

# GETTY REALTY CORP.

## Charter of the Nominating/Corporate Governance Committee

Adopted February 19, 2004  
Amended February 26, 2019

This Nominating/Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of Getty Realty Corp. (the “Company”) on February 19, 2004, and amended on February 26, 2019.

### **I. Purpose.**

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities regarding:

1. the identification of qualified candidates to become Board members;
2. the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
3. the selection of candidates to fill any vacancies on the Board;
4. the selection of candidates to serve on Board committees and as committee chairs;
5. the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”); and
6. oversight of the evaluation of the Board and management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

## **II. Membership.**

The Committee shall be comprised of three or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the New York Stock Exchange, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

## **III. Meetings and Procedures.**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. 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 any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have 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 Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

#### **IV. Duties and Responsibilities.**

1. At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(a) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) The Committee is responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

(c) For purposes of (a) through (c) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

(i) personal and professional integrity, ethics and values;

(ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;

(iii) the director's past attendance at meetings and participation in and contributions to the activities of the Board;

(iv) experience in the Company's industry and with relevant social policy concerns;

(v) ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;

(vi) experience, and the time commitment required in connection with, service in the Company's industry and with relevant social policy concerns;

(vii) understanding of the Company's business on a technical level;

(viii) educational and professional background;

(ix) experience as a board member of another publicly held company;

(x) academic expertise in an area of the Company's operations;

(xi) practical and mature business judgment, including ability to make independent analytical inquiries;

(xii) “independence,” as defined by the New York Stock Exchange listing standards;

(xiii) financial literacy;

(xiv) standing in the community;

(xv) diversity (based on factors commonly associated with diversity such as race, gender national origin, religion, or sexual orientation or identity, as well as on broader principles such as diversity of perspective and experience); and

(xvi) ability to complement the Board’s existing strengths.

(d) The foregoing notwithstanding, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed (for example, pursuant to rights contained in a Certificate of Designation of a class of preferred stock to elect one or more directors upon a dividend default), then the nomination or appointment of such directors shall be governed by such requirements.

2. The Committee will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) and shall identify for the Board those directors who have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company).

3. The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

4. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company’s certificate of incorporation, bylaws and Corporate Governance Guidelines.

5. The Committee shall oversee the Board in the Board’s annual review of its performance (including its composition and organization) and the performance of management, and will make appropriate recommendations to improve performance.

6. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company’s certificate of incorporation, bylaws, this Charter and the charters of the Company’s other committees.

7. The Committee will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

8. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines.

9. As part of the process of selecting Board candidates, the Committee may consult with the Company's General Counsel or outside counsel with respect to whether the candidate is "independent" as defined by the New York Stock Exchange listing standards.

10. The Committee will not generally rely upon third-party search firms to identify candidates. Instead, it will rely upon recommendations from a wide variety of its business contacts, including, but not limited to, executive officers, directors, community leaders and shareholders as a source for potential Board candidates.

11. Written recommendations from shareholders for director nominees should be delivered to:

Getty Realty Corp.  
Two Jericho Plaza, Wing C, Suite 110  
Jericho, New York 11753  
Attn: General Counsel and Secretary

In order for the Committee to adequately consider any shareholder recommendation, the recommendation should include an analysis of the proposed nominee under the criteria discussed above. In addition, the recommendation must include all information relating to the proposed director nominee that would be required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. The Committee will evaluate director nominees recommended by shareholders in the same manner as it evaluates other nominees. Recommendations received prior to any Committee meeting where director nominees are to be considered will be considered at such meeting.

12. Notwithstanding the foregoing with respect to shareholder recommendations, shareholder nominations for director must be submitted in accordance with the provisions of the Company's bylaws.

13. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

14. The Committee shall periodically report to the Board on its findings and actions.

15. The Committee shall work on a periodic basis with the Chief Executive Officer to develop, review, maintain and revise, if necessary, the Company's succession plan upon the retirement of any officer and in the event of an unexpected occurrence.

16. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

**V. Delegation of Duties.**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.