

eXp World Holdings, Inc.

Compensation Committee Charter

PURPOSE

To assist the board of directors in fulfilling its oversight responsibilities for evaluation, measurement and compensation of the Company's executive officers along with the plans, policies and programs affecting compensation plans for the Company's employees and directors. The Committee's goal is to ensure that the Company's compensation programs are designed to attract and retain qualified officers, directors and employees, reward and encourage maximum individual and corporate performance, promote accountability and ensure alignment with shareholder interests.

AUTHORITY

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee has the authority, and is entrusted with the responsibility to take the following actions:

- Conduct or authorize any investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee and/or advisers engaged by the Committee;
- Retain and determine funding for legal counsel, compensation consultants, as well as other experts and advisers appropriate to fulfill its responsibilities.

COMPOSITION

The Compensation Committee will consist of at least three members of the Board, each classified as independent within the definition of the listing requirements of the exchange on which the Company is listed. Members of the Committee and its Chairman will be selected annually by the Board based on the recommendation of the Governance Committee.

MEETINGS

The Committee will meet no less than four times annually, with authority to convene addition meetings as may be required. All Committee members are expected to attend each meeting, in person, via teleconference or in the Company's virtual meeting platform, eXp World. Meeting agendas will be prepared and provided in advance to members along with appropriate meeting materials. Minutes will be prepared and submitted to the Board.

RESPONSIBILITIES

The Committee has the following responsibilities:

Executive Compensation

- The Committee will exercise oversight of all matters of executive compensation policy. Each year, the Committee will:
 - Review and approve the Company's peer companies, if any, and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
 - Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and the Company's other executive officers;
 - Review, modify and approve the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation;
 - Evaluate the performance of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers in light of the Company's executive compensation goals and objectives; and
 - Set the compensation of the Company's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Company's other executive officers based on this evaluation, including the annual base salary levels; annual cash incentive awards; long-term incentive awards; employment agreements, severance arrangements and change-in-control agreements and provisions; and any special or supplemental benefits as may be appropriate. In determining the long-term incentive component (if any) of such compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar awards to chief executive officers at comparable companies and the awards historically given to the Chief Executive Officer and other executive officers.

The Chief Executive Officer may not be present during voting or deliberation on his or her compensation.

- The Committee will prepare and recommend to the Board for adoption a claw back policy that complies with applicable rules and regulations, including the rules and regulations of the SEC and applicable listing standards

Incentive and Equity Compensation

- Each year, the Committee will review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to Board approval.

Director Compensation

- The Committee, in cooperation with the Governance Committee, will review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. Directors who are employees of the Company will not receive any additional compensation for service on the Board.

Other Powers and Responsibilities

- The Committee will review and approve, or review and recommend to the Board for its approval, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended.
- The Committee will review, as it deems necessary, appropriate matters related to the Company's compliance with applicable laws and regulations affecting employee and director compensation and benefits.
- If the Committee engages a Compensation Adviser, then the Committee is directly responsible for the appointment, compensation and oversight of such Compensation Adviser. Prior to any such engagement, the Committee will analyze the relationships such counsel, consultants or advisers have with members of the Committee as well as management and the Company as a whole. This analysis will include the specific factors identified by the Securities and Exchange Commission and the exchange on which the Company is listed as well as any other factors that affect the independence of compensation advisers.
- The Committee will receive and review periodic reports on the Company's compensation plans, policies and programs as they affect all employees.
- The Committee will evaluate compensation policies and practices for all employees to ensure they do not pose risks that are reasonably likely to have a material adverse effect on the Company.
- The Committee will oversee the Company's trading policies and anti-hedging and pledging policies applicable to executive officers and directors.

