

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

(Effective February 15, 2012)

This Compensation Committee Charter, adopted by the Board of Directors (the "Board") of AV Homes, Inc. (the "Company"), is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements as well as the Company's Certificate of Incorporation and Bylaws, the Charter is not intended to establish by its own force any legally binding obligations.

I. PURPOSES

The Compensation Committee (the "Committee") shall: (A) assist the Board in overseeing the Company's management compensation policies and practices, including (i) determining and approving the compensation of the Company's Chief Executive Officer ("CEO") and the Company's other executive officers; (ii) reviewing and approving management incentive compensation policies and programs and exercising discretion in the administration of such programs; and (iii) reviewing and approving equity compensation programs for employees and exercising discretion in the administration of such programs; and (B) prepare the report of the Committee required by the rules of the Securities and Exchange Commission ("SEC").

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with applicable rules of The Nasdaq Stock Market or other primary exchange or market on which the Company's shares of common stock are listed.

Committee members shall continue to be members as long as they remain directors and until their successors as Committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the

Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. COMMITTEE MEETINGS

The Committee shall establish its own schedule and meet on a regularly-scheduled basis at least two times per year, or more frequently as circumstances dictate.

Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may also take action by unanimous written consent and shall otherwise establish its own rules and procedure.

The Committee shall meet at least annually with the CEO and any other corporate officers the Board or the Committee deems appropriate to discuss and review the performance criteria and compensation levels of key executives.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee, by resolution approved by a majority of the Committee, may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and The Nasdaq Stock Market or other primary exchange or market on which the Company's shares of common stock are listed.

To fulfill its purposes, the Committee shall:

1. establish and review the Company's overall management compensation philosophy and policy;
2. review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers, including annual and long-term performance goals and objectives;
3. review and authorize any employment, compensation, benefit or severance agreement with any executive officer;
4. evaluate at least annually the performance of the Company's executive officers against corporate goals and objectives, including the annual performance objectives and, based on this evaluation, determine and approve the compensation level (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) for the executive

officers, reviewing as appropriate, any agreement or understanding relating to each executive officer's employment, incentive compensation, or other benefits based on this evaluation;

5. determine and approve the compensation level (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material prerequisites) for other members of senior management of the Company as the Committee or the Board may from time to time determine to be appropriate;
6. review at least annually the compensation of such members of senior management, other than those whose compensation is determined and approved in accordance with paragraph 5 above, as the Committee determines to be appropriate (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material prerequisites);
7. review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans, as well as plans and policies pertaining to prerequisites, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans or programs;
8. review, approve and recommend to the Board action on any equity-based compensation plan for employees of or consultants to the Company and any modifications of any such plan and authorize all awards, including the award of shares or share options, pursuant to such plans;
9. review and approve any non-equity-based incentive compensation plans for employees of or consultants to the Company and any modifications of any such plan and review at least annually the awards made pursuant to such plans;
10. administer compensation plans for employees as provided by the terms of such plans and monitor compliance with such rules, policies and guidelines for the issuance of awards pursuant to such plans as the Committee or the Board may establish;
11. review, approve and recommend to the Board action on any changes in employee retirement plans or programs;
12. review and discuss with management the Company's Compensation Discussion and Analysis disclosure required by SEC regulations and determine whether to recommend to the Board that it be included in the Company's Annual Report on Form 10-K or proxy statement on Schedule 14A or information statement on Schedule 14C, as applicable;
13. prepare the report of the Committee required to be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, as applicable, in accordance with rules and regulations of the SEC and other applicable regulatory bodies;

14. review and reassess the adequacy of this Charter, and recommend to the Board amendments as the Committee deems appropriate; and
15. report to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.