

# EQUITY ONE, INC.

## COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

### CHARTER

(Amended and Restated as of February 22, 2011)

#### I. PURPOSE

The purpose of the Compensation Committee (the “**Compensation Committee**”) shall be as follows:

1. To discharge the responsibilities of the Board of Directors relating to the Company’s compensation programs, benefit plans and compensation of the Company’s executives;
2. To oversee management continuity planning processes; and
3. To review the Compensation Discussion and Analysis (the “**CD&A**”) to be included, and produce an annual report with respect thereto for inclusion, in the Company’s annual proxy statement in accordance with applicable rules and regulations of the New York Stock Exchange (the “**NYSE**”), Securities and Exchange Commission (the “**SEC**”) and other regulatory bodies.

#### II. STRUCTURE

##### Composition and Qualification

The Compensation Committee shall consist of three or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” under the rules of the NYSE, the Sarbanes-Oxley Act of 2002 and the requirements of Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “**Dodd-Frank Act**”). Additionally, no director may serve unless that director (1) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

##### Appointment and Removal

The members of the Compensation Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee, and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

## **Chairman**

Unless a Chairman is elected by the full Board of Directors, the members of the Compensation Committee shall designate a Chairman by majority vote of the full Compensation Committee membership. The Chairman will chair all regular sessions of the Compensation Committee and set the agendas for committee meetings.

## **Delegation to Subcommittees**

In fulfilling its responsibilities, the Compensation Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Compensation Committee.

## **III. MEETINGS**

The Compensation Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Compensation Committee may call meetings of the Compensation Committee.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Compensation Committee should meet separately at least on an annual basis with the CEO and any other corporate officers as it deems appropriate. However, the Compensation Committee should also meet from time to time without such officers present, and in all cases, such officers shall not be present at meetings at which their performance and compensation are being discussed and determined. All meetings of the Compensation Committee may be held telephonically.

All non-management directors who are not members of the committee may attend meetings of the Compensation Committee, but may not vote. In addition, the Compensation Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

## **IV. AUTHORITY, DUTIES AND RESPONSIBILITIES**

The Compensation Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Compensation Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Compensation Committee outlined in this Charter.

In discharging its oversight role, the Compensation Committee is empowered to study or investigate any matter of interest or concern that the Compensation Committee deems appropriate.

## **Setting Compensation for Executive Officers and Directors**

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve the Company's corporate goals and objectives relevant to the CEO's and other executive officers' compensation, including annual performance objectives.
3. Evaluate, at least annually, the performance of the CEO and other executive officers in light of those goals and objectives and, based on such evaluation, review and approve the annual salary, bonus, stock options and other benefits, direct and indirect, of the CEO and other executive officers.
4. In determining the long-term incentive component of compensation for the CEO and other executive officers, the Compensation Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs and other executive officers at comparable companies, and the awards given to the Company's CEO and other executive officers in past years. The Compensation Committee is not precluded from approving awards (with the ratification of the Board of Directors) as may be required to comply with applicable tax laws, such as Rule 162(m).
5. In connection with executive compensation programs:
  - (a) Review and recommend to the full Board of Directors, or approve, new executive compensation programs;
  - (b) Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purposes;
  - (c) Establish and periodically review policies for the administration of executive compensation programs; and
  - (d) Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
6. Establish and periodically review policies in the area of senior management perquisites.
7. Consider policies and procedures pertaining to expense accounts of senior executives.
8. Review annually, and recommend to the full Board of Directors, compensation of directors as well as director's and officer's indemnification and insurance matters.

9. Review, approve and authorize the Company to enter into, (a) any contracts or other transactions with (i) current or former executive officers of the Company, or (ii) the Chairman of the Board of Directors of the Company, including consulting arrangements, employment agreements, change-in-control agreements or provisions, severance, or termination arrangements, or other compensation-related agreements, and (b) loans to employees made or guaranteed by the Company, in each case as, when and if appropriate.

### **Continuity / Succession Planning Process**

10. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the CEO and other executive officer positions and make an annual report to the Board of Directors with respect to the selection of individuals to occupy these positions.

### **Monitoring Incentive and Equity-Based Compensation Plans**

11. Review and make recommendations to the Board of Directors with respect to the Company's incentive-compensation plans and equity-based plans, and review the activities of the individuals responsible for administering those plans.
12. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders.
13. Review and make recommendations to the full Board of Directors, or approve, all awards of shares or options pursuant to the Company's equity-based plans.
14. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
15. Review and monitor employee pension, profit sharing, and benefit plans.
16. Oversee the review of the Company's incentive compensation arrangements to determine whether, among other things, they encourage excessive risk-taking, discuss at least annually the relationship between risk management policies and practices and compensation, and, as appropriate, consider compensation policies and practices that could mitigate any such risk.

### **Reports**

17. Prepare an annual report for inclusion in the Company's proxy statement that confirms that the Compensation Committee has reviewed the CD&A with management and recommended to the Board the inclusion of the CD&A in the proxy statement, in accordance with applicable rules and regulations of the NYSE, SEC, and other applicable regulatory bodies.
18. Report regularly to the Board of Directors with respect to matters that are relevant to the Compensation Committee's discharge of its responsibilities and with

respect to such recommendations as the Compensation Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Compensation Committee designated by the Compensation Committee to make such report.

19. Maintain minutes or other records of meetings and activities of the Compensation Committee.

### **Annual Performance Evaluation**

The Compensation Committee shall perform a review and evaluation, at least annually, of the performance of the Compensation Committee, including by reviewing the compliance of the Compensation Committee with this Charter. In addition, the Compensation Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Compensation Committee considers necessary or valuable. The Compensation Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

## **V. OUTSIDE ADVISORS**

In carrying out its duties and responsibilities, the Compensation Committee shall have authority to select, retain, compensate and terminate outside counsel, compensation consultants, or other advisors as the Compensation Committee may deem appropriate in its sole discretion to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its compensation consultants, outside counsel and any other advisors and have sole authority to approve related fees and retention terms. In selecting such counsel, consultants and advisors, the Compensation Committee shall take into consideration those factors determined by the Compensation Committee that affect the independence thereof, including, when adopted, factors identified by the SEC in accordance Section 952(b)(2) of the Dodd-Frank Act.