



RPT Realty **Compensation Committee Charter**

A. Purpose

The Compensation Committee (the “Committee”) will discharge the responsibility of the Board of Directors (the “Board”) relating to compensation of the Trust’s Board members, executive officers and such other employees as the Committee may determine (together, “Management”) and related matters. The Committee will also prepare a report on executive compensation for inclusion in the Trust’s annual proxy statement.

B. Membership

The members of the Committee will be appointed by the Board and will number at least two, each of whom must be an independent director. The members of the Committee will serve until their successors are appointed and qualify. The Board will also designate the Chairman of the Committee, and will have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements referred to above. Each member of the Committee also will meet, if deemed appropriate from time to time, the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Committee will be responsible for establishing its own procedural rules, subject to the provisions of this Charter, the Trust’s by-laws, the Corporate Governance Guidelines of the Trust, and the rules of the New York Stock Exchange. The Committee will have the power to form subcommittees and delegate responsibility to them.

Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute a duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

C. Authority and Responsibilities

- The Committee will determine corporate goals and objectives relevant to the compensation of Management. The Committee will also evaluate Management’s performance in comparison to those goals and objectives, and establish Management’s compensation levels based on this evaluation.
- The Committee will review historical and current compensation information with respect to Management. The Committee will review and approve the annual base compensation and the annual incentive compensation of the Chief Financial Officer (the “CFO”) and other members of Management, taking into account such recommendations from the Trust’s Chief Executive Officer (the “CEO”) relating to Management as the

Committee shall request.

- The Committee will have the exclusive authority and responsibility to engage and terminate any outside consultant to assist in determining appropriate compensation levels for Management and to approve the terms of any such engagement and the fees of any such consultant. In discharging its responsibilities, the Committee will have full access to any relevant records of the Trust and may also request that any officer or other employee of the Trust, including the Trust's senior compensation or human resources executives, the Trust's outside counsel or any other person meet with any members of, or consultants to, the Committee.
- The Committee, before retaining any compensation adviser, must consider factors affecting his or her independence, taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or stock exchange listing standards.
- The Committee will make recommendations to the Board with respect to incentive compensation plans and equity-based plans and will oversee the administration of such plans, including determining any awards to be granted to Management under any such plan implemented by the Trust.
- The Committee will make recommendations to the Board with respect to Trustee compensation, including cash compensation and equity-based compensation, and will oversee the administration of compensation plans for Trustees.
- The Committee should consider Trust performance, relative shareholder return, value of similar awards to CEOs at comparable companies, and past awards given to the Trust's CEO when making recommendations regarding the CEO's long-term incentive compensation.
- The Committee will endeavor to ensure that the Trust's compensation policies and plans do not contribute to the promotion of excessive risk.
- The Committee will review the performance and operating goals for participants in the Trust's incentive plans and make recommendations based on its review.
- The Committee will review and approve the peer group of companies to which the Trust will compare itself for executive compensation purposes.
- The Committee will meet annually with the CEO to receive the CEO's recommendations concerning the Trust's performance goals and the CEO's evaluation of the Trust's progress toward meeting those goals.
- The Committee will review and approve, (1) employment agreements, severance arrangements, and change in control agreements or provisions with Management, and any amendments thereto, in each case, when and if appropriate, and (2) any special or supplemental benefits for Management.
- The Committee will adopt, administer, approve and ratify awards under incentive com-

pensation and stock plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans.

- The Committee will oversee the preparation of the Compensation Discussion and Analysis (“CD&A”) for inclusion in the Trust’s annual proxy statement and Form 10-K, in accordance with the rules of the Securities and Exchange Commission. The Committee will prepare a Committee report on executive compensation and the other related disclosures, as required by the Securities and Exchange Commission (the “SEC”) to be included in the Trust’s annual report or proxy statement, in accordance with applicable SEC rules and regulations, and recommend to the Board based on the review and discussions whether the CD&A should be included in the Trust’s annual report or proxy statement.
- The Committee will review and approve the implementation or revision of any clawback policy allowing the Trust to recoup compensation paid to executive officers and other employees.
- The Committee will approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Trust stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
- The Committee will establish and monitor compliance with any stock ownership and holding guidelines of the Trust that are applicable to executive officers or directors and monitor compliance with any adopted share ownership guidelines.
- The Committee will recommend to the Board for approval the frequency with which the Trust will include in its proxy and information statement a management proposal that provides shareholders an advisory vote on executive compensation (“Say on Pay”). This review should take into account the most recent shareholders advisory vote on the frequency of Say or Pay resolutions at the Trust.
- The Committee will review and consider the results of the Trust’s most recent Say or Pay vote, if any, and any other feedback garnered through the Trust’s ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Trust should respond to Say on Pay vote outcomes and other shareholder feedback.
- The Committee will carry out such other duties as may be delegated to it by the Board from time to time.
- The Committee will make regular reports to the Board.
- The Committee will review the adequacy of this Charter and its own performance and recommend any proposed changes to the Board, not less frequently than annually.

Revised February 5, 2019