

## **PIEDMONT OFFICE REALTY TRUST, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**As Amended and Restated on December 9, 2009**

#### **I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) is intended to assist the Board of Directors (the “Board”) of Piedmont Office Realty Trust, Inc. (the “Company”) in fulfilling certain of its oversight responsibilities. The primary responsibilities of the Committee are to: (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the Director nominees for the next annual meeting of stockholders; (ii) recommend nominees for appointment to the committees of the Board; (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; (iv) oversee the evaluation of the Board and management; and (v) conduct an annual performance evaluation of the Committee.

#### **II. COMPOSITION**

The membership of the Committee shall consist of three or more Directors, each of whom shall satisfy the “independence” requirements for directors as set forth in the New York Stock Exchange Listed Company Manual and the “independent director” requirements set forth in the Company’s Corporate Governance Guidelines. Members of the Committee shall be elected annually by the Board and shall hold office until the earlier of (i) the election of their respective successors, (ii) the end of their service as a Director of the Company (whether through resignation, removal, expiration of term, or death), or (iii) their resignation from the Committee. The Chairperson of the Committee may be selected by the Board or, if such selection is not made, the Committee members may elect a Chairperson by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees as appropriate.

#### **III. MEETINGS**

The Committee shall meet at least twice annually, or more frequently as may be necessary or required to carry out its responsibilities each year. Additional meetings may be held at the discretion of the Committee or its chairman. All meetings of the Committee may be held telephonically. A majority of Committee members shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held at which a quorum is present, except as otherwise specifically provided herein. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board. Any action, decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee shall maintain minutes or other records of meetings and activities of the Committee which shall be filed with the books and records of the Company. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.

#### IV. AUTHORITY AND RESPONSIBILITIES

The Committee's goals are to ensure that the Board (i) consists of a diversified group of individuals with strong business experience, good judgment and high integrity; (ii) adheres to a high standard in performing its duties; and (iii) operates under good corporate governance principles. Consistent with these goals, the Committee's authority and responsibilities are as set forth below.

##### A. Nominating

The Committee shall be responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend that the Board select the Director nominees for the next annual meeting of stockholders. The Board shall remain responsible for selecting nominees and recommending them for election by the stockholders. The Committee shall also recommend nominees for appointment to (i) the Board to fill vacancies of any unexpired term, and (ii) the committees of the Board annually and as vacancies or newly created positions arise.

At least annually, the Committee shall review with the Board the appropriate skills and characteristics required of Board members. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- Evaluate the qualifications of candidates for the Board, in light of the criteria approved by the Board, including any nominees submitted by stockholders under and in accordance with the provisions of the Company's Bylaws. Generally, the Committee shall seek candidates for Director who possess integrity, a high level of education and business experience, broad-based business acumen, an understanding of the Company's business and the real estate industry generally, strategic thinking and a willingness to share ideas, a network of contacts and diversity of experiences, expertise and background.
- Review the slate of directors who are to be re-nominated to determine whether such directors are meeting the Board's needs and expectations of them.
- Evaluate the independence of candidates for the Board. The Committee shall consider each candidate's independence from the Company's management and other principal service providers and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company's management or other service providers.
- Consider candidates proposed by management, Directors or stockholders, in accordance with procedures established by the Committee from time to time.

The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board. The Committee has the sole authority to retain, at Company expense,

and terminate any such search firm or consultant, including the sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

At least annually, the Committee shall, in consultation with the President, review the membership and chairpersons of the committees of the Board. With consideration of the desires of individual Board members, the Committee shall then recommend to the full Board the membership and chairpersons of the committees of the Board.

B. Corporate Governance

The Committee shall, from time to time, review the Corporate Governance Guidelines and the Company's other corporate governance-related policies and procedures and suggest revisions to the Board as the Committee deems to be appropriate. Such improvements, if adopted by the Board, shall be incorporated into the written guidelines. The Committee shall oversee director orientation and continuing education.

The Committee shall address (in conjunction with the Audit Committee, to the extent the Audit Committee addresses same) governance and compliance issues, including allegations of misconduct and corporate attorneys' reports of evidence of material violations of securities laws or breaches of fiduciary duty. The Committee shall also address, in conjunction with the Audit Committee, any proposed related party transactions, conflicts of interest and any other transactions for which independent review is necessary or desirable to achieve the highest standards of corporate governance.

C. Evaluation of the Board and Management

The Committee shall oversee an annual review and evaluation of the performance of the Board, each of the committees of the Board and the Company's management, and shall report the results of such evaluation to the Board. The Committee shall evaluate and recommend to the Board the resignation of individual directors for appropriate reasons, as determined by the Committee in its discretion. The Committee shall also review and recommend policies regarding the size of the Board. The Committee shall review any questions regarding the independence of Board members in accordance with the rules of the New York Stock Exchange, the Company's Corporate Governance Guidelines and other applicable rules and regulations.

D. Evaluation of the Committee

The Committee shall conduct an annual review and self-evaluation of its performance and report the results of such evaluation to the Board. The Committee shall also review and reassess this Charter at least annually, or more frequently as conditions may dictate, and recommend any proposed changes to the Board for approval.

E. Other

The Committee shall periodically report to the Board regarding the status and disposition of its duties set forth herein. Such reports should include a review of any recommendations or issues that arise that are within the purview of the Committee, including Board membership and

performance, corporate governance matters or other matters the Committee deems appropriate or that are requested to be included by the Board.

The Committee shall have the authority, to the extent it deems appropriate, to conduct or authorize investigations into, or studies of, matters within the Committee's scope of responsibilities. The Committee shall also have the power, to the extent it deems necessary or appropriate, to retain legal counsel or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of any such investigations or studies and the compensation to any legal counsel or other advisors retained by the Committee.

The Committee shall perform any other activities consistent with this Charter, the Company's articles of incorporation and Bylaws and governing law, as the Board deems appropriate.

#### V. WEBSITE DISCLOSURE

This Charter shall be posted on the Company's website.