

BEHRINGER HARVARD OPPORTUNITY REIT II, INC.

NOMINATING COMMITTEE CHARTER

1. Purpose.

The Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Behringer Harvard Opportunity REIT II, Inc. (the “Company”) to assist the Board in discharging its responsibility in all matters relating to the nomination of board member candidates of the Company.

2. Composition and Qualifications.

The Committee shall be composed of two or more independent directors each of whom has been affirmatively determined by the Board to be an “independent director” as that term is defined under the rules set by the Securities and Exchange Commission and under the Statement of Policy Regarding Real Estate Investment Trusts published by the North American Securities Administrators Association. One of the members shall be appointed Chairperson of the Committee by the Board. The members of the Committee shall be elected by the Board upon the adoption of this Charter and at its annual meeting and the members shall serve until their successors shall be duly elected and qualified or until their earlier resignation, removal or inability to serve. The Board shall elect new members of the Committee from time to time as it may deem it appropriate to add members or as vacancies shall occur.

3. Authority.

The Committee shall nominate to the Board candidates for election or appointment to serve as directors or as the Chief Executive Officer of the Company.

The Committee shall have the authority to retain outside legal advisors or other consultants to advise the Committee, including persons having special competence as necessary to assist the Committee in fulfilling its responsibilities, including retention of an executive search firm to assist in identifying qualified candidates for service as directors or officers of the Company. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. At the discretion of the Committee, such meetings may occur with or without Company management present.

4. Meetings.

The Committee is to meet as many times as it deems necessary. Meetings for the consideration of pertinent matters may be requested by the Chief Executive Officer of the Company, by any member of the Committee or the Board, or by the Chairperson of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting. The Secretary or an Assistant Secretary of the Company will prepare the minutes of each meeting and send a copy of the minutes to the Committee members and to the directors who are not members of the Committee. The Secretary or such Assistant Secretary of the Company, as applicable, may be excused by the Committee Chairperson from any meeting, or portion thereof, where sensitive matters of governance are discussed, and the Committee Chairperson shall be responsible for ensuring that minutes of that meeting or portion are correctly recorded.

5. Duties and Responsibilities.

The Committee shall be empowered in accordance with its judgment to act in respect of the following:

- a. Consider, recommend and recruit candidates to fill the position of Chief Executive Officer of the Company or to fill new positions on the Board, giving consideration to the Board membership criteria applicable under the Articles of Incorporation and Bylaws of the Company and applicable law and such other factors as broad-based business and professional skills and experiences, global business and social perspective, concern for the long-term interests of our stockholders, and personal integrity and judgment, as well as having the time available to devote to Board activities and to enhance their knowledge of our industry. Diversity in personal background, race, gender, age and nationality for the Board as a whole may be taken into account favorably in considering individual candidates.
- b. Review candidates recommended by stockholders of the Company pursuant to Section 2.13 of the Company's Bylaws.
- c. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.
- d. Recommend to the Board, in advance of the preparation of the Notice of Annual Meeting of Stockholders and Proxy Statement each year, candidates for election as directors of the Company for all such director positions as will be elected at the Annual Meeting, and at any other time as the election or appointment of directors may be necessary or desirable.
- e. Recommend to the Board, at the first meeting of the Board following the Annual Meeting of Stockholders each year, candidates for appointment by the Board as officers of the Company.
- f. Recommend to the Board any appropriate extensions or changes in the duties of the Committee.
- g. Report through its Chairperson to the Board following meetings of the Committee.