

**CORPORATE GOVERNANCE GUIDELINES  
OF  
ARBOR REALTY TRUST, INC.**

**AMENDED AND RESTATED AS OF FEBRUARY 15, 2023**

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 act in accordance with accepted corporate governance principles and 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 intended to serve as a framework for the conduct of the Board’s business and 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. Directors are expected to act in accordance with statutory and regulatory standards of conduct, including acting in good faith, in the best interests of the Corporation and with due care. 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 those 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, the Chairman of the appropriate committee, or the Corporation’s Secretary in advance of such meeting.

**The Board’s Goals**

The Board’s goals are 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. At such times as the Corporation's Chief Executive Officer also serves as Chairman of the Board, 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 Corporation's Bylaws provide that the number of directors be 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). The Board believes that it should generally have no fewer than five directors. The Board believes that the range of between five and twelve directors allows the Board to have directors with the skills, experience, background, age, gender and racial diversity that encourages effective discussion and decision-making, without diminishing individual accountability. The size of the Board may, 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, for example, if the Board found it desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director.

## **Nominating Directors and 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. Directors shall be elected by the shareholders of the Corporation in accordance with the Corporation's Bylaws. 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 consider such criteria as it may find appropriate, including the possession of such knowledge, experience, skills, expertise, judgment, integrity and diversity so as to (i) support the Board's ability to manage and direct the affairs and business of the Corporation; (ii) 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 requirements of the New York Stock Exchange ("NYSE"); (iii) to ensure the Board's ability to conduct its responsibilities in an effective, collegial and responsive manner; and (iv) such other criteria as it deems appropriate.

## **Board Membership Criteria**

Nominees for director shall be selected on the basis of, among other things, knowledge, experience, skills, expertise, judgment, integrity 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 NYSE.

### **Other Public Company Directorships**

Subject to the further limitations set forth in the charter of the Audit Committee, (i) the Chief Executive Officer and all other named executive officers shall not sit on more than two boards of directors of other public companies and (ii) no other directors of the Corporation shall sit on more than three boards of directors of other public companies. Any officer or director subject to this provision shall notify the Corporation's secretary if they are invited to join the board of directors of another public company.

### **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 any 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 Policy**

The Board has determined that it is not in the interest of the Corporation to maintain a mandatory retirement policy for directors. However, the Board may consider a director's age and tenure on the Board in making determinations regarding the nomination of directors for additional terms.

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 authorities, if any, and the parameters 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.

### **Director Resignation Policy**

In an uncontested election of directors, any nominee who fails to receive the required number of votes for re-election in accordance with the Bylaws shall, within 10 business days following the certification of the stockholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Corporate Governance Committee.

The Corporate Governance Committee will consider such tendered resignation taking into account any factors or other information it considers appropriate and relevant, including the circumstances that led to such director's failure to receive the required number of votes for re-election, if known and, within 60 days following the date of the stockholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation.

The Board will take formal action on the Corporate Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting at which the election occurred. In considering the Corporate Governance Committee's recommendation, the Board will consider the information, factors and alternatives as the Board deems relevant.

Following the Board's decision on the Corporate Governance Committee's recommendation, the Corporation, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, and, if applicable, the Board's reasons for rejecting the tendered resignation.

No director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Corporate Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Corporate Governance Committee failed to receive the required number of votes for re-election, then the independent directors then serving on the Board who were elected, and the directors, if any, who were not standing for election, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc

Committee"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Corporate Governance Committee and perform the Corporate Governance Committee's duties for purposes of this Policy. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three directors would be eligible to serve on it, the entire Board (other than the director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Corporate Governance Committee and without the creation of an Ad Hoc Committee.

### **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 review from time to time 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 equity grants and 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).

### **Minimum Equity Ownership**

The Board of Directors (the "Board"), after recommendation by the Board's Compensation Committee, has adopted a requirement for a minimum level of equity ownership that each non-management director must meet and maintain. The Board believes that equity ownership in the Company by directors is desirable and evidences and ensures an alignment of interest among the Board and the Company's shareholders.

Beginning January 1, 2019, the required minimum level of equity ownership for each non-management director shall be equal to five (5) times the level of cash compensation received by such director in the prior calendar year. Cash compensation for any particular year shall include all cash compensation received by a director, including annual fees, standing and special committee fees and all other fees paid for service as a director. Level of equity ownership shall be determined using the closing price of ART stock on the last trading day of each year. Newly appointed or elected directors shall have five (5) years to reach the required level of equity ownership. Should any director fall below the required level of equity ownership, the director will have one (1) year to come into compliance with this policy.

Once a director has reached the required level of equity ownership, such director may elect (subject to the approval of the Compensation Committee) to have all or a portion of the director's annual equity grant be paid in cash in lieu of equity.

### **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 coordinate an annual self-assessment of the performance of the Board and its committees, 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**

It is management's responsibility to formalize, propose and implement strategic choices and the Board's role is to approve strategic direction and evaluate strategic results. However, as a practical 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 and committee meetings and other Board events when appropriate.

### **Outside Advisors**

The Board may conduct or authorize investigations into or studies of matters within the Board's scope of responsibilities and may retain, at the Corporation's expense, such independent counsel or other advisers as it deems necessary. The Board shall have the sole authority to retain or terminate any counsel or advisor, including sole authority to approve the fees and other retention terms of any such counsel or advisor, with such fees to be borne by the Corporation.

## **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 and other Board events to (i) provide management insight into items being discussed by the Board, (ii) make presentations to the Board on matters being discussed by the Board, 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, with additional meetings to be called as provided in the Bylaws.

### **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 be 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 from time to time 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.