

**CHARTER OF THE
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF INLAND REAL ESTATE INCOME TRUST, INC.
ADOPTED ON SEPTEMBER 12, 2017
REVISED JULY 12, 2022**

I. Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Inland Real Estate Income Trust, Inc. (the “Company”) is: (i) to identify, in accordance with the policies and procedures adopted by the Committee, individuals that are qualified to serve as Directors, either to fill vacancies or in connection with the selection of Director nominees for each annual meeting of shareholders (ii) to develop, implement and monitor a set of corporate governance guidelines and (iii) to oversee diversity metrics and benchmarks of the Company.

II. Membership

The Committee shall be composed of at least three directors, one of whom shall serve as Chairperson, all of whom must be “independent” under the standards set forth in the Company’s articles of incorporation, as amended or restated, as well as the independence requirements for Directors as set forth in the rules of the Securities and Exchange Commission and any other applicable laws, rules and regulations governing independence, as determined from time to time by the Company’s Board including the Company’s Corporate Governance Guidelines dated July 12, 2022 as the same may be amended from time to time. The Committee members and the Committee Chairperson shall be appointed by the Board on the recommendation of the Committee. The Committee members and the Committee Chairperson shall be appointed by the Board at least once per fiscal year no later than the first Board meeting after the annual meeting of stockholders; provided, however, that a Committee member shall serve at the pleasure of the Board until his or her successor is duly appointed by the Board or until he or she resigns or is removed by the Board, whichever occurs first. The Committee Chairperson shall serve as Chairperson at the pleasure of the Board until a successor Chairperson is duly appointed by the Board or until he or she resigns or is removed by the Board, whichever occurs first.

III. Meetings

The Committee shall meet in person or telephonically as often as it determines is necessary or appropriate, but not less frequently than annually. The Chairperson of the Committee may call a special meeting of the Committee as necessary. The Committee may request that any Directors or members of management of the Company attend any meeting of the Committee to provide any information requested by the Committee. The Committee shall keep written minutes of its meetings and maintain the minutes in the books and records of the Company. The Committee shall report to the Board on a regular basis but not less than once a year.

IV. Goals, Responsibilities and Duties

The Committee will have the following goals, responsibilities and duties:

- (1) identify individuals qualified to become Directors, consistent with criteria approved by the Board. Final approval of a candidate for Director shall be determined by the Board;
- (2) review Director candidates recommended by stockholders of the Company pursuant to the Company's bylaws, as amended;
- (3) recommend to the Board, in advance of the preparation of the Notice of Annual Meeting of Stockholders and Proxy Statement each year, candidates for election as Directors of the Company for any Director positions that will be elected at the annual meeting of stockholders, and at any other time as the election or appointment of Directors may be necessary or desirable;
- (4) develop and recommend for the Board, a set of corporate governance policies and principles and periodically reevaluate those policies and principles for the purpose of suggesting amendments to them, if appropriate;
- (5) oversee the evaluation of the Board and assess the size of the Board to ensure that the Board can effectively carry out its obligations;
- (6) conduct an annual performance evaluation of the Committee;
- (7) ensure that the Company's Board (i) consists of a diversified group of individuals with strong business experience, good judgment and high integrity and (ii) adheres to a high ethical standard in performing its duties, and (iii) that it operates under good corporate principles;
- (8) The Committee shall, in its discretion, review the compensation and benefits of Directors and no less than annually make recommendations to the Board with respect thereto; and
- (9) On an annual basis, the Committee shall recommend an individual to the Board for the position of "lead independent director" (the "Lead Independent Director"), which director shall be independent from the Company. The Committee shall also be responsible for the review and evaluation of the Lead Independent Director.

V. Performance Evaluation

The Committee must produce and provide the Board with an annual performance evaluation of the Committee. In conducting its evaluation, the Committee shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation must also recommend any improvements to this Charter deemed necessary or desirable. The performance evaluation by the Committee may be conducted in any manner deemed appropriate by the Committee. The report to the Board may take the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VI. Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that the decision of the subcommittees shall be presented to the full Committee at its next meeting.

VII. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, and may retain, at the Company's expense, independent counsel or other consultants as it deems necessary. The Committee shall have the sole authority to select and retain any consultants or search firms, to terminate any consultants or search firms retained by it, and to approve the consultants or search firms' fees and any other terms of the engagement.