

PHILLIPS EDISON & COMPANY, INC.
AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER

As of August 8, 2023¹

Purpose

The purpose of the Compensation Committee (the “Committee”) is:

1. to review and approve the Company’s compensation philosophy;
2. to assure that executives, officers and key management personnel of the Company and its subsidiaries are effectively compensated in terms that are motivating, internally equitable and externally competitive;
3. to review and approve all compensation of directors and executive officers;
4. to review and approve corporate goals and objectives relevant for executive compensation;
5. to set the criteria for awards under incentive compensation plans and determine whether such criteria have been met; and
6. to oversee matters relating to the Company’s long-term incentive plans.

Committee Membership

- The Committee will have a minimum of three directors.
- All Committee members shall be “independent,” as defined by the applicable exchange’s listing standards and shall also meet the definitions of (i) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) an “outsider director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- The Board will appoint the Committee members and a Committee Chair, based upon the recommendations of the Nominating and Governance Committee.
- The Board may fill vacancies on the Committee, based upon the recommendations of the Nominating and Governance Committee.

¹ This Compensation Committee Charter amends, restates, and replaces, in its entirety, the Company’s Compensation Committee Charter, dated June 14, 2021.

- The Board may remove Committee members from the membership of the Committee at any time with or without cause.

Meetings

1. The Committee will meet at least once per year, or more frequently as circumstances may require, at the call of its Chair or the Chairman of the Board.
2. A majority of the Committee members will be a quorum for the transaction of business.
3. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
4. Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee without a meeting if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
5. The Chair will report from time to time to the Board on Committee actions and on the fulfillment of the Committee's duties under its charter.
6. Minutes shall be taken at each meeting of the Committee and maintained.
7. 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 charter or bylaws that are applicable to the Committee.

Committee Authority and Responsibilities

Executive Compensation

The Committee will:

1. Annually review and approve corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation, evaluate the CEO's performance in light of those goals and objectives, and approve the CEO's compensation levels based on this evaluation. The CEO may not be present during voting or deliberations on his or her compensation.
2. Review and approve or make recommendations to the Board regarding the compensation of the executive officers other than the CEO.
3. Annually review and approve the compensation of all directors, including incentive-compensation plans and equity-based plans.

4. Periodically review the Company's philosophy regarding executive compensation and advise the CEO relative to different compensation approaches.
5. Review and approve severance arrangements for the CEO and other executive officers, including change-in-control provisions, plans or agreements and, to the extent that any such agreements are entered into, employment agreements for the CEO and other executive officers.
6. With respect to non-CEO executive officer compensation, review and approve incentive compensation plans and equity-based plans.
7. From time to time, receive data to assess the Company's competitive position for the components of executive compensation by reviewing executive compensation surveys, studies, and information concerning the compensation paid by other companies.
8. Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the Securities and Exchange Commission ("SEC").
9. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. Review and discuss with management any other disclosures regarding executive compensation to be included in the Company's public filings or stockholders reports.
10. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including results of advisory votes on the Company's executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.
11. Administer and oversee the Company's Executive Compensation Clawback Policy required by applicable SEC and NASDAQ rules.
12. Oversee and periodically review with management the Company's strategies, policies and practices with respect to human capital management and talent development, including with respect to matters such as diversity, equity and inclusion, workplace environment and culture, employee engagement and effectiveness, and talent recruitment, development and retention.
13. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
14. Review its own performance annually.

15. The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

16. In addition to those set forth in this Charter, the Committee will perform such other functions as assigned by law, the Company's charter or bylaws or the Board.

Succession Planning

The Committee shall oversee succession planning for key executive officers, including the CEO.

Consultants

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under NASDAQ rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

Delegation

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its powers and responsibilities to a subcommittee of the Committee, or any member of the Committee, to the extent consistent with the Company's charter, bylaws and Corporate Governance Guidelines, applicable law, rules and regulations and NASDAQ rules. To the extent permitted by applicable law and the Company's equity-based plans, to the extent the Committee has authority to administer such plans and to make grants of cash-based and equity-based awards under such plans, the Committee may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer such plans with respect to, equity-based awards under such plans to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or directors of the Company.