

**CHARTER
OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
BRT APARTMENTS CORP.**

DATED AS OF JUNE 8, 2022

I. Purpose

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of BRT Apartments Corp. (the "Company") is responsible for (i) developing and recommending to the Board the corporate governance guidelines applicable to the Company, (ii) identifying and recommending to the Board individuals qualified to serve as directors and (iii) overseeing the evaluation of the Board and management.

II. Membership of the Committee

The Committee shall be comprised of three or more directors, all of whom must qualify as independent directors ("Independent Directors") under the applicable listing standards, as amended, of the New York Stock Exchange (the "Listing Standards").

III. Meetings and Procedures

Subject to the Maryland General Corporation Law, the Listing Standards, the Company's Articles of Incorporation, Bylaws, and corporate governance documents (all of the foregoing, including this Charter, referred to as collectively as the "Applicable Requirements"):

A. Governance Matters

1. The Committee may request that any director, officer or employee of the Company, or other person whose advice and counsel is sought by the Committee, attend any meetings of the Committee to provide such pertinent information as the Committee requests.
2. On a periodic basis, the Committee will report to the Board with respect to the significant issues considered and major actions taken by the Committee.
3. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
4. The Committee may fix for itself such other rules of procedure as it deems necessary or appropriate.

IV. Responsibilities and Duties

Subject to the Applicable Requirements, the Committee shall have the following duties and responsibilities:

A. Corporate Governance

1. To periodically discuss and review the Corporate Governance Guidelines of the Company and to recommend any desirable changes to the Board.
2. To consider corporate governance issues that arise from time to time and to make recommendations to the Board with respect thereto.
3. To make recommendations to the Board from time-to-time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.

B. Identify and Recommend Individuals to Serve as Directors, Committee Members and Officers

1. To identify individuals qualified to serve as directors consistent with criteria approved by the Board, and to recommend that the Board select the director nominees (including the class in which such nominee should serve) for election as directors at each annual meeting of stockholders (or at a special meeting of stockholders at which directors are to be elected). In the case of a vacancy in the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy (including the class in which such nominee should serve) either through appointment by the Board or through election by stockholders. The Committee shall consider candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's annual proxy statement.
2. To identify individuals qualified to serve on committees of the Board and recommend to the Board the individuals to serve on such committee(s) and the capacities in which they should serve.
3. To identify individuals qualified to serve as officers, and to recommend to the Board the individuals to serve as officers and the capacities in which they should serve.

C. Oversee the Evaluation of the Board, Management and the Committee

1. To oversee evaluations of the performance of the Board and management, with such evaluation to be conducted in the manner the Committee deems appropriate.
2. To conduct, on an annual basis, a self-evaluation of the Committee's performance.
3. To evaluate, in light of the Applicable Requirements, the independence of the directors (including proposed nominee(s) for directors) and make recommendations to the Board regarding same.

D. Other Functions

1. The Committee may perform such other activities, consistent with the Applicable Requirements, as the Committee or the Board considers appropriate.

VI. Other Matters

A. Investigations and Studies; Outside Advisors

1. The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities, and may retain, at the Company's expense, such advisors as it deems necessary.
2. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be paid by the Company.