

City Office REIT, Inc.  
Form DEFA14A  
March 20, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

**CITY OFFICE REIT, INC.**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- 2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- 4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**Important Notice of Availability of Proxy Materials for the Stockholder Meeting of**

**CITY OFFICE REIT, INC.**

**To Be Held On Thursday, May 2, 2019 at 9:00 a.m., PDT**

**at 666 Burrard Street, Suite 3210, Vancouver, BC V6C 2X8**

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**CONTROL NUMBER**

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 04/17/19.**

**Please visit <http://www.astproxyportal.com/ast/18940/>, where the following materials are available for view:**

Notice of Annual Meeting of Stockholders  
Proxy Statement  
Form of Electronic Proxy Card  
Annual Report on Form 10-K

**TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international  
TO REQUEST MATERIALS:**

**E-MAIL:** [info@astfinancial.com](mailto:info@astfinancial.com)

**TO VOTE:** **W E B S I T E :**  
<https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

**ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting.

**TELEPHONE:** To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll free number to call.

**MAIL:** You may request a card by following the instructions above.

1. Election of Directors

**NOMINEES:**

John McLernon

James Farrar

William Flatt

Sabah Mirza

Mark Murski

Stephen Shraiberg

John Sweet

2. To ratify the appointment of KPMG LLP as City Office REIT, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2019.

3. The approval of an amendment to City Office REIT, Inc.'s Equity Incentive Plan to increase the number of shares of common stock available for awards made thereunder and certain administrative changes.

**The Board of Directors recommends you vote FOR the following proposal(s):**

**Please note that you cannot use this notice to vote  
by mail.**