

## RESOURCE REIT, INC.

### COMPENSATION COMMITTEE CHARTER

*(February 3, 2021)*

#### **Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Resource REIT, Inc. (“Resource”) to (a) have direct responsibility for approving the compensation of (i) Resource’s chief executive officer (“CEO”), chief financial officer, chief accounting officer, chief legal officer, chief investment officer and vice president of asset management (collectively, the “Compensation Committee Officers”); (ii) Resource’s directors; and (iii) all other employees of Resource or its subsidiaries; (b) administer Resource’s equity-based plans, including the Long-Term Incentive Plan (the “Plan”); and (c) produce an annual report on executive officer compensation for inclusion in Resource’s proxy statement or annual report in accordance with applicable rules and regulations.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange and the federal securities laws and regulations for such committee. Members shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

#### **Committee Meetings**

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

#### **Committee Authority and Responsibilities**

1. The Committee shall annually review, authorize and approve the compensation of all directors, including compensation payable pursuant to the Plan or any other equity compensation plan.
2. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider Resource’s performance and relative shareholder return (if publicly traded), the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years

3. The Committee shall annually review and approve, for the Compensation Committee Officers, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, as the case may be, (e) the bonus pool and allocation and (f) any special or supplemental benefits.
4. The Committee shall administer the Plan and any other equity incentive plans of Resource, as well as any other stock option, stock purchase, incentive or other benefit plans of Resource, fulfilling such duties and responsibilities as are set forth in such plans. The Committee shall have the full power and authority of the Board to authorize the issuance of shares of common stock or other securities of Resource (collectively, “Resource Securities”) in connection with compensation arrangements for the directors, the Compensation Committee Officers, and other officers and employees of Resource, to the extent delegated by the Board to the Committee from time to time by one or more resolutions duly adopted by the Board giving general authorization for the issuance of Resource Securities by the Committee and setting the maximum number of such shares or other securities to be issued by the Committee during any period and in the aggregate for the foregoing purposes. Without limiting the generality of the foregoing, the Committee, as the Committee administering the Plan, may, in its sole discretion and from time to time, grant awards provided in the Plan in such form and amount as the Committee shall determine up to the number of Resource Securities reserved for issuance under the Plan.
5. The Committee is directly responsible for producing an annual report on executive officer compensation for inclusion in Resource’s annual proxy statement or annual report in accordance with applicable rules and regulations.
6. The Committee shall review and discuss with management the disclosures in the Compensation Discussion and Analysis, if any, required to be included in Resource’s annual proxy statement or annual report in accordance with applicable rules and regulations, and recommend to the Board whether such disclosures should be included in the annual proxy statement or annual report, and review and discuss with management any other disclosures regarding executive compensation to be included in Resource’s public filings.
7. The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate.
8. The Committee shall meet at least annually. The Committee shall make regular reports to the Board.
9. The Committee shall review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

## **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, independent legal counsel, and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultants, independent legal counsel and other advisors retained by the Committee. Resource must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to a compensation consultant, legal counsel and any other advisors retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor retained by the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee may select, or receive advice from a compensation consultant, legal counsel or other advisors retained by, or providing advice to, the Committee (other than Resource's in-house counsel) only after taking into consideration the factors specified in the Securities Exchange Act of 1934, as amended, including the following factors: (a) the provision of other services to Resource by the person that employs the compensation consultant, legal counsel or other adviser; (b) the amount of fees received from Resource by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (e) any stock of Resource owned by the compensation consultant, legal counsel or other adviser; and (f) any business or personal relationship of the compensation consultant, legal counsel or other adviser or the person employing the adviser with an executive officer of Resource. The Committee is not required to assess the independence of any compensation consultant, legal counsel or other advisor whose role is limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of Resource and that is generally available to all salaried employees or providing information that is either not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant or advisor, and about which the compensation consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.