



**SAFEHOLD INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(As of March 31, 2023)

**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, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board and management.

**II. Composition**

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. 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, and the Company’s bylaws.

**IV. Duties and Responsibilities**

1. *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.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee. In appropriate circumstances, the Committee will also consider and recommend to the Board the removal of a director from a standing committee of the Board.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, but at least once annually, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

5. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and management. The Committee will review, at least annually, the performance of each director and consider the results of such evaluation, including the director's past attendance at meetings and participation in and contribution to the activities of the Board, when determining whether to recommend the nomination of such director for election to an additional term. The Committee will establish procedures for the Committee to exercise oversight of the evaluation of the effectiveness of the Board, its committees, individual directors and management.

6. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

7. *Compliance with Legal and Regulatory Requirements.* The Committee will monitor, evaluate and report to the Board, on a periodic basis, with respect to the Company's compliance with legal and regulatory requirements imposed by the New York Stock Exchange, the SEC or otherwise, with respect to corporate governance matters applicable to the Company.

8. *Code of Business Conduct and Ethics.* The Committee must periodically review the Code of Business Conduct and Ethics and recommend changes as necessary to the Board.

9. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

10. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee. The Committee shall provide to the Board an annual performance evaluation of the Committee, including an assessment of the performance of the Committee based on the duties and responsibilities set forth in this Charter and such other matters as the Committee may determine. The evaluation to the Board may take the form of an oral report by the Committee chairman or any other member of the Committee designated by the Committee to make the report.

11. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

12. *Other Duties.* The Committee may perform such other duties as the Board may specifically delegate to the Committee.

## **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.

## **VI. Minutes**

Minutes will be kept of each meeting of the Committee and will be available to each member of the Board. Any action of the Committee (other than actions for which the Committee has sole authority as set forth herein) shall be subject to revision, modification, rescission, or alteration by the Board, provided that no rights of third parties shall be affected by any such revision, modification, rescission, or alteration.

## **VII. Amendments**

This Charter may be amended in whole or in part with the approval of the majority of the Board. This Charter and any amendments to this Charter shall be posted on the Company's website.

## **VIII. Stockholder's Agreements**

For so long any stockholder's agreement is in effect, this Charter will be interpreted to be consistent with such agreement.