

**ARMADA HOFFLER PROPERTIES, INC.  
COMPENSATION COMMITTEE CHARTER**

The following shall constitute the Charter (the “Charter”) of the Compensation Committee of the Board of Directors of Armada Hoffler Properties, Inc. (the “Company”).

**I. PURPOSE**

The primary purpose of the Compensation Committee of the Board of Directors of the Company (the “Compensation Committee”) is to assist the Board of Directors of the Company (the “Board”) in discharging its responsibilities relating to compensation of the Company’s directors and executive officers and administration of the Company’s director and executive officer plans, policies and programs, including but not limited to the 2013 Equity Incentive Plan (the “Plan”). The Compensation Committee has overall responsibility for evaluating and recommending changes to the director and executive officer compensation plans, policies and programs of the Company.

**II. ORGANIZATION**

The Compensation Committee shall be appointed, and members thereof may be removed, by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board. The Compensation Committee shall consist of three or more directors, as determined by the Board. The members of the Committee shall satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and it is intended that each member of the Committee satisfy the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Securities Exchange Act”).

In addition, the Board shall affirmatively determine that each member of the Committee meets the independence standards of the New York Stock Exchange (the “NYSE”) as then in effect. In affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship with the Company that is material to that director’s ability to be independent from management in connection with the duties of a member of the Compensation Committee, including, but not limited to:

- the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and
- whether such director is affiliated with the Company, any subsidiary of the Company or any affiliate of any subsidiary of the Company.

The members of the Compensation Committee shall be appointed by the Board annually on the recommendation of the Nominating and Corporate Governance Committee and may be removed only by the majority of independent directors of the full Board. The members of the Compensation Committee shall serve until their successors are duly elected and qualified. The Board shall designate the Committee Chairman. The Compensation Committee may form and delegate authority to subcommittees comprised of one or more members of the Compensation

Committee. The Compensation Committee may also delegate authority to the Compensation Committee Chairman when it deems appropriate, subject to the terms hereof.

The duties and responsibilities of Compensation Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

### **III. MEETINGS**

The Compensation Committee shall meet at least twice a year and as often as may be deemed necessary or appropriate in its judgment. A quorum at any Compensation Committee meeting shall be at least a majority of the members. All determinations of the Compensation Committee shall be made by a majority of its members present at a meeting duly called and held, except as provided herein. Any decision or determination of the Compensation Committee reduced to writing and signed by all members of the Compensation Committee shall be fully effective as if it had been made at a meeting duly called and held. The Compensation Committee may request that any director, officer or other employee of the Company, or the Company's outside counsel, or any other person meet with any members of, or consultants to, the Compensation Committee. Minutes for all meetings of the Compensation Committee shall be prepared to document the Compensation Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Compensation Committee members to ensure an accurate final record, approved at a subsequent meeting of the Compensation Committee and distributed periodically to the full Board.

### **IV. RESPONSIBILITIES**

#### **Chief Executive Officer Evaluation and Compensation**

The Compensation Committee shall annually review, approve and report to the Board the corporate goals and objectives relevant to the compensation for the Chief Executive Officer ("CEO"). The Compensation Committee shall evaluate at least once a year the CEO's performance in light of these established goals and objectives. The Compensation Committee shall, independently as a committee or together with the other independent directors (as directed by the Board), annually review, determine and approve the compensation of the CEO based on the evaluation of his or her performance on pre-established goals and objectives, including, but not limited to, salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity based compensation; severance arrangements; and change-in-control benefits. The CEO shall not be present during the Compensation Committee's deliberations on the compensation of the CEO.

#### **Compensation of Other Executive Officers**

The Compensation Committee shall annually review and, if appropriate, approve (or make recommendations to the Board regarding approval of) the compensation structure for the Company's executive officers other than the CEO, including specific approval of salary, bonus, incentive and equity compensation for executive officers.

## **Compensation Plans**

The Compensation Committee shall make recommendations to the Board regarding the adoption of new employee incentive compensation plans and equity based plans and administer the Company's existing incentive compensation plans and the Plan.

## **Director Compensation**

The Compensation Committee shall periodically evaluate and make recommendations to the Board with respect to appropriate forms and amounts of compensation for non-employee directors of the Company.

## **Annual Evaluation of Risks of Compensation Policies and Practices**

At least annually, the Compensation Committee shall review the Company's compensation policies and practices with respect to the Company's employees, including non-executive officers, to determine whether they encourage excessive risk-taking, review and discuss the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate risk.

## **Reports to Board**

The Compensation Committee shall report periodically to the Board regarding Compensation Committee matters and/or the meetings of the Compensation Committee with such recommendations to the Board as the Compensation Committee deems appropriate.

## **Periodic Review of this Charter**

The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

## **Committee Performance Evaluation**

The Compensation Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Compensation Committee shall report to the full Board on the results of its assessment each year and shall make appropriate recommendations to further enhance the Compensation Committee's performance.

## **Report on Executive Compensation and other Regulatory Compliance Matters**

To the extent required under the Securities Exchange Act, as amended, and the rules thereunder, the Compensation Committee is also responsible for (i) reviewing and discussing with the Company's management the Compensation Discussion and Analysis (the "CD&A") to be included in the Company's proxy statement for the annual meeting of stockholders and recommending to the Board whether the CD&A should be included in such proxy statement and (ii) providing the Compensation Committee Report that complies with the federal securities laws and regulations for inclusion in the Company's proxy statement for the annual meeting of stockholders.

## Consultants and Advisors

The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel, accounting or other advisor. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant, counsel, accountant or other adviser so retained by the Compensation Committee. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to such consultant, counsel, accountant or other adviser retained by the Compensation Committee. The Compensation Committee may select such consultant, counsel, accountant or other adviser to the Compensation Committee only after taking into consideration all factors relevant to that entity's or person's independence from management, including the following:

- the provisions of other services to the Company by the entity or person that employs such consultant, counsel, accountant or other adviser;
- the amount of fees received from the Company by the entity or person that employs such consultant, counsel, accountant or other adviser, as a percentage of the total revenue of the entity or person that employs such consultant, counsel, accountant or other adviser;
- the policies and procedures of the entity or person that employs such consultant, counsel, accountant or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of such consultant, counsel, accountant or other adviser with a member of the Compensation Committee;
- any stock of the Company owned by such consultant, counsel, accountant or other adviser; and
- any business or personal relationship of such consultant, counsel, accountant or other adviser or the entity or person employing the consultant, counsel, accountant or adviser with an executive officer of the Company.

The Compensation Committee is required to conduct the above independence assessment with respect to any compensation consultant, legal counsel, accounting or other advisor that provides advice to the Compensation Committee, other than (i) in-house legal counsel and (ii) any compensation consultant, legal counsel, accounting or other advisor whose role is limited to the following activities:

- 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; or
- providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the

compensation consultant and about which the compensation consultant does not provide.

### **Other Responsibilities**

The Compensation Committee shall take such other action with respect to compensation matters as may be delegated from time to time by the Board. The Compensation Committee shall discharge its responsibilities, and shall assess the information provided to the Compensation Committee, in accordance with its business judgment. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

### **V. CONSISTENCY WITH COMPANY'S CHARTER**

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Charter of the Company or the Bylaws of the Company, the Charter of the Company or the Bylaws of the Company, as appropriate, shall fully control.

### **VI. RESOURCES**

The Compensation Committee shall have full access to any relevant records of the Company and shall have the sole authority to retain consultants to advise the Compensation Committee and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have the authority to retain and terminate such other outside consultants (including independent legal counsel) as deemed appropriate by the Compensation Committee, including the authority to determine such other consultants' and/or counsel's fees and other retention terms. The Company shall provide such funding as is determined by the Compensation Committee to be necessary for payment of compensation to any consultant or counsel retained to advise the Compensation Committee. The members of the Compensation Committee shall be reimbursed for ordinary administrative expenses necessary or appropriate in carrying out their duties.