

CATCHMARK TIMBER TRUST, INC.

FINANCE AND INVESTMENT COMMITTEE CHARTER

Effective as of May 5, 2016

I. PURPOSE

The primary purpose of the Finance and Investment Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in discharging the Board’s oversight responsibilities relating to proposed acquisitions, dispositions, major capital investments and financing arrangements.

In fulfilling its responsibilities, the Committee does not bear any of the duties or responsibilities of the Company’s Audit Committee set forth in the Audit Committee Charter, as amended from time to time.

II. COMPOSITION

The Committee shall be comprised of three or more directors, as determined by the Board, a majority of whom shall be independent as determined by the Board pursuant to the standards set forth in the Company’s Corporate Governance Guidelines. All members of the Committee shall have a working familiarity with basic finance and accounting practices.

The members of the Committee shall be elected by the Board annually on the recommendation of the Nominating and Corporate Governance Committee and shall serve until the earlier to occur of her or his resignation or removal or the election and qualification of such member’s successor. Unless a Chair of the Committee is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall be an independent director. Any member of the Committee may be removed with or without cause by a majority of the Board. All vacancies in the Committee shall be filled by the Board.

III. MEETINGS

The Committee generally meets four times during each fiscal year and at such other times as it deems necessary to fulfill its responsibilities. Meetings of the Committee may be called by the Chief Executive Officer of the Company, the Chair of the Committee or any two or more members of the Committee. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent. The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members, consistent with applicable law. Any such subcommittee shall report any action to the full Committee at its next meeting. The Committee may request that any officer or employee of the Company, the Company’s outside counsel or the Company’s independent auditors attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board.

IV. POWERS, DUTIES AND RESPONSIBILITIES

A. Finance Matters:

The Committee shall have the power, duty and responsibility to review, discuss with management, and, as appropriate, make recommendations to the Board concerning the following finance-related matters:

1. The Company's long-range financial outlook, policies and objectives, including strategies, policies and programs related to the management of financial risk.
2. The Company's financial forecasts, operating plans, maintenance budgets, capital budgets and publicly issued guidance.
3. The Company's capital structure (both equity and debt) and the principal terms and conditions of significant proposed borrowings and issuances of debt or equity securities by the Company.
4. The Company's annual capital plan and significant capital investments
5. Strategies and plans for significant mergers, acquisitions, divestitures, joint ventures, financing programs, and equity investments.
6. Proposed dividend policies, stock splits and stock dividends, and the repurchase or redemption of Company securities.
7. The Company's investment policies, including policies or strategies related to derivatives or hedging and foreign exchange or interest rate exposure.
8. Oversight of the Company's relationships with and standing in the financial community, including significant relationships with financial institutions and rating agencies.

B. Investment Matters:

The Committee shall have the power, duty and responsibility to review, discuss with management and, as appropriate, make recommendations to the Board concerning the following investment-related matters.

1. Review and approve the general investment strategies, investment objectives, standards and/or limitations applicable to investments recommended by management.
2. Review such strategies and objectives on no less than an annual basis and adopt and approve revisions thereto.
3. Recommend to the Board the delegation of authority, to the extent the Committee deems it appropriate, to management to make investments, consistent with the strategies and objectives approved by the Committee.
4. Recommend to the Board the authorization or approval of the acquisition, exchange, modification, amendment, adjustment or disposition of any investment or the delegation of such authority to management to the extent the Committee deems appropriate.

5. Recommend to the Board the authorization or approval of the entry into interest rate swaps or other hedging transactions in order to manage exposure to interest rate volatility and not for speculative purposes or the delegation of such authority to management to the extent the Committee deems appropriate.
6. Review and monitor the results of management's investment performance in relation to the investment strategies, objectives and standards and limitations approved by the Committee.
7. Review the strategies and objectives of the principal internal asset managers with respect to their management of the invested assets.
8. With respect to any investment entities and accounts managed by the Company and its subsidiaries on behalf of third parties (collectively, "Third Party Assets"):
 - a. review the investment performance of the investment entities and accounts managed by the Company and its subsidiaries;
 - b. recommend to the Board the approval of initial investment objectives and all amendments thereto; and
 - c. recommend to the Board the delegation of authority to management to acquire, exchange, modify, amend, adjust or dispose of any investments in the investment entities or accounts as the Committee deems appropriate.
9. Receive reports on investment activities and investment related topics, as requested, from time to time, by the Committee.
10. Discharge any additional responsibilities as may be specified from time to time by the Board.

C. General Authority:

In addition, the Committee shall have the power, duty and responsibility to:

1. Retain, in the Committee's sole authority and discretion, independent or outside counsel or other experts or advisors to assist the Committee in connection with any of its activities, as the Committee deems necessary to carry out its duties.
2. Review, at least annually, and, if necessary, recommend to the Nominating and Corporate Governance Committee and the Board for approval any revisions to this Charter as conditions dictate.
3. Work with the Nominating and Corporate Governance Committee and the Board to establish and maintain a process for the annual evaluation of the performance of the Committee and, pursuant to such process, conduct an annual evaluation of the performance of the Committee.
4. Perform any other activities consistent with this Charter, the Company's by-laws and applicable law, as the Committee deems appropriate or as requested by the Board.