

# STEADFAST APARTMENT REIT, INC.

## NOMINATING AND CORPORATE GOVERNANCE

### COMMITTEE CHARTER

#### I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Steadfast Apartment REIT, Inc. (the “Company”) is appointed by the Board to assist the Board in selecting and evaluating nominees for election to the Board and to assist the Board in matters related to corporate governance. All powers of the Committee are subject to the restrictions in the Company’s Bylaws (as may be amended or restated from time to time, the “Bylaws”) and by applicable law.

#### II. Committee Membership

The Committee members shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Members may be removed at any time by vote of the Board. Members may resign from the Committee at any time without resigning from the Board.

The Committee will consist of no fewer than two members of the Board. The majority of the members of the Committee must be Independent Directors (as defined in Articles of Amendment and Restatement of the Company).

#### III. Structure and Meetings

The Committee shall conduct its business in accordance with this Nominating and Corporate Governance Committee Charter (the “Charter”), the Bylaws and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the members shall elect a chairperson by a vote of the majority of the full Committee. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

The Committee shall meet when deemed necessary or desirable by the Committee or its chairperson. The Committee shall meet at times and places as determined by its chairperson. Actions may be taken by unanimous written consent. Members may participate in meetings of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at such meeting. A majority of the Committee shall constitute a quorum for the transaction of business. If, however, there are only two members, both members must be present to constitute a quorum.

The Committee chairperson will preside at each meeting. The Committee chairperson, in consultation with the other members, will set the length and agenda for each meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the chairperson’s absence) shall regularly report to the full Board on its

proceedings and actions. The Committee will maintain written minutes of its meetings. The minutes will be maintained with the books and records of the Company.

As necessary or desirable, the chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate. The Board may assign any duties of the Committee outlined in this Charter to another committee of the Board in whole or in part from time to time as the Board may determine subject to applicable laws and regulations.

#### **IV. Committee Duties and Responsibilities**

The duties and responsibilities of the Committee shall include, without limitation, the following:

1. Consider and make recommendations to the Board with respect to the nominations or elections of directors of the Company in connection with (a) the slate of directors proposed for stockholder approval at annual meetings of stockholders and (b) vacancies occurring on the Board from time to time, including vacancies resulting from an increase in the size of the Board. If, however, 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 such nomination, unless required by contract or requested by the Board.
2. Consider qualifications for Board membership as set forth in Section VII of this Charter.
3. Review and assess the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee shall bear in mind that the foremost responsibility of a director of a Company is to represent the interests of the stockholders as a whole.
4. Review and reassess, periodically, the adequacy of this Charter and make recommendations to the Board regarding any revisions to this Charter from time to time as appropriate.
5. Review and assess, periodically, the size and composition of the Board in terms of experience, expertise, and special knowledge required for the effective discharge of the Board's responsibilities. Such review shall include director succession planning, in light of future needs of the Board and Company and application of policies pertaining to tenure on the Board, so as to ensure that Board effectiveness is not diminished during periods of transition.
6. Develop, adopt and oversee a set of corporate governance principles applicable to the Company and the operations of the Board that may include (i) director

qualifications, including committee membership qualifications, (ii) director duties and responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director orientation and continuing education, (v) management succession and (vi) annual performance evaluation of the Board.

7. Develop and adopt other policies and procedures related to corporate governance that the Committee deems appropriate, including, without limitation, a code of ethics and business conduct.
8. Oversee the evaluation of the Board and the process for evaluation of management on an annual basis.
9. Perform an annual evaluation of the Committee's own performance.
10. Perform such other functions and have such other powers consistent with this Charter, the Bylaws and governing law as the Committee or the Board may deem appropriate.

#### **V. Committee Resources**

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to (a) retain a search firm to be used to identify director candidates, (b) retain other advisors and (c) approve the applicable fees and other terms of such retention. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors retained by the Committee.

#### **VI. Consideration of Director Candidates Recommended by Stockholders**

It is the policy of the Committee to consider any director candidates recommended by stockholders of the Company in the same manner in which the Committee evaluates other potential nominees, so long as the information regarding director candidates recommended by stockholders is submitted to the Committee in compliance with this Charter and the Bylaws.

#### **VII. Qualifications of Board Candidates**

There are no specific, minimum qualifications that the Committee shall require of a Committee-recommended nominee for a position on the Board, other than those necessary to meet specific requirements under the rules of the Securities and Exchange Commission.

The Committee may consider, among others, the following qualifications for Board membership: (a) the highest personal and professional integrity, (b) demonstrated exceptional ability and judgment, (c) broad experience in business, finance or administration, (d) familiarity with the Company's industry, (e) ability to serve the long-term interests of the Company's stockholders, (f) sufficient time available to devote to the affairs of the Company, (g) ability to provide continuing service to promote stability and continuity in the boardroom and provide the benefit of familiarity and insight into the Company's affairs that directors would accumulate during their tenure, (h) ability to help the Board work as a collective body, (i) diversity (of both

background and experience) and (j) experience, areas of expertise, and other factors relative to the overall composition of the Board.

#### **VIII. Process for Identification and Evaluation of Director Candidates**

The Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, shall involve (with or without the assistance of a retained search firm) compiling names of potentially eligible candidates, vetting candidates' qualifications, conducting background and reference checks, conducting interviews with candidates and/or others (as schedules permit), meeting to consider and recommend final candidates to the Board and, as appropriate, preparing and presenting to the Board an analysis with regard to particular, recommended candidates.

#### **IX. Disclosure of Charter**

To the extent required by the listing standards of an exchange on which the Company's securities are listed, or other applicable rules or regulations, this Charter will be made available on the Company's website.