

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF CYRUSONE INC.**

This Nominating and Corporate Governance 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 on the Company’s website and/or as otherwise required by the Securities and Exchange Commission (the “SEC”) or the NASDAQ Stock Market (“NASDAQ”).

**COMPOSITION**

The Nominating and Corporate Governance Committee of the Board (the “Committee”) will consist of at least three Directors selected by the Board, each of whom, as determined by the Board, shall be “independent” in accordance with the applicable listing standards of NASDAQ. Members of the Committee shall be appointed by the Board, upon recommendation of the Committee, 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 purposes of the Committee shall be:

- (1) To identify individuals to become members of the Board, consistent with the procedures and selection criteria established by the Committee;
- (2) To periodically review the size and composition of the Board and recommend to the Board such modifications to its size and/or composition as are determined by the Committee to be necessary or desirable;
- (3) To recommend to the Board the director nominees for the next annual meeting of stockholders;
- (4) To recommend to the Board individuals to fill vacant Board positions;
- (5) To recommend to the Board committee appointments and chairpersons;
- (6) To develop and recommend to the Board a set of Corporate Governance Guidelines, a Code of Business Conduct and Ethics and related Company policies;

- (7) To periodically review and recommend to the Board updates to the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics and related Company policies;
- (8) To monitor the Company's compliance with applicable corporate governance requirements; and
- (9) To oversee an annual evaluation of the Board and its committees.

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.

### **RESPONSIBILITIES**

In furtherance of its purposes, the Committee shall have the following authority and responsibilities:

- (1) To develop and recommend to the Board a set of Corporate Governance Guidelines, adopt a Code of Business Conduct and Ethics, and to periodically review these and other related Company policies and recommend updates as the Committee deems necessary or desirable.
- (2) To monitor the Company's compliance with corporate governance requirements of state and federal law and the rules and regulations of NASDAQ.
- (3) To develop, annually, in advance of the annual meeting of stockholders, recommendations for membership and chairpersons for Board committees for approval by the full Board. In appropriate circumstances, the Committee, in its discretion, shall consider and recommend to the Board the removal of a director from a standing committee of the Board.
- (4) To periodically review the Board's structure, including the structure of all standing or any *ad hoc* committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of the Board or any Board committees as the Committee deems appropriate.
- (5) To develop a process for evaluating performance of the Board and its committees and to oversee and evaluate the Board and its committees.

- (6) To establish the Selection Criteria attached as Exhibit A to this Charter for prospective members of the Board, and review and revise such criteria from time to time, as the Committee deems appropriate.
- (7) To conduct candidate searches and interviews, oversee the nomination and approval procedures for Director candidates and recommend proposed candidates to the Board for election at each annual meeting of stockholders as well as candidates to fill vacant Board positions as such vacancies arise from time to time.
- (8) To consider any director candidates recommended by the Company's stockholders in accordance with the procedures set forth on Exhibit B hereto; provided that, for any annual meeting, recommendations received after 120 days prior to the anniversary of the date the Company's proxy statement is released to stockholders for the prior year's annual meeting will not be considered timely for consideration by the Committee for that annual meeting. In addition, the Committee may adopt such other policies regarding the consideration of director candidates recommended by the Company's stockholders as the Committee deems advisable.
- (9) To consider and make appropriate recommendations to the full Board when questions of independence arise with respect to existing Board members or potential candidates for election to the Board.
- (10) To perform a review and self-evaluation, at least annually, of the performance of the Committee, including compliance by the Committee with this Charter.
- (11) To review the adequacy of this Charter annually and recommend to the Board any necessary or desirable changes.

## **MEETINGS**

The Committee shall meet not less than three times during each calendar year and may meet more frequently as circumstances warrant. The Chair (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, any search firm to be used to identify director candidates and any other consultants to assist it in the performance of its responsibilities 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 shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for 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 DUTIES**

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 the Company's management that:

- (1) Committee members 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 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: November 7, 2017

## **EXHIBIT A**

### **SELECTION CRITERIA FOR MEMBERS OF THE BOARD OF DIRECTORS OF CYRUSONE INC.**

The Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- Established leadership reputation in his/her field
- Known for good business judgment
- Active in business or academia
- Knowledge of business on a national/global basis
- Meets high ethical standards
- Commitment to regular board/committee meeting attendance
- Familiarity with data center facilities and operations
- Contribution to the Board's diversity of experience, profession, expertise, skill and background (including with respect to race and gender)

## **EXHIBIT B**

### **PROCEDURES REGARDING CANDIDATES RECOMMENDED TO SERVE AS DIRECTORS**

(1) Candidate Recommendations

Any qualified individual or group, including, but not limited to, stockholders, incumbent directors and members of management, may recommend a candidate to serve as a member of the Board at any time. Such recommendations should be directed to the Chair of the Nominating and Corporate Governance Committee or the Corporate Secretary. A recommendation from a stockholder must be submitted in accordance with the procedures described in the Company's proxy statement.

(2) Role of the Nominating and Corporate Governance Committee

Background information on recommended candidates is to be forwarded to the Nominating and Corporate Governance Committee. That Committee will review material on prospective candidates, and, in its discretion, interview potential candidates. If approved by the Committee, the candidate will be recommended to the full Board for consideration.

(3) Role of the Board of Directors

A. Background information on a recommended candidate will be provided to each member of the Board. The Nominating and Corporate Governance Committee Chair may confer with other directors regarding the Committee's recommendation concerning any candidate. Concerns and questions may be referred back to the Nominating and Corporate Governance Committee.

B. When a recommended candidate is generally acceptable to the directors, his/her formal consideration and vote will take place at a Board meeting.

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Note: Any commitment by an incumbent director or any other person making a recommendation to a candidate relative to Board membership is wholly contingent upon a vote of the full Board.