

# **KITE REALTY GROUP TRUST**

## **Charter of the Compensation Committee**

### **I. Purpose**

The principal purposes of the Compensation Committee (the “Committee”) of the Board of Trustees (the “Board”) of Kite Realty Group Trust (the “Company”) are to have direct responsibility (i) to review and approve the Company’s corporate goals and objectives with respect to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer’s performance in light of those goals and objectives, and determine and approve, either as a Committee or together with the Company’s other independent trustees (as directed by the Board), the appropriate level and structure of the Chief Executive Officer’s compensation based on this evaluation, (ii) to determine and approve, either as a Committee or together with the Company’s other independent trustees (as directed by the Board), the compensation of the other executive officers of the Company, (iii) to make recommendations to the Board regarding compensation of the Company’s trustees, and (iv) to recommend, implement and administer the Company’s incentive and equity-based compensation plans.

The Committee is also responsible for (i) overseeing and assisting the Company in preparing the Compensation Discussion & Analysis (“CD&A”) for inclusion in the Company’s proxy statement and/or annual report on Form 10-K, (ii) providing for inclusion in the Company’s proxy statement a description of the processes and procedures for the consideration and determination of executive and trustee compensation, and (iii) preparing and submitting for inclusion in the Company’s proxy statement and/or annual report on Form 10-K a Compensation Committee Report, each as more fully described below and in accordance with applicable rules and regulations.

### **II. Composition and Qualification**

The Committee shall be comprised of at least three (3) members of the Board, one of whom shall serve as Chairman of the Committee. All members of the Committee shall meet the independence requirements for directors as set forth in the rules of the New York Stock Exchange. In addition, all members shall meet any other legal requirements relevant to the proper administration of the Company’s executive compensation plans and programs, including requirements under the federal securities laws and the Internal Revenue Code of 1986, as amended.

The Chairman and other members of the Committee shall be appointed by the Board. Committee members may be removed by the Board, with or without cause. Any member of the Committee may resign at any time by giving written notice of his or her resignation to the Board.

### **III. Meetings**

The Committee shall meet at least once annually, or more frequently as the Committee or the Board deems necessary or appropriate. The Chairman of the Committee may call special meetings of the Committee as necessary.

### **IV. Goals, Responsibilities and Duties**

1. The Committee's goal is to assist the Company in attracting and retaining the best possible executive talent, motivating these executives to achieve the goals inherent in the Company's business strategy, linking executive and shareholder interests through performance goals and equity-based plans, and providing compensation package to the Company's executive officers that recognizes individual contribution as well as overall business results.

2. In furtherance of the overall objective described in paragraph 1 above, the Committee shall review and assess the broad compensation policies, practices and structures for the compensation of executive officers, including the Chief Executive Officer. In determining the compensation arrangements of the executive officers of the Company, the Committee may consider, among other things, the responsibilities of the position held and the experience of the individual, the competitive marketplace for executive talent and the compensation levels of similarly-situated executives at comparable publicly-traded REITs and, where applicable, other public companies. In addition, the Committee may consider achievement of certain performance levels by the Company, including growth in funds from operations, and the individual executive's performance and contribution to increasing funds from operations.

3. The Committee shall review and approve the Company's corporate goals and objectives with respect to the compensation of the Company's executive officers, including the Chief Executive Officer, evaluate their performance in light of those goals and objectives and determine and approve, either as a Committee or together with the other independent trustees (as directed by the Board), the appropriate level and structure of compensation (including annual base salary level, annual cash bonus, long-term incentive compensation awards, perquisites and other personal benefits and any special or supplemental benefits provided by the Company) for the executive officers, including the Chief Executive Officer, based on this evaluation. In determining the long-term incentive component of compensation for executive officers, including the Chief Executive Officer, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, and the awards given to the particular executive officer in past years.

4. The Committee may make recommendations to the Board regarding any employment agreements, severance arrangements and change-in-control and similar agreements or arrangements, and any renewals, amendments or waivers to such agreements or arrangements, for the Company's executive officers, including the Chief Executive Officer.

5. The Committee shall review and approve long-term incentive compensation awards for all other employees of the Company.

6. The Committee shall periodically review the compensation arrangements in place for the Company's trustees, including any perquisites and other personal benefits provided by the Company to its trustees, and if appropriate, make recommendations to the Board with respect to any changes thereto.

7. The Committee shall implement and administer the Company's incentive and equity-based compensation plans (collectively, the "Plans") in accordance with the terms of the Plans and take such actions and make such determinations as required or provided for under the Plans to the fullest extent permitted under the Plans, including the power and authority to grant stock options and other awards under the Plans and to authorize the issuance of the Company's common shares upon exercise of stock options or other awards granted pursuant to the terms of the Plans.

8. Unless otherwise provided in a plan document or resolutions of the Board, the Committee shall consider from time to time the adoption of new stock-based incentive or other compensation plans for the Company's trustees and employees and, if appropriate, recommend to the Board the adoption of any additional stock-based incentive or other compensation plans.

9. Unless otherwise provided in a plan document or resolutions of the Board, the Committee also shall review, assess and approve the benefits programs designed and developed exclusively for the executive officers of the Company. The scope of this function includes only those retirement, health, and other benefit plans unique to the executive officers of the Company.

## **V. Additional Powers**

1. The Committee shall have the authority to form, and delegate to, one or more subcommittees as it deems necessary or appropriate.

2. The Committee shall have the sole authority, to the extent it deems necessary or appropriate in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser to advise the Committee in the evaluation of executive officer compensation. The Committee shall have the sole authority and responsibility for approving the advisers' fees and other retention terms and overseeing the work of such compensation consultant, independent legal counsel or other adviser. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including those factors required by the New York Stock Exchange and applicable law and regulations.

3. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

## **VI. Reports to Shareholders and Board**

1. The Committee shall oversee and assist the Company in preparing the CD&A, in accordance with Item 402(b) of Regulation S-K, for inclusion in the Company's proxy statement and/or annual report on Form 10-K, as well as other Company filings or reports (when and as necessary).

2. The Committee shall provide a description of the processes and procedures for the consideration and determination of executive and trustee compensation, as required for inclusion in the Company's proxy statement under Item 407(e)(3) of Regulation S-K.

3. The Committee shall review and discuss the CD&A with Company management and, based on the review and discussion, make a recommendation to the Board regarding whether to include the CD&A in the Company's proxy statement and/or annual report on Form 10-K. The Committee shall prepare a Compensation Committee Report describing the above actions and authorize the inclusion of the report in the Company's proxy statement and/or its annual report on Form 10-K, all in accordance with Item 407(e)(5) of Regulation S-K.

4. The Committee shall regularly report to the Board regarding the status and disposition of the above matters.

## **VII. Annual Committee Review**

The Committee shall conduct an annual review and self-evaluation to determine whether it is functioning effectively and report on such review and evaluation to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

## **VIII. Disclosure**

This Charter shall be posted on the Company's website.

**Reviewed and Approved by the Compensation Committee on March 1, 2017**