

# **eXp World Holdings, Inc.**

## **Audit Committee Charter**

### **PURPOSE**

To assist the board of directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the company's process for monitoring compliance with laws and regulations including overseeing the integrity of the company's financial statements; the independent auditor's qualifications and independence; the performance of the company's independent auditor and internal audit function; the company's systems of disclosure controls and procedures; and the company's compliance with ethical standards adopted by the company.

### **AUTHORITY**

The audit committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organization.
- Review the qualifications of the independent auditor. The independent auditor will report directly to the audit committee.
- Resolve any disagreements between management and the auditor regarding financial reporting.
- Pre-approve all auditing and non-audit services.
- Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.
- Seek any information it requires from employees-all of whom are directed to cooperate with the committee's requests-or external parties.
- Meet with company officers, external auditors, or outside counsel, as necessary.
- The company will provide appropriate funding, as determined by the audit committee, for compensation to the independent auditor, to any advisors that the audit committee chooses to engage, and for payment of ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties.
- The committee's principal responsibility is one of oversight. The fundamental responsibility for the company's financial statements and disclosures rests with the management and the independent auditor.

### **COMPOSITION**

The audit committee will consist of at least three and no more than five members of the board of directors. The board or its nominating committee will appoint committee members and the committee chair.

Each committee member will be both independent and financially literate. At least one member shall be designated as the "financial expert," as defined by applicable legislation and regulation. To help meet these requirements, the audit committee will provide its members with annual continuing education opportunities in financial reporting and other areas relevant to the committee.

Unless a chairperson is elected by the full board, the members of the committee may designate a chairperson by majority vote.

The board will determine that a director's simultaneous service on multiple committees will not impair the ability of such member to effectively serve on the audit committee.

## **MEETINGS**

The committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via tele- or video-conference. The committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. It will hold private meetings with auditors (see below) and each regularly scheduled meeting will concluded with an executive session of the committee absent members of management. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

## **RESPONSIBILITIES**

The committee will carry out the following responsibilities:

### Financial Statements

- Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, any significant changes in the company's selection or application of accounting principles, analyses of the effects of alternative GAAP methods on the financial statements and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review with management and the external auditors the results of the audit, including any difficulties encountered and any matters required to be discussed with the PCAOB.
- Review with the independent auditor any restrictions on the scope of the auditor's activities or on access to requested information, and any significant disagreements with management, together with management's response.
- Review and approve all related-party transactions. Discuss with the independent auditor their evaluation of the company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCOAB.
- Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
- Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
- Receive and review any disclosure form the company's CEO and CFO made in connection with the certification of the company's quarterly and annual reports filed with the SEC of: a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record financial data; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls.
- Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the company.
- Review with management and the external auditors all matters required to be communicated to the committee under generally accepted auditing Standards.
- Understand how management develops interim financial information, and the nature and extent of internal and external auditor involvement.
- Review interim financial reports with management and the external auditors before filing with regulators, and consider whether they are complete and consistent with the information known to committee members.

- Meet with management and the independent auditor to review and discuss the company's disclosures under "Management's Discussion and Analysis of Financial Controls and Analysis of Financial Condition and Results of Operations".
- Review the regular internal reports to management (or summaries thereof) prepared by the internal audit function, as well as management's response.
- Review earnings press releases, including the type and presentation of information, paying particular attention pro forma or adjusted non-GAAP information.
- Review financial information and earnings guidance provided to analysts and rating agencies.

#### Internal Control

- Consider the effectiveness of the company's internal control system, including information technology security and control.
- Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.
- Internal Audit
  - Approve the internal audit charter.
  - Approve decisions regarding the appointment and removal of the chief audit executive. Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the chief audit executive.
  - Approve the annual audit plan and all major changes to the plan. Review the internal audit activity's performance relative to its plan.
  - Review with the chief audit executive the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.
  - Periodically review with the internal audit director any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.
  - At least once per year, review the performance of the chief audit executive and concur with the annual compensation and salary adjustment.
  - Review the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditors' the Definition of Internal Auditing, Code of Ethics and the *International Standards for Professional Practice of Internal Auditing*.
  - On a regular basis, meet separately with the chief audit executive to discuss any matters that the committee or internal audit believes should be discussed privately.

## External Audit

- Review the external auditors' proposed audit scope and approach, including coordination of audit effort with internal audit.
- Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors.
- Hold timely discussion with the independent auditor regarding the following:
  - All critical accounting policies and practices
  - All alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
  - Other material written communications between the independent auditor and management, including but not limited to, the management letter and schedule of unadjusted differences.
- Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the company, including non-audit services, and discussing the relationships with the auditors.
- On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
- Compliance
  - Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
  - Review the findings of any examinations by regulatory agencies, and any auditor observations.
  - Review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.
  - Obtain regular updates from management and company legal counsel regarding compliance matters.
  - At least annually, obtain and review a report by the independent auditor describing the independent auditor's internal quality control procedures; any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the independent auditor, and any steps taken to deal with such issues; and all relationships between the independent auditor and the company addressing the matters set forth in PCAOB Rule 3526.
- Review the qualifications and experience of the lead partner each year and determine that all partner rotation requirements, as promulgated by rules and regulations, are executed. The audit committee will present its conclusions to the full board.

## Reporting Responsibilities

- Regularly report to the board of directors about committee activities, issues, and related recommendations.
- Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential,

anonymous submissions by company employees regarding questionable accounting or auditing matters.

- Provide an open avenue of communication between internal audit, the external auditors, and the board of directors.
- Report annually to the shareholders, describing the committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.
- Review any other reports the company issues that relate to committee responsibilities.
- Other Responsibilities
  - Perform other activities related to this charter as requested by the board of directors.
  - Institute and oversee special investigations as needed.
  - Review and assess the adequacy of the committee charter annually, requesting board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
  - Confirm annually that all responsibilities outlined in this charter have been carried out.
  - Evaluate the committee's and individual members' performance on a regular basis.