

**COMPENSATION COMMITTEE CHARTER  
OF  
ESSENTIAL PROPERTIES REALTY TRUST, INC.  
(the “Company”)**

**Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to

- together with the Company’s other independent directors, discharge the Board’s responsibilities relating to compensation of the Company’s executive officers<sup>1</sup> and directors and approve individual executive officer compensation intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s stockholders;
- review and recommend to the Board compensation plans, policies and programs; and
- prepare the compensation committee report on executive compensation required to be included in the Company’s annual report or proxy statement relating to the election of directors.

**Composition of the Committee**

The Committee shall be comprised of three or more directors, each of whom (i) meets the independence requirements of the New York Stock Exchange (the “NYSE”), (ii) otherwise satisfies the applicable independence standards for compensation committee service imposed by the Exchange Act, and (iii) meets the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Exchange Act. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Committee members (i) shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion.

**Meetings**

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Board shall designate one member of

<sup>1</sup> For purposes of this Charter, “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. One-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

### **Delegation**

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.

### **External Advisors**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "Committee Adviser") as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by applicable NYSE rules. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company records.

## **Duties and Responsibilities**

In furtherance of its purpose, the Committee shall:

1. Together with the Company's other independent directors, review and approve annually corporate goals and objectives relevant to chief executive officer ("CEO") compensation, evaluate at least annually the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation, including salary, bonus, fees, benefits, incentive awards and perquisites, based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. Together with the Company's other independent directors, review and approve the compensation of the Company's executive officers other than the CEO, including salaries, bonuses, fees, benefits, incentive awards and perquisites.
3. Review and make recommendations to the Board with respect to new incentive compensation plans and equity-based plans and amendments to any existing plans.
4. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation under the Company's stock option, incentive compensation and equity-based plans.
5. Together with the Company's other independent directors, review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.
6. Evaluate and recommend to the full Board appropriate compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
7. Review and discuss with management the compensation discussion and analysis required to be included in the Company's annual report or proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such compensation discussion and analysis shall be included in such annual report or proxy statement and shall prepare the compensation committee report required to be included in such annual report or proxy statement.
8. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk-taking.
9. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive

compensation policies and practices as a result of such votes.

10. Develop and implement policies with respect to the recovery or “clawback” of any excess incentive-based compensation paid to any of the Company’s officers (within the meaning of Rule 10D-1 under the Securities Exchange Act of 1934, as amended) based on erroneous data.
11. Determine stock ownership guidelines for the CEO and other executive officers of the Company and monitor compliance with such guidelines.
12. Review periodically CEO succession and report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive officer positions.
13. Report regularly to the Board on the activities of the Committee.
14. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
15. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. Perform such other duties and responsibilities, consistent with this Charter, the Company’s bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

Adopted:	June 25, 2018
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