

On September 7, 2023, the Board of Directors of Orion Office REIT Inc. (the "Company") amended and restated the Bylaws of the Company (as amended and restated, the "Bylaws"), effective immediately. The primary purpose of this amendment and restatement was to address certain matters related to Rule 14a-19 under the Securities Exchange Act of 1934, as amended (the "Universal Proxy Rule"). Among other things, the amendments to the Bylaws:

- require stockholders to comply with the Universal Proxy Rule in connection with soliciting proxies in support of any stockholder proposed director nominee;
- provide that the Company will disregard any proxy authority granted in favor of, or votes for, director nominees other than the Company's nominees if a stockholder or stockholder associated person soliciting proxies in support of such director nominees abandons the solicitation or does not comply with the Universal Proxy Rule;
- update the process required to be followed and the information required to be provided by a stockholder nominating a director or making a proposal of other business at a stockholder meeting;
- require that a stockholder soliciting proxies use a proxy card color other than white;
- clarify that a stockholder may not nominate more individuals than there are directors to be elected and require any substitution or replacement of a proposed director nominee follow all requirements in the Bylaws (including the applicable nomination deadline); and
- incorporate other technical, ministerial, clarifying and conforming changes.