

UDR, INC.
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

Adopted December 21, 2024 to be Effective January 1, 2025

PURPOSE AND AUTHORITY

The Nominating and Governance Committee ("Committee") is appointed by the Board of Directors ("Board") (1) to identify, evaluate and recommend to the Board individuals qualified to serve as directors of the Company; (2) to develop and recommend to the Board the corporate governance guidelines applicable to the Company; (3) to recommend to the Board the members and chairperson for each committee; (4) to lead the Board in its annual review of the Board's performance; (5) to ensure an assessment of each committee is conducted annually; and (6) to oversee the evaluation of the Board.

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 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").

The members of the Committee and its Chairperson shall be appointed annually by the Board, on the recommendation of the 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 and is not a member of the Committee, the Chairman of the Board 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:

1. Establish criteria for the selection of new directors to serve on the Board.
2. 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.
3. 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, diversity, and such other relevant factors that the Committee considers appropriate in the context of the Board's needs.
4. 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. In connection therewith, the Committee shall have any search firm that it engages include women and minority candidates in the initial pool from which the Committee selects director candidates.
5. 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 recommend whether or not the director should be re-nominated.
6. Oversee the evaluation of the Board and report at least annually to the Board with an assessment of the Board's performance.
7. Periodically review director orientation and continuing education programs and make recommendations to the Board regarding such programs.
8. Develop and recommend to the Board a set of corporate governance principles through the Statement on Corporate Governance and review and reassess the adequacy of the Statement on Corporate Governance at least annually and recommend any proposed changes to the Board for approval.
9. Review any director resignation that is made in accordance with the director resignation policy set forth in the Statement on Corporate Governance, unless all of the members

of the Committee have tendered their resignation in accordance with such policy, and make a recommendation to the Board regarding whether the director's resignation should be accepted by the Board.

10. Recommend to the Board the members of the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, and taking into account the need for continuity and expertise, as set forth in the Statement on Corporate Governance.

11. Recommend to the Board the chairperson of each committee of the Board.

12. Review the Company's Amended and Restated Policy and Procedures with Respect to Related Person Transactions at least annually and recommend any amendments for consideration by the Board.

13. Review related person transactions as defined in and pursuant to the Company's Amended and Restated Policy and Procedures with Respect to Related Person Transactions.

14. Review and revise the Company's Executive Stock Ownership Guidelines and Director Ownership Guidelines, as necessary.

15. Assess the Company's disclosure of Environmental, Social and Governance (ESG) and similar matters, including the review of any annual ESG or similar report published by the Company.

16. Review any request for an exception from the Board's expectation with regard to the number of terms served by a director as set forth in the Statement on Corporate Governance, and provide advice to the Board regarding any such request for an exception.

17. Upon a delegation of authority from the Board, appoint the Company's Insider Trading Corporate Compliance Officer, as specified in the Company's Insider Trading Compliance Program.

18. Review shareholder proposals relating to matters of corporate governance and make recommendations to the Board concerning any such proposals.

19. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

20. Ensure an assessment is conducted annually on each committee of the Board.

21. 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.