

STAG Industrial, Inc.
Investment Committee Charter
As of February 20, 2015

Purpose

The Investment Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of STAG Industrial, Inc. (the “Company”) to increase discussion and analysis of the Company’s investments and discharge the Board’s responsibilities relating to certain investments.

Committee Membership

The Committee shall consist of no fewer than four members, and shall include among its members the Chairman of the Board and the Chief Executive Officer of the Company. A majority of the members of the Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be replaced by the Board.

Committee Meetings

The Committee shall meet at least once per year, or more frequently as circumstances require. A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Committee Authority and Responsibilities

The Committee’s authority and responsibilities include:

1. Review, evaluate and approve each acquisition, disposition or development with an individual purchase price (total acquisition cost), development price or sale price (as applicable) of more than \$50 million and up to \$100 million.
2. The Board is required to approve each acquisition, disposition or development with an individual purchase price (total acquisition cost), development price or sale price (as applicable) of more than \$100 million.
3. The Committee shall make regular reports to the Board.
4. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.