

**W. P. CAREY INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

I. Purpose: The Nominating and Corporate Governance Committee (this "Committee") shall (a) identify individuals qualified to become members of the Board of Directors, (b) recommend to the Board of Directors the director nominees for the next annual meeting of stockholders, (c) develop and recommend to the Board of Directors a set of corporate governance principles, (d) lead the Board of Directors in complying with its corporate governance principles, (e) lead the Board of Directors in its annual review of the Board's performance and (f) recommend to the Board director nominees for each committee. This Committee is committed to ensuring that (i) the nominees for membership on the Board of Directors are of the highest possible caliber and are able to provide insightful, intelligent and effective guidance to the management of the Company and (ii) the governance of the Company is in full compliance with law, reflects generally accepted principles of good corporate governance, encourages flexible and dynamic management without undue burdens and effectively manages the risks of the business and operations of the Company.

II. Composition: The membership of this Committee shall consist of at least three directors, all of whom shall be independent and appointed annually by the Board of Directors. Independence for membership purposes shall be established in accordance with regulations promulgated by the Securities and Exchange Commission ("SEC") and a determination by the Board of Directors that such individual is free from any material relationship (either directly or as a partner, shareholder or officer of an organization that has such a relationship) with the Company.

A Director may be removed from this Committee by the Board. A Director may resign as a member of the Committee upon notice to the Secretary of the Company.

The Board of Directors shall appoint the Chairman of the Committee at its first meeting after each annual meeting of the stockholders.

III. Goals and Responsibilities: This Committee's goals and responsibilities shall be:

- (a) Identification of the requisite skills and characteristics to be found in individuals qualified to serve as members of the Board of Directors and utilization of such criteria in this Committee's recommendation of new directors. As part of this process, this Committee shall ensure that the Board of Directors consists of individuals from diverse educational and professional experiences and backgrounds who, collectively, provide meaningful counsel to management. In making its recommendation, this Committee will review and act on submissions from stockholders. This Committee will conduct appropriate and necessary inquiries into the background and qualifications of possible candidates, and shall actively recruit qualified individuals.
- (b) Oversight of the evaluation of the Board of Directors and management. In this regard the Committee shall, without limitation:

- (i) Evaluate, and report to the Board of Directors, the effectiveness of the Board of Directors (as a whole) and each Committee of the Board of Directors (as a whole) (including, without limitation, the effectiveness of the Compensation Committee in its process of establishing goals and objectives for, and evaluating the performance of, senior officers, such as the Chief Executive Officer, the President, the Chief Operating Officer, the Chief Investment Officer and the Chief Financial Officer). In this process, the Committee shall receive comments from all Directors and shall review each Committee's review of its performance.
 - (ii) Upon request or as required, review performance, qualification or other related issues concerning Board members.
 - (iii) Review with the Chief Executive Officer the succession plans relating to officers of the Company.
- (c) Recommending to the Board of Directors director nominees for each Committee and each Committee chair;
- (d) Oversight for the corporate governance of the Company, advising the Board of Directors and its Committees on effective management and leadership. In this regard this Committee shall
- (i) Develop and recommend to the Board of Directors a set of corporate governance guidelines;
 - (ii) Periodically review, and recommend to the Board of Directors appropriate changes to, the articles of incorporation, bylaws, corporate governance guidelines, this charter, the code of business conduct and ethics and the code of ethics for senior officers. Such review shall consider, without limitation:
 - (A) The structure, duties, size, membership and functions of the Board of Directors and its Committees.
 - (B) The format and frequency of meetings of the Board of Directors and its Committees.
 - (C) The performance of the Board of Directors (as a whole) and each Committee of the Board of Directors (as a whole).
 - (iii) Consider and advise the Board of Directors with respect to questions of actual, apparent and possible conflicts of interest of Directors and senior officers of the Company, including any related party transactions (as defined by SEC regulations). Such activities shall include a review of the outside activities of Directors and senior officers. While this Committee intends to be proactive in this area, this Committee is mindful that it is the obligation of each Director and officer to bring to the attention of this Committee any actual, apparent or possible conflict of interest.

- (iv) Keep informed as to current requirements and trends in corporate governance to ensure that the Company is fully compliant with law and maintain high standards of corporate governance.
- (e) Regularly reporting its activities to the Board.
- (f) Evaluating the performance of this Committee annually.
- (g) Performing such other responsibilities as may be delegated to it by the Board of Directors.

Except as noted above, this Committee shall perform each of its goals and responsibilities at least annually, but more or less often if this Committee shall determine necessary or appropriate.

IV. Committee Powers: This Committee shall have the following powers:

- (a) To interview and meet with any employee of the Company without the presence of any officer of the Company.
- (b) To form and delegate authority to subcommittees.
- (c) Such other powers as may be necessary or appropriate to fulfill its purposes.

V. Meetings: This Committee shall meet at least once annually, or more frequently as circumstances dictate. A majority of the members of this Committee shall constitute a quorum for the transaction of business. The agenda of each Committee meeting shall be established by the Chairman with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting.