

COMMITTEE CHARTER
for the
COMPENSATION COMMITTEE
of
URSTADT BIDDLE PROPERTIES INC.

PURPOSE

The primary function of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Urstadt Biddle Properties Inc. (the “Company”) is to discharge the responsibilities of the Board regarding oversight of compensation of the Company’s senior officers and directors.

COMPOSITION

The Committee shall be comprised of at least three directors who shall be appointed by the Board after considering the recommendation of the Nominating and Corporate Governance Committee. Each member of the Committee shall be “independent” as determined in accordance with the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and under the New York Stock Exchange, Inc. (the “NYSE”) listing standards, as in effect from time to time. Each member of the Committee shall also be a “non-employee director” as that term is defined under Rule 16b-3 of the Exchange Act, and an “outside director” as that term is defined for the purpose of Internal Revenue Code Section 162(m). Members of the Committee shall serve at the pleasure of the Board and the Board shall designate a Chairperson of the Committee. The members of the Committee shall serve terms of one year and shall be eligible for re-appointment.

The Committee may, in its discretion, form and delegate all or a portion of its authority and responsibilities to a subcommittee of the Committee when appropriate, as permitted by applicable rules and regulations.

MEETINGS

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less often than annually. Meetings may be called by the Chairperson of the Committee or the CEO of the Company. A majority of the members of the Committee entitled to vote, either present in person or by means of remote communication or represented by proxy, shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any question brought before any meeting of the Committee. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee. The Committee shall meet in executive session without the presence of any members of management as often as it deems appropriate. The Chairperson of the Committee shall report to the Board at each regular meeting of the Board any actions or recommendations of the Committee since the last regular Board meeting. Except as expressly provided in this charter, the bylaws of the Company or as required by law or the listing standards of the NYSE, the Committee shall establish its own rules of procedure.

AUTHORITY

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor in connection with the discharge of its

duties. The Committee shall have be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee has the authority to require the Company to provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. In no event shall the Committee be required to implement or act on the advice or recommendations of such compensation consultants, legal counsel or other advisers.

Prior to selecting a compensation consultant, outside counsel or other adviser, the Committee shall evaluate the independence of each compensation consultant, outside counsel and any other adviser, with such evaluation of independence to take into account, among other things, the six factors specified in Section 303A.05 of the NYSE listing standards (which are incorporated herein by this reference). The Committee may retain, or receive advice from, any compensation adviser the Committee may wish to select, regardless of the independence or non-independence of that adviser in relation to the factors specified in Section 303A.05. Notwithstanding the foregoing, the Committee is not required to assess the independence of any compensation adviser, outside legal counsel or other adviser whose services are limited to consulting with respect to any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for the Company or that is customized for the Company based upon parameters that have not been developed by that particular compensation adviser and about which that particular compensation adviser does not provide any advice.

RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. At least annually, review the Company's overall compensation strategy, including base, incentive compensation and restricted stock grants, to assure that it promotes shareholder interests and supports the Company's strategic objectives, and that it provides for appropriate rewards and incentives for the Company's management and employees;
2. At least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's chief executive officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives and establish the compensation of the CEO based on such evaluations. In reviewing and approving CEO and other executive compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation "Say on Pay Vote" required by Section 14A of the Exchange Act;
3. Review and recommend to the Board the compensation for directors at least biennially, and review and recommend to the Board the compensation for non-CEO executive officers;
4. Review and recommend to the Board the Company's bonus or cash incentive compensation plans and equity-based plans used to compensate officers and employees;
5. Approve and administer the Company's incentive compensation plans and equity-based plans and delegate to the Chairman, CEO or President authority to make grants to other employees under such plans;

6. Discharge the responsibilities of the trustee(s) pursuant to the terms and conditions of the trusts established under the Company's Excess Benefit and Deferred Compensation Plans;
7. Review, as the Committee considers appropriate in setting CEO and other executive officer compensation, Company performance and relative stockholder return, compensation at comparable companies, past years' compensation to the Company's CEO and other executive officers, and other relevant factors;
8. Review and approve all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, perquisites and payments with respect to the CEO and other executive officers;
9. Conduct an annual evaluation of the Committee's performance and assessment of the adequacy of the Committee's charter and recommend to the Board such charter changes as the Committee deems appropriate;
10. Review and discuss with management the Compensation Discussion and Analysis required by Item 402 of Regulation S-K and prepare the disclosures required of the Committee by Item 407 of Regulation S-K in accordance with applicable rules and regulations;
11. Evaluate whether any compensation consultant hired or to be hired by the Company has any conflict of interest as described in Item 407(e)(3)(iv) of Regulation S-K; and
12. Perform such other activities consistent with this charter, the Company's bylaws, governing law, the rules and regulations of the NYSE and such other requirements applicable to the Company as the Committee or the Board deem necessary or appropriate.

Revised: December 14, 2016