

ARMADA HOFFLER PROPERTIES, INC.

SUSTAINABILITY COMMITTEE CHARTER

The following shall constitute the Charter (the “**Charter**”) of the Sustainability Steering Committee of (the “**Sustainability Committee**”) of Armada Hoffler Properties, Inc. (the “**Company**”):

I. PURPOSE

The purpose of the Sustainability Committee is to support the Company’s ongoing commitment to environmental, workplace health and safety, corporate social responsibility, corporate governance and sustainability matters relevant to the Company (“**Sustainability Matters**”). The Sustainability Committee will assist senior management of the Company in (i) developing, implementing and monitoring initiatives and policies relating to Sustainability Matters, (ii) overseeing communications with employees, investors and other stakeholders with respect to Sustainability Matters, (iii) monitoring and assessing developments relating to, and improving the Company’s understanding of, Sustainability Matters, and (iv) overseeing the efficient and timely disclosure of Sustainability Matters to internal and external stakeholders of the Company.

II. ORGANIZATION

The Sustainability Committee is a cross-functional management committee of the Company whose members shall be appointed by the Company’s Chief Executive Officer. In appointing members of the Sustainability Committee, the Company’s Chief Executive Officer shall take into account an employee’s functional responsibility within the Company and expertise in disciplines relevant to Sustainability Matters. The Company’s Chief Executive Officer shall appoint one member of the Sustainability Committee as chairperson to oversee the activities of the Sustainability Committee. At a minimum, the Sustainability Committee shall be comprised of individuals in leadership roles in the following functional and operational teams within the Company:

- Finance and Accounting
- IT
- Human Resources
- Construction
- Development
- Asset Management
- Business Development
- Marketing

III. MEETINGS

The Sustainability Committee shall meet at least quarterly and as often as deemed necessary or appropriate in the judgment of the chairperson of the Sustainability Committee. All determinations of the Sustainability Committee shall be made by the chairperson of the Sustainability Committee following input from the other members of the Sustainability Committee. The chairperson of the Sustainability Committee may invite non-committee members to participate at meetings of the Sustainability Committee as he or she deems necessary or appropriate in his or her discretion. Members of the Sustainability Committee may participate in meetings through telephone conference or similar equipment by means of which all persons participating can hear each other. The chairperson of the Sustainability Committee, or his or her designee, is responsible for scheduling and setting the agenda for meetings after consultation with the Company's Chief Executive Officer.

IV. RESPONSIBILITIES

The Sustainability Committee shall have the following responsibilities together with any other responsibilities delegated to the Sustainability Committee from time to time by the Company's Chief Executive Officer:

1. Assist senior management of the Company in setting the Company's strategy with respect to Sustainability Matters;
2. Assist senior management of the Company in developing policies and practices relating to Sustainability Matters to be integrated into the Company's broader business policies and practices;
3. Consider current or developing Sustainability Matters that may affect the business, operations, performance, risk profile or reputation of the Company or that are otherwise relevant to the Company and its stakeholders;
4. Make recommendations to the Company's Chief Executive Officer and, upon request, the Nominating and Corporate Governance Committee of the Board (the "**Governance Committee**"), with respect to enhancements or modifications to the Company's policies, practices and disclosures relating to Sustainability Matters;
5. Assist senior management with the Company's reporting and public disclosure with respect to Sustainability Matters;
6. Assist senior management in overseeing communications to internal and external stakeholders of the Company regarding the Company's policies and practices with respect to Sustainability Matters;

7. Monitor the Company's achievement of its policies and practices relating to Sustainability Matters and establish metrics to assess the Company's progress toward implementing such policies and practices;
8. Report at least quarterly to the Company's Chief Executive Officer and at least annually to the Governance Committee with respect to the performance of the Company's policies and practices relating to Sustainability Matters;
9. Advise the Chief Executive Officer and the Governance Committee with respect to stockholder proposals and other significant concerns relating to Sustainability Matters; and
10. Review and reassess the adequacy of this Charter annually and recommend to the Chief Executive Officer any changes deemed appropriate by the chairperson of the Sustainability Committee.

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