

CLAROS MORTGAGE TRUST, INC.
COMPENSATION COMMITTEE CHARTER

(Adopted October 28, 2021)
(Effective as of November 2, 2021)

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Claros Mortgage Trust, Inc. (the “Company”) is to oversee the compensation of executive officers and senior management, including plans and programs relating to cash compensation, incentive compensation, equity-based awards and other benefits and perquisites and to administer any such plans or programs as required by the terms thereof.

For the purposes of this charter of the Committee (this “Charter”), all references to “management” shall be deemed to include Claros REIT Management LP, the Company’s external manager (together with its permitted assignees, the “Manager”), pursuant to the Amended and Restated Management Agreement, dated as of July 8, 2016, by and between the Company and the Manager, as amended from time to time (the “Management Agreement”), and the personnel of the Manager’s affiliates providing services thereto, for so long as the Management Agreement is in effect.

II. Composition

The Committee must consist of at least two 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, 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 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

The Committee shall have the following duties and responsibilities:

A. Manager Performance and Compensation Evaluation

The Committee shall annually:

1. evaluate the terms of the Management Agreement;
2. evaluate the performance of the Manager in light of the goals and objectives of the Company and the terms of the Management Agreement, taking into account such factors as the Committee shall consider relevant;
3. evaluate the compensation (including the base management fee, awards under the Plans (subject to the terms and conditions contained in the applicable Plan) and incentive fee, if any), expense reimbursements and other amounts payable to the Manager or its personnel in light of the Manager's performance and the market for external managers, taking into account such factors as the Committee shall consider relevant; and
4. report to the Board the Committee's views with respect to the foregoing and make a recommendation to the Board regarding the extension, renegotiation and/or termination of the Management Agreement.

B. Executive Compensation

Because the Company is externally managed by the Manager, the Company's executive officers are employees of the Manager (or its affiliates) and do not receive any direct compensation from the Company, other than certain grants that may be made to eligible awardees under a Plan; the Company may, however, pursuant to the terms of the Management Agreement, reimburse the Manager for costs associated with the Company's executive officers who are employees of the Manager (or its affiliates). If, in the future, the Company directly pays compensation to its executive officers, the Committee shall become responsible for:

1. *Chief Executive Officer Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the direct 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 direct compensation of the executive officers, other than the Chief Executive Officer. No executive officer may be present during voting or deliberations of his or her compensation.
3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.
4. *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.
5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.
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 evaluate its performance.
9. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

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.