

# **RAYONIER INC.**

## **Charter of the Compensation and Management Development Committee**

**As Amended February 27, 2014**

### **I. General**

The Compensation and Management Development Committee (hereinafter the “Committee”) of the Board of Directors of Rayonier Inc. (the Company) is the administrator of the compensation and benefits programs for all employees of the Company with overall authority to establish and interpret the terms of the Company’s salary and incentive programs. The goal of these programs is to attract and retain highly qualified individuals with skills suited to the needs of the Company and to appropriately motivate and reward performance that will lead to enhancement of shareholder value in an increasingly competitive business environment.

### **II. Purpose**

The purpose of the Committee shall be: (a) to discharge the Board of Director’s responsibilities relating to compensation and benefits of Company employees and in particular relating to the compensation of the Company’s executive officers and senior managers; (b) to assist the Board of Directors in overseeing management development and succession planning; (c) to review and recommend to the Board of Directors the Compensation Discussion and Analysis (CD&A) to be included in the Company’s annual proxy statement and (d) to prepare and publish a Compensation Committee Report for inclusion in the Company’s proxy statement that complies with the rules and regulations of the Securities and Exchange Commission (SEC).

### **III. Committee Membership**

The Committee shall consist of no fewer than three (3) directors appointed annually by the Board of Directors, in conjunction with its Nominating and Corporate Governance Committee. The members of the Committee shall meet the independence requirements of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended, and the New York Stock Exchange and any other independence standards adopted by the Board. In addition, a person may serve on the Committee only if it is determined that the person is (i) a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended. Directors serving on the Committee shall have sufficient knowledge and familiarity in the area of compensation practices and policies to discharge the duties and responsibilities of the Committee.

One of the members of the Committee shall be designated by the Board of Directors to be Chairman. Committee members may be added or removed by the Board of Directors at any time.

#### **IV. Meetings**

The Committee shall meet as often as it determines, but not less frequently than four times per year. The Chairman shall chair all regular sessions of the Committee and set the agendas for the Committee meetings.

#### **V. Committee Authority and Responsibilities**

The Committee shall have the authority to delegate its responsibilities to subcommittees (consisting of one or more members of the Committee) as the Committee deems appropriate. (Oversight of the policies, objectives, administration and investment performance of the Company's ERISA-qualified pension and savings plans assets and liabilities, including oversight of the Company's Pension and Savings Plan Committees and others acting as fiduciaries and/or administrators of such pension and savings plans, has been delegated to the Audit Committee.)

In furtherance of its purpose, the Committee, as necessary or appropriate, shall:

##### Executive and Employee Compensation

1. Except as provided below with respect to the Chief Executive Officer (CEO), review and approve compensation arrangements for executive officers and review and approve all agreements (including employment, severance and change in control agreements) with executive officers related to executive compensation, retention or other aspects of their employment relationship with the Company.
2. Except as provided below with respect to the CEO, review and approve the compensation and benefits of all executive officers of the Company, considering, among other factors, individual, business unit and company strategic progress and performance relative to prior years' results, economic and business conditions, annual and long-term goals, comparative and competitive pay and performance levels and the most recent shareholder advisory vote on executive compensation. The Committee shall consult with the independent members of the Board of Directors with respect to compensation levels for executives who are the subject of annual proxy statement disclosure.
3. Review and approve compensation, perquisite, retirement and insured benefit programs for the Company and its subsidiary companies, and make recommendations to the Board of Directors with respect to incentive compensation plans and equity-based plans requiring its approval. (Oversight of the policies, objectives, administration and investment performance of the Company's ERISA-qualified pension and savings plans assets and liabilities, including oversight of the Company's Pension and Savings Plan Committee and others acting as fiduciaries and/or administrators of such pension and savings plans, has been delegated by the Board of Directors to the Audit Committee.)
4. Approve, or recommend to the Board of Directors as the circumstances require, such matters as are specifically provided for by Company plans, such as the annual goals and objectives and the total amount of monies available.

5. Approve, or recommend to the Board of Directors as the circumstances require, and take, such actions as may be required by applicable law, to recover or adjust incentive awards and payments to executive officers if the performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment.
6. Review and recommend to the Board of Directors the election and advancement of officers and establish their applicable salary grade.

#### CEO Compensation

1. Establish and implement an evaluation process for the CEO.
2. Establish, review and approve annual and long-term corporate and individual performance goals and objectives relevant to CEO compensation, evaluate the performance of the CEO in light of those goals and objectives, and recommend to the independent members of the Board of Directors the compensation level of the CEO based on this evaluation. In recommending the long-term incentive component of the CEO's compensation, the Committee shall consider (among other factors at the discretion of the Committee) the performance and relative shareholder return for the Company, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the CEO in past years and the most recent shareholder advisory vote on executive compensation.
3. Report on the foregoing to the independent members of the Board of Directors.

#### Management Development and Continuity

1. Review and monitor, and recommend to the Board for approval, management development and succession plans for the CEO, in consultation with the Nominating and Corporate Governance Committee.
2. Recommend to the Board of Directors the individual who should assume the position of CEO if that position becomes vacant due to unforeseen circumstances.
3. Review and monitor, and recommend to the Board for approval, management development and succession plans for the other executive officers of the Company, and report to the Board of Directors on the status of succession planning on at least an annual basis.

#### Outside Advisors

1. The Committee shall have sole authority to select, retain, set the compensation for, and obtain the advice of compensation consultants, outside legal counsel and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.

2. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to its compensation consultants, outside legal counsel and any other advisors.
3. The Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultants, legal counsel or other advisors, 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.
4. In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the independence factors specified in Section 303A.05(c)(iv) of the NYSE Listed Company Manual. The Committee may retain, or receive advice from, any compensation advisor it prefers, including ones that are not independent, after considering the specified factors.
5. 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.
6. 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 the SEC's Regulation S-K.

#### Other Matters

1. The Committee will (i) meet to review and discuss with management the CD&A and will recommend to the Board whether the CD&A should be included in the Company's annual proxy statement and (ii) prepare and publish a Compensation Committee Report for inclusion in the Company's annual proxy statement. The report will state whether the Committee reviewed and discussed with management the CD&A, and whether the Committee recommended to the Board that the CD&A be included in the Company's proxy statement or other applicable SEC filings.
2. The Committee will annually review 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.
3. The Committee shall review such other matters within the scope of its responsibilities as the Committee shall determine from time to time, and make such recommendations to the Board of Directors with respect thereto as the Committee deems appropriate.

4. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct shareholder advisory votes on executive compensation.
5. The Committee shall review the Charter annually to assess its adequacy and shall propose any necessary amendments to the Nominating and Corporate Governance Committee.
6. The Committee shall ensure that an annual evaluation of Committee performance is conducted and presented to the Board.