

RE/MAX HOLDINGS, INC.
COMPENSATION COMMITTEE CHARTER



I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of RE/MAX Holdings, Inc. (the “Company”) is appointed by the Board to: (a) assist the Board in discharging its responsibilities relating to compensation of the Company’s directors and executive officers; and (b) to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s Amended and Restated Bylaws (the “Bylaws”) and by applicable law. Nothing in this Charter shall be construed as precluding discussion of Chief Executive Officer (“CEO”) compensation or other compensation matters with the Board generally.

II. Committee Membership; Exceptions to Charter

Committee members shall be appointed by the Board, based on the recommendation of the Nominating and Corporate Governance Committee, and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Committee members may be removed at any time by vote of the Board. Committee members may resign from the Committee at any time without resigning from the Board.

The Committee shall consist of no fewer than two members of the Board. Each member of the Committee shall meet applicable independence requirements for membership of a Compensation Committee in accordance with listing standards of the New York Stock Exchange (“NYSE”), subject to any applicable exceptions such as the initial phase-in periods applicable in connection with and after the Company’s initial public offering and the exception in the following paragraph.

To the extent that the Company elects a “controlled company” exception or other comparable exception under the listing requirements of the NYSE, then any listing requirement of the NYSE or provision of this charter from which the Company is exempt under such controlled company or other provision shall be deemed inapplicable to the Company if and for so long as the Company relies upon the controlled company or other similar exception without further amendment of this charter. The pertinent provisions of the listing requirements of the NYSE and this charter shall again be deemed applicable without further amendment of this charter at such time as the Company elects to no longer rely upon, or is otherwise no longer eligible to rely upon, the controlled company or other similar exception.

To the extent any compensation is intended to qualify for the performance-based compensation exemption from the limitations on deductibility under Internal Revenue Code Section 162(m) (or any successor thereto) of the Internal Revenue Code, as amended (“Section

162(m)”), a subcommittee of the Committee, or a separate committee of the Board, in each case comprised of at least two members, all of whom qualify as “outside directors” under Section 162(m) and the rules promulgated thereunder shall (a) determine the performance goals for such compensation and (b) prior to the payment of any compensation based on such performance goals, determine and certify the extent to which such performance goals were satisfied.

If the Committee has any members who do not qualify as “non-employee directors” as defined in Rule 16b-3 (or any successor thereto) promulgated under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”), any grants of equity to any executive officer of the Company shall be approved by either (a) the full Board or (b) a subcommittee of the Committee, or a separate committee of the Board, in each case comprised of at least two members, all of whom qualify as “non-employee directors” as defined in Rule 16b-3.

Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board, or until his or her earlier resignation or removal. Members may be removed at any time by vote of the Board.

III. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Bylaws and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by a vote of the majority of the full Committee. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

The Committee shall meet from time to time at a time and place determined by the Committee chairperson, with meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

The Committee chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the chairperson’s absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

As necessary or desirable, the chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The CEO should not be present during voting or deliberations on the CEO’s compensation.

The Committee may form and delegate authority to subcommittees when appropriate. The Board may assign any duties of the Committee outlined in this Charter to another committee of the Board in whole or in part from time to time as the Board may determine subject to applicable laws, regulations and the listing requirements of the NYSE.

IV. Committee Authority and Responsibilities

The Committee shall:

1. Annually review and approve the Company's corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of such goals and objectives, and, either as a Committee or together with independent directors of the Board (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation, to the extent not otherwise determined by an existing employment agreement or arrangement approved by the Board and/or the Committee. In determining the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
2. Annually review and, if appropriate, approve (or make recommendations to the Board regarding approval of) the following with respect to the Company's executive officers: (i) annual base salary levels; (ii) annual incentive compensation levels; (iii) long-term incentive compensation levels; and (iv) any supplemental or special benefits.
3. Review and approve (or make recommendations to the Board regarding approval of) executive officers employment agreements, severance agreements, and change of control agreements/provisions, in each case prior to the Company's entering into such agreements/provisions, as, when and if appropriate.
4. Annually review and make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity based-plans.
5. Administer the Company's incentive-compensation plans and equity based-plans as in effect and as adopted from time to time by the Board, to the extent such administration is not delegated, in whole or in part, to any other committee of the Board or officers of the Company or otherwise retained by the Board.
6. Review and approve any new equity compensation plan or any material change to an existing plan where stockholder approval has not been obtained.
7. Review and approve any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory (including NYSE) requirement, or otherwise determined to be appropriate or desirable by the Committee or Board.

8. Ensure appropriate overall corporate performance measures and goals are set and determine the extent that established goals have been achieved and any related compensation earned.
9. Review and approve compensation for the Company's directors.
10. So long as the Company qualifies as an "emerging growth company" under the Jumpstart Our Business Startups Act (the "JOBS Act"), the Committee may recommend to the Board whether, and to what extent, the Company will use applicable JOBS Act exemptions related to compensation that may be available, including, for example, exemptions from requirements to hold an advisory stockholder vote on executive compensation, compensation-related disclosures required by the Securities and Exchange Commission ("SEC") and requirements to include a Committee report in the Company's annual proxy statement and Annual Report on Form 10-K required to be filed with the SEC.
11. Review and discuss with the Company's management the compensation-related disclosures required to be included by the SEC in the Company's annual proxy statement or annual report on Form 10-K to be filed with the SEC, including as applicable, the Company's "Compensation Discussion and Analysis"; and, as applicable, recommend to the Board whether or not to include such "Compensation Discussion and Analysis" in such proxy statement or annual report.
12. Produce a Committee report on executive compensation to the extent required to be included in the Company's annual proxy statement, annual report on Form 10-K or other filing required to be made with the SEC.
13. Oversee the Company's policies regarding tax deductibility of executive compensation, provided that the Committee shall retain the flexibility to pay compensation that is not eligible for deduction under Section 162(m) as it deems appropriate.
14. Perform such other functions and have such other powers consistent with this Charter, the Bylaws and governing law as the Committee or the Board may deem appropriate.

V. Performance Evaluation

The Committee shall perform an annual evaluation of the Committee's own performance. The Committee also shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VI. Committee Resources

The Committee shall be empowered, without the approval of the Board or management, to engage and compensate independent legal, accounting and other advisors (“Compensation Advisors”), as it determines necessary to carry out its duties. To the extent required by the rules of the NYSE, unless the Company is otherwise exempt from such rules, the Committee shall have the sole authority to retain, obtain the advice of, and terminate any Compensation Advisor, shall be directly responsible for appointing, compensating and providing oversight of the work of the Compensation Advisors, and shall, prior to hiring each Compensation Advisor, consider all independence criteria for such Compensation Advisor, in accordance with applicable SEC rules and the rules of the NYSE. Any such consultants shall report directly to the Committee. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of: (a) compensation to any advisor employed by the Committee, including any Compensation Advisors; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Compensation Advisor shall include any compensation advisor acting for the Company or the Committee including any compensation firm, consulting firm or attorney acting in the capacity of a compensation advisor.

VII. Disclosure of Charter

This Charter will be made available on the Company’s Web site.