

TPG RE FINANCE TRUST, INC.

Charter of the Nominating and Corporate Governance Committee of the Board of Directors

PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of TPG RE Finance Trust, Inc., a Maryland corporation (the “**Company**”), is to:

- identify qualified individuals to become Board members;
- recommend to the Board individuals to be designated as nominees for election as directors at the next annual meeting of stockholders;
- provide counsel to the Board with respect to the organization, function and composition of the Board and its committees;
- monitor and oversee the evaluation of the Board and committee effectiveness; and
- review and, if appropriate, recommend to the Board changes to the Corporate Governance Guidelines of the Company (the “**Guidelines**”) and otherwise take a leadership role in shaping the corporate governance of the Company.

MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board. Members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed by the Board with or without cause in its discretion. All members of the Committee shall be independent pursuant to the requirements of the New York Stock Exchange.

MEETINGS

The Committee will meet at least once annually and as often as necessary to carry out its responsibilities, either in person or by phone, and when necessary or desirable, may take action by unanimous written or electronic consent. A majority of the total number of members shall constitute a quorum at any meeting of the Committee, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. Any member of the Committee may call meetings of the Committee. Members of management may participate in Committee meetings at the invitation of the Committee. Any action of the Committee (other than actions for which the Committee has sole authority as set forth herein) shall be subject to review and modification by the Board. Minutes will be kept of each meeting of the Committee and will be available to each member of the Board. Reports of meetings of the Committee shall be made to the Board (i) following all meetings of the Committee regarding the

matters discussed and considered at such meetings and (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

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 composed of one or more of its members.

CHAIRPERSON

Unless a chairperson of the Committee (the "**Chairperson**") is elected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and is responsible to set the agendas for the Committee meetings. In the absence of the Chairperson, the Committee shall select another member to preside.

DUTIES AND RESPONSIBILITIES

The Committee will discharge the duties of the Board, to the extent delegated to the Committee, and will approve or make recommendations to the Board, with respect to the following duties and responsibilities:

- The Committee will review the structure, organization, function and composition of the Board and its committees, the Board's overall size and the number of independent directors on the Board.
- The Committee will establish criteria for the selection of new directors to serve on the Board.
- The Committee will actively seek individuals qualified to become Board members, including evaluating persons suggested by stockholders or others, and conduct appropriate inquiries into the independence, backgrounds and qualifications of possible nominees.
- The Committee will recommend prospective candidates to the Board for nomination by the Board at each annual meeting of stockholders, or any special meeting of the stockholders at which directors are to be elected. The Committee will also recommend prospective candidates to the Board for election by the Board to fill any vacancies on the Board. The Committee will select those candidates whose attributes it believes would be most beneficial to the Company. The Committee will review each candidate's experience, integrity, competence, diversity, skills, and dedication in the context of the needs of the Board and assess whether the candidate's qualifications meet the minimum criteria contained in the Guidelines.
- The Committee will recommend to the Board the directors to serve as members of each committee of the Board after taking into account the desires, experiences and expertise of each individual director.
- The Committee will develop and recommend to the Board an annual self-evaluation process for the Board and its committees. The Committee will oversee the annual self-evaluations of

the Board and its committees. The Committee shall evaluate the performance of each director before recommending to the Board his or her nomination for an additional term as director.

- The Committee will advise and make recommendations to the Board on corporate governance, ethical conduct and all matters pertaining to the role of the Board and the practices and the performance of its directors, including the development of the Guidelines. The Committee shall periodically review and shall monitor and assess the adequacy and effectiveness of the Guidelines, including whether the Guidelines are successful in preventing illegal or improper liability-creating conduct, and recommend any changes to the Board.
- The Committee shall be responsible for the overall administration of the Company's Code of Business Conduct and Ethics (the "**Code**"), including its interpretation and amendment.
- The Committee shall determine whether any amendment or waiver of the Code for any "Covered Person" (as defined in the Code) may be made.

SEARCH FIRMS AND OTHER ADVISERS

If the Committee desires to utilize a search firm to assist the Committee in the identification of director candidates, then the Committee shall have the sole authority to retain and terminate such search firm, including the resources and sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal and external legal, accounting and other advisors as it deems necessary and appropriate, without obtaining the approval of the Board or management.

PERFORMANCE EVALUATION

The Committee shall perform an annual performance evaluation of the Committee, including an assessment of the performance of the Committee based on the duties and responsibilities set forth in this charter and such other matters as the Committee may determine. The Committee shall review and assess the adequacy of the Committee charter annually and, if appropriate, propose any necessary changes for approval to the Board.

Adopted: July 2017