



**CHARTER OF THE  
COMPENSATION COMMITTEE  
OF  
FRANKLIN BSP REALTY TRUST, INC.  
Adopted October 19, 2021**

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Franklin BSP Realty Trust, Inc., a Maryland corporation (the “Company”).

**I. PURPOSE AND POWERS**

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

- a. Review, determine and implement the Company’s compensation philosophy and the compensation of executive officers, including to (a) review and approve corporate goals and objectives relevant to the compensation of the Company’s chief executive officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation based on the Committee’s evaluation and (b) approve the compensation of all other executive officers.
- b. Administer the Company’s equity and other incentive compensation plans and make recommendations to the Board regarding the adoption of or any amendment to the Company’s incentive-compensation and equity-based plans.
- c. Determine from time to time the remuneration for the Company’s directors.
- d. Prepare and approve the Committee report required by the rules of the U.S. Securities and Exchange (the “SEC”) to be included in the Company’s annual proxy or information statement or annual report on Form 10-K.
- e. Otherwise carry out the duties and responsibilities set forth in this Charter and any other responsibilities or duties that the Board may assign to the Committee from time to time.

**II. MEMBERSHIP**

The Committee shall be composed of three or more directors appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board, each of whom, as determined by the Board:

- a. meets the independence requirements imposed by the New York Stock Exchange (“NYSE”) (taking into account the additional independence standards for compensation committee members under the rules of NYSE) and any other applicable

- regulatory requirement;
- b. has experience that would be helpful in addressing the matters delegated to the Committee;
  - c. is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
  - d. at all times complies with any other rules and regulations of the SEC, as modified or amended from time to time.

Committee members shall serve for such term or terms as the Board may determine, unless removed by the Board, subject, in each case, to the Company’s Bylaws. The Board shall appoint, from time to time, from among the Committee members a chair (“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**

#### *General Committee Procedures*

- a. 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 Bylaws that are applicable to the Committee (including meetings in person or by telephone or other similar communications equipment, action without meetings, notice, waiver of notice and quorum and voting requirements).
- b. The Committee shall meet on a regularly scheduled basis at least once per year and more frequently as the Committee deems necessary or desirable.
- c. 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 CEO may not be present during voting on or deliberations regarding the compensation of the CEO.
- d. The Committee shall regularly report to the Board regarding matters reviewed and actions taken by the Committee and make appropriate recommendations for action by

the Board.

- e. The Committee shall, on at least an annual basis, review the (a) adequacy of this Charter and the structure, processes and membership requirements of the Committee and (b) the performance of its duties. The Committee shall submit to the Board any recommended changes to this Charter or the Committee.

#### *Procedures Relating to Compensation*

- a. The Committee shall have the sole and exclusive authority, as it deems appropriate, at any time to engage (or terminate the engagement of) compensation consultants, independent legal counsel and other advisors and to obtain advice, reports or opinions from compensation consultants, internal and external counsel and advisors, in each case as it may deem necessary or appropriate to carry out its duties, without obtaining approval from, or consulting in advance with, the Company's management.
- b. The Committee shall be directly responsible for the appointment, determination of the compensation and other retention terms, and oversight of the work, of any compensation consultants, external counsel and other advisors retained by it.
- c. Except as otherwise provided in NYSE rules, before selecting, or receiving advice from, any compensation consultant, external legal counsel or other advisor (other than the Company's in-house counsel), the Committee shall consider the enumerated independence factors identified in NYSE rules with respect to the independence of any consultant, counsel or advisor.
- d. Nothing in this "Procedures Relating to Compensation" section of this Charter shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of a compensation consultant, independent legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of the duties of the Committee.
- e. The Company shall provide appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the compensation of any compensation consultant, external legal counsel or other advisor retained by the Committee.
- f. The Committee shall, at least once annually, evaluate whether the work of any compensation consultant retained or to be retained by it raises any conflict of interest referred to in Item 407(e)(3)(iv) of Regulation S-K promulgated by the SEC.

#### **IV. DUTIES AND RESPONSIBILITIES RELATING TO COMPENSATION**

The responsibilities of the Committee shall include, consistent with and subject to applicable law, regulations and NYSE rules, the following:

a. Executive Compensation.

- i. Review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- ii. Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

b. Executive Officer Compensation.

- i. To the extent that the Company is responsible for paying the compensation and/or any other employee benefits of the CEO, review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate the CEO's annual performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. The CEO may not be present during voting or deliberations on the CEO's compensation.
- ii. To the extent that the Company is responsible for paying the compensation and/or any other employee benefits of any of its executive officers (other than the CEO), review and approve annually the compensation of such executive officers, including base salary, bonus and equity awards under the Company's incentive-compensation and equity-based incentive plans, and review and approve the Company's general policies with respect to the compensation applicable to other employees.
- iii. To the extent that the Company is responsible for paying the compensation and/or any other employee benefits of any of its executive officers, review and approve compensation arrangements for persons newly hired as executive officers of the Company and compensation changes for employees promoted into those roles.
- iv. Review and approve any Company-provided perquisites and benefit policies or programs available to the Company's executive officers, except to the extent the benefit policies or programs apply to employees of the Company generally.

c. Other Compensation Plans.

- i. To the extent that the Company is responsible for paying incentive compensation and equity-based compensation to employees of the Company or any external manager of the Company, review and recommend to the full Board, if it deems necessary or appropriate, the adoption of or amendment to the incentive-compensation plans and equity-based compensation plans for the Company and its subsidiaries. Where appropriate or required by law, the Committee shall also recommend these plans for approval by the stockholders of the Company.

- ii. Administer any employee bonus and other incentive plans, equity-based compensation plans and equity arrangements that may be adopted by the Company from time to time, with the powers and authority set forth in the plans' instruments, subject, in each case, to applicable policies adopted by the Board.
    - iii. Review and advise the Board regarding other compensation plans or policies (if it deems necessary or appropriate) and perform any other functions assigned by law, the Company's organizational documents, the terms of the applicable plans or the Board.
  - d. Required Compensation Disclosure.
    - i. To the extent such disclosure is required by applicable SEC rules, review and discuss with management the Company's Compensation Discussion & Analysis ("CD&A") and recommend to the Board whether the CD&A and related executive compensation information be included in the Company's proxy statement or annual report on Form 10-K.
    - ii. To the extent such disclosure is required by applicable SEC rules, prepare an annual Committee report for inclusion in the Company's proxy statement or annual report on Form 10-K.
  - e. Risk and Compensation. Oversee and, at least annually, review the assessment and mitigation of risks associated with the Company's and the Company external manager's compensation policies and practices and incentive compensation arrangements for the Company's employees and the external manager employees who provide substantial services to the Company.
  - f. Say-on-Pay. To the extent the Company is required or elects to include any "Say-on-Pay" or "Say-on-Frequency" proposal in its annual proxy statement, the Committee shall (i) make a recommendation to the Board as to the "Say-on-Pay" and "Say-on-Frequency" proposals to be recommended to the Company's stockholders; and (ii) discuss the results of any stockholder advisory vote on "Say-on-Pay" and "Say-on-Frequency," if any, with regard to the named executive officers.
  - g. Director Compensation. Review annually and determine from time to time the compensation of members of the Board and Board committees.

## **V. DELEGATION OF DUTIES**

In fulfilling its duties, the Committee may delegate its authority to a subcommittee composed solely of one or more members of the Committee as the Committee may deem appropriate, to the extent permitted by applicable law, NYSE rules, the Bylaws and any applicable resolutions of the Board.

## **VI. DISCLOSURE**

This Charter, as it may be amended from time to time, shall be posted on the Company's website.

