

# **COLUMBIA PROPERTY TRUST, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Effective as of August 6, 2014**

### **PURPOSE AND RESPONSIBILITIES**

The Nominating and Corporate Governance Committee (the “Committee”) is intended to assist the Board of Directors of Columbia Property Trust, Inc. (the “Company”) in fulfilling its oversight responsibilities under Maryland law. As such, the Committee shall have three primary responsibilities.

First, the Committee shall be responsible for identifying individuals qualified to serve on the Board of Directors, consistent with criteria approved by the Board of Directors, and for selecting, or recommending that the Board of Directors select, a slate of director nominees for election by the stockholders of the Company at the annual meeting of the stockholders of the Company, in accordance with the Company’s articles of incorporation (the “Charter”) and bylaws (the “Bylaws”) and with Maryland law.

Second, the Committee shall be responsible for developing and recommending to the Board of Directors a set of corporate governance policies and principles to be applicable to the Company. It shall also be the task of the Committee to periodically reevaluate such policies and guidelines for the purpose of suggesting amendments to them if appropriate.

Third, the Committee shall oversee an annual evaluation of the Board of Directors and each of the committees of the Board.

### **COMPOSITION AND STRUCTURE OF THE COMMITTEE**

The Committee will consist of no fewer than two members of the Board of Directors. Each member of the Committee shall be an “independent director” under the rules of The New York Stock Exchange (the “NYSE”), qualifying as such under the Charter. Each member of the Committee shall be appointed by the Board of Directors on the recommendation of the then current Nominating and Corporate Governance Committee. The Board of Directors may elect a Chair of the Committee. In the absence of a Chair being elected by the full Board of Directors, the members of the Committee may designate a Chair by majority vote. The Board of Directors may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

### **OPERATIONS OF THE COMMITTEE**

#### **Nominating Function**

The Committee shall periodically review with the Board of Directors the appropriate skills and characteristics required of Board members. The Committee shall consider the factors set forth in the Company’s Corporate Governance Guidelines. The full Board shall remain responsible for selecting nominees and recommending them for election by the stockholders and making appointments to fill vacancies of any unexpired term on the Board. The Committee is

responsible for developing and implementing the screening process necessary to identify qualified candidates. The Committee shall actively seek and identify individuals whose skills and attributes reflect those desired and evaluate and propose nominees for election to the Board of Directors. As a part of its screening process, the Committee shall:

- evaluate a candidate's independence from the Company's management and other principal service providers and the effect of any relationships that might impair independence, *e.g.*, business, financial or family relationships with the Company's management or other service providers; and
- consider candidates proposed by management, by directors, or by stockholders in accordance with procedures established by the Committee from time to time.

In addition, the Committee shall review the slate of directors who are to be re-nominated to determine whether they are meeting the Board's expectations of them.

The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board of Directors. The Committee has the sole authority to retain, at Company expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

On an annual basis, the Committee shall evaluate the membership of the committees of the Board. The Committee shall provide to the full Board of Directors the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board of Directors.

### **Corporate Governance Function**

The Committee shall, from time to time, review the governance structures, procedures, policies and practices of the Company and the Board of Directors, including the Company's Corporate Governance Guidelines, and suggest improvements thereto to the full Board of Directors. Such improvements, if adopted by the full Board of Directors, shall be incorporated into the written guidelines to the extent applicable.

The Committee shall be responsible for reviewing any questions regarding the independence of Board members in accordance with the then-current standards of the NYSE and applicable law, rules and regulations.

When applicable, the Committee shall evaluate and recommend to the Board the resignation of individual directors, including any offers by directors to resign in accordance with the Company's Corporate Governance Guidelines.

### **Annual Evaluation Function**

The Committee shall conduct an annual evaluation of its performance. Additionally, the Committee shall oversee an annual evaluation of the Board of Directors and each of the other committees of the Board.

### **Other Activities**

The Committee shall report periodically to the Board of Directors. The Committee shall perform any other activities consistent with this charter, the Company's Charter and Bylaws and governing law as the Board of Directors deem appropriate or as required by the NYSE.

### **COMMITTEE MEETINGS**

The Committee shall meet at least two times per year. Other meetings may be held at the discretion of the Chair of the Committee or at the request of the Board of Directors. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Approval by a majority of the members present at a meeting at which a quorum is present (in person or by telephone conference call) shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting. Minutes of each of these meetings shall be kept.