

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 and advise the Board with respect to Board and committee structure, size and composition to ensure the Board and committees can effectively carry out their 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, its committees and the Company’s management, (vi) to ensure that the Company is in compliance with all New York Stock Exchange (the “NYSE”) corporate governance listing requirements and (v) oversee, and periodically review and discuss with each of management and the Board, the Company’s activities relating to environmental, social and governance (“ESG”) matters and the external reporting thereof.

II. Composition and Qualification

The Committee shall be comprised of at least three (3) members of the Board, one of whom shall serve as Chair of the Committee. All members of the Committee shall meet the independence requirements for directors as set forth in the rules of the NYSE, and any other applicable regulatory requirement.

The Chair and other members of the Committee shall be appointed by the Board, and shall serve for the term or terms as the Board may determine, unless removed by the Board, subject, in each case, to the Company’s bylaws (the “Bylaws”). 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 Chair of the Committee or the Secretary of the Company may call special meetings of the Committee as necessary or appropriate. Unless otherwise specified by the Board in the resolution designating the Committee or fixed by the Committee consistent with that resolution and the Bylaws, the Committee shall be governed by the

same procedures regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as the Board. The Committee may request that any officer or employee of the Company or consultant, legal counsel or other adviser attend a Committee meeting or meet with any members of, or other advisers to, the Committee.

IV. Goals, Responsibilities and Duties

1. The Committee's goals are to ensure that the Board (a) consists of a diversified group of individuals with strong business experience, good judgment and high integrity and (b) adheres to a high ethical standard in performing its duties, and that it operates under good corporate governance principles.

2. The Committee shall periodically review and determine the Committee's Policy Regarding Qualification and Nomination of Trustee Candidates and 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 (a) monitor, review and evaluate any change of circumstances or actual or potential conflict of interest relating to any Trustee that may affect the independence of the Trustee and (b) advise the Board as to the Committee's findings and recommendations relating to the independence and continued service of any such Trustee and, on an ongoing basis, any other issues pertaining to the independence of the Company's Trustees.

4. The Committee shall evaluate (a) 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, and (b) (i) individuals nominated, or recommended for nomination, by shareholders for election to the Board and (ii) proposals submitted by shareholders for consideration at the Company's annual meeting (in each case, to the extent in accordance with applicable law and the Company's organizational documents), and recommend appropriate action to the Board in accordance with the Corporate Governance Guidelines and applicable law. Final approval of a candidate shall be determined by the Board.

5. 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.

6. 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.

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

8. 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.

9. The Committee shall review, at least annually and more frequently as it deems necessary or appropriate, the composition, structure, 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 NYSE listing requirements and to ensure that the Board and each of its committees can effectively carry out its obligations.

10. 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.

11. The Committee shall review the CEO succession plan (the “Succession Plan”) annually with the CEO, develop and evaluate potential candidates for CEO and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan. The Committee shall also review the succession plan for principal executives periodically with the CEO.

12. 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.

13. The Committee shall oversee and administer the annual Board, committee and management evaluation process, and consider and review with the Board feedback received and the structure of the evaluation process.

14. The Committee shall oversee the Company’s corporate governance programs, policies and practices, including periodically reviewing potential changes to the documents and policies relating to the Company’s corporate governance, monitor the implementation of such policies, review developments in legislation, regulation, public policy and related trends that may pertain to the Company’s corporate governance, corporate social responsibility and related matters, evaluate best practices, and approve or propose to the Board for its approval, from time to time, such revisions to the Company’s corporate governance programs as the Committee deems appropriate.

15. The Committee shall oversee, and annually review and discuss with each of management and the Board, the Company’s activities relating to ESG matters and the external

reporting thereof (including matters relating to diversity, political and governmental affairs and the Company's political contributions and lobbying) and to the extent the Committee deems appropriate, develop and approve, or recommend to the Board for approval, guidelines relating to those matters and/or amendments thereto.

16. The Committee shall review any trustee resignation letter tendered in accordance with the Company's Declaration of Trust, Bylaws and Corporate Governance Guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.

17. 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 composed solely of one or more members of the Committee, as the Committee deems necessary or appropriate, to the extent permitted by applicable law, the Company's Bylaws and any applicable resolutions of the Board.

2. The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain (or terminate the engagement of) 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. The Committee shall also have the authority to engage and obtain advice, reports or opinions from internal and external legal counsel and other advisors, in each case as it may deem necessary or appropriate to carry out its duties, without obtaining approval from, or consulting in advance with, the Company's management. The Company shall provide appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the compensation of any search firms or consultants or other advisors that the Committee chooses to engage.

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 (i) this Charter and the structure, processes and membership requirements of the Committee, and (ii) the performance of its duties. The Committee shall recommend any proposed changes to the Board for approval.

VIII. Disclosure

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

Approved by the Corporate Governance and Nominating Committee and the Board of Trustees on November 9, 2022