

Cousins Properties Incorporated

Compensation, Succession, Nominating and Governance Committee Charter

(As adopted by the Board of Directors on July 25, 2017)

Purpose of Committee

The purpose of the Compensation, Succession, Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Cousins Properties Incorporated (the “Company”) is:

- a. to discharge the Board’s responsibilities relating to compensation of the Company’s executives, including overseeing the administration of the Company’s compensation programs and reviewing the compensation of the Company’s executives;
- b. to recommend individuals to the Board for nomination, election or appointment as members of the Board and its committees;
- c. to take a leadership role in shaping the corporate governance of the Company, including developing, recommending to the Board and reviewing on an ongoing basis the corporate governance principles and practices that should apply to the Company; and
- d. to oversee or prepare any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”).

Compensation Philosophy

With respect to the executives, the Committee’s philosophy is to incentivize business behaviors and performance aligned with long-term stockholders’ interests, to ensure that each executive’s total compensation is aligned with and a driver of the success of the Company and to provide compensation opportunities that will attract, retain and motivate talented executive personnel in a competitive and dynamic real estate marketplace. This philosophy contemplates that the executives are not incentivized by this compensation structure to take excessive risks.

With respect to employees, the Committee’s philosophy is to provide pay and benefit programs that attract and retain qualified employees, drive employee development and performance to achieve short- and long-term business goals and strategies and reinforce the Company’s culture and values.

Committee Membership

The Committee will consist of no fewer than two members of the Board. The members of the Committee will each have been determined by the Board to be “independent” under the rules of the New York Stock Exchange, Inc. (the “NYSE”), including the additional independence considerations specific to compensation committee membership under the NYSE listing standards. At least two members of the Committee should qualify as “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time (“Rule 16b-3”), and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time (“Section 162(m)"). No member of the Committee may receive any compensation from the Company other than (i) director’s fees, which may be

received in cash, stock options, common stock, equity-based awards or other in-kind consideration ordinarily available to directors; (ii) a pension or other deferred compensation for prior service that is not contingent on future service; and (iii) any other regular benefits that other directors receive.

Members will be appointed by the Board based on the recommendations of the Committee and will serve at the pleasure of the Board and for such term or terms as the Board may determine. The resignation or removal of a director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable from the Committee.

Committee Structure and Operations

The Board will designate one member of the Committee as its chairperson. The Committee will meet at least two times a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Meetings may be held in person or by telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and will be held at such times and places as the Committee determines. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. The Chair of the Committee, in consultation with the other committee members and management, may determine the frequency and length of the regular committee meetings.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee will report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

COMPENSATION:

1. To set the overall compensation strategy and compensation policies for the Company's executive officers and directors. The Committee shall have the authority to determine the forms and amount of compensation appropriate to achieve the Company's strategic objectives, including salary, bonus, incentive or performance-based compensation and equity awards. The Committee shall review its compensation strategy annually to confirm that it supports the Company's objectives and shareholders' interests and that executives are being rewarded in a manner that is consistent with the Company's strategy.
2. To make recommendations, as appropriate, to the Board with respect to the Company's incentive compensation plans and equity-based plans, to oversee the activities of the individuals and committees responsible for administering these plans, and to discharge any responsibilities imposed on the Committee by these plans.
3. To review and approve those corporate goals and objectives that are relevant to the compensation of the Company's Chief Executive Officer (the "CEO") and those other senior executive officers of the Company whom the Committee shall deem it appropriate to review (together with the CEO, the "Executive Officers"), to evaluate the performance

of the Executive Officers in light of those goals and objectives, and to set the Executive Officers' compensation levels based upon this evaluation.

4. To review and approve, for the Executive Officers of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level and (d) any special or supplemental benefits or perquisites. Deliberations of the Committee regarding the CEO's compensation are to be undertaken without the participation of the CEO. In evaluating and approving executive compensation, the Committee shall consider the results of the Say on Pay Vote.
5. To review and approve general salary and annual incentive levels for the Company as a whole.
6. To review and approve any new incentive-based, equity-based or other compensation plan for executive officers or directors or the termination or any material changes to such existing plans whether or not subject to stockholder approval. The Compensation Committee shall make recommendations to the Board with respect to the adoption of any new, or the termination or amendment of any existing, incentive-based, equity-based or other compensation plan for executive officers or directors.
7. To review and approve any employment agreements, change in control agreements, indemnification agreements or severance agreements proposed to be entered into with any executive officer. The Committee shall also periodically evaluate existing agreements with the Company's executive officers for continuing appropriateness.
8. To grant stock options, restricted stock and other discretionary awards under the Company's incentive-compensation and equity based plans.
9. To review periodically the form and amounts of director compensation and make recommendations to the Board with respect thereto, including with respect to awards under all compensating plans and equity-based plans.
10. To oversee the preparation of the compensation discussion and analysis in accordance with SEC rules and regulations for inclusion in the Company's annual proxy statement and annual report on Form 10-K, and review and discuss the compensation discussion and analysis with management each year.
11. To review the Company's incentive compensation arrangements to confirm that incentive compensation does not encourage excessive risk-taking, and to periodically consider the relationship between risk management and incentive compensation.
12. To 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 to review and approve the proposals regarding the Say on Pay Votes and the frequency of the Say on Pay Vote to be included in the Company's annual proxy statement.
13. To review and make recommendations to the Board regarding a "clawback" policy for compensation based on financial results of the Company, including recommendations

regarding the Company's pursuit of any recoupment following a restatement, in accordance with any applicable standards, rules, regulations or laws regarding clawback policies.

14. To exercise any of the powers of the Board not specifically delegated hereunder with respect to the compensation of employees.

NOMINATING:

1. To identify individuals believed to be qualified to become Board members, with the goal of ensuring that the Board consists of a diversified group of individuals with strong business experience, good judgment and high integrity who adhere to a high standard in performing the duties of the Board and who possess the willingness and ability to devote adequate time and resources to diligently perform Board duties, and otherwise consistent with criteria approved by the Board as set forth in the Company's Corporate Governance Guidelines.
2. To recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders, and in each case to provide to the Board the Committee's assessment of whether such individual or nominee would be an "independent" director under the rules of the New York Stock Exchange (an "Independent Director"). To review and make recommendations to the Board with respect to nominees for director proposed by shareholders. The Committee may consider candidates proposed by management, but is not required to do so.
3. To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), to recommend that the Board appoint the identified member or members to the respective committee and to recommend to the Board any member of a committee that should be removed from such committee. In recommending a candidate for committee membership or removal from a committee, the Committee will take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the candidate's judgment, character, expertise, skills, knowledge and experience in light of the duties and responsibilities of the committee, the interplay of the candidate's expertise, skills, knowledge and experience with that of other committee members and whether the candidate is an Independent Director.
4. To assist the Board in developing and evaluating candidates for executive positions, including the CEO, and oversee the development of executive succession plans.
5. If deemed advisable by the Committee, to retain any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board. The Committee has the sole authority to retain, at Committee expense, and terminate any such search firm or consultant, including the sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

GOVERNANCE:

1. To review periodically, as it deems appropriate, the standards to be applied by the Board in making determinations as to whether a director should be deemed an Independent Director, to recommend to the Board any modifications to these standards that the

Committee deems desirable, and to provide to the Board the Committee's assessment of which directors should be deemed Independent Directors under the then-current standards and under any recommended modifications to the standards.

2. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable in the size of the Board or any committee thereof and as to the desired qualifications of directors.
3. To make recommendations to the Board from time to time as to the establishment of any new committees, the termination of any existing committees or the separation of any combined committee into individual committees that the Committee believes to be necessary or desirable.
2. To oversee director orientation and continuing education.
3. To conduct an annual evaluation of the performance of the Board. The performance evaluation will be conducted in such manner as the Committee deems appropriate.
4. To develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established by the NYSE and, from time to time as it deems appropriate, to review those principles and practices and to recommend to the Board any revisions the Committee deems necessary or desirable.

MISCELLANEOUS:

1. To prepare and issue the evaluations and reports required under "Committee Reports" below.
2. To discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.

Committee Reports

The Committee will produce the following reports:

1. An annual Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
2. An annual performance evaluation of the Committee, which evaluation will compare the performance of the Committee with the requirements of this Charter. The performance evaluation will be conducted in such manner as the Committee deems appropriate.
3. An annual review of the adequacy of this Charter and will recommend to the Board any revisions the Committee deems necessary or desirable, although the Board will have the sole authority to amend this Charter.

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, whether or not such delegation is specifically contemplated

under any plan or program, but no such delegation shall be permitted if the authority is required by law, regulation or listing standard to be exercised by the Committee as a whole. In particular, if the Committee membership includes any directors who are not Independent Directors (as defined in the Guidelines), then the Committee may delegate the approval of award grants and other transactions and other responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are (i) “Non-Employee Directors” for the purposes of Rule 16b-3, and/or (ii) “outside directors” for the purposes of Section 162(m).

Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities. The Committee shall have the authority, in its sole discretion, (1) to retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor, or (2) to retain a search firm to assist in identifying director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel, search firm or other advisor retained by the Committee. The Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisors to the 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.

The Committee shall have access to appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel, search firm or any other advisor retained by the Committee.

With respect to its compensation-related duties and responsibilities, the Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person’s independence from the Company’s management, including the following:

- The provision of other services to the Company by the person who employs the compensation consultant, legal counsel or other advisor;
- The amount of fees received from the Company by the person who employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person who employs the compensation consultant, legal counsel or other advisor;
- The policies and procedures of the person who employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing any of the foregoing with an executive officer of the Company.

Such compensation consultant, legal counsel or other advisor retained by the Committee shall not perform other services for the Company unless such services are pre-approved by the Chairman of

the Committee, and the Committee is regularly updated as to the services being provided by such compensation consultant, legal counsel or other advisor.

The Committee shall perform any other activities consistent with this Charter, the Company's articles of incorporation and Bylaws and governing law, as the Board deems appropriate.

Delegation to Chief Executive Officer

The Committee may, in its discretion, delegate all or a portion of the duties and responsibilities of the Committee to grant stock options, restricted stock and other awards under the Company's incentive compensation and equity-based plans to the Company's Chief Executive Officer with such limitations as the Committee deems appropriate.

Disclosure

This Charter shall be posted on the Company's website.

This Charter amends in its entirety and replaces the existing Compensation, Succession, Nominating and Governance Charter as heretofore in effect.

July 25, 2017