EQUITY LIFESTYLE PROPERTIES, INC.
CHARTER OF THE COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Purpose

The Compensation, Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Equity LifeStyle Properties, Inc. (the "Company"). The Committee's duties as they relate to compensation include, among other things, to (a) approve and oversee the implementation of the compensation philosophy for all Company employees; (b) discharge the Board's responsibilities relating to compensation of the Company's officers and non-executive directors; and (c) produce a report on or relating to executive compensation required by the rules and regulations of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC. The Committee's duties as they relate to nominating and corporate governance include, among other things, to (a) identify individuals qualified to become Board members, consistent with criteria approved by the Board; (b) select, or recommend that the Board select, the director nominees; (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and monitor its compliance therewith; (d) recommend to the Board director nominees and chairpersons for each committee of the Board; (e) develop, together with the Chairman of the Board and members of senior management, and recommend to the Board succession plans for the Company's Chief Executive Officer and other senior executive officers; and (f) direct the Board in the annual review of its performance.

Membership

- The Board shall appoint, remove and replace the members of the Committee. In connection with the annual appointment of members of the Committee, the Board shall also select a member of the Committee to serve as the Committee Chairperson. If the Board shall fail to designate a Chairperson, or should the Chairperson be absent or unavailable, the members of the Committee may designate a chairperson by majority vote of the full Committee.

- The Committee shall be comprised of at least three directors as appointed by the Board, each of whom shall meet the independence requirements under the rules and regulations of the New York Stock Exchange ("NYSE") as in effect from time to time as well as any independence criteria established by the Board from time to time, and shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.

- All members of the Committee shall qualify as "outside" directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and as "non-employee" directors within the meaning of Rule 16b-3 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act").

Meetings

The Committee shall meet in person or telephonically at such times and from time to time as it deems appropriate. A majority of the members of the Committee shall constitute a quorum and the action of a majority of the members present at a meeting at which a quorum is present shall be the action of the Committee. Action by the Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairperson. 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 retained as records of the Company. The Committee will report to the Board at all regular meetings of the Board or at such times as the Committee deems necessary or appropriate.

Engagement of Consultants; Independent Advice

With respect to compensation issues, the Committee shall have the resources and authority appropriate to discharge its responsibilities and duties including the authority to retain compensation consultants, legal 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 provided 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 Committee 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:

- any other services provided to the Company by such consultant;
- the amount of fees received from the Company by such consultant, as a percentage of such consultant's total revenue;
- the policies and procedures of such consultant designed to prevent conflicts of interest;
- any business or personal relationship such consultant has with a member of the Committee;
- any Company stock such consultant owns; and
- any business or personal relationship such consultant has 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 prefers, including ones that are not independent, after considering the factors specified above.

With respect to nominating and corporate governance issues, the Committee shall have the sole authority to retain and terminate any search firm engaged to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, financial, accounting or other advisors.

Committee Authority and Responsibilities

Among other things, with respect to compensation issues, the Committee shall:

- On at least an annual basis, review the goals and objectives of the Company's general compensation plans and oversee the risks and philosophy for the payment of all forms of compensation to the Company's employees and the administration thereof, including with respect to base salaries and the Company's incentive-compensation and equity-based plans, and recommend that the Board amend these goals and objectives or these plans if the Committee deems it appropriate.

- Review, administer and interpret the Compensation Recovery Policy, in accordance with the standards of the NYSE, any applicable rules and regulations of the SEC and any other applicable laws regarding clawback policies.

- On at least an annual basis, review and approve corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider the Company's performance and relative stockholder return, the values of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years. In evaluating CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote").

- On at least an annual basis, review and oversee management's annual process, if any, and in consultation with the CEO, consider, formulate and evaluate the corporate goals and objectives

relevant to any compensation of, and establish any compensation programs applicable to, all non-CEO executive officers of the Company and other employees of the Company and non-executive directors, evaluate the performance and review the CEO's determination of the compensation levels of such non-CEO executive officers on an annual basis, and the compensation to be paid to non-executive directors. In evaluating officer compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

- Review the Company's compensation and benefit plans, including for alignment with corporate objectives and make recommendations to the Board; oversee the activities of the individuals and committees responsible for administering these plans, including determining eligible persons, award amounts, terms and conditions, and discharge any responsibilities these plans impose on the Committee.

- 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 approving 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 or change of control payment proposed to be made to any current or former executive officer of the Company.

- Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement in accordance with applicable SEC rules and regulations.

- Review and discuss the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement for its annual meeting with the Company's management and determine whether to recommend to the Board that the CD&A be included in the proxy statement.

- Produce an annual Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

- Prepare and issue the evaluations required under "Performance Evaluation" below.

- Make regular reports to the Board.

- Annually review and reassess this charter and, if necessary and appropriate, recommend changes to the Board for approval.

- Form and delegate authority to subcommittees when appropriate.

- Review any political contributions made by or on behalf of the Company and any applicable disclosures under the Company's Political Contributions Policy at least once per calendar year.

- Oversee compliance with the directors' and executive officers' ownership guidelines.

Among other things, with respect to nominating and corporate governance issues, the Committee shall:

- Review periodically and make recommendations to the Board as to changes in the size, composition, organization, function and operational structure of the Board and its committees.

- Review and make recommendations to the Board on the range of qualifications that should be represented on the Board and eligibility criteria for individual Board membership.

- Make recommendations to the Board with respect to director nominees to stand for election or re-election to the Board at each annual meeting of the Company's stockholders (or, if applicable, at any special meeting of stockholders).

- When informed that the Board is considering adding a member to fill an existing vacancy or newly created position, or any other time the Committee determines that the Board should consider adding a member, conduct a search to identify a person or persons to be added to the Board and make recommendations to the Board based upon the results of such search.

- Identify, screen and make recommendations to the Board with respect to director nominees for appointment as members to the Board and the Board's respective committees.

- Consult from time to time with the Chairman of the Board to obtain his or her views regarding whether new members should be added to the Board and whether current members should be nominated for re-election or replaced.

- Recommend to the Board the appointment of each of the Company's executive officers.

- Develop, together with the Chairman of the Board and members of senior management, and recommend to the Board succession plans for the Company's Chief Executive Officer and other senior executive officers.

- Review stockholder proposals and make recommendations to the Board concerning any such proposals.

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; review those guidelines periodically, monitor compliance therewith and, if appropriate, recommend to the Board changes to the Company's corporate governance policies and procedures.

- Review the Company's environmental, social, governance, and other public policy matters ("Sustainability matters"), and receive updates from the Company's sustainability task force responsible for significant Sustainability matters.

- Review the Company's Business Ethics and Conduct Policy periodically and, if appropriate, recommend to the Board amendments thereto, and consider and grant, if appropriate in its sole discretion, any requests for waivers from the Business Ethics and Conduct Policy. The

Company must make disclosure of such waivers as required by the rules of the NYSE and SEC.

- Monitor compliance with the Company's Business Ethics and Conduct Policy, and take appropriate action, including granting waivers thereunder, where executive officers or directors of the Company are found to be in violation thereof.

- Oversee the evaluation of the Board and management.

- Make regular reports to the Board.

- Annually review and reassess this charter and, if necessary and appropriate, recommend changes to the Board for approval.

- Form and delegate authority to subcommittees when appropriate.

Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall be conducted in such manner as the Committee deems appropriate.

Delegation of Authority to Subcommittees

The Committee may create subcommittees to perform particular functions, either generally or in specific instances, which subcommittees may be comprised of one or more members of the Committee. Any subcommittee shall report any action taken by the subcommittee to the full Committee at the Committee's next regularly scheduled meeting.

Limitations on Scope

The Committee members shall serve on the Committee subject to the understanding on their part and the part of the Company's management, external auditors and internal auditors that:

- The Committee members are not employees or officers of the Company and are not directly involved in the Company's daily operations and they will not serve as members of the Committee on a full-time basis.

- To the extent permitted by law, the Committee shall be entitled to rely on the information and opinions of the persons and entities noted above in carrying out its responsibilities.

The Committee members, in adopting this charter and in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of the Company's Articles of Amendment and Restatement, as amended ("Charter"), which:

- Together with the Company's Bylaws and the Committee members' Indemnification Agreements with the Company, provide indemnification for their benefit; and

- To the fullest extent provided by law, provide that no director shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director.

Policy and Procedures Regarding Stockholder Recommended Candidates

The Committee shall consider any nominations of director candidates validly made by any stockholder of the Company in accordance with applicable laws, rules and regulations and the provisions of the Company's Charter and Bylaws.

General

This charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of applicable laws, rules, regulations and listing requirements, as well as in the context of the Company's Charter and Bylaws, it is not intended to establish by its own force any legally binding obligations.

Approved by the Compensation, Nominating and Corporate Governance Committee on October 26, 2026

Approved by the Board of Directors on October 27, 2026