



TIER REIT, INC.

NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS

TIME AND DATE: 9:00 a.m. local time on May 3, 2017

PLACE: Park City Club
5956 Sherry Lane, Suite 1700
Dallas, TX 75225

- ITEMS OF BUSINESS:**
- (1) To elect six individuals to serve on the board of directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualify;
 - (2) To hold a non-binding, advisory vote on the compensation of our named executive officers;
 - (3) To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the 2017 fiscal year; and
 - (4) To transact such other business as may properly come before the annual meeting and any adjournments or postponements thereof.

RECORD DATE: You can vote if you are a stockholder of record as of the record date, which is the close of business on March 1, 2017.

ANNUAL REPORT: Our 2016 Annual Report, which is not a part of the proxy soliciting material, has been mailed or made available to each of our stockholders of record as of the close of business on March 1, 2017.

**IMPORTANT NOTICE
OF INTERNET
AVAILABILITY OF
PROXY MATERIALS:**

The proxy statement, including a form of proxy, and our 2016 Annual Report are available online at www.tierreit.com/proxy.

PROXY VOTING:

Your vote is very important. We encourage you to read this proxy statement and submit your proxy as soon as possible, whether or not you plan to attend the annual meeting. You may submit your proxy for the annual meeting by using the telephone or Internet or, if you received a proxy card in the mail, by completing, signing, dating and returning the proxy card in the pre-addressed, postage-paid envelope provided with this proxy statement. For specific instructions on how to vote your shares, please refer to the instructions on the proxy card. If you received a notice of internet availability of proxy materials, please follow the voting instructions in that notice.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Telisa Webb Schelin".

Telisa Webb Schelin
Chief Legal Officer, Executive Vice President & Secretary