

MID-AMERICA APARTMENT COMMUNITIES, INC. COMPENSATION COMMITTEE CHARTER

Purposes

The purposes of the Compensation Committee (the "Committee") of the Board of Directors of Mid-America Apartment Communities, Inc. (the "Company") are: (i) to discharge the responsibilities of the Board of Directors relating to compensation of the Company's chief executive officer and other executive officers; (ii) to establish compensation policies and incentive and equity-based plans and awards that will enable the Company to attract, motivate and retain high quality leadership and compensate them in a manner that is not only competitive with other companies in the same industry but also consistent with the interests of the Company's shareholders; (iii) oversee the Company's risk assessment and risk management relative to the Company's compensation structure; (iv) to review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual proxy statement and determine whether to recommend to the Board of Directors that the CD&A be included in the proxy statement; and (v) to provide the Compensation Committee Report for inclusion in the Company's proxy statement that complies with the rules and regulations of the Securities and Exchange Commission (the "SEC").

Organization

Charter - At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval. This charter and all amendments hereto shall be publicly disclosed as required by law or the listing standards of the New York Stock Exchange ("NYSE").

Membership on Committee - The Committee shall be comprised of at least three members. Each member of the Committee and a Committee Chairperson shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee and shall be independent in accordance with the provisions of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the NYSE listing standards, be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and be a "non-employee director" for purposes of Section 16 of the Exchange Act. Committee members may be removed, with or without cause, by the Board of Directors. The Board of Directors shall annually appoint a Chairperson for the Committee.

Meetings - The Committee shall establish a schedule of meetings, which shall include at least two meetings each year; additional meetings may be scheduled with notice as required. The Committee may invite members of management or any director to attend its meetings. The Committee may hold executive sessions without management present. Meetings may be held in person, telephonically, via video conferencing, or any combination of the foregoing. Attendance at a meeting by any one of those media shall be effective.

Quorum; Action by Committee; Written Consent - A quorum at any Committee meeting shall be at least a majority of the members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held.

Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee consenting to such action without a meeting shall be effective as if it had been made at a meeting duly called and held.

Agenda, Minutes and Reports - The Chairperson of the Committee shall be responsible for establishing the agenda for the meetings of the Committee. Any member of the Committee may suggest agenda items to the Chairperson. An agenda, together with materials relating to the subject matter of each meeting, will be sent to members of the Committee prior to each meeting.

Minutes for all meetings of the Committee shall be prepared to document the Committee's deliberation and actions. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, and should be submitted for approval at a subsequent meeting of the Committee. The approved minutes shall be maintained by the Secretary of the Company. The Committee shall make regular reports to the Board of Directors, and any action taken by the Committee may be ratified by the Board of Directors; provided, however, that the salary of and any incentive award to the chief executive officer of the Company shall be approved solely by a majority of the members of the Board of Directors of the Company who meet the independence requirements of applicable law and the NYSE listing standards.

Committee Performance Evaluation - The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.

Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

Chief Executive Officer Compensation

- The Committee shall review and approve annually the corporate goals and objectives relevant to the compensation of the chief executive officer of the Company and evaluate at least annually the chief executive officer's performance in light of these goals and objectives.
- The Committee shall recommend to the independent members of the full Board of Directors for approval the chief executive officer's compensation (including salary and awards of short-term and long-term incentive compensation, pursuant to both cash incentive plans and stock-based plans) based on this evaluation. In determining long-term incentive compensation for the chief executive officer, the Committee should consider, among other factors, (i) the Company's performance and relative shareholder return (or other criteria) during such periods as the Committee may deem appropriate; and (ii) the value of similar incentive awards to chief executive officers at comparable companies.

Compensation of Other Executive Officers

- The Committee shall approve the compensation (including salary and awards of short-term and long-term incentive compensation, pursuant to both cash incentive plans and stock-based plans) for all other officers (as that term is defined in Section 16 of the Exchange Act

and Rule 16a-1 thereunder) (referred to collectively herein as “executive officers”) of the Company other than the chief executive officer.

Shareholder Advisory Votes on Executive Compensation

- In establishing the compensation for the Company’s executive officers, the Committee shall take into consideration, among other things, the results of any advisory shareholder votes that have taken place with respect to executive compensation (“Say on Pay”) pursuant to the rules of the SEC.
- The Committee shall consider and recommend for approval by the Company’s Board of Directors how often the Company should submit to shareholders the advisory Say on Pay vote as required by the SEC’s rules, taking into account the results of any advisory shareholder votes on how often such Say on Pay votes should occur.

Risk Assessment and Risk Management

- The Committee will oversee the Company’s risk assessment and risk management relative to the Company’s compensation structure.

Recommendation of Compensation Policies

- The Committee shall review from time to time and approve compensation policies to ensure that the Company’s management is rewarded appropriately for its contributions to the Company and that the Company’s executive compensation strategy supports organizational objectives and shareholder interests.
- The Committee shall review and approve or recommend to the Company’s shareholders, where required by law or the NYSE listing standards, or to the full Board of Directors, when in relation to the chief executive officer, the Company’s incentive compensation and equity plans, and actual awards or payments made to executive officers.

Administration of Company Plans

- The Committee shall adopt, amend, terminate or replace the Company’s incentive compensation plans, equity based plans and retirement plans established or maintained by the Company from time to time. The Committee shall also administer such plans, other than retirement plans or plans subject to ERISA, for which the administration has been delegated to the Committee.

Employment and Severance Arrangements

- The Committee shall review and approve any employment and severance arrangements and benefits of the chief executive officer and executive officers in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.

SEC Disclosure

- The Committee shall: (i) review and discuss with management the Company's CD&A for the annual proxy statement; (ii) based on the review and discussion, recommend to the Board of Directors that the CD&A be included in the Company's annual proxy statement; and (iii) produce an annual report of the Compensation Committee on executive compensation for the Company's annual proxy statement in compliance with and to the extent required by applicable SEC rules and regulations and relevant listing authority.

Compensation of Directors

- The Committee shall review and make a recommendation to the Board of Directors with respect to the compensation of Directors.

Consultants and Others, Access to Records

- If the Committee deems it necessary or appropriate, the Committee shall have the authority to hire and oversee outside advisors, independent legal counsel or consultants to assist the Committee with the performance of its duties and responsibilities as set forth in this Charter, at the Company's expense and upon terms established by the Committee. The Committee shall be directly responsible for the compensation and oversight of the work of such advisors, counsel or consultants for the purposes of assisting the Committee with its duties and responsibilities. Such advisors, counsel or consultants shall report directly to the Committee.
- The Committee shall evaluate whether any advisor or consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any employee or any other person, meet with any members of, or consultants and advisors to, the Committee.
- In retaining compensation consultants, outside counsel and other advisors, the Committee must take into consideration the factors listed in Rule 10C-1(b)(4) under the Exchange Act.

Delegation

- The Committee may delegate any of its responsibilities to a subcommittee comprised of two or more members of the Committee, and may delegate authority to make grants and awards under any equity-based plan to the chief executive officer with such limitations as determined by the Committee and as may be required by law or the listing standards of NYSE.

Other Duties and Responsibilities

- The Committee shall also carry out such other duties and responsibilities that may be delegated to it by the Board from time to time.

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