



GRANITE POINT MORTGAGE TRUST INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The principal purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Granite Point Mortgage Trust Inc. (the “**Company**”) in fulfilling its responsibilities relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws and the New York Stock Exchange (“**NYSE**”).

The Committee shall report to the Board on a regular basis and in any event not less than once a year. The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to retain one or more search firms to assist in the identification of director candidates and/or separate counsel and other experts and consultants. The Committee shall have the sole authority to select, retain and terminate any such search firm and/or professionals and to approve the fees and other retention terms relating to any such search firm and/or professionals. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

II. Membership

The Committee will have at least two members with the exact number as determined by the Board from time to time, each of whom shall be appointed by the Board and may be removed by the Board with or without cause. Each member of the Committee shall meet the independence requirements under the rules and regulations of the NYSE, as amended from time to time, and shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board shall appoint a member of the Committee to serve as its Chair.

III. Meetings

The Committee shall meet at such times and from time to time as it deems to be appropriate. The Committee may request members of the Company’s management or others to attend meetings and provide pertinent information as necessary. For each Committee meeting, the Committee will appoint a secretary to keep minutes of such meeting, which minutes will be made available to each member of the Board. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

IV. Responsibilities and Duties

The responsibilities and duties of the Committee shall include the following:

A. Director Nominations

1. Assist the Board in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interest of the stockholders of the Company.
2. Review periodically and make recommendations to the Board as to changes in the size, composition, organization and operational structure of the Board and its committees.
3. Review and make recommendations to the Board on the range of qualifications that should be represented on the Board and eligibility criteria for individual Board membership and its committees.
4. Make recommendations to the Board with respect to director nominees to stand for election or re-election to the Board at each annual meeting of the Company's stockholders (or, if applicable, at any special meeting of stockholders).
5. When informed that the Board is considering adding a member to fill an existing vacancy or newly created position, or any other time the Committee thinks the Board should consider adding a member, conduct a search to identify a person or persons to be added to the Board and make recommendations to the Board based upon the results of such search and the director qualification standards set forth in the corporate governance guidelines.
6. Develop and recommend to the Board standards and policies to be applied in determining whether directors and director candidates are independent under the rules of the NYSE and any other applicable laws, rules or regulations, including any rules promulgated by the Securities and Exchange Commission, and recommend findings to the Board regarding the independence of each director and director candidate.
7. Identify and make recommendations to the Board with respect to director nominees for appointment as members to the Board's respective committees. From time to time, the Committee will consider whether to rotate the membership of the Board committees.

B. Corporate Governance

1. In coordination with the Chair of the Board and members of the Company's senior management, consider succession planning for the Company's Chief Executive Officer and other senior executive officers.
2. Review the Company's corporate governance guidelines annually and recommend any changes to the Board.
3. Monitor the Board's governance procedures and make recommendations to the Chair of the Board on governance and related matters.
4. Review the Company's code of business conduct and ethics annually and recommend any changes to the Board.

5. Oversee annual evaluations of the effectiveness of the Board, the Board's committees, the directors, and the Company's management.

6. Review periodically, and assist the Board in overseeing, the Company's environmental, social and governance (ESG) priorities, strategies and related public disclosures.

C. Other Committee Responsibilities

1. Conduct an annual review of this Charter and recommend to the Board any changes that the Committee deems appropriate.

2. Conduct an annual performance evaluation of the Committee.

3. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's nominating and corporate governance procedures, policies and programs.

V. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Approved by the Board as of February 23, 2023