

RESOURCE CAPITAL CORP.
AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee is appointed by the Board of Directors (the “Board”) of Resource Capital Corp. (“Resource”) to (a) have direct responsibility for approving the compensation of (i) Resource’s chief executive officer (the “CEO”) and other officers of Resource (collectively, the “Compensation Committee Officers”) and (ii) the directors, (b) administer Resource’s equity-based plans, including the Stock Incentive Plan (the “Plan”), (c) review any extraordinary compensatory payments (“Compensation Committee Payments”) to any employee of Resource, (d) review the compensation payable to Resource Capital Manager, Inc. in connection with the Management Agreement and (e) produce an annual report on officer compensation for inclusion in Resource’s proxy statement or annual report in accordance with applicable rules and regulations.

Committee Membership

The Compensation Committee shall consist of no fewer than three members. All members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange or any other securities exchange or interdealer automated quotation system on which Resource’s securities are traded (the “Relevant Trading Market”) applicable to a member of the Compensation Committee.

Committee Authority and Responsibilities

1. The Compensation Committee shall have direct responsibility to annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider Resource’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. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
2. The Compensation Committee shall annually review, authorize and approve the compensation of all directors and Compensation Committee Officers, including (a) incentive-compensation plans and equity-based plans and (b) compensation for Audit Committee members that complies with the requirements of the Relevant Trading Market and Rule 10A-3 under the Exchange Act. The Compensation Committee shall serve as the “Committee” (as such term is defined in the Plan) to administer the Plan. The Compensation Committee will consider that directors’ independence may be jeopardized if director compensation and perquisites exceed customary levels, if Resource makes substantial charitable contributions to organizations with which a director is affiliated, or if Resource enters into consulting contracts with (or provides other indirect forms of

compensation to) a director or an organization with which the director is affiliated. In evaluating and making recommendations regarding executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

3. The Compensation Committee shall annually review and approve, for the CEO and the other Compensation Committee Officers, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, as the case may be, (e) the bonus pool and allocation and (f) any special or supplemental benefits.
4. The Compensation Committee shall review and approve any Compensation Committee Payments.
5. The Compensation Committee shall have direct responsibility to make recommendations to the Board with respect to non-CEO Compensation Committee Officer compensation, and incentive compensation and equity-based plans that are subject to Board approval, to the extent the Board has not delegated its authority over such matters described in this paragraph 6, whether by delegation pursuant to this Charter or otherwise, to the Compensation Committee. In reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
6. The Compensation Committee shall have the full power and authority of the Board to authorize the issuance of common shares or other securities of Resource (collectively, "Resource Securities") in connection with compensation arrangements for the directors, the CEO, the Compensation Committee Officers and the other employees of Resource, to the extent delegated by the Board to the Compensation Committee from time to time by one or more resolutions duly adopted by the Board giving general authorization for the issuance of Resource Securities by the Compensation Committee and setting the maximum number of such shares or other securities to be issued by the Compensation Committee during any period and in the aggregate for the foregoing purposes. Without limiting the generality of the foregoing, the Compensation Committee, as the Committee administering the Plan, may, in its sole discretion and from time to time, grant awards provided in the Plan in such form and amount as the Committee shall determine up to the number of Resource Securities reserved for issuance under the Plan at any time and from time to time by the Board.
7. The Compensation Committee is directly responsible for producing an annual report on executive officer compensation for inclusion in Resource's annual proxy statement or annual report in accordance with applicable rules and regulations.
8. The Compensation Committee shall consult with, and seek the recommendations of, the CEO with respect to any of the matters for which it is responsible; provided, however, that the Compensation Committee shall retain full authority with respect to its recommendations and may choose not to follow the recommendations of the CEO.

9. The Compensation Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
10. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
11. The Compensation Committee shall meet at least semi-annually. The Compensation Committee shall make regular reports to the Board.
12. The Compensation Committee shall review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review its own performance.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, legal counsel, and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work of the compensation consultants, legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in the Exchange Act. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.