

ACRES COMMERCIAL REALTY CORP.

FOURTH AMENDED AND RESTATED NOMINATING, ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating, Environmental, Social and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of ACRES Commercial Realty Corp. (“ACR”) to (1) assist ACR and its Board in maintaining an effective and knowledgeable Board, including assisting the Board by identifying individuals qualified to become directors and recommending to the Board the director nominees for the next annual meeting of shareholders and the directors to be appointed to the Audit, Compensation and Nominating, Environmental, Social and Governance Committees, (2) develop and recommend for the Board’s consideration governance guidelines for ACR and (3) to oversee ACR’s strategies related to corporate responsibility and sustainability.

Committee Membership

The Committee shall consist of no fewer than three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange or any other securities exchange or interdealer automated quotation system on which ACR’s securities are traded (the “Relevant Trading Market”) applicable to a member of the Committee.

Committee Authority and Responsibilities; Directors Qualifications

1. The Committee shall actively identify individuals qualified to become Board members, consistent with criteria approved by the Board, for recommendation to the Board as potential directors. The Committee also shall develop and recommend to the Board the criteria for selecting new director nominees. The Committee shall assist the Board in meeting the following goals with respect to the composition of the Board and the Audit, Compensation and Nominating, Environmental, Social and Governance Committees:
 - (a) the Board will have a majority of directors who meet the criteria for independence required by the Relevant Trading Market; and
 - (b) the membership of the Audit, Compensation and Nominating, Environmental, Social and Governance Committees shall meet the requirements set forth in such committee’s charter.

The Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new directors as well as the composition of the Board as a whole and of the Audit, Compensation and Nominating, Environmental, Social and Governance Committees. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. The Committee shall recommend to the Board the director nominees to stand for election to the Board at each annual meeting

of ACR's shareholders or otherwise and to comprise each of the Audit, Compensation and Nominating, Environmental, Social and Governance Committees. These recommendations will be made by the Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board itself, by the Chairman of the Committee and the Chairman of the Board. In cases where ACR is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors shall not be subject to the Committee process.

2. The Committee shall review and make recommendations to the Board regarding ACR's director nomination processes, including, without limitation:
 - (a) if the Committee determines that it will consider candidates recommended by security holders, the Committee shall determine the procedures to be followed by security holders in submitting such recommendations and consider whether any changes should be made to such procedures;
 - (b) determining any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board, and describe any specific qualities or skills that the Committee believes are necessary for one or more of ACR's directors to possess;
 - (c) determining the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a security holder;
 - (d) with regard to each nominee approved by the Committee for inclusion on ACR's proxy card (other than nominees who are executive officers or who are directors standing for re-election), report to the Board which one or more of the following categories of persons or entities recommended that nominee: security holder, non-management director, chief executive officer, other executive officer, third-party search firm, or other, specified, source;
 - (e) if ACR pays a fee to any third party or parties to identify or evaluate or assist in identifying or evaluating potential nominees, report to the Board the function performed by each such third party; and
3. The Committee shall have the sole authority to retain and terminate a search firm to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain professional advice from within ACR or elsewhere.
4. The Committee will oversee ACR's policies and strategies related to environmental, social, sustainability and corporate responsibility matters in coordination with the other standing Committees of the Board.

5. The Committee shall have oversight of the evaluation process of the Board, each committee of the Board and management with respect to the governance of ACR. The Committee shall receive comments from all directors and provide the Board, at or about the end of ACR's fiscal year, with an assessment of its performance.
6. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines applicable to ACR. Once adopted, the Committee shall review the adequacy of the Corporate Governance Guidelines of ACR annually and recommend any proposed change to the Board for approval.
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. The Committee shall meet at least annually and shall make regular reports to the Board.
9. The Chairman of the Board, in consultation with ACR's chief executive officer (the "CEO"), shall recommend to the Committee directors for consideration for appointment to the Audit, Compensation and Nominating, Environmental, Social and Governance Committees. The Committee shall consult with, and seek the recommendations of, the Chairman of the Board and the CEO with respect to any other matter within its scope.
10. The Committee shall review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. The Committee shall annually review its own performance.