

AMERICAN HOMES 4 RENT

Share Ownership Policy

The Board of Trustees (the “Board”) of American Homes 4 Rent (the “Company”) has adopted this Share Ownership Policy (the “Policy”) to more closely align the interests of the Company’s senior officers and independent trustees with the interests of the Company’s shareholders. The Policy applies to (i) the Company’s Chief Executive Officer (the “CEO”), (ii) the Company’s other Section 16 Officers (collectively with the CEO the “Executives”), and (iii) the independent members of the Board (the “Outside Trustees” and together with the Executives, the “Covered Persons”). The Compensation Committee of the Board (the “Committee”) shall have the authority to administer and interpret, to monitor compliance with, and to make all determinations regarding the Policy. The effective date of the Policy shall be February 24, 2021 (the “Effective Date”).

Each Covered Person shall beneficially own Class A common shares and equivalents (including Class A partnership units that are convertible into Class A common shares and restricted stock units that are only subject to time vesting) of the Company with an aggregate market value not less than:

- six times (6x) the previous year annual base salary for the CEO;
- three times (3x) the previous year annual base salary for the other Executives; and
- five times (5x) the value of the previous year annual cash retainer (excluding any Board committee fees) for each Outside Trustee.

Securities that have been pledged and shares underlying vested or unvested options are not counted as beneficially owned for purposes of the Policy.

The CEO shall be in compliance with the Policy as of the Effective Date. All other Covered Persons are expected to be in compliance by the fifth anniversary of the Effective Date. Persons that become subject to the Policy as of a future date are expected to be in compliance by the fifth anniversary of their appointment to the position that results in application of the Policy. Covered Persons already subject to the Policy that become subject to increased ownership requirements as a result of a promotion are expected to be in compliance with the increased threshold by the fifth anniversary of the promotion.

Once a Covered Person comes into compliance with the Policy, the Covered Person will not be deemed to be out of compliance with the Policy if (i) the sole reason such person’s ownership has dropped below the required threshold is a decrease in the market price of the Company’s Class A common shares, and (ii) such person has not sold any Class A common shares (other than sales to cover withholding taxes owed in connection with equity awards or exercise costs) since the time such person’s ownership dropped below the required threshold.

If a Covered Person is not in compliance with the Policy (other than as set forth in the preceding paragraph), the Covered Person must retain 100% of the Class A common shares and equivalents beneficially owned and subsequently awarded by the Company (other than sales to cover withholding taxes owed in connection with equity awards or option exercise costs) until the Covered Person is in compliance with the Policy. The Committee and the Board may take other measures to address non-compliance with the Policy.

The Committee or the Board, in their sole and absolute discretion, may amend, modify, waive or terminate the Policy, either in whole or in part. The Committee may grant temporary hardship exceptions to the Policy in the event of financial hardship or other good cause in its sole and absolute discretion.

The Policy shall replace the existing CEO Share Ownership Policy as of the Effective Date. The Policy shall supplement any other contractual or legal restrictions upon a Covered Person's ability to sell or otherwise transfer Class A common shares or equivalents.