

## **COLUMBIA PROPERTY TRUST, INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

**As in effect as of May 5, 2015**

The Board of Directors (the “Board”) of Columbia Property Trust, Inc. (the “Company”) has adopted the following corporate governance guidelines establishing a common set of expectations to assist the Board and its Committees in performing their responsibilities. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, may amend these guidelines and may adopt such additional guidelines as it believes will improve the Company’s corporate governance, or improve the operation of the Board or its Committees, so as to better serve the interests of the stockholders and other constituencies of the Company.

These guidelines should be interpreted in the context of all applicable laws and the Company’s articles of incorporation (the “Charter”), bylaws (the “Bylaws”) and other corporate governance documents, and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The following guidelines are subject to modification, and the Board may, in the exercise of its discretion, deviate from these guidelines from time to time as the Board may deem appropriate or as required by applicable laws and regulations.

#### **BOARD RESPONSIBILITIES**

The responsibilities of the Board are generally defined by statutory and judicial law (both Maryland and federal) and the rules and regulations of applicable administrative agencies (notably the Securities and Exchange Commission). The primary function of the Board is to exercise its business judgment in what it reasonably believes to be the best interests of the Company and its stockholders. In carrying out its responsibilities, the Board believes that its primary responsibility is to oversee the affairs of the Company for the benefit of stockholders. The Board agrees that day-to-day management of the Company is the responsibility of management and that the role of the Board is to oversee management’s performance of that function. In overseeing the business and affairs of the Company, the Board shall focus its priorities on the following core responsibilities:

- Representing the interests of the Company’s stockholders in maintaining and monitoring the fulfillment of the Company’s primary investment objectives, as developed in accordance with the Charter.
- Evaluating and approving the Company’s strategic direction and initiatives and monitoring implementation and results.
- Overseeing, advising and interacting with the Company’s Chief Executive Officer and other senior executives with respect to key aspects of, and issues

affecting, the business, including strategic planning, investments, borrowings, operating performance and stockholder returns.

- Monitoring the Company's operating results, financial condition and significant risks to the Company.
- Providing oversight of the Company's risk management processes. In accordance with New York Stock Exchange requirements, the Audit Committee is primarily responsible for reviewing policies with respect to risk and fraud assessment and risk and fraud management and meeting periodically with management to review the results of risk and fraud assessments conducted by management. In addition, other Committees of the Board consider the risks within their areas of responsibility.
- Selecting and evaluating a well-qualified Chief Executive Officer of high integrity and, as appropriate, other members of the senior executive team.
- Selecting a well-qualified Chairman of the Board of high integrity.
- Overseeing the Company's integrity and ethics, compliance with laws, financial reporting and public disclosures. In furtherance of this responsibility, the Board has adopted and, acting through its Audit Committee, shall oversee compliance with a Code of Ethics for the Company and promptly disclose publicly changes to or waivers of the Code as required thereby.
- Reviewing and approving, upon recommendation of the appropriate Committee of the Board, all matters to be recommended for stockholder approval.
- Reviewing and approving all public filings that require approval of the full Board.
- Regularly attending Board meetings. Meeting materials should be reviewed in advance.
- Performing other such responsibilities as described in the Charter.

In fulfilling these core responsibilities, the Directors shall not be required to devote their full time to the affairs of the Company.

## **SELECTION OF THE BOARD**

### ***Board Membership Criteria***

The Nominating and Corporate Governance Committee should periodically review with the Board the appropriate experience, skills and characteristics required of

Board members in the context of the current membership of the Board. This assessment should include, in the context of the perceived needs of the Board at that time, issues of knowledge, experience, judgment and skills such as an understanding of the real estate industry or accounting or financial management expertise. Other considerations include the candidate's independence from conflict with the Company and the ability of the candidate to attend Board meetings regularly and to devote an appropriate amount of effort in preparation for those meetings. It also is expected that independent Directors nominated by the Board shall be individuals who possess a reputation and hold (or have held) positions or affiliations befitting a director of a large publicly held company and are (or have been) actively engaged in their occupations or professions or are otherwise regularly involved in the business, professional or academic community.

### ***Selection of Directors***

The Board itself should be responsible for selecting its own nominees and recommending them for election by the stockholders. The Board delegates the screening process necessary to identify qualified candidates to the Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer.

The Nominating and Corporate Governance Committee annually reviews Director suitability and the continuing composition of the Board; it then recommends Director nominees who are voted on by the full Board. All Director nominees then stand for election by the stockholders annually.

In recommending Director nominees to the Board, the Nominating and Corporate Governance Committee solicits candidate recommendations from its own members, other Directors, management and outside consultants to the Company, the Board and Committees of the Board. The Nominating and Corporate Governance Committee will also consider suggestions made by stockholders and other interested persons for Director nominees who meet the established Director criteria (as set forth above). In order for a stockholder to make a nomination, the stockholder must satisfy the procedural requirements for such nomination as provided in Section 2.12 of the Bylaws.

The Nominating and Corporate Governance Committee may engage the services of a search firm to assist in identifying and screening potential Director nominees.

In evaluating the persons nominated as potential Directors, the Nominating and Corporate Governance Committee will consider each candidate without regard to the source of the recommendation and take into account those factors that the Nominating and Corporate Governance Committee determines are relevant.

### ***Orientation and Continuing Education***

New Directors are provided with a complete orientation process, which includes comprehensive information regarding the Company's business and operations, information regarding the industry in which the Company operates and other background

material, meetings with senior management and visits to Company offices. As a part of the Company's continuing education efforts, supplemental information is provided to Directors from time to time.

## **BOARD COMPOSITION AND PERFORMANCE**

### ***Size of the Board***

The Charter provides for nine members of the Board, which number may be increased or decreased from time to time pursuant to the Bylaws of the Company but may never be less than the minimum number required by the Maryland General Corporation Law, as amended from time to time. The Nominating and Corporate Governance Committee will periodically evaluate and review the appropriate size of the Board, which may vary to accommodate the Board's changing needs and circumstances.

### ***Independent Directors***

A majority of the members of the Board must be Independent Directors. A Director will be considered "independent" if he or she satisfies the independence requirements under the rules and regulations of the New York Stock Exchange as in effect from time to time.

### ***Voting for Directors***

Any and all vacancies on the Board may be filled only by the affirmative vote of a majority of the remaining Directors in office, even if the remaining Directors do not constitute a quorum, and any Director elected to fill a vacancy shall serve for the remainder of the full term of the directorship in which such vacancy occurred.

In order to enhance the power of the Company's stockholders to influence the composition of the Board, as a condition to nomination, each Director shall irrevocably agree to offer to resign if at a meeting of the stockholders relating to an uncontested election for a Director's seat on the Board at which a quorum is present, the Director receives a greater number of votes "withheld" than votes "for" such election. An "uncontested election" is an election in which the number of nominees does not exceed the number of directors to be elected.

When a Director offers to resign pursuant to such irrevocable agreement, then the Nominating and Corporate Governance Committee shall consider the offer of resignation and shall make a recommendation to the Board concerning the acceptance or rejection of such resignation within 60 days following the certification of the stockholder vote. The Board will take formal action on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote. Any Director who offers to resign shall not participate in the Nominating and Corporate Governance Committee's deliberations or recommendation, or in the Board's deliberations and determination, regarding whether to accept his or her offer of resignation. Furthermore, a Director who offers to resign shall not participate in any

Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept any other Director's resignation unless the number of participating Directors would be two or fewer with respect to a Nominating and Corporate Governance Committee recommendation or less than a quorum with respect to a Board action, in which case such Director may participate in any recommendation or action relating to resignations other than his or her own.

If the Board rejects an offer of resignation or fails to act within the required 90-day period, it shall promptly disclose the reason(s) for rejecting the offer of resignation or failing to act on the offer in a Form 8-K filed or furnished with the Securities and Exchange Commission. If the Board accepts a Director's offer of resignation, such resignation shall be effective upon acceptance. An offer of resignation shall expire upon the earlier of (i) the Board's rejection of such offer or (ii) the 91st day following the certification of the relevant stockholder vote.

The Company shall describe the foregoing procedures in any proxy statement that relates to an uncontested election of Directors so that the stockholders will be aware of the effect of a "withheld" vote.

#### ***Service on Other Boards of Directors***

Prior to accepting an invitation to serve on another public or private company board of directors, Directors should advise the Chairman of the Board. The Board believes that Directors should limit the number of other company boards on which they serve, taking into account potential board attendance, participation and effectiveness on these boards.

#### ***Directors Who Change Their Present Occupation or Job***

Directors who change the occupation or job they held when initially elected are expected to notify the Chairman of the Board.

#### ***Term Limits***

The Board has determined not to establish term limits. Although term limits could help make fresh ideas and viewpoints available to the Board, they also could result in the loss of the valuable contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations.

As an alternative, the Nominating and Corporate Governance Committee will review each Director's continuation on the Board shortly before the end of such Director's then-current term. This review shall be conducted in connection with the consideration of nominations to the Board at the annual stockholders meeting. In connection with such review, the Chief Executive Officer may provide input to the Chairman of the Board or the Chairman of the Nominating and Corporate Governance Committee in his or her discretion.

### ***Board Compensation***

Independent Directors shall receive reasonable compensation for their services to be determined from time to time by the Board, upon the recommendation of the Compensation Committee. Committee Chairmen may receive such additional reasonable compensation for serving in that role as may be determined from time to time upon the recommendation of the Compensation Committee. Directors who are not independent receive no additional pay for serving as Directors.

From time to time, the Compensation Committee shall review and report to the Board with respect to Director compensation and benefits.

### ***Assessing the Board's Performance***

Following the end of each fiscal year and at the same time as the report on Board membership criteria, the Nominating and Corporate Governance Committee shall report to the Board an assessment of the performance of the Board and its Committees. This assessment should review the Board or Committee's contribution as a whole and areas in which the Board or Committee and/or management believes a better contribution is possible. Its purpose is to assess and, where possible, increase the effectiveness of the Board and its Committees.

### ***Board and Committee Access to Outside Advisors***

The Board and each of its Committees shall have the power to hire independent legal, financial or other advisors, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

## **STOCK OWNERSHIP AND RETENTION GUIDELINES**

The Board believes that non-employee directors and senior executives should have a significant personal financial stake in the Company's performance and, therefore, has established minimum stock ownership guidelines.

### ***Non-Employee Directors***

Each non-employee director is required to acquire and hold shares of the Company's common stock having an initial investment value equal to three times his or her annual cash retainer, excluding additional retainer amounts payable for serving as Chairman of the Board or chairing or sitting on a committee of the Board. For directors in office as of September 1, 2013, the initial investment value shall be \$195,000. For directors who join the Board after such date, the initial investment value shall be equal to three times the annual cash retainer in effect on the date they join the Board. Non-employee directors shall achieve the initial investment value

within five years after the Board’s adoption of these guidelines or the non-employee director’s appointment to the Board, whichever is later.

Upon a director satisfying the initial investment requirement, the number of shares required to be held by the director to satisfy the ownership requirement shall be fixed and the director should maintain ownership of at least that number of shares for so long as such director continues to serve on the Board.

Until the investment requirement is achieved, the director is required to retain “net gain shares” resulting from the issuance of common stock, exercise of stock options, the vesting of restricted stock, or the settlement of restricted stock units granted under the Company’s equity compensation plans. Net gain shares are the shares remaining after the payment of the option exercise price and taxes owed with respect to the issuance, exercise, vesting or settlement event (assuming for this purpose a flat 50 percent combined tax rate).

***Senior Executives***

The Chief Executive Officer, Chief Financial Officer and the other Senior Vice Presidents of the Company is required to acquire and hold shares of the Company’s common stock having an initial investment value as follows:

<b><u>Position</u></b>	<b><u>Applicable Multiple</u></b>
Chief Executive Officer	Six times base salary
Chief Financial Officer	Three times base salary
All other Senior Vice Presidents	Two times base salary

The initial investment value is established based on the salary in place as of February 11, 2015, or the date of the executive’s appointment to the applicable position, whichever is later. Executives shall achieve the initial investment value by February 11, 2020, or within five years after the executive’s appointment to the applicable position, whichever is later.

Upon an executive satisfying the initial investment value, the number of shares required to be held by the executive to satisfy the ownership requirement shall be fixed and the executive should maintain ownership of at least that number of shares for so long as such executive continues to serve in such position with the Company.

***Qualifying Holdings***

The following will count toward the non-employee director and senior executive stock ownership requirements:

- shares purchased on the open market;

- shares owned outright by the director or officer, or by members of his or her immediate family residing in the same household, whether held individually or jointly;
- restricted stock and stock-settled restricted stock units received pursuant to the Company's compensation plans, whether or not vested; and
- shares held in trust for the benefit of the director or officer or his or her immediate family, or by a family limited partnership or other similar arrangement.

### ***Hardship***

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

## **BOARD RELATIONSHIP TO SENIOR MANAGEMENT**

### ***Board Access to Senior Management***

Board members have complete access to the Company's management. Board members should use judgment to be sure that any contacts are not distracting to the business operation of the Company.

Furthermore, the Board encourages senior management, from time to time, to bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that the senior management believes should be given exposure to the Board.

## **MEETING PROCEDURES**

### ***Frequency and Length of Board Meetings***

The Chairman of the Board or, in the absence of the Chairman, the Chief Executive Officer of the Company (if applicable) or the Secretary of the Company (if there is no separate Chief Executive Officer), in consultation with the other members of the Board, shall determine the timing and length of the meetings of the Board. The Board shall meet as frequently as needed for Directors to discharge properly their responsibilities. In addition to regularly scheduled meetings, unscheduled Board meetings may be called upon appropriate notice at any time to address specific needs of the Company.

Furthermore, the Board believes that non-management directors should have the opportunity to meet in executive sessions during Board meetings. The agenda for each regular Board meeting shall provide for an executive session. It is the policy of the



Board for non-management directors to meet in executive session at least four times annually. The Chairman of the Board will preside during executive sessions.

### ***Selection of Agenda Items for Board Meetings***

The Chief Executive Officer, in collaboration with the Chairman of the Board, will establish the agenda for each Board meeting. The Chairman of the Board will act as the Board's liaison with the Chief Executive Officer in the development of the agendas. Each Board member is free to suggest the inclusion of item(s) on the agenda. Each Director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

### ***Board Materials Distributed in Advance***

Each Director is expected to make reasonable efforts to attend all meetings of the Board and Committees on which the Director serves. In advance of each Board or Committee meeting, a proposed agenda and, to the extent feasible or appropriate, information and data that is important to an understanding of the business to be discussed will be distributed. Management, in consultation with the Board, will make every attempt to see that the material provides sufficient detail to adequately address the business to be discussed. When appropriate, the information distributed will include summaries or outlines of presentations to be given at the meeting. In this way, meeting time may be conserved and discussion time focused on questions that the Board has about the material.

## **BOARD COMMITTEES**

### ***Number, Structure and Independence of Committees***

The Board shall at all times have an Audit Committee, a Compensation Committee, an Executive Committee, a Nominating and Corporate Governance Committee, and an Investment Committee. The responsibilities, functions and composition of these Committees shall be as set forth in their respective charters, or if any committee shall not have a charter, by the Board of Directors from time to time. The Board may also establish various advisory Committees from time to time in its discretion. Membership on all Committees named above, except the Executive Committee (on which the Chief Executive Officer will serve), shall be limited to independent Directors.

### ***Assignment of Committee Members***

At least annually, the Nominating and Corporate Governance Committee shall, in consultation with the Chief Executive Officer and the Chairman of the Board, review Committee assignments (members and chairs). With consideration of the desires of individual Board members, the Nominating and Corporate Governance Committee shall then recommend to the full Board the assignment of Board members to the Committees consistent with these Guidelines.

### ***Frequency and Length of Committee Meetings***

Committee Chairmen, in consultation with Committee members, will determine the frequency and length of Committee meetings. Each Committee shall meet at least as frequently as is required by the terms of such Committee's charter, as applicable.

### ***Committee Agendas***

Committee Chairmen, in consultation with the appropriate members of senior management and the Committee, will develop the Committee's meeting agendas.

## **BOARD LEADERSHIP**

### ***Selection of Chairman and Chief Executive Officer***

The Board has the responsibility to fill the leadership positions of the Chairman of the Board and Chief Executive Officer as it deems best for the Company. The role of Chairman and that of Chief Executive Officer should be separate, and the Chairman shall qualify as independent.

## **LEADERSHIP DEVELOPMENT**

### ***Performance Evaluations***

Each year, the Compensation Committee, in consultation with the Chairman of the Board, shall evaluate the performance of the Chief Executive Officer. In performing this evaluation, the Compensation Committee shall take into consideration the executive's performance in both qualitative and quantitative areas, such as leadership and vision; integrity; keeping the Board informed on matters affecting the Company and its affiliates; performance of the business (including such measurements as total stockholder return and achievement of financial objectives and goals); development and implementation of initiatives to provide long-term economic benefit to the Company, including acquisitions; accomplishment of strategic objectives and development of management. The evaluation will be communicated to the Chief Executive Officer by the Chairman of the Board. During such discussions, it is anticipated that the Chief Executive Officer will review the performance of senior management providing services on behalf of the Company.

### ***Succession Planning***

At least once a year, the Chief Executive Officer of the Company shall meet with the independent Directors to discuss potential successors as Chief Executive Officer. The independent Directors shall meet in executive session following such presentations to consider such discussions.

The Chief Executive Officer shall also be responsible for a procedure for the timely and efficient transfer of his or her responsibilities in the event of his or her sudden incapacitation, death or departure, including recommendations for longer-term succession arrangements. The Chief Executive Officer shall review this procedure periodically with the Nominating and Corporate Governance Committee.

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

## **COMMUNICATIONS WITH STOCKHOLDERS**

The Company has established several means for stockholders to communicate concerns to the Board. If the concern relates to the Company's financial statements, accounting practices or internal controls, the concerns should be submitted in writing to the Chairman of the Audit Committee in care of the Company's Secretary at the Company's headquarters address. If the concern relates to the Company's governance practices, business ethics or corporate conduct, the concern may be submitted in writing to the Chairman of the Nominating and Corporate Governance Committee in care of the Company's Secretary at the Company's headquarters address. If a stockholder is uncertain as to which category his or her concern relates, he or she may communicate it to any one of the independent Directors in care of the Company's Secretary.

The Company's Whistleblower Policy prohibits the Company and its affiliates and their officers, employees and agents from discharging, demoting, suspending, threatening, harassing or in any other manner discriminating against any employee for raising a concern. If a stockholder or employee nonetheless prefers to raise his or her concern in a confidential or anonymous manner, the concern may be directed to the Secretary of the Company at the Company's headquarters address.

## **CONDUCT AND ETHICS STANDARDS FOR DIRECTORS**

Directors are subject to applicable provisions of a Code of Ethics, Insider Trading Policy and Whistleblower Policy for the Company. These policies can be found on the Company's website.