

TIER REIT, INC.

SECOND AMENDED AND RESTATED

NOMINATING COMMITTEE CHARTER

1. Purpose.

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of TIER REIT, Inc. (the “Company”) to assist the Board in discharging its responsibility in all matters relating to the nomination of persons to serve as directors of the Company.

2. Composition and Qualifications.

The 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 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. The members of the 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 Committee from time to time as it may deem it appropriate to add members or as vacancies shall occur.

3. Overview of Authority.

As detailed herein, the Committee shall be responsible for identifying and nominating persons to serve as directors of the Company. The Committee shall also be responsible for identifying and nominating a person to serve as the Chief Executive Officer of the Company when applicable. The Committee shall also develop, recommend to the Board, and assess corporate governance and oversee Board evaluations.

The Committee shall have the authority to retain outside legal advisors or other consultants to advise the Committee, including persons having special competence as necessary to assist the Committee in fulfilling its responsibilities, including retaining an executive search firm to assist in identifying qualified candidates to serve as directors or as officers of the Company. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. At the discretion of the Committee, these meetings may occur with or without Company management present.

4. Meetings.

The Committee shall meet at least once per year. Meetings may be requested by the Chairperson of the Committee, the Company’s Chief Executive Officer (or executive officer performing similar duties) or by any member of the Committee or the Board. A majority of the members of the 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 Committee members. The Secretary or Assistant Secretary of the Company, as applicable, may be excused by the Committee Chairperson from any meeting, or portion thereof. The Committee Chairperson shall be responsible for ensuring that minutes of that meeting or portion are correctly recorded.

The Committee will periodically, and no less frequently than annually, meet to assess, develop and communicate with the full Board concerning the appropriate criteria for identifying and nominating persons to serve on the Board, including:

- The size and composition of the Board;
- Corporate governance policies;

- Applicable listing standards and laws;
- The expertise, experience and other requirements/qualifications viewed as necessary to serve on the Board or any committee thereof;
- The number of other public and private company boards on which a director may serve;
- Policies and procedures for considering persons proposed or recommended by stockholders to serve on the Board; and
- Other factors deemed appropriate by the Board;

The Committee is at all times authorized to have direct, independent and confidential access to the Company's 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 Committee will have the authority to retain and terminate, at the Company's expense, any search firm used to identify director candidates or executives, independent counsel or other advisors to the Committee and to approve the related fees and other terms of the engagement. The Committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products or other services from the applicable consultant or its affiliates.

5. Duties and Responsibilities.

The Committee shall be empowered in accordance with its judgment to:

- a. Select and nominate persons to serve as directors of the Company or as the Company's Chief Executive Officer, when applicable, consistent with the criteria approved by the Board. The Committee shall consider diversity in personal background, race, gender, age and nationality when considering candidates for nomination to the Board.
- b. Review candidates recommended by stockholders.
- c. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of actual and potential nominees.
- d. Identify and recommend to the Board, directors to be selected by the Board for service on Board committees.
- e. Recommend to the Board, at the first meeting of the Board following the Annual Meeting of Stockholders each year, candidates for appointment by the Board as officers of the Company.
- f. Recommend to the Board any appropriate extensions or changes in the duties of the Committee.
- g. Develop and no less frequently than annually assess and make recommendations to the Board concerning appropriate corporate governance guidelines and policies and oversee the applicable corporate governance guidelines and policies particularly as these policies relate to the selection of persons to serve on the Board.
- h. Oversee an annual review of Board performance and report the results thereof to the Board.
- i. Evaluate the Committee's performance on an annual basis and report the results to the Board.

- j. Develop a succession plan for the Chief Executive Officer, as well as other senior management positions, designed to provide for continuity in, and development of, senior management (which plan shall include planning for Chief Executive Officer succession in the event of emergencies or unforeseen circumstances); the Committee shall also oversee an annual review of such succession plan and report to the Board any changes to such succession plan it believes are advisable.
- k. Perform any other activities consistent with this charter, the Company's corporate governance documents and any applicable listing standards, laws and regulations as the Committee or the Board considers appropriate and report to the full Board the major items covered by the Committee at each meeting.
- l. Report through its Chairperson to the Board following meetings of the Committee.