

W. P. Carey Inc. Nominating and Corporate Governance Committee Charter

As approved by the Board of Directors on June 15, 2023

1. Purpose

The Nominating and Corporate Governance Committee (this “**Committee**”) of W. P. Carey Inc. (the “**Company**”) shall (a) identify individuals qualified to become members of the Company’s Board of Directors (each a “**Director**,” collectively, the “**Board**”), (b) recommend to the Board the director nominees for the next annual meeting of stockholders, (c) develop and recommend to the Board a set of corporate governance principles, (d) lead the Board in complying with its corporate governance principles, (e) lead the Board in reviewing and approving the Company’s activities, goals and policies concerning environmental stewardship and social responsibility matters, (f) lead the Board in oversight of corporate culture, (g) lead the Board in its annual review of the Board’s performance, (h) recommend to the Board director nominees for each committee and (i) perform the responsibilities and duties set forth in this Nominating and Corporate Governance Committee Charter (the “**Charter**”). This Committee is committed to ensuring that (i) the nominees for membership on the Board are of the highest possible caliber and are able to provide insightful, intelligent and effective guidance to the management of the Company and (ii) the governance of the Company is in full compliance with law, reflects generally accepted principles of good corporate governance, encourages flexible and dynamic management without undue burdens and effectively manages the risks of the business and operations of the Company.

2. Membership

The membership of this Committee shall include at least three voting Directors, all of whom shall be independent and appointed by the Board based upon recommendations made by this Committee. Independence for membership purposes shall be established in accordance with the rules, regulations, and listing standards of by the Securities and Exchange Commission (“**SEC**”) and New York Stock Exchange (“**NYSE**”) and a determination by the Board that such individual is free from any material relationship (either directly or as a partner, shareholder or officer of an organization that has such a relationship) with the Company.

The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. A Director may resign as a member of the Committee upon notice to the Chair of the Committee (as defined below). The Board may remove any member from the Committee at any time with or without cause.

3. Structure and Operations

The Board shall designate a member of the Committee as the chairperson (the “**Chair**”). This Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. This Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. This Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

This Committee may invite any officer or employee of the Company to its meetings as it deems appropriate. Further, this Committee shall meet separately, and periodically, with management, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, this Committee shall meet regularly without such individuals present.

This Committee shall review this Charter periodically and recommend any proposed changes to the Board for approval.

4. Outside Advisors and Delegation of Authority

This Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of an executive or director search firm, independent outside legal counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. This Committee shall set the compensation and oversee the work of the search firm, outside legal counsel and any other advisors.

This Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside legal counsel and any other advisors.

This Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

5. Responsibilities and Duties

To fulfill its responsibilities and duties this Committee shall:

- A. Identify the requisite skills and characteristics to be found in individuals qualified to serve as members of the Board and develop criteria to be considered in selecting nominees for director (the “**Director Criteria**”). As part of this process, this Committee shall ensure

that the Board consists of individuals from diverse educational and professional experiences and backgrounds who, collectively, provide meaningful counsel to management.

- B. Identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. This Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement. This Committee will conduct appropriate and necessary inquiries into the background and qualifications of possible candidates and shall actively recruit qualified individuals.
- C. Recommend to the Board director nominees for each Committee and each Committee chairperson.
- D. Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
- E. Oversee the evaluation of the Board and management. In this regard the Committee shall, without limitation:
 - i. Evaluate, and report to the Board, the effectiveness of the Board (as a whole) and each Committee of the Board (as a whole) (including, without limitation, the effectiveness of the Compensation Committee in its process of establishing goals and objectives for, and evaluating the performance of, senior officers, such as the Chief Executive Officer, the President, and the Chief Financial Officer). In this process, the Committee shall receive comments from all Directors and shall review each Committee's review of its performance.
 - ii. Upon request or as required, review performance, qualification or other related issues concerning Board members.
 - iii. Review with the Chief Executive Officer the succession plans relating to named executive officers of the Company.
- F. Oversee the corporate governance of the Company, advising the Board and its Committees on effective management and leadership. In this regard this Committee shall:
 - i. Develop and recommend to the Board a set of corporate governance guidelines.
 - ii. Periodically review, and recommend to the Board appropriate changes to, the Company's articles of incorporation, bylaws, corporate governance guidelines, the charter of each Board committee, and the Company's Code of Business Conduct and Ethics (the "**Code of Ethics**") and other governance policies as needed. Such review shall consider, without limitation:

1. The structure, duties, size, membership and functions of the Board and its Committees.
 2. The format and frequency of meetings of the Board and its Committees.
 3. The performance of the Board (as a whole) and each Committee of the Board (as a whole).
- iii. Consider and advise the Board with respect to questions of actual, apparent and possible conflicts of interest of Directors and senior officers of the Company, including any related party transactions (as defined by SEC regulations). Such activities shall include a review of the outside activities of Directors and senior officers. While this Committee intends to be proactive in this area, this Committee is mindful that it is the obligation of each Director and officer to bring to the attention of this Committee any actual, apparent or possible conflict of interest.
 - iv. Keep informed as to current requirements and trends in corporate governance to ensure that the Company is fully compliant with law and maintains high standards of corporate governance.
- G. Oversee and advise the Board on the Company's Environmental, Social and Governance ("ESG") initiatives and corporate culture matters, including developing, reviewing and recommending appropriate goals, policies and practices to the Board for approval.
- H. Oversee the Company's engagement with stockholders and other key stakeholders, including proxy advisory firms, investor guidelines, non-governmental organizations and key environmental, social and governance ratings agencies.
- I. Review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
- J. Interview and meet with any employee of the Company, as necessary, without the presence of any officer of the Company.
- K. Perform such other activities as this Committee deems necessary or appropriate to fulfill its purpose or as may be delegated to it by the Board or by a plan of the Company, in each case consistent with this Charter, the Company's governing documents and applicable laws, rules and regulations.

Except as noted above, this Committee shall perform each of its responsibilities and duties when appropriate.

6. Performance Evaluation

This Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. This Committee shall conduct this evaluation in such manner as it deems appropriate.