

UDR, INC.
CHARTER OF THE NOMINATING COMMITTEE

Adopted November 10, 2017

PURPOSE AND AUTHORITY

The Nominating Committee's ("Committee") purposes shall be to identify, evaluate and recommend to the Board individuals qualified to serve as directors of the Company.

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify director candidates and (ii) to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company will provide appropriate funding, as determined by the Committee, for payment of fees and expenses incurred by the Committee, including the fees and expenses of any search firm or other advisor. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. In addition, in discharging its duties and responsibilities the Committee shall have full access to any applicable records of the Company.

The Committee shall also undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

COMPOSITION OF COMMITTEE

The Committee shall consist of three or more members, each of whom is determined by the Board to be "independent" in accordance with the rules of the New York Stock Exchange ("NYSE"). Initially, the members of the Committee shall consist of the Chairman of the Board (or if the offices of Chairman of the Board and Chief Executive Officer are combined, or if the Chairman of the Board does not qualify as an independent director, then the Lead Independent Director), the Chairman of the Compensation and Management Development Committee, the Chairman of the Audit and Risk Management Committee and the Chairman of the Governance Committee.

The members of the Committee and its Chairperson shall be appointed annually by the Board, on the recommendation of the Governance Committee, and will serve at the Board's discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board. If the Board does not designate a Chairperson of the Committee, the members of the Committee, by a majority vote, may designate a Chairperson.

In the event that the Chairman of the Board is "independent" in accordance with the rules of the NYSE, the Chairman of the Board will be will be an ex-officio member of the Committee, will be entitled to attend all meetings of the Committee, and shall have voting rights in case of a tie vote. In the event that the Chairman of the Board is not "independent" and the Lead Independent Director

is not a member of the Committee, then the Lead Independent Director will be an ex-officio member of the Committee, will be entitled to attend all meetings of the Committee, and shall have voting rights in case of a tie vote.

If the Chairperson is not present, the members may designate an acting Chairperson by majority vote of the membership present.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

1. Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board (a) reflects the appropriate balance of knowledge, experience, skills and expertise required for the Board as a whole and (b) contains at least the minimum number of independent directors required by the NYSE.
2. Establish criteria for the selection of new directors to serve on the Board.
3. Identify and evaluate candidates for nomination to the Board, including those recommended by stockholders. In that connection, the Committee shall adopt procedures for the submission of recommendations by stockholders consistent with the Bylaws, as it deems appropriate.
4. To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall consider the following attributes and criteria of candidates: experience, skills, expertise, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the Board's needs.
5. To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.
6. To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.
7. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. To review its own performance at least annually.

MEETINGS

The Committee will meet as often as necessary to carry out its duties. The Chairman of the Board, or if the Chairman of the Board is not “independent,” then the Lead Independent Director, or any Committee member may call meetings of the Committee. All meetings may be held telephonically. The Committee may establish its own schedule and notify the Board.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.