report refers to such disclosures as those of the Company. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and real estate ventures and holds assets and incurs debt, reference to the Company is appropriate because the business is one enterprise and the Parent Company operates the business through the Operating Partnership.

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Filing Format

This combined Form 10-Q is being filed separately by Brandywine Realty Trust and Brandywine Operating Partnership, L.P.

PART I - FINANCIAL INFORMATION

Item 1. — Financial Statements

BRANDYWINE REALTY TRUST
CONSOLIDATED BALANCE SHEETS
(unaudited, in thousands, except share and per share information)

	March 31, 2022	December 31, 2021
ASSETS		
Real estate investments:		
Operating properties	$ 3,517,995	$ 3,472,602
Accumulated depreciation	(980,860)	(957,450)
Right of use asset - operating leases, net	20,150	20,313
Operating real estate investments, net	2,557,285	2,535,465
Construction-in-progress	283,323	277,237
Land held for development	94,411	114,604
Prepaid leasehold interests in land held for development, net	27,762	27,762
Total real estate investments, net	2,962,781	2,955,068
Assets held for sale, net	25,205	562
Cash and cash equivalents	39,306	27,463
Accounts receivable	14,214	11,875
Accrued rent receivable, net of allowance of $4,081 and $4,133 as of March 31, 2022 and December 31, 2021, respectively	170,275	167,210
Investment in unconsolidated real estate ventures	461,389	435,506
Deferred costs, net	87,652	86,862
Intangible assets, net	25,580	28,556
Other assets	148,493	133,094
Total assets	$ 3,934,895	$ 3,846,196
LIABILITIES AND BENEFICIARIES' EQUITY		
Unsecured credit facility	$ 156,000	$ 23,000
Unsecured term loan, net	249,738	249,608
Unsecured senior notes, net	1,580,845	1,580,978
Accounts payable and accrued expenses	130,073	150,151
Distributions payable	32,814	32,765
Deferred income, gains and rent	24,758	23,849
Intangible liabilities, net	12,085	12,981
Lease liability - operating leases	23,014	22,962
Other liabilities	49,705	48,683
Total liabilities	$ 2,259,032	$ 2,144,977
Commitments and contingencies (See Note 15)		
Brandywine Realty Trust's Equity:		
Common Shares of Brandywine Realty Trust's beneficial interest, $0.01 par value; shares authorized 400,000,000; 171,383,912 and 171,126,257 issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	1,714	1,712
Additional paid-in-capital	3,147,231	3,146,786
Deferred compensation payable in common shares	19,386	18,491
Common shares in grantor trust, 1,185,541 and 1,169,703 issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	(19,386)	(18,491)
Cumulative earnings	1,128,465	1,122,372
Accumulated other comprehensive income (loss)	1,920	(2,020)
Cumulative distributions	(2,611,294)	(2,578,583)
Total Brandywine Realty Trust's equity	1,668,036	1,690,267
Noncontrolling interests	7,827	10,952
Total beneficiaries' equity	$ 1,675,863	$ 1,701,219
Total liabilities and beneficiaries' equity	$ 3,934,895	$ 3,846,196

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands, except share and per share information)

	Three Months Ended March 31,	
	2022	2021
Revenue		
Rents	$ 115,901	$ 113,484
Third party management fees, labor reimbursement and leasing	5,108	6,651
Other	6,496	634
Total revenue	127,505	120,769
Operating expenses		
Property operating expenses	31,548	28,935
Real estate taxes	13,813	14,761
Third party management expenses	2,557	2,978
Depreciation and amortization	43,782	40,343
General and administrative expenses	10,000	6,584
Total operating expenses	101,700	93,601
Gain on sale of real estate		
Net gain on disposition of real estate	—	74
Net gain on sale of undepreciated real estate	897	1,993
Total gain on sale of real estate	897	2,067
Operating income	26,702	29,235
Other income (expense):		
Interest and investment income	440	1,674
Interest expense	(15,742)	(16,293)
Interest expense - amortization of deferred financing costs	(709)	(709)
Equity in loss of unconsolidated real estate ventures	(4,563)	(6,924)
Net income before income taxes	6,128	6,983
Income tax provision	(27)	(19)
Net income	6,101	6,964
Net income attributable to noncontrolling interests	(8)	(43)
Net income attributable to Brandywine Realty Trust	6,093	6,921
Nonforfeitable dividends allocated to unvested restricted shareholders	(148)	(146)
Net income attributable to Common Shareholders of Brandywine Realty Trust	$ 5,945	$ 6,775
Basic income per Common Share	$ 0.03	$ 0.04
Diluted income per Common Share	$ 0.03	$ 0.04
Basic weighted average shares outstanding	171,294,949	170,624,741
Diluted weighted average shares outstanding	172,888,994	171,636,120

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited, in thousands)

	Three Months Ended March 31,	
	2022	**2021**
Net income	$ 6,101	$ 6,964
Comprehensive income:		
Unrealized gain on derivative financial instruments	3,764	910
Amortization of interest rate contracts (1)	188	188
Total comprehensive income	3,952	1,098
Comprehensive income	10,053	8,062
Comprehensive income attributable to noncontrolling interest	(20)	(49)
Comprehensive income attributable to Brandywine Realty Trust	$ 10,033	$ 8,013

(1) Amounts reclassified from comprehensive income to interest expense within the Consolidated Statements of Operations.

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENTS OF BENEFICIARIES' EQUITY
(unaudited, in thousands, except number of shares)

	Number of Common Shares	Number of Rabbi Trust/Deferred Compensation Shares	Common Shares of Brandywine Realty Trust's beneficial interest	Additional Paid-in Capital	Deferred Compensation Payable in Common Shares	Common Shares in Grantor Trust	Cumulative Earnings	Accumulated Other Comprehensive Income (Loss)	Cumulative Distributions	Noncontrolling Interests	Total
BALANCE, December 31, 2021	**171,126,257**	**1,169,703**	**$ 1,712**	**$ 3,146,786**	**$ 18,491**	**$ (18,491)**	**$ 1,122,372**	**$ (2,020)**	**$ (2,578,583)**	**$ 10,952**	**$ 1,701,219**
Net income							6,093			8	6,101
Other comprehensive income								3,940		12	3,952
Redemption of LP Units										(4,006)	(4,006)
Share-based compensation activity	277,061	68,540	2	1,653							1,655
Share Issuance from/(to) Deferred Compensation Plan	(19,406)	(52,702)		(249)	895	(895)					(249)
Reallocation of Noncontrolling interest				(959)						959	—
Distributions declared $0.19 per share)									(32,711)	(98)	(32,809)
BALANCE, March 31, 2022	**171,383,912**	**1,185,541**	**$ 1,714**	**$ 3,147,231**	**$ 19,386**	**$ (19,386)**	**$ 1,128,465**	**$ 1,920**	**$ (2,611,294)**	**$ 7,827**	**$ 1,675,863**

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENT OF BENEFICIARIES' EQUITY
(unaudited, in thousands, except number of shares)

	Number of Common Shares	Number of Rabbi Trust/Deferred Compensation Shares	Common Shares of Brandywine Realty Trust's beneficial interest	Additional Paid-in Capital	Deferred Compensation Payable in Common Shares	Common Shares in Grantor Trust	Cumulative Earnings	Accumulated Other Comprehensive Income (Loss)	Cumulative Distributions	Noncontrolling Interests	Total
BALANCE, December 31, 2020	**170,572,964**	**1,160,494**	**$ 1,707**	**$ 3,138,152**	**$ 17,516**	**$ (17,516)**	**$ 1,110,083**	**$ (7,561)**	**$ (2,448,238)**	**$ 10,505**	**$ 1,804,648**
Net income							6,921			43	6,964
Other comprehensive income								1,092		6	1,098
Share-based compensation activity	108,345	12,719		2,502							2,502
Share Issuance from/(to) Deferred Compensation Plan	(18,058)	(61,436)		(198)	142	(142)					(198)
Distributions declared ($0.19 per share)									(32,573)	(187)	(32,760)
BALANCE, March 31, 2021	**170,663,251**	**1,111,777**	**$ 1,707**	**$ 3,140,456**	**$ 17,658**	**$ (17,658)**	**$ 1,117,004**	**$ (6,469)**	**$ (2,480,811)**	**$ 10,367**	**$ 1,782,254**

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE REALTY TRUST
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	Three Months Ended March 31,	
	2022	2021
Cash flows from operating activities:		
Net income	$ 6,101	$ 6,964
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	43,782	40,343
Amortization of deferred financing costs	709	709
Amortization of debt discount/(premium), net	(488)	(488)
Amortization of stock compensation costs	3,280	2,606
Straight-line rent income	(3,149)	(4,085)
Amortization of acquired above (below) market leases, net	(875)	(1,350)
Ground rent expense	205	297
Provision for doubtful accounts	—	253
Net gain on sale of interests in real estate	(897)	(2,067)
Loss from unconsolidated real estate ventures, net of distributions	4,563	6,924
Income tax provision	27	19
Changes in assets and liabilities:		
Accounts receivable	(2,609)	(939)
Other assets	(9,208)	(10,491)
Accounts payable and accrued expenses	(14,550)	4,991
Deferred income, gains and rent	992	1,302
Other liabilities	632	(3,812)
Net cash provided by operating activities	28,515	41,176
Cash flows from investing activities:		
Acquisition of properties	(3,446)	—
Proceeds from the sale of properties	1,481	79
Capital expenditures for tenant improvements	(15,148)	(7,202)
Capital expenditures for redevelopments	(31,942)	(6,339)
Capital expenditures for developments	(30,455)	(6,681)
Advances for the purchase of tenant assets, net of repayments	270	(443)
Investment in unconsolidated real estate ventures	(26,762)	(1,884)
Deposits for real estate	(2,550)	—
Capital distributions from unconsolidated real estate ventures	3,010	3,934
Leasing costs paid	(5,245)	(2,713)
Net cash used in investing activities	(110,787)	(21,249)
Cash flows from financing activities:		
Proceeds from credit facility borrowings	138,000	33,000
Repayments of credit facility borrowings	(5,000)	(20,000)
Exercise of stock options, net	—	(63)
Shares used for employee taxes upon vesting of share awards	(2,103)	(758)
Redemption of limited partnership units	(4,006)	—
Distributions paid to shareholders	(32,604)	(32,516)
Distributions to noncontrolling interest	(157)	(187)
Net cash provided by (used in) financing activities	94,130	(20,524)
Increase/(Decrease) in cash and cash equivalents and restricted cash	11,858	(597)
Cash and cash equivalents and restricted cash at beginning of period	28,300	47,077
Cash and cash equivalents and restricted cash at end of period	$ 40,158	$ 46,480
Reconciliation of cash and cash equivalents and restricted cash:		
Cash and cash equivalents, beginning of period	$ 27,463	$ 46,344
Restricted cash, beginning of period	837	733
Cash and cash equivalents and restricted cash, beginning of period	$ 28,300	$ 47,077
Cash and cash equivalents, end of period	$ 39,306	$ 45,717
Restricted cash, end of period	852	763
Cash and cash equivalents and restricted cash, end of period	$ 40,158	$ 46,480
Supplemental disclosure:		
Cash paid for interest, net of capitalized interest during the three months ended March 31, 2022 and 2021 of $2,186 and $1,421, respectively	$ 9,637	$ 10,106
Cash paid for income taxes	1	1
Supplemental disclosure of non-cash activity:		
Dividends and distributions declared but not paid	32,814	32,763
Change in investment in real estate ventures as a result of deconsolidation	—	32,761
Change in operating real estate from deconsolidation of operating properties	—	(30,073)
Change in other assets as a result of deconsolidation of operating properties	—	(2,688)
Change in capital expenditures financed through accounts payable at period end	(909)	(4,827)
Change in capital expenditures financed through retention payable at period end	(1,475)	(3,752)

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED BALANCE SHEETS
(unaudited, in thousands, except unit and per unit information)

	March 31, 2022	December 31, 2021
ASSETS		
Real estate investments:		
Operating properties	$ 3,517,995	$ 3,472,602
Accumulated depreciation	(980,860)	(957,450)
Right of use asset - operating leases, net	20,150	20,313
Operating real estate investments, net	2,557,285	2,535,465
Construction-in-progress	283,323	277,237
Land held for development	94,411	114,604
Prepaid leasehold interests in land held for development, net	27,762	27,762
Total real estate investments, net	2,962,781	2,955,068
Assets held for sale, net	25,205	562
Cash and cash equivalents	39,306	27,463
Accounts receivable	14,214	11,875
Accrued rent receivable, net of allowance of $4,081 and $4,133 as of March 31, 2022 and December 31, 2021, respectively	170,275	167,210
Investment in unconsolidated real estate ventures	461,389	435,506
Deferred costs, net	87,652	86,862
Intangible assets, net	25,580	28,556
Other assets	148,493	133,094
Total assets	$ 3,934,895	$ 3,846,196
LIABILITIES AND PARTNERS' EQUITY		
Unsecured credit facility	$ 156,000	$ 23,000
Unsecured term loan, net	249,738	249,608
Unsecured senior notes, net	1,580,845	1,580,978
Accounts payable and accrued expenses	130,073	150,151
Distributions payable	32,814	32,765
Deferred income, gains and rent	24,758	23,849
Intangible liabilities, net	12,085	12,981
Lease liability - operating leases	23,014	22,962
Other liabilities	49,705	48,683
Total liabilities	$ 2,259,032	$ 2,144,977
Commitments and contingencies (See Note 15)		
Redeemable limited partnership units at redemption value; 516,467 and 823,983 issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	7,338	11,140
Brandywine Operating Partnership, L.P.'s equity:		
General Partnership Capital; 171,383,912 and 171,126,257 units issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	1,664,107	1,689,611
Accumulated other comprehensive income (loss)	1,586	(2,366)
Total Brandywine Operating Partnership, L.P.'s equity	1,665,693	1,687,245
Noncontrolling interest - consolidated real estate ventures	2,832	2,834
Total partners' equity	$ 1,668,525	$ 1,690,079
Total liabilities and partners' equity	$ 3,934,895	$ 3,846,196

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands, except unit and per unit information)

	Three Months Ended March 31,	
	2022	2021
Revenue		
Rents	$ 115,901	$ 113,484
Third party management fees, labor reimbursement and leasing	5,108	6,651
Other	6,496	634
Total revenue	127,505	120,769
Operating expenses		
Property operating expenses	31,548	28,935
Real estate taxes	13,813	14,761
Third party management expenses	2,557	2,978
Depreciation and amortization	43,782	40,343
General and administrative expenses	10,000	6,584
Provision for impairment	—	—
Total operating expenses	101,700	93,601
Gain on sale of real estate		
Net gain on disposition of real estate	—	74
Net gain on sale of undepreciated real estate	897	1,993
Total gain on sale of real estate	897	2,067
Operating income	26,702	29,235
Other income (expense):		
Interest and investment income	440	1,674
Interest expense	(15,742)	(16,293)
Interest expense - amortization of deferred financing costs	(709)	(709)
Equity in loss of unconsolidated real estate ventures	(4,563)	(6,924)
Net income before income taxes	6,128	6,983
Income tax provision	(27)	(19)
Net income	6,101	6,964
Net loss attributable to noncontrolling interests - consolidated real estate ventures	2	1
Net income attributable to Brandywine Operating Partnership	6,103	6,965
Nonforfeitable dividends allocated to unvested restricted unitholders	(148)	(146)
Net income attributable to Common Partnership Unitholders of Brandywine Operating Partnership, L.P.	$ 5,955	$ 6,819
Basic income per Common Partnership Unit	$ 0.03	$ 0.04
Diluted income per Common Partnership Unit	$ 0.03	$ 0.04
Basic weighted average common partnership units outstanding	171,927,588	171,606,375
Diluted weighted average common partnership units outstanding	173,521,633	172,617,754

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited, in thousands)

	Three Months Ended March 31,	
	2022	**2021**
Net income	$ 6,101	$ 6,964
Comprehensive income:		
Unrealized gain on derivative financial instruments	3,764	910
Amortization of interest rate contracts (1)	188	188
Total comprehensive income	3,952	1,098
Comprehensive income	10,053	8,062
Comprehensive loss attributable to noncontrolling interest - consolidated real estate ventures	2	1
Comprehensive income attributable to Brandywine Operating Partnership	$ 10,055	$ 8,063

(1) Amounts reclassified from comprehensive income to interest expense within the Consolidated Statements of Operations.

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED STATEMENTS OF PARTNERS' EQUITY
(unaudited, in thousands, except number of units)

	General Partner Capital					
	Units	Amount	Accumulated Other Comprehensive Income	Noncontrolling Interest - Consolidated Real Estate Ventures	Total Partners' Equity
BALANCE, December 31, 2021	171,126,257	$ 1,689,611	$ (2,366)	$ 2,834	$ 1,690,079
Net income		6,103		(2)	6,101
Other comprehensive loss			3,952		3,952
Deferred compensation obligation	(19,406)	(249)			(249)
Repurchase and retirement of LP units		(4,006)			(4,006)
Share-based compensation activity	277,061	1,655			1,655
Adjustment of redeemable partnership units to liquidation value at period end		3,704			3,704
Distributions declared to general partnership unitholders ($0.19 per unit)		(32,711)			(32,711)
BALANCE, March 31, 2022	171,383,912	$ 1,664,107	$ 1,586	$ 2,832	$ 1,668,525

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE OPERATING PARTNERSHIP, L.P.
CONSOLIDATED STATEMENT OF PARTNERS' EQUITY
(unaudited, in thousands, except number of units)

	General Partner Capital					
	Units	Amount	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest - Consolidated Real Estate Ventures	Total Partners' Equity
BALANCE, December 31, 2020	170,572,964	$ 1,800,945	$ (7,935)	$ 72	$ 1,793,082
Net income		6,965		(1)	6,964
Other comprehensive income			1,098		1,098
Deferred compensation obligation	(18,058)	(198)			(198)
Share-based compensation activity	108,345	2,502			2,502
Adjustment of redeemable partnership units to liquidation value at period end		(1,294)			(1,294)
Distributions declared to general partnership unitholders ($0.19 per unit)		(32,573)			(32,573)
BALANCE, March 31, 2021	170,663,251	$ 1,776,347	$ (6,837)	$ 71	$ 1,769,581

The accompanying notes are an integral part of these consolidated financial statements.

BRANDYWINE OPERATING PARTNERSHIP L.P.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	Three Months Ended March 31,	
	2022	2021
Cash flows from operating activities:		
Net income	$ 6,101	$ 6,964
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	43,782	40,343
Amortization of deferred financing costs	709	709
Amortization of debt discount/(premium), net	(488)	(488)
Amortization of stock compensation costs	3,280	2,606
Straight-line rent income	(3,149)	(4,085)
Amortization of acquired above (below) market leases, net	(875)	(1,350)
Ground rent expense	205	297
Provision for doubtful accounts	—	253
Net gain on sale of interests in real estate	(897)	(2,067)
Loss from unconsolidated real estate ventures, net of distributions	4,563	6,924
Income tax provision	27	19
Changes in assets and liabilities:		
Accounts receivable	(2,609)	(939)
Other assets	(9,208)	(10,491)
Accounts payable and accrued expenses	(14,550)	4,991
Deferred income, gains and rent	992	1,302
Other liabilities	632	(3,812)
Net cash provided by operating activities	28,515	41,176
Cash flows from investing activities:		
Acquisition of properties	(3,446)	—
Proceeds from the sale of properties	1,481	79
Capital expenditures for tenant improvements	(15,148)	(7,202)
Capital expenditures for redevelopments	(31,942)	(6,339)
Capital expenditures for developments	(30,455)	(6,681)
Advances for the purchase of tenant assets, net of repayments	270	(443)
Investment in unconsolidated real estate ventures	(26,762)	(1,884)
Deposits for real estate	(2,550)	—
Capital distributions from unconsolidated real estate ventures	3,010	3,934
Leasing costs paid	(5,245)	(2,713)
Net cash used in investing activities	(110,787)	(21,249)
Cash flows from financing activities:		
Proceeds from credit facility borrowings	138,000	33,000
Repayments of credit facility borrowings	(5,000)	(20,000)
Exercise of stock options, net	—	(63)
Shares used for employee taxes upon vesting of share awards	(2,103)	(758)
Redemption of limited partnership units	(4,006)	—
Distributions paid to preferred and common partnership units	(32,761)	(32,703)
Net cash provided by (used in) financing activities	94,130	(20,524)
Increase/(Decrease) in cash and cash equivalents and restricted cash	11,858	(597)
Cash and cash equivalents and restricted cash at beginning of period	28,300	47,077
Cash and cash equivalents and restricted cash at end of period	$ 40,158	$ 46,480
Reconciliation of cash and cash equivalents and restricted cash:		
Cash and cash equivalents, beginning of period	$ 27,463	$ 46,344
Restricted cash, beginning of period	837	733
Cash and cash equivalents and restricted cash, beginning of period	$ 28,300	$ 47,077
Cash and cash equivalents, end of period	$ 39,306	$ 45,717
Restricted cash, end of period	852	763
Cash and cash equivalents and restricted cash, end of period	$ 40,158	$ 46,480
Supplemental disclosure:		
Cash paid for interest, net of capitalized interest during the three months ended March 31, 2022 and 2021 of $2,186 and $1,421, respectively	$ 9,637	$ 10,106
Cash paid for income taxes	1	1
Supplemental disclosure of non-cash activity:		
Dividends and distributions declared but not paid	32,814	32,763
Change in investment in real estate ventures as a result of deconsolidation	—	32,761
Change in operating real estate from deconsolidation of operating properties	—	(30,073)
Change in other assets as a result of deconsolidation of operating properties	—	(2,688)
Change in capital expenditures financed through accounts payable at period end	(909)	(4,827)
Change in capital expenditures financed through retention payable at period end	(1,475)	(3,752)

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION OF THE PARENT COMPANY AND THE OPERATING PARTNERSHIP

Brandywine Realty Trust (the "Parent Company") is a self-administered and self-managed real estate investment trust ("REIT") engaged in the acquisition, development, redevelopment, ownership, management, and operation of a portfolio of office and mixed-use properties. The Parent Company owns its assets and conducts its operations through Brandywine Operating Partnership, L.P. (the "Operating Partnership") and subsidiaries of the Operating Partnership. The Parent Company is the sole general partner of the Operating Partnership and, as of March 31, 2022, owned a 99.7% interest in the Operating Partnership. The Parent Company's common shares of beneficial interest are publicly traded on the New York Stock Exchange under the ticker symbol "BDN." The Parent Company, the Operating Partnership, and their consolidated subsidiaries are collectively referred to as the "Company."

As of March 31, 2022, the Company owned 81 properties that contained an aggregate of approximately 13.7 million net rentable square feet (collectively, the "Properties"). The Company's core portfolio of operating properties (the "Core Properties") excludes development properties, redevelopment properties, and properties held for sale. The Properties were comprised of the following as of March 31, 2022:

	Number of Properties	Rentable Square Feet
Office properties	72	12,097,300
Mixed-use properties	5	942,334
Core Properties	77	13,039,634
Development property	1	205,803
Redevelopment properties	3	432,699
The Properties	81	13,678,136

In addition to the Properties, as of March 31, 2022, the Company owned 169.4 acres of land held for development, of which 0.8 acres were held for sale. The Company also held a leasehold interest in one land parcel totaling 0.8 acres, acquired through a prepaid 99-year ground lease, and held options to purchase approximately 55.5 additional acres of undeveloped land. As of March 31, 2022, the total potential development that this inventory of land could support under current zoning and entitlements, including the parcels under option, amounted to an estimated 13.4 million square feet, of which 0.2 million square feet relates to the 0.8 acres held for sale.

As of March 31, 2022, the Company also owned economic interests in ten unconsolidated real estate ventures (see Note 4, "Investment in Unconsolidated Real Estate Ventures" for further information). The Properties and the properties owned by the unconsolidated real estate ventures are primarily located in or near Philadelphia, Pennsylvania; Austin, Texas; Metropolitan Washington, D.C.; Southern New Jersey; and Wilmington, Delaware.

The Company conducts its third-party real estate management services business primarily through wholly-owned management company subsidiaries. As of March 31, 2022, the management company subsidiaries were managing properties containing an aggregate of approximately 23.1 million net rentable square feet, of which approximately 13.7 million net rentable square feet related to Properties owned by the Company and approximately 9.4 million net rentable square feet related to properties owned by third parties and unconsolidated real estate ventures.

Unless otherwise indicated, all references in this Form 10-Q to square feet represent net rentable area.

2. BASIS OF PRESENTATION

Basis of Presentation

The consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC") for interim financial statements. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments consist solely of normal recurring matters, and result in a fair statement of the financial position of the Company as of March 31, 2022, the results of its operations for the three months ended March 31, 2022 and 2021 and its cash flows for the three months ended March 31, 2022 and 2021. The results of operations for such interim periods are not necessarily indicative of the results for a full year. These consolidated financial statements should be read in conjunction with the Parent Company's and the Operating Partnership's consolidated financial statements and footnotes included in their combined Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on February 24, 2022.

The consolidated balance sheet at December 31, 2021 has been derived from the audited financial statements as of that date but does not include all the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

The Company's Annual Report on Form 10-K for the year ended December 31, 2021 contains a discussion of its significant accounting policies under Note 2, "Summary of Significant Accounting Policies". There have been no significant changes in the Company's significant accounting policies since December 31, 2021.

Recent Accounting Pronouncements

In March 2020, the FASB issued ASU 2020-04 Reference Rate Reform (Topic 848) Facilitation of the Effects of Reference Rate Reform on Financial Reporting. The amendments provide practical expedients for reference rate reform related activities that impact debt, leases, derivatives and other contracts. The guidance is optional and is effective between March 12, 2020 and December 31, 2022. The guidance may be elected over time as reference rate reform activities occur. The Company continues to evaluate the impact of the guidance and may apply elections as applicable as additional changes in the market occur.

3. REAL ESTATE INVESTMENTS

As of March 31, 2022 and December 31, 2021, the gross carrying value of the operating properties was as follows (in thousands):

	March 31, 2022	December 31, 2021
Land	$ 410,103	$ 410,144
Building and improvements	2,696,233	2,653,492
Tenant improvements	411,659	408,966
Total	$ 3,517,995	$ 3,472,602

Acquisitions

The following table summarizes the property acquisitions during the three months ended March 31, 2022 (dollars in thousands):

Property/Portfolio Name	Acquisition Date	Location	Property Type	Rentable Square Feet/Acres	Purchase Price
631 Park Avenue	January 21, 2022	King of Prussia, PA	Land	3.3 acres	$ 3,650

Dispositions

The following table summarizes the property dispositions during the three months ended March 31, 2022 (dollars in thousands):

Property/Portfolio Name	Disposition Date	Location	Property Type	Rentable Square Feet/Acres	Sales Price	Gain/(Loss) on Sale (a)
Gateway G & H	January 20, 2022	Richmond, VA	Land	10.0 acres	$ 1,600	$ 897

(a) Gain/(Loss) on Sale is net of closing and other transaction related costs.

One Uptown Venture

On December 1, 2021, the Company entered into two joint venture agreements with affiliates of Canyon Partners Real Estate to commence development of One Uptown, a $328.4 million mixed-used project in Austin, Texas. One Uptown has been designed to deliver 348,000 square feet of Class-A workspace and 15,000 square feet of street-level retail space (through the "office" joint venture) and 341 apartment residences and a public park (through the "multifamily" joint venture) and a six-story parking garage to be shared by the two joint ventures. The Company's partner in each of the two joint ventures has agreed, subject to customary funding conditions, including closing of the applicable construction loan, to fund approximately $57.5 million of the combined project costs in exchange for a 50% preferred equity interest in each of the two joint ventures, with the Company retaining a 50% common equity interest in each. The Company is in the process of securing a construction loan for each of the two joint ventures that would total approximately $213.4 million, representing 65% of the combined project costs. Under the terms of each of the joint venture agreements, the joint venture partner has no obligation to fund any portion of the applicable project costs until the closing of the applicable construction loan. This right prevents the Company from meeting the sale recognition criteria of ASC 606 until the applicable closings of the construction loans.

Held for Sale
As of March 31, 2022, the Company determined that the sale of one parcel of land within the Metropolitan Washington, D.C. segment totaling 0.8 acres was probable and classified the property as held for sale. As such, $25.2 million was classified as "Assets held for sale, net" on the consolidated balance sheet. The Company closed on the sale of the parcel of land on April 14, 2022 for an aggregate sales price of $29.7 million.

4. INVESTMENT IN UNCONSOLIDATED REAL ESTATE VENTURES

As of March 31, 2022, the Company held ownership interests in ten unconsolidated real estate ventures for a net aggregate investment balance of $434.6 million, which includes a negative investment balance in one unconsolidated real estate venture of $26.8 million, reflected within "Other liabilities" on the consolidated balance sheets. As of March 31, 2022, five of the real estate ventures owned properties that contained an aggregate of approximately 9.1 million net rentable square feet of office space; two real estate ventures owned 1.4 acres of land held for development; one real estate venture owned 1.0 acres of land in active development; one real estate venture owned a mixed used tower comprised of 250 apartment units and 0.2 million net rentable square feet of office/retail space; and one real estate venture owned a residential tower that contained 321 apartment units.

The Company accounts for its interests in the unconsolidated real estate ventures, which range from 15% to 70%, using the equity method. Certain of the unconsolidated real estate ventures are subject to specified priority allocations of distributable cash.

The Company earned management fees from the unconsolidated real estate ventures of $1.9 million and $2.0 million for the three months ended March 31, 2022 and 2021, respectively.

The Company earned leasing commissions from the unconsolidated real estate ventures of $0.4 million and $1.3 million for the three months ended March 31, 2022 and 2021, respectively.

The Company had outstanding accounts receivable balances from the unconsolidated real estate ventures of $2.6 million and $2.5 million as of March 31, 2022 and December 31, 2021, respectively.

The amounts reflected in the following tables (except for the Company's share of equity in income) are based on the financial information of the individual unconsolidated real estate ventures.

The following is a summary of the financial position of the unconsolidated real estate ventures in which the Company held interests as of March 31, 2022 and December 31, 2021 (in thousands):

	March 31, 2022	December 31, 2021
Net property	$ 1,939,193	$ 1,563,263
Other assets	519,361	434,687
Other liabilities	403,715	331,947
Debt, net	1,210,476	956,668
Equity (a)	844,363	709,335

(a) This amount does not include the effect of the basis difference between the Company's historical cost basis and the basis recorded at the real estate venture level, which is typically amortized over the life of the related assets and liabilities. Basis differentials occur from the impairment of investments, purchases of third party interests in existing real estate ventures and upon the transfer of assets that were previously owned by the Company into a real estate venture. In addition, certain acquisition, transaction and other costs may not be reflected in the net assets at the real estate venture level.

The following is a summary of results of operations of the unconsolidated real estate ventures in which the Company held interests during the three month periods ended March 31, 2022 and 2021 (in thousands):

	Three Months Ended March 31,	
	2022	2021
Revenue	$ 53,216	$ 53,357
Operating expenses	(28,592)	(28,987)
Interest expense, net	(7,469)	(7,374)
Depreciation and amortization	(21,283)	(24,893)
Net loss	$ (4,128)	$ (7,897)
Ownership interest %	Various	Various
Company's share of net loss	$ (4,617)	$ (6,541)
Basis adjustments and other	54	(383)
Equity in loss of unconsolidated real estate ventures	$ (4,563)	$ (6,924)

Cira Square Venture

On March 17, 2022, the Company formed a joint venture, Cira Square REIT, LLC (“Cira Square Venture”), for the purpose of acquiring Cira Square, an office property located at 2970 Market Street in Philadelphia, Pennsylvania containing 862,692 rentable square feet for a gross purchase price of $383.0 million. The Company owns a 20% common equity interest in Cira Square Venture and provided an initial capital contribution of $28.6 million on the closing date.

On the closing date, Cira Square Venture also obtained $257.7 million of third-party debt financing secured by the property. The loan bears interest at 3.50% over one-month term Secured Overnight Financing Rate ("SOFR") per annum and matures in March 2024.

Based on the facts and circumstances at the formation of Cira Square Venture, the Company determined that the venture is not a variable interest entity ("VIE") in accordance with the accounting standard for the consolidation of VIEs. As a result, the Company used the voting interest model under the accounting standard for consolidation in order to determine whether to consolidate Cira Square Venture. Based upon each member's substantive participating rights over the activities of Cira Square Venture under the operating and related agreements, it is not consolidated by the Company, and is accounted for under the equity method of accounting.

5. LEASES

Lessor Accounting

The table below sets forth the allocation of lease revenue between fixed contractual payments and variable lease payments for the three months ended March 31, 2022 and 2021 (in thousands):

	Three Months Ended March 31,	
Lease Revenue	2022	2021
Fixed contractual payments	$ 88,763	$ 86,380
Variable lease payments	24,331	24,148
Total	$ 113,094	$ 110,528

6. INTANGIBLE ASSETS AND LIABILITIES

As of March 31, 2022 and December 31, 2021, the Company's intangible assets/liabilities were comprised of the following (in thousands):

	March 31, 2022		
	Total Cost	Accumulated Amortization	Intangible Assets, net
Intangible assets, net:			
In-place lease value	$ 63,601	$ (38,245)	$ 25,356
Tenant relationship value	167	(98)	69
Above market leases acquired	486	(331)	155
Total intangible assets, net	$ 64,254	$ (38,674)	$ 25,580

	Total Cost	Accumulated Amortization	Intangible Liabilities, net
Intangible liabilities, net:			
Below market leases acquired	$ 24,485	$ (12,400)	$ 12,085

	December 31, 2021		
	Total Cost	Accumulated Amortization	Intangible Assets, net
Intangible assets, net:			
In-place lease value	$ 72,376	$ (44,066)	$ 28,310
Tenant relationship value	167	(97)	70
Above market leases acquired	486	(310)	176
Total intangible assets, net	$ 73,029	$ (44,473)	$ 28,556

	Total Cost	Accumulated Amortization	Intangible Liabilities, net
Intangible liabilities, net:			
Below market leases acquired	$ 27,025	$ (14,044)	$ 12,981

As of March 31, 2022, the Company's annual amortization for its intangible assets/liabilities, assuming no prospective early lease terminations, was as follows (dollars in thousands):

	Assets	Liabilities
2022 (nine months remaining)	$ 6,665	$ 1,691
2023	6,724	1,540
2024	4,433	1,321
2025	3,255	1,044
2026	1,195	754
Thereafter	3,308	5,735
Total	$ 25,580	$ 12,085

7. DEBT OBLIGATIONS

The following table sets forth information regarding the Company's consolidated debt obligations outstanding as of March 31, 2022 and December 31, 2021 (in thousands):

	March 31, 2022	December 31, 2021	Effective Interest Rate	Maturity Date	
UNSECURED DEBT					
$600 million Unsecured Credit Facility	$ 156,000	$ 23,000	LIBOR + 1.10%	July 2022	(a)
Term Loan - Swapped to fixed	250,000	250,000	2.87%	October 2022	
$350.0M 3.95% Guaranteed Notes due 2023	350,000	350,000	3.87%	February 2023	
$350.0M 4.10% Guaranteed Notes due 2024	350,000	350,000	3.78%	October 2024	
$450.0M 3.95% Guaranteed Notes due 2027	450,000	450,000	4.03%	November 2027	
$350.0M 4.55% Guaranteed Notes due 2029	350,000	350,000	4.30%	October 2029	
Indenture IA (Preferred Trust I)	27,062	27,062	LIBOR + 1.25%	March 2035	
Indenture IB (Preferred Trust I)	25,774	25,774	LIBOR + 1.25%	April 2035	
Indenture II (Preferred Trust II)	25,774	25,774	LIBOR + 1.25%	July 2035	
Principal balance outstanding	1,984,610	1,851,610			
Plus: original issue premium (discount), net	7,699	8,187			
Less: deferred financing costs	(5,726)	(6,211)			
Total unsecured indebtedness	$ 1,986,583	$ 1,853,586			

(a) The Company has the right to extend the term of the Unsecured Credit Facility until July 2023 through two successive six-month extension options. The extension fees amount to 0.0625% and 0.0750% of the $600.0 million borrowing capacity for the first and second six-month extension, respectively.

The Company utilizes borrowings under its unsecured credit facility (the "Unsecured Credit Facility") for general business purposes, including to fund costs of acquisitions, developments and redevelopments of properties, fund share repurchases and repay other debt. The Unsecured Credit Facility provides for borrowings of up to $600.0 million and the per annum variable interest rate on borrowings is LIBOR plus 1.10%. The interest rate and facility fee are subject to adjustment upon a change in the Company's unsecured debt ratings. During the three months ended March 31, 2022, the weighted-average interest rate on Unsecured Credit Facility borrowings was 1.30% resulting in $0.3 million of interest expense.

The Parent Company unconditionally guarantees the unsecured debt obligations of the Operating Partnership (or is a co-borrower with the Operating Partnership) but does not by itself incur unsecured indebtedness. The Parent Company has no material assets other than its investment in the Operating Partnership.

The Company was in compliance with all financial covenants as of March 31, 2022. Certain of the covenants restrict the Company's ability to obtain alternative sources of capital.

As of March 31, 2022, the aggregate scheduled principal payments on the Company's debt obligations were as follows (in thousands):

2022 (nine months remaining)	$ 406,000
2023	350,000
2024	350,000
2025	—
2026	—
Thereafter	878,610
Total principal payments	1,984,610
Net unamortized premiums/(discounts)	7,699
Net deferred financing costs	(5,726)
Outstanding indebtedness	$ 1,986,583

8. FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial assets and liabilities recorded on the consolidated balance sheets are categorized based on the inputs to the valuation techniques as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access;

- Level 2 inputs are inputs, other than quoted prices included in Level 1, which are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals; and
- Level 3 inputs are unobservable inputs for the asset or liability, which is typically based on an entity’s own assumptions, as there is little, if any, related market activity or information.

The Company determined the fair values disclosed below using available market information and discounted cash flow analyses as of March 31, 2022 and December 31, 2021, respectively. The discount rate used in calculating fair value is the sum of the current risk free rate and the risk premium on the date of measurement of the instruments or obligations. Considerable judgment is necessary to interpret market data and to develop the related estimates of fair value. Accordingly, the estimates presented are not necessarily indicative of the amounts that the Company could realize upon disposition. The use of different estimates and valuation methodologies may have a material effect on the fair value amounts shown. The Company believes that the carrying amounts reflected in the consolidated balance sheets at March 31, 2022 and December 31, 2021 approximate the fair values for cash and cash equivalents, accounts receivable, other assets and liabilities, accounts payable and accrued expenses because they are short-term in duration. The following are financial instruments for which the Company’s estimates of fair value differ from the carrying amounts (in thousands):

	March 31, 2022		December 31, 2021	
	Carrying Amount (a)	Fair Value	Carrying Amount (a)	Fair Value
Unsecured notes payable	$ 1,502,235	$ 1,515,265	$ 1,502,368	$ 1,588,780
Variable rate debt	$ 484,348	$ 466,999	$ 351,218	$ 344,754
Notes receivable (b)	$ 44,430	$ 44,862	$ 44,430	$ 45,230

(a) Net of deferred financing costs of $5.5 million and $5.8 million for unsecured notes payable and $0.3 million and $0.4 million for variable rate debt as of March 31, 2022 and December 31, 2021.
(b) For further detail, refer to Note , "Debt and Preferred Equity Investments."

On June 26, 2018, the Company provided a $44.4 million mortgage loan to Brandywine 1919 Ventures, an unconsolidated real estate venture in which the Company holds a 50% ownership interest, and recorded a related party note receivable of $44.4 million within 'Other assets' on the consolidated balance sheets. Refer to Note 5, "Debt and Preferred Equity Investments" to the consolidated financial statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 for further detail regarding this financing.

The Company used quoted market prices as of March 31, 2022 and December 31, 2021 to value the unsecured notes payable and, as such, categorized them as Level 2.

The inputs utilized to determine the fair value of the Company’s variable rate debt are categorized as Level 3. The fair value of the variable rate debt was determined using a discounted cash flow model that considered borrowing rates available to the Company for loans with similar terms and characteristics.

The inputs utilized to determine fair value of the Company's notes receivable are unobservable and, as such, were categorized as Level 3. Fair value was determined using a discounted cash flow model that considered the contractual interest and principal payments discounted at a blended interest rate of the notes receivable.

For the Company’s Level 3 financial instruments for which fair value is disclosed, an increase in the discount rate used to determine fair value would result in a decrease to the fair value. Conversely, a decrease in the discount rate would result in an increase to the fair value.

Disclosure about the fair value of financial instruments is based upon pertinent information available to management as of March 31, 2022 and December 31, 2021. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts were not comprehensively revalued for purposes of these financial statements since March 31, 2022. Current estimates of fair value may differ from the amounts presented herein.

9. DERIVATIVE FINANCIAL INSTRUMENTS

The following table summarizes the terms and fair values of the Company’s derivative financial instruments as of March 31, 2022 and December 31, 2021. The notional amounts provide an indication of the extent of the Company’s involvement in these instruments at that time, but do not represent exposure to credit, interest rate or market risks (amounts presented in thousands).

Hedge Product	Hedge Type	Designation		Notional Amount		Strike	Trade Date	Maturity Date	Fair value	
				3/31/2022	12/31/2021				3/31/2022	12/31/2021
Liabilities										
Swap	Interest Rate	Cash Flow	(a)	$ 250,000	$ 250,000	2.868 %	October 8, 2015	October 8, 2022	$ (545)	$ (2,461)
				$ 250,000	$ 250,000					

(a) Hedging unsecured variable rate debt.

The Company measures its derivative instruments at fair value and records them in "Other assets" and ("Other liabilities") on the Company's consolidated balance sheets.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that the inputs utilized to determine the fair value of derivative instruments are classified in Level 2 of the fair value hierarchy.

10. LIMITED PARTNERS' NONCONTROLLING INTERESTS IN THE PARENT COMPANY

Noncontrolling interests in the Parent Company's financial statements relate to redeemable common limited partnership interests in the Operating Partnership held by parties other than the Parent Company and properties which are consolidated but not wholly owned by the Operating Partnership.

Operating Partnership

During the three months ended March 31, 2022, 307,516 Class A units of limited partnership interest held by unaffiliated third parties were redeemed for a total cash payment of $4.0 million.

The aggregate book value of the noncontrolling interests associated with the redeemable common limited partnership interests in the accompanying consolidated balance sheet of the Parent Company was $5.0 million and $8.2 million as of March 31, 2022 and December 31, 2021, respectively. Under the applicable accounting guidance, the redemption value of limited partnership units are carried at fair value. The Parent Company believes that the aggregate settlement value of these interests (based on the number of units outstanding and the average closing price of the common shares during the last five business days of the quarter) was approximately $7.3 million and $11.1 million as of March 31, 2022 and December 31, 2021, respectively.

11. BENEFICIARIES' EQUITY OF THE PARENT COMPANY

Earnings per Share (EPS)

The following table details the number of shares and net income used to calculate basic and diluted earnings per share (in thousands, except share and per share amounts; results may not add due to rounding):

	Three Months Ended March 31,			
	2022		2021	
	Basic	Diluted	Basic	Diluted
Numerator				
Net income	$ 6,101	$ 6,101	$ 6,964	$ 6,964
Net income attributable to noncontrolling interests	(8)	(8)	(43)	(43)
Nonforfeitable dividends allocated to unvested restricted shareholders	(148)	(148)	(146)	(146)
Net income attributable to common shareholders	$ 5,945	$ 5,945	$ 6,775	$ 6,775
Denominator				
Weighted-average shares outstanding	171,294,949	171,294,949	170,624,741	170,624,741
Contingent securities/Share based compensation	—	1,594,045	—	1,011,379
Weighted-average shares outstanding	171,294,949	172,888,994	170,624,741	171,636,120
Earnings per Common Share:				
Net income attributable to common shareholders	$ 0.03	$ 0.03	$ 0.04	$ 0.04

Redeemable common limited partnership units totaling 516,467 at March 31, 2022 and 981,634 at March 31, 2021, were excluded from the diluted earnings per share computations because they are not dilutive.

Unvested restricted shares are considered participating securities which require the use of the two-class method for the computation of basic and diluted earnings per share. For the three months ended March 31, 2022 and 2021, earnings representing nonforfeitable dividends as noted in the table above were allocated to the unvested restricted shares issued to the Company's executives and other employees under the Company's shareholder-approved long-term incentive plan.

Common Shares

On February 23, 2022, the Parent Company declared a distribution of $0.19 per common share, totaling $32.8 million, which was paid on April 20, 2022 to shareholders of record as of April 6, 2022.

The Parent Company maintains a common share repurchase program under which the Board of Trustees has authorized the Parent Company to repurchase common shares. On January 3, 2019, the Board of Trustees authorized the repurchase of up to $150.0 million common shares from and after January 3, 2019. During the three months ended March 31, 2022 and March 31, 2021, the Company did not repurchase any common shares.

12. PARTNERS' EQUITY OF THE PARENT COMPANY

Earnings per Common Partnership Unit

The following table details the number of units and net income used to calculate basic and diluted earnings per common partnership unit (in thousands, except unit and per unit amounts; results may not add due to rounding):

	Three Months Ended March 31,			
	2022		2021	
	Basic	Diluted	Basic	Diluted
Numerator				
Net income	$ 6,101	$ 6,101	$ 6,964	$ 6,964
Net loss attributable to noncontrolling interests	2	2	1	1
Nonforfeitable dividends allocated to unvested restricted unitholders	(148)	(148)	(146)	(146)
Net income attributable to common unitholders	$ 5,955	$ 5,955	$ 6,819	$ 6,819
Denominator				
Weighted-average units outstanding	171,927,588	171,927,588	171,606,375	171,606,375
Contingent securities/Share based compensation	—	1,594,045	—	1,011,379
Total weighted-average units outstanding	171,927,588	173,521,633	171,606,375	172,617,754
Earnings per Common Partnership Unit:				
Net income attributable to common unitholders	$ 0.03	$ 0.03	$ 0.04	$ 0.04

Unvested restricted units are considered participating securities which require the use of the two-class method for the computation of basic and diluted earnings per unit. For the three months ended March 31, 2022 and 2021, earnings representing nonforfeitable dividends were allocated to the unvested restricted units issued to the Parent Company's executives and other employees under the Parent Company's shareholder-approved long-term incentive plan.

Common Partnership Units

On February 23, 2022, the Operating Partnership declared a distribution of $0.19 per common partnership unit, totaling $32.8 million, which was paid on April 20, 2022 to unitholders of record as of April 6, 2022.

In connection with the Parent Company's common share repurchase program, one common unit of the Operating Partnership is retired for each common share repurchased. During the three months ended March 31, 2022 and March 31, 2021, the Company did not repurchase any units.

13. SHARE BASED COMPENSATION

Restricted Share Rights Awards

As of March 31, 2022, 777,423 restricted share rights ("Restricted Share Rights") were outstanding under the Company's long term equity incentive plan. These Restricted Share Rights vest over one to three years from the initial grant dates. The remaining compensation expense to be recognized with respect to these awards at March 31, 2022 was $3.5 million and is expected to be recognized over a weighted average remaining vesting period of 1.15 years. During the three months ended March 31, 2022 and 2021, the amortization related to outstanding Restricted Share Rights was $2.5 million (of which $0.3 million was capitalized) and $2.3 million (of which $0.3 million was capitalized), respectively. Compensation expense related to outstanding Restricted Share Rights is included in general and administrative expense.

The following table summarizes the Company's Restricted Share Rights activity during the three months ended March 31, 2022:

	Shares	Weighted Average Grant Date Fair Value
Non-vested at January 1, 2022	474,978	$ 13.51
Granted	306,555	$ 13.30
Vested	(3,440)	$ 13.30
Forfeited	(670)	$ 14.96
Non-vested at March 31, 2022	777,423	$ 13.43

On March 3, 2022, the Compensation Committee of the Parent Company's Board of Trustees awarded to officers of the Company an aggregate of 258,427 Restricted Share Rights, which vest over three years from the grant date. Each Restricted Share Right entitles the holder to one common share upon settlement. The Parent Company pays dividend equivalents on the Restricted Share Rights prior to the settlement date. Vesting and/or settlement would accelerate if the recipient of the award were to die, become disabled or, in the case of certain of such Restricted Share Rights, retire in a qualifying retirement prior to the vesting or settlement date. Qualifying retirement generally means the recipient's voluntary termination of employment after reaching at least age 57 and accumulating at least 15 years of service with the Company. In addition, vesting would also accelerate if the Parent Company were to undergo a change of control and, on or before the first anniversary of the change of control, the recipient's employment were to cease due to a termination without cause or resignation with good reason.

The Restricted Share Rights granted in 2022, 2021, and 2020 to certain senior executives include an "outperformance feature" whereby additional shares may be earned, up to 200% of the shares subject to the basic award, based on the Company's achievement of earnings-based targets and development, or investment, based targets during a three-year performance period with an additional 366 days of service generally required to fully vest. In addition to the basic award, up to an aggregate of 406,179, 388,840, and 316,236 shares may be awarded under the outperformance feature for the 2022, 2021, and 2020 awards, respectively, to those senior officers whose Restricted Share Rights awards include the "outperformance feature." As of March 31, 2022, the Company has not recognized any compensation expense related to the outperformance feature for the 2020-2022 awards. The Company will continue to evaluate progression towards achievement of the performance metrics on a quarterly basis and recognize compensation expense for the outperformance feature of these awards should it be determined that achievement of these metrics is probable.

In addition, on March 3, 2022, the Compensation Committee awarded non-officer employees an aggregate of 48,128 Restricted Share Rights that generally vest in three equal annual installments. Vesting of these awards is subject to acceleration upon death, disability or termination without cause within one year following a change of control.

In accordance with the accounting standard for share-based compensation, the Company amortizes share-based compensation costs through the qualifying retirement dates for those executives and Trustees who meet the conditions for qualifying retirement during the scheduled vesting period and whose award agreements provide for vesting upon a qualifying retirement.

Restricted Performance Share Units Plan

The Compensation Committee of the Parent Company's Board of Trustees has granted performance share-based awards (referred to as Restricted Performance Share Units, or RPSUs) to officers of the Parent Company. The RPSUs are settled in common shares, with the number of common shares issuable in settlement determined based on the Company's total shareholder return over specified measurement periods compared to total shareholder returns of comparative groups over the measurement periods. The table below presents certain information as to unvested RPSU awards.

	RPSU Grant Date			
	3/5/2020	3/5/2021	3/3/2022	Total
(Amounts below in shares, unless otherwise noted)				
Non-vested at January 1, 2022	314,055	374,161	—	688,216
Granted	—	—	516,852	516,852
Non-vested at March 31, 2022	314,055	374,161	516,852	1,205,068
Measurement Period Commencement Date	1/1/2020	1/1/2021	1/1/2022	
Measurement Period End Date	12/31/2022	12/31/2023	12/31/2024	
Granted	319,600	380,957	516,852	
Fair Value of Units on Grant Date (in thousands)	$ 5,389	$ 6,389	$ 7,551	

The Company values each RPSU on its grant date using a Monte Carlo simulation. The fair values of each award are being amortized over the three year performance period. For the 2020 and 2021 awards, dividend equivalents are credited as additional RPSUs during the performance period, subject to the same terms and conditions as the original RPSUs. The performance period will be abbreviated and the determination and delivery of earned shares will be accelerated in the event of a change in control or if the recipient of the award were to die, become disabled or retire in a qualifying retirement prior to the end of the otherwise applicable three year performance period; provided that, in the case of qualifying retirement for the March 2022, 2021 and 2020 grants, the number of shares deliverable will be pro-rated based on the portion of the performance period actually worked before retirement. In accordance with the accounting standard for share-based compensation, the Company amortizes stock-based compensation costs for the February 2019 grant through the qualifying retirement date for those executives who meet the conditions for qualifying retirement during the scheduled vesting period.

For the three months ended March 31, 2022, the Company recognized amortization of the 2022, 2021 and 2020 RPSU awards of $1.2 million, of which $0.1 million was capitalized consistent with the Company’s policies for capitalizing eligible portions of employee compensation. For the three months ended March 31, 2021, amortization for the 2021, 2020 and 2019 RPSU awards was $0.8 million, of which $0.1 million was capitalized consistent with the Company’s policies for capitalizing eligible portions of employee compensation.

The remaining compensation expense to be recognized with respect to the non-vested RPSUs at March 31, 2022 was approximately $12.6 million and is expected to be recognized over a weighted average remaining vesting period of 2.01 years.

The Company issued 277,061 common shares on February 1, 2022 in settlement of RPSUs that had been awarded on February 21, 2019 (with a three-year measurement period ended December 31, 2021). Holders of these RPSUs also received a cash dividend of $0.19 per share for these common shares on January 19, 2022.

14. SEGMENT INFORMATION

As of March 31, 2022, the Company owns and manages properties within five segments: (1) Philadelphia Central Business District ("Philadelphia CBD"), (2) Pennsylvania Suburbs, (3) Austin, Texas (4) Metropolitan Washington, D.C. and (5) Other. The Philadelphia CBD segment includes properties located in the City of Philadelphia, Pennsylvania. The Pennsylvania Suburbs segment includes properties in Chester, Delaware, and Montgomery counties in the Philadelphia suburbs. The Austin, Texas segment includes properties in the City of Austin, Texas. The Metropolitan Washington, D.C. segment includes properties in the District of Columbia, Northern Virginia and Southern Maryland. The Other segment includes properties located in Camden County, New Jersey and New Castle County, Delaware. In addition to the five segments, the corporate group is responsible for cash and investment management, development of certain real estate properties during the construction period, and certain other general support functions. Land held for development and construction in progress is transferred to operating properties by region upon completion of the associated construction or project.

The following tables provide selected asset information and results of operations of the Company's reportable segments (in thousands):

Real estate investments, at cost:

	March 31, 2022	December 31, 2021
Philadelphia CBD	$ 1,494,819	$ 1,460,510
Pennsylvania Suburbs	859,470	866,223
Austin, Texas	791,600	778,145
Metropolitan Washington, D.C.	285,386	280,921
Other	86,720	86,803
Operating Properties	$ 3,517,995	$ 3,472,602
Corporate		
Right of use asset - operating leases, net	$ 20,150	$ 20,313
Construction-in-progress	$ 283,323	$ 277,237
Land held for development	$ 94,411	$ 114,604
Prepaid leasehold interests in land held for development, net	$ 27,762	$ 27,762

Net operating income:

	Three Months Ended March 31,					
	2022			2021		
	Total revenue	Operating expenses (a)	Net operating income	Total revenue	Operating expenses (a)	Net operating income
Philadelphia CBD	$ 53,471	$ (19,743)	$ 33,728	$ 51,227	$ (17,411)	$ 33,816
Pennsylvania Suburbs	31,807	(10,158)	21,649	31,740	(10,694)	21,046
Austin, Texas	24,915	(10,293)	14,622	26,175	(9,720)	16,455
Metropolitan Washington, D.C.	5,195	(3,428)	1,767	4,675	(4,199)	476
Other	3,604	(2,010)	1,594	3,213	(2,282)	931
Corporate	8,513	(2,286)	6,227	3,739	(2,368)	1,371
Operating properties	$ 127,505	$ (47,918)	$ 79,587	$ 120,769	$ (46,674)	$ 74,095

(a) Includes property operating expenses, real estate taxes and third party management expense.

Unconsolidated real estate ventures:

	Investment in real estate ventures		Equity in income (loss) of real estate venture	
	As of		Three Months Ended March 31,	
	March 31, 2022	December 31, 2021	2022	2021
Philadelphia CBD	$ 343,502	$ 317,959	$ (2,772)	$ (4,279)
Metropolitan Washington, D.C.	85,976	85,867	(186)	(417)
Mid-Atlantic Office JV	31,911	31,680	418	207
MAP Venture	(26,834)	(24,396)	(2,023)	(2,435)
Total	$ 434,555	$ 411,110	$ (4,563)	$ (6,924)

Net operating income (“NOI”) is a non-GAAP financial measure, which we define as total revenue less property operating expenses, real estate taxes and third party management expenses. Property operating expenses that are included in determining NOI consist of costs that are necessary and allocable to our operating properties such as utilities, property-level salaries, repairs and maintenance, property insurance and management fees. General and administrative expenses that are not reflected in NOI primarily consist of corporate-level salaries, amortization of share awards and professional fees that are incurred as part of corporate office management. NOI presented by the Company may not be comparable to NOI reported by other companies that define NOI differently. NOI is the primary measure that is used by the Company’s management to evaluate the operating performance of the Company’s real estate assets by segment. The Company believes NOI provides useful information to investors regarding the financial condition and results of operations because it reflects only those income and expense items that are incurred at the property level. While NOI is a relevant and widely used measure of operating performance of real estate investment trusts, it does not represent cash flow from operations or net income as defined by GAAP and should not be considered as an alternative to those measures in evaluating our liquidity or operating performance. NOI does not reflect interest expenses, real estate impairment losses, depreciation and amortization costs, capital expenditures and leasing costs. The

Company believes that net income (loss), as defined by GAAP, is the most appropriate earnings measure. The following is a reconciliation of consolidated net income (loss), as defined by GAAP, to consolidated NOI, (in thousands):

	Three Months Ended March 31,	
	2022	2021
Net income	$ 6,101	$ 6,964
Plus:		
Interest expense	15,742	16,293
Interest expense - amortization of deferred financing costs	709	709
Depreciation and amortization	43,782	40,343
General and administrative expenses	10,000	6,584
Equity in loss of unconsolidated real estate ventures	4,563	6,924
Less:		
Interest and investment income	440	1,674
Income tax provision	(27)	(19)
Net gain on disposition of real estate	—	74
Net gain on sale of undepreciated real estate	897	1,993
Consolidated net operating income	$ 79,587	$ 74,095

15. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

The Company is involved from time to time in litigation on various matters, including disputes with tenants, vendors and disputes arising out of agreements to purchase or sell properties. Given the nature of the Company's business activities, these lawsuits are considered routine to the conduct of its business. The result of any particular lawsuit cannot be predicted, because of the very nature of litigation, the litigation process and its adversarial nature, and the jury system. The Company will establish reserves for specific legal proceedings when it determines that the likelihood of an unfavorable outcome is probable and when the amount of loss is reasonably estimable. The Company does not expect that the liabilities, if any, that may ultimately result from such legal actions will have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company.

Environmental

As an owner of real estate, the Company is subject to various environmental laws of federal, state, and local governments. The Company's compliance with existing laws has not had a material adverse effect on its financial condition and results of operations, and the Company does not believe it will have a material adverse effect in the future. However, the Company cannot predict the impact of unforeseen environmental contingencies or new or changed laws or regulations on its current Properties or on properties that the Company may acquire.

Debt Guarantees

As of March 31, 2022, the Company's unconsolidated real estate ventures had aggregate indebtedness of $1,217.2 million. These loans are generally mortgage or construction loans, most of which are nonrecourse to the Company, except for customary recourse carve-outs. In addition, during construction undertaken by the unconsolidated real estate ventures, including the 3025 JFK Venture, the Company has provided, and expects to continue to provide, cost overrun and completion guarantees, as well as customary environmental indemnities and guarantees of customary exceptions to nonrecourse provisions in loan agreements. In the agreement with its partner in the 3025 JFK Venture, the Company agreed to provide cost overrun and completion guaranties for the project under development. With respect to the construction loan obtained by 3025 JFK Venture on July 23, 2021, the Company has also provided a carry guarantee and limited payment guarantee up to 25% of the principal balance of the $186.7 million construction loan.

Impact of Natural Disasters and Casualty

The Company carries liability insurance to mitigate its exposure to certain losses, including those relating to property damage. The Company records the estimated amount of expected insurance proceeds for property damage and other losses incurred as an asset (typically a receivable from the insurer) and income up to the amount of the losses incurred when receipt of insurance proceeds is deemed probable. Any amount of insurance recovery in excess of the amount of the losses is considered a gain contingency and is not recorded until the proceeds are received.

In February 2021, one of the Company's properties in Austin, Texas sustained damage from the winter storms and resulting power grid failures. As a result of the damage, during the year ended December 31, 2021, the Company recorded a fixed asset write-off totaling $1.2 million and recorded an estimated $7.2 million of restoration costs, of which $1.9 million is included in Accounts payable and accrued expenses on the consolidated balance sheets as of December 31, 2021. The Company also sustained business interruption loss of $3.9 million related to unpaid rent, which is also fully covered under the insurance policy. During the year ended December 31, 2021, the Company received $15.3 million of insurance proceeds, resulting in full recovery of the costs incurred to date. The $3.0 million of insurance proceeds received in excess of the fixed asset write-off, total business interruption, and total estimated restoration cost during the year ended December 31, 2021 is included in Other income on the consolidated statement of operations. During the three months ended March 31, 2022, the Company recognized a $0.8 million reduction of the previously estimated restoration costs and also received $2.4 million of additional insurance proceeds. The reduction of the restoration costs and additional insurance proceeds are included in Other income on the consolidated statement of operations.

Other Commitments or Contingencies

Under the terms of each of the One Uptown joint venture agreements, the joint venture partner is not required to fund project costs until the closing of the applicable construction loans. In the event that the Company does not close on the applicable construction loan for each of the joint ventures by June 30, 2022, the joint venture partner could elect to assign its interest in the project to the Company and have no obligation to fund the project costs. In addition, the Company has provided cost overrun and completion guarantees, as well as customary environmental indemnities, in favor of the joint venture partner, for each of the One Uptown joint ventures.

In connection with the Schuylkill Yards Project, the Company entered into a neighborhood engagement program and, as of March 31, 2022, had $7.0 million of future fixed contractual obligations. The Company also committed to fund additional contributions under the program. As of March 31, 2022, the Company estimates that these additional contributions, which are not fixed under the terms of agreement, will be $2.3 million.

In connection with the formation of the Commerce Square Venture, the Company has committed to investing an additional $20.0 million of preferred equity in the properties on a pari passu basis with its joint venture partner of which $4.7 million has been contributed by the Company as of March 31, 2022.

The Company invests in its properties and regularly incurs capital expenditures in the ordinary course of business to maintain the properties. The Company believes that such expenditures enhance its competitiveness. The Company also enters into construction, utility and service contracts in the ordinary course of business which may extend beyond one year. These contracts typically provide for cancellation with insignificant or no cancellation penalties.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The Private Securities Litigation Reform Act of 1995 (the "1995 Act") provides a "safe harbor" for forward-looking statements. This Quarterly Report on Form 10-Q and other materials filed by us with the SEC (as well as information included in oral or other written statements made by us) contain statements that are forward-looking, including statements relating to business and real estate development activities, acquisitions, dispositions, future capital expenditures, financing sources, governmental regulation (including environmental regulation) and competition. We intend such forward-looking statements to be covered by the safe-harbor provisions of the 1995 Act. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to us, are intended to identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be achieved. As forward-looking statements, these statements involve important risks, uncertainties and other factors that could cause actual results to differ materially from the expected results and, accordingly, such results may differ from those expressed in any forward-looking statements made by us or on our behalf. Factors that might cause actual results to differ materially from our expectations, many of which may be more likely to impact us as a result of the ongoing COVID-19 pandemic, are set forth in the "*Risk Factors*" section of our Annual Report on Form 10-K for the year ended December 31, 2021. Accordingly, we caution readers not to place undue reliance on forward-looking statements. We assume no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.

The discussion that follows is based primarily on our consolidated financial statements as of March 31, 2022 and December 31, 2021 and for the three months ended March 31, 2022 and 2021 and should be read along with the consolidated financial statements and related notes appearing elsewhere in this report. The ability to compare one period to another may be significantly affected by acquisitions completed, development properties placed in service and dispositions made during those periods.

OVERVIEW

During the three months ended March 31, 2022, we owned and managed properties within five segments: (1) Philadelphia Central Business District ("Philadelphia CBD"), (2) Pennsylvania Suburbs, (3) Austin, Texas, (4) Metropolitan Washington, D.C., and (5) Other. The Philadelphia CBD segment includes properties located in the City of Philadelphia in Pennsylvania. The Pennsylvania Suburbs segment includes properties in Chester, Delaware and Montgomery counties in the Philadelphia suburbs. The Austin, Texas segment includes properties in the City of Austin, Texas. The Metropolitan Washington, D.C. segment includes properties in Northern Virginia, Washington, D.C. and Southern Maryland. The Other segment includes properties in Camden County, New Jersey and New Castle County, Delaware. In addition to the five segments, our corporate group is responsible for cash and investment management, development of certain real estate properties during the construction period, and certain other general support functions.

We generate cash and revenue from leases of space at our Properties and, to a lesser extent, from the management and development of properties owned by third parties and from investments in the unconsolidated real estate ventures. Factors that we evaluate when leasing space include rental rates, costs of tenant improvements, tenant creditworthiness, current and expected operating costs, the length of the lease term, vacancy levels and demand for space. We continue to seek revenue growth throughout our portfolio by increasing occupancy and rental rates. We also generate cash through sales of assets, including assets that we do not view as core to our business plan, either because of location or expected growth potential, and assets that are commanding premium prices from third party investors.

Our financial and operating performance is dependent upon the demand for office, residential, parking, and retail space in our markets, our leasing results, our acquisition, disposition and development activity, our financing activity, our cash requirements and economic and market conditions, including prevailing interest rates.

Adverse changes in economic conditions, including the ongoing effects of the global COVID-19 pandemic and inflation, could result in a reduction of the availability of financing and higher borrowing costs. We continue to closely monitor the impact of the COVID-19 pandemic on all aspects of our business, including how it is impacting our tenants, employees, and business partners. Vacancy rates may increase, and rental rates and rent collection rates may decline as the current economic climate may negatively impact tenants. The long-term impact of the ongoing COVID-19 pandemic on the global economy and our tenants and prospective tenants remains uncertain and will depend on new information which may emerge concerning the severity of COVID-19, new variants of COVID-19 and the actions taken to contain it or treat its impact. In addition, the government responses to control the pandemic are creating disruption in the global economy and supply chains and adversely impacting many industries, including owners and developers of office and mixed-use buildings.

Overall economic conditions, including but not limited to labor shortages, supply chain constraints, and deteriorating financial and credit markets, could have a dampening effect on the fundamentals of our business, including increases in past due accounts, tenant defaults, lower occupancy and reduced effective rents. These adverse conditions could impact our net income and cash flows and could have a material adverse effect on our financial condition. We believe that the quality of our assets and the strength of our balance sheet will enable us to raise capital, if necessary, in various forms and from different sources, including through secured or unsecured loans from banks, pension funds and life insurance companies. However, there can be no assurance that we will be able to borrow funds on terms that are economically attractive or at all.

The table below summarizes selected operating and leasing statistics of our wholly owned properties for the three months ended March 31, 2022 and 2021:

	Three Months Ended March 31,	
	2022	2021
Leasing Activity		
Core Properties (1):		
Total net rentable square feet owned	13,039,634	12,949,078
Occupancy percentage (end of period)	89.4 %	90.3 %
Average occupancy percentage	89.9 %	90.4 %
Total Portfolio, less properties in development/redevelopment (2):		
Tenant retention rate (3)	55.9 %	51.9 %
New leases and expansions commenced (square feet)	112,097	29,103
Leases renewed (square feet)	382,355	166,824
Net absorption (square feet)	(252,364)	(165,126)
Percentage change in rental rates per square foot (4):		
New and expansion rental rates	7.3 %	8.7 %
Renewal rental rates	21.3 %	8.2 %
Combined rental rates	20.4 %	8.3 %
Weighted average lease term for leases commenced (years)	8.5	3.3
Capital Costs Committed (5):		
Leasing commissions (per square foot)	$ 13.02	$ 2.93
Tenant Improvements (per square foot)	$ 33.12	$ 8.16
Total capital per square foot per lease year	$ 4.16	$ 3.25

(1) Does not include properties under development, redevelopment, held for sale, or sold.
(2) Includes leasing related to completed developments and redevelopments, as well as sold properties.
(3) Calculated as percentage of total square feet.
(4) Includes base rent plus reimbursement for operating expenses and real estate taxes.
(5) Calculated on a weighted average basis for leases commenced during the quarter. Does not include properties under development/redevelopment.

In seeking to increase revenue through our operating, financing and investment activities, we also seek to minimize operating risks, including (i) tenant rollover risk, (ii) tenant credit risk and (iii) development risk.

Tenant Rollover Risk

We are subject to the risk that tenant leases, upon expiration, will not be renewed, that space may not be relet, or that the terms of renewal or reletting (including the cost of renovations) may be less favorable to us than the current lease terms. Leases that accounted for approximately 7.3% of our aggregate final annualized base rents as of March 31, 2022 (representing approximately 5.4% of the net rentable square feet of the properties) are scheduled to expire without penalty in the remainder of 2022. We maintain an active dialogue with our tenants in an effort to maximize lease renewals. If we are unable to renew leases or relet space under expiring leases, at anticipated rental rates, or if tenants terminate their leases early, our cash flow would be adversely impacted.

Tenant Credit Risk

In the event of a tenant default, we may experience delays in enforcing our rights as a landlord and may incur substantial costs in protecting our investment. Our management evaluates our accrued rent receivable reserve policy in light of our tenant base and general and local economic conditions. Our accrued rent receivable allowance was $4.1 million or 2.3% of our accrued rent receivable balance as of March 31, 2022 compared to $4.1 million or 2.4% of our accrued rent receivable balance as of December 31, 2021.

If economic conditions deteriorate, including as a result of the ongoing COVID-19 pandemic, we may experience increases in past due accounts, defaults, lower occupancy and reduced effective rents. This condition would negatively affect our future net income and cash flows and could have a material adverse effect on our financial condition.

Development Risk

Development projects are subject to a variety of risks, including construction delays, construction cost overruns, building moratoriums, inability to obtain financing on favorable terms, inability to lease space at projected rates, inability to enter into construction, development and other agreements on favorable terms, and unexpected environmental and other hazards.

As of March 31, 2022 the following active development and redevelopment projects remain under construction in progress and we were proceeding on the following activity (dollars, in thousands):

Property/Portfolio Name	Location	Expected Completion Date	Activity Type	Approximate Square Footage	Estimated Costs	Amount Funded
405 Colorado Street (a)	Austin, TX	Q2 2021 (c)	Development	205,803	$ 121,864	$ 96,808
250 King of Prussia Road (b)	Radnor, PA	Q2 2022	Redevelopment	168,294	$ 82,854	$ 39,018

(a) Estimated costs include $2.1 million of existing property basis through a ground lease. Project includes 520 parking spaces.
(b) Total project costs includes $20.6 million of existing property basis.
(c) The parking garage and occupied portions of the office building were placed into service during 2021.

In addition to the properties listed above, we have classified one office building in Herndon, Virginia that has yet to incur significant redevelopment costs, and one parking facility in Philadelphia, Pennsylvania as redevelopment.

On December 1, 2021, we entered into two joint venture agreements to develop One Uptown, a $328.4 million mixed-used project in Austin, Texas. Construction of the project commenced during the fourth quarter of 2021 and we have funded $56.8 million of the total estimated project costs as of March 31, 2022. Under the joint venture agreement, we are required to fund an additional $9.8 million of the project costs. The remaining $261.8 million of the estimated total project costs is expected to be funded by our joint venture partner and proceeds of an expected $213.4 million in construction loans. We expect to recognize the formation of the joint ventures and deconsolidate the projects upon closing of the applicable construction loans. See Note 3, "Real Estate Investments” to our Consolidated Financial Statements for additional information regarding the project.

As of March 31, 2022 the following active unconsolidated real estate venture development projects remain under construction in progress and we were proceeding on the following activity (dollars, in thousands):

Property/Portfolio Name	Location	Expected Completion Date	Approximate Square Footage	Estimated Costs	Amount Funded	Construction Loan Financing	Our Share Remaining to be Funded
3025 JFK Boulevard (55%)	Philadelphia, PA	Q3 2023	(a)	$ 287,272	$ 76,935	$ 186,727	$ — (b)

(a) Mixed used building with 428,000 rentable square feet consisting of 200,000 SF of life science/innovation office, 219,000 SF of residential (326 units), and 9,000 SF of retail.
(b) We have fully funded our equity commitment. The remaining amount of the estimated costs to be funded of $210.3 million will be funded by our joint venture partner and the available borrowings under the $186.7 million construction loan.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management’s Discussion and Analysis of Financial Condition and Results of Operations discuss our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Certain accounting policies are considered to be critical accounting policies, as they require management to make assumptions about matters that are highly uncertain at the time the estimate is made and changes in accounting estimate are reasonably likely to occur from period to period. Management bases its estimates and assumptions on historical experience and current economic conditions.

Our Annual Report on Form 10-K for the year ended December 31, 2021 contains a discussion of our critical accounting policies. There have been no significant changes in our critical accounting policies since December 31, 2021.

RESULTS OF OPERATIONS

The following discussion is based on our consolidated financial statements for the three months ended March 31, 2022 and 2021. We believe that presentation of our consolidated financial information, without a breakdown by segment, will effectively present important information useful to our investors.

Net operating income ("NOI") as presented in the comparative analysis below is a non-GAAP financial measure defined as total revenue less property operating expenses, real estate taxes and third party management expenses. Property operating expenses that are included in determining NOI consist of costs that are necessary and allocable to our operating properties such as utilities, property-level salaries, repairs and maintenance, property insurance, and management fees. General and administrative expenses that are not reflected in NOI primarily consist of corporate-level salaries, amortization of share awards and professional fees that are incurred as part of corporate office management. NOI is a non-GAAP financial measure that we use internally to evaluate the operating performance of our real estate assets by segment, as presented in Note 14, "Segment Information," to our consolidated financial statements, and of our business as a whole. We believe NOI provides useful information to investors regarding our financial condition and results of operations because it reflects only those income and expense items that are incurred at the property level. While NOI is a relevant and widely used measure of operating performance of real estate investment trusts, it does not represent cash flow from operations or net income as defined by GAAP and should not be considered as an alternative to those measures in evaluating our liquidity or operating performance. NOI does not reflect interest expenses, real estate impairment losses, depreciation and amortization costs, capital expenditures and leasing costs. We believe that net income, as defined by GAAP, is the most appropriate earnings measure. See Note 14, "Segment Information" to our Consolidated Financial Statements for a reconciliation of NOI to our consolidated net income as defined by GAAP.

Comparison of the Three Months Ended March 31, 2022 and March 31, 2021

The following comparison for the three months ended March 31, 2022 to the three months ended March 31, 2021, makes reference to the effect of the following:

(a) "Same Store Property Portfolio," which represents 76 properties containing an aggregate of approximately 12.9 million net rentable square feet, and represents properties that we owned and consolidated for the three-month periods ended March 31, 2022 and 2021. The Same Store Property Portfolio includes properties acquired or placed in service on or prior to January 1, 2021 and owned and consolidated through March 31, 2022, excluding properties classified as held for sale,
(b) "Total Portfolio," which represents all properties owned and consolidated by us during the three months ended March 31, 2022 and 2021,
(c) "Recently Completed/Acquired Property," which represents one property placed into service or acquired on or subsequent to January 1, 2021,
(d) "Development/Redevelopment Properties," which represents four properties currently in development/redevelopment. A property is excluded from our Same Store Property Portfolio and moved into Development/Redevelopment in the period that we determine to proceed with development/redevelopment for a future development strategy, and

Comparison of three months ended March 31, 2022 to the three months ended March 31, 2021

(dollars and square feet in millions except per share amounts)	Same Store Property Portfolio				Recently Completed/Acquired Properties		Development/Redevelopment Properties		Other (Eliminations) (a)		Total Portfolio			
	2022	2021	$ Change	% Change	2022	2021	2022	2021	2022	2021	2022	2021	$ Change	% Change
Revenue:														
Rents	$ 110.8	$ 111.0	$ (0.2)	(0.2)%	$1.2	$ —	$ 1.1	$ 0.1	$ 2.8	$ 2.4	$ 115.9	$ 113.5	$ 2.4	2.1 %
Third party management fees, labor reimbursement and leasing	—	—	—	— %	—	—	—	—	5.1	6.7	5.1	6.7	(1.6)	(23.9)%
Other	0.3	0.2	0.1	50.0 %	—	—	—	—	6.2	0.4	6.5	0.6	5.9	983.3 %
Total revenue	111.1	111.2	(0.1)	(0.1)%	1.2	—	1.1	0.1	14.1	9.5	127.5	120.8	6.7	5.5 %
Property operating expenses	28.9	28.1	0.8	2.8 %	0.1	(0.1)	0.3	(0.4)	2.2	1.3	31.5	28.9	2.6	9.0 %
Real estate taxes	13.2	13.1	0.1	0.8 %	0.1	0.1	0.2	0.8	0.3	0.8	13.8	14.8	(1.0)	(6.8)%
Third party management expenses	—	—	—	— %	—	—	—	—	2.6	3.0	2.6	3.0	(0.4)	(13.3)%
Net operating income	69.0	70.0	(1.0)	(1.4)%	1.0	—	0.6	(0.3)	9.0	4.4	79.6	74.1	5.5	7.4 %
Depreciation and amortization	40.0	37.7	2.3	6.1 %	0.6	—	0.4	0.4	2.8	2.3	43.8	40.4	3.4	8.4 %
General & administrative expenses	—	—	—	— %	—	—	—	—	10.0	6.6	10.0	6.6	3.4	51.5 %
Net gain on disposition of real estate											—	(0.1)	0.1	(100.0)%
Net gain on sale of undepreciated real estate											(0.9)	(2.0)	1.1	(55.0)%
Operating income (loss)	$ 29.0	$ 32.3	$ (3.3)	(10.2)%	$0.4	$ —	$ 0.2	$ (0.7)	$ (3.8)	$ (4.5)	$ 26.7	$ 29.2	$ (2.5)	(8.6)%
Number of properties	76	76			1		4				81			
Square feet	12.9	12.9			0.1		0.6				13.9			
Core Occupancy % (b)	89.3 %	90.3 %			100.0 %									
Other Income (Expense):														
Interest and investment income											0.4	1.7	(1.3)	(76.5)%
Interest expense											(15.7)	(16.3)	0.6	(3.7)%
Interest expense — Deferred financing costs											(0.7)	(0.7)	—	— %
Equity in loss of unconsolidated real estate ventures											(4.6)	(6.9)	2.3	(33.3)%
Net income											$ 6.1	$ 7.0	$ (0.9)	(12.9)%
Net income attributable to Common Shareholders of Brandywine Realty Trust											$ 0.03	$ 0.04	$ (0.01)	(25.0)%

(a) Represents certain revenues and expenses at the corporate level as well as various intercompany costs that are eliminated in consolidation, third-party management fees, provisions for impairment, and changes in the accrued rent receivable allowance. Other/(Eliminations) also includes properties sold and properties classified as held for sale.

(b) Pertains to Core Properties.

Total Revenue

Rents from the Total Portfolio increased primarily as a result of the following:

- $1.2 million decrease related to a property that has been vacated and taken out of service for future demolition in our Austin, Texas segment;
- $1.2 million increase related to the residential and hotel components at the FMC Tower in our Philadelphia CBD segment related to higher occupancy partially due to the lifting of COVID-19 pandemic restrictions;
- $1.2 million increase related to our Recently Completed/Acquired Property; and
- $1.0 million increase related to a development property in our Austin, Texas segment that was partially placed into service during the third quarter of 2021.

Third party management fees, labor reimbursement, and leasing income decreased primarily due to a $0.8 million decrease in fees earned from our MAP Venture primarily related to decreases in leasing commissions and construction management fees, $0.5 million decrease related to a third party management contract terminated in the fourth quarter of 2021, and $0.1 million decrease as a result of the sale of the final property at our Allstate Venture during the fourth quarter of 2021.

Other income increased primarily as a result of the following:

- $3.4 million in excess insurance proceeds primarily related to a property in our Austin, Texas segment;
- $2.2 million of settlement proceeds received from a general contractor for liquidated damages as a result of a construction delay at a property in our Austin, Texas segment; and
- $0.2 million increase in income from the restaurant component of FMC Tower as a result of the lifting of COVID-19 pandemic restrictions.

Property Operating Expenses

Property operating expenses across our Total Portfolio increased primarily as a result of the following:

- $0.6 million increase related to a development property in our Austin, Texas segment that was partially placed into service during the third quarter of 2021;
- $0.4 million increase related to the commencement of operations of B.Labs, a life science incubator lab in our Philadelphia CBD segment, during the first quarter of 2022; and
- $0.7 million increase at the hotel and restaurant components of FMC Tower primarily as a result of the lifting of COVID-19 pandemic restrictions.

The remaining increase of $0.9 million is primarily related to miscellaneous increases in property operating expenses across our Total Portfolio, primarily driven by increases in property-related employee compensation expenses, marketing expenses, and repairs and maintenance.

Real Estate Taxes

Real estate taxes decreased primarily due to a $0.6 million decrease across properties in our Pennsylvania Suburbs segment as a result of tax reassessments.

Depreciation and Amortization

Depreciation and amortization expense increased primarily as a result of a $3.3 million increase in depreciation expense due to the reassessment of the estimated useful life of seven properties in our Austin, Texas segment pursuant to future demolition plans as part of our Broadmoor master development plan beginning in the second quarter of 2021.

General and Administrative

General and administrative expense increased primarily as a result of a $2.4 million recovery of previously expensed legal fees incurred in pursuit of a settlement that was received in the first quarter of 2021. In addition, $0.7 million of the increase is related to increased non-cash compensation expense during the first quarter of 2022 compared to the first quarter of 2021.

Net Gain on Sale of Undepreciated Real Estate

The gain of $0.9 million recognized during the three months ended March 31, 2022 is related to the sale of two parcels of land in our Other Segment.

The gain of $2.0 million recognized during the three months ended March 31, 2021 is due to the formation of the 3025 JFK Venture, which resulted in deconsolidation of the project and recognition of our investment in the real estate venture at fair value.

Interest and Investment Income

Interest and investment income decreased primarily as a result of a $1.2 million decrease related to our preferred equity interest in an entity that owned two stabilized office buildings located in Austin, Texas, which was redeemed prior to maturity during September, 2021.

Equity in loss of unconsolidated real estate ventures

Equity in loss of unconsolidated real estate ventures decreased primarily due to the following:

- $1.2 million decrease associated with our Commerce Square Venture primarily due to a decrease in the amortization of in-place lease intangibles during the three months ended March 31, 2022 compared to the three months ended March 31, 2021;
- $0.4 million decrease related to our MAP Venture primarily due to a decrease in depreciation expense during the three months ended March 31, 2022 than the three months ended March 31, 2021; and
- $0.3 million decrease associated with our 1919 Market Venture.

LIQUIDITY AND CAPITAL RESOURCES

General

Our principal liquidity funding needs for the next twelve months are as follows:

- normal recurring expenses;
- capital expenditures, including capital and tenant improvements and leasing costs;
- debt service and principal repayment obligations;
- current development and redevelopment costs;
- commitments to unconsolidated real estate ventures;
- distributions to shareholders to maintain our REIT status;
- possible acquisitions of properties, either directly or indirectly through the acquisition of equity interest therein; and
- possible common share repurchases.

We expect to satisfy these needs using one or more of the following:

- cash flows from operations;
- distributions of cash from our unconsolidated real estate ventures;
- cash and cash equivalent balances;
- availability under our Unsecured Credit Facility;
- secured construction loans and long-term unsecured indebtedness;
- sales of real estate or contributions of interests in real estate to joint ventures; and
- issuances of Parent Company equity securities and/or units of the Operating Partnership.

As of March 31, 2022, the Parent Company owned a 99.7% interest in the Operating Partnership. The remaining interest of approximately 0.3% pertains to common limited partnership interests owned by non-affiliated investors who contributed property to the Operating Partnership in exchange for their interests. As the sole general partner of the Operating Partnership, the Parent Company has full and complete responsibility for the Operating Partnership's day-to-day operations and management. The Parent Company's source of funding for its dividend payments and other obligations is the distributions it receives from the Operating Partnership.

As summarized above, we believe that our liquidity needs will be satisfied through available cash balances and cash flows from operations, financing activities and real estate sales. Rental revenue and other income from operations are our principal sources of cash to pay operating expenses, debt service, recurring capital expenditures and the minimum distributions required to maintain our REIT qualification. We seek to increase cash flows from our properties by maintaining quality standards for our properties that promote high occupancy rates and permit increases in rental rates while reducing tenant turnover and controlling operating expenses. Our revenue also includes third-party fees generated by our property management, leasing, development and construction businesses. We believe that our revenue, together with proceeds from property sales and debt financings, will continue to provide funds for our short-term liquidity needs. However, material changes in our operating or financing activities may adversely affect our net cash flows. With uncertain economic conditions, vacancy rates may increase, effective rental rates on new and renewed leases may decrease and tenant installation costs, including concessions, may increase in most or all of our markets during 2022 and possibly beyond. As a result, our revenues and cash flows could be insufficient to cover operating expenses, including increased tenant installation costs, pay debt service or make distributions to shareholders over the short-term. If this situation were to occur, we expect that we would finance cash deficits through borrowings under our unsecured credit facility and other sources of debt and equity financings. In addition, a material adverse change in cash provided by operations could adversely affect our compliance with financial performance covenants under our unsecured credit facility, including unsecured term loans and unsecured notes. As of March 31, 2022 we were in compliance with all of our debt covenants and requirement obligations.

Our $600 million Unsecured Credit Facility is scheduled to expire in July 2022. Although the Unsecured Credit Facility has two six-month extension options, we intend to renew and extend the facility for an additional four year term at similar economics. In addition, our Term Loan is scheduled to mature in October 2022 and we plan to extend the maturity date for an additional five-year term on similar terms. The Term Loan is currently swapped to a fixed rate of 2.87% and we have yet to determine if we intend to swap the loan to a fixed rate; however, based on the current interest rate environment, we anticipate the new effective interest rate will be above the current fixed rate.

In addition, we are continuing to monitor the ongoing COVID-19 pandemic and the related economic impacts, market volatility, and business disruption, and its impact on our tenants. The severity and duration of the pandemic and its impact on our operations and liquidity is uncertain and continues to evolve globally. However, if the pandemic continues, there will likely be continued negative economic impacts, market volatility, and business disruption which could negatively impact our tenants' ability to pay rent, our ability to lease vacant space, and our ability to complete development and redevelopment projects, and these consequences, in turn, could materially impact our results of operations.

We have granted rent relief requests primarily to our co-working and retail tenants. The relief requests have substantially all been in the form of rent deferral for varying lengths of time, but were primarily repaid in 2020 and 2021. For those tenants we believe require rent relief, we have granted deferrals and, in some instances, rent abatements while receiving extended lease terms through favorable lease extensions. We continue to assess the merits of rent deferral requests and can give no assurances on the outcomes of these ongoing negotiations, the amount and nature of the rent relief packages and ultimate recovery of the amounts deferred.

We use multiple financing sources to fund our long-term capital needs. When needed, we use borrowings under our unsecured credit facility for general business purposes, including to meet debt maturities and to fund distributions to shareholders as well as development and acquisition costs and other expenses. In light of the volatility in financial markets and economic uncertainties, it is possible, that one or more lenders under our unsecured credit facility could fail to fund a borrowing request. Such an event could adversely affect our ability to access funds under our unsecured credit facility when needed to fund distributions or pay expenses.

Our ability to incur additional debt is dependent upon a number of factors, including our credit ratings, the value of our unencumbered assets, our degree of leverage and borrowing restrictions imposed by our lenders. If one or more rating agencies were to downgrade our unsecured credit rating, our access to the unsecured debt market would be more limited and the interest rate under our unsecured credit facility and unsecured term loan would increase.

The Parent Company unconditionally guarantees the Operating Partnership's unsecured debt obligations, which, as of March 31, 2022, amounted to $1,984.6 million. We did not have any secured debt obligations on our wholly-owned portfolio as of March 31, 2022.

Capital Markets

The Parent Company issues equity from time to time, the proceeds of which it contributes to the Operating Partnership in exchange for additional interests in the Operating Partnership, and guarantees debt obligations of the Operating Partnership. The Parent Company's ability to sell common shares and preferred shares is dependent on, among other things, general market conditions for REITs, market perceptions about the Company as a whole and the current trading price of the Parent Company's shares. The Parent Company maintains a shelf registration statement that covers the offering and sale of common shares, preferred shares, depositary shares, warrants and unsecured debt securities. Subject to our ongoing compliance with securities laws, and if warranted by market conditions, we may offer and sell equity and debt securities from time to time under the shelf registration statement or in transactions exempt from registration.

See Note 11, "Beneficiaries' Equity of the Parent Company," to our Consolidated Financial Statements for further information related to our share repurchase program. We expect to fund any additional share repurchases with a combination of available cash balances and availability under our unsecured credit facility. The timing and amounts of any repurchases will depend on a variety of factors, including market conditions, regulatory requirements, share prices, capital availability and other factors as determined by our management team. The repurchase program does not require the purchase of any minimum number of shares and may be suspended or discontinued at any time without notice.

Capital Recycling

The Operating Partnership also considers net sales of selected properties and recapitalization of unconsolidated real estate ventures as additional sources of managing its liquidity. During the three months ended March 31, 2022, we closed on the sale of two parcels of land for net cash proceeds of $10.2 million.

As of March 31, 2022, we had $39.3 million of cash and cash equivalents and $442.8 million of available borrowings under our unsecured credit facility, net of $1.2 million in letters of credit outstanding. Based on the foregoing, as well as cash flows from operations net of dividend requirements, we believe we have sufficient capital to fund our remaining capital requirements on existing development and redevelopment projects and pursue additional attractive investment opportunities. We expect that our primary uses of capital during the remainder of 2022 will be to fund our current development and redevelopment projects.

Cash Flows

The following discussion of our cash flows is based on the consolidated statement of cash flows and is not meant to be a comprehensive discussion of the changes in our cash flows for the periods presented.

As of March 31, 2022 and December 31, 2021, we maintained cash and cash equivalents and restricted cash of $40.2 million and $28.3 million, respectively. We report and analyze our cash flows based on operating activities, investing activities, and financing activities. The following table summarizes changes in our cash flows (in thousands):

Activity	Three Months Ended March 31, 2022	2021	(Decrease) Increase
Operating	$ 28,515	$ 41,176	$ (12,661)
Investing	(110,787)	(21,249)	(89,538)
Financing	94,130	(20,524)	114,654
Net cash flows	$ 11,858	$ (597)	$ 12,455

Our principal source of cash flows is from the operation of our Properties. Our Properties provide a relatively consistent stream of cash flows that provides us with the resources to fund operating expenses, debt service and quarterly dividends. The decrease in operating cash flows is primarily due to the timing of operating expense payments.

Cash is used in investing activities to fund acquisitions, development, or redevelopment projects and recurring and nonrecurring capital expenditures. We selectively invest in new projects that enable us to take advantage of our development, leasing, financing, and property management skills and invest in existing buildings that meet our investment criteria. During the three months ended March 31, 2022, when compared to the three months ended March 31, 2021, the change in investing cash flows was due to the following activities (in thousands):

	(Decrease) Increase
Acquisitions of real estate	$ (3,446)
Capital expenditures and capitalized interest	(57,323)
Capital improvements/acquisition deposits/leasing costs	(4,369)
Joint venture investments	(24,878)
Proceeds from the sale of properties	1,402
Capital distributions from unconsolidated real estate ventures	(924)
Increase in net cash used in investing activities	$ (89,538)

We generally fund our investment activity through the sale of real estate, property-level financing, credit facilities, senior unsecured notes, and construction loans. From time to time, we may issue common or preferred shares of beneficial interest, or the Operating Partnership may issue common or preferred units of limited partnership interest. During the three months ended March 31, 2022, when compared to the three months ended March 31, 2021, the change in financing cash flows was due to the following activities (in thousands):

	(Decrease) Increase
Proceeds from debt obligations	$ 105,000
Repayments of debt obligations	15,000
Redemption of limited partnership units	(4,006)
Dividends and distributions paid	(58)
Other financing activities	(1,282)
Increase in net cash provided by financing activities	$ 114,654

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Capitalization

Indebtedness

The table below summarizes indebtedness under our unsecured debt at March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
	(dollars in thousands)	
Balance: (a)		
Fixed rate	$ 1,750,000	$ 1,750,000
Variable rate - unhedged	234,610	101,610
Total	$ 1,984,610	$ 1,851,610
Percent of Total Debt:		
Fixed rate	88.2 %	94.5 %
Variable rate - unhedged	11.8 %	5.5 %
Total	100.0 %	100.0 %
Weighted-average interest rate at period end:		
Fixed rate	3.8 %	3.8 %
Variable rate - unhedged	1.5 %	1.3 %
Total	3.6 %	3.7 %
Weighted-average maturity in years:		
Fixed rate	3.8	4.0
Variable rate - unhedged	4.7	10.6
Total	3.9	4.4

(a) Consists of unpaid principal and does not reflect premium/discount or deferred financing costs.

Scheduled principal payments and related weighted average annual effective interest rates for our debt as of March 31, 2022 were as follows (dollars in thousands):

Period	Principal maturities	Weighted Average Interest Rate of Maturing Debt
2022 (nine months remaining)	$ 406,000	2.35 %
2023	350,000	3.87 %
2024	350,000	3.78 %
2025	—	— %
2026	—	— %
2027	450,000	4.03 %
2028	—	— %
2029	350,000	4.30 %
2030	—	— %
2031	—	— %
Thereafter	78,610	1.52 %
Totals	$ 1,984,610	3.56 %

We anticipate refinancing our $350 million 3.95% Guaranteed Notes prior to the February 2023 maturity with similar guaranteed notes that will likely have a term between five and ten years. In the current interest rate environment, we anticipate the new guaranteed notes will have an effective interest rate that is above the current effective interest rate.

Unsecured Debt

The Operating Partnership is the issuer of our unsecured notes which are fully and unconditionally guaranteed by the Parent Company. The indenture under which the Operating Partnership issued its unsecured notes contains financial covenants, including: (i) a leverage ratio not to exceed 60%; (ii) a secured debt leverage ratio not to exceed 40%; (iii) a debt service coverage ratio of greater than 1.5 to 1.0; and (iv) an unencumbered asset value of not less than 150% of unsecured debt. The Operating Partnership is in compliance with all covenants as of March 31, 2022.

The charter documents of the Parent Company and Operating Partnership do not limit the amount or form of indebtedness that the Operating Partnership may incur, and its policies on debt incurrence are solely within the discretion of the Parent Company's Board of Trustees, subject to the financial covenants in the Credit Facility, indenture and other credit agreements.

Equity

In order to maintain its qualification as a REIT, the Parent Company is required to, among other things, pay dividends to its shareholders of at least 90% of its REIT taxable income. See Note 11, "Beneficiaries' Equity of the Parent Company," to our Consolidated Financial Statements for further information related to our dividends declared for the first quarter of 2022.

Contractual Obligations

Refer to our Annual Report on Form 10-K for the year ended December 31, 2021 for a discussion of our contractual obligations.

There have been no material changes, outside the ordinary course of business, to these contractual obligations during the three months ended March 31, 2022.

Funds from Operations (FFO)

Pursuant to the revised definition of FFO adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"), we calculate FFO by adjusting net income/(loss) attributable to common unit holders (computed in accordance with GAAP) for gains (or losses) from sales of properties, impairment losses on depreciable consolidated real estate, impairment losses on investments in unconsolidated real estate ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated real estate ventures, real estate related depreciation and amortization, and after similar adjustments for unconsolidated real estate ventures. FFO is a non-GAAP financial measure. We believe that the use of FFO combined with the required GAAP presentations, has been beneficial in improving the understanding of operating results of REITs among the investing public and making comparisons of REITs' operating results more meaningful. We consider FFO to be a useful measure for reviewing comparative operating and financial performance because, by excluding property impairments, gains or losses related to sales of previously depreciated operating real estate assets and real estate depreciation and amortization, FFO can help the investing public compare the operating performance of a company's real estate between periods or as compared to other companies. Our computation of FFO may not be comparable to FFO reported by other REITs or real estate companies that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently.

We consider net income, as defined by GAAP, to be the most comparable earnings measure to FFO. While FFO and FFO per unit are relevant and widely used measures of operating performance of REITs, FFO does not represent cash flow from operations or net income as defined by GAAP and should not be considered as alternatives to those measures in evaluating our liquidity or operating performance. We believe that to further understand our performance, FFO should be compared with our reported net income/(loss) attributable to common unit holders and considered in addition to cash flows in accordance with GAAP, as presented in our consolidated financial statements.

The following table presents a reconciliation of net income attributable to common unitholders to FFO for the three months ended March 31, 2022 and 2021:

	Three Months Ended March 31,	
	2022	2021
	(amounts in thousands, except share information)	
Net income attributable to common unitholders	**$ 5,955**	**$ 6,819**
Add (deduct):		
Amount allocated to unvested restricted unitholders	148	146
Net gain on disposition of real estate	—	(74)
Depreciation and amortization:		
Real property	36,162	31,534
Leasing costs including acquired intangibles	6,994	8,280
Company's share of unconsolidated real estate ventures	11,295	13,731
Partners' share of consolidated real estate ventures	(5)	(5)
Funds from operations	**$ 60,549**	**$ 60,431**
Funds from operations allocable to unvested restricted shareholders	(238)	(213)
Funds from operations available to common share and unit holders (FFO)	**$ 60,311**	**$ 60,218**
Weighted-average shares/units outstanding — basic (a)	**171,927,588**	**171,606,375**
Weighted-average shares/units outstanding — fully diluted (a)	**173,521,633**	**172,617,754**

(a) Includes common shares and partnership units outstanding through the three months ended March 31, 2022 and 2021, respectively.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the exposure to loss resulting from changes in interest rates, commodity prices and equity prices. In pursuing our business plan, the primary market risk to which we are exposed is interest rate risk. Changes in the general level of interest rates prevailing in the financial markets may affect the spread between our yield on invested assets and cost of funds and, in turn, our ability to make distributions or payments to our shareholders. While we have not experienced any significant credit losses, in the event of a significant rising interest rate environment and/or continued economic slowdown, defaults could increase and result in losses to us which would adversely affect our operating results and liquidity.

Interest Rate Risk and Sensitivity Analysis

The analysis below presents the sensitivity of the market value of the Operating Partnership's financial instruments to selected changes in market rates. The range of changes chosen reflects its view of changes which are reasonably possible over a one-year period. Market values are the present value of projected future cash flows based on the market rates chosen.

Our financial instruments consist of both fixed and variable rate debt. As of March 31, 2022, our consolidated debt consisted of unsecured notes with an outstanding principal balance of $1,500.0 million, all of which are fixed rate borrowings. We also have variable rate debt consisting of trust preferred securities with an outstanding principal balance of $78.6 million, a $600.0 million Credit Facility with an outstanding balance of $156.0 million and an unsecured term loan with an outstanding principal balance of $250.0 million. The unsecured term loan has been swapped to a fixed rate. All financial instruments were entered into for other than trading purposes and the net market value of these financial instruments is referred to as the net financial position. Changes in interest rates have different impacts on the fixed and variable rate portions of our debt portfolio. A change in interest rates on the fixed portion of the debt portfolio impacts the net financial instrument position, but has no impact on interest incurred or cash flows. A change in interest rates on the variable portion of the debt portfolio impacts the interest incurred and cash flows, but does not impact the net financial instrument position.

As of March 31, 2022, based on prevailing interest rates and credit spreads, the fair value of our unsecured notes was $1,515.3 million. For sensitivity purposes, a 100-basis point change in the discount rate equates to a change in the total fair value of our debt of approximately $15.2 million at March 31, 2022.

From time to time or as the need arises, we use derivative instruments to manage interest rate risk exposures and not for speculative or trading purposes. The total outstanding principal balance of our variable rate debt was approximately $484.5 million as of March 31, 2022. The total fair value of our variable rate debt was approximately $467.0 million at March 31, 2022. For sensitivity purposes, if market rates of interest increase by 100 basis points the fair value of our variable rate debt would decrease by approximately $8.2 million at March 31, 2022. If market rates of interest decrease by 100 basis points the fair value of our outstanding variable rate debt would increase by approximately $9.0 million at March 31, 2022.

These amounts were determined solely by considering the impact of hypothetical interest rates on our financial instruments. Due to the uncertainty of specific actions we may undertake to minimize possible effects of market interest rate increases, this analysis assumes no changes in our financial structure.

Item 4. Controls and Procedures

Controls and Procedures (Parent Company)

(a) *Evaluation of disclosure controls and procedures.* Under the supervision and with the participation of its management, including its principal executive officer and principal financial officer, the Parent Company conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), as of the end of the period covered by this quarterly report. Based on this evaluation, the Parent Company's principal executive officer and principal financial officer have concluded that the Parent Company's disclosure controls and procedures are effective as of the end of the period covered by this quarterly report.

(b) *Changes in internal control over financial reporting.* There was no change in the Parent Company's internal control over financial reporting that occurred during the period covered by this quarterly report that has materially affected, or is reasonably likely to materially affect, the Parent Company's internal control over financial reporting.

Controls and Procedures (Operating Partnership)

(a) *Evaluation of disclosure controls and procedures.* Under the supervision and with the participation of its management, including its principal executive officer and principal financial officer, the Operating Partnership conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act as of the end of the period covered by this quarterly report. Based on this evaluation, the Operating Partnership's principal executive officer and principal financial officer have concluded that the Operating Partnership's disclosure controls and procedures are effective as of the end of the period covered by this quarterly report.

(b) *Changes in internal control over financial reporting.* There was no change in the Operating Partnership's internal control over financial reporting that occurred during the period covered by this quarterly report that has materially affected, or is reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

As of March 31, 2022 there have been no material changes to the Risk Factors disclosed in "Part I. Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) None.

(b) Not applicable.

(c) There were no common share repurchases under the Parent Company's share repurchase program during the fiscal quarter ended March 31, 2022. As of March 31, 2022, $82.9 million remained available for repurchases under our share repurchase program.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits

Exhibits No.	Description
10.1	Form of 2022 Restricted Common Share Rights Award Agreement (with outperformance feature) (filed herewith)**
10.2	Form of 2022-2024 Restricted Performance Share Unit Award Agreement (filed herewith)**
10.3	2022-2024 Restricted Performance Share Unit Program (filed herewith)**
31.1	Certification of the Chief Executive Officer of Brandywine Realty Trust pursuant to 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934 (filed herewith)
31.2	Certification of the Chief Financial Officer of Brandywine Realty Trust pursuant to 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934 (filed herewith)
31.3	Certification of the Chief Executive Officer of Brandywine Realty Trust, in its capacity as the general partner of Brandywine Operating Partnership, L.P., pursuant to 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934 (filed herewith)
31.4	Certification of the Chief Financial Officer of Brandywine Realty Trust, in its capacity as the general partner of Brandywine Operating Partnership, L.P., pursuant to 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934 (filed herewith)
32.1	Certification of the Chief Executive Officer of Brandywine Realty Trust pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
32.2	Certification of the Chief Financial Officer of Brandywine Realty Trust pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
32.3	Certification of the Chief Executive Officer of Brandywine Realty Trust, in its capacity as the general partner of Brandywine Operating Partnership, L.P., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
32.4	Certification of the Chief Financial Officer of Brandywine Realty Trust, in its capacity as the general partner of Brandywine Operating Partnership, L.P., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
101.1	The following materials from the Quarterly Reports on Form 10-Q of Brandywine Realty Trust and Brandywine Operating Partnership, L.P. for the quarter ended March 31, 2022 formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statement of Equity, (iv) the Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements, detailed tagged and filed herewith.
104	Cover Page Interactive Data File – the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

** Management contract or compensatory plan or arrangement.

Exhibits 32.1, 32.2, 32.3 and 32.4 are being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liability of that section, nor shall any of such exhibits be deemed to be incorporated by reference in any filing of Brandywine Realty Trust or Brandywine Operating Partnership, L.P. under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

SIGNATURES OF REGISTRANT

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BRANDYWINE REALTY TRUST
(Registrant)

Date:	April 27, 2022	**By:**	/s/ Gerard H. Sweeney **Gerard H. Sweeney, President and Chief Executive Officer** **(Principal Executive Officer)**
Date:	April 27, 2022	**By:**	/s/ Thomas E. Wirth **Thomas E. Wirth, Executive Vice President and Chief Financial Officer** **(Principal Financial Officer)**
Date:	April 27, 2022	**By:**	/s/ Daniel Palazzo **Daniel Palazzo, Vice President and Chief Accounting Officer** **(Principal Accounting Officer)**

SIGNATURES OF REGISTRANT

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BRANDYWINE OPERATING PARTNERSHIP, L.P.
(Registrant)
BRANDYWINE REALTY TRUST,
as general partner

Date:	April 27, 2022	**By:**	/s/ Gerard H. Sweeney
			Gerard H. Sweeney, President and Chief Executive Officer
			(Principal Executive Officer)
Date:	April 27, 2022	**By:**	/s/ Thomas E. Wirth
			Thomas E. Wirth, Executive Vice President and Chief Financial Officer
			(Principal Financial Officer)
Date:	April 27, 2022	**By:**	/s/ Daniel Palazzo
			Daniel Palazzo, Vice President and Chief Accounting Officer
			(Principal Accounting Officer)

BRANDYWINE REALTY TRUST
RESTRICTED SHARE RIGHTS AWARD AGREEMENT

THIS RESTRICTED SHARE RIGHTS AWARD AGREEMENT (this "Agreement") dated as of the Effective Date set forth in the attached Award Certificate (the "Award Certificate") is made pursuant to the Brandywine Realty Trust Amended and Restated 1997 Long-Term Incentive Plan (the "Plan") by and between Brandywine Realty Trust (the "Company") and the individual named on the Award Certificate (the "Participant"). The Award Certificate is included with and made part of this Agreement. In this Agreement and the Award Certificate, unless the context otherwise requires, words and expressions shall have the meanings given to them in the Plan, except as herein defined.

1. Definitions. For purposes of this Agreement, the following terms shall have the following meanings:

(a) "Achievement Percentage" means the "Percentage of Component Earned" specified with respect to the target, above target and maximum levels for each Performance Component on the Award Certificate, or a percentage determined using linear interpolation if actual performance falls between any two specific levels. In the event that actual performance does not meet the target level for any Performance Component, the "Achievement Percentage" with respect to such Performance Component shall be zero.

(b) "Award" means the equity incentive award memorialized by this Agreement.

(c) "Deferred Compensation Plan" means the Brandywine Realty Trust Executive Deferred Compensation Plan, as in effect from time to time.

(d) "Disability" means "Disability" as defined in the Plan, provided that such condition also constitutes a "disability" as defined in Treas. Reg. § 1.409A-3(i)(4).

(e) "Double Trigger Termination" means a Company-initiated termination of the Participant's employment without Cause, or the Participant's resignation with Good Reason, in either case during the one year period following a Change of Control.

(f) "Good Reason" means the occurrence of any of the following after a Change of Control: (i) a decrease in the Participant's annual base salary in effect at the date of the Change of Control; (ii) a material decrease in the Participant's annual bonus opportunity in effect at the date of the Change of Control; (iii) a material diminution in the Participant's title, authority, duties, or responsibilities in effect at the date of the Change of Control; or (iv) a relocation of the Participant's principal place of work to a location more than thirty (30) miles from the location at the date of the Change of Control; provided, however, that the foregoing events or conditions will only constitute Good Reason if the Participant provides the Company with written objection to the event or condition within 90 days following the occurrence thereof, the Company does not reverse or otherwise cure the event or condition within 30 days of receiving that written objection, and the Participant resigns his or her employment within 30 days following the expiration of that cure period.

(g) "Performance Components" means the performance criteria applicable to the Award, as set forth on the Award Certificate.

(h) "Performance Period" means the three year period ending December 31, 2024.

(i) "Qualifying Termination" means a Termination of Employment (x) after the Participant has become Retirement Eligible, (y) due to the Participant's Disability, or (z) resulting from the Participant's death.

(j) "Relative Weighting" means, in respect of any Performance Component, the "Relative Weighting" set forth for such Performance Component on the Award Certificate.

(k) "Retirement Eligible" means the Participant has attained at least age fifty seven (57) and completed at least fifteen (15) years of continuous full-time service with the Company.

(l) "RSU" means a restricted stock unit granted hereunder, which unit is intended to constitute a "Performance Share" under the Plan.

(m) "Target Award Amount" means, in respect of the Award, the "Target Award Amount" set forth on the Award Certificate.

(n) "Termination Date" means the effective date of a Termination of Employment for any reason.

(o) "Termination of Employment" means a "separation from service" of the Participant within the meaning of Treasury Regulation §1.409A-1(h) (or any successor regulation).

2. Award Elements. This Award is composed of two elements, a "basic" element and an "outperformance" element. The "basic" element consists of a number of RSUs equal to 100% of the Target Award Amount, which RSUs are subject to service-based vesting conditions as set forth stated in Section 3. The "outperformance" element consists of a number of additional RSUs (ranging from zero to 200% of the Target Award Amount) that may be earned pursuant to Section 4(a) and, if earned, will be subject to service-based vesting conditions as set forth in Section 4(b).

3. Basic Element.

(a) Vesting. Provided the Participant remains in continuous service with the Company through the applicable date or event:

(i) A number of RSUs equal to one-third (1/3) of the Target Award Amount shall become vested on each of (A) April 15, 2023, (B) April 15, 2024 and (C) April 15, 2025;

(ii) In the event of the Participant's death or Disability, any RSUs that are subject to vesting under Section 3(a)(i) above, but not yet otherwise vested, will then become vested;

(iii) Upon the Participant becoming Retirement Eligible, any RSUs that are subject to vesting under Section 3(a)(i) above, but not yet otherwise vested, will then become vested; and

(iv) Upon a Double Trigger Termination, any RSUs that are subject to vesting under Section 3(a)(i) above, but not yet otherwise vested, will then become vested; provided that Participant executes a general release of claims against the Company and its affiliates in a form reasonably prescribed by the Company and that release becomes irrevocable within 45 days after such termination. If Participant fails to timely satisfy this release requirement, all RSUs otherwise vesting under this Paragraph 3(a)(iv) shall be forfeited and Participant will have no further rights with respect thereto.

(v) Upon the Participant's termination of employment with the Company, the Participant will forfeit all RSUs subject to vesting under this Section 3 (and all rights with respect thereto) that have not become vested as of or prior to such termination. In addition, if the termination is for Cause, all RSUs subject to this Section 3 (whether or not then vested) and any Shares underlying RSUs that have not yet been issued to the Participant shall then be automatically forfeited.

(b) Delivery. Subject to any delay required by Section 5(i) (regarding Section 409A), Shares will become deliverable in respect of RSUs vesting under Section 3(a) as follows:

(i) In the case of RSUs vesting under Sections 3(a)(i) or 3(a)(ii) (i.e., scheduled vesting dates, death or Disability), one Share shall be delivered in respect of each RSU then vesting, within 15 days of the applicable vesting date or event;

(ii) In the case of RSUs vesting under Section 3(a)(iii) (i.e., Retirement Eligibility), one Share shall be delivered in respect of each RSU then vesting within 15 days of the earlier of (A) the date such Share would have otherwise been deliverable under Paragraph 3(a)(i)(A), (B) or (C) (as applicable), or (B) the Participant's Termination Date; and

(iii) In the case of RSUs vesting under Paragraph 3(a)(iv) (i.e., involuntary termination following a Change of Control) one Share shall be delivered in respect of each RSU then vesting within 60 days of Participant's Termination Date.

(c) Dividend Equivalent Rights. Upon the payment by the Company of any cash dividend or distribution with respect to its Shares, the Participant will then be entitled to an equivalent cash payment equal to the cash dividends or distributions that would then be payable with respect to a number of Shares equal to the number of outstanding RSUs then held by the Participant and subject to this Section 3 (whether or not then vested).

4. Outperformance Element.

(a) Performance Determination. Following the last day of the Performance Period and subject to the Participant's continued employment through the last day of the Performance Period (except as provided in Section 4(c)(i)(A) or Section 4(d) below), the total number of RSUs earned under this Section 4 shall be calculated by the Committee as follows:

(i) For each Performance Component, the total number of RSUs earned and issuable shall be equal to the product of (x) the Target Award Amount, multiplied by (y) the Relative Weighting for such Performance Component, multiplied by (z) the Achievement Percentage for such Performance Component. The foregoing calculation shall be made promptly following the end of the Performance Period. In the event that the Company's actual performance does not meet the target level for a

Performance Component, no RSUs shall be earned in respect of that Performance Component.

(ii) The levels of achievement with respect to any Performance Component shall be adjusted from time to time by the Committee as it deems equitable and necessary in light of acquisitions, dispositions and other non-routine and opportunistic expenses, transactions or extraordinary or one-time events that impact the Company's operations or the measurement of any Performance Component.

(b) Vesting. Subject to Sections 4(c)(i) and 4(c)(ii), the RSUs earned under Section 4(a) shall become vested as follows, subject to the Participant's continued employment with the Company through the applicable vesting date:

(i) 50% of such earned RSUs shall vest on January 1, 2025; and

(ii) 50% of such earned RSUs shall vest on January 1, 2026;

(c) Effect of Certain Termination Events.

(i) Death, Disability, Retirement. Notwithstanding the foregoing:

(A) In the event of the Participant's Qualifying Termination prior to the completion of the Performance Period, a portion of the RSUs subject to this Section 4 may be earned, with the actual number of earned RSUs determined based on actual performance through the end of the Performance Period. The number of earned RSUs calculated in accordance with this Section 4(c)(i)(A) that become vested will be pro-rated based on the number of days in the Performance Period completed prior to the Termination Date, and such pro-rated number of earned RSUs under the Award will be deemed vested in full and be settled pursuant to Section 4(f), with the "applicable vesting date" meaning the last day of the Performance Period.

(B) In the event of the Participant's Qualifying Termination upon or after the completion of the Performance Period (including, for this purpose, an abbreviated performance period described below under Section 4(d)) but prior to the last vesting date applicable under Section 4(b), all earned but otherwise unvested RSUs under this Section 4 will become vested in full and will be settled pursuant to Section 4(f), with the "applicable vesting date" meaning the Termination Date.

(ii) Double Trigger Termination. In the event of a Double Trigger Termination upon or after the completion of the Performance Period (including, for this purpose, an abbreviated performance period described below under Section 4(d)) but prior to the last vesting date under Section 4(b), all earned but otherwise unvested RSUs under this Section 4 will become vested in full and will be settled pursuant to Section 4(f), with the "applicable vesting date" meaning the Termination Date; provided the Participant executes a general release of claims against the Company and its affiliates in a form reasonably prescribed by the Company and that release becomes irrevocable within 45 days after such termination. If Participant fails to timely satisfy this release requirement, all RSUs otherwise vesting under this paragraph will be forfeited and Participant will have no further rights with respect thereto.

(iii) Other Terminations. Upon the Participant's termination of employment with the Company, the Participant will forfeit all RSUs subject to vesting under this Section 4 (and all rights with respect thereto) that have not become vested as of or prior to such termination. In addition, if the termination is for Cause, all RSUs subject to this Section 4 (whether or not earned or vested) and any Shares underlying RSUs that have not yet been issued to the Participant shall then be automatically forfeited.

(d) Change of Control. Notwithstanding the foregoing, in the event of a Change of Control during the Participant's employment and prior to the completion of the Performance Period, a portion of the RSUs subject to this Section 4 may be earned, with the actual number of earned RSUs determined based on actual performance through the end of the most recently completed fiscal quarter prior to such Change of Control, measured against the Performance Components as adjusted by the Committee in its discretion to reflect the abbreviation of the Performance Period. Such earned RSUs will then remain subject to the service-based vesting conditions set forth in Section 4(b) (subject to acceleration under Section 4(c)(i)(B) or 4(c)(ii), if applicable).

(e) Dividend Equivalent Rights. Upon the payment by the Company of any cash dividend or distribution with respect to its Shares, the Participant will then be entitled to an equivalent cash payment equal to the cash dividends or distributions that would then be payable with respect to a number of Shares equal to the number of earned RSUs then held by the Participant and subject to this Section 4 (whether or not then vested).

(f) Delivery. Upon the vesting of an earned RSU in accordance with Section 4(b) or Section 4(c)(i), one Share shall be delivered in respect of each RSU then vesting not later than the 60 days following the applicable vesting date (subject to any delay required under Section 5(i) (regarding Section 409A).

5. Miscellaneous.

(a) Deferrals. To the extent provided under the Deferred Compensation Plan and timely elected in accordance with Section 409A, the Participant may elect to defer receipt of Shares hereunder (and dividends payable on those Shares following the date they would otherwise have been issued). In the event of such a deferral, the time for Share issuance and dividend payment will be governed by the Deferred Compensation Plan and not this Agreement. However, for avoidance of doubt, dividend equivalent amounts payable under Section 3(c) or 4(e) prior to the date the related Shares are (or absent a deferral election, would have been) issued hereunder may not be deferred and will in any case be paid at the times specified in Section 3(c) or 4(e), as applicable.

(b) Agreement Subject to Plan; Amendment. By entering into this Agreement, the Participant agrees and acknowledges that the Participant has received and read a copy of the Plan. This Award is subject to the Plan and the terms and provisions of the Plan are hereby incorporated herein by reference. The terms of the Agreement and the Award Certificate may be amended from time to time by the Committee in its sole discretion in any manner that it deems appropriate; provided, that any such amendment that would materially and adversely affect any right of the Participant shall not to that extent be effective without the consent of the Participant; but provided further that this Agreement may be terminated and liquidated without the consent of Participant (but subject to the requirements of Treas. Reg. § 1.409A-3(j)(4)(ix), if applicable).

(c) Participant is Unsecured General Creditor. The Participant and the Participant's heirs, successors, and assigns shall have no legal or equitable rights, interest, or claims in any specific property or assets of the Company. Assets of the Company shall not be held under any trust for the benefit of the Participant or the Participant's heirs, successors, or assigns, or held in any way as collateral security for the fulfilling of the obligations of the Company under the Agreement or the Plan. Any and all of the Company's assets shall be, and remain, the general unrestricted assets of the Company. The Company's sole obligation under this Agreement and in respect of the Award shall be merely that of an unfunded and unsecured promise of the Company to pay the Participant in the future, subject to the conditions and provisions of the Agreement and the Plan.

(d) No Transferability; No Assignment. Neither the Participant nor any other person shall have any right to commute, sell, assign, transfer, pledge, anticipate, mortgage or otherwise encumber, transfer, hypothecate, alienate or convey in advance of actual receipt, the Award or the RSUs. No part of the RSUs or the Shares delivered in respect of any vested RSUs, and/or amounts payable under this Agreement shall, prior to actual settlement or payment, be subject to seizure, attachment, garnishment or sequestration for the payment of any debts, judgments, alimony or separate maintenance owed by the Participant or any other person, be transferable by operation of law in the event of the Participant's or any other person's bankruptcy or insolvency or be transferable to a spouse as a result of a property settlement or otherwise.

(e) No Right to Continued Employment. Neither the Plan nor this Agreement nor the Participant's receipt of this Award (or Shares issued in settlement of the Award) shall impose any obligation on the Company or any Affiliate to continue the employment of the Participant. Further, the Company or any Affiliate (as applicable) may at any time terminate the employment of such Participant, free from any liability or claim under the Plan or this Agreement, except as otherwise expressly provided herein.

(f) No Shareholder Rights. The Participant shall have no rights as a shareholder of the Company, no rights to dividends or distributions (subject to the right to receive dividend equivalent payment as set forth in Section 3(c) or 4(e)) and no voting rights with respect to the RSUs and any Shares underlying or issuable in respect of such RSUs until such Shares are actually issued to and held of record by the Participant.

(g) Tax Withholding.

(i) Regardless of any action the Company takes with respect to any or all federal, state or local income tax, employment tax or other tax related items ("Tax Related Items"), the Participant acknowledges that the ultimate liability for all Tax Related Items associated with this Award is and remains the Participant's responsibility and that the Company: (A) makes no representations or undertakings regarding the treatment of any Tax Related Items in connection with any aspect of the RSUs, including, but not limited to, the grant or vesting of the RSUs, the delivery of the Shares, the subsequent sale of Shares acquired hereunder and the receipt of dividend equivalent payments; and (B) does not commit to structure the terms of the grant or any aspect of the RSUs to reduce or eliminate the Participant's liability for Tax Related Items. Further, if Participant has relocated to a different jurisdiction between the date of grant and the date of any taxable event, Participant acknowledges that the Company may be required to withhold or account for Tax-Related Items in more than one jurisdiction.

(ii) Prior to the relevant taxable event, the Participant shall pay or make adequate arrangements satisfactory to the Company, in its sole discretion, to satisfy all withholding and payment on account obligations for Tax Related Items of the Company. In this regard, the Participant authorizes the Company, in its sole discretion, to satisfy the obligations with regard to all Tax Related Items legally payable by the Participant with respect to the RSUs by withholding Share otherwise issuable to the Participant. The Participant shall pay to the Company any amount of Tax Related Items that the Company may be required to withhold as a result of the RSUs that are not satisfied by the previously described method.

(h) Compensation Recovery Policy. Notwithstanding anything to the contrary contained herein, the Participant agrees that this Award will be subject to the terms of any current or future clawback or recapture policy adopted by the Company and any current or future law, regulation or stock exchange listing requirement regarding the clawback or recapture of compensation.

(i) Section 409A Compliance. The Award and the Shares and amounts payable under this Agreement are intended to comply with or be exempt from the requirements of Section 409A so as to prevent the inclusion in gross income of any benefits accrued hereunder in a taxable year prior to the taxable year or years in which such amount would otherwise be actually distributed or made available to the Participant. The Agreement shall be administered and interpreted to the extent possible in a manner consistent with that intent. Notwithstanding any other provision of this Agreement, if a Participant is a "specified employee" within the meaning of Section 409A, no payments in respect of any Award or RSU that is "deferred compensation" subject to Section 409A and which would otherwise be payable upon the Participant's "separation from service" (as defined in Section 409A) shall be made to such Participant prior to the date that is six months after the date of the Participant's "separation from service" or, if earlier, the Participant's date of death. Following any applicable six month delay, all such delayed payments will be paid in a single lump sum on the earliest date permitted under Section 409A that is also a business day. To the extent any payment under this Award is conditioned on the effectiveness of a release of claims and the period Participant is afforded to consider the release spans two calendar years, payment will be made in the second calendar year. The Participant is solely responsible and liable for the satisfaction of all taxes and penalties under Section 409A that may be imposed on or in respect of the Participant in connection with this Agreement, and the Company shall not be liable to any Participant for any payment made under this Plan that is determined to result in an additional tax, penalty or interest under Section 409A, nor for reporting in good faith any payment made under this Agreement as an amount includible in gross income under Section 409A. Notwithstanding any contrary provision of the Plan or this Agreement (including, without limitation, Sections 9(b)(iii) and 9(b)(v) of the Plan), the delivery of Shares hereunder may only be accelerated to the extent permitted under Section 409A.

(j) Section 280G of the Code. In the event that the accelerated vesting of the RSUs or the amounts payable under this Agreement, together with all other payments and the value of any benefit received or to be received by the Participant, would result in all or a portion of such payment being subject to excise tax under Section 4999 of the Code (the "Excise Tax"), then the Participant's payment shall be either (a) the full payment or (b) such lesser amount that would result in no portion of the payment being subject to the Excise Tax, whichever of the foregoing amounts, taking into account the applicable federal, state, and local employment taxes, income taxes, and the Excise Tax, results in the receipt by the Participant, on an after-tax basis, of the greatest amount of the payment notwithstanding that all or some portion of the payment may be taxable under Section 4999 of the Code. Any such reduction shall be made by the Company in compliance with all applicable legal authority, including Section 409A, with later payments being reduced prior to earlier payments. All determinations required to be made under this Section shall be made by the nationally recognized accounting firm which is the Company's outside auditor immediately prior to the event triggering the payments that are subject to the Excise Tax (the "Accounting Firm"). The Company shall cause the Accounting Firm to provide detailed supporting calculations of its determinations to the Company and the Participant. All fees and expenses of the Accounting Firm shall be borne solely by the Company.

(k) Affiliate Service. Solely for purposes of the vesting provisions of this Award, service with the Company will be deemed to include service with an Affiliate, but only during the period of such affiliation. Solely for purpose of determining whether a Participant is Retirement Eligible, full-time service with an entity acquired by the Company or an Affiliate will be deemed to constitute full-time service with the Company, provided the Participant was in active service with the acquired entity at the time of the transaction and has continued in service with the Company without interruption since that time.

(l) Fractional Shares. Fractional Shares otherwise issuable hereunder will be rounded down to the nearest whole Share.

(m) Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Maryland applicable to contracts made and performed wholly within the State of Maryland, without giving effect to the conflict of law provisions thereof.

(n) Signature in Counterparts. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

* * * * *

BRANDYWINE REALTY TRUST
RESTRICTED SHARE RIGHTS
AWARD CERTIFICATE

1. Brandywine Realty Trust and the Participant who is signatory hereto, hereby agree to the terms of this Award Certificate and the Brandywine Realty Trust Outperformance Share Award Agreement to which it is attached.

2. Subject to the terms of this Award Certificate, the Agreement, and the Plan, the Company hereby grants to the Participant as of the Effective Date, the Award on the terms set forth below:

Participant:	____________________
Effective Date:	March 3, 2022
Target Award Amount:	______ RSUs

3. The Performance Components relevant under Section 4 of the Agreement are set forth below:

Performance Component #1: Average FFO Growth Percentage
Performance Period: January 1, 2022 to December 31, 2024
Relative Weighting: 50%
Performance Scale:

Average FFO Growth Percentage		**Percentage of Component Earned**
Target	2.75%	50%
Above target	3.00%	75%
	3.25%	100%
	3.50%	150%
Maximum or above	4.00%	200%

(i) "Average FFO Growth Percentage" means the average of the sum of the percentage changes in FFO (as defined below) for each of (a) calendar year 2022 compared to calendar year 2021; (b) calendar year 2023 compared to calendar year 2022; and (c) calendar year 2024 compared to calendar year 2023. For example, if the percentages are 0.7%, 1.1% and 4.5% for the foregoing three periods, then the Average FFO Growth Percentage will be 2.10%.

(ii) "FFO" for a given calendar year means FFO, as defined by NAREIT and interpreted by the Company, but adjusted to exclude (a) funds from operations allocable to unvested restricted share award holders, and (b) the effects of charges related to liability management transactions that result in make-whole/prepayment penalties and/or the accelerated amortization of deferred financing costs. These exceptions include transactions for both wholly-owned and joint venture entities. For avoidance of doubt, FFO for 2021 was $237,976,000 ($238,344,000 NAREIT defined FFO, less $705,000 allocable to unvested restricted share award holders, plus $337,000 in adjustments to exclude the effects of charges related to liability management transactions).

Performance Component #2: Aggregate Investment Activity
Performance Period: January 1, 2022 to December 31, 2024
Relative Weighting: 50%
Performance Scale:

Aggregate Investment Activity		**Percentage of Component Earned**
Target	$1,100,000	50%
Above target	$1,150,000	75%
	$1,200,000	100%
	$1,250,000	150%
Maximum or above	$1,300,000	200%

"Aggregate Investment Activity" means the sum of the following: (a) the purchase price of real estate, including land and buildings, acquired by the Company (as defined below) or an unconsolidated subsidiary during the Performance Period ("Purchases"); (b) the gross sales price of real estate, including land and buildings, sold by the Company or an unconsolidated subsidiary during the Performance Period ("Sales"); (c) the present value of scheduled rental payments that will be made, or received, over the term of any ground lease executed by the Company or an unconsolidated subsidiary during the Performance Period (using a discount rate equal to the Company's weighted cost of capital at the time of execution of any such ground lease); (d) the principal amount of loans made or committed to be made by the Company to third persons, including to unconsolidated subsidiaries, during the Performance Period; (e) the amount of equity invested or committed to be invested by the Company in third persons, including in unconsolidated subsidiaries, during the Performance Period; (f) the budgeted cost of developments and redevelopments commenced by the Company or an unconsolidated subsidiary during the Performance Period (regardless of whether such costs will be funded through debt or equity, including equity funded by a third party partner or member in an unconsolidated subsidiary, or a combination thereof); and (g) without duplication, the Company's equity and debt commitments to joint ventures formed during the Performance Period. In the event that the Company undertakes a Purchase or a Sale through an unconsolidated subsidiary, then, solely in any such case, the amount credited to Aggregate Investment Activity shall be the Company's pro rata share of the purchase price or sale price, as the case may be, determined based on the Company's ownership interest in the unconsolidated subsidiary without regard to priority entitlements to distributable cash. For purposes of this definition of Aggregate Investment Activity: (x) the "Company" means Brandywine Realty Trust and its consolidated subsidiaries; (y) "budgeted cost" for any given development or redevelopment shall be based on the then current budget at the time of measurement of Aggregate Investment Activity; and (z) commencement dates of a development or redevelopment shall be determined in a manner consistent with practices used by the Company in its public reporting of developments and redevelopments.

4. Actual performance with respect to each Performance Component will be determined by the Committee in its sole discretion, which determination will generally be made in a manner consistent with the Company's published disclosures (whether or not filed with the

Securities and Exchange Commission), taking into account adjustments contemplated by the terms of the applicable Performance Component.

5. The Award and any RSUs which may be earned under the Award are subject to the terms and conditions set forth in this Award Certificate, the Plan and the Agreement. All terms and provisions of the Plan and the Agreement, as the same may be amended from time to time, are incorporated and made part of this Award Certificate. The Participant hereby expressly acknowledges receipt of a copy of the Plan and the Agreement.

IN WITNESS WHEREOF, the parties have duly executed this Agreement on the respective date(s) below indicated.

BRANDYWINE REALTY TRUST

By: ___________________________________
Name:
Title:
Date:

PARTICIPANT

____
Name: [Name]
Date:

BRANDYWINE REALTY TRUST
AMENDED AND RESTATED 1997 LONG-TERM INCENTIVE PLAN

RESTRICTED PERFORMANCE SHARE UNIT AWARD AGREEMENT

ISSUED PURSUANT TO THE
2022-2024 RESTRICTED PERFORMANCE SHARE UNIT PROGRAM

This RESTRICTED PERFORMANCE SHARE UNIT AWARD AGREEMENT (the "Award Agreement"), dated as of _____ __, 2022 is between Brandywine Realty Trust, a Maryland real estate investment trust (the "Trust"), and ______________ (the "Grantee").

WHEREAS, the Trust's Compensation Committee (the "Committee") established the Brandywine Realty Trust 2022-2024 Restricted Performance Share Unit Program (the "Program") under the Brandywine Realty Trust Amended and Restated 1997 Long-Term Incentive Plan (the "Plan");

WHEREAS, the Plan provides for the award of "Performance Shares" (as defined in the Plan) (which award is referred to as a "Restricted Performance Share Unit" or an "RSU" in the Program and herein) to participants following the attainment of a designated corporate performance goal; and

WHEREAS, the Program designates a performance goal that determines if and the extent to which Shares will become deliverable to a participant in the Program based on his or her Restricted Performance Share Units.

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth and for other good and valuable consideration, the legal sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Potential Award of Shares

(a) The Grantee is hereby awarded a number of initial "Base Units" (as defined in the Program) equal to ________ Restricted Performance Share Units.

(b) The Trust hereby promises to deliver to the Grantee the number of Shares that Grantee becomes entitled to under Section 5 of the Program (if any). Unless the Grantee elects to make a deferral election pursuant to Section 6 of the Program (in which case Shares will be delivered in accordance with such election), the Shares shall be delivered on (i) February 1, 2025 or (ii) in the event of a "Change of Control" (as defined in the Program) prior to January 1, 2025, on the fifth calendar day after the end of the "Measurement Period" (as defined in the Program) or (iii) in the event of a separation from service covered in Section 9(a) of the Program (relating to death, Disability or Retirement), on or before the thirtieth day after Grantee's separation from service (as applicable, the "Delivery Date"). This Award Agreement is in all respects limited and conditioned as hereinafter provided, and is subject in all respects to the terms and conditions of the Program and the Plan now in effect and as they may be amended from time to time; provided, that no amendment may adversely affect an issued Award Agreement without the written consent of the affected Grantee. The terms and conditions of the Program and the Plan are incorporated herein by reference, made a part hereof, and shall control in the event of any conflict with any other terms of the Award Agreement.

2. Share Certificates. Any certificates for Shares delivered pursuant to the Program shall be registered in the Grantee's name (or, if the Grantee so requests, in the name of the Grantee and the Grantee's spouse, jointly with right of survivorship).

3. Transferability. Except as provided in Section 7 of the Program (regarding beneficiary designations), the Grantee may not assign or transfer his or her Restricted Performance Share Units, notional Shares or any interest therein.

4. Withholding of Taxes. The obligation of the Trust to deliver Shares shall be subject to applicable federal, state and local tax withholding requirements. If the amount includible in the Grantee's income as a result of the delivery of Shares is subject to the withholding requirements of applicable tax law, the Trust will cancel a number of Shares otherwise issuable hereunder having an aggregate Fair Market Value on the Delivery Date equal to the required tax withholdings. Notwithstanding the foregoing, the Trust may limit the number of Shares withheld to the extent necessary to avoid adverse accounting consequences.

5. Share Ownership Requirements. For purposes of the share ownership requirements of the Trust's governance guidelines, the Shares issued to the Grantee under the Program shall be treated as though they were restricted shares that became vested upon issuance. However, any share ownership requirement that results from this provision shall immediately lapse upon the Grantee's termination of employment with the Employer.

6. Clawback. Notwithstanding anything to the contrary contained herein, Grantee agrees that this Award will be subject to the terms of any current or future clawback or recapture policy adopted by the Company and any current or future law, regulation or stock exchange listing requirement regarding the clawback or recapture of compensation.

7. Governing Law. This Award Agreement shall be construed in accordance with, and its interpretation shall be governed by, applicable federal law and otherwise by the laws of the State of Maryland (without reference to the principles of the conflict of laws).

IN WITNESS WHEREOF, the Trust has caused this Award Agreement to be duly executed by its duly authorized officer and the Grantee has hereunto set his or her hand all as of the day and year first above written.

BRANDYWINE REALTY TRUST

By: ________________________________
Name:
Title:

GRANTEE

____

Exhibit 10.3

BRANDYWINE REALTY TRUST
2022-2024 RESTRICTED PERFORMANCE SHARE UNIT PROGRAM

(Established under the Brandywine Realty Trust Amended and Restated 1997 Long-Term Incentive Plan)

1. Background; Purpose.

Brandywine Realty Trust (the "Trust") established, and its shareholders approved, the Brandywine Realty Trust Amended and Restated 1997 Long-Term Incentive Plan (the "Plan"), primarily in order to award equity and equity-based benefits to officers, employees and Trustees of the Trust and its Subsidiaries (as defined in the Plan).

One kind of equity-based benefit that can be awarded under the Plan is a "Performance Share," which entitles the recipient to receive Shares (as defined in the Plan), without payment, following the attainment of designated performance goals.

The Compensation Committee (the "Committee") of the Trust's Board of Trustees is responsible for the administration of the Plan and may, pursuant to the powers granted to it thereunder, adopt rules and regulations for the administration of the Plan and determine the terms and conditions of each award granted thereunder.

The Committee desires to establish, and effective as of January 1, 2022 has established, a program under the Plan known as the "*Brandywine Realty Trust 2022-2024 Restricted Performance Share Unit Program*" for the 2022 through 2024 period for the benefit of certain officers of the Trust and Subsidiaries whereby such officers would receive Performance Shares under the Plan. The purposes of the Program are to motivate certain officers of the Trust to achieve challenging goals for the Trust that reflect value creation for shareholders, and to focus the attention of the eligible officers on an important financial indicator of success of the Trust and of other companies in the same business as the Trust.

The performance goal for the Performance Shares to be awarded to a Participant (as defined below) is based on the extent to which the Trust attains the Index-Based Goal (as defined below).

Together with the Plan, this document and the appendices attached hereto constitute the Program.

2. Definitions. As used in the Program, the following terms have the meanings indicated:

(a) "Award" refers to an award of Restricted Performance Share Units to a Participant under the Program.

(b) "Award Agreement" means a written document evidencing the grant to a Participant of an Award.

(c) "Base Units" means the number of Restricted Performance Share Units set forth in the Award Agreement by which the number of Shares that may be delivered to a Participant is measured.

(d) "Board" means the Board of Trustees of the Trust.

(e) "Business Combination" means a merger, reorganization or consolidation transaction described in clause (ii) of the definition of "Change of Control" in the Plan.

(f) "Change of Control" means "Change of Control" as such term is defined in the Participant's employment agreement with the Employer (for a Participant who is party to an employment agreement with the Employer that defines Change of Control) or as defined in the Plan (in any other case); provided that in either case, with respect to a Participant who has satisfied or will satisfy the age and service requirements for Retirement on or before December 31, 2024 and to the extent required to comply with Section 409A of the Code, such event or transaction must also constitute a Control Event.

(g) "Code" means the Internal Revenue Code of 1986, as amended.

(h) "Committee" means the Compensation Committee of the Board, which Committee has developed the Program and has the responsibility to administer the Program.

(i) “Control Event” means a “change in control event” with respect to the Trust within the meaning of Treas. Reg. § 1.409A-3(i)(5)(i).

(j) “Disability Termination” means a Participant’s separation from service due to a “Disability,” as defined in the Plan.

(k) “Employer” means, collectively and individually (as applicable), the Trust and any Subsidiary.

(l) “Grant Date” means March 3, 2022.

(m) “Index” means the FTSE NAREIT Equity Office Index (as it may be renamed from time to time) or, in the event such index shall cease to be published, such other index as the Committee shall determine to be comparable thereto. For any given Measurement Period, the members of the Index will be fixed as of the first day of that Measurement Period, notwithstanding any subsequent changes to the Index made by the FTSE (or other party composing the Index); provided that companies that cease to be publicly traded during that Measurement Period will be deleted from the Index and disregarded.

(n) “Index-Based Goal” means the specific performance goal set forth in Section 5 below, which must be achieved in order for a Participant to receive Shares under an Award.

(o) “Measurement Period” means the period beginning on the Grant Date and ending on the earlier of (i) December 31, 2024; (ii) the date of a Change of Control (provided that, if the Change of Control arises from a Business Combination, the Measurement Period shall end on the date of the closing or effectiveness of the Business Combination, as applicable); or (iii) with respect to a Participant whose employment terminates on account of Retirement, death or a Disability Termination, the date provided in Section 9(a) of this Program.

(p) “Participant” means each individual who has received an Award under the Program.

(q) “Plan” means the Brandywine Realty Trust Amended and Restated 1997 Long-Term Incentive Plan, as it may be amended from time to time.

(r) “Program” means the Brandywine Realty Trust 2022-2024 Restricted Performance Share Unit Program (established under the Plan), as it may be amended from time to time.

(s) “Restricted Performance Share Unit” or “RSU” means an Award of a “Performance Share,” as such term is defined in the Plan.

(t) “Retirement” means a separation from service (within the meaning of Treasury Regulation § 1.409A-1(h) (or any successor regulation)) from the Employer after attaining at least age fifty seven (57) and completing at least fifteen (15) years of continuous full-time service with the Employer. For purposes of determining the duration of a Participant’s continuous full-time service with the Employer, a Participant shall be credited with service at a company acquired by the Trust (directly or through a Subsidiary) for periods that precede the acquisition date.

(u) “Share Value” means, as applicable (including for purposes of determining TSR) and except as provided in the following sentence, the average of the closing prices of one Share on the New York Stock Exchange (the “NYSE”) (or, if not then listed on the NYSE, on the principal market or quotation system on which Shares are then traded) for (i) the 10 days on which Shares were traded prior to the Grant Date (for the value of a Share on the Grant Date); or (ii) the 10 days on which Shares were traded prior to and including the last day of the Measurement Period (for the value of a Share on the last day of the Measurement Period). In the event of a Business Combination approved by the shareholders of the Trust on or prior to December 31, 2024, Share Value shall mean the final price per Share agreed upon by the parties to the Business Combination.

(v) “Shares” means “Shares” as such term is defined in the Plan.

(w) “Subsidiary” has the meaning provided in the Plan.

(x) “TSR” means total shareholder return, as calculated by the Trust or by a third party selected by the Committee.

(y) "Trust" means Brandywine Realty Trust, a Maryland real estate investment trust.

(z) "Trustee" means a member of the Board.

3. Award Agreement.

(a) Each Participant shall be issued an Award Agreement setting forth the initial number of Base Units awarded to the Participant and entitling the Participant to receive the number of Shares determined under Section 5 based on the extent to which the Index-Based Goal is achieved. The number of Base Units shall be subject to the adjustments described in Section 12 below.

(b) Each Award Agreement and the Shares which may be delivered thereunder are subject to the terms of this Program and the terms of the Plan.

4. No Shareholder Rights. A Participant will not have rights as a shareholder of the Company with respect to the Shares underlying any Base Units issued hereunder unless and until such Shares are actually issued to and held of record by that Participant.

5. Performance Goal.

(a) The number of Shares (if any) deliverable to a Participant with respect to an Award will be equal to (i) the number of Base Units subject to that Award, multiplied by (ii) a percentage determined in accordance with the table below, with reference to the Trust's TSR for the applicable Measurement Period expressed as a percentile ranking relative to the TSR outcomes of the other component members of the Index for that Measurement Period:

Trust's TSR Percentile Ranking	**Percentage of Base Units Deliverable in Shares**
Below 25^{th} percentile	0%
25^{th} percentile (threshold)	50%
50^{th} percentile (target)	100%
75% percentile or above (maximum)	200%

For outcomes between the 25^{th} and 50^{th} percentiles, and the 50^{th} and 75^{th} percentiles, the number of Shares deliverable will be determined by straight line interpolation. Except as provided in Section 9 below, a Participant must be employed by an Employer on the last day of the Measurement Period in order to receive any Shares under this Program. See Appendix A attached hereto for examples illustrating the operation of this Section.

(b) However, notwithstanding the foregoing, if the Trust's TSR for the applicable Measurement Period is negative, then without regard to the Trust's percentile ranking relative to the TSR outcomes of the other component members of the Index, the percentage of Base Units deliverable hereunder will be capped at 100%.

(c) Notwithstanding the foregoing, Shares will be delivered under the Program only to the extent that Shares remain available under the Plan; and if the total number of Shares to be delivered as of the end of any Measurement Period exceeds the number of Shares then available under the Plan, the number of Shares deliverable for each Participant will be reduced on a pro rata basis based on each individual Participant's Base Units as compared to the total of all Participants' Base Units outstanding with respect to that Measurement Period.

(d) In the case of a Participant who has a separation from service that constitutes a Retirement on or prior to December 31, 2024, the Shares otherwise distributable hereunder will be subject to pro-ration in accordance with Section 9(a), below.

6. Elective Deferrals. Rights granted under the Program shall be treated as “Share Awards” and as “Performance-Based Compensation” as defined in the Brandywine Realty Trust Amended and Restated Deferred Compensation Plan (the “Deferred Compensation Plan”). Accordingly, a Participant may elect to defer receipt of Shares issuable under the Program under the rules of the Deferred Compensation Plan (including any rules established by the administrator of the Deferred Compensation Plan from time to time). Any deferral election agreement shall be in the form prescribed by the Trust.

Notwithstanding any contrary provision of this Program or the Deferred Compensation Plan, the issuance of Shares may be accelerated: (i) to the extent permitted by Treas. Reg. § 1.409A-3(j)(4)(vi) (relating to the satisfaction of tax obligations arising in connection with Awards hereunder), and (ii) to the extent permitted by Treas. Reg. § 1.409A-3(j)(4)(ix)(relating to plan terminations and liquidations).

7. Beneficiary Designation.

(a) Each Participant shall designate the person(s) as the beneficiary(ies) to whom the Participant’s Shares shall be delivered in the event of the Participant’s death prior to the delivery of the Shares to him or her. Each beneficiary designation shall be substantially in the form set forth in Appendix B attached hereto and shall be effective only when filed with the Committee during the Participant’s lifetime.

(b) Any beneficiary designation may be changed by a Participant without the consent of any previously designated beneficiary or any other person by the filing of a new beneficiary designation with the Committee. The filing of a new beneficiary designation shall cancel all beneficiary designations previously filed.

(c) If any Participant fails to designate a beneficiary in the manner provided above, or if the beneficiary designated by a Participant predeceases the Participant, the Committee shall direct such Participant’s Shares to be delivered to the Participant’s surviving spouse or, if the Participant has no surviving spouse, then to the Participant’s estate.

8. Delivery to Guardian. If Shares are issuable under this Program to a minor, a person declared incompetent, or a person incapable of handling the disposition of property, the Committee may direct the delivery of the Shares to the guardian, legal representative, or person having the care and custody of the minor, incompetent or incapable person. The Committee may require proof of incompetence, minority, incapacity or guardianship as the Committee may deem appropriate prior to the delivery. The delivery shall completely discharge the Committee, the Trustees and the Employer from all liability with respect to the Shares delivered.

9. Termination of Employment. Upon a Participant’s termination of employment on or prior to the last day of the Measurement Period, the following shall occur:

(a) Termination on Account of Retirement, Disability or Death. If, on or prior to December 31, 2024 (i) the Participant has a separation from service that constitutes a Retirement, (ii) the Participant incurs a Disability Termination, or (iii) the Participant dies, then the Participant (or the Participant’s beneficiary(ies), if applicable) shall be eligible to receive Shares (if any) under the Program as if the Measurement Period ended on the last day of the month in which the Retirement, termination or death occurred and as though the Participant had remained employed by the Employer through such date. However, in the case of a Participant who has a separation from service that constitutes a Retirement on or prior to December 31, 2024, the Shares otherwise distributable hereunder will be subject to proration. The proration will be performed by multiplying the Shares otherwise distributable hereunder by a fraction, the numerator of which will be the number of calendar months that have ended since the Grant Date and prior to the Participant’s separation from service, and the denominator of which will be 34. Any Shares not distributable due to the foregoing proration will be forfeited. For avoidance of doubt, the provisions of this paragraph apply in lieu of Section 9(b)(iii) of the Plan.

(b) Termination for Any Other Reason. If, on or prior to December 31, 2024, the Participant’s employment with the Employer terminates for any reason other than a reason described in paragraph (a) of this Section 9, the Participant shall forfeit all of the Base Units and any other rights under the Program.

10. Determination of Performance; Share Delivery. Within 30 days after the end of the Measurement Period, the Committee shall provide each Participant (or his or her beneficiary, if applicable) with a written determination of whether the Trust did or did not attain the Index-Based Goal for the applicable Measurement Period (and, if applicable, the extent to which the Index-Based Goal was attained) and the calculations used to make such determination. If Shares are to be delivered under the Program, unless a Participant validly elects otherwise pursuant to Section 6 above, they shall be delivered on February 1, 2025 or, if a Change of Control occurs before

January 1, 2025, on the fifth day after the Change of Control or, in the case of a separation from service described in Section 9(a) above, on or before the thirtieth day after that separation from service.

11. Source of Shares. This Program shall be unfunded, and the delivery of Shares shall be pursuant to the Plan. Each Participant and beneficiary shall be a general and unsecured creditor of the Employer to the extent of the Shares determined hereunder, and the Participant shall have no right, title or interest in any specific asset that the Employer may set aside, earmark or identify as reserved for the delivery of Shares under the Program. The Employer's obligation under the Program shall be merely that of an unfunded and unsecured promise to deliver Shares in the future, provided the applicable service condition is satisfied and the Index-Based Goal is met.

12. Capital Adjustments. Calculations required under the Program, the number of Base Units awarded under the Program, and the number of Shares that may be delivered under the Program shall be adjusted to reflect any increase or decrease in the number of issued Shares resulting from a subdivision (share-split), consolidation (reverse split), share dividend, or other change in the capitalization of the Trust during the Measurement Period.

13. Tax Withholding; Securities Law Compliance. The delivery of Shares (and cash, if applicable) to a Participant or beneficiary under this Program shall be subject to applicable tax withholding pursuant to the Plan. The delivery of Shares to a Participant or beneficiary under this Program and the resale of any such Shares shall be subject to applicable compliance with applicable federal and state securities laws.

14. Administration. The Program shall be administered by the Committee pursuant to the powers granted to it in Section 2 of the Plan.

15. Clawback. Performance Shares and rights under an Award Agreement shall be subject to all applicable current and future laws, regulations and stock exchange listing requirements, including laws, regulations and requirements that require recovery by the Trust of incentive-based compensation in the event of material non-compliance with any financial reporting requirements under federal securities laws.

16. Amendment and Termination. The Committee reserves the right to amend the Program, by written resolution, at any time and from time to time in any fashion, provided any such amendment does not conflict with the terms of the Plan, and to terminate it at will. However, no amendment or termination of the Program shall adversely affect any Award Agreement already issued under the Program without the written consent of the affected Participant(s).

17. Headings. The headings of the Sections and subsections of the Program are for reference only. In the event of a conflict between a heading and the content of a Section or subsection, the content of the Section or subsection shall control.

18. Section 409A. To the extent applicable, this Program is intended to comply with Section 409A of the Code and will be interpreted accordingly. Section 9(b)(v) of the Plan will only be applicable to the delivery of Shares under the Program to the extent permissible under Section 409A of the Code. The determination of whether and when Grantee's separation from service has occurred will be made in a manner consistent with, and based on the presumptions set forth in, Treas. Reg. § 1.409A-1(h). Solely for this purpose, "Employer" will include all persons with whom the Trust would be considered a single employer as determined under Treas. Reg. § 1.409A-1(h)(3). To the extent compliance with the requirements of Treas. Reg. § 1.409A-3(i)(2) (relating to "specified employees") is necessary to avoid the application of an additional tax under Section 409A to payments due to a Participant upon his or her separation from service, then notwithstanding any other provision of this Program, the Plan or the Deferred Compensation Plan, the issuance of Shares will be delayed until the earlier of (i) six months and one day following that Participant's separation from service, or (ii) that Participant's death.

19. Incorporation of Plan by Reference. Because the Program is established under the Plan in order to provide for, and determine the terms and conditions of, the granting of certain awards thereunder, the terms and conditions of the Plan are hereby incorporated by reference and made a part of this Program. Unless otherwise expressly stated herein, if any terms of the Program conflict with the terms of the Plan, the terms of the Plan shall control.

APPENDIX A

BRANDYWINE REALTY TRUST
2022-2024 RESTRICTED PERFORMANCE SHARE UNIT PROGRAM

EXAMPLE[1]

Executive A is a participant in the Brandywine Realty Trust 2022-2024 Restricted Performance Share Unit Program (the "Program"). Assume the Share Value (as defined in the Program) of a common share of beneficial interest (a "Share") in the "Trust" (as defined in the Program) on March 3, 2022 is $16, and the Share Value of a Share on December 31, 2024 is $20. For the measurement period beginning March 3, 2022 and ending December 31, 2024 (the "Measurement Period"), dividends total $1.92 per Share (and are paid in an equal amount on a quarterly basis – i.e., $.16 dividend per Share per quarter).

Total return to shareholders ("TSR") on one Share (expressed as a percentage) for the Trust over the Measurement Period, is the following:

12/31/2024 Share Value of One Share	$20
+ Dividends over Measurement Period on One Share	+1.92
	$21.92
Divided by 3/3/2022 Share Value of One Share	/$16
	1.37
TSR	37%

Participant A receives a Restricted Performance Share Unit award for 250 "Base Units" (as defined in the Program).

If, as of December 31, 2024, the Trust's TSR places the Trust at the percentiles listed below among the other component members of the Index (as defined in the Program), ranked pursuant to each member's TSR over the Measurement Period, Participant A would receive the following number of Shares (with fractional Shares settled in cash):

Trust's TSR Percentile Ranking	**Percentage of Base Units Deliverable in Shares**	**Shares**
Below 25th	0%	0
25th	50%	125
37.5th	75%	187 (plus cash for 0.5 Share)
50th	100%	250
62.5th	150%	375
75th or above	200%	500

The example set forth in this Appendix A (including the $16.00 starting share price) are illustrative only and are not intended to be precise or definitive. For example, they do not show the full calculation of TSR because, for ease of explanation, the calculation does not reflect that each cash dividend paid to shareholders during the Measurement Period will be treated as reinvested in shares of the Trust. There may be other immaterial differences between the way calculations are performed in these examples and the way the Trust or a third party engaged by the Committee would perform the calculations.

APPENDIX B

BRANDYWINE REALTY TRUST
2022-2024 RESTRICTED PERFORMANCE SHARE UNIT PROGRAM

BENEFICIARY DESIGNATION FORM

This Form is for your use under the Brandywine Realty Trust 2022-2024 Restricted Performance Share Unit Program (the “Program”) to name a beneficiary for the Shares that may become deliverable to you under the Program. You should complete the Form, sign it, have it signed by your Employer, and date it.

* * * *

I understand that in the event of my death before I receive Shares that may be deliverable to me under the Program, the Shares will be delivered to the beneficiary designated by me below or, if none or if my designated beneficiary predeceases me, to my surviving spouse or, if none, to my estate. I further understand that the last beneficiary designation filed by me during my lifetime and accepted by my Employer cancels all prior beneficiary designations previously filed by me under the Program.

I hereby state that ____________________ **[insert name]**, residing at ____ **[insert address]**, whose Social Security number is ____________, is designated as my beneficiary.

____
Signature of Participant

____
Date

ACCEPTED:

____
[insert name of Employer]

By: __________

Date: __________

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES
EXCHANGE ACT OF 1934, AS AMENDED

I, Gerard H. Sweeney, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Brandywine Realty Trust;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2022

/s/ Gerard H. Sweeney
Gerard H. Sweeney
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES
EXCHANGE ACT OF 1934, AS AMENDED

I, Thomas E. Wirth, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Brandywine Realty Trust;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2022

/s/ Thomas E. Wirth

Thomas E. Wirth
Executive Vice President and Chief Financial Officer

Exhibit 31.3

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES
EXCHANGE ACT OF 1934, AS AMENDED

I, Gerard H. Sweeney, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Brandywine Operating Partnership, L.P.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2022

/s/ Gerard H. Sweeney
Gerard H. Sweeney
President and Chief Executive Officer

Exhibit 31.4

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES
EXCHANGE ACT OF 1934, AS AMENDED**

I, Thomas E. Wirth, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Brandywine Operating Partnership, L.P.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2022

/s/ Thomas E. Wirth
Thomas E. Wirth
Executive Vice President and Chief Financial Officer

Exhibit 32.1

RULE 13(a)-14(b) CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

In connection with the Quarterly Report of Brandywine Realty Trust (the "Company") on Form 10-Q for the quarter ended March 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gerard H. Sweeney, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gerard H. Sweeney
Gerard H. Sweeney
President and Chief Executive Officer
Date: April 27, 2022

* A signed original of this written statement required by Section 906 has been provided to Brandywine Realty Trust and will be retained by Brandywine Realty Trust and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

RULE 13(a)-14(b) CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

In connection with the Quarterly Report of Brandywine Realty Trust (the “Company”) on Form 10-Q for the quarter ended March 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Thomas E. Wirth, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas E. Wirth

Thomas E. Wirth
Executive Vice President and Chief Financial Officer
Date: April 27, 2022

* A signed original of this written statement required by Section 906 has been provided to Brandywine Realty Trust and will be retained by Brandywine Realty Trust and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.3

RULE 13(a)-14(b) CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

In connection with the Quarterly Report of Brandywine Operating Partnership, L.P. (the “Partnership”) on Form 10-Q for the quarter ended March 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Gerard H. Sweeney, President and Chief Executive Officer of Brandywine Realty Trust, the Partnership's sole general partner, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gerard H. Sweeney

Gerard H. Sweeney
President and Chief Executive Officer
Date: April 27, 2022

* A signed original of this written statement required by Section 906 has been provided to Brandywine Realty Trust and will be retained by Brandywine Realty Trust and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.4

RULE 13(a)-14(b) CERTIFICATION
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

In connection with the Quarterly Report of Brandywine Operating Partnership, L.P. (the “Partnership”) on Form 10-Q for the quarter ended March 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Thomas E. Wirth, Executive Vice President and Chief Financial Officer of Brandywine Realty Trust, the Partnership's sole general partner, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas E. Wirth
Thomas E. Wirth
Executive Vice President and Chief Financial Officer
Date: April 27, 2022

* A signed original of this written statement required by Section 906 has been provided to Brandywine Realty Trust and will be retained by Brandywine Realty Trust and furnished to the Securities and Exchange Commission or its staff upon request.