



**GASLOG LTD.**

**COMPENSATION COMMITTEE CHARTER**  
**(Revised as of 15 November 2018)**

The purpose of this Charter is to set forth the composition, duties and responsibilities of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of GasLog Ltd. (the "Company"). The Committee is appointed by the Board to assist the Board in fulfilling its responsibilities.

The Compensation Committee shall exercise its charter on behalf of both the Company and GasLog Partners LP (the "Partnership").

**I. Committee Composition**

The Committee shall be comprised of three or more of the members of the Board from time to time. The members shall be appointed by the Board annually. The chair shall be selected by members of the Committee.

A member of the Partnership Board may be invited to observe the Committee meetings at the discretion of the Committee Chairman.

**II. Meeting Schedule**

The Committee shall meet as often as it may deem necessary or appropriate in its judgment. A meeting of the Committee may be called by any member of the Committee. Notice of each meeting, confirming the venue, time and date together with an agenda of items to be discussed, will be forwarded to each member of the Committee not less than five business days before the date of the meeting (unless such deadline is waived by the Committee or the chair) and each member of the Committee shall have the right to revise or make additions to such agenda prior to the meeting. A majority of the members of the Committee shall constitute a quorum. In the absence of the chair, the members of the Committee may designate a chair for the meeting by vote of a majority of the members present.

**III. Committee Responsibilities and Duties**

**A. Compensation**

The Committee shall, after taking into account the recommendations of the Chief Executive Officer (the "CEO"), where applicable:

1. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and make recommendations to the Board with respect to the CEO's compensation level based on this evaluation.
2. Make recommendations to the Board with respect to the compensation of all managerial employees of the Company that report directly to the CEO as the Board shall from time to time determine, however always including the CEO, the CFO, the COO, the General Counsel ("Senior Management") and the Head of Internal Audit.
3. Make recommendations to the Board with respect to the aggregate amount of compensation of (i) managerial employees that report directly to the CEO and who are not designated Senior Management and (ii) other managerial employees that do not report directly to the CEO and with respect to the authority of the CEO to determine the compensation of such officers in aggregate.

4. Make recommendations to the Board with respect to compensation policy, all incentive compensation, equity-based compensation plans, and pension or retirement plans that are subject to Board approval (whether applicable to the Company's and Partnership's directors and officers or to non-executive employees).
5. Determine and oversee any of the Company's long-term incentive plans, and any equity-based compensation plans adopted by the Company and the Partnership, and grants under them (whether applicable to the Company's or Partnership's directors and officers or to non-executive employees).
6. Make recommendations to the Board with respect to Board fees.

**B. General**

The Committee shall:

1. Perform a self-assessment and provide the same to the Board on a biennial basis.
2. Maintain minutes of meetings and regularly report to the Board regarding the execution of its duties and responsibilities. The minutes of all meetings shall be available to the Board.
3. Annually review and revise this Charter as necessary with approval of the Board to ensure that the composition of the Committee and the responsibilities and powers of the Committee comply with applicable laws and stock exchange rules.
4. Perform any other activities consistent with this Charter, the Company's memorandum of association and bye-laws and governing law, as the Committee or the Board deems necessary or appropriate.

**IV. Authority**

The Committee shall:

1. Have the power to employ the services of such advisers as it deems necessary to fulfill its responsibilities.
2. Have the sole power to retain and terminate any compensation consultant assisting in the evaluation of director, CEO or executive officer compensation, as well as sole authority to approve the fees and other terms of engagement of any such firm.