

## **AGREE REALTY CORPORATION NOMINATING & GOVERNANCE COMMITTEE CHARTER**

### **Purpose**

The purpose of the Nominating & Governance Committee (the “Committee”) of Agree Realty Corporation (the “Company”) is (1) to assist the Company’s Board of Directors (the “Board”) in establishing criteria and qualifications for potential Board members, (2) to identify high quality individuals who have the core competencies and experience to become members of the Board and to recommend to the Board the director nominees for the next annual meeting of stockholders; (3) to establish corporate governance practices in compliance with applicable regulatory requirements and consistent with the highest standards, and recommend to the Board the corporate governance guidelines applicable to the Company; (4) to lead the Board in its annual review of the performance of the Board and management; (5) to recommend to the Board director nominees for each committee; and (6) to oversee the evaluation of the Board, including its committees, and management of the Company.

### **Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall be appointed by the Board and shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) as well as the requirements of the Securities and Exchange Commission (the “SEC”).

The Board shall appoint a Chair, based upon the recommendation of the Committee and the Company’s chief executive officer, who shall serve at the pleasure of the Board. The Chair will preside at meetings of the Committee and, subject to action by the entire Committee, set the agenda for the meeting.

The Board may remove Committee members from the membership of the Committee at any time with or without cause, and may fill vacancies on the Committee, subject to new members satisfying the independence requirements referred to above.

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

### **Outside Advisors**

The Committee shall have the sole authority to retain and terminate any search firm to identify director candidates and shall have the sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors as it deems necessary or appropriate in fulfilling its duties, and the Company shall provide funding, as determined by the Committee, for the payment of compensation to such advisors.

## **Meetings and Procedures**

The Committee shall meet at least once a year, and more frequently as circumstances may dictate.

The Committee may form and delegate authority to subcommittees when and as the Committee deems necessary and appropriate to the extent consistent with the requirements of the SEC, the listing standards of the NYSE and any other applicable laws, rules or regulations.

## **Authority and Responsibilities**

1. The Committee shall, establish criteria and core competencies for potential director candidates, periodically assess the skills, characteristics, diversity and composition of the Board and actively seek qualified and experienced director candidates for recommendation to the Board. The Committee will make recommendations to the Board regarding director nominees prior to each annual stockholders meeting and at other appropriate times. The Committee shall assist the Board in establishing a “job description” for Board members, setting forth the responsibilities and expected participation from directors.
2. The Committee shall assist the Board in establishing criteria and reviewing guidelines for determining whether a director is “independent” for regulatory compliance purposes.
3. The Committee shall periodically review and recommend to the Board the membership composition of each of the Board committees, including the size of the Board and Board committees.
4. The Committee shall review and consider any resignations tendered by any nominee for director who, in an uncontested election, receives a greater number of votes “withheld” for his or her election than votes “for” such election. The Committee shall recommend to the Board the action to be taken with respect to any such resignation, and the Board shall publicly disclose its decision within 90 days of the certification of the election results.
5. The Committee shall have the authority and responsibility to monitor and advise the Board with respect to compliance with corporate governance policies and SEC and NYSE rules and regulations. The Committee shall assist the Board in establishing and reviewing, on at least an annual basis, appropriate procedures and processes for Board meetings and Committee meetings in light of best practices in corporate governance.
6. The Committee shall have the authority and responsibility to monitor and advise the Board with respect to the Corporation’s environmental, social and governance (“ESG”) posture, strategy and initiatives. The Committee shall assist the Board in determining appropriate standards and establishing and reviewing the Corporation’s performance in light of those standards.

7. The Committee shall oversee the Board's annual review of its performance and discuss such review with the Board. The Committee shall also annually review its own performance.
8. The Committee shall review and reassess the adequacy of all corporate governance guidelines of the Company from time to time, including the Corporate Governance Guidelines and the Code of Business Conduct and Ethics, and recommend any proposed changes to the Board for approval.
9. The Committee shall review and reassess the adequacy of this Charter and annually recommend any proposed changes to the Board for approval.

Adopted December 7, 2021