

GREEN BRICK PARTNERS, INC.
Amended and Restated Compensation Committee Charter

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Green Brick Partners, Inc. (the “Company”) is appointed by the Board to:

- 1) Discharge the responsibilities of the Board relating to the evaluation and compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (as defined in Rule 3b-7 of the Securities and Exchange Act of 1934, as amended) (collectively, including the CEO, the “Executive Officers”).
- 2) Oversee the administration of the compensation plans, including any incentive compensation and equity-based plans, of the Company and its subsidiaries.
- 3) Assist the Board in establishing and administering fair and equitable compensation policies and practices designed to enhance Company performance, retain key employees and align the interests of Executive Officers and other employees with the interests of the stockholders.
- 4) Recommend to the Board the compensation for directors.
- 5) Review, assess, and make reports and recommendations to the Board as appropriate on succession planning with respect to the Executive Officers.
- 6) Perform all other duties required under this Charter, assigned by the Board or required by regulation or law.

II. Membership and Procedures

- 1) The Committee shall be comprised of not fewer than three members of the Board. The Board shall annually appoint members to serve on the Committee upon the recommendation of the independent members of the Board or the Governance and Sustainability Committee of the Company (the “Governance Committee”). All members shall meet the independence requirements within the meaning of the rules established from time to time under applicable law and by the listing standards of the New York Stock Exchange (the “NYSE” and relatedly, the “NYSE Standards”) and the rules promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
- 2) A Committee Chair (the “Chair”) will be designated by the Board upon recommendation of the independent members of the Board or the Governance Committee. The Chair will normally determine the agenda, frequency and length of meetings. However, any member of the Committee may suggest items for consideration or require a special meeting of the Committee to be convened if they believe it is required.

- 3) The Committee will meet at least annually, or more frequently as circumstances dictate. Briefing materials will be provided to the Committee as far in advance of meetings as practicable.
- 4) The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request.
- 5) A majority of the total number of members of the Committee then in office shall constitute a quorum thereof. The Committee may act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.
- 6) A member may be removed at any time, with or without cause, from the Committee only by an affirmative vote of a majority of the Board. Committee members may resign by giving written notice to the Chairman of the Board or the Corporate Secretary.
- 7) The Committee may designate one or more subcommittees, each consisting of one or more of its members. Subcommittees may exercise all the powers and authority of the Committee if such powers and authority are delegated to them. Subcommittees shall keep minutes of their meetings and report them to the Committee or the Board. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of at least two (2) members of the Committee who are “Non-Employee Directors” as defined by Rule 16b-3 under the Exchange Act, or “outside directors” as determined pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended, and related regulations, as well as any future amendments or revisions to any of the foregoing standards.

III. Authority and Responsibility

A. Compensation and Benefit Programs

The Committee shall:

- 1) Establish the Company’s general compensation philosophy and objectives.
- 2) Periodically review and approve the corporate goals and objectives relevant to the compensation of the CEO and other Executive Officers annually.
- 3) Annually, evaluate the CEO’s performance in light of these goals and objectives, and, based on its evaluation, determine and approve the CEO’s compensation including annual base salaries, short and long-term (including cash-based and equity-based) incentive awards and opportunities, and perquisites or other personal benefits, except to the extent such benefit policies or programs apply to Company employees generally. The CEO may not be present during voting or deliberations on his or her compensation.

- 4) Annually, review and approve, after receiving the recommendations of the CEO, the compensation of the other Executive Officers (including annual base salaries, short and long-term (including cash-based and equity-based) incentive awards and opportunities, and perquisites or other personal benefits, except to the extent such benefit policies or programs apply to Company employees generally).
- 5) Review the Company's compensation program and practices for all employees, including methods used to set salaries and retention effects of the program.
- 6) Approve any employment agreements, consulting arrangements, severance or retirement arrangements and/or change-in-control agreements or provisions covering any current or former officer of the Company.
- 7) Review and make recommendations to the Board, or approve, the Company's policies and procedures with respect to other benefits and perquisites offered to the Company's CEO and its other Executive Officers.
- 8) Approve and recommend standards for Company compensation programs and plans for Executive Officers, including, but not limited to, incentive compensation and equity-based plans and oversee the implementation and administration of such plans.
- 9) Periodically review the compensation for non-employee directors and recommend any changes to the Board.
- 10) Prior to selecting or receiving advice from compensation consultants or other advisors, consider the factors relevant to their independence from management as specified in Rule 10C-1(b)(4) under the Exchange Act and applicable rules and regulations of the NYSE Standards.
- 11) Evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- 12) Administer the Company's compensation plans and maintain discretionary authority to interpret provisions of the compensation plans and establish rules necessary to implement them.
- 13) In consultation with senior management of the Company, oversee regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility to the extent practicable.
- 14) Review and discuss with management the Company's Compensation Discussion and Analysis to be included in the Company's annual proxy statement, including the peer group(s), if any, used to evaluation or benchmark the Company's performance, and prepare and approve the report of the Compensation Committee to be included in the Company's annual proxy statement.

B. Oversight of Succession Planning and Development

- 1) The Committee shall periodically review and discuss with the Board the corporate succession plan for the CEO and other Executive Officers.

C. Oversight of Compliance and Reporting

The Committee shall:

- 1) Review and recommend to the Board for approval matters related to the stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "Say on Pay Vote"), including the frequency of any Say on Pay Vote.
- 2) Consider the results of the most recent Say on Pay Vote when determining compensation policies and making decisions on executive compensation and the results of the most recent Say on Frequency when determining how often the Say on Pay Vote shall be held.
- 3) Review, provide feedback on, and approve the final calculations, the required narratives describing the relationship between pay and performance and any other disclosures required by Item 402(v) of Regulation S-K, including the shape, form, and location of the disclosure.

IV. Board Reporting and Committee Resources

- 1) Annually, the Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 2) Annually, the Committee will evaluate its own performance in fulfilling its responsibilities established in this Charter and report its findings to the Board.
- 3) The Committee shall keep minutes of each meeting and provide regular reports to the Board, promptly informing the Board of any material issues or concerns.
- 4) The Committee shall have the direct responsibility and authority, in its sole discretion, to retain or obtain compensation consultants, legal counsel or other advisors as needed, approve terms of their engagement and fees and have sole oversight of their work. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any consultants or advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted October 27, 2022