

# **LADDER CAPITAL CORP**

## **COMPENSATION 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 Compensation Committee (the “Committee”) of the Board. The Committee shall consist of at least two directors. Each member of the Committee shall be, to the extent required by the Board, (i) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and (ii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code. In addition, each member shall be “independent” within the meaning of the applicable listing rules of The New York Stock Exchange.

Committee members shall be appointed by the Board. Committee members 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 their 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 such legal, accounting or other consultants or experts, including compensation consultants, as 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 shall be:

1. to review and recommend to the Board goals and objectives relevant to the Chief Executive Officer’s compensation, to evaluate the Chief Executive Officer’s performance according to these goals and objectives and to recommend to the Board the Chief Executive Officer’s compensation level based on this evaluation;

2. to recommend to the Board for approval total compensation for the officers of the Company (the “Officers”) including oversight of all benefit plans for Officers; and
3. to oversee the Company’s general cash-based and equity-based incentive plans.

### **Duties and Responsibilities**

To fulfill its purpose, the Committee shall:

1. Recommend to the Board for approval the total compensation for the directors of the Company.
2. At least annually, on both an absolute and relative-to-peers basis, evaluate the appropriateness of the prior year’s performance objectives for management and the Company and recommend updates as applicable.
3. Recommend to the Board the total compensation package provided to the Officers, including the Chief Executive Officer.
4. Approve employment agreements, severance agreements and change of control agreements between the Company and its Officers. Specifically as to the Chief Executive Officer, the Committee should review and recommend to the Board the goals and objectives relevant to the Chief Executive Officer’s compensation, evaluate the Chief Executive Officer’s performance in light of those goals and objectives and recommend to the Board the Chief Executive Officer’s compensation level based on this evaluation.
5. Review and recommend to the Board for approval the design of the benefit plans which pertain to directors, the Chief Executive Officer and other Officers.
6. Review and recommend to the Board for approval the design of phantom equity investment plans, and administer existing phantom equity investment plans for all employees.
7. Recommend to the Board for approval the creation and/or revision of incentive compensation plans and equity-based plans affecting Company officers and grants thereunder.
8. Produce and approve the Compensation Committee Report on Executive Compensation included in the Company’s proxy statements and generally oversee compliance with the compensation reporting requirements of the SEC.<sup>1</sup>

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<sup>1</sup> As an EGC, Ladder does not have to provide a compensation committee report until such EGC status expires.

9. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statements.<sup>2</sup>
10. Recommend to the Board for approval overall compensation policy throughout the entire Company.
11. Make all recommendations to the Board regarding executive compensation, including, but not limited to, (i) determining the amount of the annual cash bonus pool and the amount of any annual cash bonus or any annual equity award actually paid or awarded to any employee and (ii) reviewing and approving the calculation of Adjusted Net Income, Core Earnings (or its replacement pre-tax income measurement) or any other financial measure used to determine the level of Officers' or other employees' base pay adjustments, annual incentive payouts or long-term incentive payouts.
12. Review periodically the Company's policy regarding employee perquisites.
13. Review and recommend to the Board for approval changes to or adoption of retirement plans of the Company and periodically recommend to the Board for approval funding guidelines developed by the Compensation Committee, including any matching contributions under the Company's 401(k) plan, if any.
14. Administer all plans entitled to the exemption under Rule 16b-3 of the Exchange Act, including all stock option, restricted stock and deferred stock plans.
15. Manage compensation-related administrative matters that may from time to time be delegated by the Board to the Committee.
16. Evaluate its performance at least annually to determine whether it is functioning effectively.
17. Review this Committee charter at least annually for appropriate updates and revisions.

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<sup>2</sup> As an EGC, Ladder is not required to hold say on pay votes until it loses its EGC status.

## **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.