

Compensation Committee Charter

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") is to carry out the responsibilities delegated by the board of directors (the "**Board**") of eXp World Holdings, Inc. (the "**Company**") relating to the review and determination of executive and director compensation. 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.

MEMBERSHIP

The Committee shall consist of three or more directors. With the exception of one member of the Committee, all other members of the Committee shall be independent in accordance with the rules of The Nasdaq Stock Market.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board shall designate a member of the Committee as the chairperson. The Board may remove any member from the Committee at any time with or without cause.

DUTIES AND RESPONSIBILITIES

The committee shall have the following authority and responsibilities:

- To determine and approve the CEO's compensation level and elements. In determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.
- To review and make recommendations to the Board regarding the compensation of all other executive officers. In evaluating and making recommendations regarding executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
- To review, and make recommendations to the Board regarding, incentive compensation plans and equity-based plans. In reviewing and making recommendations regarding incentive compensation plans and equity-based plans, the Committee shall consider the results of the most recent Say on Pay Vote.
- To review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
- To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between

risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

- To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- In cooperation with the Nomination and Corporate Governance Committee, regularly review all director compensation and benefits for service on the Board and Board committees and to recommend any changes to the Board as necessary.
- To oversee the Company's trading policies and anti- hedging and pledging policies applicable to executive officers and directors.
- To 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.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

OPERATIONS

The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall regularly evaluate the performance of its duties under this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate.