

## **ADDENDUM B**

### **AGREE REALTY CORPORATION COMPENSATION COMMITTEE CHARTER**

#### **Purpose**

The Committee shall review and approve the Company's compensation philosophy. It is charged with the broad responsibility for assuring that officers and key management personnel are effectively compensated in terms that are motivating, internally equitable and externally competitive. The Committee shall approve all compensation of executive officers; set the criteria for awards under incentive compensation plans and determine whether such criteria have been met. The Committee will generally oversee policies and practices of the company that advance its organizational development, including those designed to achieve the most productive engagement of the company's workforce.

#### **Duties and Responsibilities**

##### **Executive Compensation**

The Committee will:

- Determine the compensation of the CEO, the other Executive Officers, and the Board of Directors and report the compensation of the CEO to the Board.
- Periodically review the company's philosophy regarding executive compensation and advise the CEO relative to different compensation approaches.
- From time to time receive data to assess the company's competitive position for the components of executive compensation by reviewing executive compensation surveys, studies and information concerning the compensation paid by other companies.

#### **Succession Planning**

The Committee will consider organizational development and make recommendations in consultation with the CEO for the selection of individuals to succeed to positions in senior management in order to assure orderly transition and continued strength in the organization,

#### **Membership**

- The Committee will have a minimum of three (3) directors.
- All Committee members shall meet the definitions of (i) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) an "outsider director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- The board will appoint the Committee members and a Chairman, based upon the recommendations of the Nominating and Governance Committee.
- The Board may fill vacancies on the Committee.

### **Membership (cont.)**

- The Board may remove Committee members from the membership of the Committee at any time with or without cause.

### **Consultants**

The Committee shall have the authority to retain consultants of its selection to advise it with respect to the company's salary and incentive compensation plans.

### **Committee Meetings and Action**

- The committee will meet as the call of its Chairman or the Chairman of the Board
- A majority of the Committee members will be quorum for the transaction of business.
- The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee without a meeting if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
- The Chairman will report from time to time to the Board on Committee actions and on the fulfillment of the Committee's duties under its charter.
- The Committee Secretary (as designated) will keep minutes of all committee meetings, which will be available to all Board members.