



**EQUITY RESIDENTIAL
COMPENSATION COMMITTEE CHARTER
(effective September 13, 2016)**

Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Trustees (the "Board") of Equity Residential (the "Company") shall be to oversee the Company's compensation programs and practices, including its executive compensation plans and its incentive-compensation plans and equity-based plans. The Committee shall also review, discuss with management and approve the Company's compensation discussion and analysis ("CD&A") to be included in the Company's annual proxy statement filed with the Securities and Exchange Commission ("SEC"), and prepare the Compensation Committee Report as required by the rules of the SEC. The Committee shall also oversee the Company's executive succession and management development plans.

Membership

The Committee shall be comprised of at least three trustees appointed by the Board who meet the independence requirements of the New York Stock Exchange ("NYSE"). The members of the Committee shall be appointed by the Board on the recommendation of the Company's Corporate Governance Committee and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by the majority vote of the full Committee. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

Meetings

The Committee shall meet in person or telephonically as often as it determines is necessary or appropriate, but not less frequently than twice annually. Actions by the Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chair. In the event of a tie vote on any issue, the Chair's vote shall decide the issue. The Committee may request that any trustees or members of management of the Company or Adviser (as hereinafter defined), as it deems necessary or appropriate, consistent with the maintenance of the confidentiality of compensation discussions, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Company's Chief Executive Officer ("CEO") should not attend any meeting at which the CEO's performance or compensation is discussed, unless specifically invited by the Committee. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

Goals and Responsibilities

The Committee shall have the following goals and responsibilities:

I. Executive Compensation

- a. In consultation with senior management, establish the Company's general compensation philosophy and oversee the development and implementation of compensation programs.
- b. Review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend to the Board the adoption of amended or new executive compensation plans.
- c. Have direct responsibility to review and approve corporate goals and objectives relevant to CEO compensation, evaluate annually the performance of the CEO in light of those goals and objectives, and together with the other independent trustees, determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee, together with the other independent trustees, shall consider all relevant factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies and the awards given to the CEO in past years.
- d. In consultation with the CEO, evaluate annually the performance of the officers of the Company who report directly to the CEO (the "Executive Officers") in light of the goals and objectives of the Company's executive compensation plans, and make recommendations to the Board regarding the compensation level of each executive officer based on this evaluation. In determining the long-term incentive component of each such executive's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including at least the factors applicable with respect to the CEO.
- e. In evaluating and determining CEO and Executive Officer compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation.
- f. Evaluate annually the appropriate level of compensation for Board and Committee service by non-employee members of the Board and make such recommendations to the Board as the Committee deems advisable relating thereto.
- g. Review and approve any offers of employment, employment agreements, severance and/or termination arrangements to be made with the CEO or any Executive Officer of the Company.
- h. Review perquisites or other personal benefits to the Company's CEO, Executive Officers and trustees and recommend any changes to the Board.

- i. Review, discuss with management and approve the CD&A prepared for inclusion in the Company's annual proxy statement, and based on such approval, produce an annual Compensation Committee Report for inclusion in the Company's proxy statement in accordance with NYSE and SEC rules.
- j. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

II. General Compensation and Incentive-Compensation and Equity-Based Plans

- a. Review at least annually the goals and objectives of the Company's general compensation plans, including with respect to base salaries, and recommend that the Board amend these goals and objectives if the Committee deems it appropriate.
- b. Review at least annually the goals and objectives of the Company's incentive-compensation and equity-based plans and recommend that the Board amend these goals and objectives if the Committee deems it appropriate, and at the same time, review such plans in light of the goals and objectives and recommend that the Board amend these plans if the Committee deems it appropriate.
- c. Review and make such recommendations to the Board as the Committee deems advisable with regard to all incentive-compensation and equity-based plans.
- d. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any incentive-compensation or equity-based plan.

III. Committee Reports

The Committee shall produce the following reports and provide them (in either written or oral form) to the Board:

- a. An annual performance evaluation of the Committee under this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee.
- b. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

IV. Management Development and Succession Planning

- a. On an annual basis, discuss and report to the Board its recommendations for management development and corporate succession plans for the Company's CEO.
- b. On an annual basis, discuss with the CEO and report to the Board the CEO's recommendations for management development and corporate succession plans for the Company's Executive Officers.

Delegation to Subcommittee

The Committee may form subcommittees consisting of at least two members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such authority as the Committee deems appropriate, provided that the decision of such subcommittee shall be presented to the full Committee at its next meeting, and provided further that the Committee shall not delegate to a subcommittee any authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Resources and Authority of the Committee

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee is authorized, in its sole discretion, to retain or obtain the advice of compensation consultants, legal counsel and other independent advisers (each an "Adviser") and shall be directly responsible for the appointment, compensation and oversight of the work of Advisers retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee. When selecting an Adviser, the Committee shall first take into consideration all factors relevant to the Adviser's independence from management in accordance with the applicable SEC rules and NYSE listing requirements.