



**SAFEHOLD INC.
COMPENSATION COMMITTEE CHARTER**

(As of March 31, 2023)

I. Purpose

The purpose of the Compensation Committee (the "Committee") is to oversee the discharge of the responsibilities of the Board of Directors (the "Board") relating to compensation of the Company's executive officers and directors.

II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the "NYSE"), except as otherwise permitted by applicable NYSE rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has 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 may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company for any other human resource matter. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

3. *Compensation of Certain Employees.* The Committee will review and set the compensation, including base salaries, cash incentive bonuses, equity based incentive awards and other compensation of employees of the Company with total compensation in excess of \$500,000 per year.

4. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

5. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements. The Committee will administer the Company's incentive compensation and equity-based plans and arrangements.

6. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.

7. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

8. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee. The Committee shall provide to the Board an annual performance evaluation of the Committee, including an assessment of the performance of the Committee based on the duties and responsibilities set forth in this Charter and such other matters as the Committee may determine. The evaluation to the Board may take the form of an oral report by the Committee chairman or any other member of the Committee designated by the Committee to make the report.

9. *Review of this Charter.* The Committee must review and reassess this Charter and submit any recommended changes to the Board for its consideration.

10. *Other Duties.* The Committee may perform such other duties and responsibilities pertaining to compensation matters as may be assigned to the Committee by the Board or the chairman of the Board.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. Minutes

Minutes will be kept of each meeting of the Committee and will be available to each member of the Board. Any action of the Committee (other than actions for which the Committee has sole authority as set forth herein) shall be subject to revision, modification, rescission, or alteration by the Board, provided that no rights of third parties shall be affected by any such revision, modification, rescission, or alteration.

VII. Amendments

The Compensation Committee Charter may be amended in whole or in part with the approval of the majority of the Board.

VIII. Stockholder's Agreement

For so long as any stockholder's agreement is in effect, this Charter will be interpreted to be consistent with such agreement.