

**STARWOOD REAL ESTATE INCOME TRUST, INC.  
COMPENSATION COMMITTEE CHARTER**

**Purpose**

The primary purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Starwood Real Estate Income Trust, Inc. (the "Company") is to oversee the Company's compensation programs. This Compensation Committee Charter (the "Charter") was adopted by the Board on May 7, 2021.

**Members**

The Committee shall be comprised of three or more directors, each of whom shall be an independent director (such term is defined in the Articles of Incorporation of the Company) and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. In addition each Committee member shall also qualify as a "non-employee director," as such term is defined under Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier death, retirement, resignation or removal. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on it, subject to such new member(s) satisfying the independence requirements referred to herein. The Board shall designate a Chairperson of the Committee.

**Meetings**

The Committee shall hold regular meetings as may be necessary (but not less frequently than annually) and such special meetings as may be called by the Chairperson of the Committee.

**Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

1. Establish the Company's general philosophy relating to independent director compensation and oversee the development and implementation of compensation programs.
2. Review from time-to-time when and as it deems appropriate the compensation and benefits for the independent directors and approve or recommend to the Board for its action, any changes in such compensation and benefits.
3. Administer, review and approve, or recommend for approval by the Board, the Company's equity-based plans and oversee the activities of individuals responsible for administering those plans.
4. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Produce and provide to the Board the following reports:
  - a. An annual report of the Committee to be included in the Company's annual proxy statement, if and when required.
  - b. As necessary, a performance evaluation of the Committee under this Charter. In conducting this evaluation, the Committee 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 following year.
  - c. As necessary, a summary of actions taken at each Committee meeting.
  - d. As necessary, a report of any issues that arise with respect to the Committee's responsibilities.
6. Perform any other activities consistent with this Charter, the Company's Articles of Incorporation, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

For the avoidance of doubt, all decisions with respect to the compensation of the Company's executive officers shall be made by its external advisor, with the exception of grants of awards made directly to such executive officers by the Company under the Company's equity-based plans, which awards, if any, shall be approved by the Committee.

The Committee shall have the authority to retain and terminate any counsel, advisor or consultant to assist the Committee in carrying out its responsibilities, provided, however that the authority to approve such counsel's, advisor's or consultant's fees and other retention terms shall be subject to the approval of the Board. If needed, the Committee shall undertake an independence assessment of the counsel, advisor or consultant prior to selecting or receiving advice therefrom.