

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ INTERNAL REVENUE
CODE SECTIONS 301(c), 302, 356, 358, 368(a).

18 Can any resulting loss be recognized? ▶ NO LOSS CAN BE RECOGNIZED UPON THE EXCHANGE OF COMMON STOCK OF TIER REIT, INC. FOR SHARES OF COMMON STOCK OF COUSINS PROPERTIES INCORPORATED. IF A TAXABLE LOSS IS CALCULATED ON THE DEEMED SALE OF THE FRACTIONAL SHARES OF COMMON STOCK OF COUSINS PROPERTIES INCORPORATED, THIS LOSS CAN BE RECOGNIZED.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ADJUSTMENT TO BASIS WOULD BE TAKEN INTO ACCOUNT IN THE YEAR OF EACH TIER REIT, INC. SHAREHOLDER DURING WHICH THE MERGER WAS EFFECTIVE (E.G., 2019 FOR CALENDAR YEAR TAXPAYERS).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ *Kristin Myers* Date ▶ 7/23/19

Print your name ▶ KRISTIN MYERS Title ▶ SVP-TAX

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MICHAEL FARIS	<u><i>Michael Faris</i></u>	Jul 18, 2019		P00877033
	Firm's name ▶ DELOITTE TAX LLP	Firm's address ▶ 191 PEACHTREE STREET NE, SUITE 2000 ATLANTA, GA 30303-1924		Firm's EIN ▶	Phone no. 404-220-1500

TIER REIT, INC.

SUCCESSOR: COUSINS PROPERTIES INCORPORATED

68-0509956

Attachment to Form 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part II, Line 15:

The merger of TIER REIT, Inc. (“TIER”) with and into Cousins Properties Incorporated (“CUZ”) qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended. As a result, and with the exception of the fractional common shares redeemed for cash discussed below, no gain or loss is expected to be recognized by each former TIER shareholder on the exchange of their TIER stock to CUZ stock.

In general, each TIER shareholder’s aggregate basis in the CUZ common shares received in the merger, which for this purpose includes both the actual common shares received as well as the fractional common shares that are deemed received, will be equal to the aggregate basis of TIER common shares surrendered in the merger (the “Adjusted Basis”). In calculating the Adjusted Basis, each TIER shareholder will include reductions for the portion of quarterly distributions received during 2019 that will constitute a return of basis under Section 301(c)(2) of the Internal Revenue Code, as amended. As of the time of this filing, the portion of the 2019 quarterly distributions received by each TIER shareholder that will be treated as a return of basis is not yet known. Consequently, each TIER shareholder must treat the entire amount of their 2019 quarterly distributions as having no effect on Adjusted Basis until a time in which a subsequent Form 8937 is filed to report the amount of the 2019 quarterly distributions that will constitute a return of basis. If such Form 8937 is subsequently filed, each TIER shareholder must accordingly reduce their common shares to calculate the Adjusted Basis used in determining the basis of CUZ stock received in the merger, as described in this filing.

Adjusted Basis per common share of CUZ common shares for each TIER shareholder will be determined by dividing the aggregate Adjusted Basis by the number of CUZ common shares received. The number of CUZ common shares to be received by each TIER shareholder is calculated by multiplying the number of TIER common shares by 2.98 and then treating fractional shares as sold.

Each TIER shareholder that will receive cash in lieu of a fractional common share of CUZ common stock will be treated as having received such a fractional common share and then having received such cash in redemption of the fractional share. Gain or loss will be recognized based on the difference between the amount of cash received and the portion of each TIER shareholder’s Adjusted Basis of common shares of TIER exchanged pursuant to the merger, which is allocable to such fractional common share.