

## **CYRUSONE INC.**

### **TRANSACTION COMMITTEE CHARTER**

This Transaction Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of CyrusOne Inc., a Maryland corporation (the “Company”), and will be publicly disclosed if required by the Securities and Exchange Commission (the “SEC”) or the Nasdaq Stock Market (“NASDAQ”).

#### **COMPOSITION**

The Transaction Committee (“Committee”) of the Board shall be a standing committee of the Board and shall consist of a minimum of three directors, at least a majority of whom, as determined by the Board, shall be independent directors.

Members of the Committee shall be appointed by the Board, upon recommendation of the Nominating and Corporate Governance Committee of the Board, and may be removed by the Board in its discretion.

The Board shall appoint, from time to time, from among the Committee members a Chair. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

#### **PURPOSES AND POWERS**

The Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibility with its review and monitoring of corporate strategic transactions and capital expenditures. The Board has authorized and directed the Committee to assume each of the following powers and responsibilities, and any other responsibilities or authority the Board specifically delegates to the Committee, in each case subject to the limitations on the Board or any committee thereof contained in the Company’s governing documents or the Maryland General Corporation Law, as each is in effect from time to time:

1. Review and discuss with management the opportunities and risks of strategic transactions as part of determining whether to recommend a particular transaction to the full Board for approval, or to approve such transaction to the extent consistent with authority delegated by the Board from time to time. For this purpose, “strategic transactions” shall include, but not be limited to, (i) any new development, investment or acquisition, including investments through any indirect transactions such as a joint venture, stock purchase or unit exchange/issuance or like-kind exchange, and (ii) any asset disposition, including through any indirect transactions such as a joint venture or like-kind exchange; and
2. Review and discuss with management proposed increases or adjustments to the Company’s capital budget for any period and, to the extent consistent with any applicable delegation of authority approved by the Board, approve such additional capital or adjustments.

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of further Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's discretion.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall conduct an annual evaluation of the Committee's performance, and discuss the results of the evaluation with the Board.

### **MEETINGS**

The Committee shall meet as frequently as the Committee Chair, the Chief Executive Officer, or the Board deem advisable. The Chair of the Committee (or in his or her absence, a member selected by the Committee) shall preside at each meeting of the Committee and set the agenda for each Committee meeting. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Bylaws that are applicable to the Committee.

Notwithstanding any other provision of this Charter, the Committee may for so long as it deems reasonably necessary maintain the confidentiality of its proceedings from some or all of the other members of the Board, if the Committee determines that such confidentiality is in the best interests of the Company.

### **RESOURCES**

The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any advisors employed by the Committee pursuant to the first sentence of this paragraph and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may also utilize the services of the Company's regular legal counsel or other advisors.

### **DELEGATION OF POWERS AND RESPONSIBILITIES**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, or any member of the Committee, to the extent consistent with the Company's charter, Bylaws and Corporate Governance Guidelines, applicable law, rules and regulations and the rules of any securities exchange on which the Company's securities are listed or admitted to trading.

## **LIMITATIONS ON SCOPE**

Committee members shall serve on the Committee subject to the understanding on their part and the part of management that:

- (1) Committee members who are independent directors are not employees or officers of the Company and are not directly involved in the Company's daily operations and they will not serve as members of the Committee on a full-time basis.
- (2) Committee members expect management to provide the Committee with prompt and accurate information, so that the Committee can discharge its duties properly.
- (3) To the extent permitted by law, Committee members shall be entitled to rely on any information, opinion, report or statement, including any financial statement or other financial data, prepared or presented by an officer or employee of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented, by a lawyer, certified public accountant or other person, as to a matter which the Committee member reasonably believes to be within the person's professional or expert competence, or by a committee of the Board on which the Committee member does not serve, as to a matter within its designated authority, if the Committee member reasonably believes the committee to merit confidence.

Committee members, in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of the Company's charter which:

- (1) Together with the Company's Bylaws, provide indemnification for their benefit; and
- (2) To the fullest extent permitted by law, provide that no current or former director shall be personally liable to the Company or its stockholders for monetary damages.

Approved: April 29, 2019