HINES GLOBAL REIT, INC.
COMPENSATION COMMITTEE CHARTER

Purpose

The primary purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Hines Global REIT, Inc. (the "Company") is to oversee the Company's compensation programs.

Members

The Committee shall be comprised of three or more directors, each of whom shall be an independent director (such term is defined in the Articles of Incorporation of the Company) and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. In addition, (i) if any compensation or benefit plan administered by the Committee is subject to Rule 16b-3 of the Securities Exchange Act of 1934, as amended, each Committee member shall also qualify as a "disinterested person," as such term is defined under Rule 16b-3, and (ii) if an award or payment under any compensation or benefit plan administered by the Committee would be subject to the deduction limitation under Section 162(m) of the Internal Revenue Code of 1986, as amended, at least two members of the Committee shall also qualify as "outside directors," as such term is defined under Section 162(m) and the regulations thereunder.

The members of the Committee shall be appointed by the Board after considering and receiving recommendations of the Nominating and Corporate Governance Committee of the Board and shall serve until their successors shall be duly elected and qualified or until their earlier death, retirement, resignation or removal. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on it, subject to such new member(s) satisfying the independence requirements referred to herein. The members of the Committee shall designate a Chair by majority vote of the full Committee membership.

Meetings

The Committee shall hold regular meetings as may be necessary (but not less frequently than annually) and such special meetings as may be called by the Chair of the Committee.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Establish the Company's general philosophy relating to board and, if applicable, executive, compensation, and oversee the development and implementation of compensation programs.

2. Review from time to time when and as it deems appropriate the compensation and benefits of directors and, if applicable, executive officers, and approve or

recommend to the Board for its action, any changes in such compensation and benefits.

3. Review and approve any employment, severance and termination agreements or arrangements to be made with any executive officer of the Company.

4. Produce and provide to the Board the following reports:

   a. An annual report of the Committee to be included in the Company's annual proxy statement.

   b. An annual performance evaluation of the Committee under this Charter. In conducting this evaluation, the Committee shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the following year.

   c. A summary of actions taken at each Committee meeting.

   d. A report of any issues that arise with respect to the Committee's responsibilities.

5. Perform any other activities consistent with this Charter, the Company's Articles of Incorporation, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

The Committee shall have the sole authority to retain and terminate any counsel, advisor or consultant to assist the Committee in carrying out its responsibilities, and the sole authority to approve such counsel's, advisor's or consultant's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of professional services of any counsel, advisors or consultants retained by the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that the decision of such subcommittee shall be presented to the full Committee at its next meeting.

As adopted by the Board of Directors
on August 3, 2009.