AVALONBAY COMMUNITIES, INC.

AMENDED AND RESTATED
NOMINATING, GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER

(As Amended and Restated by the Board of Directors and Effective as of November 19, 2025.)

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(As Amended and Restated and Effective as of November 19, 2025)

I. General Statement of Purpose, Goals and Responsibilities

The principal purposes, goals and responsibilities of the Nominating, Governance and Corporate Responsibility Committee of the Board of Directors (the "Committee") of AvalonBay Communities, Inc. (the "Company"), acting on behalf of the Board of Directors (the "Board"), are to:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board nominate such individuals for election to the Board at the annual meeting of stockholders;
- review criteria for selecting directors to recommend for nomination;
- oversee the evaluation of the Board and assist the Board with its evaluation of other Board committees;
- develop and recommend to the Board a comprehensive set of corporate governance guidelines applicable to the Company, and after adoption periodically review those guidelines and, if deemed appropriate, recommend modifications;
- develop and recommend to the Board a Business Code of Conduct applicable to the Company, and after adoption periodically review the Code and, if deemed appropriate, recommend modifications;
- review and consider succession plans with respect to the positions of Chairman and Chief Executive Officer;
- review and consider succession plans with respect to the Board of Directors as a whole and its committees;
- monitor and oversee management's efforts on sustainability initiatives, including Environmental, Social and Governance ("ESG") matters;
- monitor and oversee the Company's political activities and contributions and philanthropic activities and contributions;
- assist the Board in overseeing the Company's strategies and performance on matters relating to human capital, including diversity and inclusion, health and safety, and associate culture and engagement;
- oversee management's engagement with, and understanding of the governance policies of, shareholders and proxy advisory firms, including on ESG and governance matters; and
- review from time to time, as the Committee deems appropriate, management's policies and procedures with respect to risk assessment, risk management, and legal compliance in the area of

corporate governance and in the areas of environmental, social and corporate responsibility described in this charter.

II. Composition and Committee Mechanics

A. Number and Independence Requirements. The number of individuals serving on the Nominating, Governance and Corporate Responsibility Committee shall be fixed by the Board from time to time, but shall in no event be less than two (2) members. Each member shall satisfy the independence requirements established by the Section 303A of the New York Stock Exchange Listed Company Manual for listing on that exchange.

B. Appointment and Removal; Chair. The members of the Nominating, Governance and Corporate Responsibility Committee shall be appointed annually by the Board and may be replaced or removed at any time by the Board with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee. Any vacancy occurring on the Committee, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Committee to serve as Chairman of the Committee. The Chairman shall set the agendas for Committee meetings and, unless not in attendance due to unexpected circumstances, shall chair all regular sessions of the Committee.

C. Delegation to Subcommittees. The Nominating, Governance and Corporate Responsibility Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members as the Committee deems appropriate in order to carry out its responsibilities.

III. Meetings

The Nominating, Governance and Corporate Responsibility Committee generally is to meet at least two (2) times per year in person or by telephone conference call or other communications equipment by means of which all persons participating in the meeting can hear each other**,** with any additional meetings as deemed necessary or appropriate by the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of the members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent. The Chairman of the full Board or any member of the Committee may call meetings of the Committee.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. Annual Responsibilities

The Nominating, Governance and Corporate Responsibility Committee's responsibilities shall be to:

A. Select and Recommend Nominees for Election

- Review the qualifications and criteria for selection of nominees to serve on the Board and committees (with reference, if applicable, to the qualifications and criteria stated in the Company's Corporate Governance Guidelines). Reassess annually the adequacy of such qualifications and criteria and, to the extent deemed appropriate by the Committee, recommend to the Board modifications to the stated qualifications and criteria.

- Review and consider the establishment of (i) a policy with regard to the consideration of director candidates recommended by stockholders, and (ii) procedures to be followed by stockholders in submitting recommendations for director candidates to the Committee and, if established, review such policy and procedures periodically.

- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders.

- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend to the Board nominees for election or re-election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election to the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default, or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee.

- Identify and recommend to the Board individuals to be appointed to the Board to fill any vacancies on the Board.

- Oversee all necessary and appropriate inquiries into the backgrounds and qualifications of possible new directors. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying and evaluating candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

B. Recommend Directors to Serve on Committees

- Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.

- Recommend members of the Board to serve as the chair of the committees of the Board of Directors.

C. Adopt, Review and Assess Corporate Governance Guidelines

- If not adopted previously, develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company as required by the New York Stock Exchange for listing on that exchange.

- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

D. Adopt, Review and Assess a Business Code of Conduct

- If not adopted previously, develop and recommend to the Board a Business Code of Conduct applicable to the Company, which shall include conflict of interest guidelines, as required by the New York Stock Exchange for listing on that exchange.

- Review and reassess the adequacy of the Business Code of Conduct annually and recommend any proposed changes to the Board for approval.

- Monitor and consider conflicts of interest by directors or executive officers. With respect to any circumstance which presents a conflict of interest or the appearance of a conflict of interest, take such actions or set such guidelines as the Committee deems appropriate, which may include granting a waiver.

E. Oversee Evaluation of Board of Directors. Annually evaluate, or oversee the evaluation of, the performance and effectiveness of the Board, as a whole, its committees and individual directors and report, or oversee the reporting of, such evaluation to the Board.

F. Evaluate Performance of Committee and Review Charter. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or advisable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

G. Review Matters Pertaining to Corporate Responsibility. At least annually, the Committee shall perform a review and evaluation of:

- the Company's policy on political contributions and government relations, and its actual activities, contributions, and reporting;
- charitable giving policies and activities;
- health and safety initiatives and performance;
- human capital matters pertaining to (i) diversity and inclusion efforts, performance and reporting, and (ii) associate engagement and culture, and such other human capital matters as the Committee deems necessary or appropriate;
- ESG goals and performance, including goals and performance related to environmental matters, climate change, and sustainable building and operations; and
- ESG reporting, including through the Company's annual Corporate Responsibility report.

V. Additional Nominating, Governance and Corporate Responsibility Committee Authority

The Nominating, Governance and Corporate Responsibility Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

A. Corporate Governance Matters

- Review and recommend to the Board the establishment or dissolution of Board committees.
- Review and reassess the adequacy of charters of the Board committees and submit any changes to the Board for approval.
- Consider policies relating to meetings of the Board of Directors and Board committees**.** This may include meeting schedules and locations, meeting agendas, and procedures for delivery of materials in advance of meetings.
- Review and make recommendations to the Board regarding the size, structure, composition and functions of the Board and its committees.

- Consider the adequacy of the articles of incorporation and bylaws of the Company and, if deemed appropriate, recommend to the Board of Directors that it amend the articles of incorporation or bylaws or, if applicable, that it propose amendments to the articles of incorporation or bylaws for consideration by the shareholders.

- Review and address other issues regarding corporate governance of the Company that are not set forth above as the Committee deems appropriate.

B. Review of Succession Issues

- Review annually, and report to the Board on, issues relating to succession planning with respect to the Chairman of the Board and CEO**.**

- Review annually, and report to the Board on, issues relating to succession planning with respect to the Board of Directors as a whole and its committees**.**

C. Orientation/Education Programs

- Oversee an orientation program for new directors to familiarize them generally with the Company's business and the practices of the Company, the Board and Board committees.

- Oversee a continuing education program for members of the Board.

D. Address Matters Relating to the Compensation of the Board of Directors.

- Review and recommend to the full board the appropriate compensation for directors. In reviewing director compensation, the Committee may take into consideration the evaluation of the performance of the Board and the performance of individual directors.

VI. Risk Assessment, Risk Management and Legal Compliance

The Committee shall, in the course of exercising its authority and responsibilities as outlined above, review from time to time, as the Committee deems appropriate, management's policies and procedures with respect to risk assessment, risk management, and legal compliance in the areas of corporate governance and in the areas of environmental, social and corporate responsibility described in this charter. The Committee may discuss with management and review, in its discretion as it deems appropriate, the following in the course of providing this oversight: (i) the organizational structure of the Company relevant to these matters, (ii) the policies, processes and guidelines established by management to address these matters, and (iii) the metrics used by management to monitor these matters. To the extent it deems appropriate, the Committee shall report to the Board (or the appropriate director(s), such as a committee chair) any issues relating to the Company's risk assessments, risk management and legal compliance in these areas.

VII. General

A. Reports to the Full Board. The Committee shall report regularly to the Board with respect to matters that are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.

B. Minutes. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

C. Resources. In discharging its responsibilities, the Nominating, Governance and Corporate Responsibility Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have sole authority to engage and terminate (1) any search firm to assist in identifying and evaluating candidates to serve as directors and (2) any legal, accounting or other advisors to provide it with advice, information and other assistance in connection with carrying out its responsibilities**,** and shall have sole authority to approve the fees and other retention terms of any such search firm or advisor.

D. Other. The Nominating, Governance and Corporate Responsibility Committee may perform such other functions as may be requested by the Board from time to time.