

**FOURTH AMENDED AND RESTATED  
AUDIT COMMITTEE CHARTER  
OF  
COLUMBIA PROPERTY TRUST, INC.**

**I. PURPOSE**

The Audit Committee's primary function is to assist the Board of Directors (the "Board") of Columbia Property Trust, Inc. (the "Corporation") in fulfilling its oversight responsibilities by reviewing and reporting to the Board on the integrity of the financial reports and other financial information provided by the Corporation to the stockholders and others, and on the Corporation's compliance with legal and regulatory requirements. The Audit Committee shall also review the qualifications, independence and performance, and approve the terms of engagement, of the Corporation's independent auditor, oversee the Corporation's internal audit function and prepare any reports required of the Audit Committee under rules of the Securities and Exchange Commission ("SEC"). In performing this function, the Audit Committee shall maintain free and open communications among the Board of Directors, the Corporation's independent auditors and the Corporation's management.

The independent auditors' ultimate responsibility is to the Audit Committee of the Board of Directors, as representatives of the stockholders. The Audit Committee has the responsibility to select, evaluate and, where appropriate, replace the independent auditors.

The Audit Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in Section IV of this Charter. The Audit Committee may also perform such other activities consistent with this Charter, the Corporation's Bylaws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

**II. COMPOSITION**

The Audit Committee shall be comprised of three or more directors selected by the Board. Each Audit Committee member shall satisfy the independence and experience requirements of the New York Stock Exchange, and shall also satisfy the SEC's more rigorous independence requirements, including those in SEC Rule 10A-3.

All members of the Audit Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Audit Committee shall have the qualifications of an "audit committee financial expert" as determined in the judgment of the Board with reference to applicable law.

No Audit Committee member shall simultaneously serve on the audit committee of more than two other public companies without prior disclosure to the Committee and the Board and an affirmative determination by the Board that such service does not impair the ability of such member to serve effectively on the Audit Committee, which determination shall be disclosed in the annual proxy statement.

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

### **III. MEETINGS**

The Audit Committee shall meet on a regular basis no less frequently than four times a year and shall hold special meetings as circumstances require. A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business. Minutes of each meeting of the Audit Committee should be recorded by the secretary to the Audit Committee. Approval by a majority of the members present at a meeting at which a quorum is present (in person or by telephone conference call) shall constitute approval by the Audit Committee. The Audit Committee may also act by unanimous written consent without a meeting. The Audit Committee shall meet with management, internal auditors and the independent auditor in separate executive sessions as appropriate.

### **IV. AUTHORITY AND RESPONSIBILITIES**

The Audit Committee's authority and responsibilities are set forth below.

#### **Regarding its relationship with the independent auditor, the Audit Committee shall:**

1. Appoint, compensate, oversee, retain, discharge and replace the independent auditor of the Corporation. The independent auditor shall report directly to the Audit Committee.
2. Preapprove all auditing services performed for the Corporation by the independent auditor, as well as all permitted non-audit services (including the fees and terms thereof) as such services are defined by applicable law.
3. Have the authority to form and delegate authority to subcommittees consisting of one or more members of the Audit Committee, including the authority to grant preapprovals of audit and permitted non-audit services; provided however, that decisions of subcommittees to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.
4. Periodically review and discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16, and annually obtain a formal written statement from the independent auditors consistent with and in satisfaction of Independence Standards Board Standard No. 1.
5. Ensure that the independent auditor files a report with the Audit Committee (prior to the filing of the audit report with the SEC in the Annual Report on Form 10-K), which states (i) all critical accounting policies to be used by the Corporation, (ii) all alternative treatments of financial information within GAAP that have been discussed with management of the Corporation, the ramifications of these disclosures, and the treatment preferred by the auditor, and (iii) any other material written communications between the auditor and Corporation management.
6. At least annually, obtain and review a report from the independent auditor describing (i) the auditor's internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review or peer review of the auditor, or by any inquiry or investigation by governmental or professional authorities within the last five years, respecting one or more independent audits carried out by the auditor, and any steps taken to deal with such issues, and (iii) all relationships between the auditor and the Corporation that could be considered to bear upon the auditor's independence. This evaluation shall include the review and evaluation of the lead partner of the independent auditor.
7. Consult with the independent auditor regarding the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit every five years, consider issues related to the timing of such rotation and the transition to new lead and reviewing partners, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm, and report to the Board on its conclusions.

8. Establish policies for the hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Corporation, taking into account the impact of such policies on auditor independence. See Appendix A.

**Regarding financial reporting and disclosure matters, the Audit Committee shall:**

9. Review and discuss with management and the independent auditor the Corporation's annual audited financial statements and quarterly financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" appearing in the Corporation's periodic reports and any other matters required to be reviewed under applicable legal, regulatory or New York Stock Exchange requirements. Review and discuss with management and the independent auditor any certification, report, opinion or review rendered by the independent auditor, and recommend to the Board whether the audited financial statements should be included in the Corporation's annual report on Form 10-K.
10. Review with the independent auditor any audit problems or difficulties, and management's response thereto, and resolve any disagreements between management and the independent auditor regarding financial reporting. Review with the independent auditor any accounting adjustments that were noted or proposed by the independent auditor but that were "passed" (as immaterial or otherwise), any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement and any other material written communication provided by the independent auditor to the Corporation's management.
11. Discuss with management the Corporation's earnings press release as well as the type and presentation of financial information, earnings or dividend guidance provided to the investment community, including any "pro-forma," "non-GAAP" or adjusted financial information. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
12. Review with management and the independent auditor any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments, including an analysis of the effects of alternative GAAP methods on the financial statements.
13. Review with management and the independent auditor the effect of regulatory and accounting initiatives on the financial statements. Review any major issues regarding accounting principles and financial statement presentations, including any significant changes in selection of an application of accounting principles. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the independent auditor or management.
14. Review disclosures made to the Audit Committee by the Corporation's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of disclosure controls and procedures and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.
15. Obtain quarterly assurances from management that the system of internal controls is adequate and effective. When required by the SEC, obtain an annual attestation report from the independent auditor. The report shall attest to the fairness of management's annual assertion regarding the effectiveness of the Corporation's internal controls over financial reporting.
16. Ensure that registration statements, annual reports and proxy or information statements (that are required to include financial statements) filed with the SEC include a separately-captioned section discussing the Corporation's off-balance sheet arrangements, if any, that have or are reasonably likely to have a current or future material effect on the Corporation's financial condition, changes

in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

17. Review any special audit steps adopted in light of material control deficiencies. Review with the independent auditor and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented.
18. Review the appointment and replacement of the head of the Corporation's internal audit function. Review and discuss with the internal auditors (i) the charter, purpose, authority and organizational reporting lines of the internal audit function and (ii) the annual audit plan and changes to the audit plan. Review reports to management and the Board prepared by the internal auditors. Consult with the independent auditor, management and the head of the internal audit function regarding the responsibilities, budget and staffing of the internal audit function and the planning and execution of internal audit activities.
19. Prepare an Audit Committee Report to be included in the Corporation's proxy statement on an annual basis as required by federal securities laws.

**Regarding ethical and legal compliance, and other issues, the Audit Committee shall:**

20. Receive appropriate funding, as determined by the Audit Committee, from the Corporation, to permit the Audit Committee to perform its duties under this Charter, to compensate its advisors and to compensate any independent registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Corporation.
21. Have the authority to initiate investigations and to hire such outside legal, accounting or other advisors or experts to assist the Audit Committee as it may deem appropriate in its sole discretion. The Audit Committee shall have sole authority to approve related fees and retention terms.
22. Establish appropriate processes and procedures surrounding the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and the confidential anonymous submission by company employees of concerns regarding questionable accounting or auditing matters.
23. Oversee the administration of the Company's Code of Business Conduct and Ethics applicable to all employees and directors and required by the rules of the New York Stock Exchange, and ensure that management has established procedures to enforce it. As requested by the Board, review and investigate conduct alleged by the Board to be in violation of the Corporation's Code of Business Conduct and Ethics, and adopt as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct. Review the terms of, and approve all, "related party transactions" as defined by SEC rules.
24. Discuss guidelines and policies to govern the process by which risk assessment and risk management is undertaken and handled. Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.
25. Have the authority and power to investigate any matter brought to its attention with full access to the books, records and personnel necessary to carry out its responsibilities.
26. Regularly report to the Board on the Audit Committee's activities, recommendations and conclusions and annually perform a self-evaluation of the Audit Committee to ensure that it is functioning properly and otherwise carrying out its authority and responsibilities. The Audit Committee shall Review this Charter at least annually and recommend any changes to the Board of Directors.

27. Perform any other activities consistent with this Charter, the Corporation's Articles of Incorporation, Bylaws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

**Appendix A**

**COLUMBIA PROPERTY TRUST, INC.**

**HIRING POLICY FOR CURRENT AND FORMER PERSONNEL  
OF THE INDEPENDENT AUDITOR**

In order to ensure the independence of the accounting firm providing audit services (the “independent auditor”) to Columbia Property Trust, Inc. (together with its subsidiaries, the “Company”) is not impaired, the Company has adopted this policy with regard to the hiring of certain former or current personnel of its independent auditor for certain positions. Any employment opportunities with the Company described below for a former or current partner, principal or professional employee of the independent auditor must be discussed with the lead audit partner of the independent auditor and approved by the Audit Committee of the Board of Directors of the Company (the “Audit Committee”) (or its designee) before the Company or any of its employees enter into substantive employment conversations with the former or current partner, principal or professional employee. Discussions with the lead audit partner shall include, among other things, determination of any action that must be taken (e.g., any “cooling-off period”), if any, prior to the Company’s employment of such individual. This policy applies to any employment opportunity that relates to serving in an accounting role or financial reporting oversight role, including serving:

- as chief executive officer, controller, chief financial officer, chief accounting officer or any equivalent position for the Company or in a comparable position at a significant subsidiary of the Company;
- on the Company’s Board of Directors;
- as a member of the Audit Committee;
- in any other role in which the individual will be in a position to exercise influence over the contents of the financial statements of the Company or anyone that prepares them; or
- in any other role in which the individual will be in a position to exercise more than minimal influence over the contents of the Company’s accounting records or over any person that prepares the Company’s accounting records.

This policy will be reviewed periodically by the Audit Committee, taking into account, among other things, any changes in securities laws and regulations.