

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

A committee of the board of directors of Brookfield Office Properties Inc. (the “Corporation”) to be known as the Human Resources and Compensation Committee (the “Committee”) shall have the following terms of reference:

MEMBERSHIP AND CHAIRPERSON

Following each annual meeting of shareholders, the board of directors of the Corporation (the “Board”) shall appoint from its number three or more directors (the “Members” and each a “Member”) on recommendation of the Governance and Nominating Committee to serve on the Committee until the close of the next annual meeting of shareholders of the Corporation or until the Member ceases to be a director, resigns or is replaced, whichever first occurs. The Committee shall be comprised of 2 or more Independent Directors and one representative of Brookfield Asset Management Inc. Any Member may be removed from office or replaced at any time by the Board.

The Board shall appoint one of the directors as the Chairperson of the Committee. If the Chairperson is absent from a meeting, the Members shall select a Chairperson from those in attendance to act as Chairperson of the meeting.

RESPONSIBILITIES

The Committee shall:

- (a) review the existing human resources and plans to ensure that qualified personnel will be available for succession to senior management positions within the Corporation, and report on this matter to the Board at least annually;
- (b) consider proposed changes in senior management, and submit for the Board’s consideration and approval, the names of persons proposed to be appointed as officers;
- (c) annually review the position description of the Chief Executive Officer and establish objectives against which to review and assess the Chief Executive Officer’s performance;
- (d) assess the performance of the Chief Executive Officer against the pre-agreed objectives and , either as a Committee or together with other Independent Directors (as directed by the Board), develop a recommendation on the Chief Executive Officer’s compensation level based on this assessment and make recommendations to the Board with respect to the salary, performance awards and other remuneration to be paid to the Chief Executive Officer including any severance arrangements; and should the Committee consider that any adjustment thereto or awards thereunder would be appropriate, recommend such adjustments and awards for Board consideration and approval;
- (e) in consultation with the Chief Executive Officer, review and make recommendations to the Board with respect to salaries, performance awards and other remuneration including any severance arrangements of the Corporation’s senior management (other than the Chief Executive Officer); and should the Committee consider that any adjustment thereto or awards thereunder would be appropriate, recommend such adjustments and awards for Board consideration and approval;

- (f) review and make recommendations to the Board with respect to the Corporation's incentive-compensation and equity based compensation plans, and make recommendations for Board consideration with respect to any proposed material amendments to, and any proposed awards (or changes in previous awards) under, such plans;
- (g) review and make recommendations to the Board with respect to any change to the Corporation's compensation and benefit plans involving a material annual change in cost to the Corporation, and if the Corporation is required to prepare an accounting restatement due to material non-compliance with any financial reporting requirements, the Committee will:
 - determine the amount, if any, of any bonus or other incentive-based or equity-based compensation and profits realized from the sale of securities of the Corporation that must be reimbursed to the Corporation by the Chief Executive Officer and the Chief Financial Officer in accordance with section 304 of the Sarbanes-Oxley Act of 2002; and
 - take appropriate steps to ensure that such amount is reimbursed;
- (h) approve certain off-cycle option grants in accordance with the Corporation's Stock Option Grant Policy; and
- (i) review and approve the "Report on Executive Compensation" section of the Corporation's management proxy circular.

REPORTING

The Committee will regularly report to the Board on all significant matters it has addressed and with respect to such other matters that are within its responsibilities.

REVIEW AND DISCLOSURE OF CHARTER

The Committee will review this Charter at least annually and submit it to the Governance and Nominating Committee together with any proposed amendments. The Governance and Nominating Committee will review the Charter and submit it to the Board for approval with such further amendments as it deems necessary and appropriate.

This Charter will be posted on the Corporation's Web site and the annual report of the Corporation will state that this Charter is available on the Web site.

ASSESSMENT

At least annually, the Governance and Nominating Committee will review the effectiveness of the Committee in fulfilling its responsibilities and duties as set out in this Charter and in a manner consistent with the corporate governance guidelines adopted by the Board.

ACCESS TO OUTSIDE ADVISOR

The Committee may retain at any time, without the Board's approval any independent advisor, including compensation consultants, legal counsel and other advisors, each of whom will report directly to and be compensated by the Committee. The Committee has the authority to determine any such

advisor's fees and other retention terms. For greater certainty, the Committee has sole authority to retain and terminate any consulting firm to be used to evaluate the Chief Executive Officer or the compensation of the Chief Executive Officer or other senior management.

MEETINGS

Meetings of the Committee may be called by any Member, the Chairperson of the Board or the Chief Executive Officer of the Corporation. Meetings will be held at least twice a year and at such additional times as is necessary for the Committee to fulfill its responsibilities. The Committee shall appoint a secretary to be the secretary of each meeting of the Committee and to maintain minutes of the meeting and deliberations of the Committee.

The powers of the Committee shall be exercisable at a meeting at which a quorum is present. A quorum shall be not less than a majority of the Members from time to time. Matters decided by the Committee shall be decided by majority vote. Subject to the foregoing, the *Canada Business Corporations Act* and the by-laws, and unless otherwise determined by the Board, the Committee shall have the power to regulate its procedure.

Notice of each meeting shall be given to each Member, and to the Chairman of the Board and the Chief Executive Officer of the Corporation. Notice of meeting may be given orally in person or by telephone or by letter, by facsimile or other electronic means not less than 24 hours before the time fixed for the meeting. Members may waive notice of any meeting and attendance at a meeting is deemed waiver of notice. The notice need not state the purpose or purposes for which the meeting is being held.

The Committee may invite from time to time such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

DEFINITION

Capitalized terms used in this Charter and not otherwise defined have the meaning attributed to them below:

"Independent Director" means a director who has been affirmatively determined by the Board to have no material relationship with the Corporation, its parent or a subsidiary corporation, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation. In addition, a director will be deemed to have a material relationship if he or she has one of the following relationships with the Corporation (which in each case below must be read as including a parent company or subsidiary of the Corporation):

- (a) the director is or was within the last three years an employee or executive officer (or has an immediate family member who is or was within the last three years an executive officer) of the Corporation. A director is not disqualified from being independent if he or she previously acted as an interim chief executive office of the Corporation, or currently acts or previously acted as a part-time chair or vice-chair of the Board or any Board committee;
- (b) the director (a) is a partner of or employed by the Corporation's internal or external auditor; (b) was within the last three years a partner or employee of that auditing firm and personally worked on the Corporation's audit within that time; or (c) has a spouse,

minor child or a child who lives in the director's home and who (i) is a partner of the Corporation's internal or external auditor; (ii) is an employee of the auditing firm and works in the audit, assurance or tax compliance (but not tax planning) practice; or (iii) was within the last three years a partner or employee of that auditing firm and personally worked on the Corporation's audit during that time. For this purpose a "partner" does not include a partner whose interest in the auditing firm is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service, if the compensation is not contingent in any way on continued service;

- (c) the director is or was within the last three years (or has an immediate family member who is or was within the last three years) an executive officer of another entity if any of the Corporation's current executive officers serve or served at the same time on the compensation committee of that entity;
- (d) the director has (or an immediate family member who is employed as an executive officer of the Corporation has) received more than Cdn. \$75,000 in direct compensation from the Corporation in any 12-month period within the last three years, other than (a) fees for acting as a director or committee member, including as the Chairperson of the Board or a Board committee; and (b) fixed amounts of compensation under a retirement or deferred compensation plan for prior service with the Corporation, if receipt is not contingent in any way on continued service; or
- (e) the director is an employee of (or has an immediate family member who is an executive officer of), another company that has, in the last three fiscal years, made payments to, or received payments from, the Corporation in excess of the greater of US \$1 million and 2% of the other company's consolidated gross revenues.

For the purposes of the definition above, the term "executive officer" means the chair, vice-chair, president, vice-presidents in charge of principal business units, divisions or functions, and any other individual (whether employed by the Corporation or not) who performs a policy-making function in respect of the Corporation, and the term "immediate family member" means the director's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers and sisters-in-law and anyone (other than a domestic employee) who lives in the director's home.

Adopted by the Board of Directors March 22, 2004.

Affirmed by the Board of Directors October 29, 2004.

Affirmed by the Board of Directors November 1, 2005.

Affirmed by the Board of Directors November 1, 2006.

Affirmed by the Board of Directors October 29, 2007.

Amended and Affirmed by the Board of Directors October 27, 2008.

Affirmed by the Board of Directors October 27, 2009.

Amended and Affirmed by the Board of Directors October 27, 2010.

Amended and Affirmed by the Board of Directors November 2, 2011.