

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF BRT APARTMENTS CORP.**

**AS OF MARCH 14, 2023**

**I. Purpose**

The primary purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of BRT Apartments Corp. (the “Company”) are to have direct responsibility to:

- A. review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and either as a committee or together with the other Independent Directors(as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation; and
- B. make recommendations to the Board (or to determine, as directed by the Board) with respect to non-CEO executive officer compensation, incentive-compensation and equity-based plans.

**II. Governance of the Committee**

Subject to the Maryland General Corporation Law, the Listing Standards, the Company’s Articles of Incorporation, Bylaws, and corporate governance documents (all of the foregoing, including this Charter, referred to as collectively as the “Applicable Requirements”):

*A. Composition of the Committee; Independence Requirements*

- 1. The Committee shall be comprised of three or more members, as determined by the Board. The members shall be nominated by the Nominating and Corporate Governance Committee and appointed annually to one-year terms by the Board. Unless a chair is elected by the Board, the members of the Committee may designate a chair by majority vote of the full Committee membership. The members shall serve until their resignation, retirement or removal by the Board or until their successors shall be appointed and qualify. No member of the Committee shall be removed except in accordance with the Applicable Requirements (as defined).
- 2. The Board must determine in its judgment that each member of the Committee is independent. An independent director (an “Independent Director”) means a director who has been determined by the Board to be independent within the meaning of the New York Stock Exchange Rules (including the independence requirements specifically applicable to

Committee members), as amended from time to time (the “Listing Standard”). In addition, at least two members of the Committee shall be a “non-employee director” as that term is defined under Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

3. Each member of the Committee shall remain independent during his or her term of service on the Committee, and may not (i) accept any consulting, advisory or other compensatory fee or other compensation, other than standard director’s and committee compensation from the Company, or (ii) become an affiliated person of the Company or any of its subsidiaries.

#### *B. Meetings of the Committee*

1. The Committee shall meet at least annually and more frequently as circumstances require.
2. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
3. A majority of the members of the Committee shall constitute a quorum of the Committee for purposes of each meeting. All Committee actions shall be taken by (i) a majority vote of a quorum of members present in person and/or by conference telephone at the meeting or (ii) the unanimous written consent of all of the members of the Committee.

#### *C. Other Governance Matters*

1. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.
2. The Committee may request that any director, officer or employee of the Company, or other person whose advice and counsel is sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
3. On a periodic basis, the Committee will report to the Board with respect to its significant activities.
4. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
5. The Committee may fix for itself such other rules of procedure as it deems necessary or appropriate.

### III. Committee Responsibilities and Duties

The Committee shall perform, subject to, and consistent with, the Applicable Requirements, the following duties and responsibilities:

*A. Compensation Related Duties*

1. review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and either as a committee or together with the other Independent Directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation;
2. in determining the long-term incentive component of the CEO's compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awarded to CEOs at comparable companies, the awards given to the Company's CEO in past years, and such other factors as the Committee deems appropriate;
3. recommend to the Board (or determine, as directed by the Board), compensation for the non-CEO executive officers (*i.e.*, the officers subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended);
4. recommend to the Board (or approve, as determined by the Board) compensation for non-management directors (including retainer for directors, committee chairs and committee members, attendance fees, equity and other awards and other similar items as appropriate);
5. grant restricted stock and other discretionary awards under the Company's equity incentive and similar plans, and otherwise exercise the authority of the Board with respect to oversight and administration of the Company's stock-based and other incentive compensation plans;
6. approve any new equity compensation plan or any material change to an existing plan;

*B. Other Duties and Responsibilities*

1. prepare and approve on an annual basis a report on executive compensation for inclusion in the Company's proxy statement as and to the extent required by the rules and regulations of the Securities and Exchange Commission;
2. review incentive compensation arrangements to confirm that incentive pay arrangements do not encourage unnecessary risk-taking;
3. evaluate its own performance as a Committee on an annual basis; and

4. perform such other activities as the Committee or the Board considers appropriate.

V. Committee Access to Management and Outside Advisers

*A. Access to Management and Outside Advisers*

1. Members of the Committee shall have direct access to the Company's senior management, employees, and financial, legal and other business advisers, as requested and as may be necessary and appropriate to support Committee functions.

*B. Authority to Retain Outside Advisers; Evaluating Independence of Outside Advisers*

1. The Committee shall (i) have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, independent legal counsel or other adviser (collectively a "Compensation Adviser") and (ii) be directly responsible for the appointment (and termination), compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser retained by the Committee. As used in Section V of this Charter, the term "Compensation Adviser" includes the person or entity employing such Compensation Adviser.
2. The Committee may select the Compensation Adviser only after taking into consideration all factors relevant to such person's or entity's independence from management, including the following:
  - (i) the provision of other services to the Company by the Compensation Adviser;
  - (ii) the amount of fees received from the Company by the Compensation Adviser, as a percentage of the total revenue of the person or entity that employs such Compensation Adviser;
  - (iii) the policies and procedures of the Compensation Adviser that are designed to prevent conflicts of interest;
  - (iv) any business or personal relationship of the Compensation Adviser with a member of the Committee;
  - (v) any stock of the Company owned by the Compensation Adviser; and

- (vi) any business or personal relationship of the Compensation Adviser with an executive officer of the Company;

*C. Additional Matters Pertaining to Compensation Advisers*

1. Nothing in this Section V shall be construed to:

- (i) require the Committee to implement or act consistently with the advice or recommendations of the Compensation Adviser;
- (ii) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties;
- (iii) require the Compensation Adviser to be independent; or
- (iv) require the Committee to conduct the evaluation of independence with respect to “in-house counsel” or with respect to any Compensation Adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K:
  - a. providing information that is not customized for the Company or that is customized based on parameters that are not developed or provided by such Compensation Adviser and about which such adviser does not provide advice; or
  - b. consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company and that is available generally to all salaried employees.