

EXECUTIVE COMPENSATION AND PERSONNEL POLICIES COMMITTEE CHARTER

BOARD OF DIRECTORS POTLATCHDELTIC CORPORATION (revised September 5, 2014)

Committee Purpose

The Executive Compensation and Personnel Policies Committee (the “Committee”) is a standing committee established by the Board of Directors (the “Board”) of PotlatchDeltic Corporation (the “Company”) whose purposes are to:

- a. Discharge the Board’s responsibilities relating to compensation and personnel policies of the Company’s executives; and
- b. Prepare a compensation committee report for inclusion in the Company’s proxy statement for the annual meeting of stockholders, in accordance with applicable laws and regulations.

Committee Membership and Procedures

The Committee shall consist of a minimum of three Directors, as determined from time to time by the Board, one of whom shall be appointed as Chair of the Committee (the “Chair”). The members and the Chair will be appointed by the Board and shall serve at the pleasure of the Board. A majority of the members of the Committee shall constitute a quorum. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making reports to the Board.

The entire Committee or any individual Committee member may be removed from office without any cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation).

Independence and Other Qualifications

Each Director who serves on the Committee shall meet the objective test of “independence” under the Director Independence Policy that has been established by the Board or, in the absence of such test, the Board shall make an individual determination that such Director is independent within the meaning of any applicable law or any listing standard or rule established by NASDAQ (“Listing Standard”) and applicable to the Committee. In addition, each Director who serves on the Committee will have been affirmatively determined by the Board of Directors to have no relationship with the Company, any subsidiary of the Company or any affiliate of a subsidiary of the Company that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the

responsibilities of a Director, and shall qualify as an “outside director” as such term is defined in section 162(m) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, or any successor provisions thereto, and as a “non-employee director” as such term is defined in Section 16 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, or any successor provisions thereto. No Director who serves on the Committee may accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, except for (i) fees received as a member of the Committee, the Board of Directors or any other Board Committee; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

Committee Meetings

The Committee shall meet at the call of the Chair upon notice given in accordance with the Bylaws of the Company. Meetings may also be called, subject to required notice, at any time by any member of the Committee or by the Chairman of the Board or the Vice Chair of the Board. The Committee may include in its meetings or in separate executive sessions, members of management and other persons employed or retained by the Company or the Committee.

Delegation to Subcommittee

The Committee shall have the authority to delegate to a subcommittee consisting of one or more designated members of the Committee the authority to conduct such of the Committee’s duties and responsibilities as are provided in the resolutions of the Committee, except to the extent that such delegation is limited by applicable law or Listing Standard. The actions of any subcommittee to whom authority is delegated under this paragraph shall be reported to the full Committee.

Resources and Authority

The Committee shall have the resources and appropriate authority to discharge its duties and responsibilities, including the sole authority to select, retain, terminate, and approve the fees and other retention terms of compensation consultants, outside legal advisors and other advisors to assist the Committee or a member of the Committee engaged in conducting the Committee’s duties and responsibilities as it deems appropriate, without seeking Board approval. 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 advisors and other advisors.

In retaining or seeking advice from any compensation consultant, outside legal advisor or other advisor (other than the Company’s in-house counsel), the Committee must consider factors that affect the independence of the consultant, legal advisor or other advisor, including the following:

- Provision of other services to the company by the employer of the individual consultant, legal advisor or other advisor;
- Amount of fees paid by the company to the employer of the individual consultant, legal advisor or other advisor, as a percentage of that employer's total revenue;
- Policies and procedures of the employer of the individual consultant, legal advisor or other advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship between the individual consultant, legal advisor or other advisor and any member of the Committee;
- Ownership by the individual consultant, legal advisor or other advisor of the Company's stock;
- Any business or personal relationship between the individual consultant, legal advisor or other advisor or the employer of the individual consultant, legal advisor or other advisor and any executive officer of the Company.

The Committee is not required to assess the independence of any compensation consultant, legal advisor 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, legal advisor or advisor, and about which the consultant, legal advisor or advisor does not provide advice.

The Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultants, outside legal advisors or other advisors to the 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.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight role. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or Listing Standard:

1. Review and approve, without the Chairman and Chief Executive Officer present, the goals and objectives relevant to the compensation of the Chief Executive Officer and communicate them to the Board;

2. Evaluate, without the Chairman and Chief Executive Officer present, the performance of the Chairman and Chief Executive Officer in light of such goals and objectives at least annually and communicate the results to the Chairman and Chief Executive Officer and the Board;
3. Establish annually, without the Chief Executive Officer present, the Chief Executive Officer's compensation level, including, as applicable, (a) base salary, (b) bonus, (c) long-term incentive and equity compensation, and (d) any other compensation, perquisites and special or supplemental benefits, and communicate them to the Board. In determining the compensation for the Chief Executive Officer, consider, among other items, the Company's performance and relative stockholder return, the Chief Executive Officer's past performance relative to the goals and objectives approved by the Committee, the value of similar incentive awards to chief executive officers at comparable companies, and the compensation provided to the Chief Executive Officer in the past;
4. After consultation with the Chief Executive Officer, set the long-term incentive and equity compensation levels for all officers reporting to the Chief Executive Officer, and approve the (a) base salary, (b) bonus, and (c) other compensation, perquisites and special or supplemental benefits paid to such officers;
5. Administer those compensation and benefit plans of the Company which by their terms specify the Committee as the plan administrator;
6. Review annually Management succession plans relating to the Chief Executive Officer and senior executive positions and, after consultation with the Chief Executive Officer, make recommendations to the Board for consideration;
7. Review annually successors for the Chief Executive Officer in case of temporary absence or disability and make recommendations to the Board for consideration;
8. Review the position description for the Chief Executive Officer and recommend to the Board any revisions deemed necessary by the Committee;
9. Review the equity and other incentive compensation plans and practices of the Company and recommend to the Board any changes deemed appropriate by the Committee;
10. Review the Annual Incentive Plan or successor plans thereto, and recommend to the Board any changes deemed appropriate by the Committee;

11. Review the Annual Employee Benefits Report in accordance with the requirements of the Employee Retirement Income Security Act of 1974, as amended;
12. Provide necessary approval in order to qualify the Company's equity and incentive compensation awards for various exemptions that may be established by the Securities and Exchange Commission under section 16 of the Securities Exchange Act of 1934;
13. Provide necessary approval in order to qualify the Company's equity and incentive compensation plans as performance based compensation under section 162(m) of the Internal Revenue Code;
14. Prepare an annual compensation committee report for inclusion in the Company's proxy statement for the annual meeting of stockholders, in accordance with applicable laws and regulations and Listing Standards;
15. Review and discuss with Company management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and based on such review determine whether to recommend to the Board that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement;
16. 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 the frequency of Say on Pay Votes required under applicable law, 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.
17. Review annually and approve an assessment of the Company's compensation programs and policies for employees generally as to whether such programs or policies create incentives that can affect the Company's overall risk level, and determine whether any such risks are reasonably likely to have a material adverse effect on the Company; and
18. Review and reassess the adequacy of this Charter annually and recommend to the Board any revisions to this Charter deemed appropriate by the Committee.

Performance Evaluation

The Committee shall produce and provide to the Board annually, a self-evaluation of the Committee, which evaluation shall assess the Committee's performance of its duties and responsibilities set forth in this Charter. The self-evaluation shall be conducted in such manner as the Committee deems appropriate.