

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

I. STATUS

The Compensation Committee (the "Committee") is a committee of the Board of Directors of Veris Residential, Inc. (the "Company").

II. PURPOSE

The primary purposes of the Committee are (i) to assist the Board of Directors in discharging its responsibilities in respect of compensation of the Company's Chief Executive Officer ("CEO"); (ii) to discuss with the CEO the compensation of other senior executives (each, an "Executive" and, collectively, the "Executives"); (iii) to review and administer the Company's compensation and benefit programs; (iv) to periodically review and propose changes to the director compensation program for the Board's consideration; and (v) to produce an annual report on executive compensation for inclusion in the Company's annual proxy statement or annual report that complies with the rules and regulations of the Securities and Exchange Commission (the "Commission").

III. MEMBERSHIP

- A. The Committee shall consist of three or more directors all of whom, in the judgment of the Board of Directors, shall be independent. The members of the Committee shall be considered independent if they meet the independence requirements under Section 303A.02 of the Listed Company Manual of the New York Stock Exchange (the "NYSE"), Section 10C(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the Commission. In addition, a person may serve on the Committee only if the Board of Directors determines that he or she: (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Exchange Act; and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- B. Members of the Committee shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee of the Board and shall serve until the earlier to occur of the date on which he or she shall: 1) be replaced by the Board; 2) resign from the Committee; or 3) resign from the Board.
- C. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided any such subcommittee is composed entirely of independent directors as defined under the listing standards of the NYSE.

IV. MEETINGS

- A. Meetings. The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities, but no less than two times per year. The Committee may meet in person, telephonically, or by video conference (or similar technology) and at such times and places as the Committee shall determine. The Committee may act by unanimous written consent in lieu of a meeting.
- B. Quorum; Voting. A majority of the members of the Committee shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

- C. **Agenda.** The Chair shall convene and chair all sessions of the Committee, and in consultation with the Committee members, develop and set agendas for Committee meetings, determine the information needs of the Committee and be responsible for communicating any recommendations of the Committee to the Board in a timely manner. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to the members of the Committee and the Board prior to the meeting. Supplemental materials may be distributed at meetings.
- D. **Attendance by Other Directors.** Any director who is not a member of the Committee may attend and participate as appropriate in the judgment of the Committee Chair in one or more Committee meetings.
- E. **Other Invitees.** The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- F. **Minutes; Report to the Board.** The Committee shall maintain minutes of all its meetings to document its activities and recommendations. At the Board meeting following each Committee meeting, or more often, if requested by the Chair of the Board, the Committee's Chair (or the Chair's designee) shall report to the full Board on the Committee's actions. The Committee Chair may invite company counsel (internal or external) to maintain the Committee minutes.
- G. **Chair Absence.** The Chair may designate another Committee member to chair a Committee meeting in the Chair's absence.

V. DUTIES AND RESPONSIBILITIES

- A. **General Authority.** The Committee shall, at least annually, review the compensation philosophy of the Company. The Committee shall make recommendations to the Board with respect to the form and amount of all compensation to be paid or awarded to (i) the CEO, and (ii) the Executives.
- B. **Set Performance Goals and Evaluate Executives.** The Committee shall annually review and approve the corporate goals and objectives relevant to each Executive's compensation and shall evaluate each Executive's performance in light of these goals and objectives. The Committee shall establish procedures to evaluate the performance of the CEO and perform such evaluation on an annual basis. The Committee shall review the procedures for evaluation of the other Executives and shall review the results of such evaluations on an annual basis.
- C. **Establish and Review Executive Compensation.** Based on its evaluations, the Committee shall review and approve the following: (i) annual base salary paid to each Executive, (ii) the grant of all cash based bonuses or incentive payments and all equity-based compensation to each Executive, (iii) the entering into or amendment or extension of any employment contract or similar arrangement with any Executive, (iv) any Executive severance or change in control arrangement, (v) any supplemental or retirement benefits payable to each Executive, and (vi) any other Executive compensation matters as from time to time directed by the Board. In determining each Executive's compensation, the Committee shall consider, among other things, the Company's performance and relative shareholder return, the compensation of executive officers at companies that the Committee determines comparable based on factors it selects and the compensation paid to the Executive in prior years.
- D. **Company Peer Group.** The Committee shall approve, or make recommendations to the Board with respect to, the selection of peer companies used for considering competitive comparisons of pay levels, program design and other practices.
- E. **Role of the CEO.** The Committee shall consider the recommendations of the CEO in determining the compensation of the Executives other than the CEO. The CEO may not be present during the voting for or deliberations about the CEO's compensation but may be present for the voting or deliberations regarding the compensation of the other Executives.

- F. Incentive Compensation Plans. The Committee shall approve, or make recommendations to the Board with respect to, the Company's equity-based plans and any cash incentive plans in which directors or Executives are eligible to participate, discharge any responsibilities imposed on the Committee by any of these plans, oversee the activities of the individuals and committees responsible for administering these plans, and approve or recommend to the Board any material amendments to the plans for which shareholder approval is required.
- G. Executive Compensation Clawback Policies. The Committee shall establish and oversee the Company's executive compensation clawback policies.
- H. Other Policies and Perquisites. The Committee shall establish and periodically review policies and programs concerning perquisite benefits, and non-cash or other benefits for the Executives.
- I. Director Compensation. The Committee shall periodically review and make recommendations to the Board regarding the fees, equity awards and benefits payable to non-management directors of the Company for their service on the Board and on Committees of the Board.
- J. Reports and Disclosure. The Committee shall review, and recommend to the Board inclusion of, the executive compensation disclosures made in the Company's annual proxy statement or annual report on Form 10-K, including the Compensation Discussion & Analysis contained therein, and prepare the Compensation Committee report to be included in the annual proxy statement or annual report on Form 10-K.
- K. Compensation Risk Assessment. The Committee shall annually review and discuss with management the Company's compensation policies and practices as applied to employees generally to assess whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company.
- L. Stock Ownership Guidelines; Trading Policies. The Committee shall establish, or recommend to the Board, stock ownership guidelines for Executives and monitor compliance with such guidelines. The Committee shall establish, or recommend to the Board, policies with respect to "insider" trading, hedging and pledging of Company stock and periodically review compliance with such policies.
- M. Shareholder Matters. The Committee shall advise the Board on management proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and frequency of such votes, and proposals received from shareholders on executive compensation matters and the Committee shall oversee management's engagement with shareholders and proxy advisory firms on executive compensation matters. The Committee shall review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practice.
- N. Annual Performance Review. The Committee shall at least annually review its own performance, including its compliance with this Charter, and provide the Board with a summary of its review any recommendations. The Committee shall conduct such evaluation and review in such manner as it deems appropriate. The Committee shall review this Charter at least annually and recommend to the Board any changes it determines are appropriate.
- O. Other Duties and Authority. The Committee shall perform any other activities required by applicable law, rules or regulations, including the rules of the Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with this Charter, the Company's certificate of incorporation and bylaws, and governing laws, as the Committee or the Board deems necessary or appropriate. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

VI. PERFORMANCE EVALUATION

The Committee shall conduct an annual performance evaluation of its own performance.

VII. COMMITTEE AUTHORITY AND RESOURCES

A. The Committee shall have the sole authority to obtain advice and assistance from internal or external legal, accounting, financial or other advisors (each, an "Advisor"). Without limiting the foregoing, the Committee shall have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of director or CEO compensation, or to review with the CEO compensation of the Executives. The Committee shall have sole authority to retain and terminate any such consulting firm, including sole authority to approve the firm's fees and other terms of retention. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors engaged by the Committee. In retaining or seeking advice from any Advisor, the Committee must take into consideration the following factors:

1. The provision of other services to the Company by the Advisor;
2. The amount of fees received from the Company by the Advisor as a percentage of the total revenue of the Advisor;
3. The policies and procedures of the Advisor that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the Advisor with a member of the Committee;
5. Any securities of the Company owned by the Advisor; and
6. Any business or personal relationship of the Advisor with an executive officer of the Company.

The Committee may retain, or receive advice from, any Advisor it prefers, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any 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 Advisor, and about which the Advisor does not provide advice.

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 Regulation S-K.

- B. The Committee shall have full access to all books, records, facilities, information, and personnel of the Company as deemed necessary or appropriate by the Committee to discharge their responsibilities and perform their duties hereunder. The Committee may request that directors, officers or employees attend the Committee's meetings (or a portion thereof) to provide such pertinent information as the Committee requests.
- C. The Board may, in its discretion, pay a reasonable fee to the Committee members to compensate them for their time spent as a Committee member and shall authorize the reimbursement by the Company of members of the Committee for all of their reasonable out of pocket expenses.

VIII. COMMITTEE CHARTER

The Committee shall review at least annually the adequacy of this Charter and recommend any changes to the Board for approval. This Charter shall be made available on the Company's website.

IX. CHARTER REVISION AND APPROVAL HISTORY

March 4, 2024 – amended charter approved

February 5, 2025 – amended charter approved