

Broadstone Net Lease, Inc.
Nominating and Corporate Governance Committee Charter

This Charter was adopted by the Board of Directors of Broadstone Net Lease, Inc. (“Company”) on February 7, 2014.

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board is to assist the Board in fulfilling its duties and responsibilities regarding:

- a. The identification of individuals qualified to become “Independent Directors” as that term is defined in the Company’s Articles of Incorporation, as amended from time to time., and in the diligence process for evaluating the candidates’ potential fit with the needs of the Board;
- b. The selection of Independent Director nominees for Board approval and for presentation as the Board nominees for the next annual meeting of stockholders or special meeting of the stockholders at which directors are to be elected;
- c. The selection or recommendation that the Board select director candidates to fill any vacancies of the Board; and
- d. The development and recommendation to the Board of any required or best practice corporate governance guidelines and principles which may apply to the Company.

The Committee shall exercise its powers and responsibilities delegated by the Board of Directors to the Committee in the best interest of the Company and its stockholders and consistent with the provisions of the Articles of Incorporation and Bylaws of the Company.

II. Membership

The Committee shall be comprised of at least two directors as determined by the Board of Directors. Each member of the Committee shall be an Independent Director.

The members of the Committee shall be appointed by the Board on a bi-annual basis to serve until such member’s replacement has been appointed or until such member resigns from the Committee or the Board of Directors, or is removed. Committee members may be removed from the Committee by the Board of Directors, with or without cause. The Committee shall select a Chair from among its members.

III. Meetings and Procedures

The Committee Chair (or in his or her absence, a member designated by the members of the Committee present at the meeting) 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 Articles of Incorporation, bylaws or applicable law.

The Committee shall meet on a regularly scheduled basis at least once a year and more frequently as the Chair of the Committee deems necessary or desirable.

The Committee may, at its discretion, include in its meetings members of the Company's management; representatives of the independent auditors, and any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. The Chair of the Committee shall have the discretion to meet in executive session as the Chair deems appropriate.

The Committee shall have the authority to engage corporate advisors that the Committee believes to be necessary or appropriate to carry out its responsibilities as set forth in this Charter, including the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Board of Directors, for payment of compensation to any such persons employed or retained by the Committee in carrying out its duties.

The Committee Chair shall report significant actions or findings to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board. The Committee will retain meeting minutes.

IV. Duties and Responsibilities

1. a. The Committee, at an appropriate time, shall recommend to the Board of Directors 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 able to serve as Independent Directors for election or re-election by the stockholders at their annual meetings.
- b. As soon as is reasonably practicable after a vacancy arises or an Independent Director advises the Board of his or her intention to resign, the Committee shall recommend to the Board new candidates for election by the Board of Directors, in the case of a vacancy, or for election at the next annual meeting of stockholders, whom the Committee, in the exercise of its judgment, has found to be well qualified and willing and able to serve.
- c. The Committee may consider the following criteria in recommending candidates for election to the Board:
 - (i) independence satisfying the criteria for Independent Directors set forth in the Company's Articles of Incorporation;
 - (ii) experience in corporate governance, risk management and senior leadership experience ;
 - (iii) experience in the Company's industry;
 - (iv) experience as a board member of another corporation ;
 - (v) personal and professional attributes to insure board diversity, integrity, ethics and values;
 - (vi) practical and mature business judgment, including the ability to make independent analytical inquiries;
 - (vii) academic expertise in an area of the company's operations; and

- (viii) background in financial and accounting matters.
- 2. The Committee shall annually review the performance of current Independent Directors and committees of the Board of Directors.
- 3. The Committee shall recommend to the Board the membership composition of the Board Committees, including the size of the Board of Directors and Board Committees.
- 4. The Committee shall review periodically with the Chairman of the Board and the Chief Executive Officer the succession plans relating to positions held by corporate officers, and make recommendations to the Board with respect to the selection of individuals to occupy those positions.
- 5. The Committee shall make recommendations to the Board of Directors regarding governance matters, including, but not limited to, the Company's Articles of Incorporation, Bylaws, this Charter and the charters of the Company's other Committees. Any recommended changes will be proposed for approval by the Board of Directors.

V. Scope of Duties.

It is not the duty of the Committee to assure compliance with the Company and its subsidiaries with applicable laws or regulations or other matters within the purview of the Independent Directors Committee.