

Piedmont Office Realty Trust, Inc.

Form DEF 14A

March 19, 2019

TABLE OF CONTENTS

SCHEDULE 14A

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

Filed by the Registrant      Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-11(c) or § 240.14a-12

PIEDMONT OFFICE REALTY TRUST, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box)

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration No.:

(3) Filing Party:

(4) Date Filed:

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TABLE OF CONTENTS

March 19, 2019

Dear Stockholder:

Attached for your review is a notice of the 2019 Annual Meeting of Stockholders and Proxy Statement for Piedmont Office Realty Trust, Inc. YOUR VOTE IS VERY IMPORTANT. Please respond immediately to help us avoid potential delays and additional expense to solicit votes.

We are asking you to read the enclosed materials and to vote on the election of your board of directors, the ratification of the appointment of our independent registered public accounting firm for fiscal 2019, and the approval, on an advisory basis, of the compensation of our named executive officers. You will find more detail about these proposals in the attached documents. We ask that you review these documents thoroughly and submit your vote as soon as possible in advance of the annual meeting on May 15, 2019.

If you have any questions, please call your broker or financial advisor, or contact Piedmont Shareowner Services by calling 866-354-3485 or emailing [investor.services@piedmontreit.com](mailto:investor.services@piedmontreit.com). To view our latest regulatory filings and updates, including Form 8-K filings, please visit our website at [www.piedmontreit.com](http://www.piedmontreit.com).

Thank you for your support and for your prompt vote.

Sincerely,

/s/ DONALD A. MILLER, CFA

Donald A. Miller, CFA

Chief Executive Officer

Piedmont Office Realty Trust, Inc.

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**TABLE OF CONTENTS**

**PIEDMONT OFFICE REALTY TRUST, INC.**

5565 Glenridge Connector, Suite 450

Atlanta, Georgia 30342

Notice of Annual Meeting of Stockholders  
and Proxy Statement

To Be Held May 15, 2019

Dear Stockholder:

On Wednesday, May 15, 2019, Piedmont Office Realty Trust, Inc., a Maryland corporation, will hold its 2019 Annual Meeting of Stockholders (the “Annual Meeting”) at the Hyatt Regency Atlanta Perimeter at Villa Christina, 4000 Summit Boulevard, Atlanta, GA 30319. The meeting will begin at 11:00 a.m. Eastern daylight time.

The purpose of this Annual Meeting is to:

- (i) elect nine directors identified in the 2019 proxy statement to hold office for terms expiring at our 2020 annual meeting and until their successor are duly elected and qualified;
- (ii) ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2019;
- (iii) approve, on an advisory basis, the compensation of our named executive officers; and
- (iv) transact any other business as may properly come before the meeting, or any postponement or adjournment thereof.

Your board of directors has selected March 8, 2019 as the record date for determining stockholders entitled to vote at the meeting.

On April 2, 2019, we will begin mailing our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, including our 2019 proxy statement and our Annual Report to Stockholders for fiscal 2018, and how to vote online.

Whether or not you plan to attend the meeting, your vote is very important, and we encourage you to vote promptly. You may vote via a toll-free telephone number or over the Internet. If you received a paper copy of the proxy card by mail, you may sign, date, and mail the proxy card in the envelope provided. Instructions regarding all three methods offered for voting are contained in the proxy card or Notice of Internet Availability of Proxy Materials. If you execute a proxy but later decide to attend the meeting in person, or for any other reason desire to revoke your proxy, you may do so at any time before 11:59 p.m. Eastern daylight time on May 14, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

/s/ THOMAS A. MCKEAN

Thomas A. McKean

Associate General Counsel and Corporate Secretary

Atlanta, Georgia

March 19, 2019

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to Be Held on May 15, 2019: Our 2019 proxy statement and our Annual Report to Stockholders for fiscal 2018 are available at [www.envisionreports.com/PDM](http://www.envisionreports.com/PDM).

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TABLE OF CONTENTS

PIEDMONT OFFICE REALTY TRUST, INC

PROXY STATEMENT

2019 ANNUAL MEETING OF STOCKHOLDERS

TABLE OF CONTENTS

	Page No.
<u>2019 Proxy Statement at a Glance</u>	1
<u>Proposal 1: Election of Directors</u>	6
<u>Proposal 2: Ratification of Deloitte &amp; Touche LLP as Independent Registered Public Accounting Firm for Fiscal 2019</u>	11
<u>Proposal 3: Advisory Vote to Approve Named Executive Officer Compensation</u>	14
<u>Certain Information about Management</u>	15
<u>Information Regarding the Board of Directors and Committees</u>	17
<u>Independence and Leadership Structure</u>	17
<u>Board Committees</u>	17
<u>Selection of Directors</u>	19
<u>Board Membership Criteria</u>	19
<u>Board Self-Evaluation Process</u>	20
<u>Majority Voting Policy</u>	20
<u>Term Limits</u>	21
<u>Risk Oversight</u>	21
<u>Corporate Governance Guidelines and Code of Ethics</u>	21
<u>Corporate Social Responsibility</u>	22
<u>Sustainability</u>	22
<u>Stockholder Engagement and Outreach</u>	23
<u>Communications with Stockholders or Other Interested Parties</u>	23
<u>Executive Compensation</u>	24
<u>Compensation Discussion and Analysis</u>	24
<u>Elements of 2018 Executive Compensation</u>	28
<u>Employment and Other Agreements with our NEOs</u>	34
<u>Stock Ownership Guidelines</u>	35
<u>Hedging, Pledging and Insider Trading Policy</u>	35
<u>Impact of Regulatory Requirements on Compensation</u>	35
<u>2018 Executive Compensation Tables:</u>	36
<u>Summary Compensation Table</u>	36
<u>Realized Pay Table</u>	37
<u>Grants of Plan Based Awards</u>	39
<u>Outstanding Equity Awards at Fiscal Year End</u>	40
<u>Stock Vested</u>	42
<u>Nonqualified Deferred Compensation</u>	42
<u>Potential Payments Upon Termination or Change of Control</u>	43

<u>Compensation Committee Report</u>	<u>45</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>45</u>
<u>Director Compensation</u>	<u>46</u>
<u>Equity Compensation Plan Information</u>	<u>47</u>
<u>CEO Pay Ratio</u>	<u>47</u>
<u>Compensation Policies and Practices as they Relate to Risk Management</u>	<u>48</u>
<u>Certain Relationships and Related Transactions</u>	<u>48</u>
<u>Stock Ownership</u>	<u>49</u>
<u>Audit Committee Report</u>	<u>50</u>
<u>Stockholder Proposals</u>	<u>51</u>
<u>Householding</u>	<u>51</u>
<u>Other Matters</u>	<u>51</u>
<u>Questions and Answers About the Annual Meeting</u>	<u>52</u>

---

TABLE OF CONTENTS

2019 PROXY STATEMENT AT A GLANCE

The summary below highlights information contained elsewhere in this proxy statement. It is only a summary and does not contain all information that you should consider and you should read the proxy statement in its entirety before casting your vote.

Annual Meeting Logistics

May 15, 2019

11:00 Eastern daylight time

The Hyatt Regency Atlanta Perimeter at Villa Christina, 4000 Summit Boulevard, Atlanta, GA 30319

Record date is March 8, 2019

Meeting Agenda and Voting Recommendations

Proposal	Board Vote Recommendation	Page
<u>1. Elect nine directors nominated by the board of directors for one year terms</u>	<u>FOR ALL</u>	<u>6</u>
<u>2. Ratify the appointment of Deloitte &amp; Touche LLP as our independent registered public accounting firm</u>	<u>FOR</u>	<u>11</u>
<u>3. Approve, on an advisory basis, executive compensation</u>	<u>FOR</u>	<u>14</u>

---

TABLE OF CONTENTS

## Proposal 1: Election of Directors

The Board is asking you to elect the nine nominees listed below for terms that expire at the 2020 annual meeting of stockholders and until their successors are duly elected and qualified. Each director nominee will be elected if he or she receives a majority of the votes cast at the 2019 annual meeting (i.e., more votes cast “FOR” than cast “AGAINST”).

Name	Age	Occupation	Year First Became a Director	Independent	Board Committees
Kelly H. Barrett	54	Former Senior Vice President – Home Services, The Home Depot	2016	Yes	Audit; Nominating and Governance
Wesley E. Cantrell	84	Former President, Chief Executive Officer and Chairman, Lanier Worldwide	2007	Yes	Nominating and Governance*; Compensation
Barbara B. Lang	75	Managing Principal and Chief Executive Officer of Lang Strategies, LLC	2015	Yes	Compensation; Nominating and Governance
Frank C. McDowell	70	Former President, Chief Executive Officer and Director of BRE Properties, Inc.	2008	Yes	Compensation*; Nominating and Governance
Donald A. Miller, CFA	56	Chief Executive Officer, Piedmont Office Realty Trust, Inc.	2007	No	
Raymond G. Milnes, Jr.	67	Former Partner, KPMG LLP	2011	Yes	Audit*; Capital
C. Brent Smith	43	President and Chief Investment Officer, Piedmont Office Realty Trust, Inc.	2019	No	
Jeffrey L. Swope	68	Managing Partner and Chief Executive Officer, Champion Partners Ltd.	2008	Yes	Capital*; Compensation
Dale H. Taysom	70	Former Global Chief Operating Officer, Prudential Real Estate Investors	2015	Yes	Audit; Capital

\*

Denotes committee chair

Proposal 2: Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm

The Board is asking you to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2019. Deloitte & Touche LLP has served as the Company's independent registered public accounting firm since January 1, 2018.

2

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TABLE OF CONTENTS

Proposal 3: Approve, on an advisory basis, the compensation of our named executive officers

The board of directors is asking you to approve, on an advisory basis, the compensation of the Named Executive Officers as disclosed in this proxy statement. We believe our compensation programs are designed to:

attract and retain candidates capable of performing at the highest levels of our industry;

create and maintain a performance-focused culture, by rewarding company and individual performance based upon objective predetermined metrics;

reflect the qualifications, skills, experience and responsibilities of each named executive officer;

link incentive compensation levels with the creation of stockholder value;

align the interests of our executives and stockholders by creating opportunities and incentives for executives to increase their equity ownership in us; and

motivate our executives to manage our business to meet and appropriately balance our short- and long-term objectives.

TABLE OF CONTENTS

Compensation and Governance Practices:

What We Do

DO require stockholder approval in the event a staggered Board is ever proposed

DO have a board comprised of a super-majority of independent directors. Seven of our nine directors currently serving are independent in accordance with New York Stock Exchange (“NYSE”) listing standards and our Corporate Governance Guidelines.

DO have a separate Chairman and Chief Executive Officer.

DO require majority for election of directors in uncontested elections.

DO permit stockholders to amend the bylaws

DO restrict board terms to 15 years

DO require an annual performance evaluation of our Board

DO align pay and performance by linking a majority of total compensation to the achievement of a balanced mix of Company and individual performance criteria tied to operational and strategic objectives established at the beginning of the performance period by the Compensation Committee and the Board.

DO deliver a substantial portion of the value of equity awards in performance shares. For 2018, 50% of our executive officers equity award opportunity was tied to our Company’s total stockholder return relative to our peer group.

DO maintain stock ownership guidelines for directors and executive officers

What We Don’t Do

NO staggered Board

NO compensation or incentives that encourage risks reasonably likely to have a material adverse effect on the Company

NO tax gross ups for any executive officers

NO re-pricing or buyouts of underwater stock options

NO reportable transactions with any of our directors or current executive officers

NO hedging or pledging transactions involving our securities

NO guaranteed cash incentive compensation or equity grants with executive officers

NO long-term employment contracts with executive officers

NO supplemental executive benefits to our NEOs

DO include clawback provisions in agreements with our CEO, President, CFO and certain other of our NEOs

DO conduct annual assessments of compensation at risk

DO have a Compensation Committee comprised solely of independent directors

DO retain an independent compensation consultant that reports directly to the Compensation Committee and performs no other services for management

DO cap incentive compensation. Incentive awards include minimum and maximum performance thresholds with funding that is based on actual results measured against the pre-approved goals that are clearly defined. Further, our Compensation Committee ultimately reserves the right to decrease payouts in their discretion.

TABLE OF CONTENTS

Focus on Performance-Based Pay

80% of our NEO's opportunity under our short-term cash incentive compensation program is tied to specific quantitative performance metrics derived from critical components of our annual business plan.

100% our NEO's opportunity under the performance share component of our long-term equity incentive compensation program is tied to our total stockholder return over a three-year performance period relative to a pre-determined peer group.

75% of our NEO's opportunity under the deferred stock unit component of our long-term equity incentive compensation program is tied to quantitative performance metrics derived from critical components of our annual business plan.

The majority of our chief executive officer and other named executive officers' compensation opportunities during 2018 were performance-based and at risk:

TABLE OF CONTENTS

## PROPOSAL 1: ELECTION OF DIRECTORS

## Board and Management Transition Plan

On March 19, 2019, we announced that Donald A. Miller CFA, the Company's Chief Executive Officer, will retire as our Chief Executive Officer, effective June 30, 2019. Mr. Smith, who currently serves as our President and Chief Investment Officer, will succeed Mr. Miller as our Chief Executive Officer, effective July 1, 2019. As a result of Mr. Smith's promotion to President and his expected transition to Chief Executive Officer, Mr. Smith's regional responsibilities have been transitioned to Mr. Wiberg. See "Certain Information About Management" below.

In connection with the announced leadership transition, upon the recommendation of our Nominating and Corporate Governance Committee, our board of directors increased the size of our board to nine members and elected Mr. Smith to our board of directors. Each of Mr. Miller and Mr. Smith is a nominee for re-election at the Annual Meeting. If elected, Mr. Miller will serve on our board of directors until our 2020 annual meeting of stockholders, or until his successor is duly elected, but will not stand for re-election at our 2020 annual meeting.

Our current nine member board of directors is comprised of seven independent and two non-independent members. At the Annual Meeting, you will vote on the election of nine directors. Each nominee elected will serve as a director until the next annual meeting of stockholders and until his or her successor is duly elected and qualified, or until his or her death, resignation or removal from office. Each of the following nominees, with the exception of Mr. Smith who was appointed to the board on March 19, 2019, has served as a director since our 2018 annual meeting of stockholders. Each nominee has been nominated for re-election at the Annual Meeting by our board of directors in accordance with our established nomination procedures discussed in this proxy statement.

Your board of directors unanimously recommends a vote "FOR" all nine nominees listed for election as directors.

Nominee	Age	Director Since	Information About Nominee
Frank C. McDowell, Chairman of the Board*	70	2008, Chairman since 2017	Former President, Chief Executive Officer and Director of BRE Properties, Inc. (formerly NYSE: BRE), a self-administered equity REIT from 1995 until his retirement in 2004. Prior to joining BRE, Mr. McDowell was Chairman and Chief Executive Officer of Cardinal Realty Services, Inc., an owner/operator of multifamily housing. Before joining Cardinal Realty, Mr. McDowell had served as head of real estate at First Interstate Bank of Texas and Allied Bancshares. Additionally, Mr. McDowell was a licensed CPA in Texas for twenty years. Mr. McDowell brings to the board extensive experience as a Chief Executive Officer of a public company within the real estate sector. He is very familiar with the public markets, including dealing with analysts and institutional investors as well as an in-depth working knowledge of various financial structures and the capital raising process. In addition, he has expertise in strategic planning, establishing and managing compensation for senior real estate executives, and in other financial matters given his background as a CPA. These skills make him well suited to serve as Chairman of the Board and Chairman of the Compensation Committee.

TABLE OF CONTENTS

Nominee	Age	Director Since	Information About Nominee
Kelly H. Barrett, Director*	54	2016	<p>Prior to her retirement in December 2018, Ms. Barrett was employed by The Home Depot (NYSE:HD) for sixteen years, commencing in 2003, serving in various roles including Senior Vice President — Home Services, Vice President Corporate Controller, Senior Vice President of Enterprise Program Management, and Vice President of Internal Audit and Corporate Compliance. Prior to her employment by The Home Depot, Ms. Barrett was employed by Cousins Properties Incorporated for eleven years in various financial roles, ultimately including that of Chief Financial Officer. During that time, she was very active in the National Association of Real Estate Investment Trusts (NAREIT) as an Accounting Committee Co-Chairperson and member of the Best Financial Practices Council as well as the Real Estate Group of Atlanta. She has been a licensed CPA in Georgia for the past thirty years. In addition, Ms. Barrett served as a director of State Bank Financial Corporation (NASDAQ: STBZ) from August of 2011 to May of 2016.</p> <p>Ms. Barrett brings over 30 years of leadership and financial management expertise to the Board. As a former member of NAREIT’s Accounting Committee and Best Financial Practices Council and former chief financial officer of an office REIT, she is well qualified to provide oversight and guidance for Piedmont and serve as a member of the Audit Committee and an audit committee financial expert.</p>
Wesley E. Cantrell, Director*	84	2007	<p>Former President, Chief Executive Officer and Chairman of Lanier Worldwide, Inc. (formerly NYSE: LR), a global document management company from 1955 until his retirement in 2007. Formerly served as a director and Chairman of the Nominating and Corporate Governance Committee for AnnTaylor Stores Corporation (NYSE: ANN), Oxford Industries, Inc. (NYSE: OXM), and First Union National Bank of Atlanta. Mr. Cantrell brings to the board broad senior management expertise and experience with corporate governance practices to his role as Chairman of our Nominating and Corporate Governance Committee. As a member of the Horatio Alger Association of Distinguished Americans and an author of books on integrity and ethical decision-making in business, Mr. Cantrell offers unique insight into issues influencing our company culture and business practices.</p>
Barbara B. Lang, Director*	75	2015	<p>Managing Principal &amp; Chief Executive Officer of Lang Strategies, LLC, a business consulting firm, located in Washington, D.C. Ms. Lang served as president and Chief Executive Officer of the D.C. Chamber of Commerce from 2002 to 2014 and prior to joining the Chamber was the Vice President of Corporate Services and Chief Procurement Officer for Fannie Mae. Ms. Lang also had a long career with IBM where she served in several management positions in finance, administration and product forecasting. She has received numerous awards and accolades throughout her career, including being twice named one of Washingtonian Magazine’s 150 Most Powerful People in the Washington, D.C. region, Business Leader of the Year by the District of Columbia Building Industry Association and a</p>

Lifetime Legacy Award from Washington Business Journal. Ms. Lang also

7

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TABLE OF CONTENTS

Nominee	Age	Director Since	Information About Nominee
Donald A. Miller, CFA, Chief Executive Officer, Director	56	2007	<p>served on the board of Cardinal Financial Corporation (NASDAQ: CFNL), from 2014 to 2017 and currently serves on the boards of the Metropolitan Washington Airports Authority, and Sibley Hospital Foundation.</p> <p>Ms. Lang brings to the board a broad personal network of corporate and governmental contacts in one of the Company's key operating markets. In addition, she has extensive senior management expertise with both private corporations and governmental agencies. Ms. Lang's diverse business, financial, and governance expertise make her highly qualified to serve on the Compensation and Nominating and Corporate Governance Committees.</p> <p>Piedmont's Chief Executive Officer and a member of the board of directors of Piedmont since 2007.</p> <p>Prior to joining Piedmont, Mr. Miller was the head of real estate activities at Wells Real Estate Funds, Inc. for four years. Prior to joining Wells, he was employed by Lend Lease, a leading international commercial real estate property group in various roles, ultimately leading to that of head of the U.S. equity real estate operations. Prior to Lend Lease, Mr. Miller was responsible for regional acquisitions for Prentiss Properties Realty Advisors, a predecessor entity to Prentiss Properties Trust (formerly NASDAQ: PP). Earlier in his career, Mr. Miller worked in the pension investment management department of Delta Air Lines where he was responsible for real estate and international equity investment programs.</p> <p>Mr. Miller is also a Chartered Financial Analyst and a member of the board of directors of Pacolet Milliken Enterprises, a Greenville, South Carolina investment company specializing in real estate and energy. He previously served on the Board of Governors of NAREIT and is currently a member of the Urban Land Institute (ULI), and the National Association of Industrial and Office Properties (NAIOP).</p> <p>Mr. Miller brings to the board over 30 years of experience in dealing with virtually all aspects of real estate acquisition, financing, management, leasing, disposition as well as both portfolio and asset management experience. He also has an extensive personal network of contacts throughout the real estate industry and is very knowledgeable about each of the individual geographic markets in which Piedmont currently owns or may own property.</p>



TABLE OF CONTENTS

Nominee	Age	Director Since	Information About Nominee
Raymond G. Milnes, Jr., Director*	67	2011	<p>Former partner with KPMG LLP where he was employed for 38 years. Mr. Milnes served as the National Sector Leader for the Building, Construction and Real Estate Practice for fourteen years and has extensive accounting, auditing, and advisory experience in all sectors of the real estate and construction industries. Served as the lead audit partner or account executive for several of KPMG's largest real estate and construction clients. Was a frequent speaker and panelist on current trends in the building, construction, and real estate industry and has contributed to numerous real estate industry publications. Was formerly an associate member of the Board of Governors of NAREIT, has served on the Advisory Board of the Real Estate Center of DePaul University, and has been a member of the Real Estate Roundtable President's Council. In addition, he is an Adjunct Faculty member in DePaul University's School of Real Estate. He has a BS in Accounting from the University of Detroit and is a registered CPA.</p> <p>Mr. Milnes brings to the board real estate specific financial knowledge and experience including dealing with complex financial and accounting related issues based on his many years serving as a KPMG partner and his leadership roles within the KPMG organization. Additionally, he has an in-depth knowledge of the workings of the Securities and Exchange Commission ("SEC") and risk management expertise as well as contacts at other real estate firms. Finally, his financial expertise makes him well qualified to serve as Chairman of the Audit Committee and an audit committee financial expert.</p>
C. Brent Smith, President, Chief Investment Officer, and Director	43	2019	<p>Piedmont's President since November 2018 and Chief Investment Officer since 2016. Appointed to the board of directors on March 19, 2019 and will transition to the role of Chief Executive Officer upon Mr. Miller's retirement in June 2019. As President and Chief Investment Officer, Mr. Smith works closely with our Chief Executive Officer and Board of Directors on strategy, portfolio operations and capital market transactions. Until February 2019, Mr. Smith also served as EVP of Piedmont's Northeast Region where he was responsible for all leasing, asset management, acquisition, disposition and development activity for the Company's over three million square foot Boston and New York/New Jersey portfolio. Prior to joining Piedmont in 2012, Mr. Smith served as an Executive Director with Morgan Stanley in the Real Estate Investment Banking division advising a wide range of public and private real estate clients.</p> <p>He brings to the board approximately 15 years of corporate- and property-level real estate acquisitions experience in both North America and Asia, has a detailed working knowledge of each of Piedmont's operating markets, experience in handling some of Piedmont's largest and most complex tenants and properties as well as negotiating complex purchase and sale transactions and working relationships with each of Piedmont's analysts. In addition, his extensive network of private equity investors and top-tier investment bankers is invaluable to the company.</p>



TABLE OF CONTENTS

Nominee	Age	Director Since	Information About Nominee
Jeffrey L. Swope, Director*	68	2008	<p>Founder, Managing Partner and Chief Executive Officer of Champion Partners Ltd., a nationwide developer and investor of office, industrial and retail properties, since 1991. Co-founded Champion Private Equity, a private real estate capital and investment company, in 2011. Serves as a member of the University of Texas at Austin Business School Advisory Council. As a nationwide developer of real estate property, Mr. Swope has handled the acquisition, financing, leasing and management of over 50 million square feet of real estate during his approximately 40 year career in the commercial real estate industry and thus brings extensive experience in virtually all aspects of real estate and a wealth of knowledge regarding the individual geographic markets in which Piedmont currently owns or may own property. This experience makes him well suited to serve as Chairman of the Capital Committee. He also has an extensive personal network of contacts throughout the real estate industry.</p>
Dale H. Taysom, Vice-Chairman of the Board*	70	2015, Vice-Chairman since 2017	<p>Former Global Chief Operating Officer for Prudential Real Estate Investors (“PREI”). Prior to his retirement in 2013, during his 36-year career with PREI, Mr. Taysom held various positions including Head of United States Transactions and Global Head of Transactions, among others, prior to completing his tenure as Global Chief Operating Officer (“COO”). Was a member of PREI’s domestic and international investment committees and a member of the Global Management Committee. Currently a member of the ULI and a former member of both the National Multi-Housing Council and the National Association of Real Estate Investment Managers (“NAREIM”).</p> <p>Mr. Taysom brings many years of experience dealing with almost every facet of owning and operating commercial real estate. He is familiar with many of the markets in which our properties are located and has an extensive personal network of contacts throughout the real estate industry. In addition to his financial and budgetary responsibilities as COO of PREI, Mr. Taysom also participated with the management committee in formulating the strategic vision of the company including the review, approval, and responsibility for financial performance. This financial and operational experience makes him well suited to serve as a member of the Audit Committee.</p>

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Indicates that such director has been determined by our board of directors to be independent under NYSE listing standards.

TABLE OF CONTENTS

PROPOSAL 2:

RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2019

Engagement of Deloitte & Touche LLP

On March 19, 2019, the Audit Committee approved the engagement of Deloitte & Touche LLP as our independent registered public accounting firm to audit our financial statements for the year ending December 31, 2019. This proposal asks you to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm. Although we are not required to obtain such ratification from our stockholders, the board of directors believes it is good practice to do so. Notwithstanding the ratification, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that the change would be in the best

interests of Piedmont and our stockholders. In the event that the appointment of Deloitte & Touche LLP is not ratified, the Audit Committee will consider the appointment of another independent registered public accounting firm, but will not be required to appoint a different firm. Deloitte & Touche LLP has served as the Company's independent registered public accounting firm since 2018.

A representative of Deloitte & Touche LLP will be present at the Annual Meeting, will have the opportunity to make a statement and will be available to respond to appropriate questions by stockholders.

Your board of directors unanimously recommends a vote "FOR" the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2019.

Pre-Approval Policies

The Audit Committee must pre-approve all auditing services performed for us by our independent registered public accounting firm, as well as all permitted non-audit services (including the fees and terms thereof), in order to ensure that the provision of such services does not impair the registered public accounting firm's independence. Unless a type of service to be provided by our independent registered public accounting firm has received "general" pre-approval, it will require "specific" pre-approval by the Audit Committee.

All requests or applications for services to be provided by our independent registered public accounting firm that do not require specific pre-approval by the Audit Committee will be submitted to management and must include a detailed description of the services to be rendered. Management will determine whether such services are included within the list of services that have received the general pre-approval of the Audit Committee. The Audit Committee will be informed on a timely basis of any such services rendered by our independent registered public accounting firm. Requests or applications to provide services that require specific pre-approval by the Audit Committee will be submitted to the Audit Committee by both our independent registered public accounting firm and our chief financial officer, treasurer, or chief accounting officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on registered public accounting firm independence. The chairman of the Audit Committee has been delegated the authority to specifically pre-approve all services not covered by the general pre-approval guidelines, up to an amount not to exceed \$75,000 per occurrence. Amounts requiring pre-approval in excess of \$75,000 per occurrence require specific pre-approval by our Audit Committee prior to engagement of Deloitte & Touche LLP, our current independent registered public accounting firm. All amounts specifically pre-approved by the Chairman of the Audit Committee in accordance with this policy must be disclosed to the full Audit Committee at its next regularly scheduled meeting.

TABLE OF CONTENTS

Changes in Independent Registered Public Accounting Firm

On January 10, 2018, we notified Ernst & Young LLP of its dismissal as our independent registered public accounting firm, effective as of February 21, 2018. Our dismissal of Ernst & Young LLP was recommended by the Audit Committee and approved by our board of directors.

Ernst & Young LLP's audit report for our consolidated financial statements for the fiscal years ended December 31, 2017 and 2016 did not contain an adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles.

During our fiscal years ended December 31, 2017 and 2016 and through February 21, 2018, there were no disagreements (as described in Item 304(a)(1)(iv) of Regulation S-K under the Securities Exchange Act of 1934 ("Regulation S-K")) with Ernst & Young LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Ernst & Young LLP, would have caused Ernst & Young LLP to make reference to the subject matter of the disagreement in its report on our financial statements for such period, and, except with respect to the material weakness in internal control over financial reporting described below, there were no "reportable events" (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

As previously disclosed in our amended Annual Report on Form 10-K/A for the year ended December 31, 2016 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017 and June 30, 2017, in conjunction with the preparation of our quarterly report on Form 10-Q for the three months ended March 31, 2017, our management became aware of a material weakness in internal control over financial reporting related to the misapplication of ASC 350-20-40-2, specifically, the

allocation of a portion of goodwill associated with our purchase of two property management companies to the carrying amount of assets sold or held for sale that met the definition of a "business" when determining the gain or loss on sale to be recognized for sold assets or the amount, if any, of impairment losses to be recognized for assets held for sale. The material weakness resulted in the restatement of our consolidated financial statements as of December 31, 2016 and 2015 and for the two years ended December 31, 2016. Upon learning of this material weakness, our management took immediate remedial action. Our management initiated controls over the proper application of GAAP in accounting for goodwill related to the disposal of assets and in allocating goodwill to held for sale assets to determine the amount, if any, for impairment charges. Our management also strengthened our controls around the application of ASC 350-20-40-2 and the adoption of any new accounting standards by preparing formal written memos for every new standard that is applicable to us as opposed to the more material ones as we had historically done. Our management believes that it has fully remediated this material weakness.

The Audit Committee has discussed the subject matter of the foregoing material weakness with Ernst & Young LLP, and we have authorized Ernst & Young LLP to respond fully to any inquiries concerning such matters made by Deloitte & Touche LLP.

We have provided Ernst & Young LLP and Deloitte & Touche LLP with a copy of the disclosure made above prior to the time this proxy statement was filed with the SEC and requested that each furnish us with a statement if it believes this disclosure to be incorrect or incomplete. Neither firm has provided us with such a statement.

TABLE OF CONTENTS

## Fees Paid to Independent Registered Public Accounting Firms

The Audit Committee reviewed the audit and non-audit services performed by Piedmont's independent registered public accounting firms for fiscal 2018 and 2017, as well as the fees charged for such services. In its review of any non-audit service fees, the Audit Committee considered whether the provision of such services was compatible with maintaining the independence of our independent registered public accounting firms. The aggregate fees billed to us for professional accounting services, including the audits of our annual financial statements, for the years ended December 31, 2018 and 2017, respectively, are set forth in the table below.

	2018	2017
Audit Fees	\$ 1,102,500	\$ 1,161,000
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total	\$ 1,102,500	\$ 1,161,000

For purposes of the preceding table, the professional fees are classified as follows:

**Audit Fees** — These are fees for professional services performed for the audit of our annual financial statements and the required review of quarterly financial statements and other procedures (including reviews of the purchase price allocation of acquisitions and dispositions) to be performed by the independent registered public accounting firm to be able to form an opinion on our consolidated financial statements. These fees also cover services that are normally provided by independent registered public accounting firms in connection with statutory and regulatory filings or engagements, and services that

generally only the independent registered public accounting firm reasonably can provide, such as services associated with filing registration statements, periodic reports, and other filings with the SEC.

**Audit-Related Fees** — These are fees for assurance and related services that traditionally are performed by independent registered public accounting firms, such as due diligence related to acquisitions and dispositions, attestation services that are not required by statute or regulation, internal control reviews, non recurring agreed-upon procedures and other professional fees associated with transactional activity.

**Tax Fees** — These are fees for all professional services performed by professional staff in our independent registered public accounting firm's tax division, except those services related to the audit of our financial statements. These include fees for tax compliance filings, tax planning, and tax advice, including federal, state, and local issues. Services may also include assistance with tax notices, audits and appeals before the Internal Revenue Service and similar state and local agencies.

**All Other Fees** — These are fees for other permissible work performed that do not meet the above-described categories, including assistance with internal audit plans and risk assessments.

For the year ended December 31, 2018, all services rendered by Deloitte & Touche LLP were pre-approved by the Audit Committee in accordance with the policies and procedures described above.

TABLE OF CONTENTS

PROPOSAL 3:

ADVISORY VOTE TO APPROVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS

Pay that reflects performance and alignment of pay with the long-term interests of our stockholders are key principles that underlie our compensation program. In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), stockholders have the opportunity to vote, on an advisory basis, on the compensation of our named executive officers. This is often referred to as a “say on pay” and provides you, as a stockholder, with the ability to cast a vote with respect to our 2018 executive compensation programs and policies and the compensation paid to the named executive officers as disclosed in this proxy statement through the following resolution:

“RESOLVED, that the stockholders approve the compensation of the named executive officers, as described in the Compensation Discussion and Analysis section and in the compensation tables and accompanying narrative disclosure in this proxy statement.”

As discussed in “Executive Compensation — Compensation Discussion and Analysis” below, the compensation paid to our named executive officers is designed to meet the following objectives:

to attract and retain candidates capable of performing at the highest levels of our industry;

to create and maintain a performance-focused culture, by rewarding outstanding company and individual performance based upon objective predetermined metrics;

to reflect the qualifications, skills, experience and responsibilities of each named executive officer;

to link incentive compensation levels with the creation of stockholder value;

to align the interests of our executives and stockholders by creating opportunities and incentives for executives to increase their equity ownership in us; and

to motivate our executives to manage our business to meet and appropriately balance our short- and long-term objectives.

This proposal is an advisory proposal, which means it is non-binding. Although the vote is non-binding, the Compensation Committee will review the voting results and consider the outcome in making decisions about future compensation arrangements for our named executive officers.

As required by the Dodd-Frank Act, this vote does not overrule any decisions by the board of directors, will not create or imply any change to or any additional fiduciary duties of the board of directors and will not restrict or limit the ability of stockholders generally to make proposals for inclusion in proxy materials related to executive compensation.

Your board of directors unanimously recommends a vote “FOR” the approval, on an advisory basis, of the compensation of our named executive officers.

TABLE OF CONTENTS

## CERTAIN INFORMATION ABOUT MANAGEMENT

## Executive Officers

Name	Age	Position(s)
Donald A. Miller, CFA	56	Chief Executive Officer and Director
Robert E. Bowers	62	Executive Vice President and Chief Financial Officer
Christopher A. Kollme	48	Executive Vice President — Finance and Strategy
Laura P. Moon	48	Senior Vice President and Chief Accounting Officer
Joseph H. Pangburn	58	Executive Vice President — Southwest Region
Thomas R. Prescott	61	Executive Vice President — Midwest Region
Carroll A. Reddic, IV	53	Executive Vice President — Real Estate Operations, Assistant Secretary
C. Brent Smith	43	President, Chief Investment Officer and Director
George M. Wells	56	Executive Vice President — Southeast Region
Robert K. Wiberg	63	Executive Vice President — Northeast Region and Head of Development

The following is detailed information about each of our executive officers other than Mr. Miller and Mr. Smith whose biographical information is included under “Proposal 1: Election of Directors” above.

Robert E. Bowers has served as our Chief Financial Officer since 2007. A veteran of the public financial services industry, including having served as Chief Financial Officer for three other public companies, Mr. Bowers’ experience includes investor relations, debt and capital offerings, mergers and acquisitions, asset allocation, financial management and strategic planning. Mr. Bowers is also responsible for management of our information technology, risk management and human resource functions. From 2004 until 2007, he served as Chief Financial Officer and Vice President of Wells Real Estate Funds, Inc. and was a Senior Vice President of Wells Capital. Mr. Bowers was Chief Financial Officer and Director of NetBank, Inc. (formerly NASDAQ: NTBK) from 1997 to 2002. From 1984 to 1996, Mr. Bowers was Chief Financial Officer and Director of Stockholder Systems, Inc. (formerly NASDAQ: SSIAA), an Atlanta, Georgia-based financial applications company and its successor, CheckFree Corporation (formerly NASDAQ:CKFR). Mr. Bowers has provided strategic financial counsel to a range of organizations, including venture capital funds, public corporations and businesses considering listing on a national securities exchange. Mr. Bowers is a member of NAREIT and a CPA who began his career in 1978 with Arthur Andersen & Company in Atlanta.

Christopher A. Kollme has served as Executive Vice President — Finance and Strategy since June 2017. In this role, he provides guidance on capital raising activities and is responsible for deepening the Company’s banking and rating agency relationships. Additionally, he works with the Piedmont senior management team to further establish and advance the strategic initiatives of the Company. Prior to joining Piedmont, Mr. Kollme served as Managing Director & Head of Real Estate Investment

Banking for SunTrust Robinson Humphrey where he managed the origination of advisory and capital raising transactions on behalf of the bank’s public and private real estate clients. Mr. Kollme’s approximately 20-year career has also included tenures with Morgan Keegan & Company, Inc.’s Real Estate Investment Banking group as Managing Director & Group Head and Duke Realty as Vice President of Acquisitions.

Laura P. Moon has served as our Senior Vice President and Chief Accounting Officer since 2007. She has almost thirty years of experience with accounting and reporting for public companies and at Piedmont she is responsible for all general ledger accounting, SEC and tax reporting functions. Prior to joining us, Ms. Moon served as Vice President and Chief Accounting Officer at Wells Real Estate Funds, Inc. where she had responsibility for all general ledger accounting, financial and tax reporting, and internal audit supervision for 19 public registrants as well as several private real estate partnerships. Ms. Moon is a CPA and began her career in 1991 with Deloitte & Touche LLP.

Joseph H. Pangburn has served as our Executive Vice President — Southwest Region since 2014. In this capacity, he is responsible for overseeing Piedmont’s Southwest Region operations, comprised of approximately two million square feet principally located in Dallas, including all development, leasing, asset management and transactional activity. Prior to his promotion to his current position in 2014, Mr. Pangburn had been responsible for the leasing and asset



management activities for the Company's Western Region portfolio since 2007. His previous tenures include Wells Real Estate Funds, Inc., Lend Lease Real Estate Investments, Inc. and Prentiss Properties Limited, Inc. Throughout his career, his activities and experience have been concentrated on properties located in the western United States, and specifically in Texas. Mr. Pangburn is a member of NAIOP and ULI.

TABLE OF CONTENTS

Thomas R. Prescott has served as our Executive Vice President for the Midwest Region since 2014 and is responsible for all leasing, asset management, acquisitions, dispositions and development projects for Piedmont's Midwest Region, which is comprised of over three million square feet located primarily in metropolitan Chicago and Minneapolis. His previous tenures include Metropolis Investment Holdings Inc., Forest City Enterprises, and Higgins Development Partners (formerly Walsh, Higgins & Company), and The Shaw Company. Mr. Prescott is a recognized real estate industry leader and a member of NAIOP and ULI.

Carroll A. ("Bo") Reddic, IV has served as our Executive Vice President for Real Estate Operations since 2007. His responsibilities include leading our company's asset and property management divisions. Additionally, he provides oversight to our company's construction management team with regard to tenant build outs and oversight to our tenant relationship function. His previous tenures include Wells Real Estate Funds, Inc. and Morgan Stanley (including the predecessor companies of The Yarmouth Group and Lend Lease Real Estate Investments). Mr. Reddic is a member of NAIOP, ULI, Building Office Managers Association, and CoreNet Global. Additionally, Mr. Reddic serves in various civic and real estate industry leadership roles including chairman of the board for the Georgia BOMA Educational Foundation; an executive committee member of the board for the Office Technology and Operations Consortium; and an advisory member of the Real Estate Modernization and Innovation Committee for the Atlanta Housing Authority, among others.

George M. Wells has served as Executive Vice President of our Southeastern Region since 2015. As such, he oversees all acquisition and development opportunities, as well as leasing and property management activity for our Class A office buildings totaling approximately four million square feet located in Atlanta and Orlando. Mr. Wells has over 30 years of commercial real estate experience including approximately fifteen years of service in various asset management roles across Piedmont's portfolio and with its former advisor, Wells Real Estate Funds, Inc. His previous tenures include Lend Lease Real Estate Investments and Equitable Real Estate. Mr. Wells is a member of NAIOP.

Robert K. Wiberg has served as Executive Vice President for the Mid-Atlantic Region and Head of Development since 2012 and in February 2019 his role expanded to include the Northeast Region. Consequently, Mr. Wiberg is responsible for all leasing, property management, asset management, acquisitions and dispositions from Washington, D.C. through New England (now referred to as the Northeast Region), as well as all development projects nationwide. Piedmont's Northeast Region is now comprised of approximately five million square feet of office space located primarily in the metropolitan Washington, D.C. area, Boston, New York and New Jersey. Mr. Wiberg's previous tenures include Brandywine Realty Trust as EVP, Prentiss Properties, Cadillac Fairview and Coldwell Banker (now CBRE). As a recognized industry leader, he has served on the board of directors of the Northern Virginia Chapter of NAIOP and the board of the Arlington Partnership for Affordable Housing and currently serves on the board of the Ballston Business Improvement District.

There are no family relationships among our directors or executive officers. Officers are elected annually by our board of directors, and each officer serves until his or her successor is duly elected and qualified, or until his or her death, resignation or removal from office. The board of directors retains the power to remove any officer at any time.

TABLE OF CONTENTS

INFORMATION REGARDING THE BOARD OF  
DIRECTORS AND COMMITTEES

Independence and Leadership Structure

Each NYSE-listed company is required to have a majority of independent board members and a nominating/corporate governance committee, compensation committee and audit committee each comprised solely of independent directors. Our board of directors has adopted the NYSE independence standards as part of its Corporate Governance Guidelines and, in accordance with NYSE rules, the board of directors has affirmatively determined that each of the following current board members is independent within the meaning of the NYSE's director independence standards:

Kelly H. Barrett

Wesley E. Cantrell

Barbara B. Lang

Frank. C. McDowell

Raymond G. Milnes, Jr.

Jeffrey L. Swope

Dale H. Tysom

Donald A. Miller, CFA, who serves as our Chief Executive Officer, and C. Brent Smith, who serves as our President and Chief Investment Officer, are not independent.

Each of our board members is subject to re-election on an annual basis. We do not divide our directors into classes or stagger terms.

Currently, the board of directors has determined to separate the roles of Chairman and CEO, and Mr. McDowell currently serves as Chairman of the Board. The Chairman is elected by the board of directors on an annual basis and presides at regularly scheduled executive sessions of the independent directors. The board currently has no formal policy with respect to the separation of the positions of Chairman of the Board and Chief Executive Officer; however, the board believes that the separation of the positions is in our best interests as it provides leadership for the independent board and the benefit of additional support, experience and oversight for the management team.

Board Committees

Our board of directors has established four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Capital Committee. Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee complies with the listing requirements and other rules and regulations of the SEC and the NYSE, each as amended or modified from time to time and has adopted a written charter. You can access each of our committee charters on the Investor relations pages of our website at [www.piedmontreit.com](http://www.piedmontreit.com). The board of directors has also determined that each of the current members of our Audit, Compensation, and Nominating and Corporate Governance Committees is independent within the meaning the NYSE's director independence standards applicable to members of such committees. Additionally, our Audit Committee members satisfy the enhanced independence standards set forth in Rule 10A-3(b)(1)(i) under the Exchange Act and NYSE listing standards, and our Compensation Committee members satisfy the enhanced independence standards set forth in NYSE listing standards and Section 16 of the Securities Exchange Act of 1934.

TABLE OF CONTENTS

The table below shows the current chairs and membership of the Board and each standing Board committee, the independence status of each Board member and the number of Board and Board committee meetings held during the year ended December 31, 2018.

Director	Board of Directors	Audit Committee	Nominating and Corporate Governance Committee	Compensation Committee	Capital Committee
Frank C. McDowell	C		•	C	
Kelly H. Barrett**	•	•	•		
Wesley E. Cantrell	•		C	•	
Barbara B. Lang	•		•	•	
Donald A. Miller, CFA*	•				
Raymond G. Milnes, Jr.**	•	C			•
C. Brent Smith*	•				
Jeffrey L. Swope	•			•	C
Dale H. Taysom	VC	•			•
Number of 2018 meetings	14	7	4	6	4

C Chair VC Vice Chair •Member \*Non-Independent Director \*\* Financial Expert

Each member of the 2018 board of directors attended in excess of 75% of the board and committee meetings on which such director served during 2018. Mr. Smith was appointed to the board of directors during 2019.

We do not have a formal policy with regard to board member attendance at our annual stockholder meetings. All of the 2018 members of our board of directors attended the 2018 annual meeting of stockholders either telephonically or in person.

#### The Audit Committee

The Audit Committee assists the board of directors in the oversight of the integrity of our financial statements, our compliance with legal and regulatory requirements, the system of internal controls which our management has established, risk assessment, the performance of our internal audit function, and oversight of our technology platform, including cyber risk assessment and management. The Audit Committee is also directly responsible for the appointment, independence, compensation, retention, and oversight of the work of our independent registered public accounting firm, which reports directly to the Audit Committee. The Audit Committee meets alone with our senior management, our internal audit personnel, and with our independent registered public accounting firm, which has free access to the Audit Committee.

#### The Compensation Committee

The Compensation Committee assists the board of directors in setting the overall compensation strategy and compensation policies for our executive officers and directors, overseeing the assessment of risk associated with the Company's compensation policies and practices, reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer and evaluating the Chief Executive Officer's performance in light of those goals and objectives. In addition the Compensation Committee determines our Chief Executive Officer's compensation, reviews and approves the compensation of other named executive officers and non-employee directors and administers our Amended and Restated 2007 Omnibus Incentive Plan.

#### The Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee assists the board of directors in identifying individuals qualified to serve on the board of directors consistent with criteria approved by the board of directors, recommending a slate of director nominees for election by our stockholders at the annual meeting of our stockholders, evaluating the independence of candidates for the board of directors, developing and implementing the process necessary to identify prospective members of our board of directors, determining the advisability of retaining any search firm or consultant

to assist in the identification and evaluation of candidates for membership on the board of directors, overseeing an annual evaluation of the board of directors, and each of the committees of the board and management, developing and recommending to our board of directors a set of corporate governance principles and policies, and periodically reviewing our corporate governance structures and procedures and suggesting improvements thereto to our board of directors. The Nominating and Corporate Governance Committee is also responsible for reviewing stockholder communications and responding to inquiries concerning our governance practices, business ethics and corporate conduct, as well as reviewing and promoting the continuing education of our directors.

**TABLE OF CONTENTS**

**The Capital Committee**

The Capital Committee assists the board of directors by reviewing and advising the board of directors on our overall financial performance, including issues related to capital structure, operating earnings, dividends and budgetary and reporting processes, and reviewing and advising the board of directors on investment criteria and acquisition and disposition policies, general economic environment in various real estate markets, existing or prospective properties or tenants, and portfolio diversification goals.

**Selection of Directors**

The board of directors is responsible for selecting its own nominees and recommending them for election by the stockholders. The board delegates the screening process necessary to identify qualified candidates to the Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer.

The Nominating and Corporate Governance Committee annually reviews director suitability and the continuing composition of the board of directors and recommends director nominees who are voted on by the full board of directors. All director nominees then stand for election by the stockholders annually.

In recommending director nominees to the board of directors, the Nominating and Corporate Governance Committee solicits candidate recommendations from its own members, other directors, and members of our management. The Nominating and Corporate Governance Committee may engage the services of a search firm to assist in identifying potential director nominees and will

also consider recommendations for director candidates made by stockholders and other interested persons. Candidates for director must meet the established director criteria set forth above. In addition, under our Bylaws, stockholders may directly nominate candidates for election as directors. In order for a stockholder to make a nomination, the stockholder must satisfy the procedural requirements for such nomination as provided in Article II, Section 12 of our Bylaws. Any stockholder may request a copy of our Bylaws free of charge by writing to our Secretary at our corporate address.

In evaluating candidates for director, the Nominating and Corporate Governance Committee will consider each candidate without regard to the source of the recommendation and take into account those factors that the Nominating and Corporate Governance Committee determines are relevant, including the factors set forth below under “Board Membership Criteria”.

**Board Membership Criteria**

The Nominating and Corporate Governance Committee annually reviews with the board of directors the appropriate experience, skills and characteristics required of directors, both in the context of the current membership of the board as well as in the context of potential turnover of the existing board. The table below summarizes the key characteristics that are considered and which of our current independent board members the Board particularly relies on with regard to each characteristic.

Experience, Skill, or Characteristic	McDowell	Barrett	Cantrell	Lang	Milnes	Swope	Taysom
Audit committee financial expert		•			•		
Financial experience	•	•		•			•
Chief executive or chief financial officer experience (with a preference for REIT-specific experience)	•	•	•	•		•	
Public company experience	•	•	•	•	•		
Industry specific knowledge	•	•			•	•	•
Strategic planning experience or expertise	•	•	•	•		•	•
Experience mentoring top level leaders	•		•	•		•	•

General management experience	•	•	•	•	•	•
Real estate development/construction expertise	•	•			•	•
Investment banking experience						•
Racial diversity				•		
Gender diversity		•		•		
Risk management expertise		•			•	
Marketing expertise		•	•	•	•	
International experience		•	•			•

19

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## TABLE OF CONTENTS

The board considers all of these characteristics when assessing candidates for board membership. Other considerations included in both the annual assessment of existing members and the assessment of new candidates include the candidate or incumbent's status as an independent director, the ability of the candidate or incumbent to attend board meetings regularly and to devote an appropriate amount of effort in preparation for those meetings, and whether the candidate's knowledge and experience of a particular aspect of the real estate industry or particular skill set is additive to the existing experience or skill sets of incumbent members of the board. While we have not adopted a formal policy regarding diversity of our board, the board believes that a diverse membership having a variety of skills, styles, experiences and competencies is an important aspect of a well-functioning board. Accordingly, the Board believes that diversity, inclusive of gender and race, should be a central component in board searches, succession planning and recruiting. The board is committed to considering board slates that are as diverse as possible and that this is consistent with nominating only the most qualified candidates for the board who bring the required skills, competencies and fit to the Boardroom.

Although a number of our directors are retired, it is also expected that independent directors nominated by the board of directors shall be individuals who possess a reputation and hold positions or affiliations befitting a director of a large publicly held company and are active in their occupation, profession, or community.

### Board Self-Evaluation Process

Annually, the board of directors undertakes a robust self-evaluation process which is administered by the Nominating and Corporate Governance Committee with the assistance of outside counsel. Members of the Board complete a detailed, confidential questionnaire which provides for ratings in key areas and also seeks subjective comments. Outside counsel collects and analyzes the data and reports the results and information compiled from the questionnaires to the Nominating and Corporate Governance Committee. Comments pertaining to particular Board Committees are shared with each respective Committee chairperson, and comments regarding the full Board are shared with the full Board. Matters requiring follow up are addressed by the Chairman of the Nominating and Corporate Governance Committee, the Chairman of the Board, or Chairman of the applicable Board Committee, as appropriate.

### Majority Voting Policy

Our By-laws provide for majority voting for the election of directors in uncontested elections. Therefore, each director nominee will be elected if he or she receives a majority of the votes cast. A majority of votes cast means that the number of shares voted FOR a director must exceed the number of shares voted AGAINST that director. In order to enhance the power of our stockholders to influence the composition of the board of directors, our Corporate Governance Guidelines provide that in an uncontested election of directors, any non-employee nominee who receives a greater number of votes AGAINST his or her election than votes FOR his or her election will promptly tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will promptly consider the resignation offer and make a recommendation to the board of directors. The board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days following the certification of the stockholder vote. We will publicly disclose, in a Form 8-K furnished to the SEC, the board's decision regarding whether to accept the resignation offer. Any director who tenders his or her resignation pursuant hereto shall not participate in the Nominating and Corporate Governance Committee's recommendation or Board of Directors action regarding whether to accept such resignations. However, if each member of the Nominating and Corporate Governance Committee was not elected at the same election, then the independent directors who were elected shall appoint a committee among themselves to consider such resignations and recommend to the Board of Directors whether to accept them. However, if the only directors who were elected in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept such resignations.





## TABLE OF CONTENTS

### Term Limits

Our Corporate Governance Guidelines provide that the board of directors will not nominate for re-election any non-employee director who has served 15 years or more prior to the applicable election, subject to exceptions granted by the board of directors.

### Risk Oversight

The board of directors is involved in risk oversight through direct decision-making authority on significant matters as well as through the oversight of management and appropriate advice and counsel from legal, financial, and compensation advisors. In particular, the board of directors manages risk by reviewing and discussing periodic reports with management including, but not limited to, reports detailing Piedmont's risk related to its geographic, tenant, industry, and lease expiration concentrations as well as cyber risk. Through its various committees, the board monitors acquisition, disposition, leasing, financing, and cyber activities and has delegated authority to the appropriate levels of management to carry out such activities with appropriate governance reporting at respective committee meetings. In accordance with its charter, the Audit Committee also monitors major issues regarding accounting principles and financial statement presentation and disclosures, including any significant changes in the application of accounting principles, and major issues regarding the adequacy of Piedmont's internal controls and analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements. In addition, the Audit Committee follows the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on Piedmont's financial statements and the type and presentation of financial information to be included in earnings press releases, reports, and earnings guidance provided to analysts and rating agencies. The Audit Committee reviews and discusses with management Piedmont's major financial and cyber risk exposures and the steps management has taken to monitor and control such exposures. The Audit Committee is also periodically briefed on Piedmont's processes and policies with respect to risk assessment and risk management and the Audit Committee Chairman is interviewed in conjunction with Piedmont's annual risk assessment process. Finally, the Audit Committee is periodically briefed on insurance coverage limits, any significant change in Piedmont's insurance policies, monitoring of Piedmont's code of ethics, whistleblower policy, and insider trading policies, cyber activities, as well as quarterly REIT test and debt covenant compliance calculations. Piedmont's Insider Trading policy specifically prohibits trading in the Company's stock when the employee is aware of material, nonpublic information including, among other things, information concerning data securities breaches or other cyber security events impacting the Company or any of its substantial tenants or business partners.

### Corporate Governance Guidelines and Code of Ethics

Our board of directors, upon the recommendation of the Nominating and Corporate Governance Committee, has adopted Corporate Governance Guidelines establishing a common set of expectations to assist the board of directors in performing their responsibilities. The Corporate Governance Guidelines, which meet the requirements of the NYSE's listing standards, address a number of topics, including, among other things, director qualification standards, director responsibilities, the responsibilities and composition of the board committees, director access to management and independent advisers, director compensation, and evaluations of the performance of the board. Our board of directors has also adopted a Code of Ethics, including a conflicts of interest policy, that applies to all of our directors and executive officers including our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. The Code of Ethics meets the requirements of the rules and regulations of the SEC. A copy of our Corporate Governance Guidelines and our Code of Ethics is available on our website at [www.piedmontreit.com](http://www.piedmontreit.com). Any amendments to, or waivers of, the Code of Ethics will be disclosed on our website promptly following the date of such amendment or waivers.



TABLE OF CONTENTS

Corporate Social Responsibility

The mission of Piedmont’s corporate responsibility and charitable giving program is not only to provide the highest quality services to our tenants on a daily basis, but also to help meet the needs of each local community that we serve by volunteering and/or financially supporting programs related to medical or human needs and children’s programs that improve the overall quality of life (particularly through charities tied to the real estate industry or our tenants). In 2015, Piedmont created the Piedmont W. Wayne Woody Foundation (“PWW Foundation”) in honor of our late Chairman of the Board, W. Wayne Woody through which charitable contributions are distributed to various nonprofit organizations. Recipient organizations are 501(c)(3) entities that fit our charitable giving categories and demonstrate fiscal/administrative stability, including being non-discriminatory and non-political.

In addition to financial contributions through the PWW Foundation, Piedmont recognizes the value and benefit of employee volunteerism and fully appreciates its positive impact on the community, the employees, and ultimately, the Company by promoting team building, collaboration, and unity. To promote volunteerism among Piedmont employees, the Company provides a matching program whereby an employee may request time away from work to support a community service project or activity. Preference is given to those organizations that are tied to real estate industry programs or that have a major tenant sponsorship. Our employees have partnered with Piedmont to donate thousands of dollars and hours annually to numerous organizations in each of the markets that Piedmont serves.

For further details on our corporate social responsibility activities please refer to our website, [www.piedmontreit.com/About Us](http://www.piedmontreit.com/About Us).

Sustainability

Piedmont is dedicated to environmentally sustainable practices that enhance our commitment to provide highest quality office properties. We strive to own and manage workplaces that are environmentally conscious, productive, and healthy for our tenants and employees by:

Empowering our property teams with the data and tools they need to sustainably manage their buildings;

Leveraging industry partnerships with BOMA, ENERGY STAR, and U.S. Green Building Council, to confirm and advance the energy and sustainability performance of our assets; and

Implementing processes that continually improve our environmental performance.

The Sustainability Committee is comprised of the Senior Vice President of Property Management, Director of Property Management Operations, Director of Sustainability and National Initiatives, Director of Engineering, and all Regional Managers. Additionally, the Sustainability Committee utilizes a third party consultant to advise the group as needed. The team meets monthly to ensure Piedmont’s energy and sustainability plans are on track. Some of the plan elements that have contributed to our progress include: prioritizing the portfolio for capital investment in energy efficiency projects, leveraging utility incentive programs to complete lighting and other efficiency projects, and encouraging building engineers to participate in energy efficient operations and training programs. The team continually

considers new projects and evaluates opportunities as they arise. During 2018, representatives from the Sustainability Committee held meetings with each property team to review items such as:

—  
Recent operational and capital projects that may impact energy or water consumption

—  
Recent operational changes (i.e. major tenant shifts) that may impact energy or water consumption

Recommendations for energy or water efficiency projects

—

Best practice control strategies

—

Available ENERGY STAR resources

—

Review of Mach Energy profile

—

Review of electricity tariffs

As a result of these meetings, Energy & Sustainability Action Plans were created for each property. These action plans are used regularly by the property teams to track progress on identified action items and ultimately ensure progress towards energy and sustainability improvement across the portfolio, including attaining a 20% reduction in overall water and energy use intensity by 2028 and 2026, respectively.

We also leverage our industry partnerships, including the Building Owners and Managers Association (“BOMA”), Energy Star® and the U.S. Green Building Counsel, to help us advance the energy and sustainability performance of

**TABLE OF CONTENTS**

our assets. We are also a leading participant among REITs based on the number of buildings owned and managed with BOMA 360 designations. BOMA 360 is a program that evaluates six major areas of building operations and management and benchmarks a building's performance against industry standards. The achievement of such a designation recognizes excellence in building operations and management. We also have focused on environmental sustainability initiatives at our properties, and approximately 80% of our office portfolio (based on square footage) have achieved and maintain "Energy Star" efficiency (a designation for the top 25% of commercial buildings in energy consumption efficiency). In addition, approximately 40% of our office portfolio (based on square footage) is certified by the Leadership in Energy and Environmental Design (LEED), which designates commercial buildings that are designed, built and operated in a manner to minimize environmental impact. We have also been a silver member of the U.S. Green Building Counsel since 2007. For further details on our sustainability initiatives and goals, including our Sustainability Policy, please refer to our website, [www.piedmontreit.com>About Us](http://www.piedmontreit.com>About Us).

**Stockholder Engagement and Outreach**

Our commitment to understanding the interests and perspectives of our stockholders is a key component of our corporate governance strategy and compensation philosophy. Throughout the year, we meet with our investors to share our perspective and to solicit their feedback on our strategy and performance. During 2018, our executive management team participated in several investor conferences and approximately 200 one-on-one meetings with our investors and analysts. Periodically, we also hold investor days where our management team meets with stockholders and industry research analysts to discuss our strategy and performance and respond to questions, as well as to tour certain properties in our portfolio. Further, our board has periodically invited significant investors to meet with them directly and our management team has periodically engaged third parties to conduct perception surveys so that we can hear our stockholders' perspectives and opinions about the Company as we believe the insights provided by our stockholders provide valuable information to be considered in our strategic decisions. During 2018 our stockholders also approved an amendment to our Charter to clarify that our stockholders have the right to amend the Bylaws.

**Communications with Stockholders or Other Interested Parties**

We have established several means for stockholders or other interested parties to communicate their concerns to the board of directors. If the concern relates to our financial statements, accounting practices or internal controls, the concerns should be submitted in writing to the Chairman of our Audit Committee in care of our Secretary at our headquarters address. If the concern relates to our governance practices, business ethics or corporate conduct, the concern may be submitted in writing to the Chairman of our Nominating and Corporate Governance Committee in care of our Secretary at our headquarters address. If a stockholder is uncertain as to which category his or her concern relates, he or she may communicate it to any one of the independent directors in care of our Secretary at our headquarters address. Stockholders or other interested parties who wish to communicate with our Chairman or with the non-management directors as a group may do so by writing to our Chairman at our headquarters address.

## TABLE OF CONTENTS

### EXECUTIVE COMPENSATION

#### Compensation Discussion and Analysis

The following Compensation Discussion and Analysis explains our compensation philosophy, objectives, policies and practices and the decisions made with respect to compensation for 2018 for our Chief Executive Officer, President, Chief Financial Officer and our two other most highly compensated executive officers, whom we refer to collectively as our Named Executive Officers (“NEOs”), as determined in accordance with applicable SEC rules.

#### Executive Summary

2018 was an excellent year from an operational perspective. Our Total Stockholder Return (“TSR”) was in the top quartile relative to our peer group (see Market Reference Data below) for 2018. Overall leasing results were strong, with approximately 1.6 million square feet of leasing completed during the year including approximately 857,000 square feet of leasing related to new leases. Overall transactional activity was robust as well. We closed on the sale of a 14-property portfolio in early January 2018, sold our last remaining West Coast asset, and entered into a binding contract to sell a large non-core asset in Washington, D.C. These dispositions substantially completed our strategy of concentrating our assets in select sub markets located primarily within eight major U.S. office markets. A portion of the net sales proceeds from these dispositions was reinvested in three assets located within our strategic sub markets. We also completed over \$1 billion of refinancings during the year (including the refinancing of our \$500 million line of credit) and repurchased 16.5 million shares of our common stock. Net income for the year ended December 31, 2018 was \$130.3 million and Same Store NOI(1) increased 6.5% on a year over year basis as compared to 2017 and reported occupancy of our in-service portfolio increased 360 basis points to 93.3% as of year end. As a result, we exceeded many of the 2018 quantitative metrics that had been established by the board at the beginning of the year, including achieving Core FFO per diluted share in excess of our annual target. However, we fell short of some of our ambitious leasing goals. Renewal leasing, and consequently renewal weighted average committed capital per square foot of lease term, were negatively impacted by the delay of the renewal of our largest tenant that is now expected to be completed in 2019, rather than in 2018.

As a result of these achievements for 2018, our Compensation Committee and the board of directors approved a 5% increase in the board discretionary component of our NEOs Short-Term Incentive Compensation (“STIC”) Plan. When combined with the results of various quantitative performance measures set forth below, the increase in the discretionary component resulted in the payment of STIC awards for 2018 of 29% above target for our Chief Executive Officer and 4-16% above target for our other NEOs, as compared with 10% above target and approximately 2% below target, respectively, for 2017 STIC Awards.

During the year ended December 31, 2018, our Compensation Committee also made deferred stock awards pursuant to our 2017 Long Term Incentive Compensation (“LTIC”) Plan. For the three-year performance period ended December 31, 2017, our TSR ranked at just below the median compared to our peers, resulting in a payout at 94.2% of target level for the performance share component of our LTIC plan. For the annual deferred stock component of our LTIC plan, we performed above target for all three quantitative metrics as set forth under “Long-term Incentive Compensation, Annual Deferred Stock Grant” below and the Compensation Committee and board of directors approved achievement of the board discretion component of the 2017 Long Term Incentive Compensation (“LTIC”) Plan at target level, resulting in awards approximately 16% above target levels in May of 2018.

#### Consideration of “Say on Pay” Voting Results and Compensation Best Practices

At our 2018 annual meeting, we held a stockholder advisory vote on the compensation of our NEOs for 2017. Our stockholders overwhelmingly approved the compensation of our NEOs, with approximately 97% of stockholder votes cast in favor of our “say on pay” resolution. Based on these results, we believe our programs are effectively designed and working well in alignment with the interests of our stockholders. Further, we believe that our compensation programs include a number of best practices such as:

(1)

Same Store NOI is a non-GAAP financial measure. See the definition of Same Store NOI and the reconciliation of Net income attributable to Piedmont to Same Store NOI on pages 35 – 37 of our Annual Report on Form 10-K for the

year ended December 31, 2018.



TABLE OF CONTENTS

Our compensation of our Chief Executive Officer generally places a greater emphasis (82%) on variable, performance-based compensation than typical market practice;

61% of our Chief Executive Officer's pay opportunity is in the form of long-term, equity based compensation;

Approximately 50% of the target for our LTIC Plan is delivered in the form of performance shares, which are earned based on our multi-year TSR relative to our peers;

All of our short-term and long-term incentive programs contain caps on payouts and minimum thresholds for awards, and our Compensation Committee reserves the right to decrease payouts in their discretion;

The quantitative metrics of all of our incentive-based pay programs are tied to operational, financial, or market performance measures derived from our annual business plan;

Our employment agreements with our Chief Executive Officer, Chief Financial Officer and certain other of our officers contain "clawback" provisions, which require them to reimburse us for incentive-based compensation they have received if we are required to prepare an accounting restatement due to our material noncompliance, as a result of misconduct, with any financial reporting requirement under the securities laws (see "Executive Clawback Provisions" below for further details);

Our NEOs and directors are required to meet stock ownership guidelines;

Our Insider Trading Policy prohibits hedging and pledging of our stock by our executive officers and directors;

We award minimal perquisites and no supplemental executive benefits to our NEOs; and

We do not provide tax gross ups to our NEOs.

As a result of the above considerations, our Compensation Committee decided to retain our general approach to executive compensation for 2018, which links the compensation of our NEOs to our operating objectives and emphasizes the enhancement of TSR.

**Compensation Philosophy and Objectives**

We seek to maintain a total compensation package that provides fair, reasonable and competitive compensation for our executives while also permitting us the flexibility to differentiate actual pay based on the level of individual and organizational performance. We place significant emphasis on annual and long-term performance-based incentive compensation, including cash and equity-based incentives, which are designed to reward our executives based on the achievement of predetermined individual and company goals, including, among others, TSR relative to a comparative peer group as further described below.

The objectives of our executive compensation programs are:

to attract and retain candidates capable of performing at the highest levels of our industry;

to create and maintain a performance-focused culture, by rewarding company and individual performance based upon objective predetermined metrics;

to reflect the qualifications, skills, experience and responsibilities of each NEO;

to link incentive compensation levels with the creation of stockholder value;

to align the interests of our executives and stockholders by creating opportunities and incentives for executives to increase their equity ownership; and

to motivate our executives to manage our business to meet and appropriately balance our short- and long-term objectives.

#### Compensation Committee Responsibilities

Our executive compensation program is administered by the Compensation Committee. The Compensation Committee sets the overall compensation strategy and compensation policies for our executive officers and directors. The Compensation Committee has the authority to determine the form and amount of compensation appropriate to achieve our strategic objectives, including salary, bonus, incentive or performance-based compensation, and equity awards. The Compensation Committee reviews its compensation strategy annually to confirm that it supports our objectives and stockholders' interests and that executive officers are being rewarded in a manner that is consistent with our strategy.

With respect to the compensation of our Chief Executive Officer, the Compensation Committee is responsible for:

reviewing and approving our corporate goals and objectives with respect to the compensation of the Chief Executive Officer;

evaluating the Chief Executive Officer's performance in light of those goals and objectives; and

## TABLE OF CONTENTS

determining the Chief Executive Officer'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.

With respect to the compensation of NEOs other than the Chief Executive Officer, the Compensation Committee is responsible for:

reviewing and approving the compensation; and

reviewing and approving grants and awards under all incentive-based compensation plans and equity-based plans.

### Role of the Compensation Consultant

To assist in carrying out its responsibilities, the Compensation Committee utilized the services of FTI Consulting, Inc. ("FTI"), a nationally recognized compensation consulting firm, to assist it in establishing our 2018 compensation plans and analyzing competitive executive compensation levels for 2018. FTI was not engaged by management to perform any work on its behalf during 2018 and the Compensation Committee considered FTI to be independent with regard to services performed on its behalf during 2018.

During 2018, FTI provided advice and recommendations regarding our short and long term incentive compensation plans for our employees, including our NEOs. In addition, FTI provided our Compensation Committee input on our director compensation program, competitive market compensation data and recommendations for target pay levels for each component of our 2018 executive compensation program.

The FTI compensation consultant periodically attends Compensation Committee meetings as requested by the Compensation Committee and consults with our Compensation Committee Chairman, our Director of Human Resources, our Chief Executive Officer, and our Chief Financial Officer as directed by the Compensation Committee on compensation related issues.

### Compensation Consultant Independence Assessment

During 2018, the Company requested and received information from FTI addressing its independence and potential conflicts of interest, including the following factors: (1) other services provided to us by the consultant; (2) fees paid by us as a percentage of the consulting firm's total revenue; (3) policies or procedures maintained by the consulting firm that are designed to prevent a conflict of interest; (4) any business or personal relationships between the individual consultants involved in the engagement and a member of the Compensation Committee; (5) any company stock owned by the individual consultants involved in the engagement; and (6) any business or personal relationships between our executive officers and the consulting firm or the individual consultants involved in the engagement. Based on an assessment of these factors, including information gathered from directors and executive officers addressing business or personal relationships with the consulting firm or the individual consultants, the Compensation Committee concluded that FTI is independent and that the work of FTI did not raise any conflict of interest.

### Role of Executive Officers in Compensation Decisions

Our Chief Executive Officer reviewed the performance of each of the other NEOs and considered the recommendations of the FTI consultant with regard to each of the other NEOs. Based on this review and input, he made compensation recommendations to the Compensation Committee for all of the NEOs other than himself, including recommendations for performance targets, base salary adjustments, the discretionary components of our short-term cash incentive compensation, and long-term equity-based incentive awards. The Compensation Committee considers these recommendations along with data and input provided by FTI. The Compensation Committee retains full discretion to set all compensation for the executive officers.

TABLE OF CONTENTS

## Market Reference and Benchmark Compensation Data

In October 2018, FTI provided our Compensation Committee with a competitive market analysis of our NEOs' pay level relative to the practices of a peer group of 12 public REITs. The peer group includes companies that either primarily invest in office properties or are diversified REITs whose portfolio includes significant office assets. In addition, companies that were recommended were generally no less than half the size and no more than two and a half times as large as Piedmont. The following table provides the names and estimated financial information for each peer company at the time the Compensation Committee reviewed the market data in October 2018:

(\$ in millions)

Company	Implied Equity Market Capitalization (\$)	Total Enterprise Value (\$)	Sector
Brandywine Realty Trust	2,589.6	4,473.6	Office
Columbia Property Trust, Inc.	2,585.3	3,935.0	Office
Corporate Office Properties Trust	2,978.6	4,888.4	Office
Cousins Properties Incorporated	3,518.6	4,559.3	Office
Equity Commonwealth	3,582.6	1,478.3	Office
Highwoods Properties, Inc.	4,787.4	6,884.6	Office
Hudson Pacific Properties, Inc.	4,872.5	7,452.2	Office
Kilroy Realty Corporation	7,254.6	10,176.2	Office
Mack-Cali Realty Corporation	2,036.7	4,674.4	Office
Paramount Group, Inc.	3,817.4	7,635.1	Office
TIER REIT, Inc.	1,148.6	2,029.5	Office
Washington Real Estate Investment Trust	2,225.7	3,476.9	Diversified
Median	3,248.6	4,616.9	
Piedmont Office Realty Trust, Inc.	2,346.6	4,060.3	Office

The above companies are consistent with the peer group used for market comparison in 2017 with the exception of the removal of Douglas Emmett, Inc. from the group as Douglas Emmett, Inc. is more than three times larger than Piedmont on a market capitalization basis and operates in a high cost of living area; Douglas Emmett was replaced with TIER REIT, Inc. an office REIT that fits within the targeted size parameters and also operates primarily in mid-size cities. In general, Piedmont ranks in the bottom and second quartile of implied equity market capitalization and enterprise value, respectively, as compared to the peer group.

We apply our compensation policies to all of our NEOs on the same basis, with differences in compensation opportunities between each of our executive officers reflecting each of the officers' roles, responsibilities and personal performance within our Company, as well as market pay practices. In October 2018, FTI provided our Compensation Committee with an analysis of each of our NEO's 2018 target pay opportunity and 2017 reported pay relative to the compensation paid to executives employed by the peer group above in comparable positions to each of our NEOs. The analysis utilized the most recently filed proxy for each company in the peer group and FTI's proprietary compensation database. Additionally, for each of our EVPs, other than our Chief Financial Officer, supplemental peer group data for applicable benchmark peers based on FTI's proprietary compensation database was utilized in the analysis. Benchmark peer data used to compare each of our NEOs compensation was as follows:

Total 2018 Benchmark Compensation(1)

(in thousands)		25th Percentile	50th Percentile	75th Percentile	Average
Chief Executive Officer	Peer Group	\$ 3,481	\$ 4,642	\$ 6,066	\$ 5,115
Chief Financial Officer	Peer Group	\$ 1,599	\$ 1,675	\$ 2,522	\$ 1,997

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EVP and Chief Investment Officer*	Peer Group	\$ 1,360	\$ 1,619	\$ 2,046	\$ 1,675
	Supplemental Position	\$ 807	\$ 1,192	\$ 1,594	\$ 1,267
EVP — Finance and Strategy	Supplemental Position	\$ 704	\$ 979	\$ 1,468	\$ 1,078
EVP — Mid-Atlantic* Region and Head of Development	Peer Group	\$ 1,043	\$ 1,149	\$ 1,790	\$ 1,438
	Supplemental Position	\$ 722	\$ 1,179	\$ 1,639	\$ 1,187

\*

Mr. Smith was promoted to President and Chief Investment Officer in November 2018 and Mr. Wiberg's responsibilities were expanded to include the Northeast region in February 2019, subsequent to FTI's analysis.

(1)

Total 2018 Benchmark Compensation includes base salary, annual short-term cash incentive, eligible long-term equity incentives and other miscellaneous income and is based on 2017 compensation reported by peer companies.

## TABLE OF CONTENTS

In addition to considering market reference data set forth above in making decisions about our NEOs' compensation opportunities and actual compensation to be paid, the Compensation Committee considers other factors such as each executive officer's experience, scope of responsibilities, performance and prospects; internal equity in relation to other executive officers with similar levels of experience, scope of responsibilities, performance and prospects; and individual performance of each NEO during their tenure with Piedmont.

### Elements of 2018 Executive Compensation

#### Base Salary

Our Compensation Committee believes that payment of a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and qualified executives. The goal of our base salary program is to provide salaries at a level that allows us to attract and retain qualified executives while preserving significant flexibility to recognize and reward individual performance with other elements of the overall compensation program. Base salary levels also affect short-term cash incentive compensation because each NEO's target opportunity is expressed as a percentage of base salary. The following items are generally considered by the Compensation Committee when determining base salary annual increases; however no particular weight is assigned to an individual item:

market data provided by the compensation consultant;

comparability to compensation practices of other office REITs of similar size;

our financial resources;

the executive officer's experience, scope of responsibilities, performance and prospects;

internal equity in relation to other executive officers with similar levels of experience, scope of responsibilities, performance, and prospects; and

individual performance of each NEO during the preceding calendar year.

For 2018, FTI recommended 4-5% market adjustments for our Chief Executive Officer and Chief Financial Officer as their salaries had not been increased since 2014, a 16.7% increase for Mr. Smith based on his promotion to Chief Investment Officer during late 2017, a 3% increase for Mr. Wiberg, and no increase for Mr. Kollme as he was hired in mid-2017. After considering the data provided by FTI as well as Chief Executive Officer feedback regarding individual performance, our Compensation Committee approved base salaries for our NEOs for 2018 as set forth in the Summary Compensation Table included in 2018 Executive Compensation Tables below. Additionally, in February 2019, the Compensation Committee increased Mr. Smith's salary to \$425,000, retroactive to the date of his promotion to President and Chief Investment Officer in November of 2018.

#### Short-Term Cash Incentive Compensation Plan

We provide an annual STIC Plan for our NEOs which sets forth target cash incentive payments as a percentage of each NEO's base salary as follows:

Annual Short-Term Cash  
Incentive Compensation as a %  
of Base Salary

Name and Position	Threshold	Target	Maximum
Donald A. Miller, CFA Chief Executive Officer	75%	120%	200%
Robert E. Bowers Chief Financial Officer	50%	100%	150%
Christopher A. Kollme EVP — Finance and Strategy	50%	100%	150%
C. Brent Smith President and Chief Investment Officer	50%	100%	150%
Robert K. Wiberg EVP — Northeast Region and Head of Development	35%	70%	105%

28

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TABLE OF CONTENTS

The actual amounts earned under the STIC Plan may be greater or less than the NEO's respective target based on actual performance against the performance goals established by the Compensation Committee at the beginning of each year, as well as assessment of each NEO's personal contributions and performance for the year. The following table sets forth the relative weighting of each of the performance goals established by the Compensation Committee for the 2018 STIC Plan:

All of the performance measures established by the Compensation Committee for 2018 were based on specific corporate metrics measured on a quantitative basis, with the exception of the Board Discretion/Individual Performance measure which the Compensation Committee considered on a qualitative basis. Those qualitative considerations included, but were not limited to, the Chief Executive Officer's assessment of each NEO's performance other than his own. The performance goals that the Compensation Committee established for each of the quantitative metrics were derived from critical components of our annual business plan for the year and were considered achievable, but not without above average performance. 2018 target and actual performance for each of the STIC performance goals were as follows:

Performance Measure	Target Performance Goal	Actual Performance	Over (Under) Performance
Core FFO per share	\$1.6847	\$1.7348	3.0%
Balance Sheet Management:			
Refinance Line of Credit and add >=\$150m of new term debt	Achieve or not	Achieved	Achieved(1)
Maximum debt % (Debt/Gross Asset Value)	less than or equal to 40% at end of year	36.2%	Achieved(1)
Ladder maturities (excludes line of credit)	less than or equal to 30% per annum	less than or equal to 30% per annum	Achieved(1)
Weighted Average Committed Capital Per Square Foot Leased Relative to Budget			
New	\$7.35	\$6.33	13.9%
Renewal	\$4.34	\$5.88	(35.5)%
Leasing Targets:			
New SF Leasing(2)	867,000	857,420	(1.1)%



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Renewal SF Leasing(2)	810,000	635,652	(21.5)%
Capital Allocations/Markets (in millions)			
Acquisitions	\$250.0	\$452.9	81.2%
Dispositions	\$221.0	\$317(3)	43.4%
Board Discretion/Individual Performance	Qualitative	Qualitative	Above Target

(1)

Maximum Achievement is attained if all three balance sheet components are met.

(2)

Excludes executed leases for less than a one-year term.

(3)

For purposes of this analysis, the 14-property portfolio disposition that closed on January 3, 2018 was considered a 2017 transaction.

## TABLE OF CONTENTS

Core FFO performance is a non-GAAP financial measure that is considered important because our ability to meet consensus estimates of Core FFO is a factor when equity analysts value, or when present or potential stockholders make investment decisions about, our securities. See the definition of Core FFO and the reconciliation of Net income attributable to Piedmont to Core FFO on pages 33 – 35 of our Annual Report on Form 10-K for the year ended December 31, 2018. Every 1% variance in performance increases or decreases the targeted award by 10%, based on relative weighting

Balance Sheet Management is important because maintaining the appropriate capital structure, including the magnitude of total debt, mix of unsecured vs secured debt, impact upon Net Debt to EBITDA ratio, compliance with debt covenants, debt to gross assets ratio, and laddering of maturities is critical to the overall financial strength of the Company. Additionally, as a Real Estate Investment Trust (“REIT”), we are required to pay out 90% of our taxable income each year in the form of dividends to our stockholders. Therefore, we must constantly manage credit ratios and proactively seek new sources of capital for our Company which requires careful management of the magnitude, timing, and cost of our borrowings. Individual metrics are measured as “Achieved” resulting in full target payout or “Not Achieved” resulting in no payout; however, if all metrics are achieved, then the maximum award is deemed earned, based on relative weighting.

Weighted Average Committed Capital Per Square Foot measures the future capital outlays that our management team has committed to in order to execute leases during the current year. This metric serves as a cross-check to ensure that management does not trade long-term capital expenditures to procure short-term growth in Core FFO. The target performance level for this metric is based on goals for commitments that are market specific and the weighted average performance goal is a function of the level of actual leasing activity in our respective markets. Every 1% variance in performance increases or decreases the targeted award by 5%, based on relative weighting. The renewal weighted average committed capital per square foot leased target for 2018 included budgeted capital related to the renewal of our largest tenant, New York State, who currently occupies approximately 481,000 square feet at our 60 Broad Street building in New York. Although the Company is in advanced stages of the lease renewal process, as of December 31, 2018 the renewal lease had not yet been executed, causing actual results to fall short of the established renewal weighted average committed capital per square foot leased goal for the year.

Leasing Targets are important as managing lease renewals, leasing up vacant space, and keeping our portfolio as fully leased as possible directly impacts our cash flow, financial results, and value of our equity securities. Targets are directly tied to our annual business plan and the renewal target included an additional 600,000 square feet of leasing above the renewal square footage included in our annual plan. Every 1% variance in performance increases or decreases the targeted award by 2%, based on relative weighting. The renewal leasing target for 2018 included the renewal of our largest tenant, New York State, who currently occupies approximately 481,000 square feet at our 60 Broad Street building in New York. Although the Company is in advanced stages of the lease renewal process, as of December 31, 2018 the lease had not yet been executed, causing actual results to fall short of the renewal leasing goal for the year.

Capital Allocations/Markets refers to how we allocate our capital resources, whether it be to acquire new properties or to repurchase shares of our common stock, and is important because it impacts the overall composition and quality of our portfolio of assets, as well as our competitiveness within each of our markets. The quality of our portfolio and our management team’s ability to allocate capital resources effectively are two factors that equity analysts and present or potential stockholders consider when they assess our overall enterprise value. Any shortfall in our capital acquisitions target may be offset on a dollar for dollar basis by share repurchases pursuant to our board approved stock repurchase program. Every 1% variance in performance increases or decreases the targeted award by 2%, based on relative weighting.

The Board Discretion component is considered important as it allows the Compensation Committee to appropriately reward aspects of the management team’s or individual’s performance that may not be captured through the use of the quantitative metrics. For 2018, our Compensation Committee and the board of directors considered the fact that the management team had materially achieved target or above average performance on all of the STIC quantitative metrics with the exception of two that were specifically negatively impacted by the timing of the New York State renewal mentioned above, and thus approved achievement of the board discretion component within our NEOs STIC Plan at above target levels. Consequently, the Compensation Committee increased the payout associated with the

Board discretion component by 5%, with individual awards subject to further adjustment based on individual performance as described below.

Actual awards are calculated based on performance against the above metrics with performance below threshold for an individual component resulting in no payout for that particular component and out

**TABLE OF CONTENTS**

performance for each component being capped at 200% for our Chief Executive Officer and 150% for our other NEOs. In February 2019, after (i) reviewing the results of the quantitative performance measures as set forth in the table above; (ii) considering the Chief Executive Officer's assessment of each of the other NEO's performance; and (iii) assessing the Chief Executive Officer's performance, the Compensation Committee determined actual awards for the 2018 performance period for each individual NEO as follows:

Name	2018 Target Annual Incentive (\$)	2018 Actual Annual Incentive (\$)	2018 Actual Annual Incentive as a % of Target
Mr. Miller	888,000	1,147,000	129%
Mr. Bowers	465,000	541,000	116%
Mr. Kollme	350,000	365,000	104%
Mr. Smith	425,000	494,000	116%
Mr. Wiberg	231,000	250,000	108%
Total	2,359,000	2,797,000	

**Long-Term Incentive Compensation Plan**

The objective of our LTIC Plan is to attract and retain qualified personnel by offering an equity-based program that is competitive with our peer companies and that is designed to encourage each of our NEOs, as well as our broader employee base, to balance long-term company performance with short-term company goals and to foster employee retention. Each NEO's annual LTIC target opportunity is divided equally between a Performance Share Program and an Annual Deferred Stock Unit Opportunity. The following table sets forth the relative weighting of each of the performance goals established by the Compensation Committee for the LTIC Plan:

**Performance Share Program.** Approximately half of our NEOs' LTIC opportunity relates to a multi-year performance share compensation program (the "Performance Share Program"). The purpose of the Performance Share Program is to motivate and reward long term performance. Participants are provided with the opportunity to earn shares of Piedmont stock based on our TSR performance relative to a broad, pre-determined peer group over a three-year performance period. Performance cycles overlap, with a new three-year performance cycle beginning each year. The TSR Percentile Rank for each active plan will continue to change throughout the respective performance period.

After the end of each three-year performance period, any earned awards will be paid by the Company based upon actual relative performance against the board-determined peer group. A grant date for each Performance Share Program is established when the Compensation Committee and the board of directors approve the multi-year plan. In accordance with SEC rules, the grant date fair value of the Performance Share Program, assuming target performance over the applicable three-year period, is included in the Summary Compensation Table in the year of grant. As such, the following discussion pertains to the 2018 – 20 Performance Share Program.

31

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TABLE OF CONTENTS

The peer group for the 2018 – 20 Performance Period was established at the beginning of the 2018 calendar year and included the same companies listed under “Market Reference Data” above, plus Douglas Emmett, Inc., Empire State Realty Trust, Inc., and Franklin Street Properties Corp. These three additional companies were not included in the “Market Reference Data” analysis compiled by our compensation consultant because Douglas Emmett, Inc. Franklin Street Properties Corp., and Empire State Realty Trust, Inc. either did not fit the desired size profile or the compensation consultant felt that the cost of living was too disparate with Atlanta and would unfairly skew the market compensation data used for comparison purposes.

Participants in the Performance Share Program have a defined target award expressed as a number of shares. The target number of shares established for each participant may be earned if Piedmont’s TSR is at the median of the peer group, up to 200% of target may be earned if Piedmont’s TSR is at or above the 75th percentile of the peer group, and 50% of target may be earned if Piedmont’s TSR at the 25th percentile of the peer group. No shares are earned if Piedmont’s TSR is below the 25th percentile. If our return is between the 25th and 75th percentile, the payout will be determined by linear interpolation. The following table sets forth the status of each active Performance Share Plan as of December 31, 2018:

	TSR Percentile Rank as of December 31, 2018	Estimated Payout Percentage of Target Based on Percentile Rank as of December 31, 2018
2016 – 18 Performance Share Plan	50.0%	100.0%
2017 – 19 Performance Share Plan	68.8%	175.0%
2018 – 20 Performance Share Plan	81.3%	200.0%

For the range of shares that could be earned by each NEO for the 2018 – 20 performance period, see the Grants of Plan Based Awards Table under 2018 Executive Compensation Tables below.

Annual Deferred Stock Unit Opportunity. The other half of our NEOs’ LTIC opportunity is based upon an annual targeted dollar value of deferred stock units, as determined by the Compensation Committee, that considers four performance measures. While such measures establish a framework for the Compensation Committee to evaluate performance, the actual award is ultimately established by the Compensation Committee in its sole discretion irrespective of actual performance. As such, a grant date for accounting purposes is not established until the Compensation Committee has

reviewed the Company’s actual performance against the metrics, determined the value of stock to be awarded, noted the current market value of stock, and exercised its discretion to determine the pool of shares to be awarded. This process normally occurs during the calendar year following the performance period after year-end audit results are available. In accordance with SEC rules, therefore, the deferred stock units awarded pursuant to this component of our LTIC plan are included in the Summary Compensation Table in the calendar year of the award, which is subsequent to the performance period. As such, the follow discussion pertains to the annual deferred stock unit award made in calendar 2018 based on the 2017 performance period.

The performance targets that the Compensation Committee established for the quantitative metrics for the 2017 performance period were considered achievable, but not without above average performance. The following table sets forth the target goals for each of the quantitative measures as well as the actual results for each performance measure (dollars in millions except for per share amounts):

2017 Goal

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Measure	Threshold	Target	Maximum	Actual
Core FFO (per share)	\$ 1.52	\$ 1.700	\$ 1.79	\$ 1.7497
Actual Adjusted Funds From Operations Before Capital Expenditures Relative to Budget (in millions)	\$ 189.6	\$ 222.7	\$ 245.0	\$ 235.8
Actual General and Administrative Expense Relative to Budget (in millions)	\$ 34.7	\$ 31.5	\$ 28.4	\$ 31.1
Board Discretion/Individual Performance	Qualitative	Qualitative	Qualitative	Achieved Target

32

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TABLE OF CONTENTS

Core FFO performance is a non-GAAP financial measure that is considered important because our ability to meet consensus estimates of Core FFO is a factor when equity analysts value, or when present or potential stockholders make investment decisions about, our securities. See the definition of Core FFO and the reconciliation of Net income attributable to Piedmont to Core FFO on pages 33 – 35 of our Annual Report on Form 10-K for the year ended December 31, 2018.

Actual Adjusted Funds from Operations (“AFFO”) Before Capital Expenditures vs Budget is a non-GAAP financial measure that more closely mirrors the actual cash flow generated by the company in that it removes certain non-cash revenue and expense items such as the effect of straight-line rents which are not adjusted when computing FFO in accordance with the definition established by NAREIT. AFFO is considered important because it measures the Company’s ability to fund dividends and debt repayments, as well as acquisitions and other capital expenditures. Actual General and Administrative Expense Relative to Budget is a non-GAAP financial measure that is considered important because it measures how efficiently we manage our controllable overhead expenses such as corporate labor, professional services, and stockholder communication expenses, among others.

The Board Discretion component allows the Compensation Committee to appropriately recognize aspects of the management team’s or individual’s performance that may not be captured through the use of the quantitative metrics. For the 2017 deferred stock grant opportunity, our Compensation Committee and the board of directors unanimously approved achievement of this component at target. The Compensation Committee and the board of directors relied heavily on the quantitative measures that were approved at the beginning of the performance period, recognizing that the management team exceeded all three metrics.

Each individual NEO’s targeted number of shares was established by the Compensation Committee based on recommendations from our compensation consultant and Chief Executive Officer for each NEO, other than himself, regarding comparability with awards to officers of our peer group of office REITs as well as taking into consideration each officer’s salary and experience level. The actual number of shares that each individual NEO was eligible to earn was determined by the Compensation Committee after considering performance against the above metrics according to the following scale:

Measure	Adjustment Factor	Incentive Available to be Earned Based on Actual Performance (as a Percentage of Target)		Relative Weighting
		50%	150%	
Core FFO per share to Budget	Every 1% variance in performance increases or decreases the targeted award by 10%, based on relative weighting	50%	150%	25%
Actual Adjusted Funds From Operations Before Capital Expenditures Relative to Budget	Every 1% variance in performance increases or decreases the targeted award by 5%, based on relative weighting	50%	150%	25%
Actual General and Administrative Expense Relative to Budget	Every 1% variance in performance increases or decreases the targeted award by 5%, based on relative weighting	50%	150%	25%
Board Discretion/Individual Performance	Qualitative			25%

(1)



200% in the case of the Chief Executive Officer.

After considering the metrics above, as well as the CEO's evaluation of the performance of each NEO other than himself, on May 17, 2018 the Compensation Committee determined the number of deferred stock units to be granted to each of our NEOs pursuant to the 2017 Deferred Stock Unit Opportunity. See "Grants of Plan Based Awards for 2018" table below for information on the number of deferred stock units granted to each of the NEOs during 2018. For the awards granted, 25% vested immediately, while the remaining 75% vests in 25% increments over the next three years on the grant anniversary date. Any dividend equivalent rights are paid out upon vesting of the underlying shares. To date, LTIC awards have only been granted in the form of performance shares or deferred stock units pursuant to the Amended and Restated 2007 Omnibus Incentive Plan approved by our stockholders. The Compensation

## TABLE OF CONTENTS

Committee has determined that, as a REIT, the grant of such awards is appropriate because our high dividend distribution requirements lead to a significant portion of our total stockholder return being delivered through our dividends. Although our Amended and Restated 2007 Omnibus Incentive Plan permits the issuance of other types of equity awards, including stock options, we have never issued stock options to any of our employees, including our NEOs, and anticipate that any future equity awards granted will continue to be similar in form to our previous awards. Further, our Compensation Committee has prohibited the cash buyout of underwater options, should any options ever be issued. Although we have not attached specific holding periods for our equity-based awards, in general our equity-based awards vest or are earned over a three year period. In addition, each of our executive officers, including our NEOs, is subject to stock ownership requirements (see Stock Ownership Guidelines below). We feel that appropriately designed equity-based awards, particularly those with future vesting provisions, promote a performance-focused culture and align our employees' interests with those of our stockholders, thereby motivating their efforts on our behalf and strengthening their desire to remain with us for an extended period of time.

### Benefits

All of our NEOs participate in the health and welfare benefit programs, including medical, dental and vision care coverage, disability, long-term care and life insurance, and our 401(k) plan that are generally available to the rest of our employees. We do not have any special benefits or retirement plans for our NEOs other than the ability to defer certain amounts of their compensation in a non-qualified deferral plan and an annual physical for our Chief Executive Officer.

## Employment and Other Agreements with our Named Executive Officers

### Employment Agreements

We are currently party to employment agreements with all of our NEOs other than Mr. Wiberg. Messrs. Miller and Bowers' agreements were originally put in place in 2007 and Messrs. Kollme and Smith's agreements were put in place in 2019. Each of these agreements renew annually unless either party gives 90 days written notice prior to the end of the renewal term or his employment otherwise terminates in accordance with the terms of the agreement. Significant terms include executive clawback provisions and severance in the event of certain circumstances as further described below:

**Executive Clawback Provisions.** If we are required to prepare an accounting restatement due to our material noncompliance, as a result of misconduct, with any financial reporting requirement under the securities laws, Messrs. Miller, Bowers, Smith, and Kollme's agreements contain provisions that provide for the executive to reimburse us, to the extent required by Section 304 of the Sarbanes-Oxley Act of 2002, for any incentive-based (whether cash or equity-based) compensation received by the executives from us during the 12-month period following the first public issuance or filing with the SEC (whichever occurs first) of the financial document embodying such financial reporting requirement. In addition, each executive will reimburse us for any profits realized from the sale of our securities during that 12-month period.

**Severance.** Messrs. Miller, Bowers, Kollme and Smith's employment agreements entitle them to receive severance payments under certain circumstances in the event that their employment is terminated. These circumstances and payments are described below under "Potential Payments Upon Termination or Change of Control." Our Compensation Committee believes that these severance payments were an important factor in attracting these individuals to join our Company and/or are an important factor in their retention. The agreements with these individuals do not provide for tax "gross ups" in the event such payments are made.

### Retirement Agreement

In connection with his announced retirement, we entered into a retirement agreement with Mr. Miller in March 2019. Under the terms of the Retirement Agreement, effective the date of his retirement (the "Retirement Date"), Mr. Miller is entitled to receive payment of certain accrued benefits, including accrued but unpaid base salary, accrued but unused vacation time, and other benefits through the Retirement Date, as well as payment of a pro-rata portion of his outstanding Performance Share Program awards (including for the 2019-21 performance cycle), determined based on the Company's relative TSR performance as of the Retirement Date. Mr. Miller will also be entitled to receive certain

additional retirement benefits, subject to entering into and not revoking the Retirement Agreement and customary release agreement, which include vesting in full of any unvested deferred stock units granted under the Piedmont Office Realty Trust, Inc. 2007 Omnibus Incentive, a retirement payment equal to \$1,050,000 to be paid within 30 days after the Retirement Date, and COBRA premiums for continued medical coverage following the Retirement Date.

TABLE OF CONTENTS

## Stock Ownership Guidelines

Our board of directors has established stock ownership guidelines whereby our NEOs are required to own stock equal to the lesser of shares with a value equal to a specified multiple of their base salary or a specific number of shares as follows:

	Lesser Of:	
	Multiple of Salary	Shares of Stock
Chief Executive Officer	5x	195,000
Chief Financial Officer	3x	75,000
EVP — Finance and Strategy	2x	30,000
President and Chief Investment Officer	2x	30,000
EVP — Northeast Region and Head of Development	2x	30,000

Each of our NEOs, other than Mr. Kollme who became employed by us in June of 2017, has met his respective ownership requirement. Mr. Kollme has until June of 2023 to meet his ownership requirement and he is required to hold 60% of the net shares he is granted by us as compensation until his ownership requirement is met.

In addition, each member of our board of directors is required to own the lesser of 15,000 shares or \$250,000. All of our directors currently meet this requirement, with the exception of Ms. Lang and Mr. Taysom, each of whom will have six years from the date they joined the board to meet the requirement.

## Hedging, Pledging and Insider Trading Policy

Our insider trading policy prohibits our employees, officers and directors from hedging their ownership of our stock, including a prohibition on short sales and buying or selling of puts and calls. Our insider trading policy also prohibits our employees, officers and directors from purchasing or selling our securities while in possession of material non-public information including, among other things, information concerning data securities breaches or other cyber security events impacting the Company or any of its substantial tenants or business partners.

Our insider trading policy also prohibits our executive officers and directors from pledging our securities or otherwise using our securities as collateral. None of our executive officers or directors holds any of our stock subject to pledge.

## Impact of Regulatory Requirements on Compensation

Section 162(m) of the Code limits to \$1.0 million a publicly held company's tax deduction each year for compensation to any "covered employee." As a REIT, to the extent that any part of our compensation expense does not qualify for deduction under Section 162(m), a larger portion of stockholder distributions may be subject to federal income tax as ordinary income rather than return of capital, and any such compensation allocated to our taxable REIT subsidiary, whose income is subject to federal income tax, would result in an increase in income taxes due to the inability to deduct such compensation.

Although we and the Compensation Committee are mindful of the limits imposed by Section 162(m), even if Section 162(m) applies to certain compensation packages, we nevertheless reserve the right to structure compensation packages and awards in a manner that may exceed the limitation on deduction imposed by Section 162(m).

TABLE OF CONTENTS

## 2018 EXECUTIVE COMPENSATION TABLES

The following tables set forth information concerning the compensation of our NEOs for the three years ended December 31, 2018, reported in accordance with SEC rules.

## Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Donald A. Miller, CFA Chief Executive Officer	2018	740,000	3,167,024(2)	1,147,000	27,659(5)	5,081,683
	2017	720,000	3,192,790(3)	950,486	26,350	4,889,626
	2016	720,000	2,885,893(4)	1,088,044	26,408	4,720,345
Robert E. Bowers Executive Vice President and Chief Financial Officer	2018	465,000	1,149,366(2)	541,000	24,750(5)	2,180,116
	2017	450,000	1,149,412(3)	442,575	24,248	2,066,235
	2016	450,000	1,038,914(4)	521,690	24,282	2,034,886
Christopher A. Kollme(6) Executive Vice President — Finance & Strategy	2018	350,000	434,137(2)	365,000	4,875(5)	1,154,012
	2017	197,885	424,229(3)	344,225	2,619	968,958
C. Brent Smith President and Chief Investment Officer	2018	350,000	630,716(2)	494,000	18,750(5)	1,493,466
	2017	300,000	446,983(3)	400,000	12,190	1,159,173
	2016	262,500	318,973(4)	235,000	8,056	824,529
Robert K. Wiberg Executive Vice President — Northeast Region and Head of Development	2018	330,000	434,137(2)	250,000	24,750(5)	1,038,887
	2017	320,000	446,983(3)	196,700	24,250	987,933
	2016	320,000	404,034(4)	230,000	18,282	972,316

(1)

In accordance with SEC rules, the stock award column includes the annual deferred stock grant and the estimated aggregate grant date fair value of the Performance Share Component of our LTIC program at target levels, even though there is no guarantee that any amounts will ultimately be earned by and paid to the executive. See “Realized Pay Table” and “Stock Vested” table below for the value of actual stock awards which vested during the year ended December 31, 2018.

(2)

Represents the aggregate grant date fair value of potential awards under the 2018 – 20 Performance Share Program at target levels and the deferred stock awards granted in 2018 for 2017 performance, both under our LTIC program. Values are estimated as the total expense associated with each grant to be recognized for financial statement reporting purposes over the respective service period associated with each grant calculated in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718, Share-Based Payments. Pursuant to SEC rules the values are not reduced by an estimate for the probability of forfeiture. The aggregate grant date fair value of the 2017 annual deferred stock award granted in 2018 was based on the closing price of our common stock on the May 17, 2018 grant date of \$17.84 per share. The aggregate grant date fair value of the 2018 Performance

Share Program was based on an estimated fair value per share as of the grant date of \$23.52 per share utilizing a Monte Carlo valuation model that models the plan's potential payoff depending on Piedmont's and its peer group's future stock price movements. The potential value of the 2018-20 Performance Share Program award at the grant date assuming the highest level of performance conditions were achieved would have been (in 000's): Miller — \$3,428; Bowers — \$1,252; Kollme — \$461; Smith — \$461 and Wiberg — \$461.

(3)

Represents the aggregate grant date fair value of potential awards under the 2017 – 19 Performance Share Program at target levels and the deferred stock awards granted in 2017 for 2016 performance, both under our LTIC program. Values are estimated as the total expense associated with each grant to be recognized for financial statement reporting purposes over the respective service period associated with each grant calculated in accordance with ASC Topic 718, Share-Based Payments. Pursuant to SEC rules the values are not reduced by an estimate for the probability of forfeiture. The aggregate grant date fair value of the 2016 annual deferred stock award granted in 2017 was based on the closing price of our common stock on the May 18, 2017 grant date of \$21.38 per share. The aggregate grant date fair value of the 2017 Performance Share Program was based on an estimated fair value per share as of the grant date of \$30.45 per share utilizing a Monte Carlo valuation model that models the plan's potential payoff depending on Piedmont's and its peer group's future stock price movements. The potential value of the 2017 – 19 Performance Share Program award at the grant date assuming the highest level of performance conditions were achieved would have been (in 000's): Miller — \$3,561; Bowers — \$1,282; Kollme — \$498; Smith — \$498 and Wiberg — \$498.

TABLE OF CONTENTS

(4)

Represents the aggregate grant date fair value of potential awards under the 2016 – 18 Performance Share Program at target levels and the deferred stock awards granted in 2016 for 2015 performance, both under our LTIC program. Values are estimated as the total expense associated with each grant to be recognized for financial statement reporting purposes over the respective service period associated with each grant calculated in accordance with ASC Topic 718, Share-Based Payments. Pursuant to SEC rules the values are not reduced by an estimate for the probability of forfeiture. The aggregate grant date fair value of the 2015 annual deferred stock award granted in 2016 was based on the closing price of our common stock on the May 24, 2016 grant date of \$19.91 per share. The aggregate grant date fair value of the 2016 Performance Share Program was based on an estimated fair value per share as of the grant date of \$23.02 per share utilizing a Monte Carlo valuation model that models the plan's potential payoff depending on Piedmont's and its peer group's future stock price movements. The potential value of the 2016 – 18 Performance Share Program award at the grant date assuming the highest level of performance conditions were achieved would have been (in 000's): Miller — \$2,891; Bowers — \$1,041; Smith — \$318 and Wiberg — \$405.

(5)

All other compensation for 2018 was comprised of the following:

Name	Matching Contributions to 401(k) (\$)	Premium for Company Paid Life Insurance (\$)	Executive Health Physical (\$)	Total Other Compensation (\$)
Donald A. Miller, CFA	24,500	250	2,909	27,659
Robert E. Bowers	24,500	250	—	24,750
Christopher A. Kollme	4,625	250	—	4,875
C. Brent Smith	18,500	250	—	18,750
Robert K. Wiberg	24,500	250	—	24,750

Other than our Chief Executive Officer's executive health physical, the above benefits were paid pursuant to the same benefit plans offered to all of our employees.

(6)

Mr. Kollme became employed by us on June 1, 2017.

Realized Pay Table

As noted in the Summary Compensation Table above, SEC rules require the stock award column of the Summary Compensation Table to include the estimated aggregate grant date fair value (calculated utilizing a Monte Carlo valuation model that models the plan's potential payoff depending on Piedmont's and its peer group's future stock price movements) of the performance share component of our LTIC program at target levels, even though there is no guarantee that any amounts will ultimately be earned by and paid to the executive. In addition, SEC rules require the entire aggregate grant date fair value of the deferred stock award component of our LTIC program to be included in the year the award is granted although such awards vest over a three-year period. As a supplement to the Summary Compensation Table, the table below shows the compensation actually realized by each of our NEOs during the three years ended December 31, 2018. The realized pay during the three year period is less than the value shown in the summary compensation table as the realized pay, specifically the value of vesting stock awards, is affected by our stock price performance, and as such, reflects the pay for performance orientation of our executive compensation program.

37

TABLE OF CONTENTS

In the table below, the stock award column is calculated by multiplying the number of shares that actually vested during the respective year by our closing stock price on the vesting date, and adding the value of any dividend equivalents rights that were paid to the NEO in conjunction with the vestings of the stock:

## 2018 REALIZED PAY TABLE

Name and Principal Position	Year	Salary (\$)	Stock Awards That Vested (\$ (1))	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Donald A. Miller, CFA Chief Executive Officer and President	2018	740,000	2,857,400	1,147,000(2)	27,659(3)	4,772,059
	2017	720,000	2,764,374	950,486	26,350	4,461,210
	2016	720,000	1,787,612	1,088,044	26,408	3,622,064
Robert E. Bowers Chief Financial Officer, Executive Vice President	2018	465,000	1,042,277	541,000(2)	24,750(3)	2,073,027
	2017	450,000	1,065,359	442,575	24,248	1,982,182
	2016	450,000	691,482	521,690	24,282	1,687,454
Christopher A. Kollme(4) Executive Vice President — Finance and Strategy	2018	350,000	90,270	365,000(2)	4,875(3)	810,145
	2017	197,885	43,743	344,225	2,619	588,472
C. Brent Smith President and Chief Investment Officer	2018	350,000	394,371	494,000(2)	18,750(3)	1,257,121
	2017	300,000	355,057	400,000	12,190	1,067,247
	2016	262,500	232,641	235,000	8,056	738,197
Robert K. Wiberg Executive Vice President — Northeast Region and Head of Development	2018	330,000	538,438	250,000(2)	24,750(3)	1,143,188
	2017	320,000	536,118	196,700	24,250	1,077,068
	2016	320,000	361,588	230,000	18,282	929,870

(1)

Calculated based on the number of shares vesting on each vesting date during the respective year multiplied by the closing price of our common stock on the respective vesting date and adding the value of any dividend equivalent rights paid out in conjunction with the vestings.

(2)

Represents amounts earned during the year ended December 31, 2018, which were paid in February 2019.

(3)

See detail of all other compensation for 2018 included under Summary Compensation Table above.

(4)

Mr. Kollme became employed by us on June 1, 2017.



TABLE OF CONTENTS

## Grants of Plan-Based Awards

The table below sets forth: (1) the threshold, target, and maximum of our 2018 STIC plan and of the Performance Share Component of our 2018 – 20 LTIC plan, and (2) the actual shares that were granted in 2018 pursuant to the Deferred Stock Component of our 2017 LTIC Plan.

	Grant Date	Estimated Potential Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock
		Threshold	Target	Maximum	Threshold (Number of Shares)	Target (Number of Shares)	Maximum (Number of Shares)	Number of Shares of Stock
Donald A. Miller, CFA								
2018 STIC Plan		\$ 555,000	\$ 888,000	\$ 1,480,000				
2018 LTIC Plan —								
2018 – 20 Performance Share Component	May 17, 2018				36,435	72,870	145,740	
2017 LTIC Plan —								
Deferred Stock Component	May 17, 2018						81,453(3)	
Robert E. Bowers								
2018 STIC Plan		\$ 232,500	\$ 465,000	\$ 697,500				
2018 LTIC Plan —								
2018 – 20 Performance Share Component	May 17, 2018				13,313	26,626	53,252	
2017 LTIC Plan —								
Deferred Stock Component	May 17, 2018						29,323(3)	
Christopher A. Kollme								
2018 STIC Plan		\$ 175,000	\$ 350,000	\$ 525,000				
2018 LTIC Plan —								
	May 17,				4,905	9,809	19,618	

2018 – 20 Performance Share Component	2018							
2017 LTIC Plan — Deferred Stock Component	May 17, 2018							11,403(3)
C. Brent Smith								
2018 STIC Plan		\$ 212,500	\$ 425,000	\$ 637,500				
2018 LTIC Plan — 2018 – 20 Performance Share Component	May 17, 2018				4,905	9,809	19,618	
2017 LTIC Plan — Deferred Stock Component	May 17, 2018							22,422(3)
Robert K. Wiberg								
2018 STIC Plan		\$ 115,500	\$ 231,000	\$ 346,500				
2018 LTIC Plan — 2018 – 20 Performance Share Component	May 17, 2018				4,905	9,809	19,618	
2017 LTIC Plan — Deferred Stock Component	May 17, 2018							11,403(3)

(1)  
Represents cash payout opportunity for 2018 under the STIC Plan. The amounts actually earned for 2018 are included in the non-equity incentive plan compensation column of the Summary Compensation Table.

(2)  
Represents the potential number of shares associated with the payout opportunity under the 2018-20 Performance Share Component of the 2018 LTIC Plan. Any amounts earned will be granted in the form of deferred stock in 2021.

(3)

Represents shares awarded in 2018 pursuant to the Deferred Stock Component of the 2017 LTIC Plan (year ended December 31, 2017 performance period).

(4)

Based on an estimated fair value per share as of the grant date calculated utilizing a Monte Carlo valuation model that models the plan's potential payoff depending on Piedmont's and its peer group's future stock price movements

39

---

TABLE OF CONTENTS

Outstanding Equity Awards at Fiscal Year End

The following table provides information regarding unvested time-based stock awards and equity incentive plan awards that had not been earned or vested as of December 31, 2018 held by our NEOs as of December 31, 2018. All market values were determined by multiplying the number of shares of stock that have not vested or the number of unearned unvested shares by the closing price of our common stock on December 31, 2018 of \$17.04 per share and adding the value of any unvested dividend equivalent rights as of December 31, 2018. All equity incentive programs were established pursuant to the Amended and Restated 2007 Omnibus Incentive Plan and no options to purchase shares of our common stock have ever been awarded or granted to our NEOs.

40

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TABLE OF CONTENTS

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END 2018

Name	LTIC Stock Awards		Performance Share Component	
	Deferred Stock Component		Equity Incentive Plan Awards:	Equity Incentive Plan Awards:
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested	Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
Donald A. Miller, CFA:				
May 24,2016 plan award(1)(5)			62,783	\$ 1,246,243
May 24, 2016 award(2)(5)	18,090	\$ 359,087		
May 18, 2017 plan award(3)(6)			102,432	\$ 1,947,232
May 18, 2017 award(2)(6)	33,033	\$ 627,957		
May 17, 2018 plan award(4)(7)			145,740	\$ 2,575,226
May 17, 2018 award(2)(7)	61,090	\$ 1,079,460		
Total	112,213	\$ 2,066,504	310,955	\$ 5,768,701
Robert E. Bowers				
May 24,2016 plan award(1)(5)			22,602	\$ 448,650
May 24, 2016 award(2)(5)	6,512	\$ 129,263		
May 18, 2017 plan award(3)(6)			36,876	\$ 701,013
May 18, 2017 award(2)(6)	11,892	\$ 226,067		
May 17, 2018 plan award(4)(7)			53,252	\$ 940,963
May 17, 2018 award(2)(7)	21,992	\$ 388,599		
Total	40,396	\$ 743,929	112,730	\$ 2,090,626
Christopher A. Kollme				
May 18, 2017 plan award(3)(6)			14,340	\$ 272,603
May 18, 2017 award(2)(6)	4,093	\$ 77,808		
May 17, 2018 plan award(4)(7)			19,618	\$ 346,650
May 17, 2018 award(2)(7)	8,553	\$ 151,132		
Total	12,646	\$ 228,940	33,958	\$ 619,253
C. Brent Smith				
January 3, 2014 award(8)	2,431	\$ 52,777		
May 24,2016 plan award(1)(5)			6,906	\$ 137,084
May 24, 2016 award(2)(5)	2,009	\$ 39,879		

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May 18, 2017 plan award(3)(6)			14,340	\$ 272,603
May 18, 2017 award(2)(6)	4,625	\$ 87,921		
May 17, 2018 plan award(4)(7)			19,618	\$ 346,650
May 17, 2018 award(2)(7)	16,817	\$ 297,156		
Total	25,882	\$ 477,733	40,864	\$ 756,337
Robert K. Wiberg				
January 3, 2014 award(8)	2,431	\$ 52,777		
May 24, 2016 plan award(1)(5)			8,790	\$ 174,482
May 24, 2016 award(2)(5)	2,532	\$ 50,260		
May 18, 2017 plan award(3)(6)			14,340	\$ 272,603
May 18, 2017 award(2)(6)	4,624	\$ 87,902		
May 17, 2018 plan award(4)(7)			19,618	\$ 346,650
May 17, 2018 award(2)(7)	8,553	\$ 151,132		
	18,140	\$ 342,071	42,748	\$ 793,735

(1)

Estimated based on Piedmont's actual relative TSR performance for the three year performance period ended December 31, 2018. Final awards will be determined by the board during 2019 and any shares actually awarded to NEOs will vest immediately upon issuance.

(2)

Awards vest in 25% increments with 25% vesting immediately upon grant and additional 25% increments vesting on the following three anniversary dates of the grant.

TABLE OF CONTENTS

(3)

Estimated based on Piedmont's actual-to-date relative TSR performance for the three year performance period ended December 31, 2019 as of December 31, 2018. Actual awards to be paid to NEOs will be determined during 2020 based on Piedmont's actual relative TSR performance for the three year period ended December 31, 2019 and any shares awarded will vest immediately upon issuance.

(4)

Estimated based on Piedmont's actual-to-date relative TSR performance for the three year performance period ended December 31, 2020 as of December 31, 2018. Actual awards to be paid to NEOs will be determined during 2021 based on Piedmont's actual relative TSR performance for the three year period ended December 31, 2020 and any shares awarded will vest immediately upon issuance.

(5)

Market value of unearned shares is based on our closing stock price as of December 31, 2018 of \$17.04 per share, plus \$2.81 per share of dividend equivalent rights that vest upon vesting of the underlying shares.

(6)

Market value of unearned shares is based on our closing stock price as of December 31, 2018 of \$17.04 per share, plus \$1.97 per share of dividend equivalent rights that vest upon vesting of the underlying shares.

(7)

Market value of unearned shares is based on our closing stock price as of December 31, 2018 of \$17.04 per share, plus \$.63 per share of dividend equivalent rights that vest upon vesting of the underlying shares.

(8)

Award vests pro-rata over five years beginning on the anniversary of the date of grant. Market value of unearned shares is based on our closing stock price as of December 31, 2018 of \$17.04 per share, plus \$4.67 per share of dividend equivalent rights that vest upon vesting of the underlying shares.

## Stock Vested

The following table provides information regarding the actual number of shares vested for each of our NEOs during the year ended December 31, 2018. No options to purchase shares of our common stock have ever been awarded or granted to our NEOs.

## STOCK VESTED FOR 2018

Name	Stock Awards	
	Number of Shares Acquired On Vesting (#)	Value Realized on Vesting (\$)(1)
Donald A. Miller, CFA	142,642	2,857,400
Robert E. Bowers	51,995	1,042,277
Christopher A. Kollme	4,896	90,270
C. Brent Smith	19,711	394,371
Robert K. Wiberg	26,427	538,438

(1)

Value realized on vesting is calculated based on the number of shares vesting on each vesting date during 2018 multiplied by the closing price of our common stock on the respective vesting date and adding the value of any dividend equivalent rights paid out in conjunction with the vestings.

#### Nonqualified Deferred Compensation

Piedmont offers a Nonqualified Deferred Compensation Plan (“NQDCP”) to certain of its employees, including our NEOs, whereby employees may elect to defer a portion of their salary, STIC or LTIC for any given year. Any amounts deferred by the employee are retained by the Company in a Rabbi Trust until the payout date selected by the participant. The participant directs the investment of the funds while they are retained in the Rabbi Trust (which is subject to corporate creditors’ rights) by selecting from various investment options that closely approximate the investment options available to our employees who participate in our 401(k) plan. None of our NEOs participated in the NQDCP during the year ended December 31, 2018.

42

---



TABLE OF CONTENTS

## Potential Payments upon Termination or Change of Control

Potential Payments Pursuant to Agreements in Place as of December 31, 2018.

As of December 31, 2018, Messrs. Miller and Bowers were our only two NEOs that had an employment agreement with us. The terms of their employment agreements are identical and provide for a cash payment in the event of their termination without Cause or resignation for Good Reason, both as defined in their employment agreements and including in the event of a change of control, or in the case of their death or disability. The cash payment is comprised of the following: (i) a pro-rated annual bonus for the year of termination based on the number of service months worked in the year divided by 12; (ii) the executive's annual salary and average bonus (based on bonuses paid over the last three years) times 2; and (iii) two years of continuing medical benefits (one year in the case of death or disability). In addition, all of the participants in our Performance Share Program (including our NEOs) are entitled to receive a pro-rata share of any unvested Performance Share Program awards (see Elements of 2018 Executive Compensation -Long-term Incentive Compensation above) in the event of their termination without Cause or resignation and all of our employees' (including our NEOs') unvested Deferred Stock Unit Awards vest in the event of a change of control of the Company or upon the employees' retirement (defined as minimum age 62), termination without cause, death, or disability. Further, all of our salaried employees, including our NEOs, would receive the following types of accrued benefits upon termination of employment:

any earned but unpaid annual salary, vacation or annual bonus for the year prior to termination;

any un-reimbursed expenses;

distribution of balances under our 401(k) plan;

life insurance proceeds in the event of death; and

disability insurance payouts in the event of disability.

The following table quantifies the potential cash or estimated equivalent cash value of amounts that would be payable to each NEO under the various termination scenarios described above, assuming the event occurred on December 31, 2018:

Name	Termination Without Cause	Resignation For Good Reason	Resignation Without Good Reason	Termination or Resignation in the Event of Change-in-Control	Death or Disability
Donald A. Miller, CFA	9,133,003(1)	9,133,003(1)	3,402,806(6)	9,133,003(1)	9,103,000(1)
Robert E. Bowers	3,967,091(2)	3,967,091(2)	1,229,646(7)	3,967,091(2)	3,937,088(2)
Christopher A. Kollme	526,225(3)	297,285(8)	297,285(8)	526,225(3)	526,225(3)
C. Brent Smith	912,102(4)	434,369(9)	434,369(9)	912,102(4)	912,102(4)
Robert K. Wiberg	813,838(5)	471,767(10)	471,767(10)	813,838(5)	813,838(5)

(1)

Includes \$5,469,310 representing the value of unvested equity awards that would vest upon each triggering event.

(2)

Includes \$1,973,575 representing the value of unvested equity awards that would vest upon each triggering event.

(3)

Includes \$526,225 representing the value of unvested equity awards that would vest upon each triggering event.

(4)

Includes \$912,102 representing the value of unvested equity awards that would vest upon each triggering event.

(5)

Includes \$813,838 representing the value of unvested equity awards that would vest upon each triggering event.

(6)

Includes \$3,402,806 representing the estimated pro-rata value of unvested Performance Share Program awards that would vest upon each triggering event.

(7)

Includes \$1,229,646 representing the estimated pro-rata value of unvested Performance Share Program awards that would vest upon each triggering event.

(8)

Includes \$297,285 representing the estimated pro-rata value of unvested Performance Share Program awards that would vest upon each triggering event.

(9)

Includes \$434,369 representing the estimated pro-rata value of unvested Performance Share Program awards that would vest upon each triggering event.

(10)

Includes \$471,767 representing the estimated pro-rata value of unvested Performance Share Program awards that would vest upon each triggering event.

TABLE OF CONTENTS

The estimated value of all unvested equity awards in the above table is based our closing stock price as of December 31, 2018 of \$17.04 per share, plus applicable dividend equivalent rights that would vest upon the vesting of the underlying shares. Further, the estimated value of all unvested performance share awards in the above table is based on the Company's relative TSR performance for each performance period as of December 31, 2018.

None of our employment or other compensatory agreements provide for tax "gross ups" in the event that any of the above payments are made.

Potential Payments Pursuant to Agreements Put in Place Subsequent to December 31, 2018.

As described above under "Employment and Other Agreements with our NEOs", subsequent to December 31, 2018 we entered into employment agreements with Messrs. Kollme and Smith and a Retirement Agreement with Mr. Miller.

Mr. Smith's employment agreement entitles him to a cash payment based on identical terms to Messrs. Bowers and Miller in the event of his termination without Cause or resignation for Good Reason, except that change of control is omitted from the definition of Good Reason. Mr. Kollme's employment agreement entitles him to a cash payment based on identical terms to Mr. Smith, except that he is only entitled to one year of annual salary and average bonus and one year of medical benefits. After giving consideration to these agreements, in addition to the amounts set forth in the table above, Messrs. Kollme and Smith would also be entitled to potential cash payments of approximately \$748,077 and \$1,914, 352, respectively in the event of a termination without Cause, resignation for Good Reason (both as defined in their employment agreements) or death or disability.

In addition to the pro-rated value of Mr. Miller's unvested Performance Share Program awards set forth under the "Resignation without Good Reason" scenario in the table above, Mr. Miller's Retirement Agreement stipulates that all of his unvested Deferred Stock Unit Awards (estimated value of \$2,066,504 as of December 31, 2018 based on our closing stock price as of December 31, 2018 of \$17.04 per share, plus applicable dividend equivalent rights that would vest upon the vesting of the underlying shares) will vest upon his Retirement Date, as defined in his Retirement Agreement and that he will receive a one-time retirement payment equal to \$1,050,000 to be paid within 30 days after the Retirement Date, and COBRA premiums for continued medical coverage following the Retirement Date.

44

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TABLE OF CONTENTS

Compensation Committee Report

The Compensation Committee is responsible for, among other things, reviewing and approving compensation for the executive officers, establishing the performance goals on which the compensation plans are based and setting the overall compensation principles that guide the committee's decision-making. The Compensation Committee has reviewed the Compensation Discussion and Analysis ("CD&A") and discussed it with management. Based on the review and the discussions with management, the Compensation Committee recommended to the board of directors that the CD&A be included in this 2019 proxy statement and incorporated by reference into the Annual Report on Form 10-K for the year ended December 31, 2018.

The 2018 Compensation Committee:

Frank C. McDowell (Chairman)

Wesley E. Cantrell

Barbara B. Lang

Jeffrey L. Swope

Compensation Committee Interlocks and Insider Participation

None of the members of our Compensation Committee is or has been employed by us. None of our executive officers currently serve, or in the past three years has served, as a member of the board of directors or Compensation Committee of another entity that has one or more executive officers serving on our board of directors.

45

---

TABLE OF CONTENTS

## DIRECTOR COMPENSATION

We pay our non-employee directors a combination of cash and equity compensation for serving on the board of directors.

## Cash Compensation

As compensation for serving on the board of directors, during 2018 we paid each of our non-employee directors an annual retainer of \$65,000 (\$72,500 for Audit Committee members excluding the Chairman) and paid our chairman of the board an additional \$50,000 annual retainer. Additionally, we also paid annual retainers to each of our committee chairmen in the following amounts:

\$20,000 to the Chairman of the Audit Committee;

\$15,000 to the Chairman of the Compensation Committee; and

\$10,000 to the Chairman of each of our other committees.

All directors may receive reimbursement of reasonable out-of-pocket expenses incurred in connection with attendance at meetings of the board of directors. We do not provide any perquisites to our directors.

## Non-Employee Director Equity Awards

Non-employee directors are granted an equity award pursuant to the Amended and Restated 2007 Omnibus Incentive Plan either annually or upon their initial appointment to the board of directors. The annual award is equivalent to \$80,000 payable in the form of shares of our common stock and vests upon the earlier of the first anniversary of the date of grant or the next annual stockholders meeting. The amount of the award was determined based on the advice and recommendation of our compensation consultant after considering the peer group described in the Compensation Discussion and Analysis. Effective as of the Annual Meeting, the dollar amount of annual non-employee director equity awards will increase to \$90,000.

## 2018 Director Compensation Paid

The following table sets forth information regarding the compensation that we paid to any person that served as one of our non-employee directors during the year ended December 31, 2018. Mr. Miller and Mr. Smith, employees of the Company, do not receive any additional compensation for their service as directors.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	All Other Compensation (\$)	Total (\$)
Kelly H. Barrett	71,875	80,000	—	151,875
Wesley E. Cantrell	75,000	80,000	—	155,000
Frank C. McDowell	133,750	80,000	—	213,750
Barbara B. Lang	65,000	80,000	—	145,000
Raymond G. Milnes, Jr.	85,000	80,000	—	165,000
Jeffrey L. Swope	75,000	80,000	—	155,000
Dale H. Taysom	71,875	80,000	—	151,875

(1)

Amount represents the grant date fair value for financial statement reporting purposes in accordance with FASB ASC Topic 718 and is based on the closing price of our common stock on May 17, 2018, the date of grant, of \$17.84 per share. Shares granted vest on the earlier of the 2019 Annual Meeting of Stockholders or the one year anniversary of the date of grant.



TABLE OF CONTENTS

## EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes shares remaining for future issuance under our Amended and Restated 2007 Omnibus Incentive Plan as of December 31, 2018:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights (#)	Weighted-average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by security holders	—	\$ —	2,204,637
Equity compensation plans not approved by security holders	—	—	—
Total	—	\$ —	2,204,637

## CEO PAY RATIO

Item 402(u) of Regulation S-K sets forth “CEO pay ratio” disclosure requirements that were mandated by Congress pursuant to Section 953(b) of The Dodd-Frank Wall Street Reform and Consumer Protection Act. The rule requires registrants to disclose the ratio of the median employee’s annual total compensation to their Chief Executive Officer’s annual total compensation. Our Chief Executive Officer pay ratio set forth below is a reasonable estimate that has been calculated in accordance with the SEC’s rules regarding the Chief Executive Officer pay ratio disclosure requirements.

As of December 31, 2018, we had 134 full-time employees, with 49 of our employees working in our corporate office located in Atlanta, Georgia, and our remaining employees working in regional and local management offices located primarily in our eight major U.S. markets. These employees are involved in acquiring, developing, leasing, and managing our portfolio of properties. Approximately 67% of our workforce is salaried, with the remaining 33% compensated on an hourly basis.

SEC rules allow us to identify our median employee once every three years unless there has been a change in our employee population or employee compensation arrangements that we reasonably believe would result in a significant change in our CEO pay ratio disclosure. Accordingly, our 2018 CEO pay ratio is calculated utilizing the same median employee identified in 2017. In determining that it was still appropriate to utilize our 2017 median employee for this disclosure, we considered the changes to our employee population and compensation programs during 2018, as well as the absence of a material change in that employee’s job description or compensation during 2018.

During 2017, we identified our median employee by calculating the total 2017 compensation of each of our employees, excluding our Chief Executive Officer, that was included on our November 24, 2017 payroll using the same SEC rules and methodology that were used to calculate our NEOs total compensation as set forth in the Summary Compensation Table below. For employees that were not employed by us for the entire fiscal year, wages and salaries, matching contributions to 401(k), and premiums for company paid life insurance were annualized. Other than annualizing these components, we made no other assumptions, adjustments, or estimates with respect to our employees’ total compensation and used this consistently applied compensation measure to identify our median employee.

For the year ended December 31, 2018, the total compensation of our median employee was \$111,817, and our Chief Executive Officer’s total compensation as reported in the 2018 Summary Compensation Table below was \$5,081,683. The resulting ratio of the total compensation of our Chief Executive Officer compared to that of our median employee for the year ended December 31, 2018 was 45.4:1.

The Summary Compensation Table includes stock grants at the estimated fair value of performance shares at target. No value will be realized unless performance targets are realized, and there is no guarantee that this amount will

ultimately be earned and paid to our Chief Executive Officer.

The Chief Executive Officer pay ratio disclosed above was calculated in accordance with SEC rules based upon the methodology described above. The SEC rules do not specify a single methodology for identification of the median employee or calculation of the Chief Executive Officer pay ratio, and other companies may use assumptions and methodologies that

47

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## TABLE OF CONTENTS

are different from those used by us in calculating their Chief Executive Officer pay ratio. Accordingly, the Chief Executive Officer pay ratio disclosed by other companies may not be comparable to our Chief Executive Officer pay ratio as disclosed above.

### COMPENSATION POLICIES AND PRACTICES AS THEY RELATE TO RISK MANAGEMENT

To address potential risk to our stockholders our Compensation Committee designed our compensation programs with the following characteristics:

the Compensation Committee of the board of directors has discretion to adjust any award that is earned based on achievement of performance goals. If the Compensation Committee believes that any of the targets set forth in the compensation plans has been achieved in a manner that is not consistent with the long-term best interests of the Company's stockholders, or believes that the overall compensation to be paid under the terms of the plan is not appropriate for any reason, the Compensation Committee may adjust the calculated compensation associated with that plan accordingly;

oversight of programs (or components of programs) by a broad-based group of individuals, including human resources, finance, internal audit, and an independent compensation consultant;

a mix of compensation elements that provide focus on both short- and long-term goals as well as cash and equity-based compensation so as not to inappropriately emphasize one measure of our performance;

caps on the maximum payouts available and minimum thresholds required before payment under certain incentive programs, including both short and long-term incentive plans;

performance goals within incentive programs that reference reportable, broad-based financial metrics;

setting performance goals that are intended to be challenging yet provide employees a reasonable opportunity to reach the threshold amount, while requiring meaningful performance to reach the target level and substantial performance to reach the maximum level;

equity compensation awards that may be earned or vest over a number of years ensuring that our executives' interests align with those of our stockholders over the long term; and

stock ownership guidelines that require our executive officers and directors to accumulate and maintain a significant ownership interest in the Company.

### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

#### Review, Approval or Ratification of Transactions with Related Persons

Our Code of Ethics, which is posted on our website at [www.piedmontreit.com](http://www.piedmontreit.com), prohibits directors and executive officers from engaging in transactions that may result in a conflict of interest with us. Our Audit Committee and Nominating and Corporate Governance Committee review any transaction a director or executive officer proposes to have with us that could give rise to a conflict of interest or the appearance of a conflict of interest, including any

transaction that would require disclosure under Item 404(a) of Regulation S-K. In conducting this review, these committees ensure that all such transactions are approved by a majority of the board of directors (including a majority of independent directors) not otherwise interested in the transaction and are fair and reasonable to us and on terms not less favorable to us than those available from unaffiliated third parties. No transaction has been entered into with any director or executive officer that does not comply with those policies and procedures. There were no related-party transactions since January 1, 2018 that would require disclosure under Item 404(a) of Regulation S-K.

TABLE OF CONTENTS

## STOCK OWNERSHIP

The following table sets forth certain information regarding the beneficial ownership of shares of our common stock as of February 28, 2019. Except as described below, each stockholder has sole investment and dispositive power over such shares.

Name of Beneficial Owner(1)	Common Stock Beneficially Owned	Percentage(5)
Directors and Named Executive Officers:		
Kelly H. Barrett	15,398	0.01%
Wesley E. Cantrell	35,973	0.03%
Barbara B. Lang	8,791	0.01%
Frank C. McDowell	51,915	0.04%
Raymond G. Milnes, Jr.	19,307	0.02%
Jeffrey L. Swope	65,186	0.05%
Dale H. Taysom	12,324	0.01%
Donald A. Miller, CFA	671,804	0.52%
Robert E. Bowers	217,415	0.17%
Christopher A. Kollme	4,665	*
C. Brent Smith	50,733	0.04%
Robert K. Wiberg	72,766	0.06%
5% Stockholders:		
Blackrock, Inc.(2)	13,652,709	10.62%
LSV Asset Management(3)	7,189,590	5.59%
The Vanguard Group, Inc.(4)	18,977,596	14.76%
All executive officers and directors as a group (17 persons)	1,438,753	1.12%

\*

Less than 0.01% of the outstanding common stock.

(1)

The address of each of the stockholders listed, other than Blackrock, Inc., LSV Asset Management, and The Vanguard Group, Inc., is c/o Piedmont Office Realty Trust, Inc., 5565 Glenridge Connector, Suite 450, Atlanta, Georgia 30342.

(2)

According to Amendment No. 7 to Schedule 13G filed on January 31, 2019 BlackRock Inc. has sole voting power over 13,283,061 shares and dispositive power over 13,652,709 shares. The address of Blackrock, Inc. is 55 East 52nd Street, New York, NY 10055.

(3)

According to Schedule 13G filed on February 12, 2019, LSV Asset Management has sole voting power over 4,628,890 shares and sole dispositive power over 7,189,590 shares. The address of LSV Asset Management is 155 N. Wacker Drive, Suite 4600, Chicago, IL 60606.

(4)

According to Amendment No. 9 to Schedule 13G filed on February 11, 2019, The Vanguard Group has sole voting power over 240,485 shares, shared voting power over 146,800 shares, sole dispositive power over 18,717,692 shares, and shared dispositive power over 259,904 shares. The address of the Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355. We understand that The Vanguard Group, Inc. has determined that it does not own such shares for purposes of the 9.8% ownership limitation in our corporate charter (giving effect to the ownership definitions in our corporate charter), notwithstanding that it is deemed to beneficially own such shares for purposes of SEC regulations.

(5)

Based on 128,595,994 shares outstanding as of February 28, 2019.

None of the shares beneficially owned by our directors or executive officers are subject to pledge and no other persons own 5% or greater of our common stock. Derivative and hedging transactions involving Piedmont stock are strictly prohibited by our Insider Trading Policy.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the Exchange Act, directors, executive officers and any persons beneficially owning more than 10% of our common stock are required to file reports of ownership and changes in ownership of such stock with the SEC. Based solely on our review of copies of these reports filed with the SEC and written representations furnished to us by our officers and directors, we believe that all of the persons subject to the Section 16(a) reporting requirements filed the required reports on a timely basis with respect to fiscal year 2018.

TABLE OF CONTENTS

AUDIT COMMITTEE REPORT

Pursuant to the Audit Committee Charter adopted by the board of directors of Piedmont, the Audit Committee's primary function is to assist the board of directors in fulfilling its oversight responsibilities by overseeing the independent registered public accounting firm and reviewing the financial information to be provided to the stockholders and others, the system of internal control over financial reporting which management has established, and the audit and financial reporting process. The 2018 Audit Committee was composed of three independent directors and met seven times in fiscal year 2018. Management of Piedmont has the primary responsibility for the financial statements and the reporting process, including the system of internal control over financial reporting. Membership on the Audit Committee does not call for the professional training and technical skills generally associated with career professionals in the field of accounting and auditing. In addition, the independent registered public accounting firm devotes more time and has access to more information than does the Audit Committee. Accordingly, the Audit Committee's role does not provide any special assurances with regard to the financial statements of Piedmont, nor does it involve a professional evaluation of the quality of the audits performed by the independent registered public accounting firm.

In this context, in fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements in the Annual Report on Form 10-K with management, including a discussion of the quality and acceptability of the financial reporting and controls of Piedmont; the reasonableness of significant judgments; and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with the independent registered public accounting firm, who is responsible for expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles, its judgments as to the quality and acceptability of the financial and such other matters as are required to be discussed with the Audit Committee under Statement on Auditing Standards No. 61, as amended, AICPA, Professional Standards, Vol. 1 AU, Section 380 as adopted by the Public Company

Accounting Oversight Board (the "PCAOB") in Rule 3200T, and other PCAOB standards, rules of the SEC, and other applicable regulations. The Audit Committee also received from and discussed with the independent registered public accounting firm the written disclosures and the letter required by the applicable requirements of the PCAOB relating to that firm's independence from Piedmont and has discussed with that firm their independence. In addition, the Audit Committee considered the compatibility of non-audit services, if any, provided by the independent registered public accounting firm with the registered public accounting firm's independence.

The Audit Committee discussed with the independent registered public accounting firm the overall scope and plans for its audits. The Audit Committee meets periodically with the internal auditors and the independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of the internal controls, and the overall quality of the financial reporting of Piedmont.

In reliance on these reviews and discussions, the Audit Committee approved the audited financial statements of Piedmont and recommended to the board of directors that they be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the SEC. The board of directors approved the Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the SEC.

The 2018 Audit Committee

Raymond G. Milnes, Jr. (Chairman)

Kelly H. Barrett

Dale H. Taysom

The Report of the Audit Committee to stockholders is not "soliciting material" and is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of Piedmont under the Securities Act of 1933 or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

## TABLE OF CONTENTS

### STOCKHOLDER PROPOSALS

In order to be eligible for presentation at our 2020 annual meeting, our Bylaws require that written notice of any director nominations or other stockholder proposals must be received by our Secretary no earlier than November 4, 2019 and no later than December 4, 2019 at the following address: Thomas A. McKean, Secretary, Piedmont Office Realty Trust, 5565 Glenridge Connector, Suite 450, Atlanta, GA 30342. Pursuant to Rule 14a-8 under the Exchange Act, stockholder proposals submitted for inclusion in our proxy statement for the 2020 Annual Meeting must be received by December 4, 2019.

### HOUSEHOLDING

The SEC has adopted a rule concerning the delivery of disclosure documents. The rule allows us to send a single annual report, proxy statement, proxy statement combined with a prospectus, information statement, or Notice of Internet Availability of Proxy Materials to any household at which two or more stockholders reside if they share the same last name or we reasonably believe they are members of the same family. This procedure is referred to as “Householding.” This rule benefits both you and Piedmont. It reduces the volume of duplicate information received at your household and helps Piedmont reduce expenses. Each stockholder subject to Householding will continue to receive a separate proxy card or voting instruction card.

If any stockholders in your household wish to receive a separate annual report, proxy statement, or Notice of Internet Availability of Proxy Materials, they may call us at 866-354-3485, write to us at Piedmont Shareowner Services at P.O. Box 30170, College Station, TX 77842-3170, or e-mail us at [investor.services@piedmontreit.com](mailto:investor.services@piedmontreit.com). If you are a stockholder that receives multiple copies of our proxy materials or Notice of Internet Availability of Proxy Materials, you may request Householding by contacting us in the same manner and requesting a householding consent.

### OTHER MATTERS

As of the date of this proxy statement, we know of no business that will be presented for consideration at the Annual Meeting other than the items referred to herein. If any other matter is properly brought before the meeting for action by stockholders, proxies in the enclosed form returned to us will be voted in accordance with the recommendation of the board of directors or, in the absence of such a recommendation, in accordance with the discretion of the proxy holder.

**TABLE OF CONTENTS**

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING**

We are providing you with this proxy statement, which contains information about the items to be voted upon at our Annual Meeting. To make this information easier to understand, we have presented some of the information below in a question and answer format.

**Q:**

Will my vote make a difference?

**A:**

Yes — **YOUR VOTE IS VERY IMPORTANT.** Your vote is needed to ensure that the proposals can be acted upon. Your immediate response will help avoid potential delays and may save us significant additional expenses associated with soliciting stockholder votes.

**Q:**

Why am I receiving this proxy statement and proxy card?

**A:**

You are receiving a proxy statement and proxy card from us because our board of directors is soliciting your proxy to vote your shares at the Annual Meeting. This proxy statement describes issues on which we would like you, as a stockholder, to vote. It also gives you information on these issues so that you can make an informed decision.

When you vote using the Internet, by telephone, or by signing and returning the proxy card, you appoint Donald A. Miller, CFA, our Chief Executive Officer, and Robert E. Bowers, our Chief Financial Officer, as your representatives at the Annual Meeting. Messrs. Miller and Bowers will vote your shares at the Annual Meeting as you have instructed them or if an issue that is not on the proxy card comes up for vote, in accordance with their discretion. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is a good idea to vote in advance of the Annual Meeting just in case your plans change.

**Q:**

Why did I receive a Notice of Internet Availability of Proxy Materials in the mail instead of a printed set of proxy materials?

**A:**

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we are permitted to furnish our proxy materials over the Internet to our stockholders by delivering a notice in the mail. If you received a notice by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the notice instructs you on how to access and review the proxy statement and annual report over the Internet at [www.envisionreports.com/PDM](http://www.envisionreports.com/PDM). The notice also instructs you on how you may vote. If you received a notice by mail and would like to receive a printed copy of our proxy materials, you

should follow the instructions for requesting these materials contained on the notice.

**Q:**

When is the Annual Meeting and where will it be held?

**A:**

The Annual Meeting will be held on Wednesday, May 15, 2019, at 11:00 a.m. (Eastern daylight time) at the Hyatt Regency Atlanta Perimeter at Villa Christina, 4000 Summit Boulevard, Atlanta, GA 30319.

**Q:**

What is the record date?

**A:**

The record date is March 8, 2019. Only holders of record of common stock as of the close of business on the record date will be entitled to vote at the Annual Meeting.

Q:  
How many shares of common stock are outstanding and can vote?

A:  
As of the close of business on the record date, there were 125,595,994 shares of our common stock issued and outstanding. Every stockholder is entitled to one vote for each share of common stock held.

Q:  
How many votes do you need to hold the Annual Meeting?

A:  
In order for us to conduct the Annual Meeting, we must have a quorum, which means that a majority of our outstanding shares of common stock as of the record date must be present in person or by proxy at the Annual Meeting. Your shares will be counted as present at the Annual Meeting if you:

vote over the Internet or by telephone;

properly submit a proxy card (even if you do not provide voting instructions); or

attend the Annual Meeting and vote in person.

As discussed below, shares which are counted as broker non-votes will also be counted for purposes of determining whether a quorum is present. Once a share is represented for any purpose at the Annual Meeting, it will be deemed present for quorum purposes for the remainder of the meeting (including any meeting resulting from any adjournments or postponements of the Annual Meeting, unless a new record date is set).



TABLE OF CONTENTS

Q:

What items am I being asked to vote on at the Annual Meeting?

A:

You are being asked to:

(i)  
elect nine directors to hold office for terms expiring at our 2020 annual meeting of stockholders and until their successors are duly elected and qualified;

(ii)  
ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2019;

(iii)  
approve, on an advisory basis, the compensation of the named executive officers as disclosed in this proxy statement.

No cumulative voting rights are authorized, and dissenter's rights are not applicable to the matters being voted upon.

Q:

How do I vote if I am a registered stockholder?

A:

If you are a registered stockholder, meaning that your shares are registered in your name, you have four voting options as described below:

You may vote by using the Internet. The address of the website for Internet voting can be found on your proxy card. Internet voting is available 24 hours a day until 11:59 p.m. Eastern daylight time on May 14, 2019.

You may vote by telephone. The toll-free telephone number can be found on your proxy card. Telephone voting is available 24 hours a day until 11:59 p.m. Eastern daylight time on May 14, 2019.

You may vote by mail. If you choose to vote by mail, simply mark and sign your proxy card and return it in the enclosed prepaid and addressed envelope. Voted proxy cards must be mailed and received by 11:59 p.m. Eastern daylight time on May 14, 2019 in order to be counted.

You may vote by attending the Annual Meeting and voting in person.

If you have Internet access, we encourage you to record your vote on the Internet. It is convenient, and it saves us significant postage and processing costs. In addition, when you vote via the Internet or by phone prior to the meeting date, your vote is recorded immediately and there is no risk that postal delays will cause your vote to arrive late and, therefore, not be counted. For further instructions on voting, see your enclosed proxy card in this proxy statement or the Notice of Internet Availability of Proxy Materials.

Q:

Are voting procedures different if I hold my shares in the name of a broker, bank or other nominee?

A:

If your shares are held in “street name” through a broker, bank or other nominee, please refer to your proxy card or the instructions provided by your broker, bank, or other nominee regarding how to vote your shares or to revoke your voting instructions. The availability of telephone and Internet voting depends on the voting processes of the broker, bank or other nominee.

Written ballots will be passed out to anyone who wants to vote at the Annual Meeting. However, if you hold your shares in street name, you must obtain a legal proxy from your broker, bank or other nominee to be able to vote in person at the Annual Meeting.

Q:

What are broker non-votes?

A:

A “broker non-vote” occurs when a beneficial owner fails to provide voting instructions to his or her broker as to how to vote shares held by the broker in street name and the broker does not have discretionary authority to vote without instructions. If your shares are held in “street name” through a broker, bank or other nominee and you do not provide voting instructions, your broker, bank or other nominee only has discretionary authority to vote your shares on your behalf for “routine” matters. The only “routine” matter being considered at the Annual Meeting is the ratification of our independent registered public accounting firm. As a result, brokers, banks and other nominees will have authority to vote their customers’ shares with regard to that proposal (but not any other proposal) if their customers do not provide voting instructions. On “non-routine” matters, such as the election of directors and the approval, on an advisory basis, of the compensation of the named executive officers, brokers, banks and other nominees cannot vote their customers’ shares without receiving voting instructions from the beneficial owner of such shares.

Q:

How are abstentions and broker non-votes counted and what vote is required for each proposal?

A:

The shares of a stockholder whose proxy on any or all proposals is marked as “abstain” will be included in the number of shares present at the annual meeting for the purpose of establishing the presence of a quorum. As described above, broker non-votes will be counted for purposes of establishing a quorum.

**TABLE OF CONTENTS**

The following table summarizes the voting requirement for each of the proposals under our By-Laws and the effect of abstentions and broker non-votes on each proposal:

Proposal Number	Item	Votes Required for Approval	Abstentions	Broker Non-Votes	Board Voting Recommendation
1	Election of nine directors	Majority of votes cast(1)	Not Counted	Not Voted	FOR EACH
2	Ratify the appointment of Deloitte & Touche LLP	Majority of votes cast	Not Counted	Discretionary vote	FOR
3	Approve, on an advisory basis, the compensation of the named executive officers	Majority of votes cast	Not Counted	Not Voted	FOR

(1)

A majority of the votes cast means that the number of shares voted FOR a director must exceed the number of shares voted AGAINST that director for a nominee to be elected to that seat. In order to enhance your ability to influence the composition of the board of directors in an uncontested election, we have adopted a majority voting policy for the election of non-employee directors. The policy, which is part of our Corporate Governance Guidelines, sets forth our procedures if a nominee receives more “AGAINST” votes than “FOR” votes. In an uncontested election, any non-employee nominee for director who receives a greater number of votes against his or her election than votes for his or her election is required to promptly tender his or her resignation. Our Nominating and Corporate Governance Committee is required to promptly consider and make a recommendation to the board of directors with respect to the offer of resignation. The board is then required to take action with respect to this recommendation. Our majority voting policy is more fully described below under “Information Regarding the Board of Directors and Committees — Majority Voting Policy.”

Proxies that are properly executed and delivered, and not revoked, will be voted as specified on the proxy card. If you properly execute and deliver a proxy card or vote your shares via the internet but do not provide voting instructions, your shares will be voted as listed in the “Board Voting Recommendation” column in the table above.

Q:

What happens if a nominee is unable to serve if elected?

A:

If a nominee is unable to serve if elected, the board of directors may reduce the number of directors that serve on the board or designate a substitute nominee. If the board of directors designates a substitute nominee, shares represented by proxies voted for the nominee who is unable to stand for election will be voted for the substitute nominee. In no event will more than nine directors be elected at the Annual Meeting. Neither our management nor our board of directors has any reason to believe that any nominee for election at the Annual Meeting will be unable to serve if elected, however.

Q:

What if I vote and then change my mind?

A:

If you are a registered stockholder, you have the right to revoke your proxy at any time before 11:59 p.m. Eastern daylight time on May 14, 2019 by:

voting again over the Internet or by telephone;

giving written notice to Thomas A. McKean, our Secretary; or

returning a new, valid proxy card bearing a later date, that is received before such time.

You may also revoke your proxy by attending the Annual Meeting and voting in person.

If you hold your shares in the name of a broker, bank, or other nominee, please refer to your broker's proxy card or instructions for the procedures you need to follow to revoke your vote.

Q:

How will the proxies be voted?

A:

Any proxy that is received in time, is properly signed and is not revoked will be voted at the Annual Meeting in accordance with the directions of the stockholder signing the proxy. If you return a signed proxy card but do not provide voting instructions, your shares will be voted FOR all of the ninenominees to serve on the board of directors; FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2019; and FOR the approval, on an advisory basis, of the compensation of the named executive officers.

Q:

Is this proxy statement the only way that proxies are being solicited?

A:

No. In addition to mailing proxy solicitation material, Georgeson, Inc. (our third party proxy solicitor) and our directors and employees may also solicit proxies in person, via the Internet, by telephone or by

TABLE OF CONTENTS

any other electronic means of communication we deem appropriate.

Q:

Who pays the cost of this proxy solicitation?

A:

We will pay all the costs of mailing and soliciting these proxies. Our employees will not be paid any additional compensation for soliciting proxies. Georgeson, Inc. will be paid a fee of approximately \$6,500 plus \$4.00 per phone vote as well as out-of-pocket expenses for its services as our proxy solicitor. We may also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to beneficial owners.

Q:

How can I obtain additional copies of this proxy statement or other information filed with the SEC relating to this solicitation?

A:

Our stockholders may obtain additional copies of this proxy statement, our Annual Report to Stockholders for fiscal 2018 and all other relevant documents filed by us with the SEC free of charge from our website at [www.piedmontreit.com](http://www.piedmontreit.com) or by calling Shareowner Services at 866-354-3485.

In addition, we file annual, quarterly and special reports, proxy statements and other information with the SEC. Our SEC filings are available to the public on the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

55

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TABLE OF CONTENTS



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01 - Frank C. McDowell04 - Barbara B. Lang07 - C. Brent Smith02 - Kelly H. Barrett05 - Donald A. Miller, CFA08 - Jeffrey L. Swope03 - Wesley E. Cantrell06 - Raymond G. Milnes, Jr.For Against Abstain For Against Abstain For Against Abstain9 2 B M09 - Dale H. TaysomUsing a black ink pen, mark your votes with an X as shown in this example.Please do not write outside the designated areas.0306QD++Proposals — The Board of Directors recommend a vote FOR all the nominees listed in Proposal 1 and A FOR Proposals 2 – 3.2. RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENTREGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 20193. ADVISORY VOTE TO APPROVE COMPENSATION OF THE NAMEDEXECUTIVE OFFICERS1. Election of Directors:For Against AbstainPlease sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please givefull title.Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box. Signature 2 — Please keep signature within the box.B Authorized Signatures — This section must be completed for your vote to count. Please date and sign below.qIF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.q2019 Annual Meeting Proxy CardFor Against AbstainYou may vote online or by phone instead of mailing this card.OnlineGo to [www.envisionreports.com/PDM](http://www.envisionreports.com/PDM) orscan the QR code — login details arelocated in the shaded bar below.Save paper, time and money!Sign up for electronic delivery at[www.envisionreports.com/PDM](http://www.envisionreports.com/PDM)PhoneCall toll free 1-800-652-VOTE (8683) withinthe USA, US territories and CanadaVotes submitted electronically must bereceived by 11:59pm, EDT, on May 14, 2019Your vote matters – here’s how to vote!

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TABLE OF CONTENTS



Small steps make an impact. Help the environment by consenting to receive electronic delivery, sign up at [www.envisionreports.com/PDM](http://www.envisionreports.com/PDM) Notice of 2019 Annual Meeting of Stockholders Proxy Solicited by Board of Directors for Annual Meeting — May 15, 2019 Donald A. Miller, CFA, Robert E. Bowers, or either of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the 2019 Annual Meeting of Stockholders of Piedmont Office Realty Trust, Inc. to be held on May 15, 2019 or at any postponement or adjournment thereof. Shares represented by this proxy will be voted as directed by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR the election of each nominee for the Board of Directors and FOR items 2-3. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting. (Items to be voted appear on reverse side) Piedmont Office Realty Trust, Inc. q IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q Change of Address — Please print new address below. Comments — Please print your comments below. C Non-Voting Items ++ Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Stockholders. The material is available at: [www.envisionreports.com/PDM](http://www.envisionreports.com/PDM)

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