

INDUS Realty Trust, Inc.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the “Board”) of INDUS Realty Trust, Inc. (the “Company”) adopted the Nominating Committee Charter (the “Charter”) on November 15, 2016. On November 3, 2021, the Board amended the Charter and renamed the committee the Nominating and Corporate Governance Committee.

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board and to recommend that the Board select the director nominees for the next annual meeting of shareholders, in addition to serving as the primary resource for the Board in evaluating issues of corporate governance.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “Nasdaq”), subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. The Board may also, at any time, fill any vacancy on the Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

Nominating & Corporate Governance

1. **Corporate Governance.** The Committee will serve as the primary resource for the Board in evaluating issues of corporate governance and, as such, the Committee will recommend to the Board amendments to the Articles of Incorporation and the Bylaws. The Committee will also develop and recommend to the Board a set of corporate governance principles applicable to the Company, including:
 - i. the structure, charter, practices and policies of the Board of Directors, including, but not limited to: size of the Board; criteria for membership; diversity of membership; stock ownership guidelines; schedule of meetings and review of agenda; independence of outside directors; conflict of interest issues; etc.
 - ii. the structure and charter of Board committees
2. **Board Governance and Composition.** The Committee will recommend criteria for membership on the Board, including age, expertise, business experience, character and other board memberships of the candidate. The Committee will identify, review the qualifications of, and recommend to the Board nominees for election as members of the Board consistent with criteria approved by the Board. If determined by the Committee to be reasonably advisable, the Committee will retain and terminate any search firm to be used, at the Company's expense, to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
3. **Director Nominees.** The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders, unless a third party has the right to designate or nominate a nominee.
4. **Board Committees.** The Committee will recommend to the Board a policy regarding rotation of other committee members and chairpersons. Included in this, the Committee will recommend to the Board: committee member qualifications; committee member appointment and removal; appointment of committee chairpersons; rotation of committee members; and frequency of committee meetings.
5. **Annual Evaluation and Monitoring of Board Performance.** The Committee will recommend a process for annual evaluation of Board performance and oversee such evaluation. The Committee will also monitor and liaise with the Board on any director qualifications or resignation issues, including, but not limited to change in professional affiliations or status, and performance. The Committee will also annually assess its own performance.
6. **Sustainability Proficiency.** The Committee will ensure Board composition reflects the appropriate proficiency on sustainability matters to support the Board in its oversight of the Company's sustainability strategy, reporting and performance.
7. **Succession Planning.** The Committee will monitor and liaise with the Board on providing policy and practice oversight with regard to succession planning.

General

8. ***Reports to the Board of Directors.*** The Committee must report regularly to the Board regarding the activities of the Committee.
9. ***Review of this Charter.*** The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.
10. ***Other.*** The Committee will undertake from time to time additional activities within the scope of the Committee's charter, as it may deem appropriate, or as may be delegated to the Committee by the full Board.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.