



BLUEROCK RESIDENTIAL GROWTH REIT, INC.

# Corporate Responsibility Committee Charter

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## Purpose

1. The purpose of the Corporate Responsibility Committee (the "CR Committee") of Bluerock Residential Growth REIT, Inc., a Maryland corporation (the "Company") is to support the Company's on-going commitment to sustainability, health and safety, corporate social responsibility, corporate governance, and other public policy matters relevant to the Company (collectively, "CR Matters").
2. The CR Committee is a cross-functional senior management committee of the Company. It will assist the executive management of the Company in (a) setting general strategy relating to CR Matters, (b) developing, implementing, and monitoring initiatives and policies based on that strategy, (c) overseeing communications with employees, investors and stakeholders with respect to CR Matters, and (d) monitoring and assessing developments relating to, and improving the Company's understanding of CR Matters.

## Membership

The Company's President and Chief Operating Officer will serve as the initial Chairperson of the CR Committee (in such capacity, the "Chairperson") and will appoint the members of the CR Committee. The CR Committee will include such officers and employees of the Company as the Chairperson deems appropriate, taking into account, among other things, each such person's expertise in relevant disciplines, including environmental, health and safety, operations, design & construction, legal, investor relations, government affairs, corporate governance, finance, human resources and communications.

## Meetings

1. The CR Committee shall meet as often as it determines necessary or appropriate to meet its objectives, but no less frequently than bi-annually.
2. The Chairperson, in consultation with other CR Committee members, shall determine the frequency and length of the CR Committee meetings.
3. The CR Committee may ask other officers and employees of the Company to attend meetings to provide pertinent information as requested.
4. The CR Committee members may participate in meetings through telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other.
5. The Chairperson, or his or her designee, is responsible for scheduling and setting the meeting agendas.
6. The Chairperson will facilitate the making of regular reports to the Company's executive management team and, when deemed appropriate by executive management, to the Company's Board of Directors.

# Duties and Responsibilities

## THE DUTIES AND RESPONSIBILITIES OF THE CR COMMITTEE SHALL BE AS FOLLOWS:

1. To assist the Chairperson in setting the Company's general strategy with respect to CR Matters, and to consider and recommend policies, practices, and disclosures in conformity with such strategy;
2. To oversee the Company's reporting and disclosure with respect to CR Matters made in compliance with securities laws, and otherwise as the CR Committee may deem advisable;
3. To assist the Chairperson in overseeing internal and external communications regarding the Company's position or approach to CR Matters;
4. To consider and bring to the attention of the Chairperson and the Company's Board of Directors, as appropriate, current and emerging CR Matters that may affect the business, operations, performance or public image of the Company or that are otherwise pertinent to the Company and its stakeholders, and to make recommendations on how the Company's policies, practices and disclosures can adjust to or address current trends;
5. To make periodic visits, as individual members or as a committee, to operating locations as the Chairperson may deem advisable in order to become familiar with the nature of the operations and review relevant objectives, procedures and performance with respect to CR Matters;
6. To put systems in place, as deemed necessary and appropriate, to monitor CR Matters;
7. To advise the Chairperson on stockholder proposals and other significant stakeholder concerns relating to CR Matters;
8. To review and assess this CR Committee charter periodically, as needed, and recommend any proposed changes for approval; and
9. To perform such other duties, tasks, and responsibilities relevant to the purpose of the CR Committee as may from time to time be requested by the Chairperson.

## Reporting and Delegation

1. The CR Committee will report to the Chairperson and to such other members of the Company's executive management team as the Chairperson may from time to time designate.
2. The CR Committee may delegate all or a portion of its duties and responsibilities to one or more subcommittees of the CR Committee and has authority to retain outside advisors as it deems necessary to carry out its responsibilities.