

# **Sun Communities, Inc.**

## **First Amended and Restated Compensation Committee Charter**

### **I. General Statement of Purpose**

The purposes of the Compensation Committee of the Board of Directors (the "Compensation Committee") of Sun Communities, Inc. (the "Company") are to: (1) review and approve all aspects of the compensation (including base pay and cash and equity-based incentive compensation) arrangements between the Company and the Company's Chairman of the Board (if he or she is an employee), the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer and all other executive officers of the Company as designated by the Board of Directors of the Company (collectively, the "Designated Officers"), (2) recommend to the Board of Directors of the Company (the "Board") for approval the compensation of the Company's non-employee directors, (3) oversee the Company's equity-based plans, and (4) produce the annual "compensation committee report" as required by the Securities and Exchange Commission (the "SEC"), all as described in Sections IV and V below.

### **II. Composition**

The number of individuals serving on the Compensation 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 Compensation 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 Compensation Committee from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring on the Compensation Committee, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chairman of the Compensation Committee.

### **III. Meetings**

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. Such meetings shall 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 Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent. The Chairman of the Compensation 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. Responsibility and Authority**

The Compensation Committee's responsibilities and authorities shall be to:

1. Review and approve all compensation plans applicable to any Designated Officer.
2. Review and approve all employment agreements or other compensation arrangements between the Company and any Designated Officer.
3. Review and approve the corporate goals and objectives relevant to the compensation of the Designated Officers.
4. Evaluate the Designated Officers' performance in light of the goals and objectives that are approved for the Designated Officers and determine and approve the Designated Officers' compensation based on such evaluation. In determining the long-term incentive component of the Designated Officers' compensation, the Compensation Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to comparable officers at comparable companies and the awards given to the Company's Designated Officers in past years.
5. Review and recommend to the Board all compensation for non-employee directors for their service to the Company on the Board, committees of the Board or any other capacity.
6. Review and approve grants and awards under all equity-based plans.
7. Produce the annual "compensation committee report" as required by the SEC to be included in the Company's proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K filed with the SEC.
8. Conduct an annual performance evaluation of the Compensation Committee and report the results of such evaluation to the Board.
9. Review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications that the Compensation Committee deems appropriate.

## **V. Other Provisions**

1. The Compensation Committee is authorized to exercise any of the powers of the Board not specifically delegated hereunder with respect to the compensation of non-officer employees.
2. The Compensation Committee is authorized to exercise sole authority to retain and terminate any consulting firm or other outside advisor that is to be used by the Company or the Compensation Committee to assist in the evaluation of director or Designated Officer compensation. The Compensation Committee shall also have sole authority to approve such advisor's fees and other retention terms.
3. The Compensation Committee may establish and delegate authority to one or more subcommittees, composed entirely of independent directors, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities hereunder.
4. In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation 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 Compensation Committee or meet with any members of or advisors to the Compensation Committee. The Compensation 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 hereunder.
5. The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: March 18, 2016