

**COMPENSATION COMMITTEE CHARTER
OF
CENTURY COMMUNITIES, INC.**

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Century Communities, Inc. (the “Company”) is to carry out the responsibilities of the Board related to executive and director compensation and succession planning.

Composition of the Committee

The Committee shall be comprised of three or more directors, each of whom (i) satisfies the independence-related requirements of the New York Stock Exchange (“NYSE”), (ii) otherwise satisfies the applicable requirements for compensation committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules promulgated thereunder, the “Exchange Act”), or the NYSE, (iii) meets the requirements for a “non-employee director” contained in Rule 16b-3 under the Exchange Act and (iv) meets the requirements for an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, as well as any other applicable legal or regulatory requirements. Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

Any vacancy on the Committee shall be filled by the Board on the recommendation of the Nominating and Corporate Governance Committee, and members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. The Board may remove members from the Committee, with or without cause.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities but, in any case, not less than twice a year. Meetings of the Committee may be called, notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be conducted in accordance with the Company’s bylaws.

Delegation

The Committee may form, and delegate authority to, subcommittees when it deems appropriate to the extent permitted under applicable law.

External Advisors; Funding

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the retention, appointment, compensation, oversight and termination of any such compensation consultant, independent legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent

legal counsel or any other adviser retained by the Committee. In connection with the foregoing, the Committee shall comply with any applicable Securities and Exchange Commission or NYSE requirements regarding the consideration of the independence of any compensation consultant, counsel or other adviser.

Duties and Responsibilities

The Committee shall:

1. Assist the Board in developing and evaluating potential candidates for executive officer positions and overseeing the development of executive succession plans, which will include transitional leadership in the event of an unplanned vacancy.
2. Review and make recommendations to the Board regarding the Company's compensation plans, including with respect to incentive-compensation plans and equity-based plans, policies and programs. The Committee shall administer or oversee all of such plans and discharge any responsibilities imposed on the Committee by any of those plans, including without limitation, the grant of equity-based awards to Section 16 officers ("Executive Officers") and employees.
3. Establish and review the Company's overall compensation philosophy.
4. Review and approve on an annual basis the corporate goals and objectives with respect to compensation for Executive Officers. The Committee shall evaluate at least once a year Executive Officers' performance in light of these goals and objectives and based upon these evaluations shall set Executive Officers' annual compensation, including salary, bonus and equity and non-equity incentive compensation.
5. Review and approve any employment, severance, change in control, retention, retirement, deferred compensation, perquisite or similar compensatory agreements, plans, programs or arrangements with Executive Officers.
6. Review on an annual basis an assessment of any potential conflicts of interest raised by the work of compensation consultants, if any, who are involved in determining or recommending Executive Officer or director compensation. In selecting compensation consultants, the Committee shall take into consideration the following factors relevant to the compensation consultant's independence from management, including: the provision of other services to the Company by the person that employs the compensation consultant; the amount of fees received from the Company by the person that employs the compensation consultant, as a percentage of that person's total revenue; the conflict of interest policies and procedure of the person that employs the compensation consultant; any relationship of the compensation consultant with a member of the committee; any stock of the Company owned by the compensation consultant; and any business or personal relationship of the compensation consultant with an Executive Officer of the Company.
7. Evaluate and recommend to the full Board appropriate compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.

8. Review the Company's incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk-taking and review and discuss, at least annually, the relationship between risk management policies and practices, business strategy and the Executive Officers' compensation.
9. Assist management in complying with the Company's proxy statement and annual report disclosure requirements.
10. Review and discuss with management the Company's Compensation Discussion & Analysis ("CD&A") and recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K or annual proxy statement.
11. Prepare the Committee report to be included in the Company's annual report on Form 10-K or annual proxy statement, as the case may be.
12. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
13. Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including equity incentive compensation) paid to any of the Company's Executive Officers based on erroneous data.
14. Determine stock ownership guidelines for the Executive Officers and directors of the Company and monitor compliance with such guidelines.
15. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
16. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

The Committee shall conduct an annual performance evaluation of the Committee to, at a minimum, compare the performance of the Committee to the requirements of this Charter and any other duties or responsibilities delegated to the Committee by the Board and report to the Board the results of the evaluation, which may take the form of an oral presentation by a member of the Committee to the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.