



## **Compensation Committee Charter**

### **Article I. - Purposes of the Committee**

The purposes of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of SITE Centers Corp. (the "Company") are to:

- (i) discharge the Board's responsibilities relating to the compensation of the Company's executives and directors;
- (ii) oversee, or provide for the oversight of, the Company's compensation and employee benefit plans and practices; and
- (iii) produce an annual report on executive compensation for inclusion in the Company's proxy statement for the annual meeting of the Company's shareholders, in accordance with all applicable rules and regulations.

The Committee shall operate in compliance with the Company's governance documents and the Corporate Governance Guidelines and other policies established by the Board, as may be amended from time to time.

### **Article II. - Composition of the Committee**

The members of the Committee shall be appointed by and serve at the pleasure of the Board. The Board has the sole authority to remove Committee members and to fill vacancies on the Committee.

1. *Size.* The Committee must be comprised of at least two directors.
2. *Independence.* Each member of the Committee must be independent under (i) criteria established by the Board in compliance with the listing standards of the New York Stock Exchange ("NYSE"), as in effect from time to time; (ii) as defined for purposes of applicable Federal securities laws and rules of the SEC; and (iii) any applicable tax laws.
3. *Non-Employee and Outside Directors.* Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.
4. *Chairperson.* The Board may designate one member of the Committee to serve as its chairperson. If the Board does not designate a chairperson of the Committee or in the event of a vacancy, then the members of the Committee shall elect one member of the Committee to serve as its chairperson.

### **Article III. - Meetings and Procedures of the Committee**

1. *Minimum Number of Meetings and Agendas.* The Committee shall meet as frequently as necessary to carry out its duties and responsibilities under this Charter. The chairperson will, in consultation with appropriate members of the Committee, establish the meeting calendar. Members of management shall attend meetings upon the request of the Committee or the chairperson. The chairperson, in consultation with members of the Committee and appropriate members of management, will develop the Committee's agenda. All Committee members may suggest the inclusion of matters for the agenda.
2. *Special Meetings.* The chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee.
3. *Subcommittees.* The Committee may form subcommittees of not fewer than two members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.
4. *Attendance by Outsiders.* The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee may request.
5. *Executive Session.* The Committee may, at its discretion, meet in executive session outside the presence of the Company's executive officers.
6. *Meeting Reports and Minutes.* The Committee shall regularly report on its meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings and submit such minutes to the Company's corporate secretary for inclusion in the corporate records.

### **Article IV. - Committee Responsibilities**

The Committee shall have the following responsibilities:

1. To periodically review, approve and amend the Company's general compensation philosophy with respect to its executive officers, including the goals and objectives thereof, and to oversee the development and implementation of executive compensation programs aligned with these goals and objectives and the Company's strategy.
2. To review periodically the Company's executive and employee compensation plans and, if the Committee deems it appropriate, recommend to the Board and shareholders, if required, the adoption of new plans or the amendment of existing plans.

3. To evaluate periodically the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans, and determine and approve his or her compensation level based on this evaluation.

In determining the long-term incentive component of the compensation of the Chief Executive Officer, the Committee shall consider all relevant factors, including the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Company in past years.

4. To review and approve the compensation for executive officers, including the review and approval of the design and implementation of any incentive arrangements, equity compensation, and supplemental retirement programs.

5. To review and approve grants and awards to executive officers subject to Section 16 of the Securities Exchange Act of 1934 and other participants under the Company's equity-based compensation plans. The Committee may delegate the approval of grants and awards to those participants not subject to Section 16 as provided in the applicable plan.

6. To evaluate periodically compensation for members of the Board and its committees and to review and recommend to the Board changes in such compensation. Directors who are employees of the Company shall not be compensated for their service as a director (other than reimbursement of expenses incurred in attending board and committee meetings).

7. To review and approve any employment, severance or termination arrangements to be made with any executive officer of the Company.

8. To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation or benefit plan.

9. To review and approve perquisites or other personal benefits to the Company's executive officers.

10. To assess the independence of any consultant or advisor to the Committee, and in making such assessment the Committee shall take into account any applicable laws, rules or regulations relating to such independence assessment.

11. To produce an annual report on executive compensation for inclusion in the Company's proxy statement for the annual meeting of shareholders, in accordance with applicable rules and regulations.

12. To review all equity compensation plans and to approve such plans in its sole discretion, subject to shareholder approval, if required.

13. To review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") required by Securities and Exchange Commission Regulation S-K, Item 402, and based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K and proxy statement for the annual meeting of the Company's shareholders.

#### **Article V. - Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate its performance and this Charter and report its results to the Board.

#### **Article VI. - Investigations and Studies; Outside Advisors**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's responsibilities, and may retain or obtain advice from, at the Company's expense, such independent counsel and other advisors as it deems necessary only after conducting the independence assessment of such person as previously described in this Charter. The Committee shall have the sole authority to oversee and retain or terminate compensation consultants, legal counsel and other advisors to assist the Committee in carrying out its responsibilities, including sole authority to approve their fees and other retention terms, such fees to be borne by the Company.

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