

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
ARBOR REALTY TRUST, INC.
AMENDED AND RESTATED AS OF AUGUST 2, 2017**

I. MEMBERSHIP

The Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Arbor Realty Trust, Inc. (the “Corporation”) shall be comprised of three or more directors. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (“NYSE”) and any additional requirements that are imposed on the Corporation or which the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. Any vacancy on the Committee shall be filled by a vote of the majority of the directors present at a meeting of the Board at which a quorum is present. No member of the Committee shall be removed except by a vote of the majority of the directors present at a meeting of the Board at which a quorum is present.

II. PURPOSE OF THE COMMITTEE

The purpose of the Committee shall be to oversee the Corporation’s compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans, to review and discuss with management the Corporation’s compensation discussion and analysis (“CD&A”) to be included in the Corporation’s annual proxy statement or annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”) and prepare the Compensation Committee Report as required by the rules of the SEC.

III. COMMITTEE RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

A. Executive Compensation

To review at least annually the goals and objectives of the Corporation’s executive compensation plans and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

To review at least annually the Corporation’s executive compensation plans in light of the Corporation’s goals and objectives with respect to such plans and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans and, after consultation with the other independent directors of the Board (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation.

In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies and the awards given to the Chief Executive Officer of the Corporation in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.

To evaluate annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans and, after consultation with the other independent directors (as directed by the Board), determine and approve the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including at least the factors applicable with respect to the Chief Executive Officer.

To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee directors.

To review and approve any severance or termination arrangements to be made with any executive officer of the Corporation.

To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

To review perquisites or other personal benefits to the Corporation's executive officers and directors and recommend any changes to the Board.

To review and discuss with management the Corporation's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Corporation's annual proxy statement or annual report on Form 10-K.

To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K.

To review the description of the Committee's processes and procedures for the consideration and determination of executive and director compensation to be included in the Corporation's annual proxy statement.

B. Incentive-Compensation and Equity-Based Plans

To review at least annually the goals and objectives of the Corporation's incentive-compensation and equity-based plans and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

To review at least annually the Corporation's incentive-compensation plans and equity-based plans in light of the goals and objectives of these plans and recommend that the Board amend these plans if the Committee deems it appropriate.

To review all equity-compensation plans to be submitted for stockholder approval under the NYSE listing standards and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval.

To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any incentive-compensation or equity-based plan.

C. Other Compensation and Employee Benefit Plans

To review at least annually the goals and objectives of the Corporation's general compensation plans and other employee benefit plans and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

To review at least annually the Corporation's general compensation plans and other employee benefit plans in light of the goals and objectives of these plans and recommend that the Board amend these plans if the Committee deems it appropriate.

To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of its general compensation plans and other employee benefit plans.

IV. ROLE OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Corporation's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers (other than the Chief Executive Officer) and the Corporation's director compensation arrangements.

V. OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and may retain, at the Corporation's expense, such independent counsel or other advisers as it deems necessary or appropriate, including compensation consultants to advise the Committee with respect to amounts or forms of executive and director compensation. The Committee shall have the sole authority to retain or terminate a

compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Corporation.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

VI. STRUCTURE AND OPERATIONS

The Committee shall fix its own rules of procedure, which shall be consistent with the Corporation's charter and Bylaws and this charter. The Board shall designate one member of the Committee as its Chairperson. The Committee shall meet as provided by its rules of procedure and as frequently as the Chairperson of the Committee, in consultation with the other members of the Committee, deems necessary or desirable, but no less frequently than twice annually. The Chairperson of the Committee or at least two of the members of the Committee may call a special meeting of the Committee. A majority of the members of the Committee present in person, or by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, shall constitute a quorum.

The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Following each of its meetings, the Committee shall deliver a report, which may be oral, on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Corporation.

The Committee may take any action required or permitted to be taken at any meeting of the Committee without a meeting; if consent in writing to such action is signed by each member of the Committee and such written consent is filed with the minutes of proceedings of the Committee.

VII. DELEGATION OF AUTHORITY

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.

VIII. EVALUATION OF THE COMMITTEE

The Committee shall periodically evaluate its performance under this charter. In conducting this review, the Committee shall evaluate whether this charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.