

## OFFICER STOCK OWNERSHIP GUIDELINES POTLATCHDELTIC CORPORATION

Effective March 1, 2013

### Policy

In the interest of promoting and increasing equity ownership in PotlatchDeltic Corporation by our executive officers and to further align our executives' long-term interests with those of our stockholders, the Company will require executive officers to acquire and hold PotlatchDeltic stock in accordance with the guidelines established by the Executive Compensation and Personnel Policies Committee of the Board of Directors as follows:

<u>Position</u>	<u>Shares to Be Acquired</u>
Chief Executive Officer	5 x Base Salary
President and Chief Operating Officer	5 x Base Salary
Chief Financial Officer	2 x Base Salary
Vice President	2 x Base Salary

### Acquisition Period

Executive officers are expected to achieve their stock ownership guideline by December 31, 2012 or within a five-year period of their election or appointment as an executive officer, if later. It is expected that the stock ownership of each officer who has not yet met his/her applicable guideline will equal 20% of the guideline at the end of the first year and the differential increase will equal at least 20% of the guideline each year until the guideline is met. If the covered individual's differential increase is not achieved each year, or his or her guideline number of shares is not maintained, his or her subsequent short-term incentive bonus payment (if any) will be delivered 50% in cash and 50% in stock and any shares issued upon settlement of performance share awards must be retained to the extent necessary to meet the stock ownership guidelines.

### Applicable Shares

Shares held in a brokerage account, an account with our transfer agent or in our 401(k) Plan, common stock units owned as a result of deferred awards paid under our short-term incentive program, and any vested restricted stock units are considered as owned for purposes of these guidelines. Shares subject to unexercised stock options, unvested restricted stock units or unearned performance shares, however, do not count toward the ownership guidelines.

## **Disposition of Shares**

An officer subject to these stock ownership guidelines may of necessity have to sell shares for financial hardship reasons before his or her ownership guideline is achieved. As a matter of record, the officer is required to document the general reasons for the sale in a letter to the Chief Executive Officer (CEO). Likewise, if the CEO needs to sell shares for financial hardship reasons before his or her ownership guideline is achieved; he or she is required to document the reasons in a letter to the Chair of the Executive Compensation and Personnel Policies Committee.

An officer subject to these guidelines who was also subject to the Company's prior stock ownership guidelines may not dispose of shares of Company stock below the ownership level to which such officer was subject under the prior guidelines.

## **Report to the Committee**

Annually a report will be presented to the Committee detailing each executive officer's stock ownership and performance towards meeting these guidelines.