

Cottonwood Communities, Inc.

Compensation Committee Charter

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Cottonwood Communities, Inc. (the “Company”) to discharge the Board’s responsibilities relating to compensation practices for the Company’s directors and executive officers to the extent the Company compensates such individuals directly.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange and the federal securities laws and regulations for such committee.

The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board. The Committee shall designate a member of the Committee to serve as Chair of the Committee.

Committee Meetings

The Committee shall meet at least once per year, or more frequently as circumstances require. A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Committee Authority and Responsibilities

In addition to those set forth in this Charter, the Committee will perform such other functions as assigned by law, the Company’s Articles of Amendment and Restatement or bylaws, or the Board of Directors.

1. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director compensation and shall have sole authority to approve the consultant’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall annually review and approve the compensation of all directors, including incentive-compensation plans and equity-based plans.
3. The Committee shall annually review and approve the annual salary, bonus equity and equity-based incentives and other benefits, direct and indirect, of the CEO and the other executive officers but only to the extent the Company pays such compensation directly.

4. To the extent the Company has employees, the Committee shall review and approve any employment agreements, severance arrangements and change in control agreements/provisions, in each case as, when and if appropriate.
5. The Committee shall administer the equity incentive plans of the Company, as well as any other stock option, stock purchase, incentive or other benefit plans of the Company, fulfilling such duties and responsibilities as are set forth in such plans.
6. Review and discuss with management the disclosures in the CD&A, if required, and recommend to the Board whether such disclosures should be included in the Company's proxy statement for the annual meeting of stockholders, and review and discuss with management any other disclosures regarding executive compensation to be included in the Company's public filings or stockholders reports.
7. The Committee shall make regular reports to the Board.
8. The Committee shall participate in succession planning for key executive officers.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
10. The Committee will perform such other functions as assigned by law or the Board.