



GRANITE POINT MORTGAGE TRUST INC. COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Granite Point Mortgage Trust Inc. (the “**Company**”) shall: (i) oversee the Company’s overall compensation structure, policies and programs; (ii) evaluate and determine all matters relating to the compensation of: (a) the Company’s Chief Executive Officer (“**CEO**”); and (b) the other officers of the Company, as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and any other executives who report directly to the CEO (together with the executives described in (b), collectively, the “**Covered Executives**”); (iii) administer and function as the committee that is authorized to grant equity and incentive awards to Covered Executives and other employees as the Committee shall determine under the Company’s equity and cash incentive plans; (iv) review and make recommendations to the Board related to the compensation of independent directors of the Company; and (v) prepare the Compensation Committee Report required by Item 407(e)(5) of Regulation S-K of the Securities and Exchange Commission (the “**SEC**”).

The Committee shall report to the Board on a regular basis and in any event not less than once a year.

II. Membership

The Committee will have at least two members with the exact number as determined by the Board from time to time, each of whom shall be appointed by the Board and may be removed by the Board with or without cause. Each member of the Committee shall meet the independence requirements under the rules and regulations of the New York Stock Exchange (“**NYSE**”) and shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least two members of the Committee shall also qualify as “non-employee Directors” (as defined in Rule 16b-3 under the Exchange Act (“**Rule 16b-3**”)) If applicable, a member of the Committee who does not meet the “non-employee Director” standard within the meaning of Rule 16b-3, to the extent applicable, shall abstain from the actions of the Committee, as the Committee shall determine, in accordance with Rule 16b-3.

In addition, in affirmatively determining the independence of any member of the Board who will serve on the Committee, the Board must consider all factors specifically relevant to determining whether that member of the Board has a relationship to the Company that is material to that member of the Board’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to the source of compensation of that member of the Board, including any consulting, advisory or other compensatory fee paid by the Company to that member of the Board and whether that member of the Board is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The Board shall appoint one member of the Committee to serve as its Chair.

III. Meetings

The Committee shall meet at such times and from time to time as it deems to be appropriate, but not less than three times each year. The Committee may request members of the Company's management or others to attend meetings and provide pertinent information as necessary. For each Committee meeting, the Committee will appoint a secretary to keep minutes of such meeting, which minutes will be made available to each member of the Board. The Committee shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

IV. Responsibilities and Duties

The responsibilities and duties of the Committee shall include the following:

A. CEO and Covered Executives Evaluation and Compensation

1. Establish and periodically review the Company's general compensation philosophy for the CEO and Covered Executives.
2. Determine all matters relating to the compensation of the CEO and Covered Executives, considering the most recent advisory vote on the Company's executive compensation (the "**Say on Pay Vote**"), the Company's succession planning strategy and other talent management factors.
 - a) Annually review and approve the corporate goals and objectives relevant to compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and determine and approve the CEO's compensation level, including base salary, cash incentive compensation and equity incentive compensation, based on this evaluation. In determining the incentive components of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.
 - b) In consultation with the CEO, annually consider the corporate goals and objectives relevant to compensation of the Covered Executives. Annually review and approve the compensation levels, including base salary, cash incentive compensation and equity incentive compensation, of the Covered Executives.
 - c) Review and approve the compensation arrangements contained in any new or amended employment, severance or change-in-control agreement or plan with or applicable to the CEO or a Covered Executive.
 - d) Review, approve, amend and/or terminate any perquisite arrangements or other personal benefits paid or provided to the CEO or a Covered Executive.
 - e) Periodically review and approve the "peer companies" used to evaluate the compensation of the CEO, Covered Executives and independent directors of the Company.

- f) Review and approve any severance payment or other compensation arrangement proposed to be made to the CEO or a Covered Executive upon retirement, other termination of employment or significant diminution in job duties.

B. Other Committee Responsibilities

1. Administer, review and make recommendations with respect to the Company's incentive compensation plans, including to approve and recommend that the Board adopt such plans, to reserve shares of Common Stock for issuance thereunder, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make and determine awards to eligible persons under the plans and the terms of such awards, including performance metrics if applicable. The Committee may delegate to one or more officers of the Company the authority to make equity and cash awards to eligible individuals (other than the CEO, Covered Executives and independent directors of the Company) under the Company's incentive compensation plans as the Committee deems appropriate.

2. In consultation with senior management, oversee regulatory compliance with respect to compensation matters.

3. Review and make recommendations to the Board with respect to the compensation programs applicable to independent directors of the Company.

4. Determine stock ownership guidelines for the CEO, Covered Executives and the independent directors of the Company and monitor compliance with such guidelines.

5. Annually review and assess the incentives and risks arising from the Company's compensation programs and plans, and whether such risks are reasonably likely to have a material adverse effect on the Company.

6. Oversee the administration of the Company's tax-qualified retirement plan and perform any duties that the Board may have with respect thereto.

7. Review, approve and administer any Company policy concerning the recovery of compensation paid to Covered Executives.

8. Produce an annual Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

9. Review and discuss with the management the Compensation Discussion & Analysis ("CD&A") and related disclosures that are required by the rules and regulations of the SEC to be included in the Company's annual proxy statement and determine whether to recommend to the Board that such CD&A be included in the annual proxy statement.

10. 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.

11. Review periodically the Company's human capital management strategies and practices, which may include those related to recruiting, retention, non-executive compensation, employee engagement, professional development, and diversity, equity and inclusion.

12. Conduct an annual review of this Charter and recommend to the Board any changes that the Committee deems appropriate.

13. Conduct an annual performance evaluation of the Committee.

14. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

V. Selection of Advisors to the Committee; Independence Considerations

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties under this Charter or as required by the rules and regulations of the SEC or NYSE. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor (each, an "**Advisor**"), and shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisor retained by the Committee. The Company shall be responsible for funding the reasonable compensation, as determined by the Committee, of any Advisor retained by the Committee.

Notwithstanding the foregoing, the Committee may select an Advisor only after taking into consideration all factors relevant to such Advisor's independence from the Company's management, including the following (for purposes of the following factors, the term "Advisor" shall include any Advisor who is an individual and any entity that employs such Advisor):

- The provision of other services by the Advisor to the Company;
- The amount of fees the Advisor receives from the Company, as a percentage of the Advisor's total revenue;
- The policies and procedures of the Advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Advisor with a member of the Committee;
- Any stock of the Company owned by the Advisor; and
- Any business or personal relationship of the Advisor with an executive officer of the Company;

provided, however, that this independence assessment is not required with respect to: (i) in-house legal counsel of the Company; and (ii) any Advisor whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K:

- consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees thereof; or
- providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the Advisor and about which the Advisor does not provide advice.

The foregoing independence assessment does not require an Advisor to be independent, only that the Committee consider the above-stated independence factors before selecting or receiving advice from such Advisor.

VI. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Approved by the Board as of August 5, 2024