

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**ARMADA HOFFLER PROPERTIES, INC.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

# Your **Vote** Counts!

**ARMADA HOFFLER PROPERTIES, INC.**

2023 Annual Meeting

Vote by June 13, 2023

11:59 PM ET



ARMADA HOFFLER PROPERTIES, INC.  
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS  
P.O. BOX 1342  
BRENTWOOD, NY 11717



V18113-P92610

## You invested in ARMADA HOFFLER PROPERTIES, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 14, 2023.**

### Get informed before you vote

View the Amended Notice of Annual Meeting of Stockholders, Proxy Statement, Supplement No. 1 to the Proxy Statement and Annual Report to Stockholders/Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 31, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

June 14, 2023  
10:00 AM EDT

Virtually at:

[www.virtualshareholdermeeting.com/AHH2023](http://www.virtualshareholdermeeting.com/AHH2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. George F. Allen	✔ For
1b. James A. Carroll	✔ For
1c. James C. Cherry	✔ For
1d. Dennis H. Gartman	✔ For
1e. Louis S. Haddad	✔ For
1f. Eva S. Hardy	✔ For
1g. Daniel A. Hoffler	✔ For
1h. A. Russell Kirk	✔ For
1i. John W. Snow	✔ For
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2023.	✔ For
3. Advisory (non-binding) vote to approve the compensation of our named executive officers.	✔ For
4. Approval of Amendment No. 1 to the Armada Hoffler Properties, Inc. Amended and Restated 2013 Equity Incentive Plan (the "Plan") to (i) increase the number of shares reserved for issuance thereunder by 1,700,000 shares, (ii) adopt a new ten-year term for the Plan and (iii) amend Section 5.04 (Reallocation of Shares) of the Plan.	✔ For

**NOTE:** We may conduct such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".