

MODIV INC.

COMPENSATION COMMITTEE CHARTER

PURPOSE AND RESPONSIBILITIES

The Compensation Committee (the “**Committee**”) is intended to assist the Board of Directors (the “**Board**”) of Modiv Inc. (the “**Company**”) in recommending, establishing, overseeing, and directing the Company’s executive officer and director compensation philosophy, policies, and programs, and to approve compensation to be paid by the Company for the Company’s chief executive officer (the “**CEO**”), the executive officers of the Company other than the CEO (the “**Executive Officers**”) and the directors of the Company.

COMPOSITION OF THE COMMITTEE

The membership of the Committee shall consist of two or more directors, a majority of whom shall be independent directors, qualifying as such in accordance with the Company’s Articles of Amendment and Restatement, as amended, and Bylaws. The chairperson of the Committee shall be designated by the Board or if such designation is not made, the members may designate a chairperson by majority vote of the full Committee. The Board may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. Members of the Committee shall be elected annually by the Board and shall hold office until the earlier of (i) the election of their respective successors, (ii) the end of their service as a director of the Company (whether through resignation, removal, expiration of term, or death) or (iii) their resignation from the Committee. The Committee may form and delegate authority to subcommittees as appropriate.

No member of the Committee may be subject to any “Committee Interlock,” as described in Item 402(j) of Regulation S-K, without express approval by the Board. All members of the Committee shall have a working familiarity with industry compensation standards and practices. Committee members may enhance their familiarity with human resources or benefits by participating in educational programs conducted by the Company or an outside consultant.

OPERATIONS OF THE COMMITTEE

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by

the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, 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.

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 factors specified in Section 303A.05(c)(iv) of the NYSE Listed Company Manual. 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.

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. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation or director compensation shall not be retained by the Company for any compensation or other human resource matters.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. Meetings for the consideration of pertinent matters may be requested by the CEO of the Company, by any member of the Committee or the Board, or by request to the chairperson of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting. The Secretary or an Assistant Secretary of the Company will prepare the minutes of each meeting and send a copy of the minutes to the Committee members and to the Directors who are not members of the Committee. The Secretary or such Assistant Secretary of the Company, as applicable, may be excused by the chairperson of the Committee from any meeting, or portion thereof, where sensitive matters of compensation are discussed, and the chairperson of the Committee shall be responsible for ensuring that minutes of that meeting or portion are correctly recorded.

Duties and Responsibilities

The Committee shall be empowered in accordance with its judgment to act in respect of the following:

- Review and approve the corporate goals with respect to compensation to be paid by the Company to officers and directors.

- Review and oversee the Company's executive compensation strategy and programs, including salary, bonus, incentive compensation, and equity-based plans, if any.
- Review and oversee the Company's annual compensation processes and procedures.
- Review and approve annually the corporate goals and objectives relevant to any compensation to be paid by the Company to the CEO, evaluate at least annually the performance of the CEO in light of those goals and objectives, and determine the CEO's compensation level based on this evaluation. In determining the long-term incentive component 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.
- Review and approve the compensation of the Executive Officers to be paid by the Company, including reviewing the recommendations of the CEO with regard to the compensation of the Executive Officers.
- Review and approve any employment, severance, and termination agreements or arrangements to be made between the Company and the CEO or any Executive Officer.
- Approve and issue stock option grants, statutory and non-statutory stock options, restricted stock, restricted stock units, warrants, stock appreciation rights, phantom stock rights, and any other form of current or deferred compensation payable in the form of the Company's stock and/or payable with respect to the current or future value of the Company's stock in accordance and consistent with any written guidelines and restrictions established by the Board and the terms and conditions of any plans previously adopted by the Board and the Company's stockholders, if required.
- Review and approve all Company benefit plans, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans, and where appropriate or required, recommend for approval by the Company's stockholders.
- Approve the amendment or modification of any Company compensation or benefit plan pertaining to Executive Officers that does not require stockholder approval, other than such plans as apply to the Company's employees generally.
- Review and recommend to management corporate perquisites including special benefits to be considered within general corporate policies, establishment of categories of management personnel to whom benefits will be provided or who will be permitted to use benefits, and determination of special benefits on a case-by-case basis.
- Review and recommend to the Board compensation for independent members of the Board, including but not limited to the following elements: retainer, meeting fees,

- committee fees, committee chair fees, equity or stock compensation, benefits, and perquisites.
- Establish regular systems of reporting to the Committee by management regarding any significant issues affecting current or future levels of compensation and policies.
 - Review, with the Company’s counsel, any legal matter concerning compensation that could have a significant impact on the Company.
 - In accordance with the rules and regulations of the Securities and Exchange Commission, and the rules of the New York Stock Exchange:
 - Review and discuss with management the Compensation Discussion and Analysis (“**CD&A**”) and the related tabular and other disclosures about executive compensation that are required to be included in the Company’s annual proxy statement (the “**Proxy Statement**”) and Annual Report on Form 10-K (the “**Form 10-K**”), and recommend to the Board whether the CD&A should be included in the Proxy Statement and Form 10-K; and
 - Produce a report of the Committee on executive compensation for inclusion in the Proxy Statement and Form 10-K.
 - 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 Securities Exchange Act of 1934, as amended, 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 Proxy Statement.
 - Periodically assess whether the Company’s incentive compensation plans and equity-based plans are appropriately aligned with the Company’s management of enterprise risk and whether the Company’s incentive compensation arrangements encourage excessive risk taking, and discuss at least annually the relationship between risk management practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.
 - Report, through its chairperson, to the Board following meetings of the Committee.

Charter and Performance Review

The Committee will conduct an annual review of the Committee charter and recommend any proposed changes to the Board for approval. The Committee will conduct an annual evaluation of the performance of the Committee and report the results of such evaluation to the Board of Directors.