

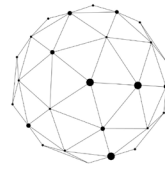
Orion Office REIT Inc. Director Resignation Policy

In any non-contested election of directors, any director nominee for re-election to the Board of Directors (the “Board”) of Orion Office REIT Inc. (the “Company”) who receives less than the affirmative vote of a majority of the total votes cast “for” and “against” such nominee in such election (a “Majority Against Vote”) shall immediately, but no later than seven (7) days following the certification of such stockholder vote that included the Majority Against Vote, tender his or her resignation from the Board to the Board, which shall be subject to, and effective only upon, the Board’s acceptance of such resignation (the “Resignation Offer”). For purposes of the above, an election will be considered “non-contested” if the applicable voting standard for the election of the directors under the Bylaws of the Company remains a majority of the total votes cast “for” and “against” the nominees, and not a plurality as allowed under the Bylaws in certain circumstances.

The Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”), excluding the director nominee in question if he or she is a member of the Nominating and Corporate Governance Committee, shall consider the Resignation Offer and recommend to the Board whether to accept it or reject it.

In reaching its recommendation, the Nominating and Corporate Governance Committee shall consider all factors it deems relevant, including, as it deems appropriate, but not limited to: any provided reasons why stockholders withheld votes from (or voted “against”) such nominee, any alternatives for curing the underlying cause of the withheld or against votes, the director nominee’s tenure, the director nominee’s qualifications, the director nominee’s past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable legal or regulatory requirements, including any requirements of the Maryland General Corporation Law, the U.S. Securities and Exchange Commission (the “SEC”) or the New York Stock Exchange (the “NYSE”). If a majority of the Nominating and Corporate Governance Committee members tender their resignations, then the Nominating and Corporate Governance Committee will not recommend action to the Board; instead, the remaining independent Directors of the Board, if any, will consider such resignations and recommend action to the Board.

The Board, excluding the director nominee in question (who will recuse him or herself from the deliberation regarding his or her Resignation Offer but shall otherwise continue to serve as a director during this period), will consider the recommendation of the Nominating and Corporate Governance Committee (or in the case where a majority of the Nominating and Corporate Governance Committee members tender their resignations, the remaining independent Directors of the Board, if any), or will under circumstances in which there is no recommendation forthcoming make its own determination (considering all factors it deems relevant, including those set forth above), with respect to each individual director having received a Majority Against Vote and either accept the Resignation Offer or reject the Resignation Offer within



ninety (90) days following certification of the stockholder vote that included the Majority Against Vote.

Thereafter, the Board will promptly disclose its decision (and, if applicable, the reasons for rejecting the tendered resignation) as may be required by applicable rules of the SEC and the NYSE.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal this policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.