

Starwood Property Trust, Inc. Disclosure Committee Charter

The Disclosure Committee Charter (the “**Charter**”) has been adopted by Starwood Property Trust, Inc. (the “**Company**”) and ratified by the Audit Committee of the Board of Directors. The Disclosure Committee (the “**Committee**”) shall review and reassess this Charter annually and recommend any proposed changes to the Chief Executive Officer and Chief Financial Officer (“the **Senior Officers**”) and the Audit Committee for approval.

I. Purpose

The Committee is intended to serve as one component in the Company’s overall framework through which disclosure items are identified and assessed and appropriate course of action is taken. It is the Company’s policy that all disclosures made by the Company to its security holders or the investment community should be accurate, complete and fairly present in all material respects the Company’s financial condition and results of operations, and should be made as required by applicable laws and stock exchange requirements.

The Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by being responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Design and establish controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that (i) information required by the Company to be disclosed to the Securities and Exchange Commission (“**SEC**”) and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis and (ii) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure (“**Disclosure Controls**”).
- Monitor the integrity and effectiveness of the Company’s Disclosure Controls.
- Review the Company’s reports before they are filed, including (i) quarterly and annual financial statements, proxy statements, information statements, registration statements and any other information filed with the SEC, (ii) press releases containing financial information, earnings, information about material acquisitions or dispositions or other information material to the Company’s security holders, and (iii) correspondence broadly disseminated to shareholders and all presentations to analysts and the investment community (collectively, the “**Disclosure Statements**”).
- Evaluate the effectiveness of the Company’s Disclosure Controls within 90 days prior to the filing of each of the Company’s Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the “**Periodic Reports**”).

- Meet and discuss with the Senior Officers all relevant information with respect to the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls.
- Prior to filing any Disclosure Statements or Periodic Reports with the SEC, be available to discuss with the independent auditors, legal counsel, Senior Officers and Audit Committee the matters contained in such reports.

II. Authority and Responsibility

In discharging its duties, the Committee, or any individual member, shall have full access to all Company books, records, facilities, and personnel, including the external auditors and attorneys. The Committee, or any individual member, shall have the authority to request that representatives of the Company's external auditors, internal audit, and/or external legal counsel attend any meeting or a portion thereof or to meet with any members of, or consultants to, the Committee.

The Committee shall promptly evaluate each of the following:

- A change in the Company's certifying accountant;
- The resignation of a Company director (or a director declining to stand for reelection);
- The appointment, resignation or termination of any Senior Officer;
- The management discussion and analysis section of any Periodic Reports, with particular attention to (i) critical accounting policies and trends which would, if altered, have a significant impact on the reported financial condition or performance (especially, in many cases, revenue recognition policies and accounting reserves), and (ii) liquidity and capital resources;
- Loans to or other transactions with directors, officers or significant shareholders;
- Activities including material write-offs and restructuring charges;
- Any material goodwill or asset impairment;
- Any change in, or withdrawal of, a rating agency rating of the Company (or refusal to provide one upon request), issuance of a credit watch or change in the Company's outlook;
- Any other event or development outside the ordinary course of business that is material to the Company's results of operations, financial condition or prospects or believed to be of importance to the Company's shareholders.

III. Committee Membership

The Committee shall initially consist of the individuals listed in Appendix A to this Charter. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers.

The Committee may designate two or more officers (“**Designated Members**”) who can, acting together, approve Disclosure Statements (other than Periodic Reports) when time does not permit the full Committee to meet.

One of the Designated Members shall be appointed by the Senior Officers as chairperson. The chairperson shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this Charter or the Committee’s procedures shall be determined by any Senior Officer or, in their absence from any meeting, the chairperson.

IV. Committee Meetings

The Committee shall meet as frequently as circumstances dictate to (i) ensure the accuracy and completeness of the Disclosure Statements and (ii) evaluate the Disclosure Controls and determine whether any changes to the Disclosure Controls are necessary or advisable in connection with the preparation of the Company's upcoming periodic reports or other Disclosure Statements, taking into account developments since the most recent meeting, including changes in the Company's organization and business lines and any change in economic or industry conditions.

The attendance of at least one Designated Member and such other members of the Committee as determined by the Designated Members shall constitute a quorum for purposes of holding a meeting, and the Committee may act by a vote of a majority of members present, so long as the Designated Member(s) approve such action. The Committee shall maintain written records of its meetings, which minutes will be filed with any other materials of the Committee.

APPENDIX A

Members:

Jeff DiModica, President of Starwood Property Trust, Inc.

Andrew Sossen, General Counsel and Chief Operating Officer of the Company

Rina Paniry, Chief Financial Officer CFO of Starwood Property Trust, Inc

Steven Oswald, Controller of SPT LNR Property, LLC

Observers:

Rick Hagerup, Director of SEC Reporting for Starwood Property Trust, Inc.

William Dakak, Chief Audit Executive for SPT LNR Property, LLC