

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 (the "Board") 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;
- Twelve of the Company's thirteen 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 six independent Trustees. Dr. Wurtzebach serves as the chairman and is an Audit Committee financial expert, as defined by applicable Securities and Exchange Commission and New York Stock Exchange regulations. The principal purposes of the Audit Committee are to:

- Oversee and monitor (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, and (3) the performance of the Company's system of internal control over financial reporting and disclosure controls and procedures;
- Oversee and monitor the performance of the Company's internal audit function and related matters;
- Oversee and monitor the audit and other services of the Company's outside auditors and be directly responsible for the appointment, compensation, retention, evaluation, oversight and replacement, if necessary or advisable, of the outside auditors, who will report directly to the Audit Committee;
- Oversee and monitor the Company's risk assessment, risk management and risk mitigation policies and programs;
- 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 auditors.

Compensation Committee

The Company's Compensation Committee consists of four independent Trustees. Mr. Bindley serves as chairman of the Compensation Committee. The principal purposes of the Compensation Committee are to:

- Review, approve and evaluate the Company's corporate goals and objectives with respect to the compensation of the Chief Executive Officer (the "CEO");
- Determine and approve, either as a committee or together with other independent trustees, the compensation of the executive officers of the Company;
- Recommend to the Board compensation for the Company's trustees;
- Recommend, implement and administer the Company's incentive and equity-based compensation plans; and
- Oversee preparation of the Compensation Discussion & Analysis and prepare a Compensation Committee Report for inclusion in the Company's proxy statement for the annual meeting and/or annual report on Form 10-K.

Corporate Governance and Nominating Committee

The Company's Corporate Governance and Nominating Committee consists of four independent Trustees. Ms. Young serves as chairman of the Corporate Governance and Nominating Committee. The principal purposes of the Corporate Governance and Nominating Committee are to:

- Identify individuals qualified to become members of the Board and recommend trustee candidates for election or re-election to the Board;
- Consider and make recommendations to the Board regarding Board and committee structure, size and composition;
- Develop, recommend, implement and monitor the Company's corporate governance guidelines and other policies related to business conduct, ethics and corporate governance;
- Oversee evaluation of the Board, its committees and the Company's management and compliance with NYSE corporate governance listing requirements;
- Oversee the Company's activities relating to environmental, social and governance (ESG) matters and the external reporting thereof; and

- Review the CEO succession plan (the “Succession Plan”) periodically 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.

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