

# ORION OFFICE REIT INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of Orion Office REIT Inc. (the “**Company**”) adopted this Nominating and Corporate Governance Charter (the “**Charter**”) on November 12, 2021, and updated this Charter on November 1, 2022.

### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to identify 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 shareholders.

### **II. Composition**

The Committee must consist of at least two directors. Each member of the Committee must satisfy the independence requirements of the New York Stock Exchange, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### **III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

### **IV. Duties and Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders, unless a third party has the right to designate or nominate a nominee.

2. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
3. *Evaluation of the Board of Directors and its Committees.* The Committee will oversee an annual evaluation of the Board and its committees.
4. *Performance Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.
5. *Review of the Corporate Governance Guidelines.* The Committee will develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
6. *Environmental, Social and Governance.* The Committee will oversee environmental, social and governance (“**ESG**”) matters relating to the Company, including, without limitation, climate change and related risks, and diversity, equity and inclusion initiatives. To enable fulfillment of these responsibilities, the Committee will periodically receive and discuss with management reports on the Company’s ESG management, strategy, disclosures, initiatives and policies.

#### **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.