

**CHARTER OF THE COMPENSATION COMMITTEE  
OF INVENTRUST PROPERTIES CORP.  
(As of November 8, 2023)**

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) is to oversee the discharge of the responsibilities of the Board of Directors (the “Board”) of InvenTrust Properties Corp. (the “Company”) relating to compensation of the Company’s executive officers and directors and to oversee the evaluation of management.

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee shall have the authority to exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws, this Charter, the purposes of the Committee and applicable New York Stock Exchange (the “NYSE”) Rules. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval (except as required by law), and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. Membership**

The Committee shall be composed of at least three directors, none of whom shall be an employee of the Company and each of whom shall: (1) satisfy the independence requirements of NYSE, except as otherwise permitted by applicable NYSE rules, and applicable regulations promulgated by the U.S. Securities and Exchange Commission (the “SEC”); and (2) at all times comply with any other applicable listing requirements, rules and regulations of the NYSE, as modified or amended from time to time, and meet all other eligibility requirements of applicable laws;

The members of the Committee, including the chair of the Committee (the “Chair”), shall be appointed by the Board, or if the Board does not designate a Chair, the Chair shall be designated by a majority of the members of the Committee. Committee members may be removed from the Committee, with or without cause, by a majority vote of the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

### **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair or the Committee) shall preside at each meeting of the Committee and set or approve the agenda for each Committee meeting. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee shall meet as frequently as it deems advisable to fulfill its responsibilities and duties.

The Committee may, in its sole discretion, include in its meetings from time to time members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate.

Consistent with the requirements of Rule 10C-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any other applicable listing requirements and rules and regulations of the NYSE, the Committee shall have the sole and exclusive authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors (independent or otherwise) as the Committee believes to be necessary or appropriate (collectively, the "compensation advisors"), and shall have the direct responsibility to set the compensation for and to oversee any and all compensation advisors retained by the Committee. Subject to any exceptions under NYSE rules, the Committee shall undertake an analysis of the independence of each compensation advisor to the Committee, taking into consideration all factors relevant to that person's independence from management of the Company (including the independence factors specified in the applicable requirements of the Exchange Act and NYSE rules), with such analysis to occur prior to selection of such compensation advisor and as appropriate thereafter. The Committee shall have the authority to also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee. Any fees or other amounts payable to any such compensation advisors shall be paid by the Company.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

The Chair shall regularly report to the Board regarding the activities of the Committee.

### **IV. Duties and Responsibilities**

1. Company Compensation. The Committee shall periodically review the human capital practices and compensation philosophy of the Company.
2. CEO Evaluation and Compensation. The Committee shall review and approve the corporate goals and objectives with respect to the compensation of the Company's Chief Executive

Officer (or its equivalent), evaluate the performance of the Chief Executive Officer (or its equivalent), in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will determine and approve the compensation of the Chief Executive Officer (or its equivalent).

3. *Other Executive Officer Evaluation and Compensation.* The Committee will oversee an evaluation of the executive officers other than the Chief Executive Officer and, after considering such evaluation, will review and set, or make recommendations to the Board regarding the compensation for all such executive officers (as such term is defined in Rule 16a-1 promulgated under the Exchange Act) of the Company.

4. *Employment Agreements.* The Committee will review and approve any employment and severance agreements or arrangements for the Company's executive officers.

5. *Incentive and Equity Compensation.* The Committee shall review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "Plans"). The Committee will have the authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to approve grants of cash-based and equity-based awards under the Plans. To the extent permitted by applicable law and the applicable Plan, the Committee may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or directors of the Company.

6. *Executive Compensation Policies and Plans.* The Committee shall have the authority to establish, oversee and/or review all other executive compensation policies, plans and arrangements of the Company.

7. *Director Compensation.* The Committee shall review and make recommendations to the Board regarding director compensation.

8. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion & Analysis" ("CD&A") in the Company's annual proxy statement and/or annual report on Form 10-K, as applicable, 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 annual proxy statement and/or annual report on Form 10-K, as applicable.

9. *Clawback Policy.* The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable SEC and NYSE rules.

10. *SEC rules regarding stockholder approvals.* The Committee shall oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive

compensation matters, including advisory votes on executive compensation and the required frequency of such votes.

11. *Human Capital Management.* The Committee shall oversee and annually review the Company's human capital programs, including diversity, equity and inclusion, as well as culture, talent management, training and organizational health and wellness.

12. *Risk Analysis.* The Committee shall review the Company's incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and shall review and discuss the relationship between risk management policies and practices, business strategy and the officers' compensation.

13. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report for inclusion in the Company's annual proxy statement to the extent required.

14. *Management Evaluations.* The Committee will oversee the annual evaluation of the Company's Chief Executive Officer. The Chief Executive Officer will oversee the annual evaluations of the other executive officers of the Company and report such evaluations to the Committee.

15. *Committee Self-Evaluations.* The Committee shall conduct an annual self-evaluation of its performance.

16. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Nominating and Corporate Governance Committee of the Board any changes the Committee deems appropriate for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent consistent with the Company's charter, bylaws, NYSE rules and applicable law.

## **VI. Disclosure**

This Charter, as it may be amended from time to time, shall be posted on the Company's website.