

**CORPORATE GOVERNANCE GUIDELINES
OF
ARBOR REALTY TRUST, INC.
AMENDED AND RESTATED AS OF AUGUST 2, 2017**

The following Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Arbor Realty Trust, Inc., a Maryland corporation (the “Corporation”), to assist the Board in the exercise of its duties. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing long term stockholder value. These Guidelines are not intended to change or interpret any U.S. federal or state law or regulation, including the Maryland General Corporation Law (“MGCL”), or the charter or Bylaws of the Corporation. These Guidelines are subject to modification from time to time by the Board. The formal requirements pertaining to the Corporation’s corporate governance structure can be found in the Corporation’s charter and Bylaws, as amended from time to time. The Corporation is committed to responsible and responsive corporate governance.

THE BOARD

Role of Directors

The business and affairs of the Corporation shall be managed under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting.

The Board’s Goals

The Board’s goal is to build long-term value for the Corporation’s stockholders and to assure the vitality of the Corporation for its customers, employees and the other individuals and organizations that depend on the Corporation. To achieve these goals, the Board will periodically monitor both the performance of the Corporation (in relation to its goals, strategy and competitors) and the performance of the Chief Executive Officer and other officers of the Corporation and offer to each officer constructive advice and feedback. When it is appropriate or necessary, it is the Board’s responsibility to remove the Chief Executive Officer or any other officer of the Corporation and to select such officer’s successor.

Board Leadership

The Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall be free to choose its Chairman of the Board in any way that it deems best for the Corporation at any given point in time. The Independent Directors (as

defined below) shall designate a Lead Director having the responsibilities and authority set forth in the Bylaws of the Corporation.

Size of the Board

The Board believes that it should generally have no fewer than five directors. The Board believes that this range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board could, however, be increased or decreased by a majority of the entire Board at any regular or special meeting called for that purpose if determined to be appropriate, provided that the number of directors is never less than the minimum required under the MGCL nor more than twelve (except in the latter case, following an amendment to the Corporation's Bylaws). For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

Selection of New Directors

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance Committee is responsible for identifying, screening, recruiting, interviewing (as appropriate) and recommending candidates to the Board for Board membership, including persons suggested by stockholders or others. When formulating its Board membership recommendations, the Corporate Governance Committee shall also consider advice and recommendations from others as it deems appropriate.

Board Membership Criteria

Nominees for director shall be selected on the basis of, among other things, knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Corporation. The Board may also consider a nominee's ability to make independent analytical inquiries, understanding of the Corporation's business environment and willingness to devote adequate time and effort to Board responsibilities and when applicable, a nominee's ability to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or listing standard of the New York Stock Exchange ("NYSE").

Other Public Company Directorships

Outside of the requirements imposed upon members of the Corporation's Audit Committee (as denoted within its charter), the Corporation does not have a general policy limiting the number of other public company boards of directors upon which a director may sit. However, the Corporate Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member.

Independence of the Board

The Board shall be comprised of a majority of directors who qualify as independent directors (“Independent Directors”) under the listing standards of the NYSE.

The Board shall review annually the relationships that each director has with the Corporation (directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Corporation (directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation) will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE or under applicable law. The Board may adopt and disclose categorical standards to assist it in determining director independence. In making its director independence determinations, the Board should consider, among other things, any commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships of the Corporation’s directors.

Directors Who Change Their Present Job Responsibility

The Board does not believe that directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the director must notify the Corporate Governance Committee, which shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the Corporate Governance Committee’s recommendation following such review.

Director Retirement

It is the general policy of the Corporation that no director having attained the age of 80 years shall be nominated for re-election or reappointment to the Board. However, the Board may determine to waive this policy in individual cases, and in the event of such waiver, such director, if elected or appointed to an additional term, shall be eligible to continue to serve through the expiration of such term, without any further waiver.

The Board may, from time to time in its discretion, by majority vote, designate one or more of its former directors a Director Emeritus. The specifics of each such designation shall be determined by the Board, in accordance with all applicable statutes, and shall be memorialized by a document executed by and between the Corporation and the director.

Director Tenure

In connection with each director nomination recommendation, the Corporate Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains openness to new ideas and a willingness to critically re-examine the status quo. An individual director’s re-nomination is dependent upon such director’s performance evaluation, as well as a suitability review, each to be conducted by the Corporate Governance Committee in connection with each director nomination recommendation.

Board Compensation

A director who is also an employee of the Corporation shall not receive additional compensation for such service as a director.

The Corporation believes that compensation for non-employee directors should be competitive. The Compensation Committee will annually review the level and form of the Corporation's director compensation, including direct and indirect compensation and how such compensation relates to director compensation of companies of comparable size, industry and complexity, and will propose any changes to director compensation to the full Board for consideration.

Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Corporation; provided, however, that such compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation (provided that such compensation is not contingent in any way on continued service).

Separate Sessions of Non-Management Directors

The independent directors of the Corporation shall meet in executive session without management on a regularly scheduled basis. The Lead Director shall preside at such executive sessions, or in such director's absence, another independent director designated by the Lead Director shall preside at such executive sessions.

Any interested parties desiring to communicate with the Lead Director and the other independent directors regarding the Corporation may directly contact such directors by delivering such correspondence in care of the Corporation's Secretary at Arbor Realty Trust, Inc., 333 Earle Ovington Boulevard, Suite 900, Uniondale, New York 11553.

Self-Evaluation by the Board

The Corporate Governance Committee will sponsor an annual¹ self-assessment of the Board's performance, the results of which will be discussed with the full Board. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Corporation. The Corporate Governance Committee should utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

Strategic Direction of the Corporation

Normally it is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. However, as a practical

¹ NYSE requires at least annual self-assessment.

matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the Chief Executive Officer, other members of top management and other Board members. To facilitate such discussions, members of senior management who are not directors may be invited to participate in Board meetings when appropriate.

Board Access to Management

Board members shall have access to the Corporation's management and, as appropriate, to the Corporation's outside advisors. Board members shall coordinate such access through the Chairman of the Board, and Board members will use judgment to assure that this access is not distracting to the business operation of the Corporation.

Attendance of Management Personnel at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board that involve the manager, (ii) make presentations to the Board on matters that involve the manager, and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. All materials will be delivered to the Board via the electronic board portal. When necessary, written materials will supplement the materials delivered electronically and will be delivered by overnight mail.

Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Corporation. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Financial Officer of the Corporation or his or her designee.

Board Orientation and Continuing Education

The Company may provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. Each director is expected to participate in continuing educational

programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

BOARD MEETINGS

Frequency of Meetings

At least one regularly scheduled meeting of the Board shall be held quarterly.

Selection of Agenda Items for Board Meetings

The Chief Executive Officer, in consultation with the Lead Director and the Secretary, should prepare an agenda for each meeting of the Board. Upon completion, a copy of the agenda shall be provided to the entire Board. Each Board member shall be free to suggest inclusion of items on the agenda as well as free to raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

COMMITTEE MATTERS

Number and Names of Board Committees

The Corporation shall have three standing committees: Audit, Corporate Governance, and Compensation. The purpose and responsibilities for at least the Audit, Corporate Governance and Compensation committees shall be outlined in committee charters adopted by the Board. The Board may, from time to time, form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees, to serve at the pleasure of the Board.

Independence of Board Committees

Each of the Audit Committee, the Corporate Governance Committee, and the Compensation Committee shall be composed of Independent Directors that satisfy applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

Assignment and Rotation of Committee Members

The Corporate Governance Committee shall be responsible, after consultation with the Chairman of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the chairperson and members to the committees on an annual basis.

The Corporate Governance Committee shall annually review the committee assignments and shall consider the rotation of the Chairman and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

LEADERSHIP DEVELOPMENT

Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Corporation's Chief Executive Officer. In identifying potential candidates for, and selecting, the Corporation's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Corporation's business environment, leadership qualities, knowledge, skills, expertise, integrity and reputation in the business community.

Evaluation of the Chief Executive Officer

The Compensation Committee of the Board shall evaluate the performance of the Corporation's Chief Executive Officer on an annual basis in accordance with the charter of such committee.

Succession Planning

The Board shall plan for the succession to the position of the Chief Executive Officer. Periodically and as is deemed appropriate, the Board will delegate such succession plan review to the Corporate Governance Committee. Succession planning will address both succession in the ordinary course of business and contingency planning in case of unexpected events.