

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF INVENTRUST PROPERTIES CORP.**

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of InvenTrust Properties Corp. (the “Company”) is:

(a) the identification of qualified candidates for election as directors, consistent with criteria approved by the Board and set forth herein, and the recommendation to the Board of nominees for election as directors at annual meetings of stockholders (or special meetings of stockholders at which directors are to be elected);

(b) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”) and the implementation and monitoring of compliance with the Corporate Governance Guidelines;

(c) to assist the Board with its review of matters involving the general operation of the Board, including Board size and composition and committee composition and structure;

(d) the recommendation of directors to serve on each committee of the Board; and

(e) to oversee the annual assessment of the Board’s performance as a whole.

II. Composition

The Committee shall be composed of at least two directors. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”) (an “Independent Director”).

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 a member of the Committee designated by a majority of the members of the Committee. The Board may remove any member from the Committee at any time with or without cause. 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, Procedures and Authority

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 the agenda for each Committee meeting. The Committee shall have 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, at its 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.

The Committee shall have the sole authority to retain and terminate any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate, including any search firm to be used to identify director candidates. The Committee shall have the sole authority to approve such search firm's fees and other retention terms. The Committee may also use 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.

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. 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.

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

IV. Duties and Responsibilities

1. The Committee shall identify individuals qualified to become Board members. As part of this responsibility, the Committee shall be responsible for conducting inquiries into the background and qualifications of any candidate for the Board, including the criteria set forth below.

(a) At an appropriate time prior to each annual meeting of stockholders, or any special meeting of the stockholders at which directors are to be elected, the Committee shall recommend to the Board for nomination such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve, and in each case, provide the Board the Committee's assessment of whether such candidate would be an Independent Director.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for election by the Board to fill such vacancy, such candidate as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve, and in each case,

provide the Board the Committee's assessment of whether such candidate would be an Independent Director.

(c) For purposes of (a) and (b) above, the Committee's recommendations shall be consistent with the Board's criteria for selecting new directors as set forth in the Company's Corporate Governance Guidelines.

(d) The Committee shall consider director candidates recommended by stockholders for election to the Board, provided the recommendations are submitted in accordance with the procedures set forth in Section 9 of Article II of the Company's bylaws.

2. The Committee shall oversee the Board's annual review and evaluation of its performance (including its size, composition and organization).

3. The Committee shall periodically review the Board's committee structure, including all standing or any *ad hoc* committees of the Board, and may make recommendations to the Board regarding the number, function or composition of committees of the Board as the Committee deems appropriate.

4. The Committee shall identify individuals qualified to be members of each standing committee of the Board and recommend to the Board candidates for service on each such committee, including to fill vacancies, as required. In evaluating directors to serve as members of each committee of the Board, the Committee shall take into account the criteria set forth in the charter of each such committee and may take into account such other factors or criteria as the committee deems appropriate, including directors' preferences for committee membership, judgment, skill, integrity and business or other experience.

5. The Committee shall assess the appropriateness of a director continuing to serve on the Board where such director submits his or her offer to resign upon a significant change of the director's principal current employer or principal employment (or upon a management director's termination of employment with the Company), or other similarly significant change in professional occupation or association, and make a recommendation to the Board whether to accept such director's resignation or as to the action, if any, to be taken with respect to such circumstances.

6. In appropriate circumstances, the Committee, in its discretion, shall consider and recommend to the Board the removal of a director from a standing committee of the Board.

7. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter and bylaws, this Charter and the charters of the Company's other committees.

8. The Committee shall develop and recommend to the Board for adoption a set of Corporate Governance Guidelines and shall implement and monitor compliance with the Corporate Governance Guidelines. The Committee periodically shall review the Corporate Governance Guidelines and recommend changes as necessary to the Board. The Committee shall review requests for waivers of the Corporate Governance Guidelines and make recommendations to the Board regarding such requests.

9. The Committee shall periodically review the Company's Code of Ethics and recommend changes as necessary to the Board. The Committee shall review requests for waivers of the Code of Ethics and make recommendations to the Board regarding such requests.

10. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

11. The Committee shall oversee and approve the management continuity planning process and review and evaluate the succession plans relating to the Company's chief executive officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

12. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

13. Annually, the Committee shall review and reassess the adequacy of this Charter the charters of the other committees of the Board and recommend any proposed changes to the Board for approval.

14. The Committee shall regularly report to the Board on its findings and actions.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's charter, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.

VI. Disclosure

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