

# **CLAROS MORTGAGE TRUST, INC.**

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

(Adopted October 28, 2021)

(Updated November 5, 2025)

### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Claros Mortgage Trust, Inc. (the “Company”) is to: (1) identify individuals qualified to become Board members consistent with criteria approved by the Board; (2) to recommend that the Board nominate such persons as director nominees to be voted upon by stockholders at the next applicable meeting of stockholders; (3) to develop and recommend to the Board a set of corporate governance guidelines; and (4) to oversee the evaluation of the Board.

For the purposes of this charter of the Committee (this “Charter”), all references to “management” shall be deemed to include Claros REIT Management LP, the Company’s external manager (together with its permitted assignees, the “Manager”), and the personnel of its affiliates providing services thereto, for so long as the Amended and Restated Management Agreement, dated as of August 2, 2022, by and between the Company and the Manager, as amended from time to time is in effect.

### **II. Composition**

The Committee must consist of at least two directors, 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. The Committee will meet at least once annually and as often as necessary to carry out its responsibilities.

The Committee has sole authority to retain and terminate any search firm to be used to identify director 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 to the Committee 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. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and seek to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently independent backgrounds who contribute to the mix of experience, backgrounds, qualifications and skills of the Board. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

2. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board corporate governance guidelines that it deems appropriate for the Company's business. 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 thereto to the Board.

3. *Criteria for Selecting Directors.* 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. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

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

6. *Environmental, Social and Governance (ESG) Matters.* The Committee will periodically review and provide oversight with respect to the Company's strategy, objectives, initiatives, metrics, risks, policies, developments and best practices concerning corporate social responsibility, including environmental and social matters significant to the Company, as well as oversee the adoption of any related measures.

7. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, matters relating to Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee must at least annually evaluate its performance.

10. *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.