

CITY OFFICE REIT, INC.

SECOND AMENDED AND RESTATED CODE OF BUSINESS CONDUCT AND ETHICS

The following shall constitute the Code of Business Conduct and Ethics of City Office REIT, Inc. (the “Company”):

I. INTRODUCTION

The Code of Business Conduct and Ethics of the Company (the “Code of Business Conduct and Ethics”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, officers and directors of the Company (individually “you,” and collectively, “Company personnel”). All Company personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code of Business Conduct and Ethics, you must comply with the law; however, if a local custom or policy conflicts with this Code of Business Conduct and Ethics, you must comply with the Code of Business Conduct and Ethics. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code of Business Conduct and Ethics will be subject to disciplinary action, which may include, without limitation, termination of your employment. If you are in a situation that you believe may violate or lead to a violation of this Code of Business Conduct and Ethics, please follow the guidelines described in Section XVII of this Code of Business Conduct and Ethics.

II. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obedying the law, and applicable rules and regulations, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. All Company personnel must respect and obey the laws of the municipalities, states and countries in which the Company operates. Although not all Company personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

The Company may hold information and training sessions to promote compliance with laws, rules and regulations.

III. CONFLICTS OF INTEREST

A “conflict of interest” exists when an individual’s private interest interferes or appears to interfere with the interests of the Company. A conflict of interest situation can arise when an individual takes actions or has interests that may make it difficult to perform his or her services to the Company objectively and effectively. Conflicts of interest may also arise if you or a member of your family, receives improper personal benefits as a result of your position in the Company.

Loans to, or guarantees of obligations of, Company personnel or their family members may create conflicts of interest.

It is almost always a conflict of interest for any Company personnel to work simultaneously for a competitor, tenant, sub-contractor, asset or property manager or other customer or supplier. Accordingly, you are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with the Company's customers, suppliers or competitors, except on the Company's behalf.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors of the Company (the "Board"), such as the Company's Related Person Transaction Policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Company's Secretary. Any Company personnel who becomes aware of a conflict of interest or a potential or apparent conflict of interest should bring it to the attention of the Chair of the Company's Audit Committee, and if appropriate, a supervisor, manager or other appropriate personnel within the Company, or consult the procedures described in Section XVII of this Code of Business Conduct and Ethics.

IV. INSIDER TRADING

Company personnel who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the Company's business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions about this subject, please consult the Company's Secretary. You are reminded that the Company has a separate and distinct Insider Trading Policy, to which each Company personnel is subject. Please refer to that policy and ensure your compliance with it.

V. CORPORATE OPPORTUNITIES

Company personnel are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. No Company personnel may use corporate property, information, or position for improper personal gain, and no Company personnel may compete with the Company directly or indirectly. Company personnel owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

VI. COMPETITION AND FAIR DEALING

The Company seeks to outperform competition fairly and honestly. The Company seeks competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each Company personnel should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees.

No Company personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers or violate laws such as the Foreign Corrupt Practices Act (the “FCPA”). No gift or entertainment should ever be offered, given, provided or accepted by any Company personnel or any family member of Company personnel unless it: (1) is not a cash gift; (2) is consistent with customary business practices; (3) cannot be construed as a bribe or payoff; and (4) does not violate any laws or regulations. Furthermore, no gifts may be made to any government officials as that term is defined by the FCPA. Please discuss with your supervisor any gifts or proposed gifts that you are not certain are appropriate. Company personnel are generally required to refrain from accepting gifts from brokers, vendors, or other persons in a business relationship with the Company; provided, however, that customary business lunches, dinners and entertainment may be accepted.

VII. DEALINGS WITH THE PRESS AND COMMUNICATIONS WITH THE PUBLIC

The Company’s Chief Financial Officer and Chief Executive Officer are the Company’s principal public spokespersons. If someone outside the Company asks questions or requests information regarding the Company, its business or financial results, Company personnel should not respond. All requests for information from reporters, securities analysts, stockholders or the general public must be referred to the Chief Executive Officer, who will handle the request or delegate it to an appropriate person.

VIII. DISCRIMINATION AND HARASSMENT

Equal employment opportunity has been, and will continue to be, a fundamental principle at the Company, where employment is based upon personal capabilities and qualifications without discrimination. The Company will not tolerate discrimination against any person on the basis of race, color, religious creed, sex, age, gender identity or expression, sexual orientation, national origin, ancestry, ethnicity, mental disability, physical disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), marital status, pregnancy, genetic information, veteran status, military status or any other protected characteristic as established by law, in recruiting, hiring, compensation, benefits, termination or other terms or conditions of employment.

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. This policy applies to conduct that is made a condition of employment, is used as a basis for employment decisions, creates an intimidating, hostile or offensive working environment or unreasonably interferes with an individual’s work performance.

If you believe you have been subject to harassment of any kind, you should promptly report the incident to your manager, the Chief Financial Officer or the Secretary.

Complaints of harassment or discrimination will be investigated promptly and will be kept confidential to the extent reasonably possible. Employees who engage in acts of harassment and

discrimination are subject to corrective action that may include termination of employment. The Company will not retaliate against anyone for making a good faith complaint or report of harassment or discrimination or participating in the investigation of the complaint or report. Retaliation is a serious violation of the Company's discrimination and harassment policy and, like discrimination or harassment itself, may subject the offender to corrective action that may include termination of employment.

IX. HEALTH AND SAFETY

The Company strives to provide all Company personnel with a safe and healthful work environment. Each Company personnel has responsibility for maintaining a safe and healthy workplace for all Company personnel by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Company personnel should report to work in condition to perform their duties, free from the influence of drugs or alcohol. The use of drugs in the workplace will not be tolerated.

X. RECORD-KEEPING

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many Company personnel regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation, and fully disclosed to the Board.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to, among other things, e-mail, internal memos, text messages, voice mail messages, messages posted to social networking or other internet websites, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies, if any are in place at the relevant time. In accordance with those policies, in the event of litigation or governmental investigation it is essential to follow the advice of the Company's legal counsel. Whenever litigation or an investigation is pending or threatened, every potentially relevant document must be preserved unless destruction has been approved by the Company's legal counsel.

XI. CONFIDENTIALITY

Company personnel must maintain confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized by the Company's legal counsel or required by laws or regulations. The obligation to preserve confidential information continues even after employment ends. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Confidential information also includes items such as non-public information concerning the Company's business, financial results and prospects and potential corporate transactions. Company personnel are required to keep such information confidential during service with the Company as well as thereafter and not to use, disclose or communicate that confidential information other than in the course of their work for the Company. The consequences to the Company and Company personnel concerned can be severe where there is unauthorized disclosure of any non-public, privileged or proprietary information.

For more information regarding restrictions on the disclosure of material non-public information, please refer to the Company's "Regulation FD and Disclosure Policies."

XII. PROTECTION AND PROPER USE OF COMPANY ASSETS

All Company personnel should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported to the Chief Financial Officer and internal auditor for investigation. All Company assets should be used for legitimate business purposes. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

Company personnel have an obligation to protect the Company's assets including its proprietary information. Proprietary information includes intellectual property, such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties.

XIII. PAYMENTS TO GOVERNMENT PERSONNEL

The FCPA prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make payments to government officials of any country. The term government officials is broadly defined under the FCPA and therefore consultation with the Company's legal counsel is advised prior to making any payments that may be subject to the FCPA.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's legal

counsel can provide guidance to you in this area. Similar to the FCPA, the definition of government officials is broadly defined and therefore guidance and approval should be obtained prior to gifts or entertainment being made.

XIV. POLITICAL CONTRIBUTIONS AND ADVOCACY

The Company will not endorse, support or make contributions or payments to any political parties or candidates, including through political action committees, campaign funds, trade or industry associations or similar organizations. For example, the Company will not purchase tickets, pay fees or reimburse expenses for any event where any portion of the funds will be used for election campaigns. Company personnel should refrain from making any political contribution as a representative of the Company and should not use work time or Company assets in support of political parties or candidates. The Company will not reimburse Company personnel for any personal contributions.

Contact with the government for the purpose of influencing legislation, regulations or decision-making may constitute lobbying and may require special registrations or disclosures. Any Company personnel acting on behalf of the Company who believes such actions could have political implications should contact the Company's legal counsel.

XV. DISCLOSURE POLICY

It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in all documents required to be filed with or furnished or submitted to the United States Securities and Exchange Commission and in all other public communications. The Company expects all Company personnel to act in a manner that supports this policy. You are reminded that the Company has separate disclosure policies for compliance with Regulation FD and other disclosure controls and procedures, and you are asked to please refer to the policies set forth therein. In addition, Company personnel are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead the Company's independent auditors for the purpose of rendering the financial statements of the Company misleading.

XVI. WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS

Any waiver of this Code of Business Conduct and Ethics for executive officers or directors may be made only by the Nominating and Corporate Governance Committee of the Board and will be promptly disclosed to shareholders as required by law or stock exchange regulation.

XVII. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Company personnel are encouraged to openly and honestly talk to the Chair of the Audit Committee of the Board, any other non-management member of the Board, supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct made in good faith by employees. Company personnel are expected to cooperate in internal investigations of misconduct. You are reminded that the Company has adopted a Whistleblower Policy, and you are asked to please refer to the guidelines set forth therein.

XVIII. COMPLIANCE PROCEDURES

The Company and Company personnel must all work to ensure prompt and consistent action against violations of this Code of Business Conduct and Ethics. However, in some situations it is difficult to know if a violation has occurred or may occur. Because the Company cannot anticipate every situation that will arise, it is important that the Company has a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, the Company must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, you should feel free to discuss an issue with the Chair of the Audit Committee of the Board, or any other non-management member of the Board.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

XIX. ACCOUNTABILITY

You will be accountable for adherence to this Code of Business Conduct and Ethics. Violations of this Code of Business Conduct and Ethics may result in a variety of disciplinary actions, including termination of employment and civil or criminal penalties.

CITY OFFICE REIT, INC.
CODE OF BUSINESS CONDUCT AND ETHICS ACKNOWLEDGEMENT

I, _____, acknowledge that I have read and understood the Code of Business Conduct and Ethics of City Office REIT, Inc. and agree to conduct myself in accordance with the Code of Business Conduct and Ethics.

Date

Signature

Position

Location/Property

Entity Name