

PHILLIPS EDISON & COMPANY, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted June 14, 2021

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is:

1. to assist 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 Company’s Board and to recommend to the Board the director nominees for the next annual meeting of shareholders;
3. to establish corporate governance practices in compliance with applicable regulatory requirements and consistent with other standards deemed appropriate by the Committee, and recommend to the Board corporate governance guidelines and policies applicable to the Company;
4. to lead the Board in its annual review of the Board’s performance; and
5. to review committee membership and recommend to the Board director nominees for each committee on an annual basis.

Committee Membership

The Committee shall consist of no fewer than two directors. The members of the Committee shall meet the independence requirements of the applicable stock exchange on which the shares of the Company’s stock are traded, as well as the requirements of the Securities & Exchange Commission and any other regulatory authority applicable to the Company.

The members and Chair of the Committee shall be selected by a majority vote of the Board of Directors at its annual meeting and shall serve on the Committee until the next annual meeting or until their successors shall be duly elected and qualified, or their earlier resignation or removal by the Board, with or without cause.

Meetings

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.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any 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 advice and assistance from internal or external legal, accounting or other advisors, and shall have the authority to approve related fees and retention terms.
2. 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.
3. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines.
4. The Committee shall annually review and make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
5. The Committee shall monitor and advise as to compliance by the Board and management with the Company's corporate governance guidelines. The Committee shall review, on at least an annual basis, the adequacy of the corporate governance guidelines and recommend any proposed changes to the Board for approval.
6. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter, bylaws, and the charters of the Company's other committees.
7. The Committee will oversee the annual self-evaluations of the Board and management.
8. The Committee may form and delegate authority to subcommittees when appropriate, subject to applicable requirements under Maryland law.
9. The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
10. The Committee shall review its own performance on a periodic basis.
11. 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.