

# **KITE REALTY GROUP TRUST**

## **Charter of the Corporate Governance and Nominating Committee**

### **I. Purpose**

The principal purposes of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Trustees (the "Board") of Kite Realty Group Trust (the "Company") are (i) to identify, in accordance with policies and procedures adopted by the Committee from time to time, individuals that are qualified to serve as Trustees, (ii) to recommend such individuals to the Board, either to fill vacancies that occur on the Board from time to time or in connection with the selection of trustee nominees for each annual meeting of shareholders, (iii) to periodically assess the size of the Board to ensure the Board can effectively carry out its obligations, (iv) to develop, recommend, implement and monitor a set of corporate governance guidelines, a code of business conduct and ethics and a code of ethics for principal executive officer and senior financial officers adopted by the Board, (v) to oversee the evaluation of the Board and management and (vi) to ensure that the Company is in compliance with all New York Stock Exchange corporate governance listing requirements.

### **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.

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 (such meeting to occur in connection with the first Board meeting of each calendar year), 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**

I. The Committee's goals are to ensure that the Company's Board (i) consists of a diversified group of individuals with strong business experience, good judgment and

high integrity and (ii) adheres to a high ethical standard in performing its duties, and that it operates under good corporate governance principles.

2. The Committee shall periodically identify candidates for membership on the Board who meet the qualification requirements for Trustees as set forth in the Committee's Policy Regarding Qualification and Nomination of Trustee Candidates.

3. The Committee shall evaluate, in light of the criteria set forth in the Policy Regarding Qualification and Nomination of Trustee Candidates, the qualifications of potential candidates for trustee, including any nominees submitted by shareholders under and in accordance with the provisions of the Company's Bylaws, and shall recommend to the Board those persons to be designated as the Board's nominees for election as trustees at each annual meeting of the Company's shareholders. Final approval of a candidate shall be determined by the Board.

4. The Committee shall recommend to the Board the election of qualified persons to fill vacancies that exist from time to time, either as a result of resignation or removal of Trustees, or an increase in the size of the Board. Final approval of a candidate shall be determined by the Board.

5. In the event that a Trustee notifies the Board of a change in such Trustee's principal occupation or business association, as such notification is required by the Company's Corporate Governance Guidelines, the Committee shall review the continued appropriateness of Board membership by that Trustee and advise the Board of its recommendation.

6. The Committee shall periodically assess the size of the Board to ensure that the Board can effectively carry out its obligations.

7. The Committee shall review and recommend on an annual basis for approval by the Board the appointment of the "lead" independent trustee (the "Lead Trustee"), which trustee shall be an independent trustee.

8. The Committee shall review, at least annually and more frequently as it deems necessary or appropriate, the composition and operations of the Board and its committees to ensure that the Company, the Board and each Board committee is in compliance with all applicable New York Stock Exchange listing requirements.

9. The Committee shall review, at least annually and more frequently as it deems necessary or appropriate, the organization of the Board in terms of Board procedures and the structure, membership and charters of the Board's committees, both standing and ad hoc, and shall recommend to the Board the adoption of any changes the Committee believes necessary or desirable.

10. The Committee shall conduct evaluations of the overall effectiveness and performance of the Board at least annually, in such manner as the Committee shall determine.

11. The Committee shall oversee the annual evaluation of management.

12. The Committee shall monitor the implementation of the Board's Corporate Governance Guidelines and the Company's Code of Business Conduct and Ethics and Code of Ethics for Principal Executive Officer and Senior Financial Officers, and propose to the Board for its approval, from time to time, such revisions thereto as the Committee deems to be appropriate

13. The Committee shall annually perform a self-evaluation of its performance for review and discussion by the Board.

14. The Committee shall review and evaluate potential related party transactions in accordance with the Company's General Related Party Transaction Procedures (or any similar or replacement policy adopted by the Board) as in effect from time to time.

#### **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, to retain advisers, including any search firm to identify trustee candidates, or any consultant (legal or otherwise) to assist in the development of a corporate governance framework or for other matters it deems necessary or appropriate, and shall have the sole authority to approve such advisers' or consultant's fees and other retention terms.

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

#### **VI. Report to Board**

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 annually review and reassess the adequacy of (i) its Policy Regarding Qualification and Nomination of Trustee Candidates and (ii) this Charter 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 Corporate Governance Committee: March 1, 2017**