

**AGREE REALTY CORPORATION
AMENDED AND RESTATED
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”).

Committee members shall serve for terms as the Board may determine, or until their earlier resignation, death or removal and may be removed by the Board in its discretion with or without cause. 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 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 such intervals as it determines necessary to carry out its duties and responsibilities, but at least one time per year. 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.

A majority of the members of the Committee present in person, by telephone, or by video conference, shall constitute a quorum, and action of the Committee shall be by a majority of the members of the Committee. Each member of the Committee shall have one vote. 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.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute books.

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.
2. The Committee will make recommendations to the Board regarding director nominees prior to each annual stockholders meeting and at other appropriate times, including nominees recommended by stockholders.
3. The Committee shall establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Committee.
4. The Committee shall assist the Board in establishing a "job description" for Board members, setting forth the responsibilities and expected participation from directors. The criteria for Board membership shall be set forth in the proxy statement relating to the Company's annual meeting of stockholders or otherwise publicly disclosed by the Company.
5. The Committee shall review and reassess annually the adequacy of such criteria for potential directors and recommend to the Board any amendments or modifications that the Committee deems appropriate.
6. The Committee shall assist the Board in establishing criteria and reviewing guidelines for determining whether a director is "independent" for regulatory compliance purposes.
7. 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.

8. 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.
9. 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.
10. The Committee shall have the authority and responsibility to monitor and advise the Board with respect to the Company’s environmental, social and governance posture, strategy and initiatives. The Committee shall assist the Board in determining appropriate standards and establishing and reviewing the Company’s performance in light of those standards.
11. 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.
12. 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.
13. The Committee shall review and reassess the adequacy of this Agree Realty Corporation Amended and Restated Nominating & Governance Committee Charter (this “Charter”) and annually recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
14. The Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee’s duties under this Charter.

Adopted: December 7, 2021

Amended and Restated: December 7, 2023 and December 12, 2025