

Sun Communities, Inc
Nominating and Corporate Governance Committee Charter
Third Amended and Restated

I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the "Governance Committee") of Sun Communities, Inc. (the "Company"), on behalf of the Board of Directors (the "Board"), is responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the Governance Committee-recommended nominees for election at each annual meeting of stockholders. The Governance Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes, and overseeing the evaluation of the Board.

II. Composition

The number of individuals serving on the Governance Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established by the New York Stock Exchange Listed Company Manual for listing on the exchange.

The members of the Governance Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a member of the Governance Committee from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Governance Committee. Vacancies occurring on the Governance Committee, for whatever reason, may be filled by the Board. The Board shall designate one member of the Governance Committee to serve as Chairman of the Governance Committee.

III. Meetings

The Governance Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. Such meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Governance Committee shall constitute a quorum for purposes of holding a meeting and the Governance Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Governance Committee may act by unanimous written consent. The Chairman of the Governance Committee, in consultation with the other committee members and management, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.

IV. Responsibilities and Authority

The Governance Committee's responsibilities shall be to:

a. Review of Charter

- i. Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications that the Governance Committee deems appropriate.

b. Selection of New Directors

- i. Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Governance Committee believes must be met by a Governance Committee-recommended nominee for a position on the Board and other appropriate skills or characteristics that the Governance Committee believes are necessary for one or more of the Company's directors to possess. The criteria for Board membership shall be set forth in the proxy statement relating to the Company's annual meeting of stockholders or otherwise publicly disclosed by the Company.
- ii. Review and reassess annually the adequacy of such criteria and recommend to the Board any amendments or modifications that the Governance Committee deems appropriate.
- iii. Establish a policy with regard to the consideration by the Governance Committee of director candidates recommended by stockholders. The current policy is that the Governance Committee will review and consider any director candidates who have been recommended by stockholders in compliance with the procedures established from time to time by the Governance Committee.
- iv. Establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Governance Committee.
- v. Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders.
- vi. Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, recommend that the Board select the director nominees for election at each annual meeting of stockholders. In circumstances that it deems appropriate, the Governance Committee may also request that the full Board consider for nomination additional director candidates that may or may not meet the minimum qualifications for a candidate to be recommended by the Governance Committee.
- vii. Recommend to the Board the directors for appointment to committees of the Board.

c. Corporate Governance Guidelines

- i. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established pursuant to Subsection 9 of Section 303A of the New York Stock Exchange Listed Company Manual.
- ii. Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend to the Board any amendments or modifications that the Governance Committee deems appropriate.

d. Matters Relating to Search Firms

- i. Exercise sole authority to retain and terminate any search firm that is to be used to assist in identifying director candidates, including sole authority to approve any such search firm's fees and other retention terms.

e. Annual Performance Evaluations

- i. Establish the evaluation criteria and process for the annual evaluation of the Board. Oversee the annual evaluation of the Board. The results of the evaluation shall be reported to the entire Board.
- ii. Perform an annual performance evaluation of the Governance Committee and report the results of such evaluation to the Board of Directors.

f. ESG Matters

- i. Review the Company's ESG strategy, initiatives and policies developed by management, and receive updates from the Company regarding significant ESG activities.

g. Code of Business Conduct and Ethics

- i. Administer the Company's Code of Business Conduct and Ethics.

h. Related Party Transactions Policy

- i. Administer the Company's Related Party Transactions Policy, and prohibit any improper related party transaction.

V. General

- a. The Governance Committee may establish and delegate authority to subcommittees consisting of one or more of its members when the Governance Committee deems it appropriate to do so in order to carry out its responsibilities.
- b. The Governance Committee shall make regular reports to the Board concerning areas of the Governance Committee's responsibilities hereunder.
- c. The Governance Committee values and welcomes the views of all interested stakeholders, including shareholders, employees and management, in all areas of the Governance Committee's responsibility. The Governance Committee will meet and consult with the Chairman of the Board, the Chief Executive Officer and other

members of management as it deems appropriate in the exercise of its authority. The Governance Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Governance Committee or meet with any members of or advisors to the Governance Committee. The Governance Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

- d. The Governance Committee may perform such other functions as may be requested by the Board from time to time.

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