



**RE/MAX HOLDINGS, INC.  
FINANCE AND INVESTMENT COMMITTEE CHARTER**

**I. Purpose and Authority**

The Finance and Investment Committee (the “Committee”) is established by the Board of Directors (the “Board”) of RE/MAX Holdings, Inc. (together with its consolidated subsidiaries, the “Company”) for the primary purpose of assisting the Board with oversight, approval, and recommendations to the Board concerning the Company’s:

- Capital structure and capital allocation strategy
- Investment policy applicable to the management of excess corporate cash
- Interest rate or currency risk management policies and programs
- Tax planning, including any tax receivable agreements
- Other financial arrangements and transactions which can materially impact the financial condition of the Company

The Committee may, in its discretion, also review items on other finance related issues to the extent that it deems appropriate or necessary. The Committee shall have the power to hire legal, financial or other advisors as it may deem necessary in its best judgement with due regard to cost.

**II. Committee Membership**

The Committee shall consist of at least two members (each, a “Member” and collectively, the “Members”) who shall be members of the Board of Directors with competencies which reflect the responsibilities that they are undertaking. Each member shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. The terms of the members shall be staggered to the extent practicable. Members may be removed at any time by vote of the Board. Members may resign from the Committee at any time without resigning from the Board. Each member shall acknowledge his or her membership in writing. 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 Company’s Amended and Restated Bylaws (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 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 when deemed necessary or desirable by the Committee or its chairperson. The Committee shall meet at times and places as determined by its chairperson.

Actions may be taken by unanimous written consent. Members may participate in meetings 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. Such participation shall constitute presence in person at such meeting. A majority of the Committee shall constitute a quorum for the transaction of business. If, however, there are only two Members, both Members must be present to constitute a quorum.

The Committee chairperson will preside at each meeting. The Committee chairperson, in consultation with the other Members, will set the length and agenda for 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 actions. The Committee will maintain written minutes of its meetings. The 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. The Committee shall have direct access to and complete and open communications with senior leaders of the Company and may obtain advice and assistance from internal staff.

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. Authority, Responsibilities and Duties**

##### **A. Finance and Investment Duties:**

- Review periodically with management the Company's capital structure and capital allocation strategy, and, when necessary, recommend to the Board transactions or alterations to the Company's capital structure.
- Review with management the principal terms and conditions of proposed borrowings and recommend to the Board issuances of debt or equity securities by the Company
- Review and discuss with management any equity investments, mergers, acquisitions, and divestitures that may have a material current or future effect on the financial condition of the company.
- Review and approve the Company's policies for the investment of its excess corporate cash and periodically review investments holdings and performance to ensure stated objectives are being met.
- Review periodically with management the Company's interest rate and currency risk management policies and programs.
- Review periodically with management the Company's tax program including any tax receivable agreements.
- Review the Company's real property holdings, and approve all proposals for the acquisition, disposition and leasing of real property by the Company.

- Review and discuss with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations), leases and other relationships of the Company with unconsolidated entities or other persons, that could have a material current or future effect on the financial condition of the Company.
- Perform any other activities or responsibilities from time to time assigned to the Finance and Investment Committee by action of the Board which are consistent with this Charter.

**B. Administrative Duties**

- Resolve all questions of interpretation of any policies governed by this Charter.
- Ensure Management maintains records for the administration of all policies governed by this Charter and the actions of the Committee.
- Review this Charter and all related policies periodically, and no less frequently than annually, and recommend to the Board any necessary amendments as conditions dictate.
- Report to the Board on the significant items covered at each Finance and Investment Committee meeting.

**V. Compensation**

All members receiving full time compensation from the Company shall serve without additional compensation for the performance of their duties as members of the Committee. The Committee shall reimburse the members for all expenses properly