

Governance and Nominating Committee Charter

R E D W O O D
T R U S T

(Amended and Restated November 3, 2021)

I. Purpose

There shall be a committee of the Board of Directors (the “Board”) of Redwood Trust, Inc. (“Redwood”) to be known as the Governance and Nominating Committee (the “Committee”). The purpose of the Committee is to assist Redwood’s Board in discharging the Board’s responsibilities regarding, among other things: identification and selection of qualified Board candidates; development of and recommendations regarding Redwood’s corporate governance guidelines and principles; receipt, retention and treatment of reported potential violations of Redwood’s Code of Ethics; Board oversight and evaluation; and management succession planning.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with Redwood’s Bylaws.

II. Composition and Qualifications

The Committee shall consist of three or more directors, as determined by the Board, each of whom (a) satisfies the applicable independence requirements under New York Stock Exchange rules, as may be amended from time to time, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing matters delegated to the Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of all Committee members.

III. Committee Member Appointment and Removal

The members of the Committee shall be appointed by the Board, after review of any recommendations of the Committee, and shall serve at the discretion of the Board for such term or terms as the Board may determine and until their qualified successors are

appointed. Members of the Committee may be removed by the Board at any time, with or without cause.

IV. Duties and Responsibilities

In carrying out the purpose set forth herein, the Committee will, among other things:

- (1) In consultation with the Chief Executive Officer, identify and review candidates for the Board and recommend to the full Board candidates for election to the Board.
- (2) At least annually, evaluate Board performance and Board diversity, and review the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board.
- (3) Review and oversee any orientation programs for newly elected members of the Board and continuing director education programs and assist the Board in implementing any such programs.
- (4) Review and make recommendations to the Board for appointments of Board committee members and chairpersons of the committees.
- (5) In conjunction with the Compensation Committee, develop a compensation plan for Directors for adoption by the Board and periodically review and recommend modifications to the plan as appropriate.
- (6) Develop and periodically review a succession plan to ensure continuity in Redwood's management.
- (7) Propose a statement of corporate governance standards for adoption by the Board and periodically review and recommend modifications to the standards as appropriate.
- (8) Make recommendations to the Board regarding governance matters, including, but not limited to, Redwood's Articles of Incorporation, Bylaws the charters of Redwood's committees, and the appropriate size of the full Board.
- (9) Unless the Board has established an alternative committee to do so, the Committee shall deliberate and take such actions as shall be necessary or appropriate with respect to incumbent directors who fail to receive the required vote for re-election, including requesting that any such director submit an offer

of resignation to the Board, deliberating and making a recommendation to the Board as to whether to accept or not accept any such director's offer of resignation, and such other actions as may be contemplated by Redwood's Corporate Governance Standards and the Board Policy Regarding Majority Voting with respect to such matters.

- (10) Work with the Audit Committee to establish and implement procedures for the receipt, retention, and treatment of, and the appropriate response to, complaints and concerns regarding (a) potential violations of Redwood's Code of Ethics and (b) accounting, internal controls, auditing, and regulatory matters. Those procedures will include procedures for the confidential, anonymous submission of complaints by Redwood employees to the Chair of the Board or such other person designated by the Board.
- (11) In conjunction with the Audit Committee (with respect to rules applicable to the Audit Committee) and the Compensation Committee (with respect to rules applicable to the Compensation Committee), review and advise the Board regarding interpretations of the New York Stock Exchange rules.
- (12) As it determines appropriate, consider in the course of its work such environmental, social, and governance matters as may arise, and make recommendations to the Board and/or appropriate committee(s) regarding such matters.
- (13) Report to the Board on the major items covered at each Committee meeting, as well as Committee actions with recommendations as may be deemed appropriate.
- (14) Conduct an annual self-evaluation of the Committee's performance.
- (15) Periodically review and assess this Charter and submit any recommended changes to the Board for its consideration.
- (16) The Committee will perform such other functions as assigned by law and regulations, the SEC's or New York Stock Exchange's rules and regulations, Redwood's charter or bylaws, or the Board.

V. Committee Meetings

The Committee shall meet periodically as necessary to act upon any matter within its authority. The Committee shall conduct its business in accordance with the Company's Bylaws. Minutes shall be kept of each meeting of the Committee.

VI. Organization and Procedures

The Chair (or in the Chair's absence, a member designated by the Chair) 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 such rules and procedures are not inconsistent with any provisions of Redwood's Bylaws that are applicable to the Committee.

The Committee shall have full access to Redwood's management as it deems necessary to carry out its responsibilities. The Committee may, at its discretion, include in its meetings members of Redwood's management, or any person whose presence the Committee believes to be desirable or appropriate. Directors that are not members of the Committee may attend and observe meetings of the Committee but shall not be entitled to vote on matters before the Committee.

VII. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with Redwood's Articles of Incorporation, Bylaws, Corporate Governance Standards and applicable law and stock exchange rules.

The Committee shall, in its sole discretion, have the power to retain and/or replace, as needed, any independent counsel and other outside experts or advisors that the Committee believes to be necessary or appropriate, and shall be directly responsible for appointing, compensating, and providing oversight of the work of such outside service providers. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such firm's fees and other retention terms. The Committee may also utilize the services of Redwood's regular legal counsel or other advisors to Redwood. Redwood shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee.

VIII. Disclosure of Charter

This charter will be made available on Redwood Trust's website at www.redwoodtrust.com.