

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.