

W. P. Carey Inc. Compensation Committee Charter

As approved by the Board of Directors on June 15, 2023

1. Purpose

The Compensation Committee (this “**Committee**”) of W. P. Carey Inc. (the “**Company**”) shall discharge the Company’s Board of Directors’ (the “**Board**”) responsibilities relating to compensation of the Company’s directors (the “**Directors**”) and officers and perform the responsibilities and duties set forth in this Compensation Committee Charter (the “**Charter**”). This Committee is committed to ensure that the compensation practices of the Company are in full compliance with law, in compliance with the Company’s Code of Business Conduct and Ethics (the “**Code of Ethics**”) and commensurate with the high standards of performance expected of the Company’s Directors and named executive officers.

2. Membership

The membership of this Committee shall include at least three voting Directors, all of whom shall be independent and appointed by the Board based upon recommendations made by the Nominating and Corporate Governance Committee. Independence for membership purposes shall be established in accordance with the rules, regulations, and listing standards of the Securities and Exchange Commission (the “**SEC**”) and the New York Stock Exchange (the “**NYSE**”), and a determination by the Board that such individual is free from any material relationship (either directly or as a partner, shareholder or officer of an organization that has such a relationship) with the Company. In affirmatively determining independence, the Board shall consider all factors specifically relevant to determining whether the individual has a relationship to the Company that is material to their ability to be independent from management in connection with their duties, including but not limited to the source of such individual’s compensation (including any consulting, advisory, or other compensatory fees paid by the Company) and whether such individual is affiliated with the Company or any of its subsidiaries or their affiliates, consistent with SEC and NYSE rules, regulations and listing standards. A person may serve on this Committee only if he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of this Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. A Director may resign as a member of this Committee upon notice to the Chair of the Nominating and Corporate Governance Committee. The Board may remove a Director from this Committee at any time with or without cause.

3. Structure and Operations

The Board shall designate a member of this Committee as the chairperson (the “**Chair**”). This Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. This Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. This Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

This Committee may invite any officer or employee of the Company to its meetings as it deems appropriate. However, this Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

This Committee shall review this Charter periodically and recommend any proposed changes to the Board for approval.

4. Outside Advisors and Delegation of Authority

This Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, independent outside legal counsel and such other advisors as it deems necessary to assist with the execution of its responsibilities and duties as set forth in this Charter. This Committee shall set the compensation, and oversee the work, of the compensation consultant, outside legal counsel and any other advisors.

This Committee shall receive appropriate funding from the Company, as determined by this Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors.

The compensation consultant(s), outside legal counsel and any other advisors retained by, or providing advice to, this Committee (other than the Company’s in-house counsel) shall be independent as determined in the discretion of this Committee after considering the factors specified by the NYSE. In retaining or seeking advice from compensation consultants, outside legal counsel and other advisors (other than the Company’s in-house counsel), this Committee must take into consideration the factors specified by the NYSE.

This Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as this Committee may deem appropriate in its sole discretion.

5. Responsibilities and Duties

To fulfill its responsibilities and duties this Committee shall:

- A. Review and approve annually corporate goals and objectives relevant to Chief Executive Officer's compensation, evaluate at least annually the Chief Executive Officer's performance in light of those goals and objectives, set and approve the Chief Executive Officer's base salary and short-term incentive compensation level based on the Committee's evaluation of competitive compensation practices and the Chief Executive Officer's performance in achieving the corporate goals established for the position by this Committee and set the Chief Executive Officer's long-term incentive component of compensation considering the Company's performance and relative stockholder return, the value of incentive awards to chief executives at other companies, and (as appropriate) the awards given to the Company's Chief Executive Officer in past years, the economic environment and general market conditions. Such corporate goals and objectives may involve consideration of Environmental, Social, and Governance ("ESG") matters. The Chief Executive Officer's compensation should consist of an appropriate mix of salary and incentive-based opportunities, both in a mix of cash and equity if appropriate, to provide stability and promote long-term growth of the Company. In considering the level of any type of compensation, this Committee may consider any other additional factors as this Committee shall determine to be appropriate. In evaluating and determining the Chief Executive Officer's compensation, this Committee shall review and consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act ("**Say on Pay Vote**") but shall not be bound by such results.
- B. Review, amend and make recommendations to the Board with respect to (a) the compensation for all Directors for service on the Board and Board committees and (b) the compensation structure for other executive officers and key employees, including incentive-compensation plans and equity-based plans. The compensation structure for other executive officers may involve consideration of corporate goals and objectives relevant to each role, as well as the other factors included in evaluating the Chief Executive Officer's performance and compensation. This Committee believes that its principal responsibility in compensating executives is to incentivize and reward officer and employee performance that will lead to long-term enhancement of the value of the Company. Each element of the Company's executive compensation program serves a somewhat different purpose, and this Committee endeavors to provide a combination of compensation elements that enable the Company to attract, retain, incentivize and reward executives of superior ability who are dedicated to the long-term interests of the stockholders. This Committee will select a peer group of companies against which to compare the Company's compensation systems for executive officers and key employees. In evaluating and or making recommendations regarding compensation of

executive officers, this Committee shall review and consider the results of the most recent Say on Pay Vote but shall not be bound by such results.

- C. Review, adopt and, where required, make recommendations to the Board for approval with respect to incentive-compensation plans and equity-based plans of the Company, and where appropriate or required, recommend for approval by the stockholders of the Company. In reviewing, adopting, or making recommendations regarding such plans, this Committee shall review and consider the results of the most recent Say on Pay Vote, but shall not be bound by such results.
- D. Administer, make awards and otherwise exercise the various authorities prescribed for by this Committee by the terms of the Company's incentive-compensation plans and equity-based plans.
- E. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend the CD&A for inclusion in the Company's Annual Report on Form 10-K and proxy statement or such other documents as required by the SEC, and produce an annual report on Director and named executive officer compensation for inclusion in the Company's proxy statement or Annual Report on Form 10-K, in accordance with applicable rules and regulations.
- F. Report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.
- G. Review, approve, and monitor compliance with stock ownership guidelines for Directors and named executive officers.
- H. Review, approve and, when appropriate, recommend to the Board for approval, employment agreements, if any, with named executive officers.
- I. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- J. Review and recommend to the Board for approval one or more policies for the recovery or clawback of erroneously paid compensation, including any revisions to such policies, and monitor compliance with such policies, including determining the extent, if any, to which incentive-based compensation of any current or former employees should be recouped or forfeited.

- K. Perform such other activities as this Committee deems necessary or appropriate to fulfill its purpose or as may be delegated to it by the Board or by a plan of the Company, in each case consistent with this Charter, the Company's governing documents and applicable laws, rules and regulations.

Except as noted above, this Committee shall perform each of its responsibilities and duties when appropriate.

6. Performance Evaluation

This Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. This Committee shall conduct this evaluation in such manner as it deems appropriate.