



Nominating and Corporate Governance Committee Charter

Adopted July 29, 2021

1. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Broadstone Net Lease, Inc. (the "Company") is to (a) identify individuals qualified to become directors, consistent with criteria approved by the Board; (b) recommend director nominees to the Board prior to each annual meeting of stockholders and in the event of a vacancy on the Board; (c) develop and recommend to the Board corporate governance guidelines (the "Corporate Governance Guidelines") applicable to the Company; (d) oversee the evaluation of the Board and management; and (e) perform the other duties set forth in this Charter and as assigned by the Board.

The Committee shall exercise its powers and responsibilities in the best interest of the Company and its stockholders and consistent with the provisions of the Articles of Incorporation and Bylaws of the Company.

2. Membership

The Committee shall consist of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange ("NYSE") and applicable law and regulation. Members of the Committee shall be appointed by the Board annually for a term of one year or until their successors are duly appointed by the Board. The Committee shall select a Chair from among its members for the approval of the Board.

The Board shall appoint a new member or members in the event a vacancy on the Committee reduces the number of members below three, or in the event the Board determines that the number of members on the Committee should be increased. The Board may remove any member of the Committee at any time with or without cause.

3. Meetings and Procedures

The Chair (or in the Chair's absence, a member designated by the members of the Committee present at the meeting) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall meet on a regularly scheduled basis at least once per year and may hold additional meetings as often as may be necessary or appropriate, in the discretion of the Chair. The Committee shall perform an annual self-evaluation.

The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the Company's independent auditors, any other financial personnel employed or retained by the Company, or any other persons whose presence the Committee believes to be necessary or appropriate. However, the Committee shall meet regularly without such members of management present, and such management members shall not be present at meetings at which their compensation or performance is discussed or determined or under circumstances when the independence of Committee determinations may

be compromised. The Chair shall have the discretion to meet in executive session as the Chair deems appropriate.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with applicable law or any provisions of the Company's Bylaws that are applicable to the Committee.

4. Committee Duties and Responsibilities

The duties and responsibilities of the Committee shall include, but are not limited to:

1. Develop recommendations for the skills, experience, background, and qualifications required of directors and other criteria to be considered in selecting candidates for Board membership, and periodically review those recommendations with the Board for its approval.
2. Annually evaluate candidates to be nominated to serve on the Board using the criteria approved by the Board, recommend the slate of nominees for election at each annual meeting of stockholders, lead searches for individuals qualified to become members of the Board when a vacancy arises or when a director advises the Board of their intention to resign, and in the case of a vacancy, recommend to the Board new candidates for election by the Board.
3. Annually review and assess the independence of each director in accordance with NYSE standards and applicable law and regulation, as well as when there are changes to a director's principal employment or other affiliations, and make recommendations to the Board regarding the independence of each director.
4. Review and recommend to the Board retirement and other tenure policies for directors.
5. Annually recommend to the Board for approval the appointment of directors to Board committees and the selection of a chair for each Board committee. Review and make recommendations to the Board concerning removal of committee members.
6. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. Review the Company's Corporate Governance Guidelines at least annually in light of changing conditions, best practices, and stockholders' interests, and make recommendations to the Board regarding appropriate modifications.
7. Monitor the Company's and the Board's compliance with the Corporate Governance Guidelines on an ongoing basis.
8. Annually review the adequacy of this Charter and update or revise the Charter as appropriate.
9. Make recommendations to the Board regarding other governance matters, including, but not limited to, changes to the Articles of Incorporation, Bylaws, and the charters of the other committees.
10. Annually evaluate the overall effectiveness of the organization of the Board, including the effectiveness of the committee structure, and the Board's and committees' effectiveness in the performance of its governance responsibilities, and report such findings to the Board.
11. Oversee the annual self-evaluation process of the Board and its committees.

12. Review the Company's succession plans for the chief executive officer and other executive officers and update or revise such plans as appropriate.
13. The Committee shall have the authority in the performance of its duties and responsibilities to:
 - (a) Retain, at the Company's expense, and terminate any search firm to be used to identify director candidates, and approve the fees and other retention terms of such firm; and
 - (b) Retain, at the Company's expense, legal counsel, accounting, or other advisors as appropriate to assist in the performance of its duties hereunder, and approve the fees and other retention terms of such advisors.
14. Identify and communicate to the Board relevant current and emerging trends, issues and practices with respect to environmental stewardship, social responsibility, and corporate governance.

5. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, to the extent consistent with the Company's Articles of Incorporation, Bylaws, Corporate Governance Guidelines, and applicable law and regulation.