

PIEDMONT OFFICE REALTY TRUST, INC.

CORPORATE GOVERNANCE GUIDELINES

As Amended on July 30, 2014

The Board of Directors (the “Board”) of Piedmont Office Realty Trust, Inc. (the “Company”), upon the recommendation of the Nominating and Corporate Governance Committee, has developed and 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). In managing 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 (“CEO”) 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.
- Providing counsel and guidance on the evaluation and compensation of officers.
- Monitoring the Company’s operating results and financial condition.

- Assessing major risks and opportunities facing the Company, and reviewing options for risk mitigation or enhancement of opportunities.
- Overseeing the integrity of the Company’s financial statements, the Company’s systems of internal controls regarding finance, accounting and ethics.
- Selecting and evaluating a well-qualified CEO of high integrity and, as appropriate, other members of the senior executive team and providing policies regarding succession planning.
- Selecting a well-qualified Chairman of the Board of high integrity.
- Overseeing the Company’s integrity and ethics, compliance with legal and regulatory requirements, 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 any 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 annually review with the Board the appropriate experience, skills and characteristics required of Directors 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, but is not limited to:

- issues of knowledge, experience, judgment and skills such as an understanding of the real estate industry or brokerage industry or accounting or financial management expertise;
- the candidate’s “independence” as contemplated by applicable legal and regulatory requirements, and the listing standards of the New York Stock Exchange and the Company’s Director independence standards adopted from time to time;

- the candidate’s ability to make independent analytical inquiries and judgments;
- 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 CEO.

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. The entire Board shall be responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The invitation to join the Board will be extended by the Chairman of the Board.

In recommending Director nominees, the Nominating and Corporate Governance Committee solicits candidate recommendations from its own members, other Directors and management of the Company. The 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 the Company’s Bylaws.

The Nominating and Corporate Governance Committee may engage the services of a search firm to assist in identifying 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, its strategic plans, its financial statements, and its key policies and procedures, as well as information regarding the industry in which the Company operates and other background material, meetings with senior management and visits to Company offices. Additionally, the Company will periodically

provide to all Directors materials and briefing sessions on subjects that will assist them in discharging their duties, such as governance updates, legal requirements, accounting developments and other relevant topics.

BOARD COMPOSITION AND PERFORMANCE

Size of the Board

The Charter provides for nine Directors, which number may be increased or decreased from time to time by resolution of the Board or vote of the stockholders, but must never be less than the minimum number required by Maryland law. At this time, the Board has determined that it is in the best interests of the Company and its stockholders to have a Board with nine members.

Independent Directors

A majority of the members of the Board must meet the requirements of “independence” as set forth in the listing standards of the New York Stock Exchange and in the Company’s Director independence standards set forth in Exhibit A. The Board must annually determine, based on all of the relevant facts and circumstances, whether each Director satisfies the legal and regulatory and New York Stock Exchange Listing Manual requirements for independence and the Company’s Director independence standards and must disclose each of these determinations.

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 Nominating and Corporate Governance Committee. 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. No Director should serve on more than three other public company boards, unless the Nominating and Corporate Governance Committee determines otherwise.

Directors Who Change Their Present Job Responsibility

Directors who change the occupation they held when initially elected are expected to notify the Chairman of the Nominating and Corporate Governance Committee.

Term Limits

The Board recognizes that it is important for the Board to balance the benefits of continuity with the benefits of new insights and experience. Therefore, the Board will not nominate for re-election any non-employee Director if the Director shall have completed fifteen (15) years of service as a member of the Board on or prior to the date of the election as to which the nomination relates, unless the Board, upon the recommendation of the Nominating and Corporate Governance Committee, determines that due to unique or extenuating circumstances it is in the best interests of the Company and its stockholders to extend the Director’s service for an additional period of time.

Majority Voting for Directors

In an uncontested election, any nominee for Director who receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “Majority Withheld Vote”) shall promptly tender his or her resignation following certification of the stockholder vote. The Nominating and Corporate Governance Committee shall promptly consider the resignation offer and make a recommendation to the Board. The Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the stockholder vote. Thereafter, the Board will promptly disclose its decision regarding whether to accept the Director’s resignation offer in a Form 8-K furnished to the Securities and Exchange Commission. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating and Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee among themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.

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. The Board believes that director compensation should be commensurate with the work required and responsibilities undertaken and should serve to align directors’ interests with the long-term interests of stockholders. 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. Generally, such compensation should be a combination of cash and Company stock or other equity-based compensation. Directors who are not independent receive no additional pay for serving as Directors. The Compensation Committee shall annually review and report to the Board with respect to Director compensation and benefits.

Assessing the Board’s Performance

The Board shall conduct a self-evaluation at least annually to determine the effectiveness of the Board and its committees. The Nominating and Corporate Governance Committee will annually facilitate the conduct and review of the Board self-evaluation. 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 Board’s performance. This assessment should review the Board’s contribution as a whole and areas in

which the Board 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.

BOARD RELATIONSHIP TO SENIOR MANAGEMENT AND ADVISOR

Board Access to Senior Management and Advisor

Directors shall have complete access to the Company's management and to the Company's advisors. Directors 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 and/or advisors 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 Vice Chairman of the Company, in consultation with the other Directors, 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 and expects at least four regularly scheduled meetings of the Board each year. 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.

Selection of Agenda Items for Board Meetings

The Chairman of the Board will establish the agenda for each Board meeting. Each Director 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/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.

The Board believes that non-employee Directors should have the opportunity to meet in executive session during Board meetings. The agenda for each Board meeting shall provide for an executive session. It is the policy of the Board for non-employee Directors to meet in executive session at least four times annually. The executive sessions will be chaired by the Chairman of the Board.

BOARD COMMITTEES

Number, Structure and Independence of Committees

The Board shall at all times have an Audit Committee, Compensation Committee and a Nominating and Corporate Governance Committee, each composed solely of Independent Directors. For further information on the responsibilities, functions and composition of these Committees, see the Audit Committee Charter (regarding the Audit Committee), the Compensation Committee Charter (regarding the Compensation Committee) and the Nominating and Corporate Governance Committee Charter (regarding the Nominating and Corporate Governance Committee). In addition, the Board will maintain such other various advisory Committees on which certain Directors sit to assist management of the Company in areas that have a direct impact on the Company's operations, such as a Capital Committee. The majority of the members of all of these Committees must be Independent Directors. The Committee Chairman will also report the highlights of its respective meeting to the Board, as and when requested by the Board in accordance with the Committee's charter.

Assignment of Committee Members

At least annually, the Nominating and Corporate Governance Committee shall, in consultation with the CEO, review Committee assignments (members and chairs). With consideration of the desires of individual Directors, the Nominating and Corporate Governance Committee shall then recommend to the full Board rotations of assignments and appointments of chairpersons to the Committees.

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 CEO

The Board has the responsibility to fill the leadership positions of the Chairman of the Board and CEO as it deems best for the Company at a given point in time. The Board's policy on whether or not the role of the Chairman and CEO should be separate is to make this determination based on serving the best interests of the Company and its stockholders at any given time.

LEADERSHIP DEVELOPMENT

Performance Evaluations

The Nominating and Corporate Governance Committee shall oversee an evaluation of the performance of the CEO. In performing this evaluation, the following shall be taken 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 CEO by the chairman of the Nominating and Corporate Governance Committee. During such discussions, it is anticipated that the CEO will review the performance of senior management providing services on behalf of the Company.

Succession Planning

At least once a year, the CEO shall meet with the Nominating and Corporate Governance Committee to discuss potential successors as CEO of the Company. The Nominating and Corporate Governance Committee shall meet in executive session following such presentations to consider such discussions.

The CEO shall also have in place at all times a confidential written 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 CEO shall review this procedure periodically with the Nominating and Corporate Governance Committee.

The CEO 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 in good faith. 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 Compliance Officer at the Company's headquarters address.

CONDUCT AND ETHICS STANDARDS FOR DIRECTORS

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

PUBLICATION OF CORPORATE GOVERNANCE GUIDELINES AND COMMITTEE CHARTERS:

The Company will publish these Corporate Governance Guidelines and the Charters of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee on its website and make print copies available upon request as required by the listing standards of the New York Stock Exchange and applicable rules of the SEC.

Exhibit A

Director Independence Standards of Piedmont Office Realty Trust, Inc.

The Company's goal is that at least a majority of the Board of Directors will be independent. Each year, the Board will affirmatively determine whether a director is "independent" and will disclose these determinations in its annual proxy statement.

A director will not be considered independent if:

a) the director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer, of the Company or any of its affiliates;

b) the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company or any of its affiliates, other than excluded compensation;

c) (1) the director is a current partner or employee of a firm that is the Company's internal or external auditor; (2) the director has an immediate family member who is a current partner of such a firm; (3) the director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (4) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;

d) the director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's or any of its affiliates' present executive officers at the same time serves or served on that company's compensation committee;

e) the director is a current employee, or an immediate family member is a current executive officer, of any organization that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues (such payments and consolidated gross revenues to be measured based on reported figures for the last completed fiscal year); and

For purposes of these guidelines, the terms:

“affiliate” means any entity that controls, is controlled by or is under common control with the Company, as evidenced by the power to elect a majority of the board of directors or comparable governing body of that entity;

“excluded compensation” means director and committee fees (including fees paid to the Chairman of the Board of Directors and the chairman of any committee of the Board of Directors) and pension or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service; and

“immediate family” has the meaning set forth in Rule 303A.02 of the New York Stock Exchange, as amended from time to time.