

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF INVENTRUST PROPERTIES CORP.  
(As of November 3, 2022)**

**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 to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend to the Board the nominees for election as directors at the next annual meeting of stockholders (or special meetings of stockholders at which directors are to be elected), to develop and recommend to the Board a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”) and to oversee the evaluation of the Board.

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 two directors, each of whom must satisfy the independence requirements of the NYSE, except as otherwise permitted by applicable NYSE rules and applicable regulations promulgated by the U.S. Securities and Exchange Commission (“SEC”). 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. 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 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.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms. 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 search firm or advisors shall be paid by the Company.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE rules.

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

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

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders (or special meetings of stockholders at which directors are to be elected). In addition, the Committee will 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. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Corporate Governance Guidelines.

3. *Board Composition.* The Committee will assist the Board with its review of matters involving the general operation of the Board, including Board size, composition and organization.

4. *Director Resignations and Vacancies.* 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. At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, if the size of the Board is not reduced in connection therewith, 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.

5. *Board Committee Structure and Membership.* The Committee will periodically review the Board committee composition and structure, including all standing or any *ad hoc* committees of the Board, and recommend to the Board for its approval the number and function of committees of the Board as the Committee deems appropriate and the directors to serve as members of each 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. 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.

6. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines and will implement and monitor its compliance. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee shall review requests for waivers of the Corporate Governance Guidelines and make recommendations to the Board regarding such requests.

7. *Code of Ethics and Business Conduct.* The Committee shall periodically review the Company's Code of Ethics and Business Conduct (the "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.

8. *Board Evaluations.* The Committee will oversee the annual evaluations of the Board.

9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter, bylaws, this Charter and the charters of the Company's other committees. 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 SEC, NYSE rules or applicable law or otherwise considered to be desirable and appropriate in the discretion of the Committee.

10. *ESG.* The Committee shall oversee and monitor the Company's sustainability, environmental and corporate social responsibility activities.

11. *Succession Planning.* 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. *Committee Self-Evaluation.* The Committee shall conduct an annual self-evaluation of its performance.

13. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and the charters of the other committees of the Board, and submit any recommended changes to the Board 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, Corporate Governance Guidelines, 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.