

STAG Industrial, Inc.

Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of STAG Industrial, Inc. (the “Company”) to: (1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) lead the Board in its annual review of the Board’s performance; and (4) recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of no fewer than three independent directors whose independence meets the requirements of the New York Stock Exchange and the federal securities laws and regulations.

The members of the Committee shall be appointed and 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 shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

1. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
2. The Committee shall select, or recommend that the Board select, the director nominees for the next annual shareholder’s meeting, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.

3. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance (it being understood that management's performance and compensation and the Board's compensation are evaluated by the Compensation Committee), to be discussed with the full Board following the end of each fiscal year.
4. The Committee will review each director's continuation on the Board annually.
5. In consultation with the Audit Committee of the Board, the Committee shall develop and recommend to the Board for adoption a Code of Business Conduct and Ethics applicable to all employees and directors and required by the rules of the New York Stock Exchange, and shall periodically review the Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.
6. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
7. The Committee shall review, approve or ratify any related person transaction that the Company would be required to report pursuant to Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.
8. The Committee shall make regular reports to the Board.
9. 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.