

TIER REIT, INC.

SECOND AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

1. Purpose.

The Compensation Committee is appointed by the Board of Directors (the “Board”) of TIER REIT, Inc. (the “Company”) to, among other things, (1) review and approve corporate goals relevant to the chief executive officer’s (the “CEO”) (or executive officer performing similar duties) compensation; (2) evaluate the CEO’s performance in light of those goals and objectives; (3) either as a committee or (if so directed by the board) together with the other independent directors, determine and approve the CEO’s compensation based on this evaluation; (4) determine non-CEO executive officer compensation and have sole authority for making awards under any incentive compensation plans and equity-based plans and other compensation plans, adopted by the Company; (5) exercise oversight with respect to the Company’s incentive compensation plans, equity-based plans or other compensation plans covering executive officers and senior management; (6) produce an annual report on executive compensation for inclusion in the Company’s proxy statement; and (7) review the Company’s Compensation Discussion & Analysis required by Securities and Exchange Commission (“SEC”) rules to be included in the Company’s proxy statement and annual report on Form 10-K.

2. Composition and Qualifications.

The Compensation 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: (1) 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 of directors of the Company; (2) be a “non-employee director” within the meaning of Rule 16(b)-3 under the Securities Exchange Act of 1934, as amended; (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”); and (4) be otherwise free from any relationship that, in the judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member.

The members of the Compensation Committee shall be appointed annually by, and serve at the pleasure and discretion of, the Board. A Compensation Committee member may be removed at any time, with or without cause, by the Board.

3. Overview of Authority.

The Compensation Committee shall at all times, be authorized to have direct, independent and confidential access to the Company’s other directors, management and other personnel to carry out the committee’s duties and responsibilities. The Compensation Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the committee. The Compensation Committee is authorized to obtain at the Company’s expense compensation surveys, reports on the design and implementation of compensation programs for the Company’s directors, officers and employees, and other data and documentation as the committee considers appropriate.

The Compensation Committee will have sole authority to retain and terminate, at the Company’s expense, any consulting firm, independent counsel or other advisers to the committee and to approve the related fees and other retention terms. The Compensation Committee shall also 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.

The Compensation Committee may engage a consultant, legal counsel or other adviser only after taking into consideration the following six factors, as well as any other factors required by any exchange on which the Company's securities are listed or the Securities Exchange Act of 1934, as amended from time to time, and corresponding rules or regulations as amended from time to time: (i) the provision of other services to the Company by the consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the consultant, legal counsel or other adviser, as a percentage of the total revenue of the consultant, legal counsel or other adviser; (iii) the policies and procedures of the consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the consultant, legal counsel or other adviser with a member of the Compensation Committee; (v) any equity securities of the Company owned by the consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the consultant, legal counsel, other adviser with an executive officer of the Company.

4. Meetings.

The Compensation Committee shall meet at least annually, or more frequently as determined by the Chairperson of the committee. Meetings of the Compensation Committee shall be governed by the same rules that are applicable to meetings of the Board, including rules related to telephonic meetings, notice, waiver of notice, quorum, voting and action without a meeting. The Secretary or an Assistant Secretary of the Company will prepare the minutes of each meeting. The minutes of each meeting of the committee shall be distributed to each member and the original signed minutes shall be filed with the corporate records of the Company. The Chairperson of the committee shall report to the Board following meetings of the committee and as otherwise requested by the Chairman of the Board.

5. Duties and Responsibilities.

The Compensation Committee will meet at least annually to review and approve corporate goals and objectives relevant to the compensation of the Company's CEO (or executive officer performing similar functions) as well as to:

- a. Assess the overall compensation structure of the Company and set the compensation philosophy and strategy of the Company.
- b. Select an appropriate compensation peer group and periodically review executive compensation in relation to this peer group.
- c. Evaluate, at least annually, the performance of the Company's executive officers in light of the corporate goals and objectives. For purposes of this charter, "executive officers" means the individuals classified by the Company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934, as amended.
- d. Evaluate the CEO's performance in light of the corporate goals and objectives; and determine and approve the CEO's compensation (including the level of annual base salary, the amount of any annual cash bonus, long-term incentive compensation awards, perquisites and any special or supplemental benefits) based on this evaluation. In determining the incentive component of the CEO's compensation, the Compensation Committee shall consider the Company's performance and relative stockholder return, as applicable, the value of similar incentive awards to comparable officers at comparable companies, the awards given to the CEO in prior years, if any, and any other factors set forth in the Company's compensation plans.
- e. Review and approve the compensation payable to other executive officers of the Company (including the level of annual base salary, the amount of any annual cash bonus, long-term

incentive compensation awards, perquisites and any special or supplemental benefits).

- f. Review and approve all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, perquisites and payments with respect to the Company's executive officers.
- g. In any deliberations or voting to determine the compensation of the CEO, the CEO must not be present; however, in any deliberations regarding the compensation of other executive officers, the committee may elect to invite the CEO to be present but not vote.
- h. Exercise any of the powers of the Board not specifically delegated hereunder with respect to the compensation of non-officer employees.
- i. Make recommendations to the Board with respect to the compensation of all non-employee directors, including Board and committee retainers, meeting fees, equity-based compensation, including all types described in (k) (below), perquisites and any special or supplemental benefits and any other compensation, as the Compensation Committee may deem advisable.
- j. Unless otherwise provided in a plan document or resolution of the Board, administer the Company's incentive-based and equity-based compensation plans in accordance with the terms of the plans and take actions and make determinations as required or provided for under the plans to the fullest extent permitted under the plans, including the power and authority to grant stock options and other awards under the plans and to authorize the issuance of shares of the Company's common stock upon exercise of stock options or other awards granted pursuant to the terms of the plans.
- k. Approve the issuance of any stock option grants, (statutory and non-statutory), restricted stock, warrants, stock appreciation rights, phantom stock rights and any other form of current or deferred compensation payable in the form of the Company's stock or payable with respect to the current or future value of the Company's stock to any of the Company's officers or employees in accordance and consistent with any written guidelines and restrictions established by the Committee and the terms and conditions of any incentive-based and equity-based compensation plans previously adopted by the stockholders and the Board. The guidelines may enumerate the specific number of options and exercise schedule of the options to be granted to individuals employed in specific positions with the Company. If the terms of a proposed option grant are not consistent with the written guidelines, approval by the Committee shall be required as appropriate prior to the issuance or grant.
- l. Review and approve any new incentive-based, equity-based or other compensation plan or any material changes to existing plans whether or not subject to stockholder approval. The Compensation Committee shall make recommendations to the Board with respect to the adoption of any new, or the amendment of any existing, incentive-based, equity-based or other compensation plans.
- m. Prepare a Compensation Committee Report on executive compensation to be included in the Company's proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, as may be required by applicable rules and regulations of the SEC.
- n. Review and discuss with management, the Company's Compensation Discussion and Analysis ("CD&A") and, based on that review and discussion, make a recommendation to the Board regarding whether to include the CD&A in the Company's annual proxy statement or annual

report on Form 10-K, as may be required by rules and regulations of the SEC.

- o. Make regular reports to the Board concerning matters within the Compensation Committee's responsibility hereunder.
- p. Perform an annual performance review and self-evaluation of the Compensation Committee and report the results of the evaluation to the Board or otherwise in accordance with the Company's policies for committee self-evaluations.
- q. Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications that the Compensation Committee may deem appropriate. If a revision to the Charter is recommended, the revision shall be presented to the Board after consultation and review with the Company's counsel.
- r. The Compensation Committee will meet at least annually to review incentive compensation arrangements to confirm that incentive pay arrangements do not encourage unnecessary risk-taking and report the results thereof to the full Board.
- s. Perform any other functions as may be assigned to it by the Board from time to time.

The Compensation Committee shall have the authority to establish and delegate authority to one or more subcommittees consisting of one or more of its members when the Compensation Committee may deem it appropriate to do so in order to carry out its responsibilities hereunder.