

## **RETAIL OPPORTUNITY INVESTMENTS CORP.**

### **COMPENSATION COMMITTEE CHARTER**

#### **1. Purpose of the Compensation Committee**

The Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Retail Opportunity Investments Corp. (the "**Company**") shall oversee the approval, administration and evaluation of the Company's compensation plans, policies and programs, review the compensation of the Company's directors and executive officers, review, discuss with the management and recommend to the Board the Compensation Discussion and Analysis ("**CD&A**") to be included in the Company's annual proxy statement and/or annual report on Form 10-K and prepare any report on or relating to executive compensation required by the rules and regulations of the Securities and Exchange Commission (the "**SEC**").

The Committee shall report to the Board on a regular basis and in any event not less than once a year. The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties. The Committee shall have the sole authority and discretion to select, retain and terminate a compensation consultant and to approve such consultant's fees and other retention terms in accordance with the requirements of this Charter. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

#### **2. Composition of the Compensation Committee**

The Committee shall be comprised of at least two directors as appointed by the Board, each of whom shall (1) meet the independence requirements under the rules and regulations of the NASDAQ Stock Market as in effect from time to time and (2) be free from any affiliation or relationship that would impair the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed annually by the Board on or prior to the date of the Company's annual meeting of stockholders and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. In connection with the annual appointment of the members of the Committee, the Board shall also select a member of the Committee to serve as its Chair.

#### **3. Meetings of the Compensation Committee**

The Committee shall meet at such times and from time to time as it deems to be appropriate, but not less than two times each year. The Committee may request members of the Company's management or others to attend meetings and provide pertinent information as necessary. Minutes will be kept for each meeting of the Committee and will be provided to each member of the Board.

#### **4 Responsibilities and Duties of the Compensation Committee**

The duties of the Committee shall include the following:

##### Executive Compensation

- In consultation with senior management, establish the Company's general compensation philosophy and oversee the development, implementation and administration of compensation plans, policies and programs.

- Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "**CEO**"), evaluate the performance of the CEO in light of those goals and objectives, and determine the CEO's compensation level based on this evaluation and on the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Securities Exchange Act of 1934, as amended. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years and the results of the Say on Pay Vote. The CEO shall not be present during voting or deliberations by the Committee on the compensation of the CEO.
- In consultation with the CEO, consider, formulate and evaluate the corporate goals and objectives relevant to the compensation of, and establish the compensation programs applicable to, all non-CEO executive officers of the Company, if any, and, together with the CEO, determine the compensation levels of any such non-CEO executive officers.
- Review and make recommendations to the Board with respect to the compensation programs applicable to all directors of the Company.
- Make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans.
- In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- Review and approve any severance or similar termination payments proposed to be made to any current or former executive officers of the Company.

#### Other Committee Responsibilities

- Prepare and issue the evaluations and required under "Performance Evaluation" below.
- Produce an annual Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
- Review and discuss with the management the CD&A for the Company's annual proxy statement and determine whether to recommend to the Board that such CD&A be included in the annual proxy statement.
- Conduct an annual review and reassessment of this Charter and recommend to the Board any changes that the Committee deems appropriate.
- Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

## **5. Outside Advisors; Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to retain compensation consultants, counsel and other consultants or advisors (collectively, "**consultants**"), at the expense of the Company, to advise the Committee about levels and types of compensation being given by companies similar to the Company to their chief executive officers and other senior executives and any other matters the Committee deems appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant retained by the Committee. To the extent the Committee deems advisable, the Committee may consult with legal counsel (which may be counsel to the Company) about any matters, including tax deductibility to the Company and tax effects that the Company deems relevant with regard to particular compensation-related decisions. The Committee shall have the sole authority and discretion to select and retain consultants, to terminate any consultant retained by it, and to approve the consultant's fees and other retention terms. In retaining or seeking advice from consultants (other than the Company's in-house counsel), the Committee shall take into consideration the following factors relating to independence of such consultant:

- whether other services are provided to the Company by such consultant;
- the amount of fees received from the Company by such consultant, as a percentage of total revenue;
- whether there are any policies of such consultant designed to prevent conflicts of interest;
- whether such consultant has any business or personal relationships with a member of the Committee;
- whether such consultant owns any Company stock; and
- whether such consultant has any business or personal relationships with an executive officer of the Company.

No consideration of factors relating to independence of a consultant need be given if such consultant is in-house legal counsel or if such consultant's role is limited to:

- consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors, and that is available generally to all salaried employees; or
- providing information that either is not customized or that is customized based on parameters that are not developed by the consultant, and about which the consultant does not provide advice.

The Committee may retain, or receive advice with respect to compensation from, any consultant it chooses, including consultants that are not independent, after considering the factors specified above.

## **6. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

## **7. Performance Evaluation**

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation 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 shall also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.

**Approved by the Board: May 1, 2013**