

## **RESOURCE REIT, INC.**

### **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

*(February 3, 2021)*

#### **Purpose**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Resource REIT, Inc. (“Resource”) to (1) assist Resource and its Board in maintaining an effective and knowledgeable Board, including assisting the Board by identifying individuals qualified to become directors and recommending to the Board the director nominees for the next annual meeting of shareholders and the directors to be appointed to the Audit, Compensation and Nominating and Governance Committees, (2) develop and recommend for the Board’s consideration governance guidelines for Resource, and (3) lead the Board in its annual review of the Board’s performance.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange and federal securities laws and regulations for such committee. Members shall be appointed by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

#### **Committee Meetings**

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

#### **Committee Authority and Responsibilities**

1. The Committee shall actively identify individuals qualified to become Board members, consistent with criteria approved by the Board, for recommendation to the Board as potential directors. The Committee also shall develop and recommend to the Board the criteria for selecting new director nominees.

2. The Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new directors, as well as the composition of the Board as a whole and each Board committee. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. The Committee will review each director’s continuation on the Board annually. The Committee shall recommend to the Board the director nominees to stand for

election to the Board at each annual meeting of Resource's shareholders and to comprise each of the Audit, Compensation and Nominating and Governance Committees. These recommendations will be made by the Committee in accordance with the policies and principles in this Charter. In cases where Resource is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors shall not be subject to the Committee process.

3. The Committee shall review and make recommendations to the Board regarding Resource's director nomination processes, including, without limitation:

(a) determining any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board, and describe any specific qualities or skills that the Committee believes are necessary for one or more of Resource's directors to possess; and

(b) determining the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a security holder.

4. The Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain professional advice from internal or external legal, accounting or other advisors.

5. The Committee shall have oversight of the annual evaluation of the Board's performance, including the performance of each committee of the Board and management with respect to the governance of Resource (it being understood that management's performance and compensation and the Board's compensation are evaluated by the Compensation Committee). In connection with such evaluation, the Committee shall receive comments from all directors and report annually to the Board with an assessment of its performance.

6. The Committee shall develop, and recommend to the Board, the Code of Business Conduct and Ethics applicable to all employees and directors of Resource. Once adopted, the Committee shall review the adequacy of the Code of Business Conduct and Ethics annually and recommend any proposed changes to the Board for approval.

7. The Committee shall develop, and recommend to the Board, the Corporate Governance Guidelines applicable to Resource. Once adopted, the Committee shall review the adequacy of the Corporate Governance Guidelines of Resource annually and recommend any proposed changes to the Board for approval.

8. The Committee may form and delegate authority to subcommittees, or one or more members of the Committee, when appropriate.

9. The Committee shall meet a least annually and shall make regular reports to the Board.
10. The Committee shall review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. The Committee shall annually review its own performance.