

ORION OFFICE REIT INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Orion Office REIT Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) on November 12, 2021 and updated these Guidelines on November 1, 2022 and March 10, 2023, to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

I. THE BOARD

A. Independence of the Board

Except as otherwise permitted by the applicable New York Stock Exchange (“**NYSE**”) rules, the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under NYSE rules.

B. Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis. The Company will hold an executive session including only Independent Directors at least once per year.

C. Lead Director

If the Chairman of the Board is a member of management or does not otherwise qualify as independent, the Independent Directors may elect a lead director. The lead director’s responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chairman of the Board is not present, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; and acting as the liaison between the Independent Directors and the Chief Executive Officer and Chairman of the Board. At such times as the Chairman of the Board is an Independent Director, the Chairman of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

D. Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in **Attachment A** to these Corporate

Governance Guidelines. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

E. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

F. Service on Other Boards

The Company values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability and may present conflicts of interest or legal issues. Directors should advise the Nominating and Corporate Governance Committee and the Chief Executive Officer before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses, or governmental units. The Nominating and Corporate Governance Committee, excluding the director in question if he or she is a member of the Nominating and Corporate Governance Committee, shall review the proposed board membership or other significant commitments to ensure compliance with applicable laws and policies. Notwithstanding the foregoing, directors may not sit on more than five (5) public company boards (including the Company's Board) or, to the extent a director is a chairman or lead independent director of a public company board, then a director may not sit on more than four (4) public company boards (including the Company's Board). In addition, a director appointed to the Audit Committee may not serve on more than two additional audit committees for public companies, unless the Board has made an affirmative determination that such director is able to effectively undertake the responsibilities of serving on the Audit Committee in addition to his or her positions on other such audit committees. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies and reviewed annually.

G. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

H. Term Limits

As each director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

I. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities.

J. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers do not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable NYSE rules, members of the Audit Committee and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

K. Stock Ownership

The Board believes it is important to align the interests of the Company's directors and executive officers with those of the stockholders and for directors and executive officers to hold equity ownership positions in the Company. Accordingly, the Board has adopted the stock ownership guidelines attached hereto as **Attachment B**.

L. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Chairman of the Board, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

M. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

N. Self-Evaluation

The Nominating and Corporate Governance Committee will oversee an annual assessment of the Board and its committees.

II. BOARD MEETINGS

A. Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

C. Attendance of Non-Directors

The Board encourages the Chairman of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful

review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Board currently has three (3) standing committees: (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Nominating and Corporate Governance Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

IV. SUCCESSION PLANNING

The Board (or a committee delegated by the Board) will (i) work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) periodically review the performance of the Chief Executive Officer.

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Attachment A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria:

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A.** The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B.** The candidate's experience as a board member of another publicly held company;
- C.** The candidate's professional and academic experience relevant to the Company's industry;
- D.** The strength of the candidate's leadership skills;
- E.** The candidate's experience in finance and accounting and / or executive compensation practices; and
- F.** Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable; and
- G.** The candidate's geographic background, gender, age and ethnicity.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.

Attachment B

Stock Ownership Guidelines

(See attached.)

Orion Office REIT Inc. Stock Ownership Guidelines
for Directors and Executive Officers

The Board of Directors of Orion Office REIT Inc. (“Orion”) believes that it is appropriate to align the financial interests of the directors and executive officers of Orion with those of its stockholders. Therefore, the Board of Directors has adopted the following Stock Ownership Guidelines, effective March 7, 2023:

- Orion’s Stock Ownership Guidelines apply to all of its directors and executive officers. For purposes of these Stock Ownership Guidelines, “executive officers” means those individuals determined by the Orion Board of Directors to be “executive officers” (as such term is defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended).
- Each person subject to these Stock Ownership Guidelines is required to own shares of Orion common stock with a value equal to at least the applicable multiple set forth below of such individual’s annual cash retainer or annual base salary on the date he or she becomes subject to these Stock Ownership Guidelines:
 - 5x for non-employee Directors;
 - 4x for the Chief Executive Officer; and
 - 2x for all other Executive Officers.
- Shares that count toward satisfaction of the Stock Ownership Guidelines include:
 - Shares beneficially owned directly by the executive officer or non-employee director;
 - Shares beneficially owned indirectly by the executive officer or non-employee director (whether through his or her spouse, children, a trust or otherwise);
 - Shares subject to unvested awards of restricted shares or restricted share units that are subject to time-based vesting conditions (including any unvested awards originally subject to performance-based vesting conditions that have been satisfied but that remain subject to time-based conditions). Shares subject to stock options or stock appreciation rights and unvested awards of restricted shares or restricted share units that are subject to performance-based vesting conditions do not count for purposes of meeting the stock ownership goal.
- Any director and executive officer currently in office must satisfy his or her respective guideline within five (5) years from the date these Stock Ownership Guidelines are adopted. Any future director or executive officer must satisfy his or her respective guideline within five (5) years of the date of his or her initial appointment.
- If at any time an individual becomes subject to a greater ownership amount, due to promotion or an increase in base salary or annual cash retainer, such individual is expected to meet the higher ownership threshold within five (5) years of such time.
- If an individual’s Stock Ownership Guideline is not satisfied by the end of the period specified above, then the individual will not be required to purchase shares in the open market but instead is required to retain 100% of the net after tax (and any applicable exercise

costs) amount of any equity held, and subsequently awarded, until such guideline is met. Once a director or executive officer satisfies his or her respective Stock Ownership Guideline, he or she may sell or otherwise dispose of shares so long as such transaction would not cause the individual to fail to satisfy his or her respective Stock Ownership Guideline. These retention requirements will be the sole consequence of any failure to satisfy or maintain any Stock Ownership Guideline.

- Share prices of all companies are subject to market volatility. The Orion Board of Directors believes it would be unfair to require an individual to purchase more shares simply because the stock price drops temporarily. In the event there is a decline in Orion's publicly traded common stock price that causes an individual to fall below an applicable Stock Ownership Guideline, the individual will not be required to purchase additional shares to meet his or her Stock Ownership Guideline, but such individual will not sell or transfer any shares until such guideline has again been satisfied. Compliance with these Stock Ownership Guidelines will be evaluated on an annual basis, and not on a running basis.
- There may be rare instances in which compliance with the Stock Ownership Guidelines would place a severe hardship on an individual or would prevent an individual from complying with a court order, such as in the case of a divorce settlement. The Board of Directors may develop an alternative method for complying with these Stock Ownership Guidelines for such a situation that reflects both the intention of these Stock Ownership Guidelines and the individual's particular circumstances.