

INVESTORS REAL ESTATE TRUST

Charter of the Compensation Committee of the Board of Trustees (as amended and restated on December 14, 2018)

Purpose

The purpose of the Compensation Committee is to carry out the responsibilities of the Board of Trustees (“Board”) of Investors Real Estate Trust (the “Company”) relating to executive compensation, the evaluation process for the Chief Executive Officer and other executive officers, management succession, executive benefit plans, and compensation disclosure with respect to the Company, and preparing the Compensation Committee report to shareholders for inclusion in the Company’s annual proxy statement. The executive officers of the Company shall be those persons designated “officers” by the Board for purposes of Section 16 of the Securities Exchange Act of 1934 and the rules thereunder.

Members

The Compensation Committee shall be comprised of at least three members of the Board who satisfy the independence requirements of the New York Stock Exchange. All Committee members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

The members of the Compensation Committee shall be appointed by the Board at its annual organizational meeting and shall serve until their successors are duly appointed and qualified. The Board shall designate one member as Chair, or delegate authority to designate a Chair to the Compensation Committee. The Board may remove a member of the Committee in its discretion, at any time, with or without cause. Subject to the foregoing, the members of the Committee may be removed and replaced by the Board in its complete discretion.

Meetings

The Compensation Committee shall meet at least three times per year, or more frequently as its members deem necessary to carry out the Committee’s duties and responsibilities, either in person or telephonically, and at such times and places as the Compensation Committee shall determine. A majority of the members then in office shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent in lieu of a meeting. The Compensation Committee shall meet periodically in executive session, and shall report its activities to the Board regularly. The Committee shall meet in executive session on compensation matters pertaining to the CEO.

In discharging its responsibilities, the Compensation Committee may ask members of management to attend meetings and participate in compensation-related discussions. The Committee has the authority to delegate any of its responsibilities to subcommittees.

Duties and Responsibilities

On behalf of the Board, the Compensation Committee shall, among its duties and responsibilities:

1. Review and approve on an annual basis goals and objectives relevant to the compensation of the Chief Executive Officer and the other named executive officers. Such goals and objectives may be based on objective or subjective criteria, including, but not limited to, financial or stock performance measures and individual performance.
2. Evaluate the Chief Executive Officer's performance in light of the established goals and objectives. Evaluate the performance of the Company's other executive officers, including through a review of the Chief Executive Officer's evaluations of such executive officers and recommendations with regarding to compensation.
3. Recommend base salary, incentive opportunities and awards, special or supplemental benefits, and other compensation for the Chief Executive Officer and the other executive officers, for approval by non-employee, independent trustees of the full Board.
4. Make recommendations to the Board with respect to incentive-compensation plans and equity-based plans.
5. Periodically and as and when appropriate, review and approve any employment agreements, severance arrangements or change in control agreements and provisions for executive officers of the Company and any material amendments thereto (such review may include factors such as competitive practices and the potential financial implications of the agreement).
6. Receive periodic reports on the Company's compensation programs as they affect all employees.
7. Receive periodic reports on the Company's 401(k) savings plan investment options and performance, audit, and Company matching contributions; and reports on the Company's health care benefits for employees.
8. Review and advise the Chief Executive Officer in developing appropriate succession plans and emergency succession plans for the executive officers. The Compensation Committee shall develop a succession plan and an emergency succession plan for the Chief Executive Officer. The Chief Executive Officer's succession plan must be approved by the Board.
9. Review and discuss with management the Compensation Discussion and Analysis required by the rules of the Securities and Exchange Commission, and recommend to the Board the inclusion of the Compensation Discussion and Analysis in the Company's annual proxy statement.
10. Prepare the disclosure required by Item 407(e)(5) of Regulation S-K (Compensation Committee Report) and other such information as required by the rules of the Securities and Exchange Commission for inclusion in the Company's annual proxy statement.

11. Review trustee compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board.
12. Review the Company's and/or its independent consultant's annual assessment of whether the Company's compensation practices, policies and programs for executive officers and other employees encourage unnecessary or excessive risk taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.
13. Recommend to the Board for approval the frequency with which the Company will include in its proxy and information statement a management proposal that provides shareholders an advisory vote on executive compensation ("Say on Pay"). This review should take into account the most recent shareholders advisory vote on the frequency of Say on Pay resolutions at the Company.
14. Review and consider the results of the Company's most recent Say on Pay vote and remuneration-related shareholder proposals, if any, and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay and shareholder proposal vote outcomes and other shareholder feedback.
15. Review any peer group(s) and criteria for benchmarking used to assess performance and compensation levels for Company executive officers.
16. Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees.
17. Establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to executive officers or trustees and monitor compliance with any adopted share ownership guidelines.
18. Review annually the Compensation Committee's own performance and report the results to the Board.
19. Review this Charter annually and recommend any changes to the Board for approval. The Compensation Committee's Charter shall be published on the Company's website
20. Report to the Board on its activities on a regular basis and shall make recommendations to the Board with respect to matters covered by this Charter and other matters as the Committee may deem necessary or appropriate.
21. Carry out such other duties as may be delegated to it by the Board from time to time.

Outside Advisors

As and when determined to be appropriate, the Compensation Committee may in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel or other adviser retained by the Compensation Committee; provided, however, that, the Compensation Committee may select a compensation consultant, outside legal counsel or other adviser to the Compensation Committee only after taking into consideration all factors relevant to that person's independence from management, including the factors set forth in the New York Stock Exchange listing standards. The Company shall provide to the Compensation Committee the appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or any other adviser retained by the Compensation Committee.