

CIM COMMERCIAL TRUST CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of CIM Commercial Trust Corporation, a Maryland corporation (the “**Company**”), and will be publicly disclosed on the Company’s website and/or as otherwise required by the Securities and Exchange Commission (the “**SEC**”) or the NASDAQ Stock Market (“**NASDAQ**”).

1. Committee Membership

The Nominating and Corporate Governance Committee of the Board (the “**Committee**”) will consist of a minimum of two directors (each a “**Director**” and collectively, “**Directors**”) selected by the Board, each of whom, as determined by the Board, shall be “independent” in accordance with the applicable listing standards of NASDAQ. Directors shall be appointed to the Committee by the Board and shall serve until their successors are appointed or until their earlier death, resignation or removal. The Board may remove any member from the Committee at any time with or without cause.

2. Committee Purposes and Powers

The purposes of the Committee shall be:

- (A) To identify individuals to become members of the Board, consistent with the procedures and selection criteria established by the Committee;
- (B) To periodically review the size and composition of the Board and recommend to the Board such modifications to its size and/or composition as are determined by the Committee to be necessary or desirable;
- (C) To recommend to the Board the director nominees for the next annual meeting of stockholders;
- (D) To recommend to the Board individuals to fill vacant Board positions;
- (E) To recommend to the Board committee appointments and chairpersons on an annual basis;
- (F) To develop and recommend to the Board a set of Corporate Governance Principles, a Code of Business Conduct and Ethics and related Company policies;
- (G) To periodically review and recommend to the Board updates to the Company’s Corporate Governance Principles, Code of Business Conduct and Ethics and related Company policies;

- (H) To monitor the Company's compliance with applicable corporate governance requirements;
- (I) To establish and review succession plans for the Company's senior executives, as appropriate; and
- (J) To oversee an annual evaluation of the Board and its committees.

Subject to limitations designated in the Company's bylaws (the "**Bylaws**") and by applicable law, the Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of further Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's discretion.

3. Committee Duties and Responsibilities

To carry out its purposes, the Committee shall have the following duties and responsibilities:

- (A) Review annually the Company's Corporate Principles and Code of Business Conduct and Ethics and other related Company policies and recommend updates as the Committee deems necessary or desirable.
- (B) Monitor the Company's compliance with corporate governance requirements of state and federal law and the rules and regulations of NASDAQ.
- (C) Develop, annually, in advance of the annual meeting of stockholders, recommendations for membership and chairpersons for Board committees for approval by the Board. In appropriate circumstances, the Committee, in its discretion, shall consider and recommend to the Board the removal of a director from a standing committee of the Board.
- (D) Review periodically the Board's structure, including the structure of all standing or any ad hoc committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of the Board or any Board committees as the Committee deems appropriate.
- (E) Develop a process for evaluating the performance of the Board and its committees and oversee the evaluation of the Board and its committees.

- (F) Establish the selection criteria for prospective members of the Board, and review and revise such criteria from time to time, as the Committee deems appropriate.
- (G) Conduct candidate searches and interviews, oversee the nomination and approval procedures for director candidates and recommend proposed candidates to the Board for election at each annual meeting of stockholders as well as candidates to fill vacant Board positions as such vacancies arise from time to time.
- (H) Consider any director candidates recommended by the Company's stockholders in accordance with the procedures established by the Committee and disclosed from time to time in the Company's annual proxy statement. In addition, the Committee may adopt such other policies regarding the consideration of director candidates recommended by the Company's stockholders as the Committee deems advisable.
- (I) Consider and make appropriate recommendations to the Board when questions of independence arise with respect to existing Board members or potential candidates for election to the Board.
- (J) Perform a review and self-evaluation, at least annually, of the performance of the Committee, including compliance by the Committee with this Charter.
- (K) Conduct an annual review and reassessment of the adequacy of this Charter and to recommend to the Board any necessary or desirable changes to this Charter.
- (L) Consider other corporate governance matters, such as director retirement policies, succession plans for management and potential conflicts of interest of Board members and senior management, and make recommendations for change, as appropriate.

4. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson (the "**Chair**"). The Chair (or in his or her absence, a Director selected by the Committee) shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, reviewing and approving agendas and making regular reports to the Board. In the event of a tie vote on any issue, the Chair's vote shall decide the issue. Any action required or permitted to be taken at a Committee meeting may also be taken without a meeting if all members of the Committee consent thereto in writing. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

The Committee shall conduct its business in accordance with this Charter, the Bylaws and any direction given by the Board. The Committee shall meet on a regularly scheduled basis at least once per year and more frequently as the Committee deems necessary or desirable. The Chair, or, in the absence of the Chair, any two Directors may fix the time and

place of each meeting of the Committee unless the Board provides otherwise. The presence of a majority of the Directors of the Committee shall constitute a quorum for the transaction of business at the meeting. Directors may participate in a Committee meeting by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Board. The Committee will maintain written minutes of its meetings, which shall be circulated in draft form to all Directors to ensure an accurate final record, approved at a subsequent meeting of the Committee, distributed periodically to the Board and recorded and maintained in the Company's minute book. The Committee may request any Director, officer or employee of the Company or the Company's outside counsel or independent consultants or advisers to attend a Committee meeting or to meet with any Directors of, or consultants to, the Committee.

Notwithstanding any other provision of this Charter, the Committee may for so long as it deems reasonably necessary maintain the confidentiality of its proceedings from some or all of the other members of the Board, if the Committee determines that such confidentiality is in the best interests of the Company.

5. Delegation to Subcommittee

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its duties and responsibilities to a subcommittee of the Committee, or any Director of the Committee, to the extent consistent with the Company's charter (the "**Company Charter**"), Bylaws and Governance Principles, applicable law, rules and regulations and the rules of any securities exchange on which the Company's securities are listed or admitted to trading.

6. Resources and Authority of the Committee

The Committee shall have full and direct access to any relevant records of the Company and sole authority to retain such outside counsel or any search firm to be used to identify director candidates and any other consultants to assist it in the performance of its responsibilities as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses, or reimbursements of the same, of the Committee that are necessary or appropriate in carrying out its duties. The Committee may also utilize the services of the Company's regular legal counsel or other advisors. Nothing in this Charter is intended to preclude or impair the protection provided in Section 2-405.1(d) of the Maryland General Corporation Law for good faith reliance by Directors on reports or other information provided by others.

7. Consistency with Company Charter

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Company Charter or the Bylaws, the Company Charter or the Bylaws, as appropriate, shall fully control.