

**COMPENSATION COMMITTEE CHARTER**  
**of the Compensation Committee**  
**of VEREIT, Inc.**

This Amended and Restated Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of VEREIT, Inc., a Maryland corporation (the “Company”).

**I. Purposes and Powers**

The purposes of the Compensation Committee (the “Committee”) of the Board are to:

1. Review and approve all compensation plans, policies and programs (including the corporate goals and objectives relevant thereto) as they affect the Company’s executive officers, including the Company’s Chief Executive Officer, and make recommendations to the Board with respect to such plans, policies and programs that are subject to Board approval; and
2. Review and oversee the Company’s management’s annual process, if any, for evaluating the performance of the Company’s executive officers, including the Company’s Chief Executive Officer.
3. Oversee the Company’s equity incentive plans, including, without limitation, the issuance of stock options, restricted shares of common stock, restricted stock units, dividend equivalent rights and other equity-based awards.
4. Assist the Board and the chairman of the Board in overseeing the development of executive succession plans.
5. Make a recommendation to the Board for approval, from time to time, for the remuneration for the Company’s non-executive directors.

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 consistent with the Company’s Bylaws. 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 sole discretion.

The Committee shall have the authority, as it deems appropriate and in its sole discretion, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be desirable or appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any independent counsel, compensation and benefits consultants or other outside experts or advisors retained by the Committee. 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 to the Company. However, the Committee shall not be required to implement or act consistently

with the advice or recommendations of any independent counsel, compensation and benefits consultant or other outside expert or advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

## **II. Membership**

The Committee shall be composed of two or more directors selected by the Board, each of whom, as determined by the Board:

1. meets the definition of “independent director” set forth in the rules of the New York Stock Exchange (the “NYSE”) for companies listed on the NYSE (the “NYSE Rules”) and applicable regulations promulgated by the Securities and Exchange Commission (the “Commission”);

2. has experience that would be helpful in addressing the matters delegated to the Committee;

3. is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);

4. is an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”); and

5. at all times complies with any other applicable NYSE Rules, applicable listing standards and rules and regulations of the NYSE and the rules and regulations of the Commission, in each case, as modified or amended from time to time.

In addition, in affirmatively determining the independence of any director selected to serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

Committee members may be removed from the Committee, with or without cause, by the Board. 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.

## **III. Meetings and Procedures**

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.

The Committee shall meet on a regularly scheduled basis at least once per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any director who is not a member of the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the Company's internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be desirable or appropriate, except that the Company's chief executive officer may not be present during voting on or deliberations regarding the compensation of the chief executive officer.

#### **IV. Duties and Responsibilities**

1. The Committee shall, at least annually, review the compensation philosophy of the Company.

2. The Committee shall, at least annually, establish performance criteria (including both long-term and short-term goals) relating to the compensation, if any, of the Company's chief executive officer, evaluate the performance of the chief executive officer in light of those performance criteria and determine and approve the compensation, if any, of the chief executive officer based on such evaluation. The Committee shall have the sole and exclusive power to determine the chief executive officer's compensation.

3. The Committee shall, at least annually, review and approve all compensation, if any, for all other executive officers.

4. The Committee shall review and approve all executive officer employment agreements and severance arrangements.

5. The Committee shall make recommendations to the Board with respect to the establishment of, and shall manage and periodically review, all annual bonus, incentive compensation, equity compensation, employee pension and welfare benefit plans. With respect to each plan, the Committee shall have responsibility for:

(a) general administration and implementation;

(b) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate and committing to writing any and all performance targets for all executive officers who may be "covered employees" under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of the Code in order for such target to be "pre-established" within the meaning of Section 162(m);

(c) certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);

(d) approving all amendments to, and terminations of, all compensation plans and any awards under such plans, unless approval of such amendment or termination by the Board is required under applicable laws, rules or regulations, including the rules of any stock exchange on which

the Company's stock is then listed or traded, in which case, the Committee shall recommend any such amendment or termination to the Board for approval;

(e) approving all grants of awards under the Company's equity based compensation plans (including grants of stock options, restricted stock, and other equity based incentives); however, the Committee may delegate to the Chief Executive Officer all or part of the Committee's authority and duties with respect to grants and awards to individuals employed by the Company who are not subject to the reporting requirements and other provisions of Section 16 of the Securities Exchange Act of 1934 as in effect from time to time;

(f) determining which executive officers are entitled to awards under the Company's equity compensation plan(s);

(g) imposing limitations, restrictions and conditions on any grant or award;  
and

(h) repurchasing securities from terminated employees.

All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

6. The Committee shall establish and periodically review policies concerning perquisite benefits available to officers of the Company.

7. The Committee shall periodically review the need for a Company policy regarding compensation paid to the Company's executive officers in excess of limits deductible under Section 162(m) of the Code.

8. The Committee shall determine the Company's policy with respect to change of control or "parachute" payments.

9. The Committee shall manage and review executive officer and director indemnification and insurance matters.

10. The Committee shall establish, implement, manage and review all other executive compensation policies and plans of the Company, unless approval of such plan or any amendment thereto by the Board is required under applicable laws, rules or regulations, including the rules of any stock exchange on which the Company's stock is then listed or traded, in which case, the Committee shall recommend any such plan or amendment to the Board for approval.

11. In approving the compensation of the Company's chief executive officer and other executive officers of the Company, if any, and managing and reviewing all other compensation policies and plans of the Company, the Committee shall take into account such factors as the Committee deems appropriate, which may include, without limitation:

- (a) the desire to retain such officer's services over the long-term;
- (b) aligning such officer's interest with those of our stockholders;
- (c) incentivizing the officer over the short, medium and long terms; and

(d) rewarding the officer for exceptional performance.

12. The Committee shall periodically review, evaluate and, if it deems appropriate, recommend changes to the Board for the remuneration for non-employee directors.

13. The Committee shall retain any independent counsel, compensation and benefits consultant or other outside expert or advisor only after taking into consideration the following factors:

(a) the provision of other services to the Company by the person that employs such independent counsel, consultant, expert or advisor;

(b) the amount of fees received from the Company by the person that employs such independent counsel, consultant, expert or advisor, as a percentage of the total revenue of the person that employs the independent counsel, consultant, expert or advisor;

(c) the policies and procedures of the person that employs such independent counsel, consultant, expert or advisor that are designed to prevent conflicts of interest;

(d) any business or personal relationship of such independent counsel, consultant, expert or advisor with a member of the Committee;

(e) any stock of the Company owned by such independent counsel, consultant, expert or advisor; and

(f) any business or personal relationship of such counsel, consultant, expert or advisor, or the person employing such counsel, consultant, expert or advisor with an executive officer of the Company.

The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the factors specified above.

Notwithstanding any other provision of this Charter, the Committee is not required to assess the independence of any independent counsel, compensation and benefits consultant or other outside expert or advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the independent counsel, consultant, expert or advisor, and about which the independent counsel, consultant, expert or advisor does not provide advice.

14. The Committee shall assist management in complying with the Company's proxy statement and annual report disclosure requirements and shall prepare and approve the Compensation Committee Report to be included as part of the Company's annual proxy statement and/or annual report on Form 10-K in accordance with applicable rules and regulations promulgated by the SEC.

15. The Committee shall oversee and assist the Company in preparing the Compensation Discussion & Analysis ("CD&A") for inclusion in the Company's annual proxy statement and/or annual report on Form 10-K, as well as other Company reports (when and as necessary) filed with the Commission. The Committee shall provide a description of the processes and procedures for the consideration and determination of executive and director compensation, as required for inclusion in the Company's annual proxy statement, all in accordance with applicable rules and regulations. The Committee shall review and discuss the CD&A with Company management and, based on the review and

discussion, make a recommendation to the Board regarding whether to include the CD&A in the Company's annual proxy statement and/or annual report on Form 10-K.

16. The Committee shall assist the Board and the Chairman of the Board in overseeing the development of executive succession plans, including for the Chief Executive Officer.

17. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in the structure and operations of the Committee or the procedures or policies governing the Committee.

18. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

19. The Committee shall periodically report to the Board on its findings and actions.

**V. 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, to the extent consistent with the Company's charter, Bylaws and Corporate Governance Guidelines, applicable law, rules and regulations and the rules of any market in which the Company's securities then trade.

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Last Updated: November 1, 2016  
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