

NET LEASE OFFICE PROPERTIES

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As of November 1, 2023)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Trustees (the “*Board*”) of Net Lease Office Properties (the “*Company*”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the trustee nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of corporate governance guidelines (the “*Corporate Governance Guidelines*”) and to oversee the evaluation of the Board.

For the purposes of this charter of the Committee (the “*Charter*”), all references to “management” shall be deemed to include (i) W. P. Carey Management LLC (the “*U.S. Advisor*”); and (ii) W. P. Carey & Co. B.V. (the “*European Advisor*” and, together with the U.S. Advisor, the “*Advisors*”), the Company’s external advisors, and its personnel for so long as the Advisors are administering the business activities and day-to-day operations of the Company in accordance with the terms of (i) the Advisory Agreement, dated as of November 1, 2023, by and between the Company and the U.S. Advisor; and (ii) the Advisory Agreement, dated as of November 1, 2023, by and between the Company and the European Advisor (together, the “*Advisory Agreements*”).

II. Composition

The Committee must consist of at least two trustees, each of whom must satisfy the independence requirements of the New York Stock Exchange, subject to any available exception. Committee members must be appointed and may be removed, 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. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing or by electronic transmission, setting forth the action so taken, is signed or submitted by electronic transmission by all of the members of the Committee and filed with the minutes of proceedings of the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify trustee 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. *Advisors Performance Evaluation.* The Committee will conduct an annual review of and approve goals and objectives relating to the Advisors under the Advisory Agreements, including a performance evaluation of the Advisors. In addition, the Committee shall provide counsel to the Board regarding the performance of the Advisors and recommendations with respect to renewals and/or terminations of the Advisory Agreements.

2. *Transactions with the Advisors.* The Committee will evaluate any material transactions with the Advisors or any proposed amendments to the Advisory Agreements and make recommendations to the Board regarding such material transactions or proposed amendments to the Advisory Agreements.

3. *Trustee 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.

4. *Criteria for Selecting Trustees.* The criteria to be used by the Committee in recommending trustees and by the Board in nominating trustees are as set forth in the Company's Corporate Governance Guidelines.

5. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval trustees to serve as members of each committee.

6. *Board Leadership Structure.* The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

7. *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, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

8. *Trustee Changes in Position or Circumstances.* The Committee will review any notification by a trustee of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the trustee or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such trustee to resign from the Board.

9. *Board Evaluations.* The Committee will oversee the annual self-evaluation of the Board and its committees.

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

11. *Environmental and Social Matters.* The Committee will periodically review, and provide oversight with respect to, the Company's strategy, initiatives, policies and risks concerning environmental and social matters.

12. *Reports to the Board of Trustees.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

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

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.