

**LOGISTIC PROPERTIES OF THE AMERICAS
CHARTER OF
THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

Purpose

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Logistic Properties of the Americas, a Cayman Islands exempted company (the “Company”), shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive, director and other incentive and equity-based compensation plans and to review and prepare any disclosures required to be made by the Company in its periodic filings with the U.S. Securities and Exchange Commission (“SEC”) pursuant to the rules and regulations of the SEC.

This Charter is intended as a tool within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Amended and Restated Memorandum and Articles of Association (“Governing Documents”), it is not intended to establish by its own force any legally binding obligations.

Composition

Except as otherwise permitted under the rules of NYSE American, the Committee shall be comprised of at least two directors, each of whom meets the independence requirements established by the Board and applicable laws, regulations and requirements of the Sarbanes-Oxley Act and all applicable SEC and NYSE American listing requirements as in effect from time to time. In determining the members of the Compensation Committee, the Board will consider and ensure that each member is free of any relationship that, in the judgment of the Board, would interfere with the exercise of his or her independent judgment.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board may designate one member of the Committee as its chair and in the absence of any such designation by the Board, the Committee shall designate by majority vote of the full Committee one member of the Committee as its chair. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by written consent of the Board. No member of the Committee shall be removed except by majority vote of the Board. The Board may remove any member from the Committee at any time with or without cause.

Meetings and Procedures

The Committee may fix its own rules of procedure, which shall be consistent with the Governing Documents. The Committee shall meet at least annually, or more frequently as circumstances require. The chair of the Committee or a majority of the members of the Committee

may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Company's executive officers, including the Chief Executive Officer, Chief Financial Officer, and Chief Operating Officer shall not attend the portion of any meeting where the executive officers' performance or compensation are discussed.

The Compensation Committee shall report to the Board on Committee findings, recommendations and other matters the Committee deems appropriate or the Board requests. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

Delegation of Authority

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may also delegate to one or more executive officers of the Company the authority to make grants of equity-based compensation to eligible individuals who are not executive officers, provided that such delegation of authority, and any grants made pursuant there to shall be consistent with the terms of the equity incentive plan adopted by the Board of Directors. Any executive officer to whom the Committee grants such authority shall regularly report to the Committee grants so made and the Committee may revoke any delegation of authority at any time.

Responsibilities

The primary responsibilities of the Committee shall be to:

- Ensure that the Company's executive compensation programs are designed to enable it to recruit, retain and motivate a large group of talented and diverse executives;
- Ensure that the Company's executive compensation programs are appropriately competitive and support organization objectives and shareholder interests, and review executive compensation to ensure it is adequately designed to align the interests of executive officers with the long-term performance of the Company;

- Review and approve the terms of any employment agreements, severance arrangements, change in control protections and any other compensation, perquisites and special or supplemental benefits for executive officers;
- Review and report to the Board for its consideration any cash incentive compensation plans, option plans or other equity based plans or amendments thereto that provide for payment in the Company's shares or are based on the value of the Company's shares, subject to any approvals required by the shareholders of the Company;
- Administer equity incentive plans, to the extent such authority is delegated by the Board;
- Oversee all employee benefit plans and programs of the Company, its subsidiaries and divisions, including the authority to adopt, amend and terminate such plans and programs (unless approval by the Board or shareholders is required by law);
- Review and approve annual corporate performance goals and objectives relevant to the executive officers' compensation; evaluate the executive officers' performance in light of those goals and objectives; and recommend for approval by the independent members of the Board, the executive officers' compensation level based on this evaluation;
- Evaluate and recommend for Board approval, on an annual basis, the individual elements of total compensation for the executive officers.
- Evaluate and recommend for Board Approval any mandatory share ownership guidelines.
- Review and make recommendations regarding the compensation paid or awarded to non-employee Board members.
- The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's annual proxy statement in compliance with the rules and regulations promulgated by the SEC.
- Annually assess and report to the Board on the performance and effectiveness of the Committee.
- Review this Charter on an annual basis, update it as appropriate, and submit it for the approval of the Board when updated.
- Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

Investigations and Studies; Outside Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent legal counsel or other consultants or advisers as it deems necessary and appropriate, including compensation consultants to advise the Committee with respect to amounts or forms of

executive or director compensation, and may rely on the integrity and advice of any such counsel or other advisers. It is the Committee's intention that any compensation consultant engaged to advise the Committee with respect to executive and director compensation will not engage in work for the Company that is unrelated to executive and director compensation advisory services without prior approval of the Committee chair.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the compensation committee. The Committee shall have sole authority to approve related fees and retention terms.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 805(A)(4) of the NYSE American, LLC Company Guide and in Section 10C of the Exchange Act and the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with a member of senior management.

Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K promulgated by the SEC: (a) 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; and/or (b) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.