

TIER REIT, INC.

THIRD AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

1. Purpose.

The Audit Committee is appointed by the Board of Directors (the “Board”) of TIER REIT, Inc. (the “Company”) to assist management in discharging its responsibility for the accounting, reporting and financial practices of the Company and to exercise exclusive decision-making authority in the specific instances noted below. The members of the Audit Committee are not called upon to be professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management or the independent auditor. The Audit Committee serves a board level oversight role where it oversees the relationship with the independent auditor, as set forth in this Charter, and provides advice, counsel and general direction, as it deems appropriate, to management and the independent auditor on the basis of the information the Audit Committee receives, discussions with the independent auditor, and the experience of the Audit Committee’s members in business, financial and accounting matters.

2. Composition and Qualifications.

The Audit Committee shall be composed of three or more members of the Board, one of whom shall be designated by the Board as Chairperson. Each member of the Audit Committee shall qualify as “independent” under the rules and regulations promulgated by the New York Stock Exchange as well as any other applicable laws, rules and regulations governing independence, as determined from time to time by the Board. Each member shall in the judgment of the Board have the ability to read and understand the Company’s financial statements. At least one member of the Audit Committee shall in the judgment of the Board be an audit committee financial expert as defined by the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”). The members of the Audit Committee shall be elected by the Board at its annual meeting and the members shall serve until their successors shall be duly elected and qualified or until their earlier resignation, removal or inability to serve. The Board shall elect new members of the Audit Committee from time to time as it may deem it appropriate to add members or as vacancies shall occur. The Company does not limit the number of public company audit committees on which a member of the Audit Committee may serve, but if a member does serve on more than two other public company audit committees, the Board must have determined that this simultaneous service would not impair the member’s ability to serve on the Company’s Audit Committee, and the Company must disclose this determination in its proxy statement for its annual meeting.

3. Overview of Authority.

The Audit Committee shall have the sole authority to engage, retain, compensate, terminate and evaluate the Company’s independent auditor. The independent auditor shall report directly to the Audit Committee who shall have the authority to resolve any disagreements between management and the independent auditor regarding financial reporting and receive any communications from the independent auditor as may be required under professional standards applicable to the independent auditor. The Audit Committee shall also have the authority to engage and retain outside legal, accounting or other consultants to advise the Audit Committee. The Audit Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the committee or to meet with any members of, or consultants to, the committee. At the discretion of the Audit Committee, such meetings may occur with or without Company management present. The Audit Committee must pre-approve all audit, review, attest and permissible non-audit services (including any permissible internal control-related services) to be provided to the Company or its subsidiaries by the independent auditor. The Audit Committee may establish pre-approval policies and procedures in compliance with applicable SEC rules and regulations. The Audit Committee must obtain and review, at least annually, a report by the independent auditor describing:

- the firm's internal quality-control procedures; and
- any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

In addition, the Audit Committee's annual review of the independent auditor's qualifications must also include the review and evaluation of the lead partner of the independent auditor for the Company's account, and evaluation of such other matters as the committee may consider relevant to the engagement of the independent auditor, including the views of the Company's management and internal finance employees, and whether the lead partner or auditing firm itself should be rotated.

The Audit Committee will, from time to time, establish hiring policies that will govern the Company's hiring of employees or former employees of the independent auditor, taking into account possible pressures on the auditor's personnel who might seek a position with the Company, and report these policies to the full Board.

The Audit Committee is at all times authorized to have direct, independent and confidential access to the independent auditor and to the Company's other directors, management and personnel to carry out the committee's purposes. The committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the committee.

The Audit Committee will have sole authority to approve the engagement of any consultant or its affiliates for additional services to the Company, including the purchase of any products from the consultant or its affiliates.

4. Meetings.

The Audit Committee shall meet at least quarterly. Meetings for the consideration of pertinent matters may be requested by the Chief Executive Officer (or executive officer performing similar duties) of the Company, by any member of the Audit Committee or the Board or by request to the Chairperson of the Audit Committee. A majority of the members of the Audit Committee shall constitute a quorum at any meeting. The Secretary or an Assistant Secretary of the Company will prepare the minutes of each meeting and send a copy of the minutes to the Audit Committee members. The Secretary or Assistant Secretary of the Company, as applicable, may be excused by the Audit Committee Chairperson from any meeting, or portion thereof and the Audit Committee Chairperson shall be responsible for ensuring that minutes of that meeting or portion are correctly recorded.

5. Duties and Responsibilities.

The Audit Committee shall be empowered in accordance with its judgment to act in respect of the following:

- a. Retain and evaluate the firm of independent certified public accountants to be appointed as independent auditor of the Company, for which the Audit Committee shall have exclusive decision-making authority.
- b. Review the experience and qualifications of the senior members of the independent audit team and the quality control procedures of the independent auditor and meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- c. Approve the fees to be paid to the independent auditor for audit services, for which the Audit Committee shall have exclusive decision-making authority.
- d. Approve the retention of the independent auditor for any non-audit service and the fee for such service, for which the Audit Committee shall have exclusive decision-making authority.

- e. Receive periodic reports from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, and consider whether the provision of non-audit services is compatible with maintaining the auditor's independence.
- f. Evaluate the performance of the independent auditor and the appropriateness of a policy to rotate independent auditors on a regular basis.
- g. Recommend to the Board guidelines, which may include an absolute ban, on the hiring by the Company of employees of the independent auditor who worked on the Company's account.
- h. Assist with the board oversight of the Company's internal audit function.
- i. Review and discuss with management: (i) any material financial or non-financial arrangements of the Company that do not appear on the financial statements of the Company; and (ii) any significant transactions or course of dealing with parties related to the Company.
- j. Review with management and the independent auditor the Company's quarterly and annual financial statements prior to the filing of the Company's Form 10-Q and 10-K, including the results of the independent auditor's review of the quarterly financial statements and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" portion of Form 10-Q and 10-K.
- k. Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and minimize such exposures.
- l. Review and discuss with management and the independent auditor the Company's financial statements, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls and disclosure controls that could significantly affect the Company's financial statements.
- m. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee or stockholder complaints or published reports, which raise material issues regarding the Company's financial statements or accounting policies.
- n. Prepare the report required of the audit committee by the rules of the SEC to be included in the Company's annual proxy statement.
- o. Review and discuss with management and advise the Board with respect to any issues concerning the Company's policies and procedures regarding compliance with applicable laws and regulations that may have a material impact on the Company's financial statements.
- p. Meet at least quarterly with the Company's chief accounting officer and the independent auditor in separate executive sessions.
- q. Review with the Company's general counsel any legal matters that may have a material impact on the financial statements and the Company's compliance policies.
- r. Recommend to the Board whether the financial statements should be included in the Annual Report on Form 10-K.
- s. Discuss with the independent auditor the matters required to be discussed by Statement on Audit Standards No. 61, including such matters as: (i) the quality and acceptability of the accounting principles applied in the financial statements; (ii) new or changed accounting policies, the effect of regulatory and accounting initiatives, and significant estimates, judgments, uncertainties or unusual transactions; (iii) the selection, application and effects of critical accounting policies and

estimates applied by the Company; (iv) issues raised by any “management” or “internal control” letter from the auditors, problems or difficulties encountered in the audit (including any restrictions on the scope of the work or on access to requested information) and management’s response to such problems or difficulties, significant disagreements with management, or other significant aspects of the audit; and (v) any off-balance sheet transactions, and relationships with any unconsolidated entities or any other persons, which may have a material current or future effect on the financial condition or results of the Company and are required to be reported under SEC rules and regulations.

- t. Review and reassess, at least annually, the performance of the Audit Committee and the adequacy of this Charter and make recommendations to the Board, as conditions dictate, to update this Charter.
- u. Establish procedures for the confidential and anonymous receipt, retention and treatment of complaints regarding the Company’s accounting, internal controls and auditing matters.
- v. At least annually, obtain and review a report by the independent auditor describing (i) the firm’s internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Company.
- w. Report through its Chairperson to the Board following meetings of the Audit Committee.
- x. Review and approve the decision by the Company and its subsidiaries to enter into swaps, as defined in Section 1a(47) of the Commodity Exchange Act and applicable regulations and rules (“Swaps”).
- y. To review and approve the decision by the Company and its subsidiaries to enter into Swaps that are exempt from the requirements of section 2(h)(1) and 2(h)(8) of the Commodity Exchange Act (“Exempt Swaps”), pursuant to section 2(h)(7) of the Commodity Exchange Act and applicable regulations and rules (the “End-User Exception”). The Audit Committee must set appropriate policies governing use of Swaps, Exempt Swaps, and the End-User Exception by the Company and its subsidiaries. The Audit Committee must review and approve the decision to use Exempt Swaps, and the policies governing the use of Exempt Swaps, at least annually or more often upon a triggering event, including but not limited to a change in the Company’s hedging policy.

6. Investigations.

The Audit Committee shall have the authority, but not the obligation, to conduct or authorize investigations into any matters within its scope of responsibilities and shall have the authority to retain outside advisors to assist in the conduct of any investigation.

7. No Responsibility to Conduct Audits.

While the Audit Committee has the responsibilities and the authority set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits, to assure compliance with laws and regulations or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles in the United States.