

**CHARTER
OF
THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
OF
BRT APARTMENTS CORP.**

AS OF MARCH 11, 2021

I. Purpose

The Audit Committee (the "Committee") is a committee of the Board of Directors (the "Board") of BRT Apartments Corp. (the "Company"). The primary function of the Committee is to assist the Board with the oversight of: (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, and (iv) the performance of the Company's internal audit function and independent auditors. In addition, the Committee will prepare the audit committee report required by the Securities and Exchange Commission (the "SEC") for inclusion in the Company's annual proxy statement.

II. Governance of the Committee

Subject to the Maryland General Corporation Law, the listing standards of the New York Stock Exchange (the "Listing Standards"), the Company's Articles of Incorporation, Bylaws and corporate governance documents (all of the foregoing, including this Charter, referred to as collectively as the "Applicable Requirements"):

A. *Composition of the Committee*

1. The Committee shall be comprised of three or more Independent Directors (as defined). The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee of the Board and elected by the Board at the annual organizational meeting to one-year terms. The members shall serve until their resignation, retirement or removal from the Board or until their successors are elected and qualified. No member of the Committee shall be removed except in accordance with the Applicable Requirements.
2. Each member of the Committee shall qualify as an Independent Director. An Independent Director is a director that the Board has determined has no material relationship with the Company and satisfies the independence requirements of Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended, and Sections 303A.02 and 303A.06 of the Listing Standards.
3. Each member of the Committee shall be financially literate and at least one member of the Committee shall be a "financial expert," in each case as determined by the Board in compliance with the Applicable Requirements. If the Board determines that a Committee member is a "financial expert," it may presume that such member has accounting or related financial management expertise. The designation of one or more members as a "financial expert" shall not impose any duties, obligations or liabilities on such member greater than the regular duties, obligations, and liabilities of a member of the Committee or the Board.
4. No director serving on the Committee shall simultaneously serve on the audit committee of more than two other public companies, unless the Board has determined that such simultaneous service will not impair the ability of such director to effectively serve on the Committee and discloses such determination in the Company's annual proxy statement or the Company's website.

5. Unless a Chair of the Committee is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

B. Meetings of the Committee

1. The Committee shall meet at least quarterly and more frequently as determined by the Committee.
2. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
3. A majority of the members of the Committee shall constitute a quorum of the Committee for purposes of each meeting. All Committee actions shall be taken by (i) a majority vote of a quorum of members present in person and/or by conference telephone at the meeting or (ii) the unanimous written consent of all of the members of the Committee.
4. To foster open communication, the Committee shall meet periodically with management, the independent auditors and the Internal Auditor (as defined) in separate executive sessions to discuss any matter which the Committee or each of these groups believes appropriate.

C. Other Governance Matters

1. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.
2. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
3. The Committee may fix for itself such other rules of procedure as it deems necessary or appropriate.

III. Committee Responsibilities and Duties

The Committee shall have the following duties and responsibilities:

A. Independent Auditor and its Services

1. To be directly and solely responsible for the appointment, compensation, retention and oversight of the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. In that regard, the Committee will preapprove all audit, review, attest and permissible non-audit services (including any permissible internal control-related services) to be provided to the Company or its subsidiaries by the independent auditor. The Committee may establish pre-approval policies and procedures in compliance with applicable SEC rules. The independent auditor shall report directly to the Committee.
2. At least annually, the Committee will obtain and review a report by the independent auditors describing: (i) such auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of such auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by

such auditor, and any steps taken to deal with any such issues; and (iii) (to assess the auditor's independence), all relationships between such auditors and the Company.

3. In evaluating the independent auditor's qualifications, performance and independence, the Committee should (i) evaluate the lead partner of the independent auditor and such other matters as the Committee considers relevant to the engagement of the independent auditor, including the opinions of management and the Internal Auditor, (iii) confirm that the lead audit partner is rotated as required by law, and (iv) consider, whether there should be regular rotation of the independent auditor. The Committee should present its conclusions with respect to the independent auditor to the Board.
4. To establish, or oversee the establishment of, hiring policies governing the Company's hiring of employees or former employees of the independent auditor.

B. Annual Financial Reporting

1. To: (i) receive from the independent auditors all written statements and other communications relating to their independence from the Company that may be required under the then applicable rules governing independent auditors; and (ii) discuss with the independent auditors any disclosed relationships or services that may impact their objectivity and independence and take appropriate action to oversee the independence of the independent auditors.
2. To receive from the independent auditors all the matters required to be presented to the Committee by the independent auditor pursuant to the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), including PCAOB Auditing Standard No. 1301 (formerly AS No. 16), *Communications with Audit Committees*, the rules of the SEC, and other applicable regulations.
3. To review and discuss the independent auditor's audit of, and report on, the financial statements, including the independent auditor's qualitative judgment about the quality, not just the acceptability, of the accounting principles and financial disclosures.
4. The Committee will review and discuss with management, the independent auditor and the Internal Auditor, the Annual Report on Form 10-K (including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" therein) to be filed with the SEC. Such report must be approved by the Committee prior to filing, either at a meeting, or by a telephone conference call in which management and the independent auditors participate.
5. Recommend to the Board whether the Company's Annual Report on Form 10-K to be filed with the SEC should include the audited financial statements.
6. Timely prepare the Committee report and other information with respect to the Committee required to be included in the Company's proxy statement for its annual meeting of stockholders.

C. Quarterly responsibilities:

1. The Committee will review and discuss with management, the independent auditor and the Internal Auditor, each quarterly report on Form 10-Q (including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" therein) to be filed with the SEC. Such quarterly report must be approved by

the Committee prior to filing, either at a meeting, or by a telephone conference call in which management and the independent auditors participate.

D. Oversight Over Internal Controls

1. To monitor that the Company maintains an internal audit function and in connection therewith, (i) review and discuss with management and the independent auditor, the responsibilities, budget and staffing of the Internal Auditor, and (ii) discuss with the Internal Auditor any audit problems, significant difficulties or disagreements with management encountered in the course of the internal audit, including any restrictions on the scope of the audit or access to information.
2. To periodically discuss and review, as appropriate, with senior management, the independent auditor and the Internal Auditor, the (i) design and effectiveness of the Company's internal control over financial reporting ("Internal Controls") and any significant deficiencies or material weaknesses in the design or operation of Internal Controls which are reasonably likely to adversely affect such internal controls, including special steps adopted in light of such deficiency or weakness, and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in Internal Controls.

E. Other Duties and Responsibilities

1. To review regularly with the independent auditor any audit problems or difficulties and management's response, including any (i) significant matters arising from any audit relating to the Company's financial statements, and (ii) difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activities or access to requested information, any significant disagreements with management, any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise); any communications between the independent auditor's team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee is responsible for the resolution of disagreements between management and the independent auditor regarding financial reporting.
2. To report to the Board on a regular basis with respect to, among other things, issues that have or may arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, the performance of the Internal Auditor, as required by the Applicable Requirements and as the Committee otherwise determines to be necessary or appropriate.
3. To conduct an annual self-evaluation of its performance and present its findings to the Board.
4. To establish, or oversee the establishment of, procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

5. Except as the Board may delegate to another committee to review, and, if appropriate, approve or ratify all related party transactions (*i.e.*, transactions contemplated by Item 404 of Regulation S-K).
6. To review and discuss the type and presentation of information in Company's earnings press releases (and, any use of "proforma" or "adjusted" non-GAAP information), as well as any financial information and earnings guidance provided to analysts and rating agencies.
7. To discuss the Company's guidelines and policies governing the process by which risk assessment and risk management is undertaken, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
8. To review (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and the adequacy of the Company's Internal Controls and any special audit steps adopted in light of material deficiencies in such controls; (ii) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
9. Discuss with the Company's legal counsel any significant legal, compliance or regulatory matters that may have a material adverse effect on the Company's financial statements or business or compliance policies.
10. Perform such other activities as the Committee or the Board deems appropriate

F. Authority and Power

1. The Committee is authorized to the extent it deems necessary or appropriate, at the Company's expense and without Board approval, to retain independent counsel, accountants or other advisors to assist the Committee in fulfilling its duties. In furtherance thereof, the Company shall provide for appropriate funding, as determined by the Committee for payment of: (i) compensation to the independent auditor for its audit report or performing other audit, audit related, review and attest services; (ii) compensation to any advisers engaged by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties
2. The Committee may request any officer, director or employee of the Company or the Company's outside counsel, independent auditor or Internal Auditor attend any meeting of the Committee or to meet with any members of, or consultants to, the Committee.
3. The Committee shall be given direct access to the Company's management, employees, independent auditor and the firm and/or person(s) performing the internal audit function (the "Internal Auditor"), as necessary or appropriate to carry out the duties and responsibilities.

IV. Miscellaneous

The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements and for the effectiveness of internal control over financial reporting. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for, among other things, planning and carrying out a proper audit of the Company's annual financial statements and reviewing the Company's quarterly financial statements prior to their filing. In fulfilling their duties hereunder, it is recognized that members of the Committee are not (i) performing the functions of auditors or accountants, and therefore, it is not their responsibility to conduct "field work" or other types of auditing or accounting reviews and (ii) employees, and rely, without independent verification, on the information provided to them and the representations made to them by management, the independent auditors and the firm and/or firm and/or person(s) performing the internal audit function.

The Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting policies, appropriate internal controls and procedures or appropriate disclosure controls and procedures, or that the Company's reports and information provided under the Securities Exchange Act of 1934, as amended, are accurate and complete. Furthermore, the Committee's consideration and discussions referred to in this Charter do not assure that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles, that the Company's independent auditors are in fact "independent," or that the matters required to be certified by the Company's chief executive officer, chief financial officer or other officers of the Company under the Sarbanes-Oxley Act of 2002 and the applicable rules and regulations of the SEC have been properly and accurately certified.