

LADDER CAPITAL CORP

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

As amended and adopted on January 9, 2017

Organization

This charter adopted by the Board of Directors (the “Board”) of Ladder Capital Corp (the “Company”) governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of the Board. The Committee shall consist of at least two directors, each of whom shall be “independent” within the meaning of the applicable listing rules of The New York Stock Exchange (“NYSE”).

Committee members shall be appointed by the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board, and otherwise shall report to the Board as it requests, and make such recommendations and findings as it deems appropriate. The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Purpose

The Committee’s primary purpose and responsibilities shall be:

1. to develop and recommend qualification standards and other criteria for selecting new directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval;
2. to screen and recommend to the Board for approval individuals qualified to become key Company executives, including the Chief Executive Officer;

3. to oversee evaluations of the Board, individual Board members and the Board committees; and
4. to oversee and consider matters of corporate governance.

Duties and Responsibilities

To fulfill its purpose and responsibilities, the Committee shall:

1. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders and to develop and recommend to the Board for approval standards for determining whether a director has a material relationship with the Company.
2. Develop and recommend qualification standards and other criteria for selecting nominees for director.
3. Develop and review periodically succession plans for key Company executives, including the Chief Executive Officer, and screen and recommend to the Board for approval candidate(s) for those positions.
4. Review, at least annually, the makeup of the Board (including its proportion of independent directors) and its committees and recommend, as appropriate, changes in number, function or membership including to ensure the Company's compliance with NYSE and regulatory requirements.
5. Develop and recommend to the Board for adoption policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.
6. Consider questions of possible conflicts of interest involving Board members, senior officers and key employees.
7. Establish procedures for, and administer and oversee, annual performance evaluations of the Board, its committees and individual Board members, including self-evaluations as applicable.
8. Oversee the Company's corporate governance guidelines and report and make recommendations to the Board concerning corporate governance matters.
9. Evaluate its performance at least annually to determine whether it is functioning effectively.
10. Review this Committee charter at least annually for appropriate updates and revisions.

Miscellaneous

This Committee charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

This Committee charter is effective as of the date adopted by the Board. Changes to this charter may only be made with the approval of the Board.