

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

COLUMBIA PROPERTY TRUST, INC.

I. STATEMENT OF POLICY

This Charter specifies the authority and scope of the responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Columbia Property Trust, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements. The Committee has the responsibility and authority to supervise and review the affairs of the Company as they relate to the compensation and benefits of executive officers and directors of the Company, as well as oversight of human resources. In carrying out these responsibilities, the Committee shall review all components of executive officer and director compensation for consistency with the Company’s compensation philosophy, as in effect from time to time, and with the interests of the Company’s stockholders.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be composed of at least three Board members, each of whom shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”), including the additional independence requirements specific to Compensation Committee membership, and the federal securities laws and regulations for such committee. In addition, all members of the Committee must qualify as “non-employee directors” as defined under Section 16 of the Securities Exchange Act of 1934. A Board member shall not serve on the Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer.

The members of the Committee shall be appointed by the Board on the recommendation of the Company’s Nominating and Corporate Governance Committee and shall serve until their successors are duly elected and qualified or until their earlier removal. Any member of the Committee may be removed or replaced by the Board. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by the majority vote of the full Committee. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Committee composed of one or more members of the Committee.

The Committee shall have the authority to obtain advice or assistance from compensation consultants, independent legal counsel, accounting or other advisors as appropriate to perform its duties hereunder. Without limiting the generality of the foregoing, the Committee shall have

EAST\56523395.5

sole authority to retain or obtain the advice of any compensation consultant, independent legal counsel or other advisor to assist the Committee in the performance of its duties and shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor. Prior to selecting, or receiving advice from, any advisor, the Committee shall consider the independence of such advisor based on any applicable criteria specified by the Securities and Exchange Commission (the “SEC”) or the NYSE, including the independence factors listed in Section 303A.05 of the NYSE listing rules; provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent. The Company shall provide appropriate funding, as determined by the Committee, for payment of the fees and costs of any consultant or advisor engaged by the Committee to assist it in performing its duties hereunder.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet at least twice per year, or more frequently as circumstances require. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or any consultant or advisor to the Committee. The Committee shall meet at least annually with the Company’s chief executive officer and such other senior executives of the Company as the Committee deems appropriate; provided, however, that no executive officer may be present during deliberations or voting regarding his or her compensation. The Committee shall meet periodically in executive session without the presence of management.

Formal action to be taken by the Committee shall be by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present or by unanimous written consent. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

IV. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

- Periodically review and advise the Board concerning the Company’s overall compensation philosophy, policies and plans.
- Identify any peer group(s) of companies to be used for comparison purposes in connection with any review of executive officer compensation.
- Review and approve corporate goals and objectives relevant to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of such goals and objectives, and either as a Committee or (if so directed by the Board) together with the other independent directors on the Board determine and approve the chief executive officer’s compensation (including, but not limited to, salary, bonus, incentive compensation, equity awards, benefits and perquisites) based on this evaluation.

- Review and approve annual corporate goals and objectives relevant to the compensation of the Company's other executive officers, and approve all compensation of the Company's other executive officers (including, but not limited to, salary, bonus, incentive compensation, equity awards, benefits and perquisites).
- Review and approve the compensation of all directors, including incentive-compensation plans and equity-based plans.
- Make recommendations to the Board regarding the establishment and terms of the Company's incentive compensation plans and administer such plans.
- Approve grants of options and other equity awards to all executive officers and directors under the Company's equity compensation plans, subject to and in accordance with the terms of such plans and such procedures or guidelines with respect to the grant of equity awards as may be adopted from time to time by the Board.
- Approve grants of options and other equity awards to all other eligible individuals under the Company's equity compensation plans, or delegate such approval to management, subject to and in accordance with the terms of such plans and such procedures or guidelines with respect to the grant of equity awards as may be adopted from time to time by the Board.
- Make recommendations to the Board regarding compensation-related matters outside the ordinary course, including, but not limited to, employment contracts, severance or change-in-control plans or arrangements, and all material amendments thereto.
- Monitor and assess risks associated with the Company's compensation policies and consult with management regarding such risks.
- Prepare and approve a Committee report on executive compensation for inclusion in the Company's proxy statement and Form 10-K as required by the SEC.
- Review and discuss with the Company's management the Company's Compensation Discussion and Analysis (the "CD&A") prepared in accordance with SEC guidelines and determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and Form 10-K.
- Report to the Board on the Committee's activities on a regular basis.
- Review and monitor matters relating to human capital management, including Company culture, talent development, executive succession planning and management development.
- Perform such other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee deems necessary or as the Board may direct.
- Review and make recommendations to the Board regarding advisory votes on compensation, stockholder approval of compensation plans and stockholder proposals related to compensation matters.

- Interpret, administer and make appropriate determinations under the Company's incentive compensation recoupment policy.

V. PERIODIC REVIEW

The Committee shall annually review (i) this Charter and the scope of responsibilities of the Committee and (ii) the Committee's performance of its duties. Any proposed changes to this Charter or the scope of the Committee's responsibilities, where indicated, shall be referred to the Board for appropriate action.