PIEDMONT
REALTY TRUST™

Compensation Committee Charter

I. PURPOSE

The Compensation Committee's purpose and responsibilities are generally to: (i) review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO") of Piedmont Realty Trust, Inc. (the "Company"), evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board of Directors), determine and approve the CEO's compensation level and structure based on such evaluation; (ii) review and approve non- CEO executive officer compensation and plans or, if the Compensation Committee deems it advisable, to instead make recommendations to the Board of Directors (the "Board") with respect to such compensation; (iii) review, implement and administer our incentive-compensation and equity-based plans or, if the Compensation Committee deems it advisable, to instead make recommendations to the Board with respect to such plans; (iv) to make recommendations to the Board regarding compensation of the Company's non-employee directors; (v) prepare a Compensation Committee Report on executive officer compensation to be included in the Company's annual proxy statement and/or annual report on Form 10-K, as may be required by applicable rules and regulations of the Securities and Exchange Commission (the "SEC"); (vi) review and discuss with management the compensation discussion and analysis ("CD&A") and related tables and disclosures, and determine whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement and/or annual report on Form 10-K, as may be required by applicable SEC rules and regulations; (vii) oversee the Company's compensation recovery policy required by applicable SEC rules and listing standards; and (viii) to oversee certain human capital management for the Company, including its strategic direction and certain succession planning activities as requested by the Board.

II. COMPOSITION

The Compensation Committee shall be comprised of at least three of the independent directors of the Company, each of whom must meet: (i) the "independence" requirements as defined in the listing standards of the New York Stock Exchange, including the additional independence considerations applicable to compensation committee members (as applicable); (ii) the "non-employee director" requirement for the purposes of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended; and (iii) the "independent director" requirements set forth in the Company's Corporate Governance Guidelines. The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a member of the Compensation Committee from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring on the Compensation Committee, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as the Chair of the Compensation Committee.

III. MEETINGS

The Compensation Committee shall meet at least twice annually, or more frequently as the Compensation Committee determines is appropriate to carry out its responsibilities under this Charter. Such meetings shall be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting, and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent. The Compensation Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate; provided, however, that the CEO shall not be present during any voting or deliberations related to CEO compensation. The Chair of the Compensation Committee, in consultation with the other Compensation Committee members and management, may determine the frequency and length of the Compensation Committee meetings and may set meeting agendas consistent with this Charter.

IV. AUTHORITY AND RESPONSIBILITIES

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

Compensation

1. Set the overall compensation strategy and compensation policies for the Company's executive officers and directors. The Compensation Committee shall have the authority to determine the forms and amount of compensation appropriate to achieve the Company's strategic objectives, including salary, bonus, incentive or performance-based compensation, and equity awards. The Compensation Committee shall review its compensation strategy annually to confirm that it supports the Company's objectives and stockholders' interests and that executive officers are being rewarded in a manner that is consistent with the Company's strategy.
2. Oversee the assessment of risk associated with the Company's compensation policies and practices.
3. Review and approve the Company's corporate goals and objectives with respect to the compensation of the CEO; evaluate the CEO's performance in light of those goals and objectives that are set forth for the CEO and determine and approve the CEO's compensation (including annual base salary level, annual cash bonus, long- term incentive compensation awards, perquisites and any special or supplemental benefits) based on such evaluation. In determining the incentive component of the CEO's compensation, the Compensation Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to comparable officers at comparable companies, the awards given to the CEO in prior years, and any other factors set forth in the Company's compensation plans. If directed

by the Board, other independent members of the Board may assist the Compensation Committee with the determination of compensation levels.

4. Review and approve the compensation of all executive officers other than the CEO or, if the Compensation Committee deems it advisable, to instead make recommendations to the Board with respect to such compensation (including annual base salary level, annual cash bonus, long-term incentive compensation awards, perquisites and any special or supplemental benefits).

5. Make such recommendations to the Board with respect to the compensation of all non- employee directors, including Board and committee retainers, meeting fees, equity-based compensation, perquisites and any special or supplemental benefits and such other compensation as the Compensation Committee may deem advisable.

6. Review and approve grants and awards under all incentive-based compensation plans and equity-based plans unless the Compensation Committee deems it advisable for the Board to approve any such grants or awards, in which case the Compensation Committee shall make recommendations to the Board with respect to such grants and awards

7. Unless otherwise provided in a plan document or resolution of the Board, the Compensation Committee shall administer the Company's incentive-based and equity-based compensation plans and policies in accordance with the terms of such plans and policies and take such actions and make such determinations as required or provided for under such plans and policies to the fullest extent permitted under such plans and policies, including the power and authority to grant stock options and other awards and to authorize the issuance of shares of the Company's common stock upon exercise of stock options or other awards.

8. Review and approve any new incentive-based, equity-based or other compensation plan or any material changes to such existing plans whether or not subject to stockholder approval. The Compensation Committee shall make recommendations to the Board with respect to the adoption of any new, or the amendment of any existing, incentive-based, equity-based or other compensation plans.

9. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and to review and approve the proposals regarding the Say on Pay Votes and the frequency of the Say on Pay Vote to be included in the Company's annual proxy statement.

10. Review significant concerns and stockholder proposals relating to executive compensation matters.

11. Review and approve any employment agreements, change in control agreements and severance agreements proposed to be entered into with any current or former executive officer.

12. Prepare a Compensation Committee Report on executive compensation to be included in the Company's

proxy statement relating to its annual meeting of stockholders and/or annual report on Form 10-K, as may be required by applicable rules and regulations of the SEC.

13. Review and discuss with management the Company's CD&A and, based on that review and discussion, make a recommendation to the Board regarding whether to include the CD&A in the Company's annual proxy statement and/or annual report on Form 10-K, as may be required by rules and regulations of the SEC.

14. Exercise any of the powers of the Board not specifically delegated hereunder with respect to the compensation of non-officer employees. Establish and delegate authority to one or more subcommittees consisting of one or more of its members when the Compensation Committee may deem it appropriate to do so in order to carry out its responsibilities hereunder. Make regular reports to the Board concerning matters within the Compensation Committee's responsibility hereunder.

Human Capital

15. Review periodically, as it deems appropriate, an overview of the Company's strategies and initiatives related to key human capital policies and practices, including talent acquisition, employee retention, and employee engagement.

16. Review, assess, and make reports and recommendations to the Board as appropriate on succession planning with respect to the executive officers, including the CEO.

17. Consider any other human capital management issues as it considers appropriate or as may be referred to it by the Board, such as talent development regarding the Company's other officers and key employees.

18. Review and discuss with management public disclosures related to human capital management.

Miscellaneous

19. Perform an annual performance review and self-evaluation of the Compensation Committee and report the results of such evaluation to the Board or otherwise in accordance with the Company's policies for committee self-evaluations.

20. Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications that the Compensation Committee may deem appropriate. If a revision to the Charter is recommended, such revision shall be presented to the Board after consultation and review with the Company's counsel.

21. Perform such other functions as may be assigned to it by the Board from time to time.

The Compensation Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a

compensation consultant, independent legal counsel or other advisor. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Compensation Committee. The Compensation Committee shall have access to appropriate funding from the Company, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Compensation Committee.

The Compensation Committee may select a compensation consultant, legal counsel or other advisor to the Compensation Committee only after taking into consideration all factors relevant to that person's independence from the Company's management, including the following:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

In addition, any compensation consultant retained by the Compensation Committee shall not perform other services for the Company unless such services are pre-approved by the chairperson of the Compensation Committee, and the Compensation Committee is updated regularly as to the services being provided by such consultants.

In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, independent legal counsel or other adviser to the Compensation Committee and the Compensation Committee shall exercise its own judgment in fulfillment of its duties.

The Compensation Committee, in discharging its responsibilities, shall have full access to any relevant records of the Company and shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company to attend a meeting of the Compensation Committee or to meet with any members of or advisors to the Compensation Committee.

V. WEBSITE DISCLOSURE

This Charter shall be posted on the Company's website. In addition, the Company shall disclose in its Proxy Statement, in its annual report on Form 10-K, or otherwise in accordance with applicable rules and regulations, as applicable, that a copy of this Charter is available on the Company's website and provide the website address.