

**REGENCY CENTERS CORPORATION**  
**COMPENSATION COMMITTEE CHARTER**

**Purpose**

The purpose of the Compensation Committee (the “Committee”) is:

1. to review and approve the Company’s compensation philosophy;
2. to assure that executives, officers and key management personnel of the company and its subsidiaries are effectively compensated in terms that are motivating, internally equitable and externally competitive;
3. to review and approve all compensation of named executive officers;
4. to review and approve corporate goals and objectives relevant for executive compensation;
5. to set the criteria for awards under incentive compensation plans and determine whether such criteria have been met; and
6. to oversee matters relating to the Company’s long-term incentive plans.

**Committee Membership**

- The Committee will have a minimum of three directors.
- All Committee members shall be “independent,” as defined by the applicable exchange’s listing standards and shall also meet the definitions of (i) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) an “outsider director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- The Board will appoint the Committee members and a Committee Chair.
- The Board may fill vacancies on the Committee.
- The Board may remove Committee members from the membership of the Committee at any time with or without cause.

**Meetings**

1. The Committee will meet at the call of its Chair, the Chairman of the Board or the Lead Director.
2. A majority of the Committee members will be quorum for the transaction of business.

3. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
4. Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee without a meeting if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
5. During voting or deliberations on the compensation for the Executive Chairman of the Board (“EC”) and Chief Executive Officer (“CEO”), the EC and CEO will not be present.
6. The Committee may appoint and delegate authority to subcommittees when appropriate, subject to applicable requirements under applicable law.
7. The Chair will report from time to time to the Board on Committee actions and on the fulfillment of the Committee’s duties under its charter.
8. Minutes shall be taken at each meeting of the Committee and maintained.

### **Committee Authority and Responsibilities**

The Committee will:

1. Annually evaluate the performance of the EC and CEO in light of the goals, objectives and criteria established by the Committee, determine and approve the EC’s and CEO’s suggested compensation based on this evaluation, and report its performance evaluation and recommend the compensation for both positions to the Board for its approval.
2. Evaluate recommendations from the CEO with respect to compensation for named executive officers other than the EC and CEO and establish and approve the compensation of those executive officers.
3. Periodically review and recommend to the Board for its approval the compensation of the Non-Employee Directors.
4. Periodically review the company’s philosophy regarding executive compensation and advise the EC and CEO relative to different compensation approaches.
5. Periodically review severance arrangements for the EC, CEO and other executive officers, including change-in-control provisions, plans or agreements and, to the extent that any such agreements are entered into, employment agreements for the EC, CEO and other executive officers.
6. Recommend to the Board, with respect to non-EC and non-CEO compensation, incentive compensation plans and equity-based plans.

7. From time to time, receive data to assess the company's competitive position for the components of executive compensation, including benchmarking of other companies, as the Committee deems appropriate.
8. Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the Securities and Exchange Commission ("SEC").
9. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
10. Recommend to the Board for its approval the frequency with which the Company will call for a Say on Pay vote in its annual proxy statement.
11. Review the Company's compensation policies and practices and evaluate whether such policies and practices encourage excessive or unnecessary risk-taking.
12. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including results of advisory votes on the Company's executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.
13. Review the company's employee retirement plan and profit sharing plans.
14. Annually review and reassess the adequacy of the Company's *Restatement Clawback Policy*, *Misconduct Clawback Policy* and *Stock Ownership Policy* and recommend any proposed changes to the Board for approval.
15. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
16. Assess its own performance annually.
17. Consider annually the risks posed by the company's compensation program and determine whether the Company's compensation policies and practices are reasonable and align employees' interests with those of the shareholders.

## **Consultants**

The Committee shall have sole authority to retain and terminate consultants of its selection to advise it with respect to the Committee's responsibilities, including evaluation of the Company's salary and incentive compensation plans, including sole authority to approve the compensation of the consultants and other terms of their engagement. The Committee shall have the sole authority to obtain advice and assistance from internal or external compensation consultants, legal counsel, or other advisors, including the Company's external advisors. Whether the Committee receives advice

from an adviser to the Company or an adviser separately selected and appointed by the Committee, prior to engaging such adviser, the Committee will consider the adviser independence factors under the applicable stock exchange rules and any other factors deemed relevant by the Committee or required by the applicable stock exchange rules. The Committee shall be directly responsible for the oversight of the work of any consultant or other adviser retained by the Committee.