

# COLUMBIA PROPERTY TRUST, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

### I. Covered Persons/Purpose of the Code

This Code of Ethics (the “Code”) for Columbia Property Trust, Inc. (the “Company”) applies to (i) employees of the Company, (ii) officers of the Company, and (iii) all members of the Company’s Board of Directors (collectively the “Covered Persons”), for the purpose of promoting:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (“SEC”) and in other public communications made by the Company;
- compliance with applicable laws and governmental rules and regulations;
- the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and
- accountability for adherence to the Code.

For purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, this Code shall be the code of ethics for the Company’s Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer, Controller or other chief accounting officer, and any other senior executive or financial officers of the Company performing similar functions and so designated from time to time by the Principal Executive Officer of the Company (collectively, the “Senior Executive Financial Officers”).

### II. Conflicts of Interest

Covered Persons should be scrupulous in avoiding Conflicts of Interest (defined below) with regard to the interests of the Company. A “Conflict of Interest” occurs when a Covered Person’s private interest interferes in any way—or even appears to interfere—with the interests of the Company as a whole. For example, a conflict situation can arise when a Covered Person takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Furthermore, a Conflict of Interest would arise if a Covered Person, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company.

The following list provides examples of prohibited conflicts of interest under this Code, but Covered Persons should keep in mind that these examples are not exhaustive. The overarching principle is that the personal interest of a Covered Person should not interfere in any way—or appear to interfere—with the interests of the Company.

Each Covered Person must:

- not use his personal influence or personal relationships improperly to influence business decisions or financial reporting by the Company whereby the Covered Person would benefit personally to the detriment of the Company;
- not cause the Company to take action, or fail to take action, for the individual personal benefit of the Covered Person to the detriment of the Company; and
- report at least annually any affiliations or other relationships related to conflicts of interest.

Additionally, federal securities laws prohibit personal loans to directors and executive officers by the Company.

In order to avoid situations in which a Conflict of Interest involving a Covered Person may result in an improper benefit, all transactions with a director or executive officer involving a Conflict of Interest must be approved by the Audit Committee, and all transactions with other Covered Persons involving a Conflict of Interest must be approved by the Code of Ethics Compliance Officer. Conflicts of interest may not always be clear-cut, so if a Covered Person has a question, he or she shall promptly bring it to the attention of the Code of Ethics Compliance Officer or the Chairman of the Audit Committee of the Board of Directors of the Company, as appropriate. Examples of potential conflicts of interest include:

- service as a director on the board of any other business organization;
- the receipt of non-nominal gifts;
- the receipt of entertainment from any company with which the Company has current or prospective business dealings, including investments in such companies, unless such entertainment is reasonable in cost, appropriate as to time and place, and not so frequent as to raise any questions of impropriety; or
- any ownership interest in, or any consulting or employment relationship with, any of the Company's unaffiliated service providers.

The Company encourages civic, charitable, educational and political activities as long as they do not interfere with the performance of the duties of a Covered Person of the Company. Each Covered Person shall contact the Audit Committee of the Board of Directors before agreeing to participate in any civic or political activities that are likely to interfere with the performance of his or her duties as an officer or director of the Company.

### **III. Confidentiality**

Covered Persons shall maintain the confidentiality of confidential information entrusted to them by the Company or parties with which the Company transacts business, except when disclosure is authorized by the Code of Ethics Compliance Officer or the Chairman of the Audit Committee or as authorized by laws, regulations or legal proceedings. Whenever feasible and appropriate, Covered Persons should consult with the Code of Ethics Compliance Officer or the Chairman of

the Audit Committee if they believe they have a legal obligation to disclose confidential information. Confidential information includes all non-public information, and all other information the disclosure of which might be harmful to the Company or parties with which the Company transacts business, including, without limitation, information that could (i) be of use to competitors of the Company, (ii) have an adverse effect on the Company's business relationships or otherwise adversely affect the reputation or perception of the Company in the business, financial, investment or real estate community, (iii) impair the value of any of the Company's assets, or (iv) expose the Company to legal claims, regulatory actions or other forms of liability. Covered Persons shall not share confidential information with anyone outside of the Company, including family and friends, or with employees of the Company who do not need to know the information to carry out their duties. Notwithstanding the foregoing, Covered Persons may share confidential information with a person who owes a duty of trust or confidence to the Company. Covered Persons remain under an obligation to keep all information confidential even if their relationship with the Company ends.

This obligation of confidentiality does not prohibit you from reporting any possible violation of law or regulation to any government agency or entity during or following your employment, without notice to the Company.

#### **IV. Recordkeeping**

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and authorized by the Audit Committee of the Board of Directors. Records should always be retained or destroyed according to the Company's record retention policies.

#### **V. Financial Records and Periodic Reports**

The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents that it files with, or submits to, the SEC and in other public communications made by the Company. In support of this commitment, the Company has, among other measures, (a) designed and implemented disclosure controls and procedures (within the meaning of applicable SEC rules) and (b) required the maintenance of accurate and complete records, the prohibition of false, misleading or artificial entries on its books and records, and the full and complete documentation and recording of transactions in the Company's accounting records. In addition to performing their duties and responsibilities under these requirements, all employees involved in the Company's SEC reporting process, including each of the Senior Executive and Financial Officers, will establish and manage the Company's reporting systems and procedures with due care and diligence to ensure that:

- Reports filed with or submitted to the SEC and other public communications contain information that is full, fair, accurate, timely and understandable and do not misrepresent or omit material facts.
- Business transactions are properly authorized and completely and accurately

recorded in all material respects on the Company's books and records in accordance with generally accepted accounting principles and the Company's established financial policies.

- Retention or disposal of Company records is in accordance with applicable legal and regulatory requirements.

## **VI. Fair Dealing**

Each Covered Person shall deal fairly with the Company's customers, suppliers, competitors, officers and employees. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing or practice. We seek competitive advantages through superior client service, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Covered Persons must disclose prior to or at their time of hire the existence of any employment agreement, non-compete or non-solicitation agreement, confidentiality agreement or similar agreement with a former employer that in any way restricts or prohibits the performance of any duties or responsibilities of their positions with the Company. Copies of such agreements should be provided to the President of the Company to permit evaluation of the agreement in light of the Covered Person's position. In no event shall a Covered Person use any trade secrets, proprietary information or other similar property, acquired in the course of his or her employment with another employer, in the performance of his or her duties for or on behalf of the Company.

## **VII. Protection and Proper Use of Company Assets**

All Covered Persons shall protect the Company's assets and ensure their efficient and proper use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes. Company assets may not be used for personal benefit, sold, loaned, given away or disposed of without proper authorization. Permitting Company property to be damaged, lost or used in an unauthorized manner is strictly prohibited. Covered Persons shall not use corporate or other official stationary for personal purposes.

## **VIII. Corporate Opportunities**

All Covered Persons are prohibited from:

- taking for themselves or directing to a third party business opportunities that are discovered through the use of corporate property, information or position;
- using corporate property, information, or position for personal gain; and
- competing with the Company.

All Covered Persons owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **IX. Foreign Corrupt Practices Act**

The United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to foreign government officials or foreign political candidates in order to obtain, retain or direct business. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by a Covered Person or an agent acting on his or her behalf, to a foreign official, foreign political party or official thereof or any candidate for a foreign political office for the purpose of influencing any act or decision of such foreign person or inducing such person to use his influence or in order to assist in obtaining or retaining business for, or directing business to, any person.

Covered Persons are also prohibited from offering or paying anything of value to any foreign person if it is known or it should have been known that all or part of such payment will be used for the above-described prohibited actions. This provision includes situations when intermediaries, such as affiliates or agents, are used to channel payoffs to foreign officials.

## **X. Disclosure and Compliance**

Each Covered Person must:

- familiarize himself or herself with the disclosure requirements generally applicable to the Company;
- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's directors and auditors, and to governmental regulators and self-regulatory organizations;
- to the extent appropriate within his or her area of responsibility, consult with other officers and employees of the Company with the goal of promoting full, fair, accurate, timely and understandable disclosure in the reports and documents the Company files with, or submits to, the SEC and in other public communications made by the Company; and
- promote compliance with the standards and restrictions imposed by applicable laws, rules and regulations.

## **XI. Accountability Each Covered Person must:**

- upon adoption of the Code (or thereafter as applicable, upon becoming a Covered Person), affirm in writing that he or she has received, read, and understands the Code;
- annually thereafter affirm that he or she has complied with the requirements of the Code;
- not retaliate against any other Covered Person for reports of potential violations that are made in good faith; and

- notify the Code of Ethics Compliance Officer or the Chairman of the Audit Committee promptly if he or she knows of any material violation of this Code.

## **XII. Accounting Complaints**

The Company's policy is to comply with all applicable financial reporting and accounting regulations applicable to the Company. If any Covered Person of the Company has concerns or complaints regarding questionable accounting or auditing matters (including, but not limited to, knowingly providing any false or misleading representation to an auditor) which in any way affects the Company, then he or she is encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) in accordance with the Company's Whistleblower Policy (see also Section XIV below on Reporting Illegal or Unethical Conduct).

## **XIII. Insider Trading**

As described in detail in the Company's Insider Trading Policy, no director, officer or employee may purchase or sell any Company securities while in possession of material nonpublic information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material non-public information regarding that company. It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to:

- obtain profit for himself or herself; or
- directly or indirectly "tip" others who might make an investment decision on the basis of that information

## **XIV. Reporting Illegal or Unethical Conduct**

Covered Persons are encouraged to report any illegal or unethical behavior and, when in doubt, ask about the best course of action in a particular situation. Covered Persons who are concerned that violations of this Code have occurred or may occur should consult the Company's Whistleblower Policy. As stated in the Whistleblower Policy, Covered Persons have several options for reporting such concerns within the Company:

1. to his or her supervisor;
2. using the Company's ethics hotline by dialing the following toll-free telephone number 1-888-388-4973;
3. using the Company's ethics website reporting portal at [www.columbiapropertytrust.ethicspoint.com](http://www.columbiapropertytrust.ethicspoint.com);
4. to the Code of Ethics Compliance Officer of the Company; or
5. to the Chairman of the Audit Committee of the Company through the Company's Code of Ethics Compliance Officer in writing and addressed as follows:

**Personal and Confidential Communication/Whistleblower Submission**

**Only Recipient May Open**

Chairman of the Audit Committee  
Columbia Property Trust, Inc.  
c/o Code of Ethics Compliance Officer  
1170 Peachtree Street NE, Suite 600  
Atlanta, Georgia 30309

Covered Persons may make reports anonymously through the Company's hotline and ethics website.

Officers and directors who are concerned that violations of this Code have occurred or may occur or that other illegal or unethical conduct by other officers or directors of the Company has occurred or may occur should contact (anonymously, confidentially or otherwise) the Code of Ethics Compliance Officer or the Chairman of the Audit Committee of the Board of Directors, except as otherwise authorized by law.

As part of the Whistleblower Policy, the Company has established an anti-retaliation policy related to the reporting of good faith concerns regarding potential violations of the Code of Ethics and other Company policies and legal requirements. Accordingly, no such complaint or report shall result in any retaliation or threat of retaliation against the Covered Person making the report by the Company or any officer, employee, contractor, subcontractor, or agent of the Company. Any acts of retaliation against such person shall be treated by the Company as a serious violation of company policy and could result in discharge.

**XV. Administration and Violations of the Code of Ethics**

This Code shall be administered and monitored by the Code's Code of Ethics Compliance Officer. The Code of Ethics Compliance Officer will handle the Company's day-to-day compliance matters, including:

- receiving, reviewing, investigating and resolving concerns and reports on the matters described in the Code;
- providing guidance on the meaning and application of the Code;
- reporting periodically and as matters arise (if deemed necessary by the Code of Ethics Compliance Officer) to management, the Company's Disclosure Committee and the Audit Committee of the Board of Directors on implementation and effectiveness of the Code and other compliance matters and recommending any updates or amendments to the Code that he or she deems necessary.

Any questions and further information on this Code should be directed to the Code of Ethics Compliance Officer.

Covered Persons are expected to follow this Code at all times. Generally, there should be no waivers of this Code. For members of the Board of Directors and executive officers, the

Audit Committee of the Board of Directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from or amendments to this Code. Any such waiver from or amendment to this Code applicable to or directed at the directors or executive officers shall be disclosed as required by the rules promulgated under the Securities Exchange Act of 1934 and other applicable laws, rules or regulations. The Company will take such disciplinary action as it deems appropriate to address any violation of the Code.

#### **XVI. Other Policies and Procedures**

This Code shall be the sole code of ethics adopted by the Company for purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the applicable rules and regulations thereunder. Insofar as other policies or procedures of the Company govern or purport to govern the behavior or activities of the Covered Persons who are subject to this Code, they are superseded by this Code to the extent that they overlap or conflict with the provisions of this Code.

#### **XVII. Internal Use**

The Code is intended solely for the internal use by the Company and does not constitute an admission, by or on behalf of the Company, as to any fact, circumstance or legal conclusion.

Date: May 14, 2018