

KITE REALTY GROUP TRUST

Corporate Governance Profile

The Company's corporate governance has been structured in a manner the Company believes closely aligns its interests with those of its shareholders. Key corporate governance features include the following:

- The Company's Board of Trustees is not staggered, with all Trustees subject to re-election annually;
- The Company's Bylaws require Trustees to be elected by a majority of the votes cast in uncontested elections;
- Eight of the Company's nine Trustees are independent for the purposes of the New York Stock Exchange's listing standards;
- The Company has opted out of the Maryland business combination and control share acquisition statutes; and
- The Company does not have a shareholder rights plan.

Committees

Audit Committee

The Audit Committee consists of four independent Trustees. Mr. Wurtzebach serves as the chairman and is an Audit Committee financial expert, as defined by applicable SEC and New York Stock Exchange regulations. The Company's Audit Committee Charter defines the Audit Committee's primary duties to be to:

- Serve as an independent and objective body to monitor and assess (1) the Company's compliance with legal and regulatory requirements, financial reporting processes, and related internal control systems and (2) the creation and performance, generally, of the Company's internal audit function;
- Oversee the compliance of the Company's internal audit function with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002;
- Oversee the audit and other services of the Company's outside auditors and be directly responsible for the appointment, independence, qualifications, compensation, and oversight of the outside auditors, who will report directly to the Audit Committee;
- Provide an open means of communication among the Company's outside auditors, accountants, financial and senior management, the Company's internal auditing department, the Company's corporate compliance department, and the Board;
- Resolve any disagreements between Company management and the outside

- auditors regarding financial reporting; and
- Prepare the Audit Committee report for inclusion in the Company's proxy statement for the annual shareholder meeting.

The Company's Audit Committee Charter also mandates that the Audit Committee pre-approve all audit, audit-related, tax, and other services conducted by the Company's independent accountants.

Compensation Committee

The Company's Compensation Committee consists of three independent Trustees. Mr. Bindley serves as chairman of the Compensation Committee. The Compensation Committee Charter defines the Compensation Committee's primary duties to be to:

- Establish guidelines and standards for determining the compensation of the Company's executive officers;
- Review the Company's executive compensation policies and plans;
- Recommend to the Board of Trustees compensation for the Company's executive officers;
- Administer and implement the Company's equity incentive plan;
- Determine the quantity and terms of any restricted common share awards to be granted to Trustees, executive officers, and other employees pursuant to these plans; and
- Prepare a report on executive compensation for inclusion in the Company's proxy statement for the annual meeting.

Corporate Governance and Nominating Committee

The Company's Corporate Governance and Nominating Committee consists of four independent Trustees. Mr. Peterson serves as chairman of the Corporate Governance and Nominating Committee. The primary functions of the Corporate Governance and Nominating Committee are to:

- Identify individuals qualified to become members of the Board of Trustees and recommend trustee candidates for election or re-election to the Board;
- Consider and make recommendations to the Board regarding Board size and composition, committee composition and structure and procedures affecting Trustees; and
- Monitor the Company's corporate governance principles and practices, human resource practices and fulfillment of obligations of fairness in internal and external matters.

Reviewed and approved by the Corporate Governance Committee on November 28, 2017