

## **Stratus Properties Inc.**

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### **Charter of the Nominating and Corporate Governance Committee of the Board of Directors**

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#### **I. Purpose of the Nominating and Corporate Governance Committee**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Stratus Properties Inc. (the “Company”) in fulfilling the Board’s oversight responsibilities by (1) identifying, considering and recommending to the Board candidates to be nominated for election or re-election to the Board at each annual meeting of stockholders or as necessary to fill vacancies and newly-created directorships; (2) monitoring the composition of the Board and its committees and making recommendations to the Board on membership of the committees and on the types and sizes of the Board committees; (3) overseeing the Company’s corporate governance practices and procedures including maintaining the Company’s Corporate Governance Guidelines and recommending to the Board any desirable changes and reviewing the Company’s sustainability strategy, initiatives and practices; (4) reviewing and, as necessary, making recommendations to the Board with respect to stockholder proposals, (5) evaluating the effectiveness of the Board and its committees; and (6) addressing any related matters required by the federal securities laws or The NASDAQ Stock Market (“NASDAQ”) (or such other exchange or trading market on which the Company’s capital stock is listed or traded).

#### **II. Composition of the Nominating and Corporate Governance Committee**

The Committee will be comprised of two or more directors appointed by resolution adopted by a majority of the whole Board. Each member of the Committee shall meet the standards of independence, experience and any other qualifications required by the NASDAQ listing rules. The Board will appoint a chair of the Committee. The Board may appoint or remove, with or without cause, any member of the Committee (or fill vacancies on the Committee) by the vote of a majority of the whole Board. The Committee may form subcommittees and delegate to such subcommittees its responsibilities and authority.

#### **III. Meetings of the Nominating and Corporate Governance Committee**

The Committee will meet at least two times annually or more frequently if the Committee deems it to be appropriate. Meetings may be called at the request of the chair of the Committee, a majority of the members of the Committee, or the Chairman of the Board. Meetings may be held at any time, any place and in any manner permitted by applicable law and the Company’s Second Amended and Restated By-Laws (as amended from time to time, the “By-Laws”). The chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee and management, will set the agenda for each meeting. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information as the Committee requests, but the Committee reserves the right in its discretion to

meet at any time in executive session. The Committee will deliver regular reports of its activities to the Board. The Committee will keep written minutes of its meetings, which minutes will be available to every member of the Board.

#### **IV. Authority and Responsibilities of the Nominating and Corporate Governance Committee**

In furtherance of the purpose of the Committee described above, the Committee will have the following authority and responsibilities:

##### **A. Board Candidates and Nominees.**

1. Seek, identify, evaluate, consider, recruit and select individuals qualified to become director nominees, consistent with criteria set forth in the Company's Corporate Governance Guidelines, recommend to the Board candidates to be nominated for election or re-election to the Board at each annual meeting of stockholders or to be elected to the Board as necessary to fill vacancies and newly-created directorships, and consider any individual proposed for service on the Board by a stockholder who (a) submits names for the Committee's consideration in accordance with the procedures in the Company's Corporate Governance Guidelines or (b) complies with the stockholder nomination procedures established in the By-Laws. In connection with this responsibility, the Committee will have the sole authority to retain and terminate any search firm to be used to identify or recruit director candidates or to otherwise assist the Committee in carrying out its responsibilities, including sole authority to approve the search firm's fees, which will be at the Company's expense, and approve other engagement terms. Any candidate brought to the attention of the Committee, regardless of who recommended such candidate, will be equally considered on the basis of the criteria set forth in the Company's Corporate Governance Guidelines.

2. Review the suitability for continued service of each director when his or her term expires or when a substantial conflict of interest arises between the director and the Company or the Board, and recommend to the Board whether or not the director should be nominated for re-election.

3. Recommend to the Board which members of the Board and nominees for director meet the definition of "independence" under the rules of the Securities and Exchange Commission ("SEC") and NASDAQ.

##### **B. Board Composition and Procedures.**

1. Review annually the composition and size of the Board. In carrying out this responsibility, the Committee will consider the Board membership criteria in the Company's Corporate Governance Guidelines and any other criteria the Committee deems relevant.

2. Review any offer of resignation tendered in accordance with the Company's Corporate Governance Guidelines or the By-Laws, and evaluate and recommend to the Board whether such resignation should be accepted.

3. Make recommendations on the frequency, content and structure of Board

meetings.

4. Review and oversee any director orientation or director continuing education programs established by the Company.

C. Board Committees.

1. Make recommendations to the Board regarding the size and composition of each committee of the Board, including the identification of individuals qualified to serve as members of a committee, and recommend individual directors to fill any vacancy that may occur on a committee.

2. Determine whether at least one member of the Audit Committee is an “audit committee financial expert” as defined by the SEC and if no member of the Audit Committee has such qualifications, determine whether it is in the Company’s best interest to identify and recruit a candidate with such qualifications.

3. Monitor the functioning of the committees of the Board and recommend to the Board any appropriate changes, including the creation and elimination of committees.

4. Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee’s power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance and Sustainability.

1. Maintain and review periodically the Company’s Corporate Governance Guidelines to assure that they are appropriate for the Company, and recommend any desirable changes to the Board.

2. Oversee the Company’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.

3. Periodically review the position and responsibilities of the lead independent director and make appropriate recommendations to the independent directors.

4. Review the disclosure in the Company’s proxy statement addressing directors, director nominees, the nomination process and other disclosures relating to the Company’s corporate governance matters.

5. Review the overall adequacy of, and provide oversight with respect to, the Company’s sustainability initiatives and practices, develop and recommend to the Board for approval policies and procedures relating to the Company’s sustainability activities, as

necessary, and assess and monitor the Company's ongoing performance with respect to such policies and procedures.

E. Stockholder Proposals. The Committee shall be responsible for reviewing and as necessary, making recommendations to the Board (consulting with other Board committees as appropriate) regarding any actions that management has taken, or expects to take, in response to proposals submitted by stockholders for action at the Company's annual meeting of stockholders. This may include the submission of any no-action requests to the SEC seeking exclusion of stockholder proposals from the Company's proxy materials under Rule 14a-8(i).

F. Other Powers.

1. In addition to the authority and responsibilities specified above, the Committee will have the authority to conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain, obtain the advice of or terminate an independent legal counsel or other adviser ("Advisers"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisers retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Advisers retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any such Advisers, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

2. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

**V. Annual Evaluations**

A. Performance Evaluations of the Board. The Committee will be responsible for overseeing the annual evaluation of the performance of the Board. The Committee will report to the Board the results of this evaluation, including any recommended changes to policies or procedures of the Company or the Board.

B. Evaluation of this Charter. The Committee will periodically review and evaluate the adequacy of this Charter and recommend any proposed changes to the Board.

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Approved by the Nominating and Corporate Governance Committee and adopted by the Board of Directors on March 26, 2013; as amended through March 25, 2025.