

## AFC GAMMA, INC.

### Nominating and Corporate Governance Committee Charter

#### I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of AFC Gamma, Inc., a Maryland corporation (the “**Corporation**”) shall be:

- To identify individuals to become members of the Board, consistent with the procedures and selection criteria established by the Committee;
- To periodically review the size and composition of the Board and recommend to the Board such modifications to its size and/or composition as are determined by the Committee to be necessary or desirable;
- To recommend to the Board the director nominees for the next annual meeting of stockholders;
- To recommend to the Board individuals to fill vacant Board positions;
- To recommend to the Board committee appointments and chairpersons;
- To develop and recommend to the Board a set of corporate governance principles, a Code of Business Conduct and Ethics and related Corporation policies, practices and procedures;
- To periodically review and recommend to the Board updates to the Corporation’s corporate governance principles, Code of Business Conduct and Ethics and related Corporation policies, practices and procedures;
- To monitor the Corporation’s compliance with applicable corporate governance requirements; and
- To oversee an annual evaluation of the Board, its committees and individual directors.

For the purposes of this charter of the Committee (the “**Charter**”), all references to “management” shall be deemed to include the Corporation’s external manager (the “**Manager**”), its affiliates and their respective personnel, as applicable, for so long as the Manager is administering the business activities and day-to-day operations of the Corporation in accordance with the terms of the Corporation’s management agreement with the Manager.

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time. 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 further 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 discretion.

## **II. Membership**

The Committee will consist of no fewer than three directors. Except as may otherwise be permitted by the rules of the Nasdaq Stock Market ("Nasdaq"), each member of the Committee shall, in the determination of the Board, shall be "independent" in accordance with the applicable listing standards of Nasdaq.

The members of the Committee shall be appointed by the Board to serve in accordance with the Corporation's bylaws and at the discretion of the Board and may be removed or replaced by the Board at any time. The chairperson of the Committee shall be elected by the full Board.

## **III. Meetings; Rules of Procedure**

The Committee shall meet at least annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may ask members of management or others to attend a meeting of the Committee (or to meet with any member of, or advisors to, the Committee) and provide pertinent information as necessary or desirable. The Committee may adopt such procedures as it deems appropriate and necessary to carry out the duties and responsibilities of the Committee. The Committee shall report regularly to the Board, not less frequently than annually.

Notice of Committee meetings shall be given in the same manner as notice for special meetings of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting shall be the act of the Committee.

## **IV. Responsibilities and Duties**

In furtherance of its purposes, the Committee shall have the following authority and responsibilities:

1. To develop and recommend to the Board a set of corporate governance principles, adopt a Code of Business Conduct and Ethics, and to periodically review these and other related Corporation policies, practices and procedures and recommend updates as the Committee deems necessary or desirable.
2. To monitor the Corporation's compliance with corporate governance requirements of state and federal law and the rules and regulations of Nasdaq.
3. To develop, annually, in advance of the annual meeting of stockholders, recommendations for membership and chairpersons for Board committees for approval by the full Board. In appropriate circumstances, the Committee, in its discretion, shall consider and recommend to the Board the removal of a director from a standing committee of the Board.
4. To periodically review the Board's structure, including the structure of all standing or any *ad hoc* committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of the Board or any Board committees as the Committee deems

appropriate.

5. To develop a process for evaluating performance of the Board, its committees and individual directors and to oversee and evaluate the Board, its committees and individual directors.

6. To establish the Selection Criteria attached as Exhibit A to this Charter for prospective members of the Board, and review and revise such criteria from time to time, as the Committee deems appropriate.

7. To conduct candidate searches and interviews, oversee the nomination and approval procedures for Director candidates and recommend proposed candidates to the Board for election at each annual meeting of stockholders as well as candidates to fill vacant Board positions as such vacancies arise from time to time.

8. To consider any director candidates recommended by the Corporation's stockholders in accordance with the procedures set forth on Exhibit B hereto; provided that, for any annual meeting, recommendations received after 120 days prior to the first anniversary of the date the Corporation's proxy statement is released to stockholders for the prior year's annual meeting will not be considered timely for consideration by the Committee for that annual meeting. In addition, the Committee may adopt such other policies regarding the consideration of director candidates recommended by the Corporation's stockholders as the Committee deems advisable.

9. To consider and make appropriate recommendations to the full Board when questions of independence arise with respect to existing Board members or potential candidates for election to the Board.

10. To perform a review and self-evaluation, at least annually, of the performance of the Committee, including compliance by the Committee with this Charter.

11. To review the adequacy of this Charter annually and recommend to the Board any necessary or desirable changes.

## **V. Resources**

The Committee shall have authority to retain such outside counsel, any search firm to be used to identify director candidates and any other consultants to assist it in the performance of its responsibilities as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Corporation 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 may also utilize the services of the Corporation's regular legal counsel or other advisors.

## **VI. Delegation of Powers and Responsibilities**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its powers and responsibilities to a subcommittee of the Committee, or any member of the Committee, to the extent consistent with the Corporation's charter, Bylaws, applicable law, rules and regulations and the rules of any securities exchange on which the Corporation's securities are listed or admitted to trading.

## **VII. General**

The Committee may diverge from the specific activities outlined throughout this Charter, as appropriate, if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, Nasdaq rules, the Corporation's charter and bylaws, and the resolutions and other directives of the Board, each as in effect from time to time. This Charter may be amended from time to time by the Board.

This Charter shall be made available on the Corporation's website at [www.afcgamma.com](http://www.afcgamma.com) and to any stockholder who otherwise requests a copy.

Approved: January 5, 2021

## **EXHIBIT A**

### **SELECTION CRITERIA FOR MEMBERS OF THE BOARD OF DIRECTORS OF AFC GAMMA, INC.**

The Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- Business and professional background;
- Contribution to the Board's diversity of experience, profession, expertise, skill and background (including with respect to race and gender);
- History of leadership or contributions to other organizations;
- Functional skill set and expertise;
- General understanding of marketing, finance, accounting, corporate governance, federal securities and other relevant laws and regulations, and other elements relevant to the success of a publicly-traded company in today's business environment;
- Meets high ethical standards;
- Experience in the cannabis or REIT industries and/or as a member of the board of directors of another publicly-held company;
- Commitment to devoting the time and effort necessary to be a responsible and productive member of the Board of Directors; and
- Ability to perpetuate the success of the business and represent stakeholder interests through the exercise of sound business judgment.

## **EXHIBIT B**

### **PROCEDURES REGARDING CANDIDATES RECOMMENDED TO SERVE AS DIRECTORS**

(1) Candidate Recommendations

Any qualified individual or group, including, but not limited to, stockholders, incumbent directors and members of management, may recommend a candidate to serve as a member of the Board at any time. Such recommendations should be directed to the Chair of the Nominating and Corporate Governance Committee or the Corporate Secretary. A recommendation from a stockholder must be submitted in accordance with the procedures described in the Corporation's proxy statement.

(2) Role of the Nominating and Corporate Governance Committee

Background information on recommended candidates is to be forwarded to the Nominating and Corporate Governance Committee. That Committee will review material on prospective candidates, and, in its discretion, interview potential candidates. If approved by the Committee, the candidate will be recommended to the full Board for consideration.

(3) Role of the Board of Directors

A. Background information on a recommended candidate will be provided to each member of the Board. The Nominating and Corporate Governance Committee Chair may confer with other directors regarding the Committee's recommendation concerning any candidate. Concerns and questions may be referred back to the Nominating and Corporate Governance Committee.

B. When a recommended candidate is generally acceptable to the directors, his/her formal consideration and vote will take place at a Board meeting.

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Note: Any commitment by an incumbent director or any other person making a recommendation to a candidate relative to Board membership is wholly contingent upon a vote of the full Board.