

	Nominating and Corporate Governance Committee Charter
	Approved by: Board of Trustees
Effective Date: 1/23/2018	Revision Date: 5/19/2021

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Trustees (the “Board”) of Americold Realty Trust (the “Company”) in fulfilling its responsibilities relating to (a) identifying individuals qualified to become members of the Board of the Company, (b) reviewing the qualifications of candidates and recommending for the Board’s selection the Board member nominees, (c) developing and recommending to the Board corporate governance guidelines, (d) overseeing planning for the succession of Board members of the Company, (e) leading the Board in complying with its corporate governance guidelines, and (g), and oversee the Company’s risk management efforts and allocate risk management functions among the Board and its committees.

The Committee is committed to ensuring that (i) the nominees for membership on the Board are of the highest possible caliber and are able to provide insightful, intelligent and effective oversight of the management of the Company and (ii) the governance of the Company is in full compliance with law, reflects principles of good corporate governance, encourages flexible and dynamic management without undue burdens, and effectively manages the risks of the business and operations of the Company.

II. Composition

The membership of the Committee shall consist of at least three (3) members of the Board. Each Committee member shall meet the applicable independence requirements of the New York Stock Exchange (“NYSE”) and shall be appointed annually by the Board.

Each member of the Committee shall be appointed and serve at the discretion of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death and may be removed by the Board at any time with or without cause. Any vacancies on the Committee shall be filled by the Board. The Board shall designate a Chairperson of the Committee.

III. Meetings and Operations

The Committee shall meet at least three times annually with additional meetings to be held when deemed necessary or desirable. Meetings may be called by the Chairperson of the Committee or at the request of the Board. The Chairperson will, in conjunction with the members of the Committee and appropriate members of management, establish the meeting calendar and set the agenda for each meeting.

The Committee may request that any trustees, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. No executive officer of the Company may be

present during voting or deliberations on his or her compensation.

The Committee shall maintain minutes or other records of meetings and activities of the Committee. Following each of its meetings, the Committee shall report on the meeting to the Board.

IV. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

- A. Identify the requisite skills and characteristics to be found in individuals qualified to serve as members of the Board and utilize such criteria in the Committee's recommendation of new Board member candidates. The Committee shall include in the criteria, the desire for the Board to consist of individuals from varied educational and professional experiences and backgrounds who, collectively, provide effective oversight of and meaningful counsel to management. All candidates for Board membership shall be evaluated with regard to the same criteria irrespective of the source of such nominee. The Committee will conduct appropriate and necessary inquiries into the background and qualifications of possible candidates, shall consider the Company's guidelines regarding the criteria for nomination to the Board, and shall actively recruit qualified individuals to ensure the Company's compliance with all legal and regulatory requirements applicable to the corporate governance of the Company.
 - B. Conduct meetings with potential candidates being considered to serve as members of the Board and inform such candidates of the obligations and responsibilities of serving on the Board and each committee of the Board, and confirm the willingness of such candidates to accept such obligations and responsibilities.
 - C. Review Board and committee composition at least annually to ensure compliance with NYSE rules and other applicable regulatory requirements. In so doing, the Committee shall conduct a review of the independence of all members of the Board for the purposes of determining which Board members are deemed independent and which are not. To assist the Board in making the determination about independence, the Committee shall require that, on an annual basis, all incumbent trustees and each nominee for election as a trustee complete a questionnaire reasonably designed to seek the information required to evaluate independence based on NYSE independence rules. Board members must notify the chair of the Committee, as soon as practicable, in the event that their circumstances change in a manner that may impact the committee's view of their independence.
 - D. Recommend to the Board action to be taken, if any, with respect to an offer to resign tendered by a member of the Board in accordance with the Company's corporate governance guidelines.
 - E. Oversee the evaluation of the Board. In this regard, the Committee shall, without limitation:
 - (i) Evaluate and report to the Board on the effectiveness of the Board (as a whole) and each committee of the Board (as a whole). In this process, the Committee shall receive comments from all Board members and shall review each committee's review of its own performance;
 - (ii) Review the performance, qualification or other related issues concerning individual Board members; and
 - (iii) Review with the Board its plan relating to succession of the Board members of the Company.
2. Recommend for the Board's selection, candidates for board membership, including taking

into consideration recommendations for Board candidates submitted by shareholders pursuant to the Company's Policy on Shareholder Recommendations for Board of Trustee Candidates.

3. Recommend for the Board's selection, Board members for each committee of the Board.
4. Oversee the corporate governance of the Company, including advising the Board and its committees on effective operations and leadership. In this regard, the Committee shall, to the extent necessary or appropriate:
 - (i) Develop and recommend to the Board a set of corporate governance guidelines;
 - (ii) Review and recommend to the Board from time to time appropriate changes to the corporate governance of the Company and the articles of amendment and restatement, bylaws, corporate governance guidelines, this Charter, the charters of the other committees of the Board, the code(s) of conduct and ethics, and other documents relating to the governance of the Company. Such review may consider, without limitation:
 - (a) The structure, duties, size, membership and functions of the Board and its committees (including the chairpersons appropriate for each such committee) based on the Company's strategy, current trends, emergent needs, seniority, experience and other relevant considerations;
 - (b) The format and frequency of meetings of the Board and its committees; and
 - (c) The responsibilities of the various committees of the Board and whether or not any changes to such responsibilities are necessary or desirable and/or whether or not any new standing or special committees should be created or existing committees discontinued;
 - (iii) Keep informed as to current requirements and trends in corporate governance to ensure that the Company is fully compliant with law and engaging in corporate governance "best practices," including, without limitation practices to appropriately manage risk in the areas of litigation, regulatory compliance, product quality and business continuity;
5. Develop and oversee the Company's environmental, social and governance program ("ES&G Program"), including an annual Sustainability Report, and periodically review and assess the effectiveness of the ES&G program and recommend improvements where appropriate.
6. Periodically review and assess the effectiveness of the Company's compliance programs and recommend improvements where appropriate. In this regard, the Committee may, to the extent necessary or appropriate:
 - (i) Receive and review periodic compliance reports from the Company's Chief Legal Officer.
 - (ii) Review and address as appropriate issues that arise with respect to the effectiveness of such programs and discuss with an officer designated by the Chief Legal Officer's office (the "Compliance Officer", initially, the Deputy General Counsel) any significant legal, compliance, or regulatory matters that may have a material impact

on the Company's compliance policies.

- (iii) Receive, in its discretion, reports from management on the Company's compliance and regulatory programs, and any activities, actions, communications or disputes arising in connection with such programs.
- 7. Make available, from time to time, continuing education opportunities for Board members.
- 8. Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- 9. Annually evaluate the performance of the Committee.
- 10. Perform any other responsibilities the Board specifically delegates to the Committee, in each case subject to the limitations on the Board or any committee thereof contained in the Company's Articles of Amendment and Restatement or Bylaws or the Maryland Code, as each is in effect from time to time.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. Any actions taken pursuant to any such delegation shall be reported to the Committee at its next scheduled meeting.

Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any search firm to be used to identify Board member candidates, as it deems appropriate to carry out its duties, without seeking approval of the Board or management.