

CATCHMARK TIMBER TRUST, INC.

AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted as of November 12, 2014

PURPOSE

The Board of Directors (the "Board") of CatchMark Timber Trust, Inc. (the "Company") has established a nominating and corporate governance committee comprised of independent directors (the "Committee"). The Committee is intended to assist the Board in fulfilling its oversight responsibilities under Maryland law. As such, the Committee shall have the following primary functions:

First, the Committee shall be responsible for identifying qualified individuals for nomination to become Board members, in accordance with the Company's Articles of Amendment and Restatement and Bylaws and with Maryland law.

Second, the Committee shall oversee, develop and recommend to the Board corporate governance guidelines ("Corporate Governance Guidelines") applicable to the Company. It shall also be the task of the Committee to periodically re-evaluate such guidelines for the purpose of suggesting amendments to them if appropriate.

Third, the Committee shall determine the composition of Board committees.

Fourth, the Committee shall oversee processes to evaluate Board and committee effectiveness.

MEMBERSHIP OF THE COMMITTEE

The members of the Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange ("NYSE") and any other applicable laws, rules or regulations, including, without limitation, any rules promulgated by the SEC. The Chairman of the Committee shall be designated by the Board. The Board may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee may designate and delegate duties to such standing or ad-hoc subcommittees as it deems necessary or desirable.

OPERATIONS OF THE COMMITTEE

Nominating Function

At least annually, the Committee shall review with the Board the appropriate skills and characteristics required of Board members. The full Board shall remain responsible for selecting nominees and recommending them for election by the stockholders. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- Identify, recruit, screen and select individuals qualified to become Board members as necessary to fill vacancies or the additional needs of the Board.
- Consider potential director nominees appropriately recommended by management or stockholders.
- Recommend to the Board a slate of director nominees to be presented for stockholder approval at the Annual Meeting of Stockholders.
- In evaluating the suitability of potential director nominees, seek individuals who have the knowledge, experience, skills, expertise and diversity, together with the highest personal and professional integrity, to be most effective, in conjunction with the other Board nominees and members, in collectively serving the long-term interests of the Company's stockholders.
- Periodically reevaluate the foregoing criteria for Board membership considering the Company's strategy, its geographic markets, regulatory environment and other relevant business factors, as well as changes in applicable laws or listing standards.
- Provide advice and counsel to the Board regarding director independence evaluations and determinations.

Engagement of Advisors

The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates. To that end, the Committee may: (1) consider management recommendations regarding the appropriate search firm to retain and the terms and conditions of service, and (2) authorize management to enter into contracts with such search firms based on terms and conditions approved by the Committee.

The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee may request that any director, officer or employee of the Company, or any other person whose advice and counsel are sought by the Committee, attend a Committee meeting or meet with any member of, or consultant to, the Committee.

Board and Committee Structure

On an annual basis, the Committee shall evaluate the membership of the committees of the Board. In this regard, the Committee shall have the following goals and responsibilities:

- To review, at least annually, the structure of the Board to assure that the proper skills and experience are represented, and to advise the Board with respect to Board composition, procedures and committees.
- To ensure that the requisite number of Board members shall be independent directors under applicable law, regulations and listing standards.
- To annually review Board committee assignments and evaluate the Board's policy with respect to rotation of committee members and/or chairpersons.

- To review and recommend Board committee slates annually and to recommend additional committee members to fill vacancies as needed, in each case taking into account the desired qualifications for membership on each committee, the availability of the director to meet the time commitment required for membership on the particular committee, and the Company's policy on periodic rotation of committee members.
- To oversee required proxy statement disclosures regarding Board leadership structure, director qualifications and considerations of diversity.

Corporate Governance Functions

The Committee shall, with the assistance of the Company's outside counsel, develop a set of formal, written guidelines for corporate governance, which shall be presented to the full Board of Directors for consideration and adoption.

The Committee shall regularly review developments relating to corporate governance issues.

The Committee shall oversee the Company's Corporate Governance Guidelines covering directors and management, including review of such Guidelines and the Company's adherence thereto on at least an annual basis, and to recommend changes as necessary.

The Committee shall periodically review and recommend changes to the charters of the other Board committees.

Annual Evaluation Functions

In this regard, the Committee shall have the following goals and responsibilities:

- To oversee a process for annual self-evaluation of the effectiveness of the operation of the Board and its committees; and
- To perform an annual self-evaluation consistent with such process, including a review of the Committee's performance against applicable law and listing standards and the adequacy of this charter, and to recommend any proposed changes to the Board.

Changes in Status/Length of Service

- To review the suitability for continued service as a director of any Board member who has, consistent with Board policy, offered to resign due to retirement from or other change in the principal position he or she held when initially elected to the Board.
- To make recommendations to the Board regarding limits on length of Board service and mandatory retirement age for Board members.

Training

To periodically monitor the orientation and training needs of directors and recommend action to the Board, individual directors and management where appropriate.

Board Operations

- To make recommendations on the frequency, content and structure of Board meetings.
- To periodically evaluate the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors.

Other Activities

The Committee shall perform any other activities or other functions within the scope of the foregoing as the Committee may deem appropriate to undertake from time to time.

Reliance Permitted

In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

Reporting

The Committee shall report its actions and recommendations to the Board and shall conduct and present to the Board an annual performance evaluation of the Committee.