eXp World Holdings, Inc.

2219 Rimland Drive, Suite 301
Bellingham, WA 98226, Etats-Unis

**PROGRAMME D'ACTIONNARIAT RESERVE AUX AGENTS (LE « PROGRAMME »),
UN PROGRAMME D'ACHAT D'ACTIONS DANS LE CADRE DU PLAN D'ACTIONNARIAT DE 2024
D'EXP WORLD HOLDINGS, INC. (LE « PLAN 2024 »)**

PROSPECTUS
Publié dans le cadre de l'offre au public d'un maximum de 13.810.493 actions ordinaires d'eXp World Holdings, Inc., d'une valeur nominale de 0,00001 dollar américain, à des agents indépendants dans le cadre du Programme

Le prospectus a été approuvé par l'Autorité des marchés financiers (l' « AMF ») en sa qualité d'autorité compétente en vertu du Règlement (UE) 2017/1129. L'AMF approuve le prospectus après avoir vérifié que les informations contenues dans le prospectus sont complètes, cohérentes et compréhensibles au sens du Règlement (UE) 2017/1129. L'approbation n'implique pas la vérification de l'exactitude de ces informations par l'AMF.

Cette approbation ne doit pas être considérée comme un avis favorable sur l'émetteur et sur la qualité des valeurs mobilières faisant l'objet du prospectus. Les investisseurs sont invités à procéder à leur propre évaluation concernant l'opportunité d'investir dans les valeurs mobilières concernées.

Le prospectus a été approuvé le 27 mars 2026 et est valable douze mois à compter de la date d'approbation et devra, pendant cette période et dans les conditions de l'article 23 du Règlement (UE) 2017/1129, être complété par une note complémentaire au prospectus en cas de faits nouveaux significatifs, d'erreurs ou d'inexactitudes substantielles. Le prospectus portera le numéro de visa suivant : 26-065.

Le présent prospectus ainsi que les traductions de son résumé, le cas échéant, seront mis en ligne sur le site internet d'eXp World Holdings, Inc. (*https://expworldholdings.com/financials/*) et des exemplaires gratuits seront fournis sur simple demande en contactant le département des Relations Investisseurs d'eXp World Holdings Inc. à investors@expworldholdings.com. Le prospectus et la traduction en français de son résumé seront également disponibles sur le site internet de l'AMF, *www.amf-france.org.*

PARTIE I — RÉSUMÉ DU PROSPECTUS

PROSPECTUS APPROUVÉ LE 27 MARS 2026 SOUS LE NUMÉRO 26-065 PAR L'AMF

SECTION A — INTRODUCTION ET AVERTISSEMENTS	
Nom et code ISIN des valeurs mobilières	Les actions ordinaires d'eXp World Holdings, Inc., d'une valeur nominale de 0,00001 dollar américain (les « **Actions** ») sont cotées sur Nasdaq Global Market (« **Nasdaq** ») opéré par Nasdaq, Inc., sous le mnémonique « EXPI ». Le code international d'identification des valeurs mobilières (« **ISIN** ») des Actions est US30212W1009 et le code américain d'identification des valeurs mobilières (le code CUSIP) des Actions est 30212W100. Les Actions étaient initialement négociées sur le marché libre pour les actions américaines (OTCQB) et sont négociées sur le Nasdaq depuis le 21 mai 2018 à la suite de l'approbation par le Nasdaq de l'inscription des Actions le 17 mai 2018. Il n'y a pas eu de levée de fonds. Le prix de cotation initial des Actions sur le Nasdaq était de 9,65 dollars américains.
Identité et coordonnées de l'émetteur, y compris son LEI	eXp World Holdings, Inc. (« **eXp** » ou la « **Société** »). L'identifiant d'entité juridique (« **LEI** ») de la Société est 549300TWVVZC283VEC32. Le siège social de la Société est situé au 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, États-Unis d'Amérique. Numéro de téléphone: +1 (360) 685-4206; Site internet: https://expworldholdings.com. La Société est une société relevant du droit de l'État du Delaware, États-Unis d'Amérique. La Société est une société relevant du droit de l'État du Delaware, États-Unis d'Amérique. Veuillez également consulter la section « Principales activités » ci-dessous et la description de la Redomiciliation au Texas (telle que définie dans cette section).
Identité et coordonnées de l'offreur	Sans objet.
Identité et coordonnées de l'autorité compétente approuvant le prospectus	Autorité des marchés financiers 17, place de la Bourse, 75082 Paris Cedex 02, France https://www.amf-france.org
Date d'approbation du prospectus	27 mars 2026
Avertissement au lecteur	Ce résumé doit être lu comme une introduction au prospectus. Toute décision d'investir dans les valeurs mobilières concernées doit être fondée sur un examen de l'intégralité du prospectus par l'investisseur. Le cas échéant, l'investisseur pourrait perdre tout ou partie du capital investi. Si une action concernant l'information contenue dans le prospectus est intentée devant un tribunal, l'investisseur plaignant peut, conformément au droit national, avoir à supporter les frais de traduction du prospectus avant le début de la procédure judiciaire. Une responsabilité civile n'incombe qu'aux personnes qui ont présenté le résumé, y compris sa traduction, pour autant que le contenu du résumé soit trompeur, inexact ou incohérent, lu en combinaison avec les autres parties du prospectus, ou qu'il ne fournisse pas, lu en combinaison avec les autres parties du prospectus, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans ces valeurs mobilières.

SECTION B — INFORMATIONS CLÉS SUR L'ÉMETTEUR	
QUI EST L'ÉMETTEUR DES VALEURS MOBILIÈRES?	
Siège social, forme juridique, droit régissant son activité et son pays d'origine	Le siège social de la Société est situé au 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, États-Unis d'Amérique. La Société est une société relevant du droit de l'État du Delaware, États-Unis d'Amérique. La Société a été créée le 30 juillet 2008. Le LEI de la Société est 549300TWVVZC283VEC32. Veuillez également consulter la section « Principales activités » ci-dessous et la description de la Redomiciliation au Texas (telle que définie dans cette section).

Principales activités

La Société détient et supervise un portefeuille diversifié d'entreprises axées sur les services. Ces entreprises sont intégrées grâce à la plateforme technologique avancée de la Société, qui permet la collaboration et l'effet de levier opérationnel dans l'ensemble de son écosystème.

L'objectif stratégique de la Société est de poursuivre l'expansion de ses activités de courtage immobilier en offrant aux agents une proposition de valeur différenciée, axée sur une économie de pointe, des opportunités d'accession à la propriété et l'accès à des outils et services qui favorisent la croissance professionnelle à long terme.

Secteurs d'activité

La société exerce ses activités dans trois secteurs d'activité opérationnels :

- Immobilier nord-américain (*North American Realty*) comprend les activités de courtage résidentiel et commercial, la génération de prospects et les services d'assistance connexes aux États-Unis et au Canada et, à partir du premier trimestre 2025, FrameVR.io, la plateforme technologique immersive 3D propriétaire de la Société, accessible sur le web, qui fournit un environnement virtuel pour la collaboration entre agents, la formation et l'engagement communautaire.
- Immobilier international (*International Realty*) comprend les activités de courtage et les services de soutien dans 27 pays d'Amérique latine, d'Europe, du Moyen-Orient, d'Asie-Pacifique et d'Afrique du Sud.

Les deux secteurs d'activité opérationnels immobiliers génèrent principalement des revenus provenant des commissions sur les transactions immobilières résidentielles, soutenues par le modèle de courtage basé sur le cloud de la Société.

- Les Autres services affiliés comprennent le Magazine SUCCESS® et les médias associés. Avant le premier trimestre 2025, les autres services affiliés comprenaient également FrameVR.io.

En 2024, la Société a mis fin à ses activités Virbela, et ses activités restantes ne répondaient plus aux critères d'un secteur à présenter. En conséquence, les activités restantes de Virbela liées à FrameVR.io ont été intégrées au segment immobilier nord-américain que FrameVR.io soutient principalement. Tous les résultats opérationnels liés à Virbela, avant la finalisation de sa cession au quatrième trimestre 2024, sont inclus dans les activités non poursuivies. En conséquence, toutes les informations sectorielles des périodes antérieures ont été reclassées afin de se conformer à la structure de présentation actuelle et sont reflétées dans « Elimination liée au secteur d'activité » ci-dessous.

Le tableau ci-dessous présente l'information relative aux secteurs d'activité de la Société au cours des exercices clos les 31 décembre 2025, 2024 et 2023 :

	Produits des activités ordinaires		
	Exercice clos le 31 décembre		
	2025	**2024**	**2023**
Immobilier nord-américain	$ 4.624.913	$ 4.478.293	$ 4.220.063
Immobilier international	146.930	88.146	53.931
Autres services affiliés	2.873	6.105	4.802
Réconciliation des produits des activités ordinaires :			
Elimination liée au secteur d'activité	(2.405)	(4.872)	(4.975)
Produits des activités ordinaires consolidés	$ 4.772.311	$ 4.567.672	$ 4.273.821

Développements en 2025

Les développements suivants ont eu lieu dans la Société depuis le début de l'exercice fiscal clos le 31 décembre 2025 :

- Tout au long de l'année 2025, la Société introduit des nouveaux programmes et divisions spécialisées destinés à aider les agents à développer et à étendre leurs activités dans divers types de biens immobiliers. Au deuxième trimestre 2025, la Société a lancé sa Division Terrain et Ranch (*Land and Ranch Division*) afin de soutenir les agents spécialisés dans les propriétés rurales, récréatives et agricoles. Au quatrième trimestre 2025, la Société a lancé sa Division Sports et Divertissements (*Sports and Entertainment Division*), destinée à soutenir les agents au service de clients dans les secteurs du sport et du divertissement. En outre, au cours du deuxième trimestre 2025, la Société a lancé son programme de co-parrainage, qui permet aux agents de désigner à la fois un parrain principal et un co-parrain, ainsi qu'un formulaire américain open source intitulé « Seller Advisory: Risks of Limited Market Exposure » (Conseils aux vendeurs : risques liés à une exposition limitée au marché), conformément à l'engagement de la Société en matière de transparence et d'éducation.
- La Société a continué à investir dans sa plateforme technologique et ses outils destinés aux agents. Au troisième trimestre 2025, la Société a lancé son initiative « CRM of Choice », qui permet aux agents de choisir parmi trois plateformes de gestion de la relation client de premier plan en fonction de leurs besoins commerciaux individuels, et a lancé LYVVE™, sa plateforme mondiale de recherche immobilière conçue pour regrouper les annonces et les données connexes de plusieurs pays dans une interface de recherche unique et sans frontières pour les agents et les consommateurs. La Société a également annoncé le lancement de Mira™, un assistant commercial avancé alimenté par l'intelligence artificielle, conçu pour rationaliser en profondeur la manière dont les agents accèdent aux informations et gèrent leurs activités.
- Au cours de l'année 2025, la Société a procédé à plusieurs nominations clés à des postes de direction afin de soutenir sa croissance continue et son orientation opérationnelle. Au troisième trimestre 2025, Jesse Hill a été nommé directeur financier d'eXp World Holdings, Inc. Au quatrième trimestre 2025, Carrie Lysenko a été nommée directrice de la technologie d'eXp Realty® et Holly Mabery a été nommée directrice du courtage d'eXp Realty.

La Société n'a réalisé aucune acquisition au cours de l'exercice clos le 31 décembre 2025.

Au 31 décembre 2025, la Société comptait environ 1.834 salariés en équivalent temps plein et plus de 83.000 agents immobiliers, contre environ 2.001 salariés en équivalent temps plein et 82.980 agents immobiliers au 31 décembre 2024. Le nombre de salariés en équivalent temps plein a diminué de (8,3 %) en 2025 par rapport à 2024, dans le cadre des efforts déployés par la Société pour rationaliser ses opérations et améliorer son efficacité afin d'accroître la productivité de sa main-d'œuvre.

En 2025, la Société a versé aux agents et aux courtiers plus de 230 millions de dollars américains en parts de produits des activités ordinaires et en avantages en actions, contre 220 millions de dollars américains en 2024.

Au premier trimestre 2026, la Société a annoncé le lancement officiel d'eXp New Homes. Cette division spécialisée est conçue pour fournir aux agents une feuille de route complète leur permettant de maîtriser le marché de la construction neuve, des constructions urbaines de charme aux grands ensembles résidentiels planifiés.

Redomiciliation au Texas

Lors de l'assemblée générale annuelle des actionnaires de la Société qui se tiendra le 24 avril 2026 (l'« Assemblée générale annuelle 2026 »), les actionnaires de la société seront invités à approuver la conversion de la Société d'une société constituée en vertu des lois de l'État du Delaware en une société constituée en vertu des lois de l'État du Texas (la « **Redomiciliation au Texas** »). Si les actionnaires désintéressés (c'est-à-dire les actionnaires autres que les membres du Conseil d'administration de la Société (le « **Conseil** ») et de la direction et leurs actionnaires affiliés et associés respectifs) approuvent la Redomiciliation au Texas, la Société prévoit que celle-ci prendra effet dès que possible après l'Assemblée annuelle de 2026 (la « **Date d'entrée en vigueur** »).

Parmi les principales considérations qui ont motivé la décision de la Société de procéder à la Redomiciliation au Texas, il y a la conclusion du Conseil et d'un comité spécial indépendant du Conseil selon laquelle la législation du Texas offre une plus grande clarté et prévisibilité juridiques pour la prise de décision des administrateurs et des dirigeants et réduit l'exposition aux litiges opportunistes des actionnaires, ainsi que le fait que le Texas est un marché important pour les activités de la Société, alors que le Delaware n'a aucun lien opérationnel significatif.

Si la Redomiciliation au Texas est approuvée par les actionnaires, la Société continuera d'exister en tant que société texane et poursuivra ses activités sous son nom actuel, « eXp World Holdings, Inc. ». Les Actions continueront d'être négociées sur le Nasdaq sous le symbole « EXPI ». La Société ne prévoit aucune interruption dans la négociation de ses Actions à la suite de la Redomiciliation au Texas. La Redomiciliation au Texas n'entraînera aucun changement au niveau du siège social, des activités, des emplois, de la direction, du nombre d'employés, des obligations, des actifs, des passifs ou de la valeur nette (à l'exception des coûts de transaction liés à la Redomiciliation au Texas).

Expansion géographique prévue

En 2025, la Société a lancé ses activités dans sept nouveaux pays (Équateur, Japon, Corée, Pays-Bas, Pérou, Roumanie et Turquie). Ces lancements soutiennent l'objectif de la Société pour 2030, qui est d'atteindre 50.000 agents productifs en dehors des États-Unis et plus de 500 agents productifs dans 50 pays, en développant un modèle basé sur la propriété des agents, conçu pour la croissance et non pour les frais généraux. La Société a également annoncé son intention de s'implanter au Luxembourg.

En 2025, la Société a augmenté son chiffre d'affaires international de 67 % par rapport à l'année précédente, pour atteindre 147 millions de dollars américains. Chaque marché reflète l'approche ciblée de la Société en matière de croissance mondiale, qui vise les environnements dirigés par des agents où la demande

d'innovation, de mobilité et de propriété est en hausse. Plutôt que de se développer pour renforcer sa présence, la Société continue de s'implanter dans des pays où sa plateforme peut apporter une valeur immédiate aux agents.

Les marchés ont été choisis en fonction du potentiel des agents, de leur appétit pour l'innovation et de leur adéquation avec la plateforme de la Société. Cette stratégie porte déjà ses fruits : certains de ces lancements ont permis d'intégrer plus de 100 agents au cours des 30 premiers jours, et certains événements de bienvenue ont attiré 400 à 500 participants, ce qui démontre l'influence croissante de la Société et l'effet de réseau mondial.

Principaux actionnaires

Le tableau ci-dessous indique, en date du 31 janvier 2026 (sauf indication contraire), les actionnaires connus de la Société qui détiennent la propriété effective (*beneficial ownership*) de plus de 5 % des Actions en circulation. À la connaissance de la Société, il n'y a pas eu de changement significatif dans la propriété effective des actionnaires décrits ci-dessous depuis le 31 janvier 2026. La propriété effective représente le pouvoir exclusif de vote et d'investissement. Sauf indication contraire ci-dessous, l'adresse de chacune des personnes mentionnées dans le tableau est c/o eXp World Holdings, Inc. au 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, États-Unis d'Amérique.

Nom et Adresse	Montant et Nature de la Propriété Effective[(1)]	Pourcentage de la Catégorie
Glenn Sanford	41.663.780[(2)]	25,74 %
Penny L Sanford TTEE Gratitude 2022 Trust	26.731.114[(2) (3)]	16,51 %
The Vanguard Group	14.113.222[(4)]	8,72 %
BlackRock, Inc.	12.349.144[(5)]	7,63 %

(1) Les informations sont basées sur 161.893.096 Actions émises et en circulation au 31 janvier 2026. Au 31 décembre 2025, il y avait 161.049.979 Actions en circulation. La détention effective des actionnaires reprise dans le tableau ci-dessus n'a pas significativement changé depuis le 31 janvier 2026 et le pourcentage de détention ne varie pas de plus d'un pour cent.

(2) Jusqu'au 24 février 2025, M. Sanford et Mme Sanford, en tant qu'ancien fiduciaire du Penny L Sanford TTEE Gratitude 2022 Trust (le « Trust »), étaient membres d'un groupe de vote. Le 4 mars 2025, M. Sanford et Mme Sanford ont chacun déposé un Formulaire 13D auprès de la SEC, dans laquelle ils ont déclaré séparément que le groupe de vote avait été dissous avec effet au 24 février 2025. En conséquence, M. Sanford et le Trust ne voteront plus leurs actions en tant que groupe en ce qui concerne l'élection des administrateurs et toute autre question sur laquelle les Actions sont autorisées à voter.

(3) Le Trust a été constitué le 26 août 2022. Mme Sanford en était l'unique fiduciaire et détenait ses Actions via le Trust depuis cette date. À la mort de Mme Sanford, le 17 décembre 2025, Frank Selden a été nommé fiduciaire du Trust.

(4) Représente les Actions effectivement détenues au 31 décembre 2025, sur la base des informations figurant dans le Formulaire 13G/A (*Form 13G/A*) déposé auprès de la SEC le 30 janvier 2026 par The Vanguard Group. Le siège social du groupe Vanguard est situé à 100 Vanguard Blvd., Malvern, PA 19355, États-Unis d'Amérique

(5) Représente les Actions effectivement détenues au 31 décembre 2023, sur la base des informations figurant dans le Formulaire 13G (*Form 13G*) déposé auprès de la SEC le 24 janvier 2024 par BlackRock, Inc. Le siège social de BlackRock, Inc. est situé à 50 Hudson Yards, New York, NY 10001, États-Unis d'Amérique.

Principaux dirigeants	Les principaux dirigeants (*executive officers*) de l'émetteur sont Glenn Sanford, Jesse Hill, James Bramble, Leo Pareja et Wendy Forsythe.
Contrôleurs légaux des comptes	Deloitte & Touche LLP, San Francisco, Californie

QUELLES SONT LES INFORMATIONS FINANCIÈRES CLÉS CONCERNANT L'ÉMETTEUR ?

Informations financières relatives à la Société pour les exercices fiscaux clos les 31 décembre 2025, 2024 et 2023

Les comptes de résultat consolidés (perte) et les données des bilans consolidés de la Société pour les exercices clos le 31 décembre 2025, 2024 et 2023 figurant dans le présent prospectus sont extraits des états financiers consolidés audités de la Société, établis conformément aux principes comptables en vigueur aux États-Unis d'Amérique. (« **U.S. GAAP** »).

DONNÉES FINANCIÈRES SÉLECTIONNÉES DES TROIS DERNIERS EXERCICES CLOS
(En milliers, sauf les montants par action et les données par action)

	Exercices clos le 31 décembre		
	2025	2024	2023[(1)]
Comptes de résultat consolidés :			
Produits des activités ordinaires (2)	$ 4.772.311	$ 4.567.672	$ 4.273.821
Commissions et autres coûts liés aux agents	4.438.733	4.225.277	3.953.897
Total des dépenses opérationnelles (3)	355.044	361.389	319.402
Résultat opérationnel (4)	(21.466)	(18.994)	522
Total des autres dépenses, nettes	(1.232)	(3.277)	(2.995)
Impôts sur le revenu (produit) (5)	2.480	1.071	(16)
Résultat (perte) net des activités poursuivies	(22.714)	(16.788)	3.533
Résultat (perte) net des activités non poursuivies	—	(4.479)	(12.506)
Résultat (perte) net	(22.714)	(21.267)	(8.973)
Résultat (perte) par action (6)			
Avant dilution, résultat (perte) net des activités poursuivies	(0,14)	(0,11)	0,02
Avant dilution, résultat (perte) net des activités non poursuivies	—	(0,03)	(0,08)
Avant dilution, résultat (perte) net	(0,14)	(0,14)	(0,06)
Après dilution, résultat (perte) net des activités poursuivies	(0,14)	(0,11)	0,02
Après dilution, résultat (perte) net des activités non poursuivies	—	(0,03)	(0,08)
Après dilution, résultat (perte) net	(0,14)	(0,14)	(0,06)
Nombre moyen pondéré d'actions en circulation			
Avant dilution	156.879.412	153.684.907	153.232.129
Après dilution	156.879.412	153.684.907	156.773.528

Données des bilans consolidés : (7)	Au 31 décembre 2025	2024	2023[1]
Trésorerie et équivalents de trésorerie (A)	124.245	113.607	125.873
Trésorerie soumise à restrictions	57.218	54.981	44.020
Créances clients, nettes des provisions pour pertes sur créances de 2.690 $, 1.589 $ et 2.204 $, respectivement	108.838	87.692	85.343
Autres actifs à long-terme	23.495	11.679	7.410
Total actifs	442.480	390.722	385.668
Charges à payer	108.208	85.661	86.483
Autres dettes à court terme (B)	2.676	54	30
Total du passif	199.701	185.853	141.660
Capitaux propres	242.779	204.869	244.008

Tableaux de flux de trésorerie consolidés :	Exercices clos le 31 décembre 2025	2024	2023[1]
Flux de trésorerie nets générés par les activités opérationnelles (8)	118.611	191.514	209.131
Flux de trésorerie nets utilisés par les activités d'investissement (9)	(23.472)	(19.470)	(13.503)
Dividendes déclarés et payés	(30.773)	(30.099)	(28.519)
Flux de trésorerie nets utilisés par les activités de financement (10)	(86.538)	(170.377)	(184.089)
Trésorerie, équivalents de trésorerie et trésorerie soumise à restrictions, solde final	$ 181.463	$ 168.588	$ 170.884

(1) La Société a reclassé les activités de Virbela en tant qu'activités non poursuivies, et les états financiers et les informations sectorielles de l'année précédente ont été reclassés pour se conformer à la présentation de l'année en cours. Les résultats du secteur Virbela sont présentés comme des activités non poursuivies dans les comptes de résultat consolidés et, en tant que tels, ont été exclus des activités poursuivies. En outre, la Société a reclassé les actifs et les passifs du secteur Virbela en tant qu'actifs et passifs des activités non poursuivies dans les bilans consolidés. Au quatrième trimestre 2024, la Société a achevé la cession de Virbela.

(2) Les produits des activités ordinaires ont augmenté de 4 % en 2025 par rapport à 2024, principalement en raison de la hausse des prix de vente des maisons aux États-Unis et au Canada, ainsi que de l'augmentation des transactions de vente au Canada et sur les marchés internationaux.

(3) Au cours de l'exercice actuel, la Société a mis à jour la présentation de ses comptes de résultat consolidés afin de présenter séparément les commissions et autres coûts liés aux agents ainsi que la marge brute, alors que lors des périodes précédentes, ces coûts directs étaient inclus dans le total des dépenses opérationnelles. Cette modification de la présentation a été apportée afin d'améliorer la transparence des marges de courtage de base de la Société.

(4) Le résultat opérationnel s'est détérioré de 13 % en 2025 par rapport à 2024, en raison de l'augmentation des frais juridiques et des charges à payer, des indemnités de départ et d'autres charges d'exploitation, y compris les dépenses liées à l'amélioration continue de nos technologies. Les dépenses opérationnelles comprennent les frais généraux et administratifs (y compris les salaires, la rémunération en actions des salariés et les frais généraux), les frais de technologie et de développement, ainsi que les frais de vente et de marketing.

(5) La hausse de la charge d'impôt sur le revenu (produit) est principalement attribuable à la diminution de l'avantage excédentaire lié à la rémunération à base d'actions au cours de l'exercice considéré.

(6) La baisse du résultat par action d'EXPI provenant des activités poursuivies en 2025 par rapport à 2024 est principalement attribuable à l'augmentation des commissions et autres coûts liés aux agents.

(7) Au 31 décembre 2025, la dette financière totale de la Société s'élevait à (121.569.000) dollars américains (soit B - A), contre (113 553 000) dollars américains au 31 décembre 2024, soit une baisse d'environ 7 %.

(8) Pour l'exercice clos le 31 décembre 2025, les flux de trésorerie générés par les activités opérationnelles ont diminué de (38) % par rapport à la même période en 2024, principalement en raison d'une baisse de la participation au programme d'actions des agents en 2024, d'une augmentation des créances nettes due au calendrier des revenus en décembre, ainsi que du paiement du premier versement de 17 millions de dollars américains lié à la provision pour litige antitrust, partiellement compensée par une augmentation des charges à payer.

(9) Pour l'exercice clos le 31 décembre 2025, les flux de trésorerie utilisés par les activités d'investissement de la Société ont augmenté de 21 % par rapport à la même période en 2024, principalement en raison d'une augmentation des investissements dans des filiales non consolidées.

(10) Pour l'exercice clos le 31 décembre 2025, les flux de trésorerie utilisés par les activités de financement ont diminué de (49) % par rapport à la même période en 2024, principalement en raison d'une baisse des rachats d'actions de (84,9) millions de dollars américains par rapport à 2024.

Informations financières pro forma	Sans objet. Ce prospectus ne contient pas d'informations financières pro forma.

Réserves dans le rapport d'audit sur les informations financières annuelles historiques

Les rapports des contrôleurs légaux des comptes sur les états financiers de la Société au 31 décembre 2025, 2024 et 2023 et pour les exercices clos à ces dates ne contenaient pas de réserve.

QUELS SONT LES RISQUES SPÉCIFIQUES A L'ÉMETTEUR ?

Vous trouverez ci-dessous les résumés des principaux risques, incertitudes et autres facteurs susceptibles d'affecter les résultats futurs d'eXp. Les risques et incertitudes décrits ci-dessous ne sont pas les seuls auxquels la Société est confronté. Dans chacune des catégories de risques ci-dessous, les principaux risques sont présentés par ordre de priorité en fonction du risque que la Société considère, à la date du présent prospectus, comme le plus important.

Risques liés à l'activité générale et aux secteurs de la Société

- La résultats financiers de la Société sont fortement liés à la solidité du marché de l'immobilier résidentiel américain et la conjoncture économique générale.
- Les politiques monétaires du gouvernement fédéral américain et de ses agences, en particulier celles qui ont une incidence sur les taux d'intérêt hypothécaires et l'accessibilité financière pour les acheteurs, pourraient avoir un impact négatif important sur les activités de la Société.
- Des baisses significatives du taux moyen des commissions de courtage, dues à des conditions indépendantes de la volonté de la Société, pourraient avoir un effet négatif important sur ses résultats financiers.
- Le départ de ses dirigeants actuels ou d'autres cadres clés pourrait nuire considérablement aux activités de la Société.
- Les opérations internationales de la Société sont soumises à des risques auxquels ne sont généralement pas confrontées ses activités aux États-Unis d'Amérique.

- Des cyber incidents pourraient perturber les opérations commerciales de la Société, entraîner la perte d'informations essentielles et confidentielles, avoir un impact négatif sur sa réputation et nuire à ses activités.
- La Société pourrait ne pas être en mesure d'attirer, de retenir et de motiver du personnel et des agents qualifiés dans le domaine immobilier.
- Le marché immobilier pourrait être gravement affecté par les changements survenus dans le secteur à la suite de certains recours collectifs, règlements ou enquêtes gouvernementales, et les changements récents dans le secteur et/ou tout autre changement significatif pourraient avoir un effet défavorable important sur les activités, les opérations, la situation financière et les résultats d'exploitation de la Société.
- La Société et ses entités de courtage affiliées figurent parmi les défendeurs dans huit plaintes collectives américaines et une plainte collective canadienne alléguant que la Société a participé à un système qui a conduit les vendeurs de biens immobiliers résidentiels à payer des commissions de courtage gonflées en violation des lois antitrust fédérales et étatiques américaines et des lois antitrust fédérales canadiennes, selon le cas, et une plainte collective américaine alléguant que la Société a participé à un système qui a conduit les acheteurs de biens immobiliers résidentiels à payer des commissions de courtage gonflées, en violation des lois antitrust fédérales et de l'Illinois (collectivement, les « **litiges antitrust** »). Le 9 décembre 2024, la Société et certaines de ses filiales ont conclu un accord de règlement (le « **Règlement** ») avec les plaignants dans le cadre du litige antitrust américain *1925 Hooper LLC, et al. v. The National Association of Realtors et al, Case n° 1:23-cv-05392- SEG (United States District Court for the Northern District of Georgia, Atlanta Division (la « **Cour** »))*, qui a été déposé le 22 novembre 2023 contre la société et d'autres défendeurs du secteur du courtage aux États-Unis. Selon les termes du Règlement, la Société a accepté d'apporter certains changements à ses pratiques commerciales et de payer un montant total de 34 millions de dollars (pas exprimé en milliers) dans un fonds fiduciaire de règlement qualifié (le « Fonds de règlement »). Le 23 mai 2025, la Cour a accordé son approbation préliminaire du Règlement. Conformément aux modalités du Règlement, la Société a versé la première tranche de 17,0 millions de dollars (et non en milliers) au Fonds de règlement au cours du trimestre fiscal clos le 30 juin 2025. Le Règlement est soumis à l'approbation finale du tribunal et entrera en vigueur après toute procédure d'appel, le cas échéant. La Société continue de se défendre vigoureusement contre les plaintes déposées dans le cadre du litige antitrust canadien.

Risques liés aux aspects juridiques et réglementaires

- La Société est soumise à certains risques liés aux procédures judiciaires engagées par ou contre elle, et des résultats défavorables pourraient nuire à son activité et à sa situation financière.
- Des résultats défavorables dans des litiges et des actions réglementaires contre d'autres sociétés et agents dans le secteur d'activité de la Société pourraient avoir un impact négatif sur les résultats financiers de la Société.
- La Société pourrait subir un préjudice financier important et une perte de réputation si elle ne respecte pas, ne peut pas respecter ou est accusée de ne pas avoir respecté les lois, règles et réglementations applicables concernant ses pratiques de classification et de rémunération des agents dans le cadre de ses activités de courtage.

SECTION C — INFORMATIONS CLÉS SUR LES VALEURS MOBILIÈRES	
QUELLES SONT LES PRINCIPALES CARACTÉRISTIQUES DES VALEURS MOBILIÈRES ?	
Nature et catégorie des valeurs mobilières, y compris le code ISIN	Les actions ordinaires d'eXp World Holdings, Inc., d'une valeur nominale de 0,00001 dollar américain, sont cotées sur le Nasdaq sous le mnémonique « EXPI ». Le code ISIN des Actions est US30212W1009 et le code américain d'identification des valeurs mobilières (le code CUSIP) des Actions est 30212W100.
Monnaie de l'émission, nombre de valeurs mobilières émises et leur échéance	La monnaie d'émission est le dollar américain. Au 24 février 2026, la Société était autorisée à émettre 900.000.000 Actions. Au 31 décembre 2025, il y avait 161.049.979 Actions en circulation. Il n'y a pas eu de changements importants dans le nombre d'Actions émises et en circulation depuis cette date. Les Actions sont émises sans limitation de durée.
Droits attachés aux valeurs mobilières	Les agents indépendants éligibles qui s'inscrivent et participent au Programme d'Actionnariat de 2015 réservé aux Agents (le « **Programme** ») sont appelés « **Participants** ». Le Participant n'aura aucun droit de vote, droit au dividende ou tout autre droit d'actionnaire en ce qui concerne toute offre dans le cadre du Programme jusqu'à ce que les Actions aient été achetées et livrées au Participant. Après cet achat et cette livraison, le Participant pourra bénéficier des droits attachés aux Actions, comme décrit plus en détail ci-dessous : ***Droits aux Dividendes.*** Les titulaires d'Actions ont le droit de recevoir des dividendes et d'autres distributions (payables en numéraire, en nature ou en actions de la Société) si et seulement si le Conseil en prend la décision, par prélèvement sur les actifs ou les fonds de la Société légalement disponibles à cet effet. Ils bénéficieront de manière égale de ces dividendes et distributions proportionnellement au nombre d'Actions qu'ils détiennent. ***Droits de Vote.*** Chaque Action donne droit à un droit de vote simple lors du vote des résolutions soumises au vote des actionnaires, y compris l'élection des administrateurs. Les Actions ne sont pas assorties d'un droit de vote plural. ***Absence de Droit Préférentiel de Souscription, de Remboursement ou de Conversion***. Les Actions ne sont pas assorties d'un droit préférentiel de souscription, d'un droit au remboursement ou d'un droit de conversion. Si la Redomiciliation au Texas est approuvée par les actionnaires, les droits attachés aux Actions resteront sensiblement les mêmes à bien des égards ; toutefois, les droits des actionnaires seront désormais régis par la loi du Texas plutôt que par celle du Delaware, et certains droits procéduraux et liés aux litiges seront différents. À la suite de la Redomiciliation au Texas, les droits des actionnaires en matière de litiges et d'exécution seront régis par la législation texane, qui prévoit des exigences procédurales différentes pour les actions dérivées, des restrictions concernant les litiges portant uniquement sur la divulgation d'informations, ainsi que des dispositions relatives à la compétence exclusive des tribunaux texans et à la renonciation au droit à un procès devant jury pour certaines réclamations internes à la société. Le Texas applique également un cadre plus fondé sur la loi que le Delaware en matière d'obligations fiduciaires et de contrôle judiciaire de la conduite des administrateurs et des dirigeants. À la suite de la Redomiciliation au Texas, la Société a l'intention d'opter pour la disposition légale du Texas autorisant un seuil minimum de participation de trois pour cent (3 %) pour l'introduction d'une action dérivée et d'inclure dans ses documents constitutifs des dispositions renonçant au droit à un procès devant jury pour certaines réclamations internes à la société, dans la mesure où la loi le permet.
Le rang relatif des valeurs mobilières dans la structure du	En cas de liquidation ou de dissolution volontaire ou involontaire de la Société, après paiement ou provisionnement pour paiement des dettes et autres engagements de la Société, les titulaires d'Actions auront le droit de recevoir tous les

capital de l'émetteur en cas d'insolvabilité	actifs restants de la Société disponibles pour distribution à ses actionnaires, proportionnellement au nombre d'Actions qu'ils détiennent.
Restrictions au libre transfert des valeurs mobilières	Les Actions offertes dans le cadre du Programme sont enregistrées sur le Formulaire S-8 (*Form S-8*) déposé auprès de la SEC et sont généralement librement négociables (sous réserve toutefois de toute restriction au libre transfert résultant des lois applicables en matière de délit d'initié et de la politique de la Société en la matière).
Politique de dividende	Le 4 août 2021, le Conseil a constaté puis versé son premier dividende en numéraire. Depuis lors, la Société a déclaré et payé des dividendes trimestriels jusqu'à l'exercice clos les 31 décembre 2024. La Société n'a pas versé de dividendes en numéraire au titre de ses Actions au cours de l'exercice clos le 31 décembre 2020 ou au cours des exercices précédents. Le paiement d'un dividende en numéraire est décidé de manière discrétionnaire par le Conseil, conformément à la loi applicable, en prenant en considération divers facteurs, tels que la situation financière de la Société, ses résultats d'exploitation, ses besoins de trésorerie actuels et prévisionnels et ses projets de développement. En vertu du droit de l'État du Delaware, la Société ne peut verser des dividendes que par prélèvement sur les réserves ou sur les bénéfices de l'année en cours ou de l'année précédente. Par conséquent, il ne peut en aucun cas être garanti que la Société versera des dividendes aux titulaires de ses actions ordinaires à l'avenir; aucune garantie sur le montant d'un éventuel dividende ne peut également être donnée. Si la Redomiciliation au Texas est approuvée par les actionnaires, la Société a déterminé que la législation texane n'aurait aucune incidence sur sa capacité à déclarer des dividendes, à racheter des actions ou à gérer sa structure financière d'une manière conforme à ses pratiques actuelles.
OÙ LES VALEURS MOBILIÈRES SERONT-ELLES NÉGOCIÉES ?	
Admission à la négociation sur un marché réglementé	Les Actions sont cotées sur le Nasdaq sous le mnémonique « EXPI ». Les Actions ne sont pas cotées, et n'ont pas fait l'objet d'une demande d'admission aux négociations, sur un marché réglementé ou un système multilatéral de négociation de l'Espace Économique Européen (« **EEE** »).
LES VALEURS MOBILIÈRES FONT-ELLES L'OBJET D'UNE GARANTIE ?	
Description succincte de la nature et de la portée de la garantie	Sans objet.

QUELS SONT LES PRINCIPAUX RISQUES SPÉCIFIQUES AUX VALEURS MOBILIÈRES ?

- Glenn Sanford, le Président et Directeur Général de la Société, collectivement avec le Trust, une actionnaire détenant une participation significative, détiennent une part significative des Actions de la Société. En conséquence, le cours des Actions pourrait être dégradé et ces actionnaires pourraient influencer de manière significative des actions qui pourraient être contraires aux intérêts des autres actionnaires de la Société.
- Les actionnaires pourraient subir une dilution au résultat de l'émission de nouvelles Actions ou de l'émission d'Actions dans le cadre des plans d'intéressement.

SECTION D — INFORMATIONS CLÉS SUR L'OFFRE AU PUBLIC DE VALEURS MOBILIÈRES ET/OU L'ADMISSION À LA NÉGOCIATION SUR UN MARCHÉ RÉGLEMENTÉ

À QUELLES CONDITIONS ET SELON QUEL CALENDRIER PUIS-JE INVESTIR DANS CETTE VALEUR MOBILIÈRE ?

Description des termes et conditions de l'offre

La Société offre à ses agents indépendants éligibles le droit d'acheter des Actions à un prix réduit dans le cadre du Programme. Le Programme est un programme d'achat d'actions dans le cadre du Plan d'Actionnariat d'eXp World Holdings, Inc. de 2024 (le « **Plan 2024** »). Les attributions aux agents indépendants éligibles seront administrées dans le cadre du Plan 2024 et régies par ceux-ci.

Le Plan 2024 a été adopté par le Conseil le 20 mars 2024 et approuvé par les actionnaires de la Société le 13 mai 2024. Auparavant, la Société avait mis en place le Plan d'Actionnariat d'eXp World Holdings, Inc. de 2015 (le « **Plan 2015** »). La Société a cessé d'émettre des Actions dans le cadre du Plan 2015 lorsqu'elle a commencé à émettre des Actions dans le cadre du Plan 2024 en septembre 2024.

L'offre du Programme peut être considérée comme une offre au public de valeurs mobilières conformément au Règlement Prospectus dans les pays de l'EEE suivants : France, Portugal et Espagne. Au 31 décembre 2025, il y avait 768 agents indépendants éligibles en France, 202 agents indépendants éligibles au Portugal et 475 agents indépendants éligibles en Espagne. Le Programme n'est pas proposé dans les autres pays de l'EEE. L'offre du Programme peut également être faite dans d'autres pays de l'EEE. Cependant, une telle offre n'est pas considérée comme une offre au public de valeurs mobilières et/ou l'obligation de publier un prospectus ne s'applique pas à l'offre en vertu de la législation mettant en œuvre le Règlement Prospectus dans ces pays.

Le prospectus ainsi que les traductions de son résumé, le cas échéant, seront mis en ligne sur le site internet d'eXp World Holdings, Inc. (*https://expworldholdings.com*) et des exemplaires gratuits seront fournis sur simple demande en contactant le département des Relations Investisseurs d'eXp World Holdings Inc. à investors@expworldholdings.com. Le prospectus et la traduction en français de son résumé seront également disponibles sur le site internet de l'AMF, *www.amf-france.org.*

Administration : Le Programme est offert sur une base entièrement discrétionnaire. Le Programme est administré par le Conseil ou un comité du Conseil, des dirigeants de la Société ou d'autres personnes pouvant être désignées par le Conseil (l' « **Administrateur** »). L'Administrateur a le pouvoir de désigner les bénéficiaires, de déterminer le nombre d'Actions devant faire l'objet d'attributions, d'établir les termes et conditions des attributions, de prescrire la forme de chaque contrat d'attribution, d'interpréter les dispositions du Plan 2024 (y compris le Programme) et de tout contrat d'attribution, de déterminer la signification de leurs dispositions et de prescrire, modifier et annuler les règles et procédures relatives au Plan 2024 (y compris le Programme) et à son administration.

Éligibilité : Sous réserve des lois applicables, tous les agents et courtiers ayant conclu un contrat d'agent indépendant avec la Société ou l'une de ses filiales et qui sont à jour de leurs obligations vis-à-vis de la Société ou de la filiale concernée sont éligibles au Programme.

Durée de l'Offre et Inscription : La Société continuera à offrir le Programme à partir de la date à laquelle le présent prospectus sera approuvé par l'AMF, soit le 27 mars 2026. Le présent prospectus expirera à l'issue d'une période de douze mois à compter de la date d'approbation de l'AMF et la Société demandera une approbation ultérieure pour poursuivre l'offre du Programme.

Le Programme est proposé sur une base mensuelle (« **Offre Mensuelle** ») commençant le premier jour ouvré de chaque mois.

Afin de participer au Programme, un agent indépendant éligible doit s'inscrire au Programme en acceptant les termes et conditions du Formulaire de Choix de Participation au Programme d'Actionnariat de 2015 réservé aux Agents Non Américains (le « **Formulaire de Choix** ») dans le compte créé au nom du Participant auprès de *Morgan Stanley at Work* (le « **Courtier** »). L'inscription prend effet le premier jour du mois suivant l'acceptation.

Le Participant sera automatiquement réinscrit à chaque Offre Mensuelle suivante, à condition qu'il reste éligible au Programme.

Si un Participant se retire du Programme dans les délais impartis ou s'il met fin à ses relations avec la Société, il ne sera pas automatiquement réinscrit à l'Offre Mensuelle suivante.

Montant des Contributions : En s'inscrivant au Programme, le Participant accepte que cinq pour cent (5 %) de sa commission nette (après fractionnement, frais et toute autre retenue applicable) (les « **Contributions** ») sur les transactions immobilières conclues au nom du Participant, en commençant par les transactions réalisées à compter de l'inscription au Programme du Participant, soit utilisé pour acheter des Actions au Prix d'Achat, tel que défini ci-dessous. La Société ne plafonne pas actuellement le montant en dollars américains de ces Contributions. Les Contributions sont calculées sur une base mensuelle et déduites du paiement de la commission nette du Participant que la filiale locale pour laquelle le Participant fournit des services paierait autrement pour les transactions immobilières qui ont été conclues ce mois-là. Le Participant ne peut pas modifier le pourcentage de ses Contributions, sauf à se retirer du Programme.

La Société ne verse pas d'intérêts sur les Contributions, sauf si le droit local l'exige.

Détails du Prix : Le « **Prix d'Achat** » des Actions émises dans le cadre du Programme sera égal à quatre-vingt-quinze pour cent (95 %) de la juste valeur de marché des Actions le dernier jour de bourse du mois. La juste valeur de marché d'une Action sera le cours de clôture des Actions (ou le meilleur cours d'achat de clôture, si aucune vente n'est enregistrée) enregistré sur le Nasdaq à la date applicable.

Nature de l'Offre : La participation au Programme est entièrement sur une base volontaire.

Le dernier jour de bourse de chaque mois (chacun, une « **Date d'Achat** »), les Contributions accumulées des Participants seront utilisées pour acheter un nombre d'Actions. Le nombre d'Actions achetées sera déterminé en divisant les Contributions accumulées par le Participant par le Prix d'Achat. Aucune fraction d'Action ne sera émise à l'achat ; toutefois, le compte du Participant sera crédité d'une fraction d'intérêt économique.

Les Actions du Programme seront émises le dernier jour de bourse du mois au cours duquel le cumul des Contributions autorisées en lien avec la finalisation de ventes de biens immobiliers n'est pas inférieur au Prix d'Achat d'une Action entière.

Toute somme restante pour acheter moins d'une Action entière sera automatiquement reportée sur l'Offre Mensuelle suivante.

Dès que possible sur le plan administratif après chaque Date d'Achat, les informations relatives au Prix d'Achat et à la Date d'Achat sont mises à la disposition du Participant par le Courtier (tel que défini ci-dessous) sur le compte établi au nom du Participant auprès du Courtier. La Société ne fournit pas de communications additionnelles ou supplémentaires au Participant, ces communications étant gérées par le Courtier.

Livraison des Actions : Après la fin de chaque achat mensuel, le nombre d'Actions achetées par chaque Participant sera déposé sur un compte établi au nom du Participant auprès du Courtier (tel que défini ci-dessous). Dès que possible sur le plan administratif après chaque Date d'Achat, le compte Shareworks du Participant auprès du Courtier sera crédité des Actions achetées au nom du Participant. Les Actions resteront sur le compte Shareworks du Participant jusqu'à ce que le Participant donne des instructions supplémentaires au Courtier pour transférer ou vendre les Actions, et resteront sur le compte de ce Participant après la fin de sa participation au Programme ou la fin de sa collaboration avec la Société. Chaque trimestre, un relevé récapitulatif est disponible auprès du Courtier. Il détaille l'activité du compte du Participant, y compris les achats et les ventes, le nombre total d'Actions détenues à la fin du trimestre et la valeur totale du compte du Participant. Le relevé du quatrième trimestre comprendra un résumé de toutes les transactions effectuées au cours de l'année.

Nombre et Nature des Valeurs Mobilières Offertes : Pour les exercices clos les 31 décembre 2025, 2024 et 2023, la Société a émis 9.872.505, 9.253.300 et 8.897.804 Actions, respectivement, à des agents et courtiers pour (en milliers) 98.149 dollars américains, 111.278 dollars américains et 135.226 dollars américains, respectivement, déduction faite de l'escompte. Au 31 janvier 2026, 13.810.493 Actions étaient disponibles pour une émission future dans le cadre du Programme (sur les 150.000.000 Actions disponibles pour la durée du Plan 2024). Les Actions offertes dans le cadre du Programme peuvent uniquement être des Actions autorisées mais non émises dans le cadre du Programme qui ont été enregistrées auprès des autorités compétentes en matière de valeurs mobilières.

Commission : Les Participants pourront ouvrir sans frais un compte auprès du Courtier (tel que défini ci-dessous) et aucun frais ne leur sera appliqué pour la gestion de leur compte ou l'achat d'Actions. Les Participants devront prendre en charge toutes les commissions et tous les frais liés à la vente ou au transfert des Actions du compte auprès du courtier. En outre, la SEC applique une commission à la plupart des opérations sur valeurs mobilières à un taux déterminé par la SEC. Ces commissions et frais sont susceptibles d'être modifiés à tout moment.

Cessation de la Participation au Plan 2024 : Un Participant peut se retirer du Programme à tout moment en remplissant un nouveau Formulaire de Choix indiquant son intention de se retirer du Programme via le portail Shareworks du Participant. Un Participant qui achève le processus de retrait se verra rembourser ses Contributions en cours dans un délai d'environ 30 jours à compter de la date à laquelle le Participant aura rempli le Formulaire de Choix de retrait via le portail Shareworks du Participant.

Cessation du Service : Il sera immédiatement mis fin à la participation d'un Participant au Programme si le Participant n'est plus à jour de ses obligations vis-à-vis de la Société ou l'une de ses filiales, tel que déterminé par l'Administrateur à sa seule discrétion. Dans ce cas, tout montant dû au Participant lui sera remboursé dès que possible et ne sera pas utilisé pour acheter des Actions supplémentaires.

Non-Négociabilité des Droits d'Achat : Les droits d'achat accordés aux Participants ne peuvent être volontairement ou involontairement cédés, transférés, mis en gage ou transférés de quelque manière que ce soit, et ne peuvent être exercés que par le Participant, de son vivant.

Cessation, Suspension ou Modification du Plan 2024 et du Programme : Le Conseil peut modifier, amender, suspendre ou résilier le Plan 2024 (y compris le Programme) en ce qui concerne les attributions qui n'ont pas été faites. Aucune modification, suspension ou cessation du Plan 2024 ne privera le Participant, sans son consentement, de toute attribution qui lui a été accordée ou de tout droit en vertu de celle-ci. L'approbation des modifications par les Actionnaires ne sera requise que pour se conformer aux lois applicables ou aux exigences réglementaires.

Détails de l'admission à la négociation sur un marché réglementé	Sans objet.		
Plan de distribution	Toutes les Actions émises dans le cadre du Programme seront initialement enregistrées et détenues sur un compte créé au nom du Participant auprès du Courtier.		
Dilution maximale	Dans l'hypothèse où les agents indépendants éligibles participant à l'offre achètent le nombre maximum d'Actions restant à émettre en vertu du Programme (soit 13.810.493), la participation d'un actionnaire de la Société détenant actuellement 1 % du capital social total en circulation de la Société au 31 décembre 2025, soit 1.610.500 Actions, et qui n'est pas un agent indépendant éligible participant à l'offre, serait diluée comme indiqué dans le tableau suivant :		
		Pourcentage du total des Actions en circulation	Nombre total d'Actions en circulation
	Avant l'émission d'Actions dans le 2025 du Programme (au 31 décembre 2024)	1 %	161.049.979
	Après l'émission de 13.810.493 Actions dans le cadre du Programme	0,92 %	174.860.472

Estimation des dépenses facturées à l'investisseur	Sans objet. Aucune dépense ne sera imputée aux Participants par la Société.
POURQUOI CE PROSPECTUS EST-IL ÉTABLI ?	
Raisons de l'offre	L'objectif du Programme est d'attirer, de retenir et de motiver les agents indépendants dont les contributions actuelles et potentielles sont importantes pour le succès de la Société et de ses affiliés.
Utilisation et montant net estimé du produit	Dans l'hypothèse où la totalité des 13.810.493 Actions restant à émettre dans le cadre du Programme tel que visé dans le présent prospectus seraient achetées par les agents indépendants participant au Programme, sur la base d'un prix par Action de 7,10 dollars américains (correspondant à 95 % du prix théorique par Action de 7,47 dollars américains, cours de clôture des Actions au 24 février 2026), le produit brut de l'offre dans le cadre du Programme conformément au présent prospectus pour la Société serait de 98.054.500,30 dollars américains. Après déduction d'environ 150.000 dollars américains de frais juridiques et comptables liés à l'offre, le produit net serait de 97.904.500.30 dollars américains. Toutefois, en réalité, la Société ne prévoit pas d'émettre toutes les Actions qu'elle est autorisée à émettre dans le cadre du Programme. Le produit net de l'émission d'Actions pendant la durée du Programme dépendra du niveau de participation des agents indépendants. Le produit net sera utilisé pour les besoins généraux de la Société.
Convention de prise ferme avec engagement ferme	Sans objet.
Description de l'intérêt matériel pour l'offre, y compris les conflits d'intérêts.	Sans objet.

eXp World Holdings, Inc.

2219 Rimland Drive, Suite 301
Bellingham, WA 98226, U.S.A.

THE AGENT EQUITY PROGRAM (THE "PROGRAM"),
A SHARE PURCHASE PROGRAM UNDER THE
EXP WORLD HOLDINGS, INC. 2024 EQUITY INCENTIVE PLAN (THE "2024 PLAN")

PROSPECTUS
Published in Connection with the Public Offering of a Maximum of 13,810,493 Shares of Common Stock, Par Value $0.00001, of eXp World Holdings, Inc. to Independent Agents under the Program

The prospectus has been approved by the *Autorité des marchés financiers* (the "AMF") in its capacity as competent authority under Regulation (EU) 2017/1129. The AMF approves the prospectus after having verified that the information in the prospectus is complete, consistent and comprehensible within the meaning of Regulation (EU) 2017/1129. The approval does not imply verification of the accuracy of this information by the AMF.

This approval should not be considered as a favorable opinion on the issuer and on the quality of the financial securities that are the subject of the prospectus. Investors are invited to make their own evaluation concerning the opportunity of investing in the financial securities concerned.

The prospectus was approved on March 27, 2026 and is valid for twelve months from the date of approval and shall, during that period and under the conditions of Article 23 of Regulation (EU) 2017/1129, be completed by a supplement to the prospectus in the event of significant new facts or material errors or inaccuracies. The prospectus shall bear the following visa number 26-065.

This prospectus along with summary translations (as applicable) will be posted on eXp World Holdings, Inc.'s website (https://expworldholdings.com/financials/), and free copies will be made available upon request by contacting the Investor Relations department of eXp World Holdings, Inc. at investors@expworldholdings.com. This prospectus and the French translation of its summary will also be available on the website of the AMF, www.amf-france.org.

NOTE TO THE PROSPECTUS

This prospectus, which contains material information concerning eXp World Holdings, Inc., was established pursuant to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"). This prospectus is composed of the following parts in the following order:

(1) a table of contents,

(2) Annexes 1 and 11 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing the Prospectus Regulation (the "**Delegated Regulation 2019/980**"),

(3) the summary provided for in Article 7 of the Prospectus Regulation (Part I constitutes the prospectus summary), and

(4) the risk factors provided for in Article 16 of the Prospectus Regulation.

This prospectus also contains supplemental information concerning the Program and eXp World Holdings, Inc. (Part II - Section B) as well as the following document (Exhibits):

- 2024 Equity Incentive Plan;
- 2024 Agent Equity Program Participation Election Form;
- Annual report on Form 10-K for the fiscal year ended December 31, 2025, filed by eXp World Holdings, Inc. with the U.S. Securities and Exchange Commission on February 24, 2026;
- Definitive Proxy Statement filed by eXp World Holdings, Inc. with the U.S. Securities and Exchange Commission on March 9, 2026;
- Delaware Restated Certificate of Incorporation of eXp World Holdings, Inc.;
- Delaware Restated Bylaws of eXp World Holdings, Inc.;
- Proposed Texas Certificate of Formation of eXp World Holdings, Inc.; and
- Proposed Texas Bylaws of eXp World Holdings, Inc.

When used in this prospectus, the terms "we," "us" or "our" mean eXp World Holdings, Inc. and its subsidiaries.

In this prospectus, "$" refers to U.S. dollars.

Percentages in tables have been rounded and accordingly may not add up to 100%. Certain financial data have been rounded. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data.

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EXHIBIT II 2024 AGENT EQUITY PROGRAM PARTICIPATION ELECTION FORM II

EXHIBIT III ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025, FILED BY EXP WORLD HOLDINGS, INC. WITH THE SEC ON FEBRUARY 24, 2026 III

EXHIBIT IV DEFINITIVE PROXY STATEMENT FILED BY EXP WORLD HOLDINGS, INC. WITH THE SEC ON MARCH 9, 2026 IV

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CROSS-REFERENCE LISTS

ANNEX 1 OF DELEGATED REGULATION 2019/980

REGISTRATION DOCUMENT FOR EQUITY SECURITIES

(Page numbering refers to the page contained in the relevant document)

Item #	Item contents	Chapter/Exhibit	Page
1.	**PERSONS RESPONSIBLE**		
1.1.	All persons responsible for the information given in the prospectus.	Prospectus	1 (Company Representative for Prospectus)
		Exhibit III	Exhibits 31.1 and 32.1
1.2.	A declaration by those responsible for the prospectus.	Prospectus	1 (Company Representative for Prospectus)
1.3.	Detail of experts.	Not applicable	Not applicable
1.4.	Information sourced from a third party.	Not applicable	Not applicable
1.5.	Statement of approval of document by competent authority.	Prospectus	Cover Page
2.	**STATUTORY AUDITORS**		
2.1.	Names and addresses of the issuer's auditors.	Part II - Section B	50 (6.2 Independent Registered Public Accounting Firm)
2.2.	If auditors have resigned, been removed or not been re-appointed during the period covered by the historical financial information, indicate details if material.	Not applicable	Not applicable
3.	**RISK FACTORS**		
3.1.	Description of material risks specific to the issuer.	Part II - Section A	12 – 28 (Risk Factors, Sections I and II)
4.	**INFORMATION ABOUT THE ISSUER**		
4.1.	The legal and commercial name of the Issuer.	Part II - Section B	43 – 47 (5.1 Business Overview)

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4.2.	The place of registration of the Issuer and its registration number and legal entity identifier.	Part II - Section B	43 – 47 (5.1 Business Overview)
4.3.	The date of incorporation and the length of life of the issuer, except where indefinite.	Part II - Section B	43 – 47 (5.1 Business Overview)
4.4.	The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, as well as the address, telephone number and website.	Part II - Section B	43 – 47 (5.1 Business Overview)
5.	**BUSINESS OVERVIEW**		
5.1.	**Principal Activities**		
5.1.1.	A description of, and key factors relating to, the nature of the issuer's operations and its principal activities.	Part II - Section B	43 – 47 (5.1 Business Overview)
		Exhibit III	2 – 5 (Item 1. Business)
5.1.2.	An indication of any significant new products and/or services that have been introduced.	Part II - Section B	43 – 47 (5.1 Business Overview)
5.2.	Principal markets.	Part II - Section B	43 – 47 (5.1 Business Overview)
5.3.	Important events in the development of the issuer's business.	Exhibit III	2 (General) 21 – 22 (2025 Business Developments) 22 (Market Conditions and Industry Trends)
		Exhibit IV	Proposal 4 – Approval of Redomestication from Delaware to Texas, by Conversion
5.4.	Strategy and Objectives.	Part II - Section A	21 - 22 (Risk Factor starting "The Company is actively developing, and intends to continue to

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			develop, new products (…)”) 28 (Risk Factor starting “Entering into new business arrangements, joint ventures, or business lines (…)”)
		Part II - Section B	45 (5.1 Business Overview - Forecasted Geographic Expansion)
		Exhibit III	2 (General) 21 – 22 (2025 Business Developments) 22 (Market Conditions and Industry Trends)
		Exhibit IV	Proposal 4 – Approval of Redomestication from Delaware to Texas, by Conversion
5.5.	The extent to which the issuer is dependent on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes.	Not applicable	Not applicable
5.6.	Issuer’s competitive position.	Part II - Section B	46 (5.1 Business Overview - Competition)
5.7.	**Investments**		
5.7.1.	A description (including the amount) of the issuer’s material investments for each financial year for the period covered by the historical financial information up to the date of the prospectus.	Part II - Section B	48 (Joint Ventures) 48 (Property and Equipment, Net) 49 – 50 (6.1 Selected Financial Data) 52 – 53 (Antitrust Litigation)

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			53 – 54(Capital Maintenance Agreements) 73 (XII. Material Contracts)
		Exhibit III	26 – 27 (Liquidity and Capital Resources - Cash Flows) 36 (Consolidated Statements of Cash Flows) 51 – 52 (Antitrust Litigation) 52 – 53 (Capital Maintenance Agreements) 53 (Note 15. Subsequent Events)
5.7.2.	A description of the issuer's material investments that are in progress or for which a firm commitment has been made.	Part II - Section B	49 – 50 (6.1 Selected Financial Data)
		Exhibit III	26 – 27 (Liquidity and Capital Resources - Cash Flows) 36 (Consolidated Statements of Cash Flows)
5.7.3.	Information relating to the joint ventures and undertakings in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.	Part II - Section B	48 (Joint ventures) 73 (XII. Material Contracts)
5.7.4.	Environmental issues that may affect the issuer's utilization of tangible fixed assets	Not applicable	Not applicable
6.	**ORGANIZATIONAL STRUCTURE**		
6.1.	Description of the group	Part II - Section B	48 (5.2 Organizational Structure) 70 – 72 (11.2 Major Stockholders, Directors' and

Item #	Item contents	Chapter/Exhibit	Page
			Executive Officers' Holdings of Shares and Options)
		Exhibit III	37 (Joint ventures)
6.2.	A list of the issuer's significant subsidiaries	Part II - Section B	48 (5.2 Organizational Structure)
7.	**OPERATING AND FINANCIAL REVIEW**		
7.1.	**Financial condition**		
7.1.1.	Financial condition	Part II - Section B	49 – 50 (6.1 Selected Financial Data) 51 – 54 (VII. Statement of Capitalization and Indebtedness as of December 31, 2025)
		Exhibit III	21 – 25 (Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, up to Liquidity and Capital Resources)
7.1.2.	Details of (a) the issuer's likely future development and (b) activities in field of research and development	Exhibit III	2 (General) 21 – 22 (2025 Business Developments) 22 (Market Conditions and Industry Trends) 48 – 51 (Note 12. Income Taxes)
7.2.	**Operating Results**		
7.2.1.	Significant factors materially affecting the issuer's income from operations	Part II - Section A	9 – 31 (Risk Factors)

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		Exhibit III	5 – 18 (Item 1A. Risk Factors) 21 – 25 (Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, up to Liquidity and Capital Resources)
7.2.2.	Material changes in net sales or revenues	Part II - Section B	49 – 50 (6.1 Selected Financial Data)
		Exhibit III	24 (Consolidated Operating Performance)
8.	**CAPITAL RESOURCES**		
8.1.	Issuer's capital resources	Part II - Section B	49 – 50 (6.1 Selected Financial Data)
		Exhibit III	25 – 27 (Liquidity and Capital Resources)
8.2.	Explanation of sources, amounts of and narrative description of the issuer's cash flows	Part II - Section B	49 – 50 (6.1 Selected Financial Data)
		Exhibit III	25 – 27 (Liquidity and Capital Resources)
8.3.	Information on the borrowing requirements and funding structure of the issuer.	Part II - Section B	49 – 50 (6.1 Selected Financial Data) 51 – 54 (VII. Statement of Capitalization and Indebtedness as of December 31, 2025)
		Exhibit III	25 – 27 (Liquidity and Capital Resources)

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8.4.	Information regarding any restrictions on the use of capital resources.	Exhibit III	38 (Restricted Cash)
8.5.	Information regarding the anticipated sources of funds needed to fulfil commitments referred to in items **5.7.2**.	Exhibit III	25 – 27 (Liquidity and Capital Resources)
9.	**REGULATORY ENVIRONMENT**		
9.1	Description of the regulatory environment that the issuer operates in and that may materially affect its business.	Part II - Section B	46 – 47 (5.1 Business Overview - Government Regulation) 52 – 54 (7.3 Indirect and Contingent Indebtedness)
10.	**TREND INFORMATION**		
10.1.	Significant trends that affected production, sales and inventory, and costs and selling prices since the end of the last financial year to the date of the prospectus.	Part II - Section B	51 (6.1 Selected Financial Data - Sentence starting "There has been no material change to the Company's financial position (…)")
		Exhibit III	22 (Market Conditions and Industry Trends) 22 – 23 (Key Business Metrics) 24 (Consolidated Operating Performance)
10.2.	Trends, uncertainties or events that are likely to affect the issuer for at least the current financial year.	Part II - Section A	9 – 31 (Risk Factors)
		Exhibit III	22 (Market Conditions and Industry Trends) 21 – 22 (2025 Business Developments)
11.	**PROFIT FORECASTS OR ESTIMATES**	Not applicable	Not applicable

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12.	**ADMINISTRATIVE, MANAGEMENT, SUPERVISORY BODIES AND SENIOR MANAGEMENT**		
12.1.	Names, business addresses and functions in the issuer of the following persons and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer: a) members of the administrative, management or supervisory bodies;	Part II - Section B	56 – 60 (10.1 Directors and Executive Officers)
	b) partners with unlimited liability, in the case of a limited partnership with a share capital;	Not applicable	Not applicable
	c) founders, if the issuer has been established for fewer than five years; and	Not applicable	Not applicable
	d) any senior manager who is relevant to establishing that the issuer has the appropriate expertise and experience for the management of the issuer's business.	Part II - Section B	56 – 60 (10.1 Directors and Executive Officers)
	The nature of any family relationship between any of those persons.	Part II - Section B	56 – 60 (10.1 Directors and Executive Officers)
	In the case of each member of the administrative, management or supervisory bodies of the issuer and each person mentioned in points (b) and (d) of the first subparagraph, details of that person's relevant management expertise and experience and the following information: (a) the nature of all companies and partnerships of which such person has been a member of the administrative, management and supervisory bodies or partner at any time in the previous five years, indicating whether or not the individual is still a member of the administrative, management or supervisory bodies or partner. It is not necessary to list all the subsidiaries of an issuer of which the person is also a member of the administrative, management or supervisory bodies or partner. It is not necessary to list all the subsidiaries of an issuer of which the person is also a member of the administrative, management or supervisory bodies.	Not applicable	Not applicable
	(b) any convictions in relation to fraudulent offences for at least the previous five years; (c) details of any bankruptcies, receiverships or liquidations with which a person described in (a) and (d) of the first subparagraph who was acting in the capacity of any of the positions set out in (a) and (d) of	Part II - Section B	60 (10.2 Fraudulent Offences and Bankruptcy, Etc.)

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	the first subparagraph was associated for at least the previous five years; (d) details of any official public incrimination and/or sanctions of such person by statutory or regulatory authorities (including designated professional bodies) and whether such person has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years. If there is no such information to be disclosed, a statement to that effect is to be made.		
12.2.	Administrative, management and supervisory bodies and senior management conflicts of interests Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 12.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made. Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to in item 12.1 was selected as a member of the administrative, management or supervisory bodies or member of senior management. Details of any restrictions agreed by the persons referred to in item 12.1 on the disposal within a certain period of time of their holdings in the issuer's securities.	Part II - Section B	67 (10.5 Conflicts of Interest - sentence starting "To the Company's knowledge…") 68 (10.5 Conflicts of Interest - Compensation Committee Interlocks and Insider Participation) 68 – 69 (10.5 Conflicts of Interest – Related Party Policy and Transactions)
13.	**REMUNERATION AND BENEFITS**		
13.1.	The amount of remuneration paid to the members of the administrative, management, supervisory and senior management bodies or to the general managers of the issuer.	Part II - Section B	60 – 65 (10.3 Executive Compensation) 65 – 67 (10.4 Non-Employee Director Compensation)
		Exhibit IV	21 – 22 (Non-Employee Director Compensation) 29 – 30 (Elements of Individual NEO Compensation)

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			38 – 40 (Executive Compensation Tables)
13.2.	The total amounts set aside or accrued by the issuer or its subsidiaries to provide pension, retirement or similar benefits to the above persons.	Part II - Section B	60 – 65 (10.3 Executive Compensation) 65 – 67 (10.4 Non-Employee Director Compensation)
		Exhibit IV	21 – 22 (Non-Employee Director Compensation) 29 – 30 (Elements of Individual NEO Compensation) 38 – 40 (Executive Compensation Tables)
14.	**BOARD PRACTICES**		
14.1.	Date of expiration of the current term of office, if applicable, and the period during which the person has served in that office.	Part II - Section B	56 – 60(10.1 Directors and Executive Officers)
14.2.	Information about members of the administrative, management or supervisory bodies' service contracts with the issuer of any of its subsidiaries providing for benefits upon termination of employment.	Part II - Section B	62 – 63 (10.3 Executive Compensation - Executive Employment Terms) 63 (10.3 Executive Compensation - Resignation; Retirement, Other Termination, or Change in Control Arrangements)
14.3.	Information about the issuer's audit committee and remuneration committee, including the names of	Exhibit IV	8 (Role of the Board of Directors)

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	committee members and a summary of the terms of reference under which the committee operates.		8 – 9 (Board and Committee Structure)
14.4.	A statement as to whether or not the issuer complies with the corporate governance regime(s) applicable to the issuer. In the event that the issuer does not comply with such a regime, a statement to that effect must be included together with an explanation regarding why the issuer does not comply with such regime.	Part II - Section B	34 (4.2 Legislation Under Which the Securities Have Been Created) 67(10.5 Conflicts of Interest – Board Independence)
		Exhibit IV	8 – 12 (Corporate Governance)
14.5.	Potential material impacts on the corporate governance.	Not applicable	Not applicable
15.	**EMPLOYEES**		
15.1.	Number of employees.	Part II - Section B	32 (2.1 Eligible Independent Agents) 69 – 70(11.1 Overview)
		Exhibit III	5 (Human Capital)
15.2.	Shareholdings and stock options with respect to each person referred to in points (a) and (d) of the first subparagraph of item 12.1.	Part II - Section B	70 – 72 (11.2 Major Stockholders, Directors' and Executive Officers' Holdings of Shares and Options)
15.3.	Description of any arrangements for involving the employees in the capital of the issuer.	Part II - Section B	72 – 73 (11.3 Stock Plans)
		Exhibit III	42 – 45 (Note 9. Stockholders' Equity)
16.	**MAJOR STOCKHOLDERS**		
16.1.	Name of any stockholders who are not members of administrative and/or management bodies.	Part II - Section B	70 – 72 (11.2 Major Stockholders, Directors' and Executive Officers' Holdings

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			of Shares and Options)
16.2.	Whether the issuer's major stockholders have different voting rights.	Part II - Section B	37 (4.5 Rights Attached to the Securities - Voting Rights - No Cumulative Voting)
16.3.	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	Part II - Section B	68 (10.5 Conflicts of Interest - Compensation Committee Interlocks and Insider Participation) 70 – 72 (11.2 Major Stockholders, Directors' and Executive Officers' Holdings of Shares and Options)
16.4.	Arrangements known to the issuer that may result in a change in control of the issuer.	Not applicable	Not applicable
17.	**RELATED PARTY TRANSACTIONS**		
17.1.	Details of related party transactions that the issuer has entered into.	Part II - Section B	68 – 69 (10.5 Conflicts of Interest – Related Party Policy and Transactions)
18.	**FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**		
18.1.	Historical Financial Information.		
18.1.1	Audited historical financial information covering the latest three financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year	Part II - Section B	49 – 50 (6.1 Selected Financial Data)
		Exhibit III	30 – 53 (Item 8. Financial Statements and Supplementary Data)
18.1.2	Change of accounting reference date	Not applicable	Not applicable

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	If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 36 months, or the entire period for which the issuer has been in operation, whichever is shorter.		
18.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. If Regulation (EC) No 1606/2002 is not applicable, the financial information must be prepared in accordance with: (a) a Member State's national accounting standards for issuers from the EEA, as required by Directive 2013/34/EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No 1606/2002 the financial statements shall be restated in compliance with that Regulation.	Part II - Section B	49 – 50 (6.1 Selected Financial Data)
		Exhibit III	37 – 40 (Note 2. Summary of Significant Accounting Policies)
18.1.4	Change of accounting framework The last audited historical financial information, containing comparative information for the previous year, must be presented and prepared in a form consistent with the accounting standards framework that will be adopted in the issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements. Changes within the accounting framework applicable to an issuer do not require the audited financial statements to be restated solely for the purposes of the prospectus. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, at least one complete set of financial statements (as defined by IAS 1 Presentation of Financial Statements as set out in Regulation (EC) No 1606/2002), including comparatives, must be presented in a form consistent with that which will be adopted in the issuer's next published annual financial statements, having regard to accounting standards and policies and legislation applicable to such annual financial statements.	Not applicable	Not applicable
18.1.5	Where the audited financial information is prepared according to national accounting standards, it must include at least the following:	Exhibit III	30 – 53 (Item 8. Financial Statements and

Item #	Item contents	Chapter/Exhibit	Page
	(a) the balance sheet; (b) the income statement; (c) a statement showing either all changes in equity or changes in equity other than those arising from capital transactions with owners and distributions to owners; (d) the cash flow statement; (e) the accounting policies and explanatory notes		Supplementary Data)
18.1.6	Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	Not applicable	Not applicable
18.1.7	Age of financial information The balance sheet date of the last year of audited financial information may not be older than one of the following: (a) 18 months from the date of the registration document if the issuer includes audited interim financial statements in the registration document; (b) 16 months from the date of the registration document if the issuer includes unaudited interim financial statements in the registration document.	Exhibit III	30 – 53 (Item 8. Financial Statements and Supplementary Data)
18.2.	Interim and other financial information.		

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18.2.1	If the issuer has published quarterly or half-yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half-yearly financial information has been audited or reviewed, the audit or review report must also be included. If the quarterly or half-yearly financial information is not audited or has not been reviewed, state that fact. If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year. Interim financial information prepared in accordance with the requirements of Regulation (EC) No 1606/2002. For issuers not subject to Regulation (EC) No 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet in accordance with the applicable financial reporting framework.	Not applicable	Not applicable
18.3.	**AUDITING OF HISTORICAL ANNUAL FINANCIAL INFORMATION**		
18.3.1.	Statement that the historical financial information has been audited.	Exhibit III	31 – 32 (Report of Independent Registered Public Accounting Firm)
	Report of Independent Registered Public.	Exhibit III	31 – 32 (Report of Independent Registered Public Accounting Firm)
18.3.2.	Indication of other information in the prospectus which has been audited by the auditors.	Not applicable	Not applicable
18.3.3.	Unaudited financial data in prospectus.	Not applicable	Not applicable
18.4.	Pro forma financial information.	Not applicable	Not applicable
18.5.	**Dividend policy**		
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		Exhibit III	20 (Dividends)
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18.7.	**Significant change in issuer's financial position**		
18.7.1.	Significant change in the issuer's financial position since the end of the last financial period, or provide an appropriate negative statement.	Part II - Section B	51 (7.1 Capitalization and Indebtedness)
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		Exhibit III	33 (Consolidated Balance Sheets)
	The amount of issued capital.	Part II - Section B	34 (4.1 Type and the Class of the Securities Being Offered, Including the Security Identification Code)
		Exhibit III	33 (Consolidated Balance Sheets)

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19.1.5.	Information about and terms of any acquisition rights and or obligations over authorized but unissued capital or an undertaking to increase the capital.	Exhibit III	42 – 45 (Note 9. Stockholders' Equity)
19.1.6.	Information about any capital of any member of the group which is under option or agreed conditionally or unconditionally to be put under option.	Exhibit III	42 – 45 (Note 9. Stockholders' Equity)
19.1.7.	A history of share capital for the period covered by the historical financial information.	Exhibit III	35 (Consolidated Statements of Stockholders' Equity)
19.2.	**Memorandum and Articles of Association**		
19.2.1.	Issuer's objects and purposes.	Exhibit V	(Article II. Purpose)
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ANNEX 11 OF DELEGATED REGULATION 2019/980

SECURITIES NOTE FOR EQUITY SECURITIES OR UNITS ISSUED BY COLLECTIVE INVESTMENT UNDERTAKINGS OF THE CLOSED-END TYPE

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5.2.3.	Pre-allotment Disclosure	Not applicable	Not applicable
5.2.4.	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made.	Part II - Section B	33 (2.3 Contributions)
5.3.	**PRICING**		
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5.3.4.	Where there is or could be a material disparity between the public offer price and the effective cash cost to members of the administrative, management or supervisory bodies or senior management, or affiliated persons, of securities acquired by them in transactions during the past year.	Not applicable	Not applicable
5.4.	**PLACING AND UNDERWRITING**		
5.4.1.	Name and address of the co-coordinator(s) of the global offer.	Not applicable	Not applicable
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6.5.	Stabilization.	Not applicable	Not applicable
6.5.1.	The fact that stabilization may be undertaken, that there is no assurance that it will be undertaken and that it may be stopped at any time.	Not applicable	Not applicable
6.5.1.1.	The fact that stabilization transactions aim at supporting the market price of the securities during the stabilization period.	Not applicable	Not applicable
6.5.2.	The beginning and the end of the period during which stabilization may occur.	Not applicable	Not applicable
6.5.3.	Identity of the stabilization manager.	Not applicable	Not applicable
6.5.4.	The fact that stabilization transactions may result in a market price that is higher than would otherwise prevail.	Not applicable	Not applicable
6.5.5.	The place where the stabilisation may be undertaken including, where relevant, the name of the trading venue(s).	Not applicable	Not applicable
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9.1.	A comparison of: (a) participation in share capital and voting rights for existing shareholders before and after the capital increase resulting from the public offer, with the assumption that existing shareholders do not subscribe for the new shares; (b) the net asset value per share as of the date of the latest balance sheet before the public offer (selling offer and/or capital increase) and the offering price per share within that public offer.	Part II - Section B	54 – 55 (9.1 Maximum Dilution)
9.2.	Where existing shareholders will be diluted regardless of whether they subscribe for their entitlement, because a part of the relevant share issue is reserved only for certain investors (e.g. an institutional placing coupled with an offer to shareholders), an indication of the dilution existing shareholders will experience shall also be presented on the basis that they do take up their entitlement (in addition to the situation in item 9.1 where they do not).	Not applicable	Not applicable
10.	**ADDITIONAL INFORMATION**		
10.1.	If advisors connected with an issue are mentioned in the Securities Note, a statement of the capacity in which the advisors have acted.	Not applicable	Not applicable
10.2.	An indication of other information in the Securities Note which has been audited or reviewed by statutory auditors.	Not applicable	Not applicable

COMPANY REPRESENTATIVE FOR PROSPECTUS

1.1 Jesse Hill, Chief Financial Officer, acting for and on behalf of eXp World Holdings, Inc.

1.2 I hereby declare that the information contained in this prospectus is, to the best of my knowledge, in accordance with the facts and that it makes no omission likely to affect its import.

/s/ Jesse Hill

Jesse Hill
Chief Financial Officer
of eXp World Holdings, Inc.

Frankenmuth, Michigan, U.S.A., March 26, 2026

PART I — PROSPECTUS SUMMARY

VISA NUMBER 26-065 DATED MARCH 27, 2026 OF THE AMF

SECTION A — INTRODUCTION AND WARNINGS	
Name and ISIN of the securities	eXp World Holdings, Inc.'s shares of common stock, par value $0.00001 (the "**Shares**") are quoted on the Nasdaq Global Market ("**Nasdaq**") operated by Nasdaq, Inc. under the trading symbol "EXPI." The international securities identification number ("**ISIN**") of the Shares is US30212W1009 and the U.S. security identification number (the CUSIP number) for the Shares is 30212W100. The Shares were initially traded on the over-the-counter market for U.S. stocks (OTCQB) and have been traded on Nasdaq since May 21, 2018 as a result of Nasdaq's approval to uplist the Shares on May 17, 2018. There was no capital raising. The initial quote price of the Shares on Nasdaq was $9.65.
Identity and contact details of the issuer, including its LEI	eXp World Holdings, Inc. ("**eXp**" or the "**Company**"). The Company's legal entity identifier ("**LEI**") is 549300TWVVZC283VEC32. The Company's principal offices are located at 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, United States of America ("**U.S.A.**") Telephone number: +1 (360) 685-4206; website: https://expworldholdings.com. The Company is a corporation incorporated under the laws of the State of Delaware, U.S.A. Please also refer to the "Principal activities" section below and the description of the Texas Redomestication (as defined in such section).
Identity and contact details of the offeror	Not applicable.
Identity and contact details of the competent authority approving the prospectus	Autorité des marchés financiers 17, place de la Bourse, 75082 Paris Cedex 02, France https://www.amf-france.org/
Date of approval of the prospectus	March 27, 2026
Warning to the reader	This summary should be read as an introduction to the prospectus. Any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor. Where applicable, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in a prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus, or where it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.

SECTION B — KEY INFORMATION ON THE ISSUER	
WHO IS THE ISSUER OF THE SECURITIES?	
Domicile and legal form, LEI, the legislation under which it operates and its country of incorporation	The Company's principal offices are located at 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, U.S.A. The Company is a corporation incorporated under the laws of the State of Delaware, U.S.A. The Company was incorporated on July 30, 2008. The Company's LEI is 549300TWVVZC283VEC32. Please also refer to the "Principal activities" section below and the description of the Texas Redomestication (as defined in such section).

Principal activities

The Company owns and oversees a diversified portfolio of service-oriented businesses. These businesses are integrated through the Company's advanced enabling technology platform which enables collaboration and operational leverage across its ecosystem.

The Company's strategic focus is the continued expansion of its real estate brokerage operations by delivering a differentiated value proposition to agents—centered on industry-leading economics, ownership opportunities, and access to tools and services that support long-term professional growth.

Business Segments

The Company operates its business through three reportable segments:

- North American Realty includes residential and commercial brokerage, lead generation, and related support services in the United States and Canada and, beginning with the first quarter of 2025, FrameVR.io, the Company's proprietary, web-accessible 3D immersive technology platform that provides a virtual environment for agent collaboration, training, and community engagement.
- International Realty includes brokerage operations and support services across 27 countries throughout Latin America, Europe, the Middle East, Asia-Pacific, and South Africa.

  Both realty segments generate revenue primarily from commissions on residential real estate transactions, supported by the Company's cloud-based brokerage model.
- Other Affiliated Services includes SUCCESS® magazine and related media properties. Prior to the first quarter of 2025, Other Affiliated Services also included FrameVR.io.

In 2024, the Company wound down the Virbela business, and its remaining operations no longer met the criteria for a reportable segment. As a result, Virbela's remaining FrameVR.io operations was included in the North American Realty segment that it primarily supports. Any operating results related to Virbela, prior to the completion of its disposition in the fourth quarter of 2024, are included in discontinued operations. As a result, all prior period segment disclosures have been reclassified to conform to the current reporting structure and are reflected in "Segment eliminations" below.

The following table reflects the results of each of the Company's reportable segments during the years ended December 31, 2025, 2024 and 2023:

	Revenues		
	Year Ended December 31,		
	2025	2024	2023
North American Realty	$ 4,624,913	$ 4,478,293	$ 4,220,063
International Realty	146,930	88,146	53,931
Other Affiliated Services	2,873	6,105	4,802
Revenues reconciliation:			
Segment eliminations	(2,405)	(4,872)	(4,975)
Consolidated revenues	$ 4,772,311	$ 4,567,672	$ 4,273,821

2025 Developments

The following are developments in the Company's business since the beginning of the fiscal year ended December 31, 2025:

- Throughout 2025, the Company introduced new programs and specialized divisions designed to support agents in growing and expanding their businesses across a range of property types. In the second quarter of 2025, the Company launched its Land and Ranch Division, to support agents specializing in rural, recreational, and agricultural properties. During the fourth quarter of 2025, the Company launched its Sports and Entertainment Division, aimed at supporting agents serving clients in the sports and entertainment sectors. In addition, during the second quarter of 2025, the Company introduced its Co-Sponsor Program, allowing agents to designate both a primary sponsor and a co-sponsor, as well as a U.S. open-sourced Seller Advisory: Risks of Limited Market Exposure form, in line with the Company's commitment to transparency and education.
- The Company continued to invest in its technology platform and agent-facing tools. In the third quarter of 2025, the Company launched its CRM of Choice initiative, which allows agents to select from three leading customer relationship management platforms based on their individual business needs, and released LYVVE™, its global property search platform designed to consolidate listings and related data from multiple countries into a single, border-agnostic search interface for agents and consumers. The Company also announced the launch of Mira™, an advanced AI-powered business assistant designed to fundamentally streamline how agents access information and run their businesses.
- During 2025, the Company made several key leadership appointments to support its continued growth and operational focus. In the third quarter of 2025, Jesse Hill was appointed Chief Financial Officer of eXp World Holdings, Inc. In the fourth quarter of 2025, Carrie Lysenko was appointed Chief Technology Officer of eXp Realty®, and Holly Mabery was appointed Chief Brokerage Officer of eXp Realty.

The Company did not complete any material acquisitions during the year ended December 31, 2025.

As of December 31, 2025, the Company had approximately 1,834 full-time equivalent employees and over 83,000 real estate agents, compared to approximately 2,001 full-time equivalent employees and 82,980 real estate agents as of December 31, 2024. The number of full-time equivalent employees declined (8.3)% in 2025, compared to 2024, in connection with the Company's efforts to streamline operations and drive efficiencies to enhance workforce productivity .

The Company paid agents and brokers over $230 million in revenue share and equity benefits in 2025, compared to $220 million in 2024.

In the first quarter of 2026, the Company announced the official launch of eXp New Homes. This specialized division is designed to provide agents with a comprehensive roadmap to master the new construction market, from boutique urban builds to large-scale master-planned communities.

Texas Redomestication

At the Annual Meeting of Stockholders of the Company to be held on April 24, 2026 (the "**2026 Annual Meeting**"), the stockholders of the Company will be asked to approve the conversion of the Company from a corporation organized under the laws of the State of Delaware to a corporation organized under the laws of the State of Texas (the "**Texas Redomestication**"). If the disinterested stockholders (i.e., stockholders other than members of the board of directors of the Company (the "**Board**") and management and their respective affiliated and associated stockholders) approve the Texas Redomestication, the Company anticipates that the Texas Redomestication will become effective as soon as practicable following the 2026 Annual Meeting (the **"Effective Date**").

Some of the key considerations underlying the Company's decision to pursue the Texas Redomestication include the Board's and a special independent committee of the Board's conclusion that Texas law provides greater statutory clarity and predictability for director and officer decision-making and reduces exposure to opportunistic stockholder litigation, together with the fact that Texas is a major market for the Company's business while Delaware has no meaningful operational connection.

If the Texas Redomestication is approved by the stockholders, the Company will continue in existence as a Texas corporation and will continue to operate our business under the current name, "eXp World Holdings, Inc." The Shares will continue to be traded on Nasdaq under the symbol "EXPI." The Company does not expect any interruption in the trading of its Shares as a result of the Texas Redomestication. The Texas Redomestication will not result in any change in headquarters, business, jobs, management, number of employees, obligations, assets, liabilities or net worth (other than as a result of the transaction costs related to the Texas Redomestication).

Forecasted Geographic Expansion

In 2025, the Company launched operations in seven new jurisdictions (Ecuador, Japan, Korea, Netherlands, Peru, Romania and Türkiye). These launches support the Company's 2030 goal of reaching 50,000 productive agents outside the U.S. and 500+ productive agents in 50 countries, scaling an agent-owned model built for growth, not overhead. The Company has also announced its planned entry into Luxembourg.

During 2025, the Company increased its international revenue 67% year-over-year to $147 million. Each market reflects the Company's focused approach to global growth, targeting agent-led environments where demand for innovation, mobility, and ownership is rising. Rather than expanding for presence, the Company continues to enter countries where its platform can deliver immediate value for agents.

The markets were chosen for their agent potential, appetite for innovation, and clear alignment with the Company's platform. That strategy is already delivering results: some of these launches having onboarded over 100 agents in the first 30 days, with some welcome events drawing 400–500 attendees, demonstrating the Company's rising influence and global network effect.

Major stockholders

The following table shows, as of January 31, 2026 (except as noted otherwise), stockholders known to the Company who beneficially own more than 5% of the outstanding Shares. To the best knowledge of the Company, there has been no material change to the beneficial ownership of the stockholders listed in the table below since January 31, 2026. Beneficial ownership represents sole voting power and investment power. Unless otherwise noted below, the address of each person listed on the table is c/o eXp World Holdings, Inc. at 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, U.S.A.

Name and Address	Amount and Nature of Beneficial Ownership[1]	Percentage of Class
Glenn Sanford	41,663,780[2]	25.74%
Penny L Sanford TTEE Gratitude 2022 Trust	26,731,114 [2] [3]	16.51%
The Vanguard Group	14,113,222 [4]	8.72%
BlackRock, Inc.	12,349,144 [5]	7.63%

(1) The information is based on 161,893,096 Shares issued and outstanding as of January 31, 2026. As of December 31, 2025, there were 161,049,979 Shares outstanding. The beneficial ownership of the stockholders listed in the table above has not changed significantly as of January 31, 2026 and the percentage ownership does not change by more than one percent.

(2) Until February 24, 2025, Mr. Sanford and Mrs. Sanford, as prior trustee of Penny L Sanford TTEE Gratitude 2022 Trust (the "**Trust**"), were members of a voting group. On March 4, 2025, Mr. Sanford and Mrs. Sanford, each, filed a Schedule 13D with the SEC, in which they separately reported that the voting group was terminated effective as of February 24, 2025. As a consequence, Mr. Sanford and the Trust will no longer vote their Shares as a group with respect to the election of directors and any other matter on which the Shares are entitled to vote.

(3) The Trust was formed on August 26, 2022. Mrs. Sanford was the sole trustee and held her Shares in the Trust since that time. Upon Mrs. Sanford's death on December 17, 2025, Frank Selden was appointed as the trustee of the Trust.

(4) Represents Shares beneficially owned as of December 31, 2025, based on information set forth in a Schedule 13G/A filed with the SEC on January 30, 2026, by The Vanguard Group. The Vanguard Group's business address is 100 Vanguard Blvd., Malvern, PA 19355, U.S.A.

(5) Represents Shares beneficially owned as of December 31, 2023, based on information set forth in a Schedule 13G filed with the SEC on January 24 2024, by BlackRock, Inc. BlackRock, Inc.'s business address is 50 Hudson Yards, New York, NY 10001, U.S.A.

Key managing directors	The key managing directors of the issuer are its executive officers. These are: Glenn Sanford, Jesse Hill, James Bramble, Leo Pareja and Wendy Forsythe.
Statutory auditors	Deloitte & Touche LLP, San Francisco, California

WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?

Financial information concerning the Company for the fiscal years ended December 31, 2025, 2024 and 2023

The consolidated statements of comprehensive income (loss) and the consolidated balance sheets data of the Company for the fiscal years ended December 31, 2025, 2024 and 2023, set out in this prospectus have been derived from the Company's audited consolidated financial statements prepared in accordance with the accounting principles generally accepted in the United States ("**U.S. GAAP**").

SELECTED THREE-YEAR FINANCIAL DATA
(In thousands, except share amounts and per share data)

	Year Ended December 31,		
	2025	**2024**	**2023[1]**
Consolidated Statements of Comprehensive Income (Loss):			
Revenues (2)	$ 4,772,311	$ 4,567,672	$ 4,273,821
Commission and other agent-related costs	4,438,733	4,225,277	3,953,897
Total operating expenses (3)	355,044	361,389	319,402
Operating income (loss) (4)	(21,466)	(18,994)	522
Other (income) expense, net	(1,232)	(3,277)	(2,995)
Income tax (benefit) expense (5)	2,480	1,071	(16)
Net income (loss) from continuing operations	(22,714)	(16,788)	3,533
Net income (loss) from discontinued operations	—	(4,479)	(12,506)
Net income (loss)	(22,714)	(21,267)	(8,973)
Earnings (loss) per share (6)			
Basic, net income (loss) from continuing operations	(0.14)	(0.11)	0.02
Basic, net income (loss) from discontinued operations	—	(0.03)	(0.08)
Basic, net income (loss)	(0.14)	(0.14)	(0.06)
Diluted, net income (loss) from continuing operations	(0.14)	(0.11)	0.02
Diluted, net income (loss) from discontinued operations	—	(0.03)	(0.08)
Diluted, net income (loss)	(0.14)	(0.14)	(0.06)
Weighted average shares outstanding			
Basic	156,879,412	153,684,907	153,232,129
Diluted	156,879,412	153,684,907	156,773,528

	As of December 31,		
Consolidated Balance Sheets Data: (7)	**2025**	**2024**	**2023[1]**
Cash and cash equivalents (A)	124,245	113,607	125,873
Restricted cash	57,218	54,981	44,020
Accounts receivable, net of allowance for credit losses of $2,690, $1,589 and $2,204, respectively	108,838	87,692	85,343
Other noncurrent assets	23,495	11,679	7,410
Total assets	442,480	390,722	385,668
Accrued Expenses	108,208	85,661	86,483
Other current liabilities (B)	2,676	54	30
Total liabilities	199,701	185,853	141,660
Equity	242,779	204,869	244,008

	Year Ended December 31,		
Consolidated Statements of Cash Flows:	**2025**	**2024**	**2023[1]**
Net cash provided by operating activities (8)	118,611	191,514	209,131
Net cash used in investing activities (9)	(23,472)	(19,470)	(13,503)
Dividends declared and paid	(30,773)	(30,099)	(28,519)
Net cash used in financing activities (10)	(86,538)	(170,377)	(184,089)
Cash, cash equivalents and restricted cash, ending balance	$ 181,463	$ 168,588	$ 170,884

(1) The Company has reclassified Virbela operations as discontinued operations, and prior year financial statements and segment information have been reclassified to conform with current year presentation. The results of the Virbela business are presented as discontinued operations in the consolidated

statements of comprehensive income and, as such, have been excluded from continuing operations. Further, the Company reclassified the assets and liabilities of the Virbela segment as assets and liabilities of discontinued operations in the consolidated balance sheets. In the fourth quarter of 2024, the Company completed the disposition of Virbela.

(2) Revenues increased by 4% during 2025 compared to 2024, primarily driven by increased home sale prices in the U.S. and Canada, and increased sales transactions in Canada and international markets.

(3) During the current fiscal year, the Company updated the presentation of its Consolidated Statement of Comprehensive Income (Loss) to separately report commissions and other agent-related costs and gross profit, whereas in prior periods, these direct costs were included within total operating expenses. This change in presentation was made to provide additional transparency into the Company's core brokerage margins.

(4) Operating income (loss) decreased by 13% in 2025, when compared to 2024, due to increased legal expenses and accruals, severance costs and other operating expenses, including expenses to support our continued technology improvements. Operating expenses include general and administrative (including wages, employee stock compensation and general overhead expenses), technology and development and sales and marketing expenses.

(5) The increase in income tax (benefit) expense was primarily attributable to the decrease in excess benefit from stock-based compensation in the current year.

(6) EXPI's decline in earnings per share from continuing operations in 2025 compared to 2024 is primarily attributable to increased commission and other agent-related costs.

(7) As of December 31, 2025, the Company's total financial indebtedness is $(121,569,000) (i.e., B – A), compared to $(113,553,000) as of December 31, 2024, representing an increase of approximately 7%.

(8) For the year ended December 31, 2025, cash provided by operating activities decreased (38)% compared to the same period in 2024, primarily due to lower agent equity program participation in 2024, increased accounts receivable, net, due to the timing of revenue in December, as well as the payment of the first payment of $17 million related to the antitrust litigation accrual, partially offset by an increase in accrued expenses.

(9) For the year ended December 31, 2025, cash used in the Company's investing activities increased 21% compared to the same period in 2024, primarily due to an increase in investments unconsolidated subsidiaries.

(10) For the year ended December 31, 2025, cash used in financing activities decreased by (49)%, compared to the same period in 2024, primarily related to lower repurchases of the Shares of ($84.9) million compared to 2024.

Pro forma financial information	Not applicable. This prospectus does not contain pro forma financial information.

Qualifications in the audit report on the historical financial information

The independent registered public accounting firm's reports expressed an unqualified opinion on the financial statements of the Company as of and for the years ended December 31, 2025, 2024 and 2023.

WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?

Set forth below are summaries of the key risks, uncertainties and other factors that may affect the Company's future results. The risks and uncertainties described below are not the only ones facing eXp. Within each of the risk categories below, the key risks are set out in order of priority according to the risk that the Company considers, at the date of this prospectus, to be the most significant.

Risks Related to the Company's Business and Industries

- The Company's business results are materially influenced by the strength of the U.S. residential real estate sector and overall economic conditions.
- Monetary policies of the U.S. federal government and its agencies, particularly those impacting mortgage interest rates and buyer affordability, may have a material adverse impact on the Company's operations.
- Material decreases in the average brokerage commission rate, due to conditions beyond the Company's control, could materially adversely affect its financial results.
- Loss of the Company's current executive officers or other key management could significantly harm its business.
- The Company's international operations are subject to risks not generally experienced by its U.S. operations.
- Cybersecurity incidents could disrupt the Company's business operations, result in the loss of critical and confidential information, adversely impact the Company's reputation and harm its business.
- The Company may be unable to attract, retain, and incentivize qualified real estate professionals.
- The real estate market may be severely impacted by industry changes as the result of certain class action lawsuits, settlements, or government investigations and the recent industry changes and/or any additional meaningful changes could have a materially adverse effect on the Company's business, operations, financial condition and results of operations.

  The Company and its affiliated brokerage entities were among several defendants in eight U.S. and one Canadian putative class action lawsuits alleging that the Company participated in a system that resulted in sellers of residential property paying inflated buyer broker commissions in violation of U.S. federal and state antitrust laws and federal Canadian antitrust laws, as applicable, and one U.S. putative class action lawsuit alleging that the Company participated in a system that resulted in buyers of residential property paying inflated home prices as a result of sellers paying inflated buyer broker commissions in violation of federal and Illinois antitrust laws (collectively, the "**antitrust litigation**"). On December 9, 2024, the Company and certain of its subsidiaries entered into a Settlement Agreement (the "**Settlement**") with plaintiffs in the U.S. antitrust lawsuit 1925 Hooper LLC*, et al. v. The National Association of Realtors et. al.,* Case No. 1:23-cv-05392- SEG (United States District Court for the Northern District of Georgia, Atlanta Division (the "**Court**")), which was filed on November 22, 2023 against the Company and other U.S. brokerage defendants. By the terms of the Settlement, the Company agreed to make certain changes to its business practices and to pay a total settlement amount of $34 million (not in thousands) into a qualified settlement escrow fund (the "**Settlement Fund**"). On May 23, 2025, the Court granted preliminary approval of the Settlement. In accordance with the Settlement terms, the Company funded the first $17.0 million (not in thousands) installment into the Settlement Fund during the fiscal quarter ended June 30, 2025. The Settlement remains subject to final court approval and will become effective following any appeals process, if applicable. The Company continues to vigorously defend against the claims in the Canadian antitrust litigation.

Risks Related to Legal and Regulatory Matters

- The Company is subject to certain risks related to legal proceedings filed by or against it and adverse results may harm its business and financial condition.
- Adverse outcomes in litigation and regulatory actions against other companies and agents in the Company's industry could adversely impact its financial results.
- The Company may suffer significant financial harm and loss of reputation if it does not comply, cannot comply, or is alleged to have not complied with applicable laws, rules and regulations concerning its classification and compensation practices for the agents in the Company's brokerage operations.

SECTION C — KEY INFORMATION ON THE SECURITIES	
WHAT ARE THE MAIN FEATURES OF THE SECURITIES?	
Type and class of the securities being offered, including the ISIN	eXp World Holdings, Inc.'s shares of common stock, par value $0.00001, are quoted on Nasdaq under the trading symbol "EXPI." The ISIN of the Shares is US30212W1009 and the U.S. security identification number (the CUSIP number) for the Shares is 30212W100.
Currency of the securities issue and number of securities issued and the term of the securities	The United States Dollar is the currency of the securities issue. As of February 24, 2026, the Company was authorized to issue 900,000,000 Shares. As of December 31, 2025, there were 161,049,979 Shares outstanding. There have been no material changes in the number of Shares issued and outstanding since that date. The term of the Shares is unlimited.
Rights attached to the securities	Eligible independent agents who enroll and participate in the Program are referred to as "**Participants**." No Participant will have any voting, dividend, or other stockholder rights with respect to any offering under the Program until the Shares have been purchased and delivered to Participant. Following such purchase and delivery, Participant will be entitled to the rights attached to the Shares, as further described below: ***Dividend Rights***. Holders of Shares are entitled to receive such dividends and other distributions (payable in cash, property, or capital stock of the Company) when, as and if declared thereon by the Board from time to time out of any assets or funds of the Company legally available therefor, and share equally on a per Share basis in such dividends and distributions. ***Voting Rights***. Holders of Shares are entitled to one vote per Share on each matter submitted to a vote of stockholders, including the election of directors. The Shares do not have cumulative voting rights. ***No Preemptive, Redemptive or Conversion Provisions***. The Shares are not entitled to preemptive rights and are not subject to conversion or redemption. If the Texas Redomestication is approved by the stockholders, the rights attached to the securities will remain substantially similar in many respects; however, stockholders' rights will thereafter be governed by Texas law rather than Delaware law, and certain procedural and litigation-related rights will differ. Following the Texas Redomestication, stockholder rights relating to litigation and enforcement will be governed by Texas law, which includes different procedural requirements for derivative actions, limitations on disclosure-only litigation, and exclusive Texas forum and jury trial waiver provisions for certain internal corporate claims. Texas also applies a more statute-based framework for fiduciary duties and judicial review of director and officer conduct than Delaware. Following the Texas Redomestication, the Company intends to opt into the Texas statutory provision permitting a minimum three percent (3%) ownership threshold for the initiation of derivative proceedings and to include provisions in its governing documents waiving the right to a jury trial for specified internal corporate claims, to the extent permitted by law.
Relative seniority of the securities in the issuer's capital structure in the event of insolvency	In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the Company, after payment or provision for payment of the debts and other liabilities of the Company, holders of Shares will be entitled to receive all the remaining assets of the Company available for distribution to its stockholders, ratably in proportion to the number of Shares held by them.
Transferability restrictions	The Shares offered under the Program are registered on Form S-8 with the SEC and are generally freely transferable (subject however to any transferability restrictions resulting from applicable insider trading laws and the Company's insider trading policy).
Dividend policy	On August 4, 2021, the Board declared and subsequently paid its first cash dividend. Since then, the Company has declared and paid quarterly dividends through the fiscal year ended December 31, 2024. The Company has not paid cash dividends on its Shares during the fiscal year ended December 31, 2020 or in prior years. Payment of cash dividends is at the discretion of the Board in accordance with applicable law after taking into account various factors, including the Company's financial condition, operating results, current and anticipated cash needs and plans for growth. Under Delaware law, the Company can only pay dividends either out of surplus or out of the current or the immediately preceding year's earnings. Therefore, no assurance is given that the Company will pay any future dividends to its common stockholders, or as to the amount of any such dividends. If the Texas Redomestication is approved by the stockholders, the Company determined that Texas law would not affect the Company's ability to declare dividends, repurchase shares, or otherwise manage its capital structure in a manner consistent with current practice.
WHERE WILL THE SECURITIES BE TRADED?	
Admission to trading on a regulated market	The Shares are listed on Nasdaq under the trading symbol "EXPI." The Shares are not traded, and have not been subject to a request for listing, on a regulated market or a multilateral trading facility located in the European Economic Area ("**EEA**").
IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?	
Brief description of the nature and scope of the guarantee	Not applicable.
WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?	
• Glenn Sanford, the Company's Chairman and Chief Executive Officer, together with the Trust, own a significant percentage of the Shares. As a result, the trading price for the Shares may be depressed and they can significantly influence actions that may be adverse to the interests of the Company's other stockholders. • Because the Company can issue additional Shares and because the Company issues stock under equity incentive plan, the Company's stockholders may experience dilution in the future.	

SECTION D — KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITY?

Description of the terms and conditions of the offer

The Company is offering eligible independent agents of the Company the right to purchase Shares at a discount under the Program, which is a share purchase program under the 2024 Plan. The grants to eligible independent agents will be administered under and subject to the 2024 Plan.

The 2024 Plan was adopted by the Board on March 20, 2024 and approved by the Company's stockholders on May 13, 2024. Previously, the Company maintained the eXp World Holdings, Inc. 2015 Equity Incentive Plan (the "**2015 Plan**"). The Company ceased issuing Shares under the 2015 Plan when it began issuing shares under the 2024 Plan in September 2024.

The offering of the Program may be considered a public offering of securities pursuant to the Prospectus Regulation in the following EEA countries: France, Portugal and Spain. As of December 31, 2025, there were 768 eligible independent agents in France, 202 eligible independent agents in Portugal and 475 eligible independent agents in Spain. The offering of the Program may also be made in other EEA countries. However, such offering is not considered a public offering of securities and/or the obligation to publish a prospectus does not apply to the offering under the legislation implementing the Prospectus Regulation in these countries.

This prospectus along with summary translations (as applicable) will be posted on eXp World Holdings, Inc.'s website (https://expworldholdings.com/financials/), and free copies will be made available upon request by contacting the Investor Relations department of eXp World Holdings, Inc. at investors@expworldholdings.com. This prospectus and the French translation of its summary will also be available on the website of the AMF, www.amf-france.org.

Administration: The Program is offered on a wholly discretionary basis. The Program is administered by the Board or a committee of the Board, officers of the Company or other persons, as may be designated by the Board (the "**Administrator**"). The Administrator has the authority to designate grantees, determine the number of Shares to be subject to awards, establish the terms and conditions of awards, prescribe the form of each award agreement, construe and interpret the terms of the 2024 Plan (including the Program) and any award agreement, to determine the meaning of their terms and to prescribe, amend and rescind rules and procedures related to the 2024 Plan (including the Program) and its administration.

Eligibility: Subject to applicable law, all agents and brokers that have entered into an independent contractor agreement with the Company or one of its subsidiaries and who are in good standing with the Company or its applicable subsidiaries are eligible to participate in the Program.

Time Frame of the Offer and Enrollment: The Company will continue offering the Program on or after the date this prospectus will be approved by the AMF, i.e., March 27, 2026. This prospectus will expire after twelve months from the date of the AMF approval and the Company will seek a subsequent approval to continue the offering of the Program.

The Program is offered on a monthly basis ("**Monthly Offering**") starting on the first business day of each month.

In order to participate in the Program, an eligible independent agent must enroll in the Program by accepting the terms and conditions of the Agent Equity Program Participation Election Form (the "**Election Form**") in an account created in the Participant's name with Morgan Stanley at Work (the "**Broker**"). Enrollment becomes effective the first of the proceeding month following acceptance.

The Participant will be automatically re-enrolled in each succeeding Monthly Offering, provided that the Participant remains eligible to participate to the Program.

If a Participant timely withdraws from the Program, or has terminated his or her services with the Company, the Participant will not be automatically re-enrolled in the succeeding Monthly Offering.

Amount of Contributions: By enrolling in the Program, Participant agrees that five percent (5%) of his or her net commission payment (after splits, fees, and any other required withholdings) (the "**Contributions**") on real estate transactions that close in Participant's name, commencing with transactions closing on or after Participant's enrollment in the Program, will be used to purchase Shares at the Purchase Price, as defined below. The Company does not presently cap the dollar amount of such Contributions. The Contributions are calculated on a monthly basis and deducted from Participant's net commission payment that the local subsidiary for which Participant is providing services would otherwise pay for real estate transactions that have closed that month. Participant cannot change the percentage of his or her Contributions other than to withdraw from the Program. The Company does not pay interest on the Contributions, unless required by local law.

Details of the Price: The "**Purchase Price**" for Shares issued under the Program will be equal to ninety-five percent (95%) of the fair market value of the Shares on the last trading day of the month. The fair market value of a Share will be the closing price of the Shares (or the closing bid, if no sales were reported) as quoted on Nasdaq on the applicable date.

Nature of the Offer: Participation in the Program is completely voluntary.

On the last trading day of each month (each a "**Purchase Date**"), Participants' accumulated Contributions will be used to purchase Shares. The number of Shares purchased will be determined by dividing Participant's accumulated Contributions by the Purchase Price. No fractional Shares will be issued upon purchase; however, the Participant's account will be credited with a fractional share economic interest.

Shares under the Program will be issued on the last trading day of the month during which the closing on the sales of any properties from which a Contribution has been authorized results in an accumulated Contribution of not less the purchase price of one whole Share.

Any cash remaining to buy less than a whole Share will be automatically rolled over into the next Monthly Offering.

As soon as administratively practicable after each Purchase Date, the Purchase Price and Purchase Date information is available to Participant from the Broker (defined below) in the account established in Participant's name at the Broker. The Company does not provide additional or ancillary communications to Participant as such communications are managed by the Broker.

Delivery of the Shares: Following the end of each monthly purchase, the number of Shares purchased by each Participant will be deposited into an account established in Participant's name at the Broker (defined below). As soon as administratively practicable after each Purchase Date, Participant's Shareworks account at the Broker will be credited with the Shares that were purchased on Participant's behalf. The Shares will remain in Participant's Shareworks account until Participant gives further instructions to the Broker to transfer or sell the Shares, and will remain in such Participant's account following termination from participation in the Program or from the Company. Each quarter a summary statement is available from the Broker that details the activity in Participant's account, including any purchases and sales, the total number of Shares held at the end of the quarter and the total value of Participant's account. The fourth quarter statement will include a summary of any transactions that occurred during the year.

Number and Nature of the Securities Offered: For the years ended December 31, 2025, 2024 and 2023, the Company issued 9,872,505, 9,253,300 and 8,897,804 Shares, respectively, to agents and brokers for (in thousands) $98,149, $111,278 and $135,226, respectively, net of discount. As of January 31, 2026, 13,810,493 Shares were available for future issuance under the Program (out of the 150,000,000 Shares available for the duration of the 2024 Plan). Shares offered under the Program can only be authorized but unissued Shares under the Program that are registered with applicable securities authorities.

Commission: Participants will not have to pay a fee for opening an account with the Broker (defined below) nor for the management of their account or the purchase of Shares. Participants are responsible for all the commissions and fees related to any sale or transfer of the Shares from the account at the Broker. In addition, the SEC applies a fee to most securities transactions at a rate determined by the SEC. Such commission and fees are subject to change at any time.

Termination of Participation in the 2024 Plan: A Participant may withdraw from the Program at any time by completing a new Election Form indicating his or her intention to withdraw from the Program through the Participant's Shareworks portal. A Participant completing the withdrawal process will have his/her outstanding Contributions returned to him/her within approximately 30 days from completing the Participant's withdrawal Election Form through the Participant's Shareworks portal.

Termination of Service: A Participant's participation in the Program will be terminated immediately if a Participant is no longer in good standing with the Company or any of its subsidiaries, as determined by the Administrator in its sole discretion. In such case, any amounts owed to Participant will be refunded to Participant as soon as practicable and will not be used to purchase additional Shares.

Non-transferability of Purchase Rights: Purchase rights granted to Participants may not be voluntarily or involuntarily assigned, transferred, pledged, or otherwise disposed of in any way, and are exercisable during the Participant's lifetime only by the Participant.

Termination, Suspension, or Amendment of the 2024 Plan and the Program: The Board may alter, amend, suspend or terminate the 2024 Plan (including the Program) as to any awards that have not been made. No amendment, suspension, or termination of the 2024 Plan will, without Participant's consent, deprive participant of any award granted to Participant or any rights thereunder. Stockholder approval of amendments will be required only to comply with applicable laws or regulatory requirements.

Details of admission to trading on a regulated market	Not applicable.
Plan for distribution	All Shares issued under the Program will initially be placed and held in an account created in the Participant's name with the Broker.
Maximum dilution	Hypothetically, assuming that the eligible independent agents participating in the offer would purchase the maximum number of Shares remaining available for issuance pursuant to the Program (i.e., 13,810,493), the holdings of a stockholder of the Company currently holding 1% of the total outstanding share capital of the Company as of December 31, 2025, i.e., 1,610,500 Shares, and who is not an eligible independent agent participating in the offer, would be diluted as indicated in the following table:

	Percentage of the total outstanding Shares	Total number of outstanding Shares
Before the issuance of Shares under the Program (as of December 31, 2025)	1.00%	161,049,979
After issuance of 13,810,493 Shares under the Program	0.92%	174,860,472

Estimated expenses charged to the investor	Not applicable. No expenses will be charged to any Participants by the Company.
WHY IS THIS PROSPECTUS BEING PRODUCED?	
Reasons for the offer	The purpose of the Program is to attract, retain and motivate independent agents whose present and potential contributions are important to the success of the Company and its affiliates.
Use and estimated net amount of the proceeds	Hypothetically, assuming that all 13,810,493 Shares remaining available for issuance under the Program pursuant to this prospectus would be purchased by the independent agents participating in the Program, and taking into account a Share price of $7.10 (95% of a hypothetical Share price of $7.47 which was the closing price of the Shares on February 24, 2026), then the gross proceeds of the Company in connection with the offer under the Program pursuant to this prospectus would be $98,054,500.30. After deducting approximately $150,000 in legal and accounting expenses in connection with the offer, the net proceeds would be $97,904,500.30. However, in reality, the Company does not expect to issue all the Shares it is authorized to issue under the Program. The net proceeds from the issuance of Shares over the life of the Program will depend on the level of independent agent participation. The net proceeds will be used for general corporate purposes.
Underwriting agreement on a firm commitment basis	Not applicable.
Description of material interest to the offer including conflict of interests	Not applicable.

THE FOLLOWING INFORMATION IS NOT PART OF THE PROSPECTUS SUMMARY

PART II — PROSPECTUS

SECTION A — RISK FACTORS

In addition to the other information set forth in this prospectus, you should carefully consider the following factors, which could materially affect our business, financial condition or results of operations in future periods. The risks described below are not the only risks facing the Company. Additional risks not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or results of operations in future periods.

In accordance with the provisions of Article 16 of the Prospectus Regulation, the present section describes the main risks which could, as of the date hereof, have an impact on the Company's activity, financial situation, reputation, results or perspectives, as notably identified when mapping the Company's major risks, which assesses their criticality, i.e. their severity and probability of occurrence, after taking into account the action plans implemented. Within each of the risk categories below, the risk factors are set out in order of priority according to the risk that the Company considers, at the date of this prospectus, to be the most significant (marked with an asterisk).

The table below summarizes the main risk factors identified by the Company, organized into five categories: (i) risks related to the Company's business and industries; (ii) risks related to legal and regulatory matters; and (iii) risks related to the Company's stock. The right column indicates specific risk factors that are deemed by the Company to be more significant based on the potential adverse impacts on the Company and the probability of occurrence.

Categories of Risk Factors	Considered particularly material
1. Risks Related to the Company's Business and Industries	
The Company's business results are materially influenced by the strength of the U.S. residential real estate sector and overall economic conditions.	*
Monetary policies of the U.S. federal government and its agencies, particularly those impacting mortgage interest rates and buyer affordability, may have a material adverse impact on the Company's operations.	*
Material decreases in the average brokerage commission rate, due to conditions beyond the Company's control, could materially adversely affect its financial results.	*
Loss of the Company's current executive officers or other key management could significantly harm its business.	*
The Company's international operations are subject to risks not generally experienced by its U.S. operations.	*
Cybersecurity incidents could disrupt the Company's business operations, result in the loss of critical and confidential information, adversely impact the Company's reputation and harm its business.	*

The Company may be unable to attract, retain, and incentivize qualified real estate professionals.	*
The real estate market may be severely impacted by industry changes as the result of certain class action lawsuits, settlements, or government investigations and the recent industry changes and/or any additional meaningful changes could have a materially adverse effect on the Company's business, operations, financial condition and results of operations.	*
Reductions in the availability of mortgage financing provided by government agencies, changes in government financing programs, the reduction in availability of certain homeowners' insurance, and increases in mortgage interest rates have decreased and could continue to decrease the Company's buyer clients' ability or desire to obtain financing, which would adversely affect the Company's business and financial results.	
Fluctuations in housing inventory levels can negatively impact the Company's business, which depends on the ability of its brokers and agents to facilitate home sales. In certain markets, limited supply in recent years has reduced transaction activity.	
The introduction and integration of emerging technologies, including artificial intelligence, presents various operational, compliance, and reputational risks and could impact the Company's competitive position and financial performance.	
The Company's operating results are subject to seasonality and vary significantly among quarters during each calendar year, making meaningful comparisons of successive quarters difficult.	
Climate-related physical impacts, regulatory changes, and disclosure obligations could increase costs, reduce transaction activity, and expose the Company to liability or reputational harm.	
The Company's business, financial condition and reputation may be substantially harmed by security breaches, interruptions, delays and failures in its systems and operations.	
The Company's business, financial condition and reputation may be substantially harmed by security breaches, interruptions, delays and failures in its systems and operations.	
The Company may not be able to utilize a portion of its net operating loss or research tax credit carryforwards, which may adversely affect the Company's profitability.	
The Company could be subject to changes in tax laws and regulations that may have a material adverse effect in its business.	
The Company may be unable to effectively and efficiently manage growth in its business.	
The Company may not successfully complete or integrate acquisitions or joint ventures.	
The Company is actively developing, and intends to continue to develop, new products and services complementary to its brokerage business and the Company's failure to	

accurately predict their demand or growth could have an adverse effect on its business.	
Negligence or willful misconduct of independent real estate professionals affiliated with the Company owned brokerages could materially and adversely affect the Company's reputation and subject it to liability.	
If the Company fails to grow in the various local markets that it serves or are unsuccessful in identifying and pursuing new business opportunities, the Company's long-term prospects and profitability will be harmed.	
The Company's growth depends in part on the success of its strategic relationships with third parties.	
2. Risks Related to Legal and Regulatory Matters	
The Company is subject to certain risks related to legal proceedings filed by or against it and adverse results may harm its business and financial condition.	*
Adverse outcomes in litigation and regulatory actions against other companies and agents in the Company's industry could adversely impact our financial results.	*
The Company may suffer significant financial harm and loss of reputation if it does not comply, cannot comply, or is alleged to have not complied with applicable laws, rules and regulations concerning its classification and compensation practices for the agents in the Company's brokerage operations.	*
The Company faces significant risk to its brand and revenue if it fails to maintain compliance with the law and regulations of federal, state, county and foreign governmental authorities, or private associations and governing boards	
The Company offers independent agents the opportunity to earn additional commissions through its revenue sharing plan, which pays under a multi-tiered compensation structure similar in some respects to network marketing. Network marketing is subject to intense government scrutiny and regulation and changes in the law, or the interpretation and enforcement of the law, might adversely affect the Company's business	
The Company is, and may in the future be, blocked from or limited in providing its agent compensation plans in certain jurisdictions and may be required to modify its business model in those jurisdictions as a result.	
If the Company fails to protect the privacy and personal information of its customers, agents or employees, it may be subject to legal claims, government action and damage to its reputation.	
Entering into new business arrangements, joint ventures, or business lines may expose the Company to additional regulatory and compliance risks that could materially and adversely affect the Company's business and financial condition.	
3. Risks Related to the Company's Stock	
Glenn Sanford, the Company's Chairman and Chief Executive Officer, together with the Penny L Sanford TTEE Gratitude 2022 Trust, own a significant percentage of the	*

Shares. As a result, the trading price for the Shares may be depressed and they can significantly influence actions that may be adverse to the interests of the Company's other stockholders.	
Because the Company can issue additional Shares and because it issues stock under an equity incentive plan, its stockholders may experience dilution in the future.	*
The price of the Shares is subject to volatility.	
Delaware law and the Company's organizational documents may impede or discourage a takeover, which could deprive the Company's investors of the opportunity to receive a premium for their shares.	
4. Risks Related to the risk of the loss of fair value resulting from adverse changes in market rates and prices	
We are exposed to foreign exchange rate fluctuation due to our international operations.	

I. RISKS RELATED TO THE COMPANY'S BUSINESS AND INDUSTRIES

The Company's business results are materially influenced by the strength of the U.S. residential real estate sector and overall economic conditions.*

The Company's business results are closely related to the strength of the U.S. residential real estate market, which is cyclical in nature, and general economic conditions, which are beyond its control. Any of the risks identified below could reduce residential real estate transaction volumes, depress home prices, or otherwise negatively influence the industry and the Company's results of operations:

- economic slowdown or recession in the U.S., Canada, or other markets within which the Company operates;
- increased unemployment or declines in wage and salary levels;
- increased energy costs;
- higher interest rates, such as the high interest rates during 2024 and 2025, and continuing inflationary pressures;
- increased costs of obtaining mortgages, reduced availability of mortgage financing, or increased down payment requirements;
- an increase in foreclosure activity;
- general changes in consumer attitudes and behaviors, such as declining marriage and birth rates;
- disruptions in capital markets, significant volatility in U.S. and international equity markets, deterioration in global financial conditions, or declines in the stock market;
- changes to tax laws that eliminate, reduce, or limit deductions for mortgage interest or property taxes;

- changes in laws or regulations or actions taken by international, federal, and state governments, agencies and government-sponsored entities;
- lower consumer confidence in the national and global economy and/or real estate market;
- declining affordability of homes;
- slowdown in buyer demand for real estate and changing social attitudes toward home ownership;
- excessive or insufficient housing inventory;
- evolving federal policy under the current administration, including "Buy American" and protectionist trade or immigration measures, which could affect global supply chains, the cost of goods and labor, or foreign investment in real estate, each of which may influence housing demand or affordability;
- war, terrorist attacks or other geopolitical and security issues, including the ongoing conflict in Eastern Europe, rising tensions in the Middle East (including with Iran), and heightened strategic competition in the Asia-Pacific region (including between China and Taiwan), any of which could disrupt global economic conditions, supply chains, or the Company's international operations;
- changes in trade policy including the imposition of new tariffs, and responses to such tariffs, that may indirectly affect the cost of homebuilding materials, consumer goods, or broader economic sentiment; and
- natural disasters or adverse weather events, or the public perception that any of these events may occur.

Monetary policies of the U.S. federal government and its agencies, particularly those impacting mortgage interest rates and buyer affordability, may have a material adverse impact on the Company's operations.*

The Company generates a significant portion of its revenue from the U.S. real estate market, which is heavily influenced by the Federal Reserve Board. By regulating the supply of money and credit these policies directly impact mortgage interest rates – a primary driver of the U.S. real estate market The Company's business and profitability are negatively impacted by any rising interest rate environment, as higher mortgage rates typically lead to a decrease in the number of home sale transactions.

Elevated mortgage rates, combined with an increased overall cost of living and broader economic pressures, create significant affordability challenges that reduce the ability and willingness of prospective buyers to purchase a home. In addition, rising costs associated with student loan obligations, healthcare, insurance, and other essential living expenses have further constrained affordability for households considering homeownership.

These affordability pressures have contributed to longer decision timelines and, in some cases, delayed or deferred home purchases, particularly among first-time buyers. As a result, the average age of first-time homebuyers has increased, which may reduce transaction activity earlier in the buyer lifecycle and negatively impact overall housing demand.

The mortgage market continues to rely heavily on government-sponsored enterprises such as Fannie Mae, Freddie Mac, and Ginnie Mae to provide liquidity. While these programs remain in place, changes to their underwriting standards, loan programs, or pricing, as well as sustained higher interest rates, could further affect affordability and buyer demand.

In addition, the availability and cost of homeowners' insurance particularly in regions subject to increased climate-related risks - can materially affect the cost of homeownership and a buyer's ability to obtain financing. If insurance coverage becomes more limited or more expensive, housing demand and transaction activity may decline.

If elevated interest rates, affordability challenges, or other economic pressures persist or worsen, the number of real estate transactions facilitated through the Company's platform could continue to decline, which would adversely affect the Company's revenues, operating results, and financial condition.

Material decreases in the average brokerage commission rate, due to conditions beyond the Company's control, could materially adversely affect its financial results.*

There are many factors that contribute to average broker commission rates that are beyond the Company's control. Factors that can contribute to a material decrease in brokerage commissions include changes in regulation, litigation (including pending litigation and industry practice changes described elsewhere in this prospectus), the rise of certain competitive brokerage or non-traditional competitor models, an increase in the popularity of discount brokers and agents, increased adoption of flat fees, commission models with more competitive rates, rebates or lower commission rates on transactions, as well as other competitive factors. For example, the Company competes with other brokerages that may have reduced operating margins and access to capital resources permitting them to prioritize market share over profits, as well as the growing popularity of non-traditional platforms such as listing aggregators, which may put additional pressure on the Company's commissions and related costs. The average broker commission rate for a real estate transaction is a key determinant of the Company's profitability, and a material decrease in brokerage commission rates could have a material adverse effect on the Company's business and profitability.

Loss of the Company's current executive officers or other key management could significantly harm its business.*

The Company depends on the industry experience and talent of its current executives. The Company believes that its future results will depend in part upon its ability to retain and attract highly skilled and qualified management. The loss of the Company's executive officers could have a material adverse effect on its operations because other officers may not have the experience and expertise to readily replace these individuals. To the extent that one or more of the Company's top executives or other key management personnel depart from the Company, its operations and business prospects may be adversely affected. In addition, changes in executives and key personnel could be disruptive to the Company's business.

The Company's international operations are subject to risks not generally experienced by its U.S. operations.*

The Company has operations throughout the Americas, Europe, the Middle East, Asia-Pacific, and South Africa. The Company's international operations are subject to risks not generally experienced by its U.S. operations. The risks involved in the Company's international operations and relationships that could result in losses against which it is not insured and, therefore, affect the Company's profitability include:

- fluctuations in foreign currency exchange rates, foreign exchange controls, and limitations on the repatriation of funds;
- exposure to local economic conditions and local laws and regulations;
- exposure to political, economic, legal, regulatory and social conditions, or instability, and economic and political tensions between governments;
- employment laws that are significantly different than U.S. employment laws;

- diminished ability to legally enforce the Company's contractual rights and use of the Company's trademarks in foreign countries;
- difficulties in registering, protecting or preserving trade names and trademarks in foreign countries;
- restrictions on the ability to obtain or retain licenses required for operations;
- withholding and other taxes on third-party cross-border transactions as well as remittances and other payments by subsidiaries;
- onerous requirements, subject to broad interpretation, for indirect taxes and income taxes that can result in audits with potentially significant financial outcomes;
- changes in foreign taxation structures;
- compliance with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, or similar laws of other countries; and
- regional and country specific data protection and privacy laws including the European Union's General Data Protection Regulation ("**GDPR**").

In addition, activities of agents and brokers outside of the U.S. are more difficult and more expensive to monitor and improper activities or mismanagement may be more difficult to detect. Negligent or improper activities involving the Company's agents and brokers may result in reputational damage to the Company and may lead to direct claims against the Company based on theories of vicarious liability, negligence, joint operations and joint employer liability which, if determined adversely, could increase costs and subject the Company to incremental liability for their actions.

Cybersecurity incidents could disrupt the Company's business operations, result in the loss of critical and confidential information, adversely impact the Company's reputation and harm its business.*

Cybersecurity threats and incidents directed at the Company could range from uncoordinated individual attempts to gain unauthorized access to information technology systems to sophisticated and targeted measures aimed at disrupting business or gathering personal data of clients, agents, or customers. Additionally, bad actors are increasingly using AI technology to launch more automated, targeted, and coordinated attacks, including deep-fake impersonations and other techniques that could facilitate wire fraud or other fraudulent activities. In the ordinary course of the Company's business, the Company and its agents and brokers collect and store sensitive data, including proprietary business information and personal information about its clients.

The Company's business, and particularly its cloud-based platform, is reliant on the uninterrupted functioning of its information technology systems. The secure processing, maintenance and transmission of information are critical to the Company's operations, especially the processing and closing of real estate transactions, which are increasingly targeted by wire fraud schemes. Although the Company employs measures designed to prevent, detect, address and mitigate these threats (including access controls, data encryption, vulnerability assessments and maintenance of backup and protective systems), cybersecurity incidents, depending on their nature and scope, could potentially result in the misappropriation, destruction, corruption, or unavailability of critical data and confidential or proprietary information (the Company's own or that of third parties, including potentially sensitive personal information of the Company's clients, agents, and customers) and the disruption of business operations.

Any such compromises to the Company's security could cause harm to its reputation, which could cause clients, agents and customers to lose trust and confidence in the Company or could cause agents and

brokers to unaffiliate with us. In addition, the Company may incur significant costs for remediation that may include liability for stolen assets or information, repair of system damage and compensation to clients, agents, customers and business partners. The Company may also be subject to legal claims, government investigations and additional state and federal statutory requirements.

The potential consequences of a material cybersecurity incident include regulatory violations of applicable U.S. and foreign privacy and other laws, reputational damage, loss of market value, litigation with third parties (which could result in the Company's exposure to material civil or criminal liability), diminution in the value of the services the Company provides to its customers, and increased cybersecurity protection and remediation costs (that may include liability for stolen assets or information), which in turn could have a material adverse effect on the Company's competitiveness and results of operations.

The Company may be unable to attract, retain, and incentivize qualified real estate professionals.*

The Company's success depends significantly on its ability to attract, retain, and engage qualified real estate agents and brokers, who are the foundation of the Company's revenue-generating activities. Competition for skilled agents and brokers is intense, as the Company faces pressure from other brokerages offering alternative compensation models, technology tools, or support services, as well as from technology companies seeking experienced professionals in software development and cloud-based solutions. If the Company fails to recruit and retain a strong network of agents and brokers, the Company's competitive position, market share, and overall business performance could be adversely affected.

Industry and regulatory changes, including recent revisions to National Association of Realtors ("**NAR**") policies and standards, buyer-broker compensation practices, and the recent settlement resolving nationwide antitrust litigation against NAR and major brokerages, may increase compliance burdens for agents, raise operating costs, and impact the perceived value of the profession. These developments could lead to higher attrition rates across the industry and at the Company, particularly among part-time agents or those with lower transaction volumes. Broader shifts in compensation structures, licensing requirements, or competitive dynamics could further complicate the Company's ability to recruit and retain agents, and if a significant number of agents leave the profession or fail to maintain active licenses, the Company's agent base and market presence could be materially diminished.

Further, the Company's value proposition for agents and brokers, which includes allowing them to participate in the revenue of the Company, is not typical in the real estate industry. If agents and brokers do not understand or appreciate this unique model, including the Company's revenue share program, equity incentives, and cloud-based platform, the Company may not be able to attract, retain, and incentivize agents effectively. In addition, volatility in the value of the Company's stock or changes to the perceived value of its programs could negatively impact recruitment and retention.

If the Company is unable to attract, retain qualified agents and brokers, or to maintain their engagement with its model and programs, the Company's business, financial condition, results of operations, and growth prospects could be materially and adversely affected.

The real estate market may be severely impacted by industry changes as the result of certain class action lawsuits, settlements, or government investigations and the recent industry changes and/or any additional meaningful changes could have a materially adverse effect on the Company's business, operations, financial condition and results of operations.*

The real estate industry faces significant pressure from private lawsuits and investigations by the U.S. Department of Justice (the "**DOJ**") into antitrust issues.

In April 2019, the NAR and certain brokerages and franchisors (including Realogy Holdings Corp., HomeServices of America, Inc. RE/MAX, and Keller Williams Realty, Inc.) were named as defendants in a class action complaint alleging a conspiracy to violate federal antitrust laws by, among other things, requiring residential property sellers in Missouri to pay inflated commission fees to buyer brokers (the "**NAR**

Class Action"). On October 31, 2023, a jury found NAR and various of its co-defendants liable and awarded plaintiffs nearly $1.8 billion in damages (all defendants have since settled, which remain subject to ongoing appeals processes). Class action suits raising similar claims are already pending in this and other jurisdictions and the outcome of the NAR Class Action may result in additional such actions being filed. The Company was named as one of several defendants in similar class action suits. See *Part II, Section B.7.3 Indirect and Contingent Indebtedness* of this prospectus.

On December 9, 2024, the Company and certain of its subsidiaries entered into a Settlement Agreement (the "**Settlement**") with plaintiffs in the U.S. antitrust lawsuit 1925 Hooper LLC, et al. v. The National Association of Realtors et. al., Case No. 1:23-cv-05392- SEG (United States District Court for the Northern District of Georgia, Atlanta Division), which was filed on November 22, 2023 against the Company and other U.S. brokerage defendants (the "**Hooper Action**"). The Settlement resolves all claims set forth in the Hooper Action, as well as all similar claims on a nationwide basis against the Company (collectively, the "Claims") and releases the Company, its subsidiaries and affiliates, and their independent contractor real estate agents in the United States from the Claims. By the terms of the Settlement, the Company agreed to make certain changes to its business practices and to pay a total settlement amount of $34.0 million. The Settlement received preliminary approval on May 23, 2025, but remains subject to final court approval and will become effective following an appeals process, if applicable.

Defending against class action litigation is costly, may divert time and money away from the Company's operations, and imposes a significant burden on management and employees. Also, the results of any such litigation or investigation cannot be predicted with certainty, and any negative outcome could result in payments of substantial monetary damages or fines, and/or undesirable changes to the Company's operations or business practices, and accordingly, its business, financial condition, or results of operations could be materially and adversely affected.

On March 15, 2024, NAR entered a settlement agreement to resolve on a class wide basis the claims against NAR in the NAR Class Action. In addition to a monetary payment of $418 million, NAR agreed to change certain business practices, including changes to cooperative compensation and buyer agreements. The NAR settlement agreement: (1) prohibits NAR and REALTOR® multiple listing services ("**MLSs**") from requiring that listing brokers or sellers make offers of compensation to buyer brokers or other buyer representatives; (2) prohibits NAR, REALTOR® MLSs and MLS participants from making an offer of compensation on the MLS; and (3) requires all REALTOR® MLS participants to enter into a written buyer agreement specifying compensation before taking a buyer on tour. The NAR settlement received preliminary court approval on April 23, 2024.

These revised NAR rules and practices have caused and may require additional changes to the Company's business model, including changes to agent and broker compensation and how they meet home buyers. For example, the Company may see the introduction of hourly or a la carte services. Or, if buyers increasingly compensate brokers, they may be more likely to contact listing agents directly, which could reduce overall brokerage participation in buyer representation. If sellers increasingly do not offer compensation to buyer agents, and because existing mortgage lending rules and market practices generally do not permit buyers to finance buyer-agent compensation as part of a home loan, some buyers may have limited ability to pay such fees at the time of purchase. The amended rules and regulations also require the Company and its agents to get a buyer agreement signed before taking a home buyer on a first tour. This requirement may dissuade buyers from hiring the Company, thereby reducing the fees the Company receives from its agents. These and other shifts in the model for agent and broker compensation could significantly change the brokerage landscape overall and may adversely affect the Company's financial condition and results of operations.

In addition to the NAR Class Action and various similar private actions already pending, beginning in 2018, the DOJ began investigating NAR for violations of the federal antitrust laws. The DOJ and NAR appeared to reach a resolution in November 2020, resulting in the filing of a Complaint and Proposed Consent Judgment pursuant to which NAR agreed to adopt certain rule changes, such as increased disclosure of commission offers. The DOJ has since sought to continue its investigation of NAR, and on April 5, 2024, a federal appeals court decided that the DOJ could reopen its investigation. It is uncertain what effect, if any,

the resumption of the DOJ's investigation could have on the larger real estate industry, including any further settlement that may result therefrom.

More recently, litigation between other real estate industry participants has highlighted the risk of private litigation under the auspices of antitrust laws. For example, in July 2025, Compass, Inc. filed a lawsuit against Zillow Group, Inc. claiming that Zillow had engaged in anti-competitive conduct. The lawsuit included allegations that other industry participants, including the Company, had conspired with such anti-competitive conduct. Although the Company is not named as a defendant in that action, these types of lawsuits reflect the risk of both private litigation and regulatory action to challenge business practices in the residential real estate sector. Even when not directly targeted, the Company may face reputational, operational, or financial consequences as a result of broader industry litigation. The Company may be required to further adjust its business practices, increase legal spend, or defend against claims, any of which could materially and adversely affect the Company's business, financial condition, or results of operations.

Reductions in the availability of mortgage financing provided by government agencies, changes in government financing programs, the reduction in availability of certain homeowners' insurance, and increases in mortgage interest rates have decreased and could continue to decrease the Company's buyer clients' ability or desire to obtain financing, which would adversely affect the Company's business and financial results.

The mortgage market relies heavily on Fannie Mae, Freddie Mac, and Ginnie Mae, which provide critical liquidity to mortgage lenders. Any reduction in support from these entities, or changes to their loan programs, could lead to higher interest rates, tighter credit, and fewer home purchases and sales.

Insurance availability also affects housing demand. If insurance companies limit or withdraw coverage—such as hurricane, fire, or disaster insurance—the cost of ownership rises, which could discourage buyers and reduce the volume of brokerage transactions.

Financing for home purchases often depends on the availability of affordable homeowners' insurance. If coverage becomes more restricted or costly, it may become harder for buyers to secure loans, which would negatively affect transaction activity in the housing market and, in turn, the Company's brokerage revenues.

Mortgage interest rates remain elevated compared to historical levels. While the Federal Reserve has reduced its benchmark rate from prior highs, home financing remains significantly more expensive than in past years. Higher rates have reduced affordability for buyers, which has slowed transaction volumes and negatively impacted commissions earned through the Company's platform. If rates continue to remain high or rise further, the number of real estate transactions the Company facilitates could decline, adversely affecting the Company's business.

Fluctuations in housing inventory levels can negatively impact the Company's business, which depends on the ability of its brokers and agents to facilitate home sales. In certain markets, limited supply in recent years has reduced transaction activity.

Factors outside the Company's control such as the pace of new housing construction, macroeconomic conditions, rising mortgage costs that discourage potential sellers from moving, and increased purchases of residential properties by institutional investors for long-term rental or corporate use have contributed to lower inventory and fewer completed transactions in recent years. Conversely, periods of elevated inventory can also dampen demand and slow sales activity. Sustained imbalances in housing supply, whether too low or too high, could materially and adversely affect the Company's business, financial condition, and results of operations.

The introduction and integration of emerging technologies, including artificial intelligence, presents various operational, compliance, and reputational risks and could impact the Company's competitive position and financial performance.

Emerging technologies, including artificial intelligence ("**AI**") and machine learning, are reshaping the real estate brokerage industry and offer opportunities to enhance efficiency, productivity, and client experience; however, the Company's adoption of these tools—including agent support chatbots, document processing systems, employee digital twins, and agent-facing custom Generative Pre-trained Transfer, or GPTs—also creates risks related to reliability, accuracy, data privacy, bias, and regulatory compliance. Failures or limitations in these technologies could disrupt operations, expose the Company to legal or reputational harm, and negatively affect agent productivity and its competitive position.

Additionally, AI algorithms and other emerging technologies may be flawed and datasets underlying such technologies may be insufficient or contain biased information. If the new technologies integrated into the Company's operations produce analyses or recommendations that are or are alleged to be deficient, inaccurate, or biased, the Company's reputation, business, financial condition, and results of operations may be adversely affected.

The Company expects that there will continue to be new laws or regulations governing the use of AI technology, which might be burdensome for the Company to comply with and may limit the Company's ability to offer or enhance its existing tools and features or new offerings using, incorporating, or relying on AI technology. Further, the use of AI technology requires specialized expertise. The Company may not be able to attract and retain top talent to support the Company's AI technology initiatives. If any of the operational, compliance or reputational risks were to materialize, the Company's business and results of operations may be adversely affected.

The Company's operating results are subject to seasonality and vary significantly among quarters during each calendar year, making meaningful comparisons of successive quarters difficult.

Home sales in successive quarters can fluctuate significantly due to a wide variety of factors, including, but not limited to, holidays, national or international emergencies, the school year calendar's impact on timing of family relocations, interest rate changes or speculation of pending interest rate changes, natural disasters, including hurricanes, flooding and wildfires, and the overall macroeconomic market.

Additionally, seasons and weather traditionally impact the real estate industry. The Company has historically experienced lower revenues during the fall and winter seasons in comparison to spring and summer seasons, as well as during periods of unseasonable weather, which reduces the Company's operating income, net income, operating margins and cash flow. Past performance in similar seasons or during similar weather events can provide no assurance of future or current performance and macroeconomic shifts in the markets the Company serves can conceal the impact of poor weather or seasonality.

The Company's revenue and operating margins each quarter will remain subject to seasonal fluctuations, poor weather and natural disasters and macroeconomic market changes that may make it difficult to compare or analyze the Company's financial performance effectively across successive quarters.

Climate-related physical impacts, regulatory changes, and disclosure obligations could increase costs, reduce transaction activity, and expose the Company to liability or reputational harm.

Chronic and acute physical impacts of climate change, such as rising home insurance costs, home insurance unavailability, flooding, wildfires, hurricanes, and other severe weather events, may reduce property values, disrupt housing supply, and limit affordability for buyers. These events can slow transaction volumes, shift population growth away from high-risk regions, negatively affect the geographic mix of the Company's revenues, and pose direct risks to the safety of the Company's agents, brokers, clients, and employees in affected markets. Transition risks, including new building codes, retrofitting mandates,

energy-efficiency standards, and climate-related taxes or insurance market interventions, may increase the cost of property ownership, alter buyer demand, and extend transaction timelines. Liability risks may arise if the Company's brokers or agents fail to comply with new climate-related disclosure requirements or misstate property-related risks, and the Company could also face regulatory penalties, litigation, or reputational harm if the Company fails to comply with evolving climate-related laws and regulations applicable to the Company's operations. Any or all of these risks could materially and adversely impact the Company's business, revenue, results of operations, and financial condition.

The Company's business, financial condition and reputation may be substantially harmed by security breaches, interruptions, delays and failures in its systems and operations.

The performance and reliability of the Company's systems and operations are critical to its reputation and ability to attract agents, teams of agents and brokers into the Company as well as its ability to service homebuyers and sellers. The Company's systems and operations are vulnerable to security breaches, interruption or malfunction due to events beyond its control, including natural disasters, such as earthquakes, fires and floods, power loss, telecommunication failures, break-ins, sabotage, computer viruses, intentional acts of vandalism and similar events. In addition, the Company relies on third-party vendors to provide key components of the Company's cloud office platform and to provide additional systems and related support. If the Company cannot continue to retain these services on acceptable terms, its access to these systems and services could be interrupted. Any security breach, interruption, delay or failure in the Company's systems and operations could substantially reduce the transaction volume that can be processed with its systems, impair quality of service, increase costs, prompt litigation and other consumer claims and damage the Company's reputation, any of which could substantially harm the Company's results of operations and financial condition.

The Company may not be able to utilize a portion of its net operating loss or research tax credit carryforwards, which may adversely affect the Company's profitability.

As of December 31, 2025, the Company had federal, state and foreign net operating losses carryforwards due to prior years' losses. Certain pre-fiscal 2018 state net operating losses will carry forward for a limited number of years. Federal, as well as some state and foreign net operating losses generated in and after fiscal 2018 do not expire and can be carried forward indefinitely. The Company also has recorded federal research tax credits for the years 2019 to 2025 which will carry forward for 20 years and are expected to be fully utilized before expiration. A nominal portion of the Company's net operating loss may expire, increasing future income tax liabilities which may adversely affect its profitability.

In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, the Company's ability to utilize net operating loss carryforwards or other tax attributes, in any taxable year, may be limited if the Company experiences an "ownership change." A Section 382 "ownership change" generally occurs if one or more stockholders or groups of stockholders who own at least 5% of the Company's stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws. It is possible that an ownership change, or any future ownership change, could have a material effect on the use of the Company's net operating loss carryforwards or other tax attributes, which could adversely affect its profitability.

The Company could be subject to changes in tax laws and regulations that may have a material adverse effect in its business.

The Company operates and is subject to taxes in the United States and numerous other jurisdictions throughout the world. Changes to federal, state, local, or international tax laws on income, sales, use, indirect, or other tax laws, statutes, rules or regulations may adversely affect the Company's effective tax rate, operating results or cash flows.

The Company's effective tax rate could increase due to several factors, including: changes in the relative amounts of income before taxes in the various jurisdictions in which the Company operates that have

differing statutory tax rates; changes to the Company's assessment about its ability to realize the Company's deferred tax assets that are based on estimates of its future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which the Company does business; the outcome of current and future tax audits, examinations or administrative appeals; and limitations or adverse findings regarding the Company's ability to do business in some jurisdictions.

In particular, new income, sales and use or other tax laws or regulations could be enacted at any time, which could adversely affect the Company's business operations and financial performance. Further, existing tax laws and regulations could be interpreted, modified or applied adversely to us. For example, the U.S. One Big Beautiful Bill Act (the "**OBBBA**") enacted many significant changes to the U.S. tax laws. Future guidance from the Internal Revenue Service ("**IRS**") and other tax authorities with respect to the **OBBBA** may affect us, and certain aspects of the OBBBA could be repealed or modified in future legislation. In addition, it is uncertain if, and to what extent, various states will conform to the OBBBA or any newly enacted federal tax legislation. Changes in corporate tax rates, the realization of net operating losses, and other deferred tax assets relating to the Company's operations, the taxation of foreign earnings, and the deductibility of expenses under the OBBBA or future reform legislation could have a material impact on the value of the Company's deferred tax assets and could increase its future U.S. tax expense.

Tax incentives tied to homeownership, such as the deductibility of mortgage interest and property taxes, influence the affordability and attractiveness of buying a home. These benefits are subject to provincial, federal, and state limitations and could be eliminated, restricted, or otherwise reduced through changes in tax law. Any reduction in these incentives would increase the after-tax cost of homeownership, which could decrease buyer demand, slow residential real estate activity, and, in turn, adversely affect the Company's business, financial condition, and results of operations.

The Company may be unable to effectively and efficiently manage growth in its business.

The Company may struggle to manage growth in its business efficiently. Failing to scale the Company's operations to meet the increasing demands of its real estate professionals could negatively impact the Company's performance. As the Company onboards more real estate professionals, the need to enhance the Company's systems, integrate third-party systems, and maintain infrastructure becomes vital. Any delay in these upgrades can lead to system issues and reduced satisfaction among the Company's real estate professionals. This could deter existing and potential professionals from associating with the Company. Expanding the Company's systems efficiently may be challenging and also poses inherent risks, and the Company cannot guarantee timely and effective implementation. Such efforts might lead to decreased revenues and margins, impacting the Company's financial results.

The Company may not successfully complete or integrate acquisitions or joint ventures.

The Company regularly evaluates potential acquisitions, joint ventures, and other strategic opportunities as part of its growth strategy. These activities involve risks, including the Company's ability to identify and complete transactions on favorable terms, successfully integrate acquired businesses or joint ventures into its operations, and realize anticipated synergies or efficiencies within expected timeframes. Such transactions may also divert management's attention, increase costs, cause shareholder dilution or expose the Company to unforeseen liabilities. If the Company is unable to complete or effectively integrate acquisitions or joint ventures, the Company's business, financial condition, and results of operations could be materially and adversely affected.

The Company is actively developing, and intends to continue to develop, new products and services complementary to its brokerage business and the Company's failure to accurately predict their demand or growth could have an adverse effect on its business.

The Company is actively investing and intends to continue to invest resources in developing new technology, services, products and other offerings complementary to the Company's brokerage business. New business initiatives are inherently risky and may involve unproven business strategies and markets

with which the Company has limited or no prior development or operating experience. Risks from these new initiatives include those associated with potential defects in the design, ongoing development and maintenance of technologies, reliance on data or user inputs that may prove inadequate or unavailable, failure to design products and services in a way that is more effective or affordable than competing third-party products and services and failure to scale businesses as they grow, among others. As a result of these risks, the Company could experience increased legal claims, reputational damage, financial loss or other adverse effects, which could be material. The Company can provide no assurance that it will be able to efficiently or effectively develop, commercialize and achieve market acceptance of new products and services. Additionally, the human and financial capital committed to develop new products and services may either be insufficient or result in expenses that exceed the revenue actually originated from these new products and services. In addition, the Company's efforts to develop new products and services could distract management from current operations and could divert capital and other resources from the Company's existing business, including its brokerage business. Failure to achieve the expected benefits of the Company's investments may occur and could harm its business.

Negligence or willful misconduct of independent real estate professionals affiliated with the Company owned brokerages could materially and adversely affect the Company's reputation and subject it to liability.

The Company's operations rely on the performance of real estate brokers and agents. If the Company brokers and agents were to provide lower quality services to its customers or engage in negligent or intentional misconduct, the Company's image and reputation could be materially adversely affected. In addition, the Company has previously been subject to and could continue to be subject to public scrutiny as well as litigation and regulatory claims arising out of the Company's brokers' and agents' performance of brokerage services or other conduct, which if adversely determined, could result in substantial financial or legal penalties.

If the Company fails to grow in the various local markets that it serves or are unsuccessful in identifying and pursuing new business opportunities, the Company's long-term prospects and profitability will be harmed.

To capture and retain market share in the various local markets that the Company serves, it must compete successfully against other brokerages for agents and brokers and for the consumer relationships that they bring. The Company's competitors could lower the fees that they charge to agents and brokers or could raise the compensation structure for those agents. The Company's competitors may have access to greater financial resources than us, allowing them to undertake expensive local advertising or marketing efforts. In addition, the Company's competitors may be able to leverage local relationships, referral sources and strong local brand and name recognition that the Company has not established. The Company's competitors could, as a result, have greater leverage in attracting new and established agents in the market and in generating business among local consumers. The Company's ability to grow in the local markets that it serves will depend on its ability to compete with these local brokerages.

The Company may implement changes to its business model and operations to improve revenue that cause a disproportionate increase in the Company's expenses or reduce profit margins. For example, the Company may allocate resources to acquiring lower margin brokerage models and has invested in the development of a mortgage servicing division, a commercial real estate division, title and escrow companies, a mortgage lending company, and a personal and continuing education company. Expanding the Company's service offerings could involve significant up-front costs that may only be recovered after lengthy periods of time. The barrier to entering in new real estate markets is low given the Company's cloud-based operating model; however, attempts to pursue new business opportunities could result in a disproportionate increase in the Company's expenses and in reduced profit margins. In addition, expansion into new markets and business lines, including internationally, could expose the Company to additional compliance obligations and regulatory risks. If the Company fails to continue to grow in the local markets it serves or if it fails to successfully identify and pursue new business opportunities, the Company's long-term prospects, financial condition and results of operations may be harmed, and its stock price may decline.

The Company's growth depends in part on the success of its strategic relationships with third parties.

To support and expand the Company's business, the Company relies on strategic relationships with a variety of third parties, including settlement service providers, mortgage lenders, title companies, referral sources, and other third parties that support the Company's operations. Building, negotiating, and maintaining these relationships requires significant time and resources, and there is no guarantee they will continue on favorable terms. The Company also depends on access to MLSs in the Company's markets, which serve as critical sources of property data and listing distribution. Competitors may have similar or superior access to MLS data, and any changes to the Company's rights of use, disruptions in access, or termination of agreements could impair its ability to provide accurate pricing, market listings efficiently, or support the Company's agents' businesses. If the Company is unable to maintain or expand key third-party relationships, its competitive position, growth prospects, and financial performance could be materially and adversely affected.

II. RISKS RELATED TO LEGAL AND REGULATORY MATTERS

The Company is subject to certain risks related to legal proceedings filed by or against it and adverse results may harm its business and financial condition.*

The Company is subject to risk of and are from time to time involved in, or may in the future be subject to or involved in, claims, suits, government investigations and proceedings arising from the Company's business, including, but not limited to, actions with respect to securities, intellectual property, privacy, information security, data protection or law enforcement matters, tax matters, labor and employment, including claims challenging the classification of the Company's agents and brokers as independent contractors and compliance with wage and hour regulations, and claims alleging violations of U.S. Real Estate Settlement Procedures Act ("**RESPA**") (and similar state statutes) compliance or state consumer fraud statutes and commercial arrangements. The Company is also subject to risk related to stockholder derivative actions, standard brokerage disputes, vicarious liability based upon conduct of individuals or entities outside of its control, including the Company's agents, brokers, third-party service or product providers and purported class action lawsuits. Such litigation and other proceedings may include, but are not limited to, the currently pending antitrust and derivative litigation as disclosed in *Part II, Section B.7.3 Indirect and Contingent Indebtedness* of this prospectus. A substantial unsatisfied judgment against the Company or one of its subsidiaries could result in bankruptcy, which would materially and adversely affect its business and operating results.

The Company cannot predict with certainty the cost of defense, the cost of prosecution, insurance coverage or the ultimate outcome of litigation and other proceedings filed by or against us, including remedies or damage awards and/or undesirable changes to the Company's operations or business practices. Adverse results in such litigation and other proceedings may harm the Company's business and financial condition. Class action lawsuits can often be particularly burdensome given the breadth of claims, large potential damages and significant costs of defense. In the case of intellectual property litigation and proceedings, although the Company has taken measures to protect its intellectual property rights, including existing and future trademarks, trade secrets, patents and copyrights, adverse outcomes could include the cancellation, invalidation or other loss of material intellectual property rights used in the Company's business or injunctions prohibiting its use of business processes or technology that is subject to third-party patents or other third-party intellectual property rights. In addition, the Company may be required to enter into licensing agreements (if available on acceptable terms) and be required to pay royalties. In the case of securities litigation and proceedings, adverse outcomes could include the cancellation, invalidation, or modification of the Company's existing equity incentive program.

From time to time, the Company may become involved in lawsuits and legal proceedings which arise in the ordinary course of business. Except as set forth in *Part II, Section B.7.3 Indirect and Contingent Indebtedness* of this prospectus, the Company is not involved in any material pending legal proceedings

and there are no known proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to its interest.

Adverse outcomes in litigation and regulatory actions against other companies and agents in the Company's industry could adversely impact its financial results.*

Adverse outcomes in legal and regulatory actions against other companies, brokers, and agents in the residential and commercial real estate industry may adversely impact the financial condition of the Company and its real estate brokers and agents when those matters relate to business practices shared by the Company, its real estate brokers and agents, or its industry at large. Such matters may include, without limitation, RESPA, Telephone Consumer Protection Act of 1991 ("**TCPA**") and state consumer protection law, antitrust and anticompetition, and worker classification claims. Additionally, if plaintiffs or regulatory bodies are successful in such actions, this may increase the likelihood that similar claims are made against the Company and/or its real estate brokers and agents which claims could result in significant liability and be adverse to its financial results if the Company or its brokers and agents are unable to distinguish or defend their business practices.

The Company may suffer significant financial harm and loss of reputation if it does not comply, cannot comply, or is alleged to have not complied with applicable laws, rules and regulations concerning its classification and compensation practices for the agents in the Company's brokerage operations.*

Except for the Company's employed state brokers, commission-only employees, and where otherwise dictated by local law, all real estate agent professionals in the Company's brokerage operations have been retained as independent contractors, either directly or indirectly through third-party entities formed by these independent contractors for their business purposes. With respect to these independent contractors, like most brokerage firms, the Company is subject to the taxing authorities' regulations and applicable laws regarding independent contractor classification. These regulations and guidelines are subject to judicial and agency interpretation, and it might be determined that the independent contractor classification is inapplicable to any of the Company's affiliated real estate professionals. Further, if legal standards for classification of real estate professionals as independent contractors change or appear to be changing, it may be necessary to modify the Company's compensation and benefits structure for its affiliated real estate professionals in some or all of its markets, including by paying additional compensation or reimbursing expenses.

In the future, the Company could incur substantial costs, penalties and damages, including back pay, unpaid benefits, taxes, expense reimbursement and attorneys' fees, in defending future challenges by the Company's affiliated real estate professionals to the Company's employment classification or compensation practices.

The Company faces significant risk to its brand and revenue if it fails to maintain compliance with the law and regulations of federal, state, county and foreign governmental authorities, or private associations and governing boards.

The Company operates in a heavily regulated industry subject to complex, federal, state, provincial and local laws and regulations within the markets in which the Company operates and third-party organizations' regulations, policies and bylaws governing the real estate business.

In general, the laws, rules and regulations that apply to the Company's business practices include, without limitation, RESPA, the federal Fair Housing Act of 1968, the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "**Dodd-Frank Act**"), the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and federal advertising and other laws, as well as comparable state statutes; rules of trade organizations such as NAR, local MLSs and state and local Association of Realtors; licensing requirements and related obligations that could arise from the Company's business practices relating to the provision of services other than real estate brokerage services, including without limitation,

its mortgage lending services; privacy regulations relating to the Company's use of personal information collected from the registered users of its websites; laws relating to the use and publication of information through the internet; and state real estate brokerage and mortgage lending licensing requirements, as well as statutory due diligence, disclosure, record keeping and standard-of-care obligations relating to these licenses. Recent regulatory scrutiny regarding the classification of real estate agents as independent contractors, particularly at the state level, could lead to increased compliance costs, potential reclassification, or penalties, which could materially impact the Company's owned brokerage operations.

Additionally, the Dodd-Frank Act contains the Mortgage Reform and Anti-Predatory Lending Act ("**Mortgage Act**"), which imposes a number of additional requirements on lenders and servicers of residential mortgage loans, by amending certain existing provisions and adding new sections to RESPA and other federal laws. It also broadly prohibits unfair, deceptive or abusive acts or practices and knowingly or recklessly providing substantial assistance to a covered person in violation of that prohibition. The penalties for noncompliance with these laws are also significantly increased by the Mortgage Act, which could lead to an increase in lawsuits against mortgage lenders and servicers.

As the Company expands its business in international markets, including new and existing international markets, the Company is subject to additional foreign governmental regulation. Ensuring compliance with these newly applicable laws could substantially increase its operating expenses. In addition, entry into these new markets exposes the Company to increased risk and liability. A violation of any of these applicable laws could have a material adverse effect on the Company's business.

Maintaining legal compliance is challenging and increases the Company's costs due to resources required to continually monitor business practices for compliance with applicable laws, rules and regulations and to monitor changes in the applicable laws themselves. For example, the potential reclassification of agents under wage and hour laws could result in additional liabilities for minimum wage, overtime pay, and penalties for prior periods, creating significant operational disruptions.

The Company may not become aware of all the laws, rules and regulations that govern its business, or be able to comply with all of them, given the rate of regulatory changes, ambiguities in regulations, contradictions in regulations between jurisdictions and the difficulties in achieving both company-wide and region-specific knowledge and compliance.

If the Company fails, or is alleged to have failed, to comply with any existing or future applicable laws, rules and regulations, it could be subject to lawsuits and administrative complaints and proceedings, as well as criminal proceedings. The Company's noncompliance could result in significant defense costs, settlement costs, damages and penalties.

The Company's business licenses could be suspended or revoked, its business practices enjoined, or the Company could be required to modify its business practices, which could materially impair, or even prevent, the Company's ability to conduct all or any portion of its business. Any such events could also damage the Company's reputation and impair its ability to attract and service homebuyers, home sellers, agents, clients and customers as well as its ability to attract brokerages, brokers, teams of agents and agents to the Company, without increasing costs.

Further, if the Company loses its ability to obtain and maintain all of the regulatory approvals and licenses necessary to conduct business as it currently operates, the Company's ability to conduct business may be harmed. Lastly, any lobbying or related activities the Company undertakes in response to mitigate liability of current or new regulations could substantially increase operating expenses.

The Company offers independent agents the opportunity to earn additional commissions through its revenue sharing plan, which pays under a multi-tiered compensation structure similar in some respects to network marketing. Network marketing is subject to intense government scrutiny and regulation and changes in the law, or the interpretation and enforcement of the law, might adversely affect the Company's business.

Various laws and regulations in the United States and other countries regulate network marketing. These laws and regulations exist at many levels of government in many different forms, including statutes, rules, regulations, judicial decisions and administrative orders. Network marketing regulations are inherently fact-based and often do not include "bright line" rules. Additionally, the Company is subject to the risk that the regulations, or a regulator's interpretation and enforcement of the regulations, could change. From time to time, the Company has received requests to supply information regarding its revenue sharing plan to regulatory agencies. The Company could potentially in the future be required to modify its revenue sharing plan in certain jurisdictions in order to comply with the interpretation of the regulations by local authorities.

In the United States, the Federal Trade Commission ("**FTC**") has entered into several highly publicized settlements with network marketing companies that required those companies to modify their compensation plans and business models. Those settlements resulted from actions brought by the FTC involving a variety of alleged violations of consumer protection laws, including misleading earnings representations by the companies' independent distributors, as well as the legal validity of the companies' business model and distributor compensation plans. FTC determinations such as these have created an ambiguity regarding the proper interpretation of the law and regulations applicable to network marketing companies in the U.S. Although a consent decree between the FTC and a specific company does not represent judicial precedent, FTC officials have indicated that the network marketing industry should look to these consent decrees and the principles contained therein, for guidance. Additionally, following the issuance of these consent decrees, the FTC issued non-binding guidance to the network marketing industry, suggesting it intended to reinforce the principles contained in the consent decrees and provide other operational guidance to the network marketing industry.

While the Company strives to ensure that its overall business model and revenue-sharing plan are compliant with applicable regulations in each of its markets, the Company cannot assure you that a regulator, if it were to review the Company's business, would agree with the Company's assessment and would not require the Company to change one or more aspects of its operations. Any action against the Company in the future by the FTC or another regulator could materially and adversely affect the Company's operations.

The Company cannot predict the nature of any future law, regulation, or guidance, nor can it predict what effect additional governmental regulations, judicial decisions, or administrative orders, when and if promulgated, would have on the Company's business. Failure by the Company, or its independent agents, to comply with these laws, could adversely affect its business.

The Company is, and may in the future be, blocked from or limited in providing its agent compensation plans in certain jurisdictions and may be required to modify its business model in those jurisdictions as a result.

The Company's agent compensation plans represent a key lever in its strategy to attract and retain independent agents and brokers and are subject to various international, federal, state, territorial and local laws, rules and regulations which differ in each of the Company's existing and future markets. As a result, the Company is, and may in the future be, blocked from or limited in providing each of its agent compensation plans in certain markets. In addition, these laws, rules and regulations are subject to judicial and agency interpretation, and it might be determined that the Company's agent compensation plans are not permitted to be offered to independent contractors. In response to such limitations, the Company has, and may in the future be, required to modify its agent compensation practices in such markets. Failure to comply with applicable law, rules and regulations or failure to subsequently modify the Company's business model in certain jurisdictions to effectively attract and retain agents and brokers could negatively affect the Company's business, results of operations or financial condition. The costs attributable to developing

compliant agent compensation plans can be significant and could adversely affect the Company's financial condition.

If the Company fails to protect the privacy and personal information of its customers, agents or employees, it may be subject to legal claims, government action and damage to its reputation.

Hundreds of thousands of consumers, independent contractors and employees have shared personal information with the Company during the normal course of its business processing real estate transactions. This includes, but is not limited to, Social Security numbers, annual income amounts and sources, consumer names, addresses, telephone and cell phone numbers and email addresses. To run the Company's business, it is essential for the Company to store and transmit this sensitive information in its systems and networks. At the same time, the Company is subject to numerous laws, regulations and other requirements that require businesses like the Company's to protect the security of personal information, notify customers and other individuals about its privacy practices and limit the use, disclosure, or transfer of personal data across country borders. Regulators in the U.S. and abroad continue to enact comprehensive new laws or legislative reforms imposing significant privacy and cybersecurity restrictions. The result is that the Company is subject to increased regulatory scrutiny, additional contractual requirements from corporate customers and heightened compliance costs. These ongoing changes to privacy and cybersecurity laws also may make it more difficult for the Company to operate its business and may have a material adverse effect on its operations. For example, the European Union's GDPR conferred new and significant privacy rights on individuals (including employees and independent agents) and materially increased penalties for violations. In the U.S., California enacted the California Consumer Privacy Act, which imposes comprehensive requirements on organizations that collect and disclose personal information about California residents.

Any significant violations of privacy, including as a result of cybersecurity breaches, could result in the loss of new or existing business, litigation, regulatory investigations, the payment of fines, damages and penalties and damage to the Company's reputation, which could have a material adverse effect on its business, financial condition and results of operations.

The Company could also be adversely affected if legislation or regulations are expanded to require changes in the Company's business practices or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect its business, results of operations or financial condition. For example, the Company has and may continue to incorporate new technologies such as machine learning and AI—defined broadly as the use of computer systems to simulate human intelligence, including decision-making, pattern recognition, and predictive analysis—into the Company's processes and systems, which are under increased regulatory scrutiny. The Company may be required to change its platforms and services due to new laws and/or decisions related to emerging technologies which may decrease the Company's operational efficiency and/or hinder its ability to improve its services.

In addition, while the Company discloses information collection and dissemination practices in the published privacy statements on its various websites, which it may modify from time to time, the Company may be subject to legal claims, government action and damage to its reputation if it acts or is perceived to be acting inconsistently with the terms of the Company's privacy statement, customer expectations or state, national and international regulations. The Company's policies and safeguards could be deemed insufficient if third parties with whom the Company has shared personal information fail to protect the privacy of that information.

The occurrence of a significant claim in excess of the Company's insurance coverage or which is not covered by its insurance in any given period could have a material adverse effect on the Company's financial condition and results of operations during the period. In the event the Company or the vendors with which it contracts to provide services on behalf of its customers were to suffer a breach of personal information, its customers and independent agents could terminate their business with the Company. Further, the Company may be subject to claims to the extent individual employees or independent contractors breach or fail to adhere to Company policies and practices and such actions jeopardize any personal information. The Company's legal liability could include significant defense costs, settlement

costs, damages and penalties, plus damage to the Company's reputation with consumers, which could significantly damage its ability to attract customers. Any or all of these consequences would result in a meaningful unfavorable impact on the Company's brand, business model, revenue, expenses, income and margins.

In addition, concern among potential homebuyers or sellers about the Company's privacy practices could result in regulatory investigations, especially in the European Union as related to the GDPR. Additionally, concern among potential homebuyers or sellers could keep them from using the Company's services or require it to incur significant expense to alter its business practices or educate them about how the Company uses personal information.

Entering into new business arrangements, joint ventures, or business lines may expose the Company to additional regulatory and compliance risks that could materially and adversely affect the Company's business and financial condition.

The Company's strategy includes pursuing new business initiatives, entering into joint ventures, and expanding into complementary business lines. These efforts often require the Company to navigate complex and evolving regulatory environments that may differ significantly from those governing the Company's core operations. If the Company is unable to timely and effectively address these regulatory and compliance requirements, or if risks arise beyond the Company's reasonable ability to mitigate, its business and financial condition may be materially and adversely affected.

For example, SUCCESS® Lending, the Company's joint venture mortgage business launched in 2021, operates in the highly regulated mortgage lending industry, which involves stringent licensing requirements, state and federal oversight, and compliance with consumer protection laws. The mortgage lending business faces inherent risks, including but not limited to, operational challenges, legal and regulatory scrutiny, and unforeseen compliance costs.

These new business lines also require significant investments in infrastructure, personnel, and systems to ensure compliance. Failure to meet these obligations could result in legal or regulatory penalties, reputational damage, or the inability to scale these operations as planned. Moreover, the financial success of these ventures is uncertain given their limited operating histories, making it difficult to predict their long-term contribution to the Company's overall financial performance.

While the Company aims to mitigate these risks through robust compliance frameworks and strategic partnerships, no mitigation effort can fully eliminate all risk. Unanticipated challenges in these or other future ventures could materially and adversely affect the Company's operations, reputation, and financial condition.

III. RISKS RELATED TO THE COMPANY'S STOCK

Glenn Sanford, the Company's Chairman and Chief Executive Officer, together with the Penny L Sanford TTEE Gratitude 2022 Trust, own a significant percentage of the Shares. As a result, the trading price for the Shares may be depressed and they can significantly influence actions that may be adverse to the interests of the Company's other stockholders.*

As of January 31, 2026, Glenn Sanford beneficially owns approximately 25.7% and the Penny L Sanford TTEE Gratitude 2022 Trust owns approximately 16.5% of the Company's outstanding common stock. While Mr. Sanford and the Penny L Sanford TTEE Gratitude 2022 Trust do not have a voting group, this significant concentration of share ownership may adversely affect the trading price of the Company's common stock because investors may perceive disadvantages in owning stock in a company with two stockholders holding a significant number of the Company's shares. Each of Mr. Sanford and Penny L Sanford TTEE Gratitude 2022 Trust can significantly influence all matters requiring approval by the Company's stockholders, including the election and removal of directors and any proposed merger, consolidation or sale of all or

substantially all of the Company's assets. In addition, due to his significant ownership stake and his service as the Company's Chief Executive Officer and Chairman of the Board, Mr. Sanford significantly influences the management of the Company's business and affairs. This concentration of ownership and influence could have the effect of delaying, deferring, or preventing a change in control, or impeding a merger or consolidation, takeover or other business combination that could be favorable to the Company's other stockholders.

Because the Company can issue additional Shares and because it issues stock under an equity incentive plan, its stockholders may experience dilution in the future.*

The Company is authorized to issue up to 900,000,000 Shares, of which 207,785,762 Shares were issued and 161,049,979 Shares were outstanding as of December 31, 2025. Additionally, the Company maintains an active 2024 Plan from which employees, agents, brokers and certain service providers of the Company and its affiliates can receive awards of the Shares. Previously, the Company maintained the 2015 Plan. The Company ceased issuing shares under the 2015 Plan when it began issuing Shares under the 2024 Plan in September 2024. The Board has the authority to cause the Company to issue additional Shares without consent of any of its stockholders, subject to applicable Nasdaq listing rules. Consequently, current stockholders may experience more dilution in their ownership of the Shares in the future.

The price of the Shares is subject to volatility.

The Company's common stock has experienced substantial price volatility in the past and may continue to do so in the future. Additionally, the Company, the real estate brokerage industry and technology industry and the stock market as a whole have, from time to time, experienced extreme stock price and volume fluctuations that have affected stock prices in ways that may have been unrelated to these companies' operating performance which may occur again in the future. Additionally, future dividends are subject to declaration by the Board, and the Company's share repurchase program does not obligate it to acquire any specific number of shares. If the Company fails to meet expectations related to future growth, profitability, dividends, share repurchases or other market expectations, the price of the Shares may decline significantly, which could have a material adverse impact on investor confidence and employee retention.

Delaware law and the Company's organizational documents may impede or discourage a takeover, which could deprive the Company's investors of the opportunity to receive a premium for their Shares.[1]

The Company is a Delaware corporation, and the anti-takeover provisions of Delaware law impose various impediments to the ability of a third party to acquire control of the Company, even if a change of control would be beneficial to its existing stockholders. In addition, provisions of the Company's restated certificate of incorporation (the "**Certificate**") and restated bylaws (the "**Bylaws**") may make it more difficult for, or prevent a third party from, acquiring control of the Company without the approval of its Board. Among other things, these provisions:

- do not permit cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;
- delegate the sole power to a majority of the Board to fix the number of directors;

[1] Following the Texas Redomestication, the Company will be governed by Texas law rather than Delaware law. Texas law provides a more statute-based framework for fiduciary duties and the business judgment rule and affords directors greater discretion in evaluating takeover proposals and change-of-control transactions. In addition, Texas law permits procedural limitations on stockholder litigation, including derivative action ownership thresholds, exclusive forum provisions, and jury trial waivers, which the Company intends to adopt. While the Texas Redomestication is not intended as an anti-takeover measure, these differences may, in certain circumstances, make a takeover or change in control more difficult or less likely.

- provide the power to the Board to fill any vacancy on the Board, whether such vacancy occurs as a result of an increase in the number of directors or otherwise;
- eliminate the ability of stockholders to call special meetings of stockholders; and
- establish advance notice requirements for nominations for election to the Board or for proposing matters that can be acted on by stockholders at stockholder meetings.

The foregoing factors could impede a merger, takeover or other business combination or discourage a potential investor from making a tender offer for the Shares which, under certain circumstances, could reduce the market value of the Shares and its investors' ability to realize any potential change-in-control premium.

IV. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk relates to the risk of the loss of fair value resulting from adverse changes in market rates and prices, such as interest rates and foreign currency exchange rates. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying financial instruments are traded. Sensitivity analysis measures the impact of hypothetical changes in interest rates, foreign exchange rates and other market rates or prices on the profitability of market-sensitive financial instruments and our results of operations. While we are exposed to market risk from foreign currency and exchange rate fluctuation, we do not have significant exposures to interest rate changes or commodity prices, nor do we expect to have significant exposure to interest rate changes or commodity prices in the foreseeable future.

Additional information about the historical and current trading price of the Shares can be found on its website at https://expworldholdings.com/financials/, being specified that the information on the website does not form part of this prospectus unless that information is incorporated by reference into this prospectus.

Foreign Currency Risk and Interest Rate Risk

The Company is exposed to market risk from foreign currency and exchange rate fluctuation and interest rate changes.

The majority of the Company's net sales, expenses and capital purchases were transacted in U.S. dollars. However, exposure with respect to foreign exchange rate fluctuation existed due to the Company's operations throughout the Americas, Europe, the Middle East, Asia-Pacific, and South Africa. Based on fiscal 2025 performance, a hypothetical appreciation or decline in the value of the Canadian dollar in relation to the U.S. dollar of 10% would have an immaterial impact on operating income. The individual impacts to the operating income of hypothetical currency fluctuations in the Canadian dollar have been calculated in isolation from any potential responses to address such exchange rate changes in the Company's other foreign markets. The Company's exposures to foreign currency risk related to its other operations in international locations were immaterial and have been excluded from this analysis.

The Company's investments in the net assets of the Company's international operations were also subject to foreign exchange rate risk. As of December 31, 2025, the impacts of translations of foreign-denominated net assets of the Company's international operations were immaterial to the Company's consolidated financial statements. The translation impacts related to the net assets of the Company's international operations are recorded within accumulated other comprehensive income. Historically, the Company has not hedged this exposure, although it may elect to do so in future periods.

The Company is also exposed to market risk for changes in interest rates on its financial instruments, which relate to the Company's cash equivalents primarily invested in money market funds. The Company does not use derivative financial instruments in its investing activities. The Company places cash and cash equivalents with various major financial institutions. The Company protects its invested principal funds by limiting default risk, market risk and reinvestment risk. The Company mitigates against such risks by utilizing

investment vehicles restricted to short-term U.S. government and agency obligations, thereby prioritizing capital preservation and immediate liquidity.

SECTION B — SUPPLEMENTAL INFORMATION CONCERNING THE COMPANY AND THE PROGRAM

I. THE OUTLINE

1.1 Purpose of the Program

The purpose of the Program is to attract, retain and motivate independent agents whose present and potential contributions are important to the success of the Company and its affiliates.

The Program is offered under the 2024 Plan. The 2024 Plan was adopted by the Board on March 20, 2024 and approved by the Company's stockholders on May 13, 2024. Previously, the Company maintained the 2015 Plan. The Company ceased issuing Shares under the 2015 Plan when it began issuing shares under the 2024 Plan in September 2024.

1.2 Shares Offered Under the Program

As of January 31, 2026, 13,810,493 Shares were available for future issuance under the Program (out of the 150,000,000 Shares available for the duration of the 2024 Plan), representing approximately 8.5% of the 161,893,096 Shares outstanding as of January 31, 2026. Each Share has a par value of $0.00001. The Shares offered under the Program are or will be, after their issuance, listed on NASDAQ under the trading symbol “EXPI.”

1.3 Purchase Period

The Program is offered via Monthly Offering starting on the first business day of each month. Each Monthly Offering consists of a single purchase period during which Participants’ Contributions are accumulated under the Program.

1.4 Purchase Price

The Purchase Price for Shares issued under the Program will be equal to ninety-five percent (95%) of the fair market value of the Shares on the Purchase Date.

The fair market value of a Share will be the closing price of the Shares (or the closing bid, if no sales were reported) as quoted on Nasdaq on the applicable date.

As soon as administratively practicable after each Purchase Date, the Purchase Price and Purchase Date information is available to the Participant from the Broker in the account established in the Participant’s name at the Broker. The Company does not provide additional or ancillary communications to the Participant as such communications are managed by the Broker.

1.5 Purchase of Shares

Participation in the Program is completely voluntary.

On each Purchase Date, the Contributions will be used to purchase whole Shares. The number of Shares purchased will be determined by dividing the Participant's accumulated Contributions by the Purchase Price. No fractional Shares will be issued upon purchase; however, the Participant’s account will be credited with a fractional share economic interest.

Shares under the Program will be issued on the last trading day of the month during which the closing on the sales of any properties from which a Contribution has been authorized results in an accumulated Contribution of not less the purchase price of one whole Share.

Any cash remaining to buy less than a whole Share will be automatically rolled over into the next Monthly Offering.

1.6 Term of the Program

The 2024 Plan was adopted by the Board on March 20, 2024 and approved by the Company's stockholders on May 13, 2024. Unless terminated earlier as provided in the 2024 Plan, the 2024 Plan will terminate on March 20, 2034.

The Company will continue offering the Program on or after the date this prospectus will be approved by the AMF, i.e., March 27, 2026. The prospectus will expire after twelve months from the date of the AMF approval and the Company will seek a subsequent approval to continue the offering of the Program.

1.7 Amendment or Discontinuance of the 2024 Plan and the Program

The Board may alter, amend, suspend or terminate the 2024 Plan (including the Program) as to any awards that have not been made. No amendment, suspension, or termination of the 2024 Plan will, without Participant's consent, deprive participant of any award granted to Participant or any rights thereunder. Stockholder approval of amendments will be required only to comply with applicable laws or regulatory requirements.

II. ELIGIBILITY

2.1 Eligible Independent Agents

All agents and brokers in participating jurisdictions that have entered into an independent contractor agreement with the Company or one of its subsidiaries and who are in good standing with the Company or its applicable subsidiaries are eligible to participate in the Program.

As of December 31, 2025, there were 768 eligible independent agents in France, 202 eligible independent agents in Portugal and 475 eligible independent agents in Spain. As of December 31, 2025, the Company had over 83,000 real estate agents.

2.2 Participation of Eligible Independent Agents

In order to participate in the Program, an eligible independent agent must enroll in the Program by accepting the terms and conditions of the Agent Equity Program Participation Election Form (the "**Election Form**") in an account created in the Participant's name with Morgan Stanley at Work (the "**Broker**"). Enrollment becomes effective the first of the proceeding month following acceptance.

The Participant will be automatically re-enrolled in each succeeding Monthly Offering, provided that the Participant remains eligible to participate to the Program.

If a Participant timely withdraws from the Program, or has terminated his or her services with the Company, the Participant will not be automatically re-enrolled in the succeeding Monthly Offering.

2.3 Contributions

By enrolling in the Program, Participant agrees that five percent (5%) of his or her net commission payment (after splits, fees, and any other required withholdings) (the "**Contributions**") on real estate transactions that close in Participant's name, commencing with transactions closing on or after Participant's enrollment in the Program, will be used to purchase Shares at the Purchase Price. The Company does not presently cap the dollar amount of such Contributions. The Contributions are calculated on a monthly basis and deducted from Participant's net commission payment that the local subsidiary for which Participant is providing services would otherwise pay for real estate transactions that have closed that month.

Participant cannot change the percentage of his or her Contributions other than to withdraw from the Program.

Any cash remaining to buy less than a whole Share will be automatically rolled over into the next Monthly Offering, unless Participant has withdrawn from the Program as described below.

The Company does not pay interest on the Contributions, unless required by local law.

2.4 Discontinuance of Participation of Participants

A Participant may withdraw from the Program at any time by completing a new Election Form indicating his or her intention to withdraw from the Program through the Participant's Shareworks portal.

If a Participant withdraws from a Monthly Offering, he or she may resume participation in any subsequent Monthly Offering, provided he or she remains eligible, by accepting the terms and conditions of the Election Form in an account created in the Participant's name with Shareworks by the Broker. Enrollment becomes effective the first of the proceeding month following acceptance.

Upon such voluntary withdrawal, Participant's accumulated Contributions which have not been applied toward the purchase of Shares will be refunded to Participant within approximately 30 days from completing the Participant's withdrawal Election Form through the Participant's Shareworks portal.

2.5 Termination of Service of Participants

A Participant's participation in the Program will be terminated immediately if a Participant is no longer in good standing with the Company or any of its subsidiaries, as determined by the Administrator in its sole discretion. In such case, any amounts owed to Participant will be refunded to Participant as soon as practicable and will not be used to purchase additional Shares.

III. DELIVERY AND SALE OF THE SHARES

As soon as administratively practicable after each Purchase Date, Participant's Shareworks account at the Broker will be credited with the Shares that were purchased on Participant's behalf. The Shares will remain in Participant's Shareworks account until Participant gives further instructions to the Broker to transfer or sell the Shares, and will remain in such Participant's account following termination from participation in the Program or from the Company. Each quarter a summary statement is available from the Broker that details the activity in Participant's account, including any purchases and sales, the total number of Shares held at the end of the quarter and the total value of Participant's account. The fourth quarter statement will include a summary of any transactions that occurred during the year.

No Participant is permitted to sell, assign, transfer, pledge or otherwise dispose of or encumber either the Contributions credited to his/her account or any rights with regards to the purchase rights or rights to receive Shares under the Program.

IV. RIGHTS RELATED TO THE SHARES

4.1 Type and the Class of the Securities Being Offered, Including the Security Identification Code

eXp World Holdings, Inc.'s shares of common stock, par value $0.00001 are quoted on Nasdaq under the trading symbol "EXPI." The ISIN of the Shares is US30212W1009 and the U.S. security identification number (the CUSIP number) for the Shares is 30212W100. The Shares are not traded, and have not been subject to a request for listing, on a regulated market or a multilateral trading facility located in the European Union.

The Shares were initially traded on the over-the-counter market for U.S. stocks (OTCQB) and have been traded on Nasdaq since May 21, 2018 as a result of Nasdaq's approval to uplist the Shares on May 17, 2018. There was no capital raising. The initial quote price of the Shares on Nasdaq was $9.65.

As of February 24, 2026, the Company was authorized to issue 900,000,000 Shares. As of December 31, 2025, there were 161,049,979 Shares outstanding. There have been no material changes in the number of Shares issued and outstanding since that date.

4.2 Legislation Under Which the Securities Have Been Created

The Shares were created under the US Delaware General Corporation Law (the "**DGCL**"). Except as otherwise expressly required under the laws of a country, the Program and all rights thereunder will be governed by and construed in accordance with the laws of the State of Delaware, U.S.A. The Company is in compliance with the DGCL.

If the Texas Redomestication is approved by the disinterested stockholders, the Shares will thereafter be governed by the Texas Business Organizations Code (the "**TBOC**"), together with the Company's Texas certificate of formation and bylaws, rather than the DGCL and the Company's current Delaware governing documents, as of the Effective Date.

4.3 Form of Securities, Name and Address of the Entity in Charge of Keeping the Records

In general, stockholders may hold Shares either in certificated, uncertificated or street name form. The records are kept by the Company's transfer agent, Broadridge Corporation (the "**Transfer Agent**").

The Transfer Agent can be contacted through the web at www.shareholder.broadridge.com/expi, by telephone at +1 800-586-1585 or by mail at: P.O. Box 1342, Brentwood, NY 11717, U.S.A.

The Company's designated Broker is currently Morgan Stanley at Work. The address of the Broker is 222 S. Mill Avenue, Suite 424, Tempe, AZ 85281, U.S.A. and its telephone number is +1 (480) 308-8181.

Participants will receive quarterly account statements from the Broker.

Commissions

There is no charge to Participants for the acquisition or holding of the Shares under the Program. Commissions related to the sale of Shares are described below.

As of the date of this prospectus, the commission charged by the Broker on sales of Shares acquired under the Program is $0.01 per share.

In addition, the SEC imposes a fee on the transfer of shares at a rate determined by the SEC. This fee is paid to the SEC at the time of sale and is required for all equity trades.

Such commission and fee are subject to change at any time.

4.4 Currency of the Securities Issue

The United States Dollar is the currency of the securities issue. Participants assume the risk of any currency fluctuations at the time of (i) their contribution to the Program and (ii) the selling of their Shares.

4.5 Rights Attached to the Securities

The Company only issues one class of shares. No Participant will have any voting, dividend, or other stockholder rights with respect to any offering under the Program until the Shares have been purchased and delivered to Participant. Following such purchase and delivery, Participant will be entitled to the rights attached to the Shares, as further described below:

Dividend Rights. Holders of Shares are entitled to receive such dividends and other distributions (payable in cash, property, or capital stock of the Company) when, as and if declared thereon by the Board from time to time out of any assets or funds of the Company legally available therefor, and share equally on a per Share basis in such dividends and distributions.

On August 4, 2021, the Board declared and subsequently paid its first cash dividend. Since then, the Company has declared and paid quarterly dividends through the fiscal year ended December 31, 2024. The Company has not paid cash dividends on its Shares during the fiscal year ended December 31, 2020 or in prior years. Payment of cash dividends is at the discretion of the Board in accordance with applicable law after taking into account various factors, including the Company's financial condition, operating results, current and anticipated cash needs and plans for growth. Under Delaware law, the Company can only pay dividends either out of surplus or out of the current or the immediately preceding year's earnings. Therefore, no assurance is given that the Company will pay any future dividends to its common stockholders, or as to the amount of any such dividends.

The following table summarizes quarterly cash dividends declared for the years ended December 31, 2025, 2024 and 2023:

2025			2024			2023		
Declaration Date	Payable Date	Per Share	Declaration Date	Payable Date	Per Share	Declaration Date	Payable Date	Per Share
02/14/2025	03/19/2025	$0.050	02/14/2024	03/29/2024	$0.050	02/09/2023	03/31/2023	$0.045
05/05/2025	06/04/2025	$0.050	04/24/2024	05/27/2024	$0.050	04/27/2023	05/31/2023	$0.045
07/24/2025	08/29/2025	$0.050	07/26/2024	08/30/2024	$0.050	07/28/2023	09/04/2023	$0.050
10/25/2025	12/01/2025	$0.050	11/04/2024	12/02/2024	$0.050	10/25/2023	11/30/2023	$0.050

On February 10, 2026, the Board declared a cash dividend of $0.05 per Share for the first quarter of 2026, expected to be paid on March 27, 2026 to stockholders of record on March 9, 2026.

A stockholder's entitlement to dividends will not lapse while that stockholder remains a registered stockholder of the Company. There are no dividend restrictions in place for stockholders and no special procedures for the payment of dividends to non U.S. resident stockholders.

If the Texas Redomestication is approved by the stockholders, the Company determined that Texas law would not affect the Company's ability to declare dividends, repurchase shares, or otherwise manage its capital structure in a manner consistent with current practice.

Voting Rights. Holders of Shares are entitled to one vote per Share on each matter submitted to a vote of stockholders, including the election of directors. The Shares do not have cumulative voting rights.

Board of Directors Vacancies. The Company's Certificate and Bylaws authorize only the Board to fill vacant directorships, including newly created seats. In addition, the number of directors constituting the Board is only permitted to be set by a resolution adopted by a majority vote of the entire Board. These provisions prevent a stockholder from increasing the size of the Board and then gaining control of the Board by filling the resulting vacancies with its own nominees. This makes it more difficult to change the composition of the Board and will promote continuity of management.

> ***After Texas Redomestication****:* The TBOC provides that, a vacancy occurring in the board of directors after the issuance of shares may be filled by (i) election at an annual or special meeting of shareholders called for that purpose or (ii) by the affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum of the board of directors. Additionally, the TBOC prevents a board of directors from filling more than two vacancies caused by an increase in the size of the board of directors between any two annual meetings of shareholders, and any directors appointed or elected by the board of directors or shareholders to fill a vacancy can only serve until the next annual meeting of the shareholders (or special meeting called to elect directors).

Special Meeting of Stockholders. The Company's Bylaws provide that special meetings of the Company's stockholders may be called only by a majority of the Board, thus prohibiting a stockholder from calling a special meeting. These provisions might delay the ability of the Company's stockholders to force consideration of a proposal or for stockholders controlling a majority of the Company's capital stock to take any action, including the removal of directors.

> ***After Texas Redomestication****:* The proposed Texas Charter provides that special shareholder meetings may be called by the Board of Directors, the chairperson of the Board of Directors, the chief executive officer, the president, or by shareholders holding 50% of the shares entitled to vote on the proposed action of such meeting. Under the TBOC, the president of a corporation is required to have the right to call a shareholder meeting as are shareholders holding a specified percentage of the shares entitled to vote at such meeting.

Stockholder Action Outside of a Meeting. The Company's Certificate of Incorporation provide that any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting and without prior notice by written consent, if such consent is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting. However, if at any time Glenn Sanford and Penny Sanford no longer are the beneficial owners, in the aggregate, of at least a majority in voting power of all shares entitled to vote in the election of directors, then any action required or permitted to be taken by the holders of the common stock of the Company must be taken at a duly called annual or special meeting of the stockholders and may no longer be effected by a written consent. As a result, holder or holders controlling a majority of our capital stock are not be able to take action without holding a meeting of our stockholders called in accordance with our Certificate of Incorporation.

> ***After Texas Redomestication:*** Under the TBOC, shareholders may act without a meeting, without prior notice and without a vote, with the written consent of (1) all shareholders or (2) if authorized by the certificate of formation, the shareholders having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting, in which each owner or member entitled to vote on the action is present and votes. If less than unanimous written consent is given, the corporation must give prompt notice of the action taken to the non-consenting shareholders. The TBOC provides that shareholders must have the option to act by unanimous written consent.

Advance Notice Requirements for Stockholder Proposals and Director Nominations. The Company's Bylaws provide advance notice procedures for stockholders seeking to bring business before our annual meeting of stockholders or to nominate candidates for election as directors at our annual meeting of stockholders. The Company's Bylaws also specify certain requirements regarding the form and content of a stockholder's notice. These provisions might preclude our stockholders from bringing matters before our

annual meeting of stockholders or from making nominations for directors at The Company's annual meeting of stockholders if the proper procedures are not followed. We expect that these provisions may also discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company.

> ***After Texas Redomestication:*** The proposed Texas Bylaws provide detailed requirements that a shareholder must properly follow in order to bring proposals or director nominations before annual and special meetings of shareholders. These requirements include certain informational and timing requirements, as well as eligibility and disclosure requirements.
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> Generally, the advanced notice requires that for shareholder proposals or director nominations to be properly brought before an annual meeting, a shareholder must deliver written notice to the Secretary at the Company's principal executive offices no earlier than 8:00 a.m. local time on the 120th day and no later than 5:00 p.m. local time on the 90th day prior to the first anniversary of the preceding year's annual meeting of shareholders. The notice must set forth certain information for business proposals and director nominations such, the nominee's name, age, business and residence addresses, and principal occupation; shareholdings and derivative instruments held by the nominee; all information required under Section 14 of the Exchange Act for contested director elections; the nominee's written consent to being named in the proxy statement and serving as a director if elected; a description of any third-party compensation agreements within the past three years; and a description of material relationships between the nominee and the nominating shareholder; a brief description of the proposed business; the full text of the proposal (including any resolutions and proposed bylaw or certificate of formation amendments); the reasons for conducting such business at the meeting; any material interest of the shareholder or beneficial owner in the proposal; and a description of all agreements and arrangements with any other persons concerning the proposal.
>
> In addition, to be eligible to make a proposal or nomination at an annual meeting, a shareholder must (1) be a shareholder of record at the time of giving notice, (2) be a shareholder of record on the record date for shareholders entitled to notice of the annual meeting, (3) be a shareholder of record on the record date for shareholders entitled to vote at the meeting (if different from the notice record date), (4) be a shareholder of record at the time of the annual meeting, and (5) comply with all applicable procedural requirements.

No Cumulative Voting. The DGCL provides that stockholders are not entitled to cumulate votes in the election of directors unless a corporation's certificate of incorporation provides otherwise. Our Certificate does not provide for cumulative voting.

> ***After Texas Redomestication:*** Under the TBOC, shareholders have the right to cumulative voting if the certificate of formation elects to provide for cumulative voting.The proposed Texas Charter does not provide for cumulative voting by shareholders in the election of directors.

Removal of Directors. Any one or more or all of the directors may be removed, with or without cause, by the holders of at least a majority of the outstanding shares of capital stock then entitled to vote at an election of directors.

> ***After Texas Redomestication:*** Under the TBOC, subject to certain exceptions or as otherwise provided by the certificate of formation or bylaws of a corporation, the holders of a majority of shares then entitled to vote at an election of directors may remove a director or the entire board of directors with or without cause.
>
> Unless the certificate of formation provides otherwise, if a Texas corporation's directors serve staggered terms, a director may only be removed for cause.

If the certificate of formation permits cumulative voting and less than the entire board is to be removed, a director may not be removed if the votes cast against the removal would be sufficient to elect him or her if cumulatively voted at an election of the entire board of directors, or if there are classes of directors, at an election of the class of directors of which the director is a part. Where the certificate of formation provides that separate classes or series of shareholders are entitled, as such a class or series, to elect separate directors, in calculating the sufficiency of votes for removal of such a director, only the votes of the holders of such a class or series are considered.

Exclusive Venue. Our Certificate provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for internal corporate claims, which would include derivative action or proceeding brought on our behalf; claims based on violations of duty by a current or former director or officer or stockholder in such capacity; and claims against us arising pursuant to the DGCL or our Certificate or Bylaws. The enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that, in connection with any action, a court could find the choice of forum provisions contained in our Certificate to be inapplicable or unenforceable in such action.

After Texas Redomestication: The proposed Texas Bylaws that, unless the Texas Corporation consents to an alternative forum, the Texas Business Court in the Eleventh Division shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Texas Corporation; (ii) any action asserting a claim for or based on a breach of a fiduciary duty owed by any current or former director, shareholder, officer or other employee of the Texas Corporation to the Texas Corporation or Texas Corporation's shareholders; (iii) any action asserting a claim against the Texas Corporation or any current or former director, officer or other employee of the Company arising pursuant to any provision of the TBOC, the proposed Texas Charter or Texas Bylaws (as each may be amended from time to time); (iv) any action asserting an "internal entity claim" (as defined in Section 2.115 of the TBOC); and (v) any other action or proceeding in which the Texas Business Court has jurisdiction.

For the avoidance of doubt, this forum selection clause shall not apply to any direct claims under the Securities Act of 1933, as amended, or the Exchange Act.

Pursuant to Section 242 of the DGCL, after a corporation has received payment for any of its capital stock, or after a nonstock corporation has members, it may amend its certificate of incorporation, from time to time, in any and as many respects as may be desired, so long as its certificate of incorporation as amended would contain only such provisions as it would be lawful and proper to insert in an original certificate of incorporation filed at the time of the filing of the amendment; and, if a change in stock or the rights of stockholders, or an exchange, reclassification, subdivision, combination or cancellation of stock or rights of stockholders is to be made, such provisions as may be necessary to effect such change, exchange, reclassification, subdivision, combination or cancellation. In particular, and without limitation upon such general power of amendment, a corporation may amend its certificate of incorporation, from time to time, so as:

(1) To change its corporate name; or

(2) To change, substitute, enlarge or diminish the nature of its business or its corporate powers and purposes; or

(3) To increase or decrease its authorized capital stock or to reclassify the same, by changing the number, par value, designations, preferences, or relative, participating, optional, or other special rights of the shares, or the qualifications, limitations or restrictions of such rights, or by changing shares with par value into shares without par value, or shares without par value into shares with par value either with or without increasing or decreasing the number of shares, or by subdividing or combining the outstanding shares of any class or series of a class of shares into a greater or lesser number of outstanding shares; or

(4) To cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared; or

(5) To create new classes of stock having rights and preferences either prior and superior or subordinate and inferior to the stock of any class then authorized, whether issued or unissued; or

(6) To change the period of its duration; or

(7) To delete:

a. Such provisions of the original certificate of incorporation which named the incorporator or incorporators, the initial board of directors and the original subscribers for shares; and

b. Such provisions contained in any amendment to the certificate of incorporation as were necessary to effect a change, exchange, reclassification, subdivision, combination or cancellation of stock, if such change, exchange, reclassification, subdivision, combination or cancellation has become effective.

Any or all such changes or alterations may be effected by one certificate of amendment.

In order to effectuate an amendment to the certificate of incorporation, the Board shall adopt a resolution setting forth the amendment proposed, declaring its advisability, and either calling a special meeting of the stockholders entitled to vote in respect thereof for the consideration of such amendment or directing that the amendment proposed be considered at the next annual meeting of the stockholders; provided, however, that unless otherwise expressly required by the certificate of incorporation, no meeting or vote of stockholders shall be required to adopt an amendment that effects only changes described in paragraph (1) or (7) above. Such special or annual meeting shall be called and held upon written notice given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting. The notice shall set forth such amendment in full or a brief summary of the changes to be effected thereby, as the directors shall deem advisable. At the meeting, a vote of the stockholders entitled to vote thereon shall be taken for and against the proposed amendment. Notwithstanding the above, unless otherwise provided in the certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders or which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if consents setting forth the action so taken are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and are delivered to the corporation in the manner required by the DGCL, the certificate of incorporation and the bylaws; provided, however, that if at any time the Company ceases to be a "controlled company" under the rules of Nasdaq, then any action required or permitted to be taken by the holders of the common stock of the Company must be taken at a duly called annual or special meeting of the stockholders and may no longer be effected by a written consent. Subject to the foregoing, if a majority of the outstanding stock entitled to vote thereon, and a majority of the outstanding stock of each class entitled to vote thereon as a class has been voted in favor of the amendment, a certificate setting forth the amendment and certifying that such amendment has been duly adopted in accordance with Section 242 of the DGCL shall be executed, acknowledged and filed and shall become effective.

After Texas Redomestication: Under the TBOC, subject to limited exceptions, an amendment to the certificate of formation requires the approval of (i) the board of directors and (ii) the holders of at least two-thirds of the outstanding shares of the Texas corporation entitled to vote thereon, unless a different threshold, not less than a majority of the outstanding shares entitled to vote thereon, is specified in the certificate of formation. If a class or series of shares is entitled to vote as a class or series on an amendment to the certificate of formation, the affirmative vote of the holders of at least two-thirds (unless a different threshold, not less than a majority, is specified in the certificate of formation) of the outstanding shares in each such class or series of shares entitled to vote on the amendment as a class or series is also required to approve an amendment to the

certificate of formation, although the TBOC allows corporations to provide in their certificate of formation that all shares vote as a single class for such an amendment. In addition, the TBOC allows corporations to provide in their certificate of formation that no separate class vote(s) shall be required to increase or decrease the aggregate number of authorized shares of a class, in which case a share increase/decrease amendment would instead be approved by the holders of a majority of all outstanding shares entitled to vote thereon, voting together as a single class.

Right to Receive Liquidation Distributions. In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the Company, after payment or provision for payment of the debts and other liabilities of the Company, holders of Shares will be entitled to receive all the remaining assets of the Company available for distribution to its stockholders, ratably in proportion to the number of Shares held by them. The Texas Redomestication, if approved by the disinterested stockholders, will not impact the right to receive liquidation distributions.

No Preemptive, Redemptive or Conversion Provisions. The Shares are not entitled to preemptive rights and are not subject to conversion or redemption. The Texas Redomestication, if approved by the disinterested stockholders, will not impact the preemptive, redemptive or conversion provisions.

4.6 Transferability

The Shares in this offering under the Program are registered on a registration statement on Form S-8 with the SEC and are generally freely transferable.

The Program is intended to provide Shares for investment and not for resale. The Company does not, however, intend to restrict or influence any Participant in the conduct of his or her own affairs. An eligible independent agent, therefore, may sell Shares purchased under the Program at any time he or she chooses, subject to compliance with the Company's stock trading policy, applicable securities laws and the notice provisions mentioned in Section II above. PARTICIPANTS ASSUME THE RISK OF ANY CURRENCY AND / OR MARKET FLUCTUATIONS AT THE TIME OF (I) THEIR COMMISSION PAYMENT CONTRIBUTION TO THE PROGRAM AND (II) THE SELLING OF THEIR SHARES.

4.7 General Provisions Applying to Business Combinations

The Company is subject to Section 203 of the DGCL, which, subject to certain exceptions, prohibits a Delaware corporation from engaging in any "business combination" with an "interested stockholder" for a period of three (3) years following the time that such stockholder became an interested stockholder, unless:

- Prior to such time the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

- Upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least eighty-five percent (85%) of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) those shares owned (i) by persons who are directors and also officers and (ii) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or

- At or subsequent to such time the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least $66^{2}/_{3}$% of the outstanding voting stock which is not owned by the interested stockholder.

With certain exceptions, an "interested stockholder" under Section 203 of the DGCL is a person or group who or which owns fifteen percent (15%) or more of the corporation's outstanding voting stock (including any rights to acquire stock pursuant to an option, warrant, agreement, arrangement or understanding, or upon the exercise of conversion or exchange rights, and stock with respect to which the person has voting rights only), or is an affiliate or associate of the corporation and was the owner of fifteen percent (15%) or more of such voting stock at any time within the previous three (3) years.

In general, Section 203 of the DGCL defines a business combination to include:

- any merger or consolidation involving the corporation or any of its subsidiaries and the interested stockholder;
- any sale, transfer, pledge or other disposition of ten percent (10%) or more of the assets of the corporation involving the interested stockholder;
- subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation or any of its subsidiaries to the interested stockholder;
- any transaction involving the corporation or any of its subsidiaries that has the effect of increasing the proportionate share of the stock or any class or series of the corporation or of any such subsidiary beneficially owned by the interested stockholder; or
- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation or any of its subsidiaries.

A Delaware corporation, such as the Company, may "opt out" of this provision with an express provision in its original certificate of incorporation or an express provision in its certificate of incorporation or bylaws resulting from a stockholders' amendment approved by at least a majority of the outstanding voting shares. The Company has not "opted out" of this provision. Section 203 could prohibit or delay mergers or other takeover or change-in-control attempts and, accordingly, may discourage attempts to acquire the Company.

Section 253 of the DGCL authorizes the members of the board of directors of a Delaware corporation that owns ninety percent (90%) or more of each of the outstanding classes of stock of a subsidiary that are entitled to vote on a merger to merge the subsidiary into itself or to merge itself into the subsidiary without any requirement for action to be taken by the stockholders of the subsidiary, provided that if the parent corporation owns less than 100% of the subsidiary, the resolutions of the parent corporation's board of directors approving the merger shall state the terms and conditions of the merger, including the consideration to be paid for each share of the subsidiary not owned by the parent corporation.

Section 251(h) of the DGCL, subject to certain exceptions, permits parties entering into a merger agreement to eliminate the requirement for approval of the merger by the target corporation's stockholders if, following a tender or exchange offer, the acquirer has accumulated sufficient shares to approve the merger agreement (a majority unless the target corporation has adopted a higher vote requirement) but less than the 90% necessary to effect a merger under Section 253 of the DGCL. Section 251(h) of the DGCL applies only to target corporations that have a class or series of stock that is listed on a national securities exchange or held of record by more than 2,000 holders, such as the Company.

After Texas Redomestication: Under the TBOC, a Texas "issuing public corporation" is generally prohibited from, directly or indirectly, entering into:

(i) mergers, share exchanges or conversions with an affiliated shareholder or other entity that after such transaction would be an affiliate or associate of an affiliated shareholder, and certain other entities,

(ii) sales, leases, exchanges, mortgages, pledges, transfers or other dispositions of assets having an aggregate market value of 10% or more of (a) the aggregate market value of the consolidated assets of such Texas public corporation, (b) the aggregate market value of the outstanding voting stock of such Texas public corporation or (c) the earning power or net income of such Texas public corporation on a consolidated basis,

(iii) certain transactions that would result in the issuance or transfer of shares of such Texas public corporation to an affiliated shareholder or an affiliate or associate,

(iv) liquidation or dissolution plans or proposals with an affiliated shareholder or an associate or an affiliate of an associate of an affiliated shareholder,

(v) certain transactions, including reclassifications of securities or other share distributions or recapitalizations, that have the effect, directly or indirectly, of increasing the proportionate ownership percentage of the outstanding shares of a class or series of voting shares or securities convertible into voting shares of the issuing public corporation that is beneficially owned by the affiliated shareholder or an affiliate or associate of the affiliated shareholder, except as a result of immaterial changes due to fractional share adjustments, or

(vi) loans, advances, guarantees, pledges, or other financial assistance or a tax credit or other tax advantages the recipient of which is an affiliated shareholder or an affiliate or associate of an affiliated shareholder, in each case, with an “affiliated shareholder” or any affiliate or associate of the “affiliated shareholder” for a period of three years after the date the shareholder obtained “affiliated shareholder” status.

“Affiliated shareholder” is generally broadly defined as a person who beneficially owns (or has owned within the preceding three-year period) 20% or more of the outstanding voting stock of a Texas public corporation.

“Issuing public corporation” means a Texas corporation that has: (i) 100 or more shareholders of record as shown by the share transfer records of the corporation; (ii) a class or series of the corporation’s voting shares registered under the Securities Exchange Act of 1934 (15 U.S.C. Section 77b et seq.), as amended; or (iii) a class or series of the corporation’s voting shares qualified for trading on a national securities exchange.

The TBOC provides an exception to this prohibition if: (i) the board of directors of the corporation approves the transaction or the acquisition of shares by the affiliated shareholder prior to the affiliated shareholder becoming an affiliated shareholder; or (ii) the holders of at least two-thirds of the outstanding voting shares not beneficially owned by the affiliated shareholder or an affiliate or associate of the affiliated shareholder approve the transaction at a meeting held no earlier than six months after the shareholder acquires such ownership. The TBOC expressly provides that the foregoing shareholder approval may not be by written consent.

A corporation may expressly elect in its certificate of formation to not be governed by this statute.

V. INFORMATION ON THE COMPANY

5.1 Business Overview

eXp World Holdings, Inc.'s principal offices are located at 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, U.S.A. Telephone number: +1 (360) 685-4206; website: https://expworldholdings.com, being specified that the information on the website does not form part of this prospectus unless that information is incorporated by reference into this prospectus. The Company is a corporation incorporated under the laws of the State of Delaware, U.S.A. The Company was incorporated on July 30, 2008 for a perpetual term. The Company's LEI is 549300TWVVZC283VEC32.

Please also refer to the "Description of Business" section below and the description of the Texas Redomestication (as defined in such section).

Description of Business

The Company owns and oversees a diversified portfolio of service-oriented businesses. These businesses are integrated through the Company's advanced enabling technology platform which enables collaboration and operational leverage across its ecosystem.

The Company's strategic focus is the continued expansion of its real estate brokerage operations by delivering a differentiated value proposition to agents—centered on industry-leading economics, ownership opportunities, and access to tools and services that support long-term professional growth.

Business Segments

The Company operates its business through three reportable segments:

- North American Realty includes residential and commercial brokerage, lead generation, and related support services in the United States and Canada and, beginning with the first quarter of 2025, FrameVR.io, the Company's proprietary, web-accessible 3D immersive technology platform that provides a virtual environment for agent collaboration, training, and community engagement.

- International Realty includes brokerage operations and support services across 27 countries throughout Latin America, Europe, the Middle East, Asia-Pacific, and South Africa.

  Both realty segments generate revenue primarily from commissions on residential real estate transactions, supported by the Company's cloud-based brokerage model.

- Other Affiliated Services includes SUCCESS® magazine and related media properties. Prior to the first quarter of 2025, Other Affiliated Services also included FrameVR.io.

In 2024, the Company wound down the Virbela business, and its remaining operations no longer met the criteria for a reportable segment. As a result, Virbela's remaining FrameVR.io operations was included in the North American Realty segment that it primarily supports. Any operating results related to Virbela, prior to the completion of its disposition in the fourth quarter of 2024, are included in discontinued operations. As a result, all prior period segment disclosures have been reclassified to conform to the current reporting structure and are reflected in "Segment eliminations" below.

The following table reflects the results of each of the Company's reportable segments during the years ended December 31, 2025, 2024 and 2023:

	Revenues		
	Year Ended December 31,		
	2025	2024	2023
North American Realty	$ 4,624,913	$ 4,478,293	$ 4,220,063
International Realty	146,930	88,146	53,931
Other Affiliated Services	2,873	6,105	4,802
Revenues reconciliation:			
Segment eliminations	(2,405)	(4,872)	(4,975)
Consolidated revenues	$ 4,772,311	$ 4,567,672	$ 4,273,821

2025 Developments

The following are developments in the Company's business since the beginning of the fiscal year ended December 31, 2025:

- Throughout 2025, the Company introduced new programs and specialized divisions designed to support agents in growing and expanding their businesses across a range of property types. In the second quarter of 2025, the Company launched its Land and Ranch Division, to support agents specializing in rural, recreational, and agricultural properties. During the fourth quarter of 2025, the Company launched its Sports and Entertainment Division, aimed at supporting agents serving clients in the sports and entertainment sectors. In addition, during the second quarter of 2025, the Company introduced its Co-Sponsor Program, allowing agents to designate both a primary sponsor and a co-sponsor, as well as a U.S. open-sourced Seller Advisory: Risks of Limited Market Exposure form, in line with the Company’s commitment to transparency and education.

- The Company continued to invest in its technology platform and agent-facing tools. In the third quarter of 2025, the Company launched its CRM of Choice initiative, which allows agents to select from three leading customer relationship management platforms based on their individual business needs, and released LYVVE™, its global property search platform designed to consolidate listings and related data from multiple countries into a single, border-agnostic search interface for agents and consumers. The Company also announced the launch of Mira™, an advanced AI-powered business assistant designed to fundamentally streamline how agents access information and run their businesses.

- During 2025, the Company made several key leadership appointments to support its continued growth and operational focus. In the third quarter of 2025, Jesse Hill was appointed Chief Financial Officer of eXp World Holdings, Inc. In the fourth quarter of 2025, Carrie Lysenko was appointed Chief Technology Officer of eXp Realty®, and Holly Mabery was appointed Chief Brokerage Officer of eXp Realty.

The Company did not complete any material acquisitions during the year ended December 31, 2025.

As of December 31, 2025, the Company had approximately 1,834 full-time equivalent employees and over 83,000 real estate agents, compared to approximately 2,001 full-time equivalent employees and 82,980 real estate agents as of December 31, 2024. The number of full-time equivalent employees declined (8.3)% in 2025, compared to 2024, in connection with the Company's efforts to streamline operations and drive efficiencies to enhance workforce productivity .

The Company paid agents and brokers over $230 million in revenue share and equity benefits in 2025, compared to $220 million in 2024.

In the first quarter of 2026, the Company announced the official launch of eXp New Homes. This specialized division is designed to provide agents with a comprehensive roadmap to master the new construction market, from boutique urban builds to large-scale master-planned communities.

Texas Redomestication

At the Annual Meeting of Stockholders of the Company to be held on April 24, 2026 (the "**2026 Annual Meeting**"), the stockholders of the Company will be asked to approve the conversion of the Company from a corporation organized under the laws of the State of Delaware to a corporation organized under the laws of the State of Texas (the "**Texas Redomestication**"). If the disinterested stockholders (i.e., stockholders other than members of the board of directors of the Company (the "**Board**") and management and their respective affiliated and associated stockholders) approve the Texas Redomestication, the Company anticipates that the Texas Redomestication will become effective as soon as practicable following the 2026 Annual Meeting (the **"Effective Date**").

Some of the key considerations underlying the Company's decision to pursue the Texas Redomestication include the Board's and a special independent committee of the Board's conclusion that Texas law provides greater statutory clarity and predictability for director and officer decision-making and reduces exposure to opportunistic stockholder litigation, together with the fact that Texas is a major market for the Company's business while Delaware has no meaningful operational connection.

If the Texas Redomestication is approved by the stockholders, the Company will continue in existence as a Texas corporation and will continue to operate our business under the current name, "eXp World Holdings, Inc." The Shares will continue to be traded on Nasdaq under the symbol "EXPI." The Company does not expect any interruption in the trading of its Shares as a result of the Texas Redomestication. The Texas Redomestication will not result in any change in headquarters, business, jobs, management, number of employees, obligations, assets, liabilities or net worth (other than as a result of the transaction costs related to the Texas Redomestication).

Forecasted Geographic Expansion

In 2025, the Company launched operations in seven new jurisdictions (Ecuador, Japan, Korea, Netherlands, Peru, Romania and Türkiye). These launches support the Company's 2030 goal of reaching 50,000 productive agents outside the U.S. and 500+ productive agents in 50 countries, scaling an agent-owned model built for growth, not overhead. The Company has also announced its planned entry into Luxembourg.

During 2025, the Company increased its international revenue 67% year-over-year to $147 million. Each market reflects the Company's focused approach to global growth, targeting agent-led environments where demand for innovation, mobility, and ownership is rising. Rather than expanding for presence, the Company continues to enter countries where its platform can deliver immediate value for agents.

The markets were chosen for their agent potential, appetite for innovation, and clear alignment with the Company's platform. That strategy is already delivering results: some of these launches having onboarded over 100 agents in the first 30 days, with some welcome events drawing 400–500 attendees, demonstrating the Company's rising influence and global network effect.

Geographical information

For the years ended December 31, 2025, 2024 and 2023 approximately 13%, 11% and 9%, respectively, of the Company's total revenue was generated outside of the U.S. Long-lived assets held outside of the U.S. were 10% and 17% as of December 31, 2025 and 2024, respectively.

The Company's Chief Operating Decision Maker does not use segment assets to allocate resources or to assess the performance of the segments and therefore, total segment assets have not been disclosed.

Competition

The Company's real estate brokerage business competes with local, regional, national and international residential real estate brokerages with respect to the sale of homes and to attract and retain agents, teams of agents, brokers and consumers — both home sellers and buyers. The Company competes primarily on the basis of its service, culture, collaboration, and utilization of cloud-based systems and technologies that reduce costs, while providing relevant and substantial professional development and opportunities for its agents and brokers to generate more business and participate in the growth of the Company.

Residential real estate brokerage companies typically realize revenues in the form of a commission based on a percentage of the price of each home purchased or sold, which varies based on geographical location and specific customer-agent negotiations, among other factors. Therefore, variability in the commissions earned in the real estate industry exists based on general economic and market factors, as well as the price and volume of homes sold. The Company is positioned to earn commissions on either — or both — of the buy side or sell side of residential real estate transactions, as well as the ability to receive other fees for complementary services provided during the closing process.

The Company believes that it is the only global cloud-based real estate brokerage with massive scale. This innovative operational structure coupled with the Company's distribution model allows the Company to effectively enter new markets with speed and flexibility and without much of the investment and cost associated with establishing a traditional brokerage. The Company also believes its compensation and incentive programs to attract and retain highly productive agents are some of the most compelling in the industry. As such, the Company believes that it is well positioned in the competitive landscape.

Government Regulation

See *Part II, Section B.7.3 Indirect and Contingent Indebtedness* of this prospectus for additional information on the Company's legal proceedings. For additional information with respect to related risks facing our business, see Part II – Section A "Risk Factors" included elsewhere within this prospectus.

Legal and Regulatory Environment

The Company operates in highly regulated industries and is subject to changes in laws, regulations, and government policies, as well as their interpretation and enforcement by regulatory bodies and other authorities.

Residential Real Estate

The Company operates in the residential real estate industry, which is subject to extensive federal, state, local, and international regulation, as well as oversight by industry associations. Our participation in MLSs and industry organizations also exposes us to evolving rules and policies that may be influenced by regulatory developments, litigation, or government action. The industry is also subject to scrutiny in areas such as antitrust, competition, settlement procedures, consumer protection, and worker classification.

RESPA

The RESPA and similar laws govern payments and referrals in connection with residential real estate transactions, including mortgages, title, and insurance. Compliance can be complex due to differing interpretations by courts and regulators, and violations may result in loss of brokerage licensure, significant fines, legal costs, and private litigation. State laws restricting inducements and gifts to consumers also affect our lead-generation efforts.

Antitrust

The Company is subject to U.S. and international antitrust and competition laws, including the Sherman Act, the Federal Trade Commission Act, the Clayton Act, and comparable statutes in other jurisdictions. These laws prohibit anti-competitive conduct such as price-fixing and apply broadly to our industry.

Regulatory scrutiny of broker compensation and MLS practices has intensified in recent years. In March 2024, the NAR reached a settlement requiring significant changes to its policies, including increased transparency in agent compensation and MLS rules, which have impacted industry practices. The long-term effects of these changes remain uncertain but could increase costs or alter competitive dynamics.

As disclosed in *Part II, Section B.7.3 Indirect and Contingent Indebtedness* of this prospectus, the Company is a defendant in certain antitrust class actions in the U.S. and Canada. In December 2024, the Company agreed to a settlement requiring changes to business practices and a payment of $34.0 million, subject to final court approval. These proceedings, and related settlements across the industry, may continue to require changes to our or our brokers' business models, including compensation practices.

Worker Classification

Most of the Company's real estate professionals are retained as independent contractors, except where local laws require otherwise. Their classification is subject to rules of the IRS, foreign regulations, and applicable state and provincial laws, all of which are subject to interpretation and change. The Company monitors ongoing federal, state, and international developments in this area.

Cybersecurity and Data Privacy Regulations

The Company is subject to domestic and international laws governing data privacy and cybersecurity, including U.S. statutes such as the Gramm-Leach-Bliley Act and the California Consumer Privacy Act, and international frameworks such as the GDPR. These laws impose obligations related to safeguarding personal data and carry significant penalties for non-compliance. Global data privacy requirements continue to evolve, and we monitor developments across jurisdictions. For additional discussion of related risks, see *Part II, Section A. Risk Factors* of this prospectus.

TCPA

The TCPA regulates telemarketing practices, including restrictions on autodialing, prerecorded messages, and communications to numbers on national or state Do-Not-Call registries. The TCPA requires written consent for certain mobile communications, and some states have adopted or may adopt their own versions of these rules. The Company may be subject to class action claims alleging responsibility for contacts made by its real estate professionals.

Environmental Regulation

Although the Company operates with a limited physical footprint, we are subject to environmental regulations, particularly those addressing emissions from data centers and cloud operations. In the U.S., states such as California have expanded climate reporting and accountability laws. Internationally, the European Union's Corporate Sustainability Due Diligence Directive and the International Sustainability Standards Board's sustainability disclosure standards may increase expectations for emissions reporting and transparency. While the direct impact on our business is limited by our cloud-based model, evolving global requirements and stakeholder demands could increase compliance obligations.

5.2 Organizational Structure

For a description of the Company's beneficial ownership, please refer to Section 11.2 below.

Subsidiaries

eXp is the parent company of the eXp group. The Company holds, directly or indirectly, the capital and voting rights of each of its subsidiaries listed below.

Pursuant to Item 601(b)(21)(ii) of U.S. Regulation S-K, the names of other subsidiaries of the Company are omitted because, considered in the aggregate, they would not constitute a significant subsidiary.[2]

Name	Jurisdiction of Organization	Percentage of Ownership by the Company (%)
eXp Realty, LLC	Washington, U.S.A.	100%
eXp Realty of California, Inc.	Washington, U.S.A.	100%
eXp Realty of Canada, Inc.	Canada	100%
SUCCESS Enterprises LLC	Delaware, U.S.A.	100%

Joint Ventures

A joint venture is a contractual arrangement whereby the Company and other parties undertake an economic activity through a jointly controlled entity. Joint control exists when strategic, financial and operating policy decisions relating to the activities require the unanimous consent of the parties sharing control. Joint ventures are accounted for using the equity method and are recognized initially at cost. Joint ventures are typically included in the Other Affiliated Services unless the joint venture specifically supports one of the other reportable segments.

The Company has several joint venture investments. As of December 31, 2025, the operations of these joint ventures are not material to the Company's financial position or results of operations.

5.3 Property and Equipment, Net

The Company's property and equipment, net consisted of the following:

(in thousands)	December 31, 2025	December 31, 2024	December 31, 2023
Computer hardware and software	$ 53,849	$ 44,079	$ 37,433
Furniture, fixture, and equipment	2,206	2,205	2,254
Total depreciable property and equipment	56,055	46,284	39,687
Less: accumulated depreciation	(42,184)	(35,262)	(27,733)
Depreciable property, net	13,871	11,022	11,954
Assets under development	443	593	1,013
Property and equipment, net	$ 14,314	$ 11,615	12,967

For the years ended December 31, 2025, 2024 and 2023, depreciation expense was $6,870, $7,835 and $8,352, respectively.

[2] To determine if a subsidiary is a significant subsidiary under U.S. Regulation S-K, companies must evaluate the subsidiary's significance using the following tests: (i) the investment test (i.e., compare the company's and its subsidiaries' investments in and advances to the tested subsidiary to the aggregate worldwide market value of the company's voting and non-voting common equity. If the investment exceeds 10% of the registrant's total assets, the subsidiary is considered significant); and (ii) the income test (i.e., assess the company's and its subsidiaries' pretax income or loss component and revenue component. If both exceeds 10%, the subsidiary is significant). As the tests rely on financial thresholds (such as revenue, assets, and income) that vary with annual performance, a subsidiary may fall in or out of the 'significant' threshold from one year to the next without any change in the Company's actual corporate structure.

VI. SELECTED FINANCIAL INFORMATION

6.1 Selected Financial Data

The selected consolidated financial data of the Company set out in this prospectus have been prepared in accordance with U.S. GAAP. The following consolidated statements of comprehensive income (loss) and the consolidated balance sheets data of the Company for the fiscal years ended December 31, 2025, 2024 and 2023 are derived in part from and should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Company's audited consolidated financial statements and notes thereto appearing respectively on pages 21 – 29 and 33 – 53 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 24, 2026 (the "**Company's Form 10-K**"). The selected consolidated balance sheet data as of December 31, 2023, are derived from the Company's audited consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 20, 2025, which is available, free of charge, on the website of the SEC.

SELECTED THREE-YEAR FINANCIAL DATA
(In thousands, except share amounts and per share data)

	Year Ended December 31,		
	2025	**2024**	**2023[1]**
Consolidated Statements of Comprehensive Income (Loss):			
Revenues (2)	$ 4,772,311	$ 4,567,672	$ 4,273,821
Commission and other agent-related costs	4,438,733	4,225,277	3,953,897
Total operating expenses (3)	355,044	361,389	319,402
Operating income (loss) (4)	(21,466)	(18,994)	522
Other (income) expense, net	(1,232)	(3,277)	(2,995)
Income tax (benefit) expense (5)	2,480	1,071	(16)
Net income (loss) from continuing operations	(22,714)	(16,788)	3,533
Net income (loss) from discontinued operations	—	(4,479)	(12,506)
Net income (loss)	(22,714)	(21,267)	(8,973)
Earnings (loss) per share (6)			
Basic, net income (loss) from continuing operations	(0.14)	(0.11)	0.02
Basic, net income (loss) from discontinued operations	—	(0.03)	(0.08)
Basic, net income (loss)	(0.14)	(0.14)	(0.06)
Diluted, net income (loss) from continuing operations	(0.14)	(0.11)	0.02
Diluted, net income (loss) from discontinued operations	—	(0.03)	(0.08)
Diluted, net income (loss)	(0.14)	(0.14)	(0.06)
Weighted average shares outstanding			
Basic	156,879,412	153,684,907	153,232,129
Diluted	156,879,412	153,684,907	156,773,528

	As of December 31,		
Consolidated Balance Sheets Data: (7)	**2025**	**2024**	**2023[1]**
Cash and cash equivalents (A)	124,245	113,607	125,873
Restricted cash	57,218	54,981	44,020
Accounts receivable, net of allowance for credit losses of $2,690, $1,589 and $2,204, respectively	108,838	87,692	85,343
Other noncurrent assets	23,495	11,679	7,410
Total assets	442,480	390,722	385,668
Accrued Expenses	108,208	85,661	86,483
Other current liabilities (B)	2,676	54	30
Total liabilities	199,701	185,853	141,660
Equity	242,779	204,869	244,008

	Year Ended December 31,		
Consolidated Statements of Cash Flows:	**2025**	**2024**	**2023[1]**
Net cash provided by operating activities (8)	118,611	191,514	209,131
Net cash used in investing activities (9)	(23,472)	(19,470)	(13,503)
Dividends declared and paid	(30,773)	(30,099)	(28,519)
Net cash used in financing activities (10)	(86,538)	(170,377)	(184,089)
Cash, cash equivalents and restricted cash, ending balance	$ 181,463	$ 168,588	$ 170,884

(1) The Company has reclassified Virbela operations as discontinued operations, and prior year financial statements and segment information have been reclassified to conform with current year presentation. The results of the Virbela business are presented as discontinued operations in the consolidated statements of comprehensive income and, as such, have been excluded from continuing operations. Further, the Company reclassified the assets and liabilities of the Virbela segment as assets and liabilities of discontinued operations in the consolidated balance sheets. In the fourth quarter of 2024, the Company completed the disposition of Virbela.

(2) Revenues increased by 4% during 2025 compared to 2024, primarily driven by increased home sale prices in the U.S. and Canada, and increased sales transactions in Canada and international markets.

(3) During the current fiscal year, the Company updated the presentation of its Consolidated Statement of Comprehensive Income (Loss) to separately report commissions and other agent-related costs and gross profit, whereas in prior periods, these direct costs were included within total operating expenses. This change in presentation was made to provide additional transparency into the Company's core brokerage margins.

(4) Operating income (loss) decreased by 13% in 2025, when compared to 2024, due to increased legal expenses and accruals, severance costs and other operating expenses, including expenses to support our continued technology improvements. Operating expenses include general and administrative (including wages, employee stock compensation and general overhead expenses), technology and development and sales and marketing expenses.

(5) The increase in income tax (benefit) expense was primarily attributable to the decrease in excess benefit from stock-based compensation in the current year.

(6) EXPI's decline in earnings per share from continuing operations in 2025 compared to 2024 is primarily attributable to increased commission and other agent-related costs.

(7) As of December 31, 2025, the Company's total financial indebtedness is $(121,569,000) (i.e., B – A), compared to $(113,553,000) as of December 31, 2024, representing an increase of approximately 7%.

(8) For the year ended December 31, 2025, cash provided by operating activities decreased (38)% compared to the same period in 2024, primarily due to lower agent equity program participation in 2024, increased accounts receivable, net, due to the timing of revenue in December, as well as the payment of the first payment of $17 million related to the antitrust litigation accrual, partially offset by an increase in accrued expenses.

(9) For the year ended December 31, 2025, cash used in the Company's investing activities increased 21% compared to the same period in 2024, primarily due to an increase in investments unconsolidated subsidiaries.

(10) For the year ended December 31, 2025, cash used in financing activities decreased by (49)%, compared to the same period in 2024, primarily related to lower repurchases of the Shares of ($84.9) million compared to 2024.

For additional information about the discontinued operations, please refer to Note 3. Discontinued Operations in Part II, Item 8, Notes to Consolidated Financial Statements in the Company's Form 10-K.

There has been no material change to the Company's financial position since December 31, 2025 (the date to which the latest financial information of the Company was prepared).

6.2 Independent Registered Public Accounting Firm

Since 2019, the independent registered public accounting firm of the Company is Deloitte & Touche LLP, 555 Mission Street, Suite 1400, San Francisco, California 94105, U.S.A. Deloitte & Touche LLP is registered with the Public Company Accounting Oversight Board (United States) and a member of the American Institute of Certified Public Accountants.

VII. STATEMENT OF CAPITALIZATION AND INDEBTEDNESS AS OF DECEMBER 31, 2025

The following tables set forth the Company's capitalization and indebtedness as of December 31, 2025 and the Company's statement of indebtedness as of December 31, 2025, in accordance with paragraphs 166 and 175 of the Guidelines on disclosure requirements under the Prospectus Regulation issued by the European Securities and Markets Authority (ESMA 32-382-1138 dated March 4, 2021).

7.1 Capitalization and Indebtedness (in thousands)

Total current debt (including current portion of non-current debt)	$	2,676
- Guaranteed		—
- Secured	$	2,676
- Unguaranteed / Unsecured		—
Total non-current debt (excluding current portion of non-current debt)	$	—
- Guaranteed		—
- Secured		—
- Unguaranteed / Unsecured	$	—
Stockholders' equity		
a. Share capital and additional paid-in capital	$	1,105,436
b. Legal reserve		—
c. Total other reserves	$	(862,657)
- Treasury stock, at cost: 46,735,783 shares held at December 31, 2025	$	(742,879)
- Accumulated deficit	$	(121,622)
- Accumulated other comprehensive income	$	1,844
Total equity	$	242,779

There has been no material change to the Company's capitalization and indebtedness since December 31, 2025 (the date to which the latest financial information of the Company was prepared).

7.2 Statement of Indebtedness (in thousands)

A.	Cash	$	111,848
B.	Cash equivalents	$	12,397
C.	Other current financial assets		—
D.	**Liquidity** (A + B + C)	**$**	**124,245**
E.	Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	$	2,676
F.	Current portion of non-current financial debt	$	—
G.	**Current financial indebtedness** (E + F)	**$**	**2,676**
H.	**Net current financial indebtedness** (G - D)	**$**	**(121,569)**
I.	Non-current financial debt (excluding current portion and debt instruments)	$	—
J.	Debt instruments		—
K.	Non-current trade and other payables		—
L.	**Non-current financial indebtedness** (I + J + K)	**$**	—
M.	**Total financial indebtedness** (H + L)	**$**	**(121,569)**

As of December 31, 2025, the Company also had restricted cash of $57,218. Restricted cash consists of cash held in escrow by the Company on behalf of real estate buyers. The Company recognizes a corresponding customer deposit liability until the funds are released. Once the cash transfers from escrow, the Company reduces the respective customers' deposit liability.

7.3 Indirect and Contingent Indebtedness

Contingencies

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of business and that have not been fully resolved. The outcome of litigation is inherently uncertain. In the opinion of management, and except as set forth below, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss greater than a recorded accrual, concerning loss contingencies for asserted legal and other claims.

Litigation and other legal matters are inherently unpredictable and subject to substantial uncertainties and adverse resolutions could occur. In addition, litigation and other legal matters, including class-action lawsuits, government investigations and regulatory proceedings can be costly to defend and, depending on the class size and claims, could be costly to settle. The Company believes that its defenses and assertions in pending legal proceedings have merit and the Company believes that it has adequately and appropriately accrued for legal matters that are estimable. However, substantial unanticipated judgments, penalties, sanctions, and fines do occur. As a result, the Company could from time to time incur judgments, enter into settlements, or revise its expectations regarding the outcome of certain matters, and such developments could have a material adverse effect on its results of operations in the period in which the amounts are accrued and/or its cash flows in the period in which the amounts are paid.

Antitrust Litigation

The Company and its affiliated brokerage entities were among several defendants in eight U.S. and one Canadian putative class action lawsuits alleging that the Company participated in a system that resulted in sellers of residential property paying inflated buyer broker commissions in violation of U.S. federal and state antitrust laws and federal Canadian antitrust laws, as applicable, and one U.S. putative class action lawsuit alleging that the Company participated in a system that resulted in buyers of residential property paying inflated home prices as a result of sellers paying inflated buyer broker commissions in violation of federal and Illinois antitrust laws (collectively, the "antitrust litigation"). On December 9, 2024, the Company and certain of its subsidiaries entered into a Settlement Agreement (the "Settlement") with plaintiffs in the U.S. antitrust lawsuit 1925 Hooper LLC, et al. v. The National Association of Realtors et al., Case No. 1:23-cv-05392- SEG (United States District Court for the Northern District of Georgia, Atlanta Division), which was filed on November 22, 2023 against the Company and other U.S. brokerage defendants (the "Hooper Action"). The Settlement resolves all claims set forth in the Hooper Action and similar claims on a nationwide basis against the Company (collectively, the "Claims") and releases the Company, its subsidiaries and affiliates, and their independent contractor real estate agents in the U.S. from the Claims. By the terms of the Settlement, the Company agreed to make certain changes to its business practices and to pay a total settlement amount of $34.0 million (not in thousands) (the "Settlement Amount") into a qualified settlement escrow fund (the "Settlement Fund"). The Settlement Amount is expected to be deposited into the Settlement Fund in installments, of which 50% of the settlement (or $17.0 million (not in thousands)) is to be deposited into the Settlement Fund within 30 business days after preliminary court approval of the Settlement and the final 50% (or $17.0 million (not in thousands)) is to be deposited on or before the one-year anniversary of the initial settlement payment. On May 23, 2025, the United States District Court for the Northern District of Georgia granted preliminary approval of the Settlement. In accordance with the Settlement terms, the Company funded the first $17.0 million (not in thousands) installment into the Settlement Fund during the fiscal quarter ended June 30, 2025. The Company intends to use available cash to pay the remaining Settlement Amount. While management has determined that loss in excess of the Settlement Amount is reasonably possible, it is currently unable to reasonably estimate the possible additional loss or range of possible additional loss because, among other reasons, (i) the settlement is subject to court approval and appeals processes, (ii) further developments in the legal proceedings,

including but not limited to motions or rulings, could impact the Company's exposure; and/or (iii) potential changes in law or precedent could affect the final determination of liability.

The Settlement remains subject to final court approval and will become effective following any appeals process, if applicable. The Settlement and any actions taken to carry out the Settlement are not an admission or concession of liability, or of the validity of any claim, defense, or point of fact or law on the part of any party. The Company continues to deny the material allegations of the complaints in the antitrust litigation. The Company entered into the Settlement after considering the risks and costs of continuing the litigation.

The Company continues to vigorously defend against the claims in the Canadian putative class action antitrust lawsuit Kevin McFall v. Canadian Real Estate Association, et al., Case No. T-119-24-ID 1 (Federal Court of Canada), filed on January 18, 2024. Management is currently unable to reasonably estimate the possible loss or range of possible loss for the Canadian antitrust litigation because, among other reasons, (i) the proceeding is in preliminary stages, (ii) specific damage amounts have not been sought, (iii) damages sought are, in our opinion, unsupported and/or exaggerated, (iv) there are significant factual issues to be resolved; and/or (v) there are novel legal issues or unsettled legal theories presented. For the Canadian antitrust litigation, we have not recorded any accruals as of December 31, 2025. While the Company does not expect such litigation to have a material adverse effect on our business, results of operations, cash flows or financial condition, due to the complexities inherent in such litigation, including the uncertainty of legal processes and potential developments in the cases, the ultimate liability may differ from current expectations.

Derivative Litigation

Certain current and former directors and officers of the Company were named as defendants, and the Company was named as a nominal defendant, in a derivative lawsuit in the Court of Chancery of the State of Delaware, first filed on September 25, 2024, entitled *Los Angeles City Employees' Retirement System, on behalf of eXp World Holdings, Inc. v. Glenn Sanford, et. al.* (C.A. No. 2024-0998-KSJM) (the "*LACERS* Lawsuit"). The lawsuit alleges that certain current and former directors and officers breached fiduciary duties related to the Company's response to reports of alleged sexual misconduct involving independent contractor real estate agents affiliated with the Company's subsidiaries and that certain defendants had improper compensation arrangements allowing them to profit from the Company's revenue share program in connection therewith. The complaint seeks a court declaration of fiduciary duty breaches, disgorgement of profits, damages with interest, injunctive relief for improved oversight of sexual misconduct allegations, and reimbursement of plaintiffs' costs, including expert and attorney fees. Although the Company does not anticipate that the outcome of such litigation will have a material adverse effect on its business, results of operations, cash flows, or financial condition, the inherent complexities and uncertainties of legal proceedings may result in a liability that differs from current expectations. Management is currently unable to reasonably estimate the possible loss or range of possible loss for this matter because, among other reasons, (i) the proceeding is progressing through preliminary stages, (ii) specific damage amounts have not been sought, (iii) there are significant factual issues to be resolved; and/or (iv) there are novel legal issues or unsettled legal theories presented. On January 16, 2026, the Court of Chancery denied defendants' motion to dismiss the *LACERS* Lawsuit.

On June 3, 2022, another stockholder of the Company brought a derivative lawsuit against certain current and former directors of the Company in an action styled *Solak v. eXp World Holdings, Inc.*, C.A. No.: 2020-1066-PAF (the "*Solak* Lawsuit" and, together with the *LACERS* Lawsuit, the "Derivative Litigation"). The *Solak* Lawsuit challenges certain historical compensation practices for the defendant directors and the nature of the Company's disclosure of such practices in past proxy statement filings.

Capital Maintenance Agreements

An indirect subsidiary and unconsolidated joint venture of the Company, SUCCESS® Lending, is a party to Mortgage Warehouse Agreements and related ancillary agreements (the "Credit Agreements") with JPMorgan Chase Bank and Texas Capital Bank, which each provide SUCCESS® Lending with a revolving

warehouse credit line of up to $25 million. It is customary for mortgage businesses like SUCCESS® Lending to obtain warehouse credit lines in order to enable them to close and fund residential mortgage loans for subsequent sale to investors. SUCCESS® Lending will use the borrowing capacity under the Credit Agreements exclusively for such purposes and borrowings will generally be repaid with the proceeds received from the sale of mortgage loans.

In connection with the Credit Agreements, the Company has entered into Capital Maintenance Agreements with each of JPMorgan Chase Bank and Texas Capital Bank whereby the Company agrees to provide certain funds necessary to ensure that SUCCESS® Lending is at all times in compliance with its financial covenants under the Credit Agreements. The Company's capital commitment liability under the Capital Maintenance Agreement with JPMorgan Chase Bank is limited to $2.0 million. The Company's capital commitment liability under the Capital Maintenance Agreement with Texas Capital Bank is limited to $1.25 million. The Credit Agreements represent off-balance sheet arrangements for the Company.

Legal Proceedings

See Contingencies and Commitments above for additional information regarding the Company's legal proceedings, which is incorporated herein by reference. We cannot provide any assurances that results of such litigation will not have a material adverse effect on our business, results of operations, cash flows or financial condition.

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, the outcomes of which are inherently uncertain. The Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable, the determination of which requires significant judgment. Resolution of legal matters in a manner inconsistent with management's expectations could have a material impact on the Company's financial condition and operating results.

There are no proceedings in which any of the Company's directors, officers or affiliates, or any registered or beneficial stockholder is an adverse party or has a material interest adverse to the Company's interest.

VIII. WORKING CAPITAL STATEMENT

As of the date of this prospectus, the Company believes that its existing balances of cash and cash equivalents and cash flows expected to be generated from the Company's operations will be sufficient to satisfy its normal operating requirements for at least the next twelve months.

IX. MAXIMUM DILUTION AND NET PROCEEDS

9.1 Maximum Dilution

Assuming that the eligible independent agents participating in the offer would purchase the maximum number of Shares that may be issued pursuant to the Program (i.e., 13,810,493), the holdings of a stockholder of the Company currently holding 1% of the total outstanding share capital of the Company as of December 31, 2025, i.e., 1,610,500 Shares, and who is not an eligible independent agent participating in the offer, would be diluted as indicated in the following table:

	Percentage of the total outstanding Shares	Total number of outstanding Shares
Before the issuance of Shares under the Program (as of December 31, 2025)	1.00%	161,049,979

	Percentage of the total outstanding Shares	Total number of outstanding Shares
After issuance of 13,810,493 Shares under the Program	0.92%	174,860,472

Assuming that the eligible independent agents participating in the offer would purchase the maximum number of Shares that may be issued pursuant to the Program (i.e., 13,810,493), and based on consolidated equity as of December 31, 2025 and the total number of Shares outstanding as of December 31, 2025, the impact of the issuance of the Shares issuable under the Program on the consolidated equity per outstanding Share of a stockholder of the Company who is not an eligible independent agent participating in the offer, would be as indicated in the following table:

	Consolidated equity per outstanding Shares
Before the issuance of Shares under the Program (as of December 31, 2025)	$1.51 (1)
After issuance of 13,810,493 Shares under the Program	$1.95 (2)

(1) Based on the total equity as of December 31, 2025, i.e., $242,779,000.

(2) Based the total equity as of December 31, 2025 and the net proceeds as calculated below in Section 9.2.

9.2 Net Proceeds

Hypothetically, assuming that all 13,810,493 Shares remaining available for issuance under the Program pursuant to this prospectus would be purchased by the independent agents participating in the Program, and taking into account a Share price of $7.10 (95% of a hypothetical Share price of $7.47 which was the closing price of the Shares on February 24, 2026), then the gross proceeds of the Company in connection with the offer under the Program pursuant to this prospectus would be $98,054,500.30. After deducting approximately $150,000 in legal and accounting expenses in connection with the offer, the net proceeds would be $97,904,500.30.

However, in reality, the Company does not expect to issue all the Shares it is authorized to issue under the Program. The net proceeds from the issuance of Shares over the life of the Program will depend on the level of independent agent participation.

The net proceeds will be used for general corporate purposes.

X. DIRECTORS AND EXECUTIVE OFFICERS

10.1 Directors and Executive Officers

As of the date of this prospectus, the following individuals serve as directors and executive officers of the Company. All directors of the Company hold office until the next annual meeting of our stockholders or until their successors have been elected and qualified. The executive officers of the Company are appointed by the Board and hold office until their resignation or removal from office.

There are no family relationships between any of the executive officers and directors listed below.

10.1.1 Board of Directors

Name	Age	Title	Director Since
Glenn Sanford	59	Founder, Chief Executive Officer, Chair of the Board	March 2013
Randall Miles	69	Vice-Chair of the Board	July 2016
Dan Cahir	43	Director	November 2018
Monica Weakley	57	Director	June 2022
Peggie Pelosi	70	Director	January 2013
Fred Reichheld	74	Director	September 2013

The following is a brief description of the business experience and education of each director during at least the past five years, indicating the person's principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

Glenn Sanford is the founder, Chairman of the Board of Directors, and Chief Executive Officer of the Company.

Prior to real estate, Mr. Sanford was an executive with a number of technology-related companies. In 1998, Mr. Sanford founded and served as President for eShippers.com, an online e-commerce and logistics company. Since 2002, Mr. Sanford has been actively involved in the residential real estate space. Mr. Sanford ran a large mega-agent team and consulted to Keller Williams International as a member of the Agent Technology Council in the areas of online client acquisition, client conversion and technology. Mr. Sanford was also a significant contributor to Keller Williams Internet Lead Generation Masterminds. In early 2007, Mr. Sanford launched BuyerTours Realty, LLC and grew the Company to three offices and into two states. After the decline in the real estate market in 2008, Mr. Sanford rewrote the entire business model to reduce costs and provide consumers with more information and access. In October 2009, Glenn Sanford founded and launched eXp Realty, LLC as the first truly cloud-based national real estate brokerage which replaced the traditional brick and mortar environment with a fully-immersive 3D virtual office environment where agents, brokers and staff collaborate across borders while learning and transacting business from anywhere in the world. Since that time, eXp Realty has quickly grown throughout the United States and internationally.

Glenn Sanford has proven leadership in scaling the Company into a global cloud brokerage, which highlights his strategic foresight and commitment to innovation, essential for guiding the Company's future growth.

For over 25 years, ***Randall Miles*** has held senior leadership positions in global financial services, financial technology and investment banking companies. His extensive investment banking background at bulge bracket, regional and boutique firms advising financial services companies on strategic and capital structure needs has crossed many disciplines. Mr. Miles' transactional and advisory experience is complemented by leadership roles at public and private equity backed financial technology, specialty finance and software companies that have included Chairman and CEO at LIONMTS where he was nominated for the Ernst &

Young Entrepreneur of the Year award, CEO at Syngence Corporation, COO of AtlasBanc Holdings Corp. and CEO of Advantage Funding / NAFCO Holdings.

Mr. Miles is Managing Partner at SCM Capital Group, a global strategic and capital structure advisory firm, where he has served since 2003. Previously, he served as Head of Investment Banking at Tigress Financial Partners, Managing Director at Riparian Partners, a division of Oppenheimer & Co., Inc. as Senior Managing Director, and Head of FIG and COO, Investment Banking at Cantor Fitzgerald & Co. Mr. Miles has held senior leadership roles at Oppenheimer & Co., D.A. Davidson and Co., The First Boston Corporation (Credit Suisse), Meridian Capital and Greenwich Capital Markets. Mr. Miles has broad public, private and nonprofit board experience and has been active for many years in leadership roles with the Make-A-Wish Foundation. He presently serves on the boards of RESAAS Services Inc., Kuity, Corp., Arthur H. Thomas Company as Independent Director, Chairman, and Vice Chairman respectively. Mr. Miles holds a BBA from the University of Washington and holds FINRA licenses Series 7, 24, 63 and 79.

Randall Miles brings valuable expertise in strategic leadership and finance, contributing critical insights and skills necessary to support the Company's ambitions in expanding its footprint and enhancing stockholder value.

Dan Cahir has more than 15 years of experience managing public and private equity investments across a variety of industries. Currently, Mr. Cahir serves as the Chief Executive Officer and Chief Investment Officer of Sapling Capital, LLC, positions he has held at Sapling Capital, LLC and its related entities since June 2018.

From June 2013 to June 2018, Mr. Cahir served as a portfolio manager at Long Light Capital, managing a public equity portfolio and evaluating venture capital and private equity investments and allocations to external fund managers. From September 2011 to April 2013, Mr. Cahir was a member of the investment team at Ziff Brothers Investments, a private investment firm. From August 2007 to September 2009, Mr. Cahir was a member of the investment team at Madrone Capital Partners where he led the analysis on venture capital, private equity and public equity investments. Mr. Cahir began his career in September 2005 with Bain & Co., where he advised Fortune 500 and private equity clients on M&A, growth and efficiency initiatives until June 2007.

Mr. Cahir completed his studies and earned his Bachelor of Arts Degree in Economics in 2005, graduating with the summa cum laude distinction from Claremont McKenna College and completed his studies and earned a Master of Business Administration from Harvard Business School in 2011.

Dan Cahir's expertise in finance and risk management and experience advising Fortune 500 clients on M&A, growth strategies, and cost-cutting, is ideally suited for the Board. His strategic insights are pivotal for guiding the Company through financial complexities, driving sustainable expansion, and maximizing stockholder value.

Monica Weakley joined eXp Realty as an independent contractor real estate agent in July 2017. Ms. Weakley has more than 20 years of experience in the real estate industry, including being a team leader. Ms. Weakley has also been coaching and training agents since 2007 and founded her own real estate referral service company, GhostPostr, in 2019. In 2021, Ms. Weakley joined the Company's Agent Advisory Council which represents the interests of agents to the Board and other Company leadership.

Ms. Weakley completed her studies and earned her Bachelor of Science in Speech/Communications from Denison University in 1990.

Monica Weakley's deep industry insights from her successful career in real estate coaching and as a top agent make her a strategic asset to the Board, offering important perspectives on agent success and market strategy essential for the Company's continued growth and innovation.

Peggie Pelosi has more than 20 years of experience as a sales and network development professional and 15 years of experience as a corporate social responsibility and sustainability practitioner. Ms. Pelosi

serves as the founding partner and strategic advisor of Orenda Social Purpose, positions she has held since September 2005. Until March 2023, she has also served as the Executive Director of Innovators Alliance, a network of CEOs focused on sustainable and profitable growth through innovation. Prior to her career and academic work in corporate social responsibility and sustainability, Ms. Pelosi served as a member of USANA Health Sciences, Inc.'s ("USANA") management team, first as Executive Director of Sales for Canada from 1999 until 2000 and then as Vice President of Network Development from 2000 until 2004. Since 2018, Ms. Pelosi has served as a member of USANA's Board of Directors and currently serves on USANA's Audit Committee, Compensation Committee, Governance, Risk & Nominating Committee, and serves as Chair of the Sustainability Committee.

Ms. Pelosi has received a graduate diploma from St. Michael's College at the University of Toronto in Corporate Social Responsibility & Sustainability, and has completed the NACD Directorship Certification (NACD.CD) and the ESG Competent Boards Director Certification (GCB.D).

Peggie Pelosi's leadership in corporate social responsibility and her vast experience in sales and network development uniquely qualify her for the Board, aligning with the Company's commitment to sustainable growth.

Fred Reichheld has more than 45 years of experience as a leading expert on customer and employee loyalty. Mr. Reichheld joined Bain & Company, Inc., a global business consulting firm, in 1977, was elected to the partnership of Bain & Company, Inc. in 1982, and was elected as the first Bain Fellow in January 1999, a position he continues to hold currently. Mr. Reichheld is the creator of the Net Promoter® system of management and founded Bain's Loyalty practice, which helps clients achieve superior results through improvements in customer, employee, partner and investor loyalty and has also served in a variety of other roles, including as a member of Bain & Company's Worldwide Management, Nominating, and Compensation Committees. Mr. Reichheld is a frequent speaker to major business forums and groups of CEOs and senior executives worldwide and has authored several books, including Winning on Purpose and The Ultimate Question 2.0. Since 2015, Mr. Reichheld has served as a member of FirstService Corp.'s Board of Directors and currently serves on its Nominating and Corporate Governance Committee. Since 2020, Mr. Reichheld has also served as a member of Bilt, Inc.'s Board of Directors.

Mr. Reichheld received his Bachelor of Arts in Economics from Harvard University and his Master of Business Administration from Harvard Business School.

Fred Reichheld's expertise in customer loyalty and as creator of the Net Promoter Score system positions him as an essential asset to the Board, offering strategic guidance on enhancing agent satisfaction and fostering a growth-oriented, agent-centric culture.

10.1.2 Executive Officers

Name	Age	Position	Date First Elected, Appointed or Hired
Glenn Sanford	59	Director, Chairman, Chief Executive Officer (EXPI)	March 12, 2013
Jesse Hill	38	Chief Financial Officer	January 21, 2019
James Bramble	56	Chief Legal Counsel, General Counsel, and Corporate Secretary	March 18, 2019
Leo Pareja	43	Chief Executive Officer, eXp Realty	May 23, 2022
Wendy Forsythe	54	Chief Marketing Officer, eXp Realty	April 22, 2024

The following is a brief description of the business experience and education of each executive officer during at least the past five years, indicating the person's principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

Glenn Sanford's biography can be found above under *"10.1.1 Board of Directors*."

Jesse Hill joined eXp Realty as Senior Financial Analyst in January 2019. He was appointed eXp Realty's Finance Manager in March 2020 and Director of Finance, Virbela/Frame in January 2021. In July 2021, Mr. Hill was appointed as Senior Director of Finance through November 2024 when he was promoted to VP, eXp Global & Corporate FP&A, a position he held until April 2025 when he was appointed Interim Chief Financial Officer of the Company. On July 1, 2025, Mr. Hill was appointed as Chief Financial Officer of the Company. Mr. Hill is responsible for leading and developing the Company's global accounting, finance practices and procedures. He also ensures the preparation and analysis of all financial reports comply with applicable regulations.

Mr. Hill has over fifteen years of finance leadership experience spanning global FP&A, accounting, financial systems, and data analytics across large, complex, and geographically dispersed multinational businesses. Before joining the Company, Mr. Hill was a Senior Financial Analyst at General Motors Company (April 2018 – March 2019), a Financial Analyst II at Nissan Motor Corporation (January 2016 – April 2018), and held multiple finance roles at The Walt Disney Company (June 2011 – September 2014).

Mr. Hill holds a Bachelor of Science in Business Administration with a focus in Finance from the University of Central Florida. In October 2025, Mr. Hill completed the Emerging CFO Program through the Wharton Institute of Executive Education.

James Bramble joined the Company as its Chief Legal Counsel and General Counsel on March 18, 2019. Mr. Bramble was appointed as the Company's Corporate Secretary on October 1, 2019. As Chief Legal Counsel and General Counsel, Mr. Bramble oversees the company's legal affairs, including corporate governance, litigation and compliance. Mr. Bramble has over 25 years of international business experience and has transformed the Company's legal and compliance functions to empower an agent-centric, globally-scaled organization. Mr. Bramble is an active member of the Association of Corporate Counsel (ACC) and is a licensed real estate agent. Mr. Bramble champions eXtend a Hand, the Company's affiliated charitable foundation and leverages his expertise in service of his community and on non-profit and private company boards.

Recently, Mr. Bramble served as Chief Legal Officer, General Counsel and Corporate Secretary at USANA, a producer of nutritional products, dietary supplements and skincare products, from February 1998 until 2018.

Mr. Bramble is a graduate of University of Utah where he obtained his B.S. (majoring in Political Science) and J.D.

Leo Pareja joined the Company as its President of Affiliated Services in July 2022 and was subsequently promoted to Chief Strategy Officer, eXp Realty in November 2022. In April 2024, Leo Pareja was promoted to Chief Executive Officer, eXp Realty. As Chief Executive Officer, Mr. Pareja leads eXp Realty with a focus on enhancing its industry-leading agent-centric model, driving innovation, and optimizing organizational strategies to support sustainable growth and long-term success. Mr. Pareja brings more than 20 years of real estate experience and has been recognized as a top real estate agent in RealTrends' The Thousand report, a No. 1 agent on the National Association of Hispanic Real Estate Professionals' ("**NAHREP**") Top 250 list and a 30 under 30 agent in Realtor® Magazine. Mr. Pareja co-founded one of the largest private lending companies on the U.S. East Coast, as well as a fast-growing MLS technology vendor. He has served as founding president of NAHREP's Metro D.C. chapter, and later as national president for the organization.

Prior to joining the Company, Mr. Pareja cofounded Remine, Inc. in January 2016, where he served as CEO and President until October 2021 when Remine, Inc. was acquired by MLS Technology Holdings, LLC, and Mr. Pareja transitioned to Chief Strategy Officer. While at Remine, Mr. Pareja oversaw and managed the creation and growth of the MLS technology suite of services, which served over 1,000,000 real estate professionals in North America.

Mr. Pareja is a graduate of George Mason University where he obtained his B.A. in Integrated Studies.

Wendy Forsythe joined eXp Realty as its Chief Marketing Officer in April 2024. In this role, she is responsible for developing and executing eXp Realty's global marketing strategies, enhancing brand visibility, and empowering its agents worldwide. She oversees all aspects of marketing, including brand management, advertising, digital marketing, and public relations, with a focus on strengthening eXp Realty's position as an industry leader.

Currently, Ms. Forsythe also acts as Chief Executive Officer of Believe Your Potential, LLC, a consulting firm focusing on executive leadership and marketing strategy. Prior to that, Ms. Forsythe was President of Compass' California, Hawaii & Nevada region from October 2022 to October 2023, where she led regional operations supporting approximately 9,000 agents and over 300 regional staff. She was responsible for driving revenue, increasing agent retention, and expanding ancillary services such as title, escrow, and mortgage.

From September 2019 to October 2022, Ms. Forsythe served as Chief Strategy Officer at Fathom Holdings (Nasdaq: FTHM), overseeing strategic initiatives across its real estate, mortgage, title, insurance, and technology businesses. She played a key role in expanding Fathom Realty's agent count, completing multiple acquisitions, and guiding the company through a successful IPO.

Previously, Ms. Forsythe was Chief Operating Officer at HomeSmart International from September 2017 to June 2019, leading the operations of a 16,000-agent brokerage network. Before that, she held executive roles at Carrington Real Estate Services, Better Homes and Gardens Real Estate (Realogy), and Royal LePage.

Ms. Forsythe earned her Bachelor of Business Administration with a focus on Marketing and Human Resources from Acadia University.

10.2 Fraudulent Offences and Bankruptcy, Etc.

For at least the previous five years, none of the directors or executive officers of the Company has:

(a) been convicted in relation to fraudulent offenses;

(b) been associated with any bankruptcies, receiverships or liquidations when acting in their capacity of directors or executive officers of the Company; or

(c) been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

10.3 Executive Compensation

The following table sets forth summary information regarding the compensation awarded to, earned by, or paid to each of the named executive officers ("**NEOs**") for services rendered to us for the fiscal years ended December 31, 2025, 2024 and 2023.

2025 Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards[1] ($)	Option Awards[2] ($)	All Other Compensation ($)	Total ($)
Glenn Sanford	2025	1,575,000	-	-	-	126 [3]	1,575,126
Chief Executive Officer	2024	1,516,444	-	-	-	200	1,516,644
and Chairman of the Board	2023	1,506,251	81,040	2,779,500	3,424,288	137	7,791,216
Kent Cheng	2025 [4]	266,154	130,000 [5]	-	-	11,378 [6]	407,532

Former Chief Accounting Officer and	2024	385,682	324,979	-	-	13,036	723,697
Principal Financial Officer	2023	386,851	193,424	-	888,437	10,403	1,479,115
Jesse Hill	2025 (7)	466,539 (8)	12,500 (8)	380,944	842,866	4,898 (9)	1,707,746
Chief Financial Officer and Principal Financial Officer							
James Bramble	2025	473,712	241,500	-	-	15,283 (10)	730,494
Chief Legal Counsel, General Counsel	2024	434,916	212,102	-	-	14,578	661,596
and Corporate Secretary	2023	406,000	203,000	-	1,332,656	11,973	1,953,629
Leo Pareja	2025	735,577	375,000	325,004	-	13,596 (11)	1,449,177
Chief Strategy Officer, eXp Realty	2024	689,423	312,500	325,009	1,309,795	14,230	2,650,957
	2023	451,923	225,000	-	888,437	10,184	1,575,544
Wendy Forsythe	2025 (12)	473,269	192,938	373,289	-	12,479 (13)	1,051,975
Chief Marketing Officer, eXp Realty							

(1) In accordance with SEC rules, the amounts shown reflect the aggregate grant date fair value of stock awards granted to NEOs during 2025, computed in accordance with FASB ASC 718, excluding the impact of forfeitures. The grant date fair value for RSUs is measured based on the closing price of the Shares on the date of grant. The assumptions used in the valuation of the stock awards are consistent with the valuation methodologies specified in Note 9 – Stockholders' Equity to our consolidated financial statements included in the Company's Form 10-K. Stock award vesting for the person listed is contingent on continued service. Please see 2025 NEO Award Compensation in the Company's Definitive Proxy Statement filed with the SEC on March 9, 2026 (the "**Company's Proxy Statement**") for more details on the stock awards granted in 2025.

(2) In accordance with SEC rules, the amounts shown reflect the aggregate grant date fair value of stock option awards granted to NEOs during the covered year, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, excluding the impact of forfeitures. The grant date fair value for stock option awards is measured based on the closing price of the Shares on the date of grant. The assumptions used in the valuation of the stock options granted in 2025 are consistent with the valuation methodologies specified in Note 9 – Stockholders' Equity to our consolidated financial statements included in the Company's Form 10-K. Please see 2025 NEO Award Compensation in the Company's Proxy Statement for more details on the option awards granted in 2025.

(3) Consists of $126 in life insurance premiums paid by the Company on behalf of Mr. Sanford.

(4) Mr. Cheng's employment as Principal Financial Officer ceased on March 31, 2025, and his employment with the Company ceased on September 5, 2025. To ensure an effective and smooth transition, on March 5, 2025, the Company entered into an amendment to Mr. Cheng's offer letter dated March 6, 2020, pursuant to which Mr. Cheng agreed to serve as a strategic advisor to the Company through August 31, 2025. His employment terms, including compensation and benefits, continued in such role until his termination on August 31, 2025.

(5) Consists of $100,000 in discretionary quarterly cash bonus (see "Compensation Discussion and Analysis – Quarterly and Other Cash Bonuses" in the Company's Proxy Statement) and $30,000 in principal financial officer cash bonus (see "Compensation Discussion and Analysis – Quarterly and Other Cash Bonuses" in the Company's Proxy Statement).

(6) Consists of $89 in life insurance premiums paid by the Company and $11,289 in Company 401(k) contributions on behalf of Mr. Cheng.

(7) Mr. Hill was appointed Interim Chief Financial Officer on April 1, 2025 and Chief Financial Officer on July 1, 2025.

(8) Reflects Mr. Hill's mid-year compensation increases in April and July 2025.

(9) Consists of $158 in life insurance premiums paid by the Company, $3,740 in Company 401(k) contributions on behalf of Mr. Hill, and a $1,000 bonus for recruiting an employee.

(10) Consists of $131 in life insurance premiums paid by the Company, $1,040 in employer-paid health savings account contributions, and $14,111 in Company 401(k) contributions on behalf of Mr. Bramble.

(11) Consists of $173 in life insurance premiums paid by the Company and $13,423 in Company 401(k) contributions on behalf of Mr. Pareja.

(12) Ms. Forsythe was appointed as an executive officer on February 22, 2025. Reflects mid-year salary increase in February 2025.

(13) Consists of $158 in life insurance premiums paid by the Company and $12,321 in Company 401(k) contributions on behalf of Ms. Forsythe.

Health and Welfare Benefits

Our NEOs are eligible to participate in our employee benefit programs on the same basis as our other full-time, salaried employees. These benefits include a 401(k) plan, with the Company matching up to 4% of each participant's eligible compensation, medical (including a medical waiver reimbursement of $100 per paycheck if he/she declines to use Company coverage), dental and vision benefits, disability insurance, employee assistance program (EAP), basic life insurance coverage, health savings accounts, accidental death and dismemberment insurance, and a monthly technology reimbursement of $50, as well as

employer-paid wellness benefits, including employee subscriptions to the Calm®, Noom®, and Vitality® mobile applications. We design our employee benefits programs to be affordable and competitive in relation to the market, as well as compliant with applicable laws and practices. We adjust our employee benefits programs as needed based upon regular monitoring of applicable laws and practices and the competitive market. We believe these benefits are necessary to be competitive within our industry and the expense of these programs is offset by their attraction and retention value.

Special and Other Benefits

In general, we do not view perquisites or other personal benefits as a significant component of our NEO compensation program. No NEOs received material perquisites or other personal benefits during 2025 that were not provided to our employees generally.

Executive Employment Terms

We have entered into written offer letters with certain of our NEOs, but each of our NEOs is at-will and do not have employment contracts with guaranteed terms of employment. In filling NEO positions, we recognize that we have to develop competitive compensation packages to attract qualified candidates in a dynamic labor market.

- Mr. Sanford*:* Mr. Sanford is the founder of the Company, and currently the CEO of the Company, and no formal offer letter or engagement letter was entered into between Mr. Sanford and the Company. Mr. Sanford's current annual base salary is $1,575,000. As described in the Compensation Discussion and Analysis and the Executive Compensation Tables in the Company's Proxy Statement, subject to the Board's discretion, Mr. Sanford is eligible to receive certain cash bonus compensation and long-term incentive awards.

- Mr. Cheng: As described in the Compensation Discussion and Analysis and the Executive Compensation Tables in the Company's Proxy Statement, Mr. Cheng's employment with the Company as Chief Accounting Officer and Principal Financial Officer terminated on March 31, 2025.

- Mr. Hill: We entered into an offer letter with Mr. Hill, effective May 21, 2022, to serve as a Senior Financial Analyst. After several other internal promotions between 2022 and 2025, in April 2025, Mr. Hill was promoted to Interim Chief Financial Officer and then permanent Chief Financial Officer in June 2025. Mr. Hill's annual base salary as of January 1, 2026 is $600,000. As described in the Compensation Discussion and Analysis and the Executive Compensation Tables in the Company's Proxy Statement, Mr. Hill has received long-term incentive awards.

- Mr. Bramble: We entered into an offer letter with Mr. Bramble, effective March 12, 2019, to serve as our Chief Counsel. In October 2019, Mr. Bramble assumed the additional role of Corporate Secretary. Mr. Bramble's annual base salary as of January 1, 2026 is $695,102. As described in the Compensation Discussion and Analysis and the Executive Compensation Tables in the Company's Proxy Statement, during 2025 and subject to his contribution to Company growth, Mr. Bramble was eligible to receive certain annual cash bonus compensation. Pursuant to the terms of his offer letter, Mr. Bramble is eligible to receive a payment equal to four months' of base salary in the event Mr. Bramble's employment is terminated by the Company without cause which would be paid lump-sum, contingent on the effectiveness of a release of claims in favor of the Company.

- Mr. Pareja: We entered into an offer letter with Mr. Pareja, effective May 21, 2022, to serve as our President of eXp Realty Affiliated Services. In November 2022, Mr. Pareja was promoted to Chief Strategy Officer, eXp Realty. In April 2024, Mr. Pareja was promoted to Chief Executive Officer, eXp Realty. Mr. Pareja's annual base salary as of January 1, 2026 is $1,062,500 As described in the Compensation Discussion and Analysis and the Executive Compensation Tables in the

Company's Proxy Statement, during 2025 and subject to his contribution to Company growth, Mr. Pareja was eligible to receive certain annual cash bonus compensation.

- Ms. Forsythe: We entered into an offer letter with Ms. Forsythe, effective April 22, 2024, to serve as Chief Marketing Officer, eXp Realty. In February 2025, Ms. Forsythe was appointed as an executive officer in her capacity as Chief Marketing Officer, eXp Realty. Ms. Forsythe's annual base salary as of January 1, 2026 is $750,000. As described in the Compensation Discussion and Analysis and the Executive Compensation Tables in the Company's Proxy Statement, during 2025 and subject to her contribution to Company growth, Ms. Forsythe was eligible to receive certain annual cash bonus compensation.

Resignation, Retirement, Other Termination, or Change in Control Arrangements

We provide limited termination and change in control benefits to remain competitive in attracting and retaining executives. In the event of employment termination:

- Mr. Sanford's revenue share would continue even after ceasing to be an employee of the Company, consistent with the Company's practice for all revenue share participants that have been with the Company for at least three (3) years; and

- Per his offer letter, Mr. Bramble is eligible to receive a severance payment of up to four months' of base salary in the event Mr. Bramble's employment is terminated by the Company without cause.

Additionally, any option awards granted to employees, including current NEOs, may be exercised: (i) for 90 days after termination of employment, (ii) for 12 months after death (if death occurred during employment or during the 90 days after termination), and (iii) for 6 months after certain events of disability (if such disability occurred during employment), but in each case only to the extent such option(s) would have been exercisable by such person on the date of termination, death or disability. Pursuant to the terms of the 2015 Plan and 2024 Plan, the Board may, but is not obligated to, accelerate, vest, cancel for fair value, or issue substitute awards for any option awards upon a change of control.

There are no other arrangements for resignation, retirement, termination, or change in control arrangements (including, without limitation, severance, non-401(k)-retirement or pension benefits) with any current NEOs in their capacity as such.

Anti-Hedging and Anti-Pledging Policies

Certain transactions in our securities (such as short sales, hedging, and transactions in derivatives) create a heightened compliance risk or could create the appearance of misalignment with our stockholders. In addition, securities that are pledged as collateral or held in a margin account create a risk of being sold without consent if the owner fails to meet a margin call or defaults on the secured obligation, thus creating the risk that a sale may occur at a time when a person is aware of material, non-public information or otherwise is not permitted to trade in Company securities. Our insider trading policy prohibits all Company insiders, including our directors, from engaging in short sales, derivative securities transactions, including hedging, with respect to Company securities, and from pledging Company securities as collateral.

To the best of the Company's knowledge, no significant portion of the Company securities has been pledged.

Potential Payments upon Termination or Change in Control for Current NEOs

Pursuant to the terms of his offer letter with the Company, Mr. Bramble is eligible to receive a payment of up to four months of base salary, less applicable withholding, in the event Mr. Bramble is terminated by the Company without cause, which term is undefined. Mr. Bramble's receipt of severance is subject to his execution of a general release in the form prescribed by the Company. Such severance payment would be

equal to $161,000, less applicable withholding (as of December 31, 2025). Consistent with past practice, such severance would be paid lump-sum, contingent on the effectiveness of such release of claims in favor of the Company.

Under the 2015 Plan, as amended, and the 2024 Plan, if we experience a change in control transaction, the Board may, but is not obligated to: accelerate, vest or cause the restrictions to lapse with respect to all or any portion of an award; cancel awards for fair value (as determined by the Board); provide for the assumption of awards or the issuance of substitute awards that will substantially preserve the otherwise applicable terms of any affected award previously granted thereunder as determined by the Board; or provide advance notice of such change in control transaction to holders of options, after which any options not exercised prior to such change in control may be cancelled. The 2015 Plan defines a "change in control" as "(i) the dissolution or liquidation of the Company, (ii) a reorganization, merger or consolidation as a result of which the Company is not the surviving entity or as a result of which the outstanding shares of Stock are changed into or exchanged for cash, property or securities not of the Company's issue, except for a merger or consolidation with a wholly-owned subsidiary of the Company or a transaction effected primarily to change the state of the Company's incorporation, or (iii) a sale or other transfer in one or a series of transactions of all or substantially all of the assets of the Company, or of more than eighty percent (80%) of the voting stock of the Company then outstanding, to any person or entity or to persons or entities which are affiliated or acting in concert with respect to such sale or transfer." The 2024 Plan defines a "change in control" similarly, except that in clause (iii) of the definition, 50% is used instead of 80%.

Outstanding Equity Awards as of December 31, 2025

The following table provides information regarding the equity awards outstanding as of December 31, 2025 held by each of our named executive officers:

	Option Awards					Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested ($)
Glenn Sanford	959,744 (1)	-	-	9.94	7/31/2030	-	-
	750,000 (1)	-	-	9.94	7/31/2030	-	-
	113,393 (2)	35,759 (2)	-	16.35	9/28/2033	-	-
	12,232 (2)	6,116 (2)	-	17.99	9/28/2028	-	-
	-	-	55,833 (3)	16.35	9/28/2033	-	-
Kent Cheng (4)	-	-	-	-	-	-	-
Jesse Hill	886 (5)	-	-	5.37	3/31/2029	-	-
	4,000 (6)	-	-	39.72	6/24/2031	-	-
	6,875 (7)	3,125	-	11.06	3/9/2033	-	-
	7,008 (8)	21,022 (8)	-	9.69	3/14/2035	11,997 (9)	108,573
	10,398 (10)	114,382 (10)	-	10.25	8/5/2035	20,653 (11)	186,910
James Bramble	38,000 (12)	-	-	5.32	3/17/2029	-	-
	20,000 (13)	-	-	29.50	10/9/2030	-	-
	93,750 (14)	56,250 (14)	-	14.46	5/19/2033	-	-
Leo Pareja	87,500 (15)	12,500 (15)	-	13.85	5/23/2032	-	-
	62,500 (16)	37,500 (16)	-	14.46	5/19/2033	-	-
	71,797 (17)	119,662 (17)	-	11.97	5/6/2034	-	-
	-	-	-	-	-	18,743 (18)	169,624
Wendy Forsythe	37,500 (19)	62,500 (19)	-	10.03	4/22/2034	-	-
						29,735(20)	269,102

*Market value is calculated based on the closing price of the Shares on Nasdaq on December 31, 2025 (the last trading day of our fiscal year), which was $9.05.

(1) Option award was granted July 31, 2020 and is fully vested.

(2) Option award was granted September 28, 2023 and vests in equal quarterly installments over 3 year(s) following the grant date.

(3) Option award was granted September 28, 2023. The unvested portion of this award covers 55,833 shares, vesting on the third anniversary of the grant date, subject to continued service provided that, as of such vesting date, the prior year's market capitalization weighted stock price appreciation of the Company exceeds the average market capitalization weighted stock price appreciation of the following peer companies: RE/MAX Holdings, Inc. (RMAX), Compass, Inc. (COMP), and Anywhere Real Estate Inc. (HOUS). See "Compensation Discussion and Analysis – Long-Term Incentive Compensation (Equity Awards) – Glenn Sanford Award Compensation" for additional details.

(4) Mr. Cheng's employment terminated on August 31, 2025 and all unvested equity terminated immediately, with all vested and unexercised equity terminating on November 29, 2025, unless earlier exercised.

(5) Option award was granted April 1,2019 and is fully vested.

(6) Option award was granted June 24, 2021 and is fully vested.

(7) Option award was granted March 9, 2023 and vests in equal quarterly installments over 4 year(s) following the grant date.

(8) Option award was granted March 14, 2025 and vests in equal quarterly installments over 3 year(s) following the grant date.

(9) Stock award was granted March 14, 2025 and 30% vests in equal quarterly installments over the first year, 30% vests in equal quarterly installments over the second year, and 40% vests in equal quarterly installments over the third year.

(10) Option award was granted August 5, 2025 and vests in equal quarterly installments over 3 year(s) following the grant date.

(11) Stock award was granted August 5, 2025 and vests in equal quarterly installments over 3 year(s) following the grant date.

(12) Option award was granted March 18, 2019 and is fully vested.

(13) Option award was granted October 9, 2020 and is fully vested.

(14) Option award was granted May 19, 2023 and vests in equal quarterly installments over 4 year(s) following the grant date.

(15) Option award was granted May 23, 2022 and vests in equal quarterly installments over 4 year(s) following the grant date.

(16) Option award was granted May 19, 2023 and vests in equal quarterly installments over 4 year(s) following the grant date.

(17) Option award was granted May 6, 2024 and vests in equal quarterly installments over 4 year(s) following the grant date.

(18) Stock award was granted May 6, 2025 and vests in equal quarterly installments over 1 year(s) following the grant date.

(19) Option award was granted April 22, 2024 and vests in equal quarterly installments over 4 year(s) following the grant date.

(20) Stock award was granted February 24, 2025 and vests in equal quarterly installments over 4 year(s) following the grant date.

10.4 Non-Employee Director Compensation

General

Our non-employee director compensation program is intended to enhance our ability to attract, retain and motivate directors of exceptional ability and to promote the common interest of directors and stockholders in enhancing the value of the Shares. The Board reviews and approves director compensation. The Compensation Committee, in cooperation with the Nominating and Corporate Governance Committee, reviews and makes recommendations to the Board on director compensation. The Compensation Committee has the authority to engage a consulting firm to evaluate director compensation.

Immediately prior to our 2025 Annual Meeting, the Board was comprised of Glenn Sanford, Randall Miles, Dan Cahir, Monica Weakley, Peggie Pelosi, and Fred Reichheld. At our 2025 Annual Meeting, our stockholders reappointed those six directors to our Board.

During the year ended December 31, 2025, all directors except Mr. Sanford qualified as non-employee directors; Mr. Sanford did not receive compensation for his directorship activities, and Mr. Sanford's compensation for his services as an employee is discussed under "Compensation Discussion and Analysis – Elements of Individual Executive Compensation" in the Company's Proxy Statement. While Ms. Weakley is an independent contractor real estate agent affiliated with eXp Realty, LLC ("eXp Realty") brokerage, she is not an employee of the Company or any of its subsidiaries, including eXp Realty. During the year ended December 31, 2025, Ms. Weakley received compensation for her directorship activities in addition to her real estate agent commission and related income earned in her capacity as an independent contractor real estate agent affiliated with eXp Realty, as described below.

Independent Director Compensation

Under our independent director compensation policy, independent directors receive standardized cash retainers and equity awards in lieu of individual compensatory arrangements. Our independent directors for this purpose are Mr. Miles, Mr. Cahir, Ms. Pelosi, and Mr. Reichheld. The Board believes that this policy provides for transparency and parity of compensation among independent directors. Pursuant to that policy, independent directors are eligible to receive $200,000 in annual cash compensation, paid monthly. Independent directors that assume leadership roles are eligible to receive additional annual cash compensation, paid monthly, as follows: $25,000 for the Board's Vice Chair; $50,000 for the Audit Committee Chair; $25,000 for the Compensation Committee Chair; $25,000 for the Nominating and Corporate Governance Committee Chair; and $25,000 for the Sustainability Committee Chair.

In 2025 and prior years, when an independent director was first elected to the Board, he or she was granted a stock option award with a grant date accounting fair value of approximately $300,000. Those stock options vest monthly in equal installments over three years, subject to continued service. Additionally, each independent director was eligible to receive additional annual stock option grants beginning upon the commencement of his or her fourth year of directorship and each year thereafter, with each annual grant having a grant date accounting fair value of approximately $100,000 per year. Those stock options vest monthly in equal installments over three years, subject to continued service. During December 2025, the Compensation Committee recommended, and the Board approved, changes to the Company's non-employee director equity compensation program. Effective for directors elected at or after the Company's 2026 Annual Meeting of Stockholders, the Company eliminated initial and ongoing stock option grants for non-employee directors and transitioned to annual equity awards in the form of restricted stock units ("RSUs"). Under the revised program, when an independent director is first elected to the Board, he or she will receive an annual RSU award with a grant date accounting fair value of approximately $100,000, vesting in full on the earlier of the business day immediately preceding the next Annual Meeting of Stockholders or the one-year anniversary of the director's election to the Board, subject to continued service. The changes were recommended by the Compensation Committee following a review of peer company director compensation practices and were intended to ensure that director equity compensation remains competitive, better aligned with stockholder interests, and structured to attract, retain, and incentivize highly qualified directors to provide sustained engagement and strategic contribution to the Company. Otherwise, the Compensation Committee and the Board determined that the current compensation program and levels in place for our independent non-employee directors continue to attract, retain and reward qualified independent non-employee directors, consistent with market practices and the demands placed on our Board.

2025 Compensation for Independent Directors

For the year ended December 31, 2025, the following persons received the compensation set forth below for their directorship activities:

- Mr. Miles's cash compensation was $275,000 and he was granted a stock option having a grant date accounting fair value of $99,975 on July 31, 2025, which vests monthly in equal installments over three years, subject to continued service;
- Mr. Cahir's cash compensation was $225,000 and he was granted a stock option having a grant date accounting fair value of $40,005 on November 29, 2025, which vests monthly in equal installments through April 23, 2026, subject to continued service. Given the proximity of Mr. Cahir's stock grant to the effective date of the Company's new non-employee director compensation program, the stock grant was pro-rated to reflect the limited service period between the grant date and that effective date, and the vesting terms were structured so that vesting would not extend beyond that effective date.
- Ms. Pelosi's cash compensation was $294,804; and
- Mr. Reichheld's cash compensation was $200,000.

2025 Compensation for Real Estate Agent Director Seat

Under our rotating agent director compensation policy, our dedicated agent director is eligible to receive $50,000 in annual cash compensation for director services, paid monthly, and an annual stock option award with a grant date accounting fair value of $25,000, which vests monthly in equal installments over one year, subject to continued service. The Compensation Committee reviewed this compensation during 2025 and determined that it remains appropriate in light of the role's responsibilities, market practices, and the Company's compensation philosophy.

During 2025, Ms. Weakley filled the dedicated agent director position. For the year ended December 31, 2025, Ms. Weakley received cash compensation of $50,000 for her directorship activities and she was granted a stock option award having a grant date fair value of $25,001 on June 19, 2025, which vests monthly in equal installments over one year, subject to continued service. Additionally, for the year ended December 31, 2025, Ms. Weakley received the following compensation in her role as an independent contractor real estate agent of eXp Realty and not in connection with her directorship activities:

- stock awards with a grant date accounting fair value of $11,030 under our Agent Growth Incentive Program;
- cash payment of $99,950 under our Revenue Share Plan;
- cash payment of $227,013 for earned real estate commission; and
- income of $593 for her discount in connection with her participation in the Program.

10.5 Conflicts of Interest

To the Company's knowledge as at the date of this prospectus, there were no potential conflicts of interest between the duties to the Company, of Board members and the executive officers, and their private interests.

Board Independence

The rules of The Nasdaq Stock Market LLC ("Nasdaq") require a majority of Board members to be independent. The Board has determined that all Board members, other than Mr. Sanford and Ms. Weakley, are independent under applicable Nasdaq rules.

The Company's Board has a standing Audit Committee (the "Audit Committee"), Nominating and Corporate Governance Committee (the "Nominating and Corporate Governance Committee"), Compensation Committee ("Compensation Committee"), Sustainability Committee ("Sustainability Committee"), and Equity Committee ("Equity Committee"). The Board has determined, after considering all the relevant facts and circumstances, including information requested from and provided by each director concerning his or her background, employment and affiliation, including family relationships, that all members of the Audit Committee, Nominating and Corporate Governance Committee, and Compensation Committee are independent under applicable Nasdaq and SEC rules for committee memberships, and that each member of the Audit Committee also meets the additional independence criteria set forth in Rule 10A-3(b)(1) under the Exchange Act.

Annual Board and Committee Self-Evaluations

The Board conducts an annual self-evaluation to assess whether the Board, its committees, and each member of the Board are working effectively, and to provide an opportunity to reflect upon and improve processes and effectiveness.

The Nominating and Corporate Governance Committee designs the overall evaluation framework in conjunction with counsel, which includes a detailed questionnaire covering topics such as the Board's

effectiveness in shaping a long-term business strategy, balancing the interests of key stakeholders, ensuring appropriate management succession planning, and maintaining a sufficient and effective meeting schedule. Additional areas include the quality and timeliness of materials provided to the Board, the effectiveness of committee structure and performance, and the characteristics and commitment of individual Board members. Following the completion of the questionnaire, James Bramble also solicits additional verbal feedback from Nominating and Corporate Governance Committee members. A summary identifying any themes or issues that have emerged is presented to the Board on an anonymous basis.

Each committee conducts its own annual self-evaluation and reports the results to the committee and the Board. Each committee's evaluation includes an assessment of the committee's compliance with the committee's charter and best practices including committee composition; timing, agendas, and content of committee meetings; committee dynamics and function; and mission alignment among committee members. A summary identifying any themes or issues that have emerged is presented to the committee and the Board on an anonymous basis.

Compensation Committee Interlocks and Insider Participation

Currently, the members of our Compensation Committee are Messrs. Miles, Cahir, and Reichheld, none of whom currently serves, or in the past year has served, as an officer or employee of the Company. None of our executive officers, except for Mr. Sanford, currently serves, or in the past year has served, as a member of the Board, and none of our executive officers currently serves, or in the past year has served, as a member of the compensation committee of the Company (or other board committee performing equivalent functions).

Code of Business Conduct and Ethics

The Company adopted a Code of Business Conduct and Ethics that applies to all of its directors, officers (including its chief executive officer, chief financial officer, chief accounting officer, controller and any person performing similar functions) and employees. The Company has made the Code of Ethics available on its website at *https://expworldholdings.com/wp-content/uploads/2026/02/EXPI-2026-Code-of-Business-Conduct.pdf.*

Related Party Policy and Transactions

The Board has adopted a written policy requiring a majority of the Board's independent directors approve transactions between the Company and its directors, director nominees, executive officers, greater than 5% beneficial owners of the Shares, and each of their respective immediate family members, where the amount involved in the transaction exceeds or is reasonably expected to exceed $120,000 in a single fiscal year and the related party has or will have a direct or indirect interest in the transaction (other than solely as a result of being a director or less than 10% beneficial owner of another entity). The policy provides that the Audit Committee must review transactions subject to the policy and determine whether to approve or ratify those transactions. Certain types of transactions are deemed pre-approved pursuant to standing pre-approval guidelines established by the policy. In addition, the Audit Committee has delegated authority to its Chair to pre-approve or ratify transactions under certain circumstances.

In reviewing transactions subject to the policy, the Audit Committee or the Chair of the Audit Committee, as applicable, considers (as it deems appropriate for the circumstances):

- The nature and extent of the related person's interest in the transaction;
- The approximate dollar value involved in the transaction;
- The approximate dollar value of the related person's interest in the transaction without regard to the amount of any profit or loss;
- Whether the transaction was undertaken in the ordinary course of the Company's business;
- The material terms of the transaction, including whether the transaction with the related person is proposed to be, or was entered into, on terms no less favorable to the Company than terms that could have been reached with an unrelated third-party;

- The business purpose of, and the potential benefits to the Company of, the transaction;
- Whether the transaction would impair the independence of a non-employee director;
- Required public disclosure, if any; and
- Any other information regarding the transaction or the related person in the context of the proposed transaction that would be material to the Audit Committee's decision, in its business judgment, in light of the circumstances of the particular transaction.

Below we describe any transactions to which we have been a participant, in which the amount involved in the transaction exceeds or will exceed $120,000 and in which any of our directors, director nominees, executive officers, or holders of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest since January 1, 2025.

- In July 2025, Glenn Sanford, the Company's Founder, Chief Executive Officer, and Chairman of the Board, made a personal investment of $500,000 through his family office in the Series B financing of Fyxer AI, Inc. ("**Fyxer**"). In connection with the same financing, the Company, through its wholly owned subsidiary, invested approximately $735,000 to maintain its pro rata ownership interest in Fyxer. Prior to the Series B financing, the Company had invested $1.0 million in Fyxer and is party to an enterprise software license agreement with Fyxer. In connection with the Company's equity investment, the Company has the right to designate one director to Fyxer's board, a position currently held by Mr. Sanford. Despite the Company's right to designate a director, the Company does not exercise significant influence over Fyxer's operational or financial policies. The Company's independent directors reviewed and approved (i) Mr. Sanford's personal investment, (ii) the Company's additional investment to maintain its pro rata ownership, (iii) the Company's ongoing commercial relationship with Fyxer, and (iv) Mr. Sanford's continued service as the Company's designee to Fyxer's board, in accordance with the Company's related-party transaction policy.

- In December 2025, eXp World Holdings, Inc., through its wholly owned subsidiary, made a $500,000 investment in a convertible SAFE note issued by Fyxer. The Company's Founder, Chief Executive Officer, and Chairman of the Board, Glenn Sanford, also holds a minority equity interest in Fyxer through his family office. In connection with the investment, the Company also amended its existing enterprise license agreement with Fyxer to secure certain usage-based cost efficiencies, among other items. The Company's Audit Committee and disinterested members of the Board reviewed and approved the investment and amended commercial arrangement in accordance with the Company's related-party transaction policy, determining that the transaction was fair to, and in the best interests of, the Company and its stockholders.

None of our current or former directors or executive officers is indebted to us, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by us.

XI. EMPLOYEES

11.1 Overview

The Company's employees, brokers, and independent contractor real estate agents represent the human capital investments imperative to its operations. As of December 31, 2025, the Company had approximately 1,834 full-time equivalent employees and over 83,000 real estate agents. The Company also utilizes part-time and temporary employees and consultants when necessary; in a limited number of the Company's foreign markets, the Company relies on the use of indirect employment structures where personnel providing certain services to the foreign entities are employed by a contractor of the Company and are not employed by the Company. The Company's employees are not members of any labor union.

The Company's operations are overseen directly by management. Management oversees all responsibilities in the areas of corporate administration, business development and technological research and development. The Company continues to enhance its current management to retain skilled employees with experience relevant to the Company's business.

The Company's human capital objectives focus on attracting, developing, and retaining employees and agents. The Company also offers competitive compensation programs, including equity award opportunities for its agents and employees.

Most of the Company's real estate professionals are retained as independent contractors, except where local laws require otherwise. Their classification is subject to IRS rules, foreign regulations, and applicable state and provincial laws, all of which are subject to interpretation and change. The Company monitors ongoing federal, state, and international developments in this area.

11.2 Major Stockholders, Directors' and Executive Officers' Holdings of Shares and Options

Securities Ownership of Principal Stockholders

The following table shows, as of January 31, 2026 (except as noted otherwise), stockholders known to the Company who beneficially own more than 5% of the outstanding Shares. To the best knowledge of the Company, there has been no material change to the beneficial ownership of the stockholders listed in the table below since January 31, 2026. Beneficial ownership represents sole voting power and investment power. Unless otherwise noted below, the address of each person listed on the table is c/o eXp World Holdings, Inc. at 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, U.S.A.

Name and Address	Amount and Nature of Beneficial Ownership[1]	Percentage of Class
Glenn Sanford	41,663,780[2]	25.74%
Penny L Sanford TTEE Gratitude 2022 Trust	26,731,114 [2] [3]	16.51%
The Vanguard Group	14,113,222 [4]	8.72%
BlackRock, Inc.	12,349,144 [5]	7.63%

(1) The information is based on 161,893,096 Shares issued and outstanding as of January 31, 2026. As of December 31, 2025, there were 161,049,979 Shares outstanding. The beneficial ownership of the stockholders listed in the table above has not changed significantly as of January 31, 2026 and the percentage ownership does not change by more than one percent.

(2) Until February 24, 2025, Mr. Sanford and Mrs. Sanford, as prior trustee of Penny L Sanford TTEE Gratitude 2022 Trust (the "**Trust**"), were members of a voting group. On March 4, 2025, Mr. Sanford and Mrs. Sanford, each, filed a Schedule 13D with the SEC, in which they separately reported that the voting group was terminated effective as of February 24, 2025. As a consequence, Mr. Sanford and the Trust will no longer vote their Shares as a group with respect to the election of directors and any other matter on which the Shares are entitled to vote.

(3) The Trust was formed on August 26, 2022. Mrs. Sanford was the sole trustee and held her Shares in the Trust since that time. Upon Mrs. Sanford's death on December 17, 2025, Frank Selden was appointed as the trustee of the Trust.

(4) Represents Shares beneficially owned as of December 31, 2025, based on information set forth in a Schedule 13G/A filed with the SEC on January 30, 2026, by The Vanguard Group. The Vanguard Group's business address is 100 Vanguard Blvd., Malvern, PA 19355, U.S.A.

(5) Represents Shares beneficially owned as of December 31, 2023, based on information set forth in a Schedule 13G filed with the SEC on January 24 2024, by BlackRock, Inc. BlackRock, Inc.'s business address is 50 Hudson Yards, New York, NY 10001, U.S.A.

Securities Ownership of Executive Officers and Directors

The following table provides certain information regarding the ownership of the Shares, as of January 31, 2026 (except as otherwise indicated) by each person known to us to own more than 5% of our outstanding Shares; each of our NEOs; each of our directors; and all of our executive officers and directors as a group.

The number of Shares beneficially owned by each person is determined under the rules of the SEC. Under these rules, beneficial ownership includes any Shares as to which the individual has sole or shared voting

power or investment power and also any Shares that the individual has the right to acquire by April 1, 2026 (sixty days after January 31, 2026) through the exercise or conversion of a security or other right. Unless otherwise indicated, each person has sole investment and voting power, or shares such power with a family member, with respect to the shares set forth in the following table. The inclusion in this table of any Shares deemed beneficially owned does not constitute an admission of beneficial ownership of those shares for any other purpose. Unless otherwise noted below, the address of each person listed on the table is c/o eXp World Holdings, Inc., 2219 Rimland Drive, Suite 301, Bellingham, WA 98226, U.S.A.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[1]	Percentage of Class[2]
	More than 5% stockholders:		
Common Stock	Penny L Sanford TTEE Gratitude 2022 Trust	26,731,114	16.51 %
Common Stock	The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355, U.S.A.	14,113,222 [3]	8.72 %
Common Stock	BlackRock, Inc. 50 Hudson Yards New York, NY 10001, U.S.A.	12,349,144 [4]	7.63 %
	Directors and named executive officers:		
Common Stock	Glenn Sanford	41,663,780 [5]	25.74 %
Common Stock	Randall Miles	571,714 [6]	*
Common Stock	Dan Cahir	188,920 [7]	*
Common Stock	Monica Weakley	23,462 [8]	*
Common Stock	Peggie Pelosi	36,876 [9]	*
Common Stock	Fred Reichheld	20,886 [10]	*
Common Stock	Jesse Hill	47,389 [11]	*
Common Stock	James Bramble	161,125 [12]	*
Common Stock	Leo Pareja	280,947 [13]	*
Common Stock	Wendy Forsythe	53,254 [14]	*
Common Stock	All executive officers and directors as a group (10 persons)	43,048,353 [15]	26.59 %

* - Less than one percent.

(1) Except as otherwise indicated, we believe that the beneficial owners of the Shares listed above, based on information furnished by such owners, have sole investment and voting power with respect to such Shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities.

(2) Percentage of ownership is based on 161,893,096 Shares issued and outstanding as of January 31, 2026. Shares subject to options or warrants exercisable within 60 days of January 31, 2026 are deemed outstanding for purposes of computing the percentage ownership of the person holding such option or warrants, but are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(3) Represents Shares beneficially owned as of December 31, 2025, based on a Schedule 13G/A filed with the SEC on January 30, 2026, by The Vanguard Group. The Vanguard Group lists its address as 100 Vanguard Blvd., Malvern, PA 19355, U.S.A., and indicates that it has shared voting power with respect to 745,438 Shares and shared dispositive power with respect to 14,113,222 Shares.

(4) Represents Shares beneficially owned as of December 31, 2023, based on a Schedule 13G filed with the SEC on January 24 2024, by BlackRock, Inc. BlackRock, Inc. lists its address as 50 Hudson Yards, New York, NY 10001, U.S.A., and indicates that it has sole voting power with respect to 12,052,396 Shares and sole dispositive power with respect to 12,349,144 Shares.

(5) Includes 39,578,400 Shares, stock options to acquire 1,849,327 Shares within 60 days of January 31, 2026, and 236,053 Shares owned by Deborah Biery.

(6) Includes 487,190 Shares and stock options to acquire 84,524 Shares exercisable within 60 days of January 31, 2026.

(7) Includes stock options to acquire 188,920 Shares exercisable within 60 days of January 31, 2026.

(8) Includes 9,728 Shares and stock options to acquire 13,734 Shares exercisable within 60 days of January 31, 2026.

(9) Includes stock options to acquire 36,876 Shares exercisable within 60 days of January 31, 2026.

(10) Includes stock options to acquire 20,886 Shares exercisable within 60 days of January 31, 2026.

(11) Includes 3,702 Shares and stock options to acquire 42,526 Shares exercisable and 1,161, Shares issuable upon vesting of RSUs within 60 days of January 31, 2026.

(12) Includes stock options to acquire 161,125 Shares exercisable within 60 days of January 31, 2026.

(13) Includes 34,684 Shares and stock options to acquire 246,263 Shares exercisable within 60 days of January 31, 2026.

(14) Includes 7,217 Shares and stock options to acquire 43,750 Shares exercisable and 2,287 Shares issuable upon vesting of RSUs within 60 days of January 31, 2026.

(15) Includes beneficial ownership of the directors and executive officers listed above.

Subject to the information for Mr. Sanford provided under "Securities Ownership of Principal Stockholders" described above, the Company's directors and executive officers listed in the above table, respectively, hold, individually, less than 1% of the Shares representing the Company's capital stock as of the date of this prospectus.

Overview of 5% Shareholders

The following table shows, as of January 31, 2026, January 31, 2025 and January 31, 2024, stockholders known to the Company who beneficially own more than 5% of the outstanding Shares.

	January 31, 2026		January 31, 2025		January 31, 2024	
Name of Beneficial Owner	**Amount and Nature of Beneficial Ownership**	**Percentage of Class**	**Amount and Nature of Beneficial Ownership**	**Percentage of Class**	**Amount and Nature of Beneficial Ownership**	**Percentage of Class**
Glenn Sanford(1)	41,663,780	25.74%	42,073,203	27.19%	43,622,941	28.12%
Penny L Sanford TTEE Gratitude 2022 Trust(1) (2)	26,731,114	16.51%	26,848,293	17.35%	26,984,043	17.39%
The Vanguard Group	14,113,222	8.72%	12,002,402	7.76%	12,002,402	7.74%
BlackRock, Inc.	12,349,144	7.63%	12,349,144	7.98%	12,349,144	7.96%

(1) Until February 24, 2025, Mr. Sanford and Mrs. Sanford, as prior trustee of Penny L Sanford TTEE Gratitude 2022 Trust (the "**Trust**"), were members of a voting group. On March 4, 2025, Mr. Sanford and Mrs. Sanford, each, filed a Schedule 13D with the SEC, in which they separately reported that the voting group was terminated effective as of February 24, 2025. As a consequence, Mr. Sanford and the Trust will no longer vote their Shares as a group with respect to the election of directors and any other matter on which the Shares are entitled to vote.

(2) The Trust was formed on August 26, 2022. Mrs. Sanford was the sole trustee and held her Shares in the Trust since that time. Upon Mrs. Sanford's death on December 17, 2025, Frank Selden was appointed as the trustee of the Trust.

11.3 Stock Plans

2024 Equity Incentive Plan

The 2024 Plan is a stockholder-approved plan that provides for broad-based equity grants to service providers, including employees, directors, agents, and consultants and permits the granting of RSUs, stock grants, performance-based awards, stock options and stock appreciation rights. RSUs granted under the 2024 Plan generally vest over four years, based on continued services, and are settled upon vesting in Shares on a one-for-one basis. All RSUs granted under the 2024 Plan have dividend equivalent rights, which entitle holders of RSUs to the same dividend value per share as holders of common stock. A maximum of approximately 150 million shares were authorized for issuance pursuant to 2024 Plan awards at the time the plan was approved on May 13, 2024.

The Company's stockholder approved equity programs described below are administered under the 2024 Plan, beginning in September 2024. Prior to that time, the equity programs were administered under the 2015 Plan which has since terminated. The purpose of the 2024 Plan is to retain the services of valued employees, directors, officers, agents and consultants and to incentivize such persons to make contributions to the Company and motivate excellent performance.

2015 Equity Incentive Plan

The 2015 Plan, is a stockholder-approved plan that provided for broad-based equity grants to service providers, including employees, directors, agents, and consultants. The 2015 Plan permitted the granting of the same types of equity awards with substantially the same terms as the 2024 Plan. In the third quarter of 2024, the Company terminated the authority to grant new awards under the 2015 Plan.

Agent Equity Program

The Company provides agents and brokers the opportunity to elect to receive 5% of commissions earned from each completed residential real estate transaction in the form of Shares at a discount recognized by the Company. If agents and brokers elect to receive portions of their commissions in Shares, they are entitled to receive the equivalent number of Shares based on the fixed monetary value of the commission payable.

For the years ended December 31, 2025, 2024 and 2023, the Company issued 9,872,505, 9,253,300 and 8,897,804 Shares, respectively, to agents and brokers for $98,149, $111,278 and $135,226, respectively, net of discount, attributable to the Program.

Agent Growth Incentive Program ("AGIP")

The Company administers AGIP whereby agents and brokers become eligible to receive awards of the Shares through agent attraction and performance benchmarks. The incentive program encourages greater performance and awards agents with Shares based on achievement of performance milestones. Awards typically vest after performance benchmarks are reached and three years of subsequent service is provided to the Company. Share-based performance awards are based on a fixed-dollar amount of shares once performance metrics are achieved. As such, the awards are classified as liabilities until the number of share awards becomes fixed once the performance metric is achieved.

XII. MATERIAL CONTRACTS

Please see the joint ventures described in Section 5.2 above, the Settlement Agreement described in the Antitrust Litigation section in Section 7.3 above, and the Credit Agreements described in the Capital Maintenance Agreements section in Section 7.3 above. There are no other material contracts within the past 24 months.

XIII. DOCUMENTS ON DISPLAY

The Company's Internet address is *https://expworldholdings.com/*. At its Investor Relations website, https://expworldholdings.com/financials/, the Company makes available free of charge a variety of information for investors, including its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports, as soon as reasonably practicable after the Company electronically files such material with or furnishes it to the SEC (*www.sec.gov*).

The Company's Form 10-K, the Company's Form 10-Q and the Company's Proxy Statement, referred to in this prospectus, may be obtained free of charge upon request by a stockholder of record as of February 27, 2026.

The Company's Bylaws and Certificate can be found as exhibits to the Company's latest Annual Report on Form 10-K filed with the SEC.

The Company expects to issue, in early May 2026, its earnings release for the quarter ended March 31, 2026. The quarterly report on Form 10-Q for such quarter will be filed with the SEC no later than May 11, 2026. These documents will be available on the web sites of the Company and the SEC indicated above.

XIV. TAX CONSEQUENCES

The following summaries are based on the income and social tax laws in effect in the respective countries as of the date of this prospectus. However, because tax and other laws are complex and can change frequently, the information below may be out of date at the time Participant purchases Shares or sells Shares under the Program. Moreover, the information in the summaries is based on certain assumptions which may or may not apply to the particular situation of Participant. Finally, in some countries, there may be exemptions and deductions applicable to Participant that are not described herein.

Therefore, Participants are strongly advised to consult their own independent personal tax advisors as to how the tax or other laws in their respective countries apply to their specific situations.

14.1 French Tax Consequences

The following summary is based on the income and social tax laws in effect in France as of the date of this prospectus. Tax laws are complex and can change frequently. As a result, the information below may be out of date at the time Participant purchases Shares, sells Shares or receives dividends.

The following applies only to Participants who are French tax residents. If Participant is a citizen or resident of another country for local law purposes or transfers residency to another country after a Purchase Period begins, the income and social tax information below may not be applicable. Furthermore, this information is general in nature and does not discuss all of the various laws, rules and regulations that may apply. It may not apply to each Participant's particular tax or financial situation, and the Company is not in a position to assure them of any particular tax result.

Participants should address any particular questions to a specialized advisor.

Enrollment in the Program

Participant is not subject to tax or social security contributions when he/she enrolls in the Program.

Contributions

The five percent (5%) of a Participant's commission compensation are after-tax contributions and, as such, they remain subject to social security contributions (including general insurance contribution, "**CSG**" and contribution for the reimbursement of social insurance debt, "**CRDS**") and are not deductible from the total taxable salary subject to personal income tax.

Purchase of Shares

When Shares are purchased under the Program, Participant will be subject to tax on the difference (or discount) between the Fair Market Value of the Shares on the Purchase Date and the Purchase Price, net of any social security contributions which are tax deductible for income tax purposes. The discount will be taxed as income from business or profession (commission) and Participant also will be subject to social security contributions on the discount.

Sale of Shares

When Participant subsequently sells the Shares acquired under the Program, the net sale gain, calculated as the difference between the net sale price and the Fair Market Value of the Shares on the Purchase Date, will be subject to personal income tax and social tax at a combined flat tax rate. Alternatively, Participant may choose to be taxed at progressive income tax rates, in which case a portion of the social taxes will be tax deductible; however, such election will be applied to all of Participant's other investment income and may thus trigger unintended tax consequences.

Withholding and Reporting

The Company subsidiary with which Participant has an independent contractor agreement (the "Service Provider") is not required to report the taxable amount or withhold tax. It is Participant's responsibility to report and pay any tax due upon purchase of the Shares, as well as any taxes resulting from the sale of the Shares or the receipt of any dividends. If Participant is subject to additional surtax, he/she should contact his/her own personal advisor or tax office regarding the availability of a surtax reduction.

14.2 Portuguese Tax Consequences

The following summary is based on the income and social tax laws in effect in Portugal as of the date of this prospectus. Tax laws are complex and can change frequently. As a result, the information below may be out of date at the time Participant purchases Shares, sells Shares or receives dividends.

The following applies only to Participants who are Portuguese tax residents. If Participant is a citizen or resident of another country for local law purposes or transfers residency to another country after a Purchase Period begins, the income and social tax information below may not be applicable. Furthermore, this information is general in nature and does not discuss all of the various laws, rules and regulations that may apply. It may not apply to each Participant's particular tax or financial situation, and the Company is not in a position to assure them of any particular tax result.

Participants should address any particular questions to a specialized advisor.

Enrollment in the Program

Participant is not subject to tax or social contributions when he/she enrolls in the Program.

Purchase of Shares

When Shares are purchased under the Program, Participant will be subject to income tax (plus solidarity surcharge, if applicable) on the difference between the Fair Market Value of the Shares on the Purchase Date and the Purchase Price.

Sale of Shares

Participant will be subject to tax when he/she subsequently sells the Shares purchased under the Program on the difference between the sale price and the Fair Market Value of the Shares on the Purchase Date. A tax exemption may apply up to a certain threshold on the capital gain.

Withholding and Reporting

The Company subsidiary with which Participant has an independent contractor agreement (the "Service Provider") will be required to report the taxable amount and may withhold income tax (or solidarity surcharge, if applicable). Notwithstanding any withholding obligation by the Service Provider, it is Participant's responsibility to report and pay any tax due upon purchase of the Shares, as well as any taxes resulting from the sale of the Shares or the receipt of any dividends.

14.3 Spanish Tax Consequences

The following summary is based on the income and social tax laws in effect in Spain as of the date of this prospectus. Tax laws are complex and can change frequently. As a result, the information below may be out of date at the time Participant purchases Shares, sells Shares or receives dividends.

The following applies only to Participants who are Spanish tax residents. If Participant is a citizen or resident of another country for local law purposes or transfers residency to another country after a Purchase Period begins, the income and social tax information below may not be applicable. Furthermore, this information is general in nature and does not discuss all of the various laws, rules and regulations that may apply. It may not apply to each Participant's particular tax or financial situation, and the Company is not in a position to assure them of any particular tax result.

Participants should address any particular questions to a specialized advisor.

Enrollment in the Program

Participant is not subject to tax or social contributions when he/she enrolls in the Program.

Purchase of Shares

When Shares are purchased under the Program, Participant will be subject to income tax on the difference between the Fair Market Value of the Shares on the Purchase Date and the Purchase Price.

Sale of Shares

Participant will be subject to tax at a flat rate when he/she subsequently sells the Shares purchased under the Program on the difference between the sale price and the Fair Market Value of the Shares on the Purchase Date.

Withholding and Reporting

The Company subsidiary with which Participant has an independent contractor agreement (the "Service Provider") may be required to report the taxable amount and withhold tax. Notwithstanding any withholding obligation by the Service Provider, it is Participant's responsibility to report and pay any tax due upon purchase of the Shares, as well as any taxes resulting from the sale of the Shares or the receipt of any dividends.

EXHIBITS

EXHIBIT I

2024 EQUITY INCENTIVE PLAN

eXp World Holdings, Inc. 2024 Equity Incentive Plan

1. PURPOSE. eXp World Holdings, Inc., a Delaware corporation (the "Company") has established this Plan to provide incentives to attract, retain and motivate eligible persons whose present and potential contributions are important to the success of the Company, and any Parents and Subsidiaries that exist now or in the future, by offering them an opportunity to participate in the Company's future performance through the grant of equity based Awards. Capitalized terms not defined herein are defined in Appendix 2.

2. SHARES SUBJECT TO THE PLAN.

2.1 Number of Shares Available. Subject to Sections 2.4 and 20 and any other applicable provisions hereof, the total number of Shares reserved and available for grant and issuance pursuant to this Plan, including Shares that may be made subject to ISOs, is 150,000,000 Shares. The aggregate number of Shares reserved for grant and issuance hereunder will automatically increase on January 1 of each year, commencing on January 1, 2024, and ending on (and including) January 1, 2034, in an amount equal to the lesser of (i) three percent (3%) of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, or (ii) such number of shares of Common Stock as determined by the Board.

2.2 Lapsed, Returned Awards. Shares subject to Awards, and Shares issued under the Plan under any Award, will again be available for grant and issuance in connection with subsequent Awards under this Plan to the extent such Shares: (i) are subject to issuance upon exercise of an Option granted under this Plan but which cease to be subject to the Option for any reason other than exercise of the Option; (ii) are subject to Awards granted under this Plan that are forfeited or are repurchased by the Company at (a) the original issue price or (b) the lower of the original issue price or current fair market value, as applicable; or (iii) are subject to Awards granted under this Plan that otherwise terminate without such Shares being issued. To the extent an Award under the Plan is paid out in cash rather than Shares, such cash payment will not result in reducing the number of Shares available for issuance under the Plan. Shares used or withheld to pay the exercise price of an Award or to satisfy the tax withholding obligations related to an Award (such as through a "net exercise") will remain available for future grant or sale under the Plan. No fractional Shares shall be issued under the Plan.

2.3 Minimum Share Reserve. At all times the Company shall reserve and keep available a sufficient number of Shares as shall be required to satisfy the requirements of all outstanding Awards granted under this Plan.

2.4 Adjustment of Shares. If the number of outstanding Shares is changed by a stock dividend, recapitalization, stock split, reverse stock split, subdivision, combination, reclassification or similar change in the capital structure of the Company, without the receipt of consideration, or in the event of an extraordinary cash dividend, then (i) the number and kind of Shares reserved for issuance and future grant under the Plan set forth in Section 2.1, (ii) the Exercise Prices of outstanding Options or Purchase Prices (if applicable) for Other Stock-Based Awards, (iii) the number and kind of Shares and Performance Factors subject to outstanding Awards and (iv) any other terms that the Board or its delegate hereunder determines require adjustment, shall be appropriately adjusted consistent with such change or event in such manner as the Board may determine. Fractional Shares resulting from any adjustment in Awards shall be eliminated by rounding down.

3. ELIGIBILITY. ISOs may be granted only to Employees. All other Awards may be granted to Employees, Consultants and Directors of the Company or any Parent or Subsidiary of the Company whose participation in the Plan the Board or its delegate hereunder determines to be in the company's best interests.

4. ADMINISTRATION.

4.1 Authority. This Plan will be administered by the Board. The Board, in its discretion, may delegate the granting of Awards and other administration of the Plan to a committee of the Board or to officers of the Company or other persons, subject to any applicable legal limitations and, in such event, references to the Board shall be references to such delegate(s), subject to the terms and conditions of such delegation. Subject to the general purposes, terms and conditions of this Plan, the Board will have full power to implement and carry out this Plan. The Board will have the authority, without limitation, to:

(i) determine eligible Employees, Consultants and Directors to whom Awards shall be granted from time to time and the number of Shares to be covered by each Award;

(ii) determine, from time to time, the Fair Market Value of Shares;

(iii) determine, and to set forth in Award Agreements, the terms and conditions of all Awards, including any applicable exercise or purchase price, the installments and conditions under which an Award shall become vested (which may be based on performance), terminated, expired, cancelled, or replaced, and the circumstances for vesting acceleration or waiver of forfeiture restrictions, and other restrictions and limitations, which terms and conditions need not be uniform among Awards or Participants;

(iv) approve the forms of Award Agreements and all other documents, notices and certificates in connection therewith which need not be identical either as to type of Award or among Participants;

(v) construe and interpret the terms of the Plan and any Award Agreement, to determine the meaning of their terms, and to prescribe, amend, and rescind rules and procedures relating the Plan and its administration;

(vi) delegate any of the foregoing to a subcommittee consisting of one or more executive officers pursuant to a specific delegation; and

(vii) grant Awards to eligible Employees, Consultants and Directors residing outside the U.S. or to otherwise adopt or administer such procedures or sub-plans for such Awards on such terms and conditions different from those specified in the Plan.

4.2 Board Interpretation and Discretion. Any determination made by the Board with respect to any Award shall be made in its sole discretion at the time of grant of the Award or, unless in contravention of any express term of the Plan or Award, at any later time, and such determination shall be final and binding on the Company and all persons having an interest in any Award under the Plan. Any dispute regarding the interpretation of the Plan or any Award Agreement shall be submitted by the Participant or Company to the Board for review. The resolution of such a dispute by the Board shall be final and binding on the Company and the Participant. The Board may delegate to one or more executive officers the authority to review and resolve disputes with respect to Awards held by Participants who are not Insiders, and such resolution shall be final and binding on the Company and the Participant.

4.3 Documentation. The Award Agreement for a given Award, the Plan and any other documents may be delivered to, and accepted by, a Participant or any other person in any manner (including electronic distribution or posting) that meets applicable legal requirements.

5. OPTIONS. The Board may grant Options to Participants and will determine whether such Options will be Incentive Stock Options within the meaning of the Code ("ISOs") or Nonqualified Stock Options ("NQSOs"), the number of Shares subject to the Option, the Exercise Price of the Option, the period during which the Option may vest and be exercised, and all other terms and conditions of the Option, subject to the following:

5.1 Option Grant. Each Option granted under this Plan will identify the Option as an ISO or an NQSO. An Option may be, but need not be, awarded upon satisfaction of such Performance Factors during any Performance Period as are set out in the Participant's individual Award Agreement. If the Option is being earned upon the satisfaction of Performance Factors, then the Board will: (x) determine the nature, length and starting date of any Performance Period for each Option; and (y) select from among the Performance Factors to be used to measure the performance. Performance Periods may overlap and Participants may participate simultaneously with respect to Options that are subject to different performance goals and other criteria.

5.2 Exercise Period. Options may be vested and exercisable within the times or upon the conditions as set forth in the Award Agreement governing such Option; provided, however, that no Option will be exercisable after the expiration of ten (10) years from the date the Option is granted; and provided further that no ISO granted to a person who, at the time the ISO is granted, directly or by attribution owns more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or of any Parent or Subsidiary of the Company as described in Section 422(b)(6) of the Code ("Ten Percent Stockholder") will be exercisable after the expiration of five (5) years from the date the ISO is granted. The Board also may provide for Options to become exercisable at one time or from time to time, periodically or otherwise, in such number of Shares or percentage of Shares as the Board determines.

5.3 Exercise Price. The Exercise Price of an Option will be determined by the Board when the Option is granted; provided that:

(i) the exercise price per share of an ISO shall not be less than 100% (or, with respect to ISOs granted to a Ten Percent Stockholder, 110%) of the Fair Market Value per share of the Common Stock on the date of grant; and

(ii) Options granted in substitution for outstanding options of another company in connection with the merger, consolidation, acquisition of property or stock or other reorganization involving such other company and the Company or any Subsidiary may be granted with an exercise price equal to the exercise price for the substituted option of the other company, subject to any adjustment consistent with the terms of the transaction pursuant to which the substitution is to occur.

(iii) The Board may issue Awards in settlement or assumption of, or in substitution for, outstanding Awards in connection with the Company or a Subsidiary acquiring another entity, an interest in another entity or an additional interest in a Subsidiary whether by merger, stock purchase, asset purchase or other form of transaction. Any Shares issuable pursuant to such Awards shall not be counted against the Share limit set forth in Section 2.1.

5.4 Method of Exercise. Any Option granted hereunder will be vested and exercisable according to the terms of the Plan and at such times and under such conditions as determined by the Board and set forth in the Award Agreement. An Option may not be exercised for a fraction of a Share. An Option will be deemed exercised when the Company receives: (i) notice of exercise (in such form as the Board may specify from time to time) from the person entitled to exercise the Option, and (ii) full payment for the Shares with respect to which the Option is exercised (together with applicable withholding taxes). Shares issued upon exercise of an Option will be issued in the name of the Participant. Until the Shares are issued (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a stockholder will exist with respect to the Shares, notwithstanding the exercise of the Option. The Company will issue (or cause to be issued) such Shares promptly after the Option is exercised. No adjustment will be made for a dividend or other right for which the record date is prior to the date the Shares are issued, except as provided in Section 2.4 of the Plan. Payment for Stock purchased upon any exercise of an Option shall be made in full in cash concurrently with such exercise, except that, if the Board shall have authorized it and the Company is not then legally prohibited from receiving such consideration, any other method in accordance with Section 9 of the Plan.

5.5 Termination. The exercise of an Option will be subject to the following (except as may be otherwise provided in an Award Agreement or authorized by the Board):

(i) If the Participant is Terminated for any reason except for Cause or the Participant's death or Disability, then the Participant may exercise such Participant's Options only to the extent that such Options would have been exercisable by the Participant on the Termination Date no later than ninety (90) days after the Termination Date, but in any event no later than the expiration date of the Options.

(ii) If the Participant is Terminated because of the Participant's death (or the Participant dies within ninety (90) days after a Termination other than for Cause or because of the Participant's Disability), then the Participant's Options may be exercised only to the extent that such Options would have been exercisable by the Participant on the Termination Date and must be exercised by the Participant's legal representative, or authorized assignee, no later than twelve (12) months after the Termination Date, but in any event no later than the expiration date of the Options.

(iii) If the Participant is Terminated because of the Participant's Disability, then the Participant's Options may be exercised only to the extent that such Options would have been exercisable by the Participant on the Termination Date and must be exercised by the Participant (or the Participant's legal representative or authorized assignee) no later than twelve (12) months after the Termination Date, but in any event no later than the expiration date of the Options.

(iv) If the Participant is terminated for Cause, then Participant's Options shall expire on such Participant's Termination Date.

5.6. Limitations on Exercise. The Board may specify a minimum number of Shares that may be purchased on any exercise of an Option, provided that such minimum number will not prevent any Participant from exercising the Option for the full number of Shares for which it is then exercisable.

5.7. Limitations on ISOs. With respect to Awards granted as ISOs, to the extent that the aggregate Fair Market Value of the Shares with respect to which such ISOs are exercisable for the first time by the Participant during any calendar year (under all plans of the Company and any Parent or Subsidiary) exceeds one hundred thousand dollars ($100,000), such Options will be treated as NQSOs. For purposes of this Section 5.7, ISOs will be taken into account in the order in which they were granted. The Fair Market Value of the Shares will be determined as of the date the Option with respect to such Shares is granted. In the event that the Code or the regulations promulgated thereunder are amended after the Effective Date to provide for a different limit on the Fair Market Value of Shares permitted to be subject to ISOs, such different limit will be automatically incorporated herein and will apply to any Options granted after the effective date of such amendment.

5.8. Modification, Extension or Renewal. The Board may modify, extend or renew outstanding Options, subject to applicable law, provided that any such action may not, without the written consent of a Participant, materially impair any of such Participant's rights under any Option previously granted. Any outstanding ISO that is modified, extended, renewed or otherwise altered will be treated in accordance with Section 424(h) of the Code.

6. RESTRICTED STOCK AWARDS.

6.1 Awards of Restricted Stock. A Restricted Stock Award is an offer by the Company to sell to, or a grant to, a Participant Shares that are subject to restrictions ("Restricted Stock"). The Board will determine to whom an offer will be made, the number of Shares the Participant may purchase, the Purchase Price (if any), the restrictions under which the Shares will be subject and all other terms and conditions of the Restricted Stock Award, subject to the Plan.

6.2 Purchase Price. The Purchase Price for a Restricted Stock Award will be determined by the Board and may be less than Fair Market Value on the date the Restricted Stock Award is granted (including zero). Payment of the Purchase Price (if any) must be made in accordance with Section 9 of the Plan, and the Award Agreement and in accordance with any procedures established by the Company.

6.3 Terms of Restricted Stock Awards. Restricted Stock Awards will be subject to such restrictions as the Board may impose or are required by law. These restrictions may be based on completion of a specified number of years of service with the Company or upon completion of Performance Factors, if any, during any Performance Period as set out in the Participant's Award Agreement. Prior to the grant of a Restricted Stock Award, the Board shall: (a) determine the nature, length and starting date of any Performance Period for the Restricted Stock Award; (b) select from among the Performance Factors to be used to measure performance goals, if any; and (c) determine the number of Shares that may be awarded to the Participant. Performance Periods may overlap and a Participant may participate simultaneously with respect to Restricted Stock Awards that are subject to different Performance Periods and having different performance goals and other criteria.

6.4 Termination of Participant. Except as may be set forth in the Participant's Award Agreement, vesting ceases on such Participant's Termination Date (unless determined otherwise by the Board).

7. RESTRICTED STOCK UNITS.

7.1 Awards of Restricted Stock Units. A Restricted Stock Unit ("RSU") is an award to a Participant covering a number of Shares that may be settled in cash, or by issuance of those Shares (which may consist of Restricted Stock). All RSUs shall be made pursuant to an Award Agreement.

7.2 Terms of RSUs. The Board will determine the terms of an RSU including, without limitation: (i) the number of Shares subject to the RSU; (ii) the time or times at which the RSU vests; (iii) the consideration to be distributed on settlement; and (iv) the effect of the Participant's Termination on each RSU. An RSU may vest upon satisfaction of such performance goals based on Performance Factors during any Performance Period as are set out in the Participant's Award Agreement. If the RSU vests upon satisfaction of Performance Factors, then the Board will: (x) determine the nature, length and starting date of any Performance Period for the RSU; (y) select from among the Performance Factors to be used to measure the performance, if any; and (z) determine the number of Shares deemed

subject to the RSU. Performance Periods may overlap and participants may participate simultaneously with respect to RSUs that are subject to different Performance Periods and different performance goals and other criteria.

7.3 Form and Timing of Settlement. The Board, in its sole discretion, may settle earned RSUs in cash, Shares, or a combination of both. The Board may also permit a Participant to defer settlement under a RSU to a date or dates after the RSU vests, provided that the terms of the RSU and any deferral satisfy the requirements of Section 409A of the Code.

7.4 Termination of Participant. Except as may be set forth in the Participant's Award Agreement, vesting ceases on such Participant's Termination Date (unless determined otherwise by the Board).

8. OTHER STOCK-BASED AWARDS.

8.1 Other Stock-Based Awards. The Board is authorized to grant to Participants Other Stock-Based Awards, including shares of Common Stock awarded purely as a bonus and not subject to any restrictions or conditions, shares of Common Stock in payment of the amounts due under an incentive or performance plan sponsored or maintained by the Company, stock equivalent units, deferred stock units, and Awards valued by reference to the value of shares of Common Stock. The Board may condition the grant or vesting of Other Stock-Based Awards upon the attainment of specified Performance Factors or such other factors as the Board may determine. The Board may also provide for the grant of Common Stock under such Awards upon the completion of a specified Performance Period. Other Stock-Based Awards may be granted either alone or in addition to or in tandem with other Awards granted under this Plan.

8.2 Terms of Other Stock-Based Awards. The Board will determine, and each Award Agreement shall set forth, the terms of each Other Stock-Based Award including, without limitation: (i) any vesting conditions; (ii) the number of Shares upon which such Other Stock-Based Award is based; (iii) the Performance Factors and Performance Period (if any) that shall determine the time and extent to which each Performance Award shall be vested or granted; (d) the consideration to be distributed on settlement; and (iv) the effect of the Participant's Termination on each Other Stock-Based Award. In establishing Performance Factors and the Performance Period (if any) the Board will: (x) determine the nature, length and starting date of any Performance Period; and (y) select from among the Performance Factors to be used. Prior to settlement the Board shall determine the extent to which Other Stock-Based Awards have been earned. Performance Periods may overlap and Participants may participate simultaneously with respect to Other Stock-Based Awards that are subject to different Performance Periods and different performance goals and other criteria.

8.3 Deferral of Other-Stock Based Awards. To the extent permitted by law, the Board may permit Participants to defer all or a portion of their compensation in the form of Other Stock-Based Awards granted under this Plan, subject to the terms and conditions of any deferred compensation arrangement established by the Company, which shall be in a manner intended to comply with Section 409A of the Code.

8.4 Termination of Participant. Except as may be set forth in the Participant's Award Agreement, vesting ceases on such Participant's Termination Date (unless determined otherwise by the Board).

9. PAYMENT FOR SHARE PURCHASES.

Payment from a Participant for Shares purchased pursuant to this Plan may be made in cash or by check or, where expressly approved for the Participant by the Board and where permitted by law (and to the extent not otherwise set forth in the applicable Award Agreement):

(i) by forgiveness of indebtedness owed by the Company to the purchaser;

(ii) by surrender of shares of the Company held by the Participant that have a Fair Market Value on the date of surrender equal to the aggregate exercise price or purchase price of the Shares as to which said Award will be exercised or settled;

(iii) by reducing the number of shares of Stock to be delivered to the Participant upon exercise of the Option or settlement of an Award, with the reduction valued on the basis of the aggregate Fair Market Value on the Date of

Exercise or purchase of the additional shares of Stock that would otherwise have been delivered to the Participant upon the Option exercise or Award settlement;

(iv) by the delivery, concurrently with such exercise and in accordance with Regulation T promulgated under the Securities Exchange Act of 1934, or any successor rule or regulation, of a properly executed exercise notice for the Option and irrevocable instructions to a broker promptly to deliver to the Company to pay the exercise price a specified amount of the proceeds of a sale of the Option shares or loan secured by the Option shares;

(v) by waiver of compensation due or accrued to the Participant for services rendered or to be rendered to the Company or a Parent or Subsidiary of the Company; and/or

(vi) by any combination of the foregoing or by other means determined by the Board to be consistent with this Plan's purposes.

Subject to any Board approval requirements or other limitations under applicable laws, the Board may also assist any Participant in the payment for Shares by authorizing a loan from the Company, permitting the Participant to pay the exercise price or purchase price in installments or authorizing a guarantee by the Company of a third party loan to the Participant, and the terms and conditions of any such loan, installment sale or guarantee will be determined by the Board.

10. WITHHOLDING TAXES.

10.1 Withholding Generally. Whenever Shares are to be issued in satisfaction of Awards granted under this Plan, the Company may require the Participant to remit to the Company, or to the Parent or Subsidiary employing the Participant, an amount sufficient to satisfy applicable U.S. federal, state, local and international withholding tax requirements or any other tax liability legally due from the Participant prior to the delivery of Shares pursuant to exercise or settlement of any Award. Whenever payments in satisfaction of Awards granted under this Plan are to be made in cash, such payment will be net of an amount sufficient to satisfy applicable U.S. federal, state, local and international withholding tax requirements or any other tax liability legally due from the Participant.

10.2 Stock Withholding. The Board, in its sole discretion and pursuant to such procedures as it may specify from time to time and to limitations of local law, may require or permit a Participant to satisfy such tax withholding obligation or any other tax liability legally due from the Participant, in whole or in part by (without limitation) (i) paying cash, (ii) electing to have the Company withhold otherwise deliverable cash or Shares having a Fair Market Value up to the maximum statutory amount required to be withheld, or (iii) delivering to the Company already-owned Shares having a Fair Market Value equal to the minimum amount required to be withheld.

11. TRANSFERABILITY. An Award may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution. Notwithstanding the foregoing, the Board may determine that an Award, other than an ISO, may be transferred to a Permitted Transferee, upon such additional terms and conditions as the Board deems appropriate. All Awards shall be exercisable: (i) during the Participant's lifetime only by (a) the Participant, or (b) the Participant's guardian or legal representative; (ii) after the Participant's death, by the legal representative of the Participant's heirs or legatees; and (iii) in the case of all Awards except ISOs, by a Permitted Transferee.

12. PRIVILEGES OF STOCK OWNERSHIP; RESTRICTIONS ON SHARES.

12.1 Voting and Dividends. No Participant will have any of the rights of a stockholder with respect to any Shares until the Shares are issued to the Participant, except for any dividend equivalent rights permitted by an applicable Award Agreement. After Shares are issued to the Participant, the Participant will be a stockholder and have all the rights of a stockholder with respect to such Shares, including the right to vote and receive all dividends or other distributions made or paid with respect to such Shares.

12.2 Restrictions on Shares. At the discretion of the Board, the Company may reserve to itself and/or its assignee(s) a right to repurchase (a "Right of Repurchase") a portion of any or all Shares held by a Participant following such Participant's Termination at any time after the later of the Participant's Termination Date and the date the Participant

purchases Shares under this Plan, for cash and/or cancellation of purchase money indebtedness, at the Participant's Purchase Price or Exercise Price, as the case may be.

13. CERTIFICATES. All Shares or other securities whether or not certificated, delivered under this Plan will be subject to such stock transfer orders, legends and other restrictions as the Board may deem necessary or advisable, including restrictions under any applicable U.S. federal, state or foreign securities law, or any rules, regulations and other requirements of the SEC or any stock exchange or automated quotation system upon which the Shares may be listed or quoted and any non-U.S. exchange controls or securities law restrictions to which the Shares are subject.

14. ESCROW; PLEDGE OF SHARES. To enforce any restrictions on a Participant's Shares, the Board may require the Participant to deposit all certificates representing Shares, together with stock powers or other instruments of transfer approved by the Board, appropriately endorsed in blank, with the Company or an agent designated by the Company to hold in escrow until such restrictions have lapsed or terminated, and the Board may cause a legend or legends referencing such restrictions to be placed on the certificates. Any Participant who is permitted to execute a promissory note as partial or full consideration for the purchase of Shares under this Plan will be required to pledge and deposit with the Company all or part of the Shares so purchased as collateral to secure the payment of the Participant's obligation to the Company under the promissory note; provided, however, that the Board may require or accept other or additional forms of collateral to secure the payment of such obligation. In connection with any pledge of the Shares, the Participant will be required to execute and deliver a written pledge agreement in such form as the Board will from time to time approve. The Shares purchased with the promissory note may be released from the pledge on a pro rata basis as the promissory note is paid.

15. SECURITIES LAW AND OTHER REGULATORY COMPLIANCE. An Award will not be effective unless such Award is in compliance with all applicable U.S. and foreign federal and state securities laws, rules and regulations of any governmental body, and the requirements of any stock exchange or automated quotation system upon which the Shares may then be listed or quoted, as they are in effect on the date of grant of the Award and also on the date of exercise or other issuance. Notwithstanding any other provision in this Plan, the Company will have no obligation to issue or deliver certificates for Shares under this Plan prior to: (i) obtaining any approvals from governmental agencies that the Company determines are necessary or advisable; and/or (ii) completion of any registration or other qualification of such Shares under any state or federal or foreign law or ruling of any governmental body that the Company determines to be necessary or advisable. The Company will be under no obligation to register the Shares with the SEC or to effect compliance with the registration, qualification or listing requirements of any foreign or state securities laws, stock exchange or automated quotation system, and the Company will have no liability for any inability or failure to do so.

16. NO OBLIGATION TO EMPLOY. Nothing in this Plan or any Award granted under this Plan will confer or be deemed to confer on any Participant any right to continue in the employ of, or to continue any other relationship with, the Company or any Parent or Subsidiary of the Company or limit in any way the right of the Company or any Parent or Subsidiary of the Company to terminate Participant's employment or other relationship at any time.

17. CORPORATE TRANSACTIONS.

In the event of (i) the dissolution or liquidation of the Company, (ii) a reorganization, merger or consolidation as a result of which the Company is not the surviving entity or as a result of which the outstanding shares of Stock are changed into or exchanged for cash, property or securities not of the Company's issue, except for a merger or consolidation with a wholly-owned subsidiary of the Company or a transaction effected primarily to change the state of the Company's incorporation, or (iii) a sale or other transfer in one or a series of transactions of all or substantially all of the assets of the Company, or of more than fifty percent (50%) of the voting stock of the Company then outstanding, to any person or entity or to persons or entities which are affiliated or acting in concert with respect to such sale or transfer (each, a "Change in Control"), the Board may, but shall not be obligated to:

(a) accelerate, vest or cause the restrictions to lapse with respect to all or any portion of an Award;

(b) cancel Awards for fair value (as determined by the Board) which, in the case of Options may equal the excess, if any, of the per share value of the consideration to be paid in the Change in Control transaction for Common Stock over the Exercise Price of such Options (or, if such Exercise Price is greater than the consideration paid in the Change in Control transaction, the Board may cancel such Options for no consideration);

(c) provide for the assumption of Awards or the issuance of substitute Awards that will substantially preserve the otherwise applicable terms of any affected Award previously granted hereunder as determined by the Board;

(d) provide advance notice of such Change in Control transaction to holders of Options, after which any Options not exercised prior to such Change in Control may be cancelled; or

(e) cancel Awards (whether vested or unvested).

Any Award granted under this Plan shall automatically terminate upon the closing of a Change in Control, unless provision shall be made in connection with such Change in Control for the assumption of the Award by, or the substitution for such Award of a new Award covering the stock or other equity securities of, the surviving, successor or purchasing entity or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares or other securities or property to be issued upon exercise of the Award and the exercise price, as applicable. This paragraph shall not restrict the Board from permitting or requiring other accelerations of vesting upon transactions described in this paragraph or any other acquisitions of the Company's shares or business or changes in control of the Company or any other event. The treatment of Awards upon a Change in Control need not be uniform among Awards or Participants.

Notwithstanding anything in this Section 17 to the contrary, if a payment under an Award Agreement is subject to Section 409A of the Code and if the change in control definition contained in the Award Agreement or other written agreement related to the Award does not comply with the definition of "change in control" for purposes of a distribution under Section 409A of the Code, then any payment of an amount that otherwise is accelerated under this Section 17 will be delayed until the earliest time that such payment would be permissible under Section 409A of the Code without triggering any penalties applicable under Section 409A of the Code.

18. ADOPTION AND STOCKHOLDER APPROVAL. This Plan shall be submitted for the approval of the Company's stockholders, consistent with applicable laws, within twelve (12) months before or after the date this Plan is adopted by the Board.

19. TERM OF PLAN/GOVERNING LAW. Unless earlier terminated as provided herein, this Plan will become effective on the Effective Date and will terminate ten (10) years from the date this Plan is adopted by the Board or is approved by the Company's stockholders, whichever is earlier. This Plan and all Awards granted hereunder shall be governed by and construed in accordance with the laws of the State of Delaware.

20. AMENDMENT OR TERMINATION OF PLAN. The Board shall have complete power and authority to alter, amend, suspend or terminate this Plan, provided that no such action shall materially impair a Participant, without his or her consent, of any Award or any rights granted thereunder or hereunder. Stockholder approval of amendments shall be required only to permit the issuance of Incentive Options or otherwise to comply with applicable laws or regulatory requirements.

21. AWARD AGREEMENTS AND AMENDMENTS. Each Award granted under this Plan shall be evidenced by an agreement between the Company and the Participant, which shall be approved by the Board or an executive officer of the Company. The Award Agreement shall comply with the provisions of this Plan and the terms of the Award's grant by the Board and may contain additional terms not inconsistent with this Plan and such grant which are deemed necessary or desirable by the Board or the executive officer. Subject to the terms and limitations set forth in this Plan, the Board and the Participant may without approval modify, extend, renew or terminate any outstanding Award or Award Agreement.

22. NONEXCLUSIVITY OF THE PLAN. Neither the adoption of this Plan by the Board, the submission of this Plan to the stockholders of the Company for approval, nor any provision of this Plan will be construed as creating any limitations on the power of the Company to adopt such additional compensation arrangements as it may deem desirable, including, without limitation, the granting of stock awards and bonuses otherwise than under this Plan, and such arrangements may be either generally applicable or applicable only in specific cases.

23. COMPLIANCE WITH SECTION 409A OF THE CODE. Awards will be designed and operated in such a manner that they are either exempt from the application of, or comply with, the requirements of Section 409A of the Code such that the grant, payment, settlement or deferral will not be subject to the additional tax or interest applicable under Section 409A of the Code, except as otherwise determined in the sole discretion of the Board or its delegate

hereunder. The Plan and each Award Agreement under the Plan is intended to be either exempt from the application of or meet the requirements of Section 409A of the Code and will be construed and interpreted in accordance with such intent, except as otherwise determined in the sole discretion of the Board or its delegate hereunder. To the extent that an Award or payment, or the settlement or deferral thereof, is subject to Section 409A of the Code, the Award will be granted, paid, settled or deferred in a manner that will meet the requirements of Section 409Aof the Code, such that the grant, payment, settlement or deferral will not be subject to the additional tax or interest applicable under Section 409A of the Code. In no event will the Company or any of its Subsidiaries or Parents have any obligation or liability under the terms of the Plan to reimburse, indemnify, or hold harmless any Participant or any other person in respect of Awards, for any taxes, interest or penalties imposed, or other costs incurred, as a result of Section 409A of the Code.

Appendix 2: Definitions

As used in the Plan, the following definitions shall apply:

"Award" means any award under the Plan, including any Option, Restricted Stock, or Other Stock-Based Award.

"Award Agreement" means, with respect to each Award, the written or electronic agreement between the Company and the Participant setting forth the terms and conditions of the Award, which shall be in substantially a form (which need not be the same for each Participant) that the Board has from time to time approved, and will comply with and be subject to the terms and conditions of this Plan.

"Board" means the Board of Directors of the Company.

"Cause" means (a) in the case where there is no employment agreement, consulting agreement, change in control agreement or similar agreement in effect between the Company and the Participant at the time of the grant of the Award (or where there is such an agreement but it does not define "cause" (or words of like import), (i) Participant's willful failure substantially to perform his or her duties and responsibilities to the Company or deliberate violation of a Company policy; (ii) Participant's commission of any act of fraud, embezzlement, dishonesty or any other willful misconduct that has caused or is reasonably expected to result in material injury to the Company; (iii) unauthorized use or disclosure by Participant of any proprietary information or trade secrets of the Company or any other party to whom the Participant owes an obligation of nondisclosure as a result of his or her relationship with the Company; or (iv) Participant's willful breach of any of his or her obligations under any written agreement or covenant with the Company; or (b) in the case where there is an employment agreement, consulting agreement, change in control agreement or similar agreement in effect between the Company and the Participant at the time of the grant of the Award that defines "cause" (or words of like import), "cause" as defined under such agreement. The determination as to whether a Participant is being terminated for Cause shall be made in good faith by the Company and shall be final and binding on the Participant. The foregoing definition does not in any way limit the Company's ability to terminate a Participant's employment or consulting relationship at any time as provided in Section 16 above, and the term "Company" will be interpreted to include any Subsidiary or Parent, as appropriate.

"Code" means the United States Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

"Common Stock" means the Company's Common Stock, par value $0.00001 per share.

"Company" means eXp World Holdings, Inc., a Delaware corporation, or any successor corporation.

"Consultant" means any person or entity, including an advisor or independent contractor, engaged by the Company or a Parent or Subsidiary to render services to such entity other than in connection with the offer or sale of securities in a capital raising transaction.

"Director" means a member of the Board.

"Disability" means in the case of ISOs, total and permanent disability as defined in Section 22(e)(3) of the Code and in the case of other Awards, that the Participant is unable to engage in any substantial gainful activity by reason of

any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

“Effective Date” means the date on which the Plan has received approval by the Company’s stockholders required in accordance with the Company’s governing documents and applicable law.

“Employee” means any person, including Officers and Directors, employed by the Company or any Parent or Subsidiary of the Company. Neither service as a Director nor payment of a director’s fee by the Company will be sufficient to constitute “employment” by the Company.

“Exchange Act” means the United States Securities Exchange Act of 1934, as amended.

“Exercise Price” means the price at which a holder may purchase the Shares issuable upon exercise of an Option.

“Fair Market Value” means, as of any date, the value of a share of the Company’s Common Stock determined as follows: (i) If the Common Stock is traded on an established securities market, the closing price of a share of the Common Stock on such date on the composite transactions report of the principal securities market on which the Common Stock is so traded, or, if there is no sale of the Common Stock on such date, then on the last previous date on which there was a sale; or, (ii) if the Common Stock is not then traded on an established securities market, the fair market value of a share of the Common Stock as determined by the Board in a manner it considers reasonable or appropriate under the circumstances, taking into account the requirements of Section 409A or 422 of the Code, as applicable. The determination of fair market value for purposes of tax withholdings may be made in the Board’s (or its delegate’s) discretion subject to applicable laws and is not required to be consistent with the determination of Fair Market Value described above or for other purposes.

“Insider” means any person providing services to the Company or a Subsidiary whose transactions in the Company’s Common Stock are subject to Section 16 of the Exchange Act.

“Option” means an award of an option to purchase Shares pursuant to Section 5.

“Other Stock-Based Award” means an Award under Section 8 that is valued in whole or part by reference to, or is payable in or otherwise based on, Common Stock.

“Parent” means any corporation (other than the Company) in an unbroken chain of corporations ending with the Company if each of such corporations other than the Company owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

“Participant” means a person who holds an Award under this Plan.

“Performance Factors” means any performance goal, metric or measure, individually or in combination, as determined by the Board or its delegate hereunder.

“Performance Period” means the period of service determined by the Board, during which years of service or performance is to be measured for the Award.

“Permitted Transferee” means any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law (including adoptive relationships) of the Participant, any person sharing the Participant’s household (other than a tenant or employee), a trust in which these persons (or the Participant) have more than 50% of the beneficial interest, a foundation in which these persons (or the Participant) control the management of assets, and any other entity in which these persons (or the Participant) own more than 50% of the voting interests.

“Plan” means this eXp World Holdings, Inc. 2024 Equity Incentive Plan.

“Purchase Price” means the price to be paid for Shares acquired under the Plan, other than Shares acquired upon exercise of an Option.

“Restricted Stock Award” means an award of Shares pursuant to Section 6 or Section 8 of the Plan, or issued pursuant to the early exercise of an Option.

“Restricted Stock Unit” means an Award granted pursuant to Section 7 or Section 8 of the Plan.

“SEC” means the United States Securities and Exchange Commission.

“Securities Act” means the United States Securities Act of 1933, as amended.

“Shares” means shares of the Company’s Common Stock and the common stock of any successor security.

“Subsidiary” means any subsidiary corporation of the Company, whether now or hereafter existing, as defined in Section 424(f) of the Code.

“Termination” or “Terminated” means, for purposes of this Plan with respect to a Participant, that the Participant has for any reason ceased to provide services as an employee, officer, director, consultant, independent contractor or advisor to the Company or a Parent or Subsidiary of the Company. An employee will not be deemed to have ceased to provide services in the case of (i) sick leave, (ii) military leave, or (iii) any other leave of absence approved by the Board; provided, that such leave is for a period of not more than 90 days, unless reemployment upon the expiration of such leave is guaranteed by contract or statute or unless provided otherwise pursuant to formal policy adopted from time to time by the Company and issued and promulgated to employees in writing. In the case of any employee on an approved leave of absence, the Board may make such provisions respecting suspension of vesting of the Award while on leave from the employ of the Company or a Parent or Subsidiary of the Company as it may deem appropriate, except that in no event may an Award be exercised after the expiration of the term set forth in the applicable Award Agreement. In the event of military leave, if required by applicable laws, vesting shall continue for the longest period that vesting continues under any other statutory or Company approved leave of absence and, upon a Participant’s returning from military leave (under conditions that would entitle him or her to protection upon such return under the Uniform Services Employment and Reemployment Rights Act), he or she shall be given vesting credit with respect to Awards to the same extent as would have applied had the Participant continued to provide services to the Company throughout the leave on the same terms as he or she was providing services immediately prior to such leave. An employee shall have terminated employment as of the date he or she ceases to be employed (regardless of whether the termination is in breach of local laws or is later found to be invalid) and employment shall not be extended by any notice period or garden leave mandated by local law. The Board will have sole discretion to determine whether a Participant has ceased to provide services for purposes of the Plan and the effective date on which the Participant ceased to provide services (the “Termination Date”).

EXHIBIT II

2024 AGENT EQUITY PROGRAM PARTICIPATION ELECTION FORM

eXp | WORLD HOLDINGS, INC.

Agent Equity Program

Participation Election Form

eXp World Holdings, Inc. ("EXPI" or the "Company") has adopted the following equity incentive plan (whichever is selected, and as amended from time to time, the "Plan"):

	2015 Equity Incentive Plan;
X	2024 Equity Incentive Plan; or
	_____

EXPI offers the Agent Equity Program (the "Program") which is administered pursuant to the Plan by the Company's Board of Directors or its designee (the "Board"). Pursuant to the Program, the Company may issue shares of EXPI's common stock ("Shares") to the agents and brokers of the real estate brokerage subsidiaries of the Company (individually and collectively referred to as "eXp") who elect to participate (each, a "Participant", collectively, "Participants") as payment of five percent (5%) of the commission compensation earned on a Transaction closed by a Participant. Participation in the Program is subject to the terms and conditions contained herein (the "Election Form"), and in each Participant's Independent Contractor Agreement (or commission-only real estate employee agreement, if applicable) (the "ICA"), the Program, and the Plan. Capitalized terms used, but not defined, herein shall have the meaning set forth in the ICA or Plan, as applicable.

Appendix: Notwithstanding any provisions in this Election Form, Participant's participation in the Program shall be subject to the special terms and conditions set forth in the Appendix this Election Form for Participant's country, which can be located at https://coda.io/@expi/agent-shareholder-hub/appendix-195. Moreover, if Participant relocates to one of the countries included in the Appendix (if any), the special terms and conditions for such country will apply to Participant, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Appendix constitutes part of this Election Form. Further, the Plan shall be deemed to include any special terms and conditions set forth in any applicable sub-plan for Participant's country, and, if Participant relocates to a country for which the Company has established a sub-plan, the special terms and conditions for such country will apply to Participant, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons.

Eligibility: All agents and brokers in Good Standing with eXp are eligible to participate in the Program.

Effectiveness of Participation: Participation in the Program shall become effective on the first day of the calendar month immediately following the date the Participant submits a valid Election Form. Stock compensation contributions will be applied only to Transactions that close on or after such effective date.

Termination of Participation: A Participant's termination from the Program shall become effective on the first day of the calendar month immediately following the date the Participant withdraws or is otherwise terminated from participation.

Issuance of Shares As Payment of Commission: By submitting this Election Form, Participant authorizes eXp to set aside five percent (5%) of Participant's net amount of Contractor Dollar (after splits, fees, and any other required withholdings) ("Shares for Payment") on Transactions which close in Participant's name, commencing with Transactions closing on or after Participant's Onboard Date, to be used to purchase Shares.

Price of Issued Shares: The price for Shares issued under the Program shall be at a five percent (5%) discount to the fair market value of EXPI's common stock, as determined by the closing market price of EXPI's common stock on the last trading day of the month during which the closing occurs on Transactions from which Shares for Payment has been authorized.

Issuance Date: Shares under the Program shall be issued on the last trading day of the month during which the closing occurs on Transactions from which a Shares for Payment has been authorized results in an accumulated Shares for Payment amount of not less than the purchase price of one whole Share (each, an "Issue Date").

Custody of Shares: All Shares issued under the Program shall initially be placed and held in an account created in Participant's name with Morgan Stanley at Work (or such other equity management platform determined by the Company from time to time).

Associated Costs: Ownership of Shares issued under the Program may come with associated costs imposed by third parties, including but not limited to, fees that may be imposed by a stockbroker, financial services broker of Participant's choosing, or others.

Issuance Errors: In the event Participant identifies an error in any issued Shares received under the Program, Participant must notify EXPI as soon as possible by writing to the Stock Plan Services team via electronic mail at stock@exprealty.net. When contacting the Stock Plan Services team, Participant must provide (1) their name and Agent ID number; (2) the Transaction number or property address of the Transaction that is the basis of the Shares issued with the error; and (3) a description of what Participant believes is wrong and a clear explanation of why Participant believes it is an error. If Participant does not notify the Stock Plan Services team within 30 (thirty) days after the Issue Date, the issuance will be deemed to be correct and Participant will not be able to dispute any errors. If Participant notifies EXPI orally, EXPI will require Participant to send the notice in writing in the manner described above within 2 (two) business days, which shall not toll the 30 (thirty) day notice period in any way. The Stock Plan Services team will notify Participant of the results of their investigation and if it is concluded that no error has occurred, they will send Participant an explanation. If it is concluded there was an error, the Stock Plan Services team will correct the error and notify Participant.

Cancellation of Participation: Any Participant may cancel his or her participation in the Program by completing a new Election Form online.

Modification or Termination: The Program is subject to modification or termination at the discretion of the Company's Board.

Responsibility for Taxes: Participant acknowledges that, regardless of any action taken by the Company or eXp, the ultimate liability for all income tax, social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items related to Participant's participation in the Program and legally applicable or deemed applicable to Participant ("Tax-Related Items")

is and remains Participant's responsibility. Furthermore, Participant acknowledges that the Company and/or the Service Recipient (a) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Program, including the acquisition of Shares under the Program and/or the receipt of any dividends paid on such Shares, and (b) do not commit to and are under no obligation to structure the terms of the Program or any aspect of Participant's participation in the Program to reduce or eliminate Participant's liability for Tax-Related Items or achieve any particular tax result. Further, if Participant is or becomes subject to a Tax-Related Item in more than one jurisdiction, Participant acknowledges that the Company and/or the Service Recipient (or former Service Recipient, as applicable) may be required to account for Tax-Related Items in more than one jurisdiction.

Withholding: Prior to the relevant tax withholding event (if any), Participant agrees to make adequate arrangements satisfactory to the Company and/or eXp to satisfy all Tax-Related Items. In this regard, Participant authorizes the Company or eXp, or their respective agents, at their discretion, to satisfy the obligations with regard to all taxes by one or a combination of the following: (a) withholding from Participant's commissions (or other compensation) payable to Participant by the Company and/or eXp; (b) withholding from proceeds of the sale of Shares acquired under the Program either through a voluntary sale or through a mandatory sale arranged by the Company (on Participant's behalf pursuant to this authorization and without further consent); (c) withholding Shares to be issued upon purchase under the Program, provided the Company only withholds a number of Shares up to the maximum statutory amount required to be withheld (unless otherwise permitted by the Plan); (d) Participant's payment of a cash amount (including by check representing readily available funds or a wire transfer); or (e) any other arrangement approved by the Board and permitted under applicable law.

Withholding (if any) for Tax-Related Items will be made in accordance with the Plan and such rules and procedures as may be established by the Board, and in compliance with the insider trading policy of the Company, if applicable. In the event of over-withholding using one of the methods described above, Participant may receive a refund of any over-withheld amount in cash but will have no entitlement to the Shares sold or withheld, or if not refunded, Participant may seek a refund from the local tax authorities.

Nature of Grant: By enrolling and participating in the Program, Participant acknowledges, understands and agrees that:

a. the Program is established voluntarily by the Company and it is discretionary in nature;

b. participation in the Program is exceptional, voluntary and occasional and does not create any contractual or other right to receive future Shares, or benefits in lieu of Shares, even if participation in the Program has been granted in the past;

c. all decisions with respect to future Shares or other grants, if any, will be at the sole discretion of the Company;

d. Participant's participation in the Program does not change the at will nature of Participant's independent contractor relationship with eXp and shall not create a right to employment or be interpreted as forming or amending a service contract, if any, with the Company, eXp or any subsidiary or affiliate and shall not interfere with the ability of the Company, eXp or any subsidiary or affiliate to terminate Participant's independent contractor relationship with eXp;

e. Participant is voluntarily participating in the Program;

f. the future value of the Shares is unknown, indeterminable and cannot be predicted with certainty;

g. the value of the Shares may increase or decrease in the future, even below the purchase price;

h. unless otherwise provided in the Program, the Plan or by the Company in its sole discretion, participation in the Program and the benefits evidenced by this Election Form do not create any entitlement to have the Program or any such benefits granted thereunder, transferred to, or assumed by, another company nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the Shares;

i. Participant acknowledges and agrees that neither the Company, eXp nor any subsidiary or affiliate, shall be liable for any foreign exchange rate fluctuation between Participant's local currency and the U.S. dollar that may affect the value of the Shares or any amounts due pursuant to the Shares or the subsequent sale of any Shares under the Program; and

j. no claim or entitlement to compensation or damages shall arise when Participant withdraws from the Program due to Participant's termination of the service relationship (for any reason whatsoever, whether or not later found to be invalid or in breach of applicable laws in the jurisdiction where Participant is providing services or the terms of Participant's ICA) and in consideration of participation in the Program and the acquisition of Shares under the Program, Participant agrees not to institute any claim against the Company, eXp, and/or its subsidiaries and affiliates.

No Advice Regarding Grant: Neither the Company nor eXp is providing any tax, legal or financial advice, nor is the Company making any recommendations regarding Participant's participation in the Program or acquisition or sale of the Shares. Participant is hereby advised to consult with his or her own personal tax, legal and financial advisors regarding Participant's participation in the Program before taking any action related to the Program.

Data Privacy: The Company and eXp and their subsidiaries and affiliates hold certain personal information about Participant, including, but not limited to, Participant's name, home address, telephone number, date of birth, social security number or other tax identification number, nationality, job title, any Shares or directorships held in the Company, details of all rights to purchase Shares or any other entitlement to Shares awarded, canceled, exercised, vested, unvested or outstanding in Participant's favor (the "Data").

Participant hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of Participant's Data as described in this Election Form and any other documents or materials by and among, as applicable, eXp, the Company and its other subsidiaries and affiliates for the exclusive purpose of implementing, administering, and managing Participant's participation in the Program.

Participant understands that the Data will be transferred to Morgan Stanley, or such other stock plan service provider as may be selected by the Company in the future, which is assisting the Company with the implementation, administration and management of the Program. Participant understands that the recipients of the Data may be located in the

United States or elsewhere, and that the recipients' country (e.g., the United States) may have different data privacy laws and protections than Participant's country. Participant understands that if Participant resides outside the United States, Participant may request a list with the names and addresses of any potential recipients of the Data by contacting the Company. Participant authorizes the Company, Morgan Stanley and any other possible recipients which may assist the Company (presently or in the future) with implementing, administering and managing the Program to receive, possess, use, retain and transfer the Data, in electronic or other form, for the sole purpose of implementing, administering and managing Participant's participation in the Program. Participant understands that the Data will be held only as long as is necessary to implement, administer and manage Participant's participation in the Program. Participant understands that if Participant resides outside the United States, Participant may, at any time, view the Data, request information about the storage and processing of the Data, require any necessary amendments to the Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing the Company. Further, Participant understands that Participant is providing the consents herein on a purely voluntary basis. If Participant does not consent, or if Participant later seeks to revoke his or her consent, Participant's service with eXp will not be affected; the only consequence of refusing or withdrawing Participant's consent is that the Company would not be able to grant participation in the Program or other equity awards to Participant or administer or maintain such awards. Therefore, Participant understands that refusing or withdrawing his or her consent may affect Participant's ability to participate in the Program. For more information on the consequences of Participant's refusal to consent or withdrawal of consent, Participant understands that he or she may contact the Company.

Governing Law and Venue: Participation in the Program and the provisions of this Election Form are governed by, and subject to, the laws of the State of Delaware, without regard to the conflict of law provisions. For purposes of litigating any dispute that arises under participation in the Program or this Election Form, the parties hereby submit to and consent to the exclusive jurisdiction of the State of Delaware and agree that such litigation shall be conducted exclusively in the courts of the State of Delaware.

Language: Participant acknowledges that he or she is proficient in the English language, or has consulted with an advisor who is proficient in the English language, so as to enable Participant to understand the provisions of this Election Form and the Program. If Participant has received this Election Form or any other document related to the Program translated into a language other than English and if the meaning of the translated version is different from the English version, the English version will control.

Severability: The provisions of this Election Form are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

Imposition of Other Requirements: The Company reserves the right to impose other requirements on Participant's participation in the Program and on any Shares acquired under the Program, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

Waiver: Participant acknowledges that a waiver by the Company of breach of any provision of

this Election Form shall not operate or be construed as a waiver of any other provision of this Election Form, or of any subsequent breach by Participant or any other Participants.

Insider Trading/Market Abuse: Participant acknowledges that, depending on Participant's or Participant's broker's country or where the Shares are listed, Participant may be subject to insider trading restrictions and/or market abuse laws which may affect Participant's ability to accept, acquire, sell or otherwise dispose of Shares, rights to purchase Shares or rights linked to the value of Shares during such times Participant is considered to have "inside information" regarding the Company, as defined in the laws or regulations in the applicable jurisdictions). Local insider trading laws and regulations may prohibit the cancellation or amendment of orders Participant placed before Participant possessed inside information. Furthermore, Participant could be prohibited from (a) disclosing the inside information to any third party (other than on a "need to know" basis) and (b) "tipping" third parties or causing them otherwise to buy or sell securities. Participant is responsible for complying with any restrictions and should speak to his or her personal advisor on this matter.

Exchange Control, Foreign Asset/Account and/or Tax Reporting: Depending upon the country to which laws Participant is subject, Participant may have certain foreign asset/account and/or tax reporting requirements that may affect Participant's ability to acquire or hold Shares under the Program or cash received from participating in the Program (including from any dividends or dividend equivalents or sale proceeds arising from the sale of Shares) in a brokerage or bank account outside Participant's country of residence. Participant's country may require that Participant report such accounts, assets or transactions to the applicable authorities in Participant's country. Participant also may be required to repatriate cash received from participating in the Program to Participant's country within a certain period of time after receipt. Participant is responsible for knowledge of and compliance with any such regulations and should speak with his or her personal tax, legal and financial advisors regarding the same.

Acknowledgments: Participant understands that participation in this Program is subject to the terms and conditions contained in his or her ICA, this Election Form, the Program itself, and the Plan. Participant has read and fully understands both the Program and the Plan. By participating in the Plan, Participant agrees to be bound by the terms and conditions of the ICA, the Program and the Plan. By acceptance of this opportunity to receive Shares for Payment, Participant consents to the electronic delivery of all related documents, including the Program, the Plan, any account statements and Plan prospectuses, as applicable, and all other documents that EXPI may be required to deliver to its security holders (including, without limitation, annual reports and proxy statements) or other communications or information related to an investment in EXPI's stock. Electronic delivery may include the delivery of a link to a Company intranet or the internet site of a third party, the delivery of the document via email or such other delivery method determined at EXPI's discretion.

By signing this Election Form, Participant certifies that he or she is of legal age in the state, province, or country of his or her residence.

Participant, by signing this Election Form, certifies that:

a. Participant is not subject to backup withholding because (a) Participant is exempt from backup withholding, (b) Participant has been notified by the relevant tax authority that Participant is not subject to backup withholding, or (c) the relevant tax authority has notified Participant that Participant is no longer subject to backup withholding; and

b. Participant is receiving the Shares solely for Participant's own account, and not for the benefit of any other person. Participant is being issued the Shares solely for investment purposes and not with a view to distribution or resale, nor with the intention of selling, transferring or otherwise disposing of all or any part thereof for any particular price, or at any particular time, or upon the happening of any particular event or circumstance, except selling, transferring, or disposing of the Shares, in full compliance with all applicable provisions of the Securities Act, the rules and regulations promulgated by the Securities and Exchange Commission thereunder, and applicable state and foreign country securities laws.

Participant confirms that she or he has had the opportunity to ask questions of, and receive answers from, the Company, eXp, or any authorized person acting on its behalf concerning the Company and its businesses, and to obtain any additional information, to the extent possessed by the Company or eXp (or to the extent it could have been acquired by the Company or eXp without unreasonable effort or expense) necessary to verify the accuracy of the information received by Participant.

Participant has carefully considered and has discussed (or accepts the responsibility to discuss) with its own legal, tax, accounting and financial advisors, to the extent the Participant has deemed necessary, the suitability of this investment and the transactions contemplated by this Election Form for the Participant's particular federal, state, provincial, local and foreign tax and financial situation and has independently determined that this investment and the transactions contemplated by this Election Form are a suitable investment for the Participant.

NO AGENT, BROKER OR ELIGIBLE INDIVIDUAL SHALL BE DEEMED A PARTICIPANT UNLESS AND UNTIL THIS COMPLETED ELECTION FORM HAS BEEN SUBMITTED AND RECEIVED BY THE COMPANY OR EXP.

Please select the appropriate choice below and sign:

_____ **YES**, I would like to participate in the Program
_____ **NO**, I do not wish to participate in the Program at this time.

Contractor Name: _____

Signature: _____

Date: _____

EXHIBIT III

ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025, FILED BY EXP WORLD HOLDINGS, INC. WITH THE SEC ON FEBRUARY 24, 2026

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2025**

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: **001-38493**

eXp World Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**98-0681092**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2219 Rimland Drive, Suite 301 **Bellingham, WA**	**98226**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(360) 685-4206**

Securities registered pursuant to section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.00001 per share	**EXPI**	**The Nasdaq Stock Market**

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ **No** ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ **No** ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes ☐ **No** ☒

Based on the registrant's closing price of $9.10 as quoted on the Nasdaq Stock Market on June 30, 2025 the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the voting and nonvoting common equity held by non-affiliates of eXp World Holdings, Inc. was approximately $795.7 million. The number of shares of the registrant's common stock outstanding as of December 31, 2025 was 161,049,979.

DOCUMENTS INCORPORATED BY REFERENCE The registrant intends to file a definitive proxy statement pursuant to Regulation 14A within 120 days after the end of the fiscal year ended December 31, 2025. Portions of such proxy statement are incorporated by reference into Part III of this annual report on Form 10-K.

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FORWARD-LOOKING STATEMENTS

Each of the terms the “Company”, “eXp”, “we”, “us”, and “our” as used herein refers collectively to eXp World Holdings, Inc. and its wholly owned subsidiaries, unless otherwise stated.

This Annual Report on Form 10-K (the “Annual Report”) contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Many of the forward-looking statements are located in Part I, Item 1 of this Annual Report under the heading “Business” and Part II, Item 7 of this Annual Report under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. For example, statements in this Annual Report regarding the potential future impact of macroeconomic conditions on the Company’s business and results of operations and expectations of growth, including as a result of investment in technology and entering into new markets, are forward-looking statements. Forward-looking statements can also be identified by words such as “future,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “will,” “would,” “could,” “can,” “may,” and similar terms. Forward-looking statements are not guarantees of future performance and the Company’s actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to:

- the impact of macroeconomic conditions on the strength of the residential real estate market;
- the impact of monetary policies of the U.S. federal government and its agencies on the Company’s operations;
- the impact of changes in consumer attitudes on home sale transaction volume;
- the impact of excessive or insufficient home inventory supply on home sale transaction value;
- the Company’s ability to attract and retain additional qualified personnel;
- changes in tax laws and regulations that may have a material adverse effect on the Company’s business;
- the Company’s ability to protect its intellectual property rights;
- the impact of security breaches, interruptions, delays and failures in the Company’s systems and operations on the Company’s business;
- the Company’s financial condition and reputation;
- the Company’s ability to predict the demand or growth of its new products and services;
- the Company’s ability to maintain its agent growth rate;
- the impact of adverse outcomes in litigation and regulatory actions against the Company and other companies and agents in its industry on the Company’s business, including the outcome of any settlements related to those actions; and
- the effects of inflation and continuing high interest rates on real estate transaction values and the Company’s operating results, profits and cash flows;

as well as those risks discussed in Part I, Item 1A, “Risk Factors”, Item 3, “Legal Proceedings,” Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, and elsewhere in this Annual Report. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

NOTE REGARDING INDUSTRY AND MARKET DATA

This Annual Report contains information based on industry publications or reports generated by third-party providers, or other publicly available information, as well as other information based on the Company’s internal sources. As noted in this Annual Report, the National Association of Realtors (“NAR”), and various Multiple Listing Service (“MLS”) systems are the primary source for third-party industry data and those systems generally state that the information contained therein has been obtained from sources believed to be reliable. We have not independently verified any of the data from third-party sources nor have we validated the underlying economic assumptions relied on therein.

PART I

Item 1. BUSINESS

General

The Company owns and oversees a diversified portfolio of service-oriented businesses. These businesses are integrated through the Company's advanced enabling technology platform which enables collaboration and operational leverage across its ecosystem.

The Company's strategic focus is the continued expansion of its real estate brokerage operations by delivering a differentiated value proposition to agents—centered on industry-leading economics, ownership opportunities, and access to tools and services that support long-term professional growth. Through disciplined investment in technology, education, and affiliated services, the Company seeks to provide a scalable platform where real estate professionals can grow their businesses and adapt to an evolving real estate marketplace. A core element of the Company's value proposition is its commitment to cooperation, transparency, and consumer-centric practices, which the Company views as essential to a healthy, open real estate marketplace and a key differentiator in attracting and retaining professional agents.

Throughout 2025, the Company also introduced new programs and specialized divisions designed to support agents in growing and expanding their businesses across a range of property types. In the second quarter of 2025, the Company launched its Land and Ranch Division, to support agents specializing in rural, recreational, and agricultural properties. During the fourth quarter of 2025, the Company launched its Sports and Entertainment Division, aimed at supporting agents serving clients in the sports and entertainment sectors. In addition, during the second quarter of 2025, the Company introduced its Co-Sponsor Program, allowing agents to designate both a primary sponsor and a co-sponsor, as well as a U.S. open-sourced Seller Advisory: Risks of Limited Market Exposure form, in line with the Company's commitment to transparency and education.

The Company also continued to invest in its technology platform and agent-facing tools. In the third quarter of 2025, the Company launched its CRM of Choice initiative, which allows agents to select from three leading customer relationship management platforms based on their individual business needs, and released LYVVE™, its global property search platform designed to consolidate listings and related data from multiple countries into a single, border-agnostic search interface for agents and consumers.

During 2025, the Company made several key leadership appointments to support its continued growth and operational focus. In the third quarter of 2025, Jesse Hill was appointed Chief Financial Officer of eXp World Holdings, Inc. In the fourth quarter of 2025, Carrie Lysenko was appointed Chief Technology Officer of eXp Realty ®, and Holly Mabery was appointed Chief Brokerage Officer of eXp Realty.

Business Segments

The Company operates its business through three reportable segments: North American Realty, International Realty, and Other Affiliated Services. North American Realty includes residential and commercial brokerage, lead generation, and related support services in the United States and Canada and, beginning with the first quarter of 2025, FrameVR.io, the Company's proprietary, web-accessible 3D immersive technology platform that provides a virtual environment for agent collaboration, training, and community engagement. International Realty includes brokerage operations and support services across 27 countries throughout the Americas, Europe, the Middle East, Asia-Pacific, and South Africa. Both segments generate revenue primarily from commissions on residential real estate transactions, supported by the Company's cloud-based brokerage model.

Other Affiliated Services includes SUCCESS® magazine and related media properties. Prior to the first quarter of 2025, Other Affiliated Services also included FrameVR.io. In 2024, the Company wound down the Virbela business, and its remaining operations no longer met the criteria for a reportable segment; therefore, any operating results related to Virbela, prior to the completion of its disposition in the fourth quarter of 2024, are included in discontinued operations. As a result, all prior period segment disclosures have been reclassified to conform to the current reporting structure.

North American Realty and International Realty

Both the North American Realty segment and the International Realty segment generate revenue primarily by serving as a licensed broker for the purpose of processing residential and commercial real estate transactions, from which the Company earns commissions. The Company in turn pays a portion of the commissions earned to its real estate agents and brokers. eXp offers an innovative cloud-based brokerage model, which reduces costs to the Company's agents and brokers. The model features low entry fees, stock ownership opportunities for agents and brokers and a revenue-sharing plan through which agents and brokers can earn commission from transactions conducted by agents and brokers they have attracted to eXp.

Other Affiliated Services

The Company's Other Affiliated Services segment includes SUCCESS® magazine and its related media properties, which provide training, classes, resources, and tools to empower our agents, brokers, staff, and general customers to excel and empower their professional development.

Markets and Customers

The Company's clients are primarily residential homeowners and homebuyers served through its network of independent agents and brokers. The North American Realty segment includes operations across all 50 U.S. states and all Canadian provinces and represented 96.9% of total consolidated revenues in 2025. The International Realty segment includes operations in 27 countries throughout the Americas, Europe, the Middle East, Asia-Pacific, and South Africa and represented 3.1% of total consolidated revenues in 2025. Other Affiliated Services includes SUCCESS® media properties, which provide affiliated services and professional development tools that support its agents, brokers, and customers.

Competition

The Company's real estate brokerage business competes with local, regional, national and international residential real estate brokerages with respect to the sale of homes and to attract and retain agents, teams of agents, brokers and consumers — both home sellers and buyers. The Company competes primarily on the basis of its service, culture, collaboration, and utilization of cloud-based systems and technologies that reduce costs, while providing relevant and substantial professional development and opportunities for its agents and brokers to generate more business and participate in the growth of the Company.

Residential real estate brokerage companies typically realize revenues in the form of a commission based on a percentage of the price of each home purchased or sold, which varies based on geographical location and specific customer-agent negotiations, among other factors. Therefore, variability in the commissions earned in the real estate industry exists based on general economic and market factors, as well as the price and volume of homes sold. The Company is positioned to earn commissions on either — or both — of the buy side or sell side of residential real estate transactions, as well as the ability to receive other fees for complementary services provided during the closing process.

The Company believes that it is the only global cloud-based real estate brokerage with massive scale. This innovative operational structure coupled with the Company's distribution model allows the Company to effectively enter new markets with speed and flexibility and without much of the investment and cost associated with establishing a traditional brokerage. The Company also believes its compensation and incentive programs to attract and retain highly productive agents are some of the most compelling in the industry. As such, the Company believes that it is well positioned in the competitive landscape.

Software Development

The Company continues to increase its investment in the development of its own cloud-based technology and transaction processing platforms and further expand its technological products and service offerings. The Company continues to create process efficiencies and provide its agents and brokers with technologies designed to facilitate transactions in an efficient and consumer-friendly way. The Company's operational model and growth strategies necessitate the proprietary technologies used to support its operations now and in the future, as well as requiring the Company to, at times, consider existing and emerging technology companies for acquisition, partnerships and other collaborative relationships.

Intellectual Property

The Company's cloud-based real estate brokerage is highly dependent on the proprietary technology that the Company employs and the intellectual property that the Company creates. "eXp Realty" is one of the Company's registered trademarks in the United States, among other registered and nonregistered trademarks. The Company also owns the rights to key domain names used by its domestic and international brokerages: including, for example, https://exprealty.com and https://exprealty.ca. Additionally, the Company owns registered trademarks and the rights to domain names which are leveraged in its other business segments and in connection with services that complement its real estate brokerage, such as the "SUCCESS®" registered trademark and https://success.com. The Company has also engaged various third parties to extend enterprise licenses for critical transaction management, client relationship management and other proprietary software. Information contained on the websites associated with such domain names is not incorporated by reference into this Annual Report.

While there can be no assurance that registered trademarks and other intellectual property rights will protect the Company's proprietary information, it intends to assert its intellectual property rights against any infringement. Although any assertion of the Company's rights could result in a substantial cost and diversion of management effort, the Company believes the protection and defense against infringement of its intellectual property rights are essential to its business.

Seasonality of Business

Seasons and weather traditionally impact the real estate industry in the markets in which the Company operates. Spring and summer seasons historically reflect greater sales periods and, in turn, higher revenues and operating results in comparison to fall

and winter seasons. The Company has historically experienced higher revenue during the second and third quarters of its fiscal year due in part to seasonal industry patterns. By contrast, the Company's Other Affiliated Services segment experiences generally consistent revenue during the year, with some increased adoption around the Company's eXpcon events held throughout the year.

Government Regulation

Legal and Regulatory Environment

The Company operates in highly regulated industries and is subject to changes in laws, regulations, and government policies, as well as their interpretation and enforcement by regulatory bodies and other authorities.

Residential Real Estate

The Company operates in the residential real estate industry, which is subject to extensive federal, state, local, and international regulation, as well as oversight by industry associations. Our participation in multiple listing services and industry organizations also exposes us to evolving rules and policies that may be influenced by regulatory developments, litigation, or government action. The industry is also subject to scrutiny in areas such as antitrust, competition, settlement procedures, consumer protection, and worker classification.

RESPA

The Real Estate Settlement Procedures Act ("RESPA") and similar laws govern payments and referrals in connection with residential real estate transactions, including mortgages, title, and insurance. Compliance can be complex due to differing interpretations by courts and regulators, and violations may result in loss of brokerage licensure, significant fines, legal costs, and private litigation. State laws restricting inducements and gifts to consumers also affect our lead-generation efforts.

Antitrust

The Company is subject to U.S. and international antitrust and competition laws, including the Sherman Act, the Federal Trade Commission Act, the Clayton Act, and comparable statutes in other jurisdictions. These laws prohibit anti-competitive conduct such as price-fixing and apply broadly to our industry.

Regulatory scrutiny of broker compensation and MLS practices has intensified in recent years. In March 2024, the NAR reached a settlement requiring significant changes to its policies, including increased transparency in agent compensation and MLS rules, which have impacted industry practices. The long-term effects of these changes remain uncertain but could increase costs or alter competitive dynamics.

As disclosed in *Note 13 – Commitments and Contingencies* to the consolidated financial statements, the Company is a defendant in certain antitrust class actions in the U.S. and Canada. In December 2024, the Company agreed to a settlement requiring changes to business practices and a payment of $34.0 million, subject to final court approval. These proceedings, and related settlements across the industry, may continue to require changes to our or our brokers' business models, including compensation practices.

Worker Classification

Most of the Company's real estate professionals are retained as independent contractors, except where local laws require otherwise. Their classification is subject to rules of the Internal Revenue Service ("IRS"), foreign regulations, and applicable state and provincial laws, all of which are subject to interpretation and change. The Company monitors ongoing federal, state, and international developments in this area.

Cybersecurity and Data Privacy Regulations

The Company is subject to domestic and international laws governing data privacy and cybersecurity, including U.S. statutes such as the Gramm-Leach-Bliley Act and the California Consumer Privacy Act, and international frameworks such as the European Union's General Data Protection Regulation. These laws impose obligations related to safeguarding personal data and carry significant penalties for non-compliance. Global data privacy requirements continue to evolve, and we monitor developments across jurisdictions. For additional discussion of related risks, see Item "1A - Risk Factors" in this Annual Report.

TCPA

The Telephone Consumer Protection Act ("TCPA") regulates telemarketing practices, including restrictions on autodialing, prerecorded messages, and communications to numbers on national or state Do-Not-Call registries. The TCPA requires written consent for certain mobile communications, and some states have adopted or may adopt their own versions of these rules. The Company may be subject to class action claims alleging responsibility for contacts made by its real estate professionals.

Environmental Regulation

Although the Company operates with a limited physical footprint, we are subject to environmental regulations, particularly those addressing emissions from data centers and cloud operations. In the U.S., states such as California have expanded climate reporting and accountability laws. Internationally, the European Union's Corporate Sustainability Due Diligence Directive and the International Sustainability Standards Board's sustainability disclosure standards may increase expectations for emissions reporting and transparency. While the direct impact on our business is limited by our cloud-based model, evolving global requirements and stakeholder demands could increase compliance obligations.

Human Capital

The Company's employees, brokers, and independent contractor real estate agents represent the human capital investments imperative to its operations. As of December 31, 2025, the Company had approximately 1,834 full-time equivalent employees and over 83,000 real estate agents. The Company also utilizes part-time and temporary employees and consultants when necessary; in a limited number of the Company's foreign markets, the Company relies on the use of indirect employment structures where personnel providing certain services to the foreign entities are employed by a contractor of the Company and are not employed by the Company. The Company's employees are not members of any labor union.

The Company's operations are overseen directly by management. Management oversees all responsibilities in the areas of corporate administration, business development and technological research and development. The Company continues to enhance its current management to retain skilled employees with experience relevant to the Company's business.

The Company's human capital objectives focus on attracting, developing, and retaining employees and agents. The Company also offers competitive compensation programs, including equity award opportunities for its agents and employees.

Most of the Company's real estate professionals are retained as independent contractors, except where local laws require otherwise. Their classification is subject to IRS rules, foreign regulations, and applicable state and provincial laws, all of which are subject to interpretation and change. The Company monitors ongoing federal, state, and international developments in this area.

Available Information

Our website is https://expworldholdings.com. The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended (the "Exchange Act"), are filed with the Securities and Exchange Commission (the "SEC"). Such reports and information are made available free of charge through our Investor Relations website, www.expworldholdings.com/investors/sec-filings/, as soon as reasonably practicable after we electronically file that material with, or furnish it to, the SEC. The public can obtain any documents that we file with the SEC at *www.sec.gov*.

Item 1A. RISK FACTORS

In addition to the other information set forth in this Annual Report, you should carefully consider the following factors, which could materially affect the Company's business, financial condition or results of operations in future periods. The risks described below are not the only risks facing the Company. Additional risks not currently known to the Company or that it currently deems to be immaterial may materially adversely affect its business, financial condition or results of operations in future periods. You should carefully consider the risk factors described below, together with all of the other information in this Annual Report, including the Company's consolidated financial statements and notes thereto and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Annual Report. Certain statements in this Annual Report are forward-looking statements. See the section of this Annual Report titled "Forward-Looking Statements."

Risks Related to the Company's Business and Industries

The Company's business results are materially influenced by the strength of the U.S. residential real estate sector and overall economic conditions.

The Company's business results are closely related to the strength of the U.S. residential real estate market, which is cyclical in nature, and general economic conditions, which are beyond its control. Any of the risks identified below could reduce residential real estate transaction volumes, depress home prices, or otherwise negatively influence the industry and the Company's results of operations:

- economic slowdown or recession in the U.S., Canada, or other markets within which the Company operates;
- increased unemployment or declines in wage and salary levels;
- increased energy costs;
- higher interest rates, such as the high interest rates during 2024 and 2025, and continuing inflationary pressures;

- increased costs of obtaining mortgages, reduced availability of mortgage financing, or increased down payment requirements;
- an increase in foreclosure activity;
- general changes in consumer attitudes and behaviors, such as declining marriage and birth rates;
- disruptions in capital markets, significant volatility in U.S. and international equity markets, deterioration in global financial conditions, or declines in the stock market;
- changes to tax laws that eliminate, reduce, or limit deductions for mortgage interest or property taxes;
- changes in laws or regulations or actions taken by international, federal, and state governments, agencies and government-sponsored entities;
- lower consumer confidence in the national and global economy and/or real estate market;
- declining affordability of homes;
- slowdown in buyer demand for real estate and changing social attitudes toward home ownership;
- excessive or insufficient housing inventory;
- evolving federal policy under the current administration, including “Buy American” and protectionist trade or immigration measures, which could affect global supply chains, the cost of goods and labor, or foreign investment in real estate, each of which may influence housing demand or affordability;
- war, terrorist attacks or other geopolitical and security issues, including the ongoing conflict in Eastern Europe, rising tensions in the Middle East (including with Iran), and heightened strategic competition in the Asia-Pacific region (including between China and Taiwan), any of which could disrupt global economic conditions, supply chains, or the Company’s international operations;
- changes in trade policy including the imposition of new tariffs, and responses to such tariffs, that may indirectly affect the cost of homebuilding materials, consumer goods, or broader economic sentiment; and
- natural disasters or adverse weather events, or the public perception that any of these events may occur.

Monetary policies of the U.S. federal government and its agencies, particularly those impacting mortgage interest rates and buyer affordability, may have a material adverse impact on the Company’s operations.

The Company generates a significant portion of its revenue from the U.S. real estate market, which is heavily influenced by the Federal Reserve Board. By regulating the supply of money and credit these policies directly impact mortgage interest rates – a primary driver of the U.S. real estate market The Company’s business and profitability are negatively impacted by any rising interest rate environment, as higher mortgage rates typically lead to a decrease in the number of home sale transactions.

Elevated mortgage rates, combined with an increased overall cost of living and broader economic pressures, create significant affordability challenges that reduce the ability and willingness of prospective buyers to purchase a home. Specifically:

Higher interest rates reduce purchasing power. In addition, rising costs associated with student loan obligations, healthcare, insurance, and other essential living expenses have further constrained affordability for households considering homeownership.

These affordability pressures have contributed to longer decision timelines and, in some cases, delayed or deferred home purchases, particularly among first-time buyers. As a result, the average age of first-time homebuyers has increased, which may reduce transaction activity earlier in the buyer lifecycle and negatively impact overall housing demand.

The mortgage market continues to rely heavily on government-sponsored enterprises such as Fannie Mae, Freddie Mac, and Ginnie Mae to provide liquidity. While these programs remain in place, changes to their underwriting standards, loan programs, or pricing, as well as sustained higher interest rates, could further affect affordability and buyer demand.

In addition, the availability and cost of homeowners’ insurance particularly in regions subject to increased climate-related risks - can materially affect the cost of homeownership and a buyer’s ability to obtain financing. If insurance coverage becomes more limited or more expensive, housing demand and transaction activity may decline.

If elevated interest rates, affordability challenges, or other economic pressures persist or worsen, the number of real estate transactions facilitated through the Company’s platform could continue to decline, which would adversely affect the Company’s revenues, operating results, and financial condition.

Fluctuations in housing inventory levels can negatively impact the Company's business, which depends on the ability of its brokers and agents to facilitate home sales. In certain markets, limited supply in recent years has reduced transaction activity.

Factors outside the Company's control such as the pace of new housing construction, macroeconomic conditions, rising mortgage costs that discourage potential sellers from moving, and increased purchases of residential properties by institutional investors for long-term rental or corporate use have contributed to lower inventory and fewer completed transactions in recent years. Conversely, periods of elevated inventory can also dampen demand and slow sales activity. Sustained imbalances in housing supply, whether too low or too high, could materially and adversely affect the Company's business, financial condition, and results of operations.

Material decreases in the average brokerage commission rate, due to conditions beyond the Company's control, could materially adversely affect its financial results.

There are many factors that contribute to average broker commission rates that are beyond the Company's control. Factors that can contribute to a material decrease in brokerage commissions include changes in regulation, litigation (including pending litigation and industry practice changes described elsewhere in this Annual Report), the rise of certain competitive brokerage or non-traditional competitor models, an increase in the popularity of discount brokers and agents, increased adoption of flat fees, commission models with more competitive rates, rebates or lower commission rates on transactions, as well as other competitive factors. For example, the Company competes with other brokerages that may have reduced operating margins and access to capital resources permitting them to prioritize market share over profits, as well as the growing popularity of non-traditional platforms such as listing aggregators, which may put additional pressure on the Company's commissions and related costs. The average broker commission rate for a real estate transaction is a key determinant of the Company's profitability, and a material decrease in brokerage commission rates could have a material adverse effect on the Company's business and profitability.

The introduction and integration of emerging technologies, including artificial intelligence, presents various operational, compliance, and reputational risks and could impact the Company's competitive position and financial performance.

Emerging technologies, including artificial intelligence ("AI") and machine learning, are reshaping the real estate brokerage industry and offer opportunities to enhance efficiency, productivity, and client experience; however, the Company's adoption of these tools—including agent support chatbots, document processing systems, employee digital twins, and agent-facing custom Generative Pre-trained Transfer, or GPTs—also creates risks related to reliability, accuracy, data privacy, bias, and regulatory compliance. Failures or limitations in these technologies could disrupt operations, expose the Company to legal or reputational harm, and negatively affect agent productivity and its competitive position.

Additionally, AI algorithms and other emerging technologies may be flawed and datasets underlying such technologies may be insufficient or contain biased information. If the new technologies integrated into the Company's operations produce analyses or recommendations that are or are alleged to be deficient, inaccurate, or biased, the Company's reputation, business, financial condition, and results of operations may be adversely affected.

The Company expects that there will continue to be new laws or regulations governing the use of AI technology, which might be burdensome for the Company to comply with and may limit the Company's ability to offer or enhance its existing tools and features or new offerings using, incorporating, or relying on AI technology. Further, the use of AI technology requires specialized expertise. The Company may not be able to attract and retain top talent to support the Company's AI technology initiatives. If any of the operational, compliance or reputational risks were to materialize, the Company's business and results of operations may be adversely affected.

The Company's operating results are subject to seasonality and vary significantly among quarters during each calendar year, making meaningful comparisons of successive quarters difficult.

Home sales in successive quarters can fluctuate significantly due to a wide variety of factors, including, but not limited to, holidays, national or international emergencies, the school year calendar's impact on timing of family relocations, interest rate changes or speculation of pending interest rate changes, natural disasters, including hurricanes, flooding and wildfires, and the overall macroeconomic market.

Additionally, seasons and weather traditionally impact the real estate industry. The Company has historically experienced lower revenues during the fall and winter seasons in comparison to spring and summer seasons, as well as during periods of unseasonable weather, which reduces the Company's operating income, net income, operating margins and cash flow. Past performance in similar seasons or during similar weather events can provide no assurance of future or current performance and macroeconomic shifts in the markets the Company serves can conceal the impact of poor weather or seasonality.

The Company's revenue and operating margins each quarter will remain subject to seasonal fluctuations, poor weather and natural disasters and macroeconomic market changes that may make it difficult to compare or analyze the Company's financial performance effectively across successive quarters.

Climate-related physical impacts, regulatory changes, and disclosure obligations could increase costs, reduce transaction activity, and expose the Company to liability or reputational harm.

Chronic and acute physical impacts of climate change, such as rising home insurance costs, home insurance unavailability, flooding, wildfires, hurricanes, and other severe weather events, may reduce property values, disrupt housing supply, and limit affordability for buyers. These events can slow transaction volumes, shift population growth away from high-risk regions, negatively affect the geographic mix of the Company's revenues, and pose direct risks to the safety of the Company's agents, brokers, clients, and employees in affected markets. Transition risks, including new building codes, retrofitting mandates, energy-efficiency standards, and climate-related taxes or insurance market interventions, may increase the cost of property ownership, alter buyer demand, and extend transaction timelines. Liability risks may arise if the Company's brokers or agents fail to comply with new climate-related disclosure requirements or misstate property-related risks, and the Company could also face regulatory penalties, litigation, or reputational harm if the Company fails to comply with evolving climate-related laws and regulations applicable to the Company's operations. Any or all of these risks could materially and adversely impact the Company's business, revenue, results of operations, and financial condition.

The Company may be unable to attract, retain, and incentivize qualified real estate professionals.

The Company's success depends significantly on its ability to attract, retain, and engage qualified real estate agents and brokers, who are the foundation of the Company's revenue-generating activities. Competition for skilled agents and brokers is intense, as the Company faces pressure from other brokerages offering alternative compensation models, technology tools, or support services, as well as from technology companies seeking experienced professionals in software development and cloud-based solutions. If the Company fails to recruit and retain a strong network of agents and brokers, the Company's competitive position, market share, and overall business performance could be adversely affected.

Industry and regulatory changes, including recent revisions to National Association of Realtors ("NAR") policies and standards, buyer-broker compensation practices, and the recent settlement resolving nationwide antitrust litigation against NAR and major brokerages, may increase compliance burdens for agents, raise operating costs, and impact the perceived value of the profession. These developments could lead to higher attrition rates across the industry and at the Company, particularly among part-time agents or those with lower transaction volumes. Broader shifts in compensation structures, licensing requirements, or competitive dynamics could further complicate the Company's ability to recruit and retain agents, and if a significant number of agents leave the profession or fail to maintain active licenses, the Company's agent base and market presence could be materially diminished.

Further, the Company's value proposition for agents and brokers, which includes allowing them to participate in the revenue of the Company, is not typical in the real estate industry. If agents and brokers do not understand or appreciate this unique model, including the Company's revenue share program, equity incentives, and cloud-based platform, the Company may not be able to attract, retain, and incentivize agents effectively. In addition, volatility in the value of the Company's stock or changes to the perceived value of its programs could negatively impact recruitment and retention.

If the Company is unable to attract, retain qualified agents and brokers, or to maintain their engagement with its model and programs, the Company's business, financial condition, results of operations, and growth prospects could be materially and adversely affected.

Loss of the Company's current executive officers or other key management could significantly harm its business.

The Company depends on the industry experience and talent of its current executives. The Company believes that its future results will depend in part upon its ability to retain and attract highly skilled and qualified management. The loss of the Company's executive officers could have a material adverse effect on its operations because other officers may not have the experience and expertise to readily replace these individuals. To the extent that one or more of the Company's top executives or other key management personnel depart from the Company, its operations and business prospects may be adversely affected. In addition, changes in executives and key personnel could be disruptive to the Company's business.

The Company's business, financial condition and reputation may be substantially harmed by security breaches, interruptions, delays and failures in its systems and operations.

The performance and reliability of the Company's systems and operations are critical to its reputation and ability to attract agents, teams of agents and brokers into the Company as well as its ability to service homebuyers and sellers. The Company's systems and operations are vulnerable to security breaches, interruption or malfunction due to events beyond its control, including natural disasters, such as earthquakes, fires and floods, power loss, telecommunication failures, break-ins, sabotage, computer viruses, intentional acts of vandalism and similar events. In addition, the Company relies on third-party vendors to provide key components of the Company's cloud office platform and to provide additional systems and related support. If the Company cannot continue to retain these services on acceptable terms, its access to these systems and services could be interrupted. Any security breach, interruption, delay or failure in the Company's systems and operations could substantially reduce the transaction volume that can be processed with its systems, impair quality of service, increase costs, prompt litigation and other consumer claims and damage the Company's reputation, any of which could substantially harm the Company's results of operations and financial condition.

Cybersecurity incidents could disrupt the Company's business operations, result in the loss of critical and confidential information, adversely impact the Company's reputation and harm its business.

Cybersecurity threats and incidents directed at the Company could range from uncoordinated individual attempts to gain unauthorized access to information technology systems to sophisticated and targeted measures aimed at disrupting business or gathering personal data of clients, agents, or customers. Additionally, bad actors are increasingly using AI technology to launch more automated, targeted, and coordinated attacks, including deep-fake impersonations and other techniques that could facilitate wire fraud or other fraudulent activities. In the ordinary course of the Company's business, the Company and its agents and brokers collect and store sensitive data, including proprietary business information and personal information about its clients.

The Company's business, and particularly its cloud-based platform, is reliant on the uninterrupted functioning of its information technology systems. The secure processing, maintenance and transmission of information are critical to the Company's operations, especially the processing and closing of real estate transactions, which are increasingly targeted by wire fraud schemes. Although the Company employs measures designed to prevent, detect, address and mitigate these threats (including access controls, data encryption, vulnerability assessments and maintenance of backup and protective systems), cybersecurity incidents, depending on their nature and scope, could potentially result in the misappropriation, destruction, corruption, or unavailability of critical data and confidential or proprietary information (the Company's own or that of third parties, including potentially sensitive personal information of the Company's clients, agents, and customers) and the disruption of business operations.

Any such compromises to the Company's security could cause harm to its reputation, which could cause clients, agents and customers to lose trust and confidence in the Company or could cause agents and brokers to unaffiliate with us. In addition, the Company may incur significant costs for remediation that may include liability for stolen assets or information, repair of system damage and compensation to clients, agents, customers and business partners. The Company may also be subject to legal claims, government investigations and additional state and federal statutory requirements.

The potential consequences of a material cybersecurity incident include regulatory violations of applicable U.S. and foreign privacy and other laws, reputational damage, loss of market value, litigation with third parties (which could result in the Company's exposure to material civil or criminal liability), diminution in the value of the services the Company provides to its customers, and increased cybersecurity protection and remediation costs (that may include liability for stolen assets or information), which in turn could have a material adverse effect on the Company's competitiveness and results of operations.

The Company may not be able to utilize a portion of its net operating loss or research tax credit carryforwards, which may adversely affect the Company's profitability.

As of December 31, 2025, the Company had federal, state and foreign net operating losses carryforwards due to prior years' losses. Certain pre-fiscal 2018 state net operating losses will carry forward for a limited number of years. Federal, as well as some state and foreign net operating losses generated in and after fiscal 2018 do not expire and can be carried forward indefinitely. The Company also has recorded federal research tax credits for the years 2019 to 2025 which will carry forward for 20 years and are expected to be fully utilized before expiration. A nominal portion of the Company's net operating loss may expire, increasing future income tax liabilities which may adversely affect its profitability.

In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, the Company's ability to utilize net operating loss carryforwards or other tax attributes, in any taxable year, may be limited if the Company experiences an "ownership change." A Section 382 "ownership change" generally occurs if one or more stockholders or groups of stockholders who own at least 5% of the Company's stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws. It is possible that an ownership change, or any future ownership change, could have a material effect on the use of the Company's net operating loss carryforwards or other tax attributes, which could adversely affect its profitability.

The Company could be subject to changes in tax laws and regulations that may have a material adverse effect in its business.

The Company operates and is subject to taxes in the United States and numerous other jurisdictions throughout the world. Changes to federal, state, local, or international tax laws on income, sales, use, indirect, or other tax laws, statutes, rules or regulations may adversely affect the Company's effective tax rate, operating results or cash flows.

The Company's effective tax rate could increase due to several factors, including: changes in the relative amounts of income before taxes in the various jurisdictions in which the Company operates that have differing statutory tax rates; changes to the Company's assessment about its ability to realize the Company's deferred tax assets that are based on estimates of its future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which the Company does business; the outcome of current and future tax audits, examinations or administrative appeals; and limitations or adverse findings regarding the Company's ability to do business in some jurisdictions.

In particular, new income, sales and use or other tax laws or regulations could be enacted at any time, which could adversely affect the Company's business operations and financial performance. Further, existing tax laws and regulations could be interpreted, modified or applied adversely to us. For example, the One Big Beautiful Bill Act ("OBBBA") enacted many significant changes to the U.S. tax laws. Future guidance from the IRS and other tax authorities with respect to the OBBBA may affect us, and certain aspects of the OBBBA could be repealed or modified in future legislation. In addition, it is uncertain if, and to what extent, various states will conform to the OBBBA or any newly enacted federal tax legislation. Changes in corporate tax rates, the realization of net operating losses, and other deferred tax assets relating to the Company's operations, the taxation of foreign earnings, and the deductibility of expenses under the OBBBA or future reform legislation could have a material impact on the value of the Company's deferred tax assets and could increase its future U.S. tax expense.

Tax incentives tied to homeownership, such as the deductibility of mortgage interest and property taxes, influence the affordability and attractiveness of buying a home. These benefits are subject to provincial, federal, and state limitations and could be eliminated, restricted, or otherwise reduced through changes in tax law. Any reduction in these incentives would increase the after-tax cost of homeownership, which could decrease buyer demand, slow residential real estate activity, and, in turn, adversely affect the Company's business, financial condition, and results of operations.

The Company may be unable to effectively and efficiently manage growth in its business.

The Company may struggle to manage growth in its business efficiently. Failing to scale the Company's operations to meet the increasing demands of its real estate professionals could negatively impact the Company's performance. As the Company onboards more real estate professionals, the need to enhance the Company's systems, integrate third-party systems, and maintain infrastructure becomes vital. Any delay in these upgrades can lead to system issues and reduced satisfaction among the Company's real estate professionals. This could deter existing and potential professionals from associating with the Company. Expanding the Company's systems efficiently may be challenging and also poses inherent risks, and the Company cannot guarantee timely and effective implementation. Such efforts might lead to decreased revenues and margins, impacting the Company's financial results.

The Company may not successfully complete or integrate acquisitions or joint ventures.

The Company regularly evaluates potential acquisitions, joint ventures, and other strategic opportunities as part of its growth strategy. These activities involve risks, including the Company's ability to identify and complete transactions on favorable terms, successfully integrate acquired businesses or joint ventures into its operations, and realize anticipated synergies or efficiencies within expected timeframes. Such transactions may also divert management's attention, increase costs, cause shareholder dilution, or expose the Company to unforeseen liabilities. If the Company is unable to complete or effectively integrate acquisitions or joint ventures, the Company's business, financial condition, and results of operations could be materially and adversely affected.

The Company's international operations are subject to risks not generally experienced by its U.S. operations.

The Company has operations throughout the Americas, Europe, the Middle East, Asia-Pacific, and South Africa. The Company's international operations are subject to risks not generally experienced by its U.S. operations. The risks involved in the Company's international operations and relationships that could result in losses against which it is not insured and, therefore, affect the Company's profitability include:

- fluctuations in foreign currency exchange rates, foreign exchange controls, and limitations on the repatriation of funds;
- exposure to local economic conditions and local laws and regulations;
- exposure to political, economic, legal, regulatory and social conditions, or instability, and economic and political tensions between governments;
- employment laws that are significantly different than U.S. employment laws;
- diminished ability to legally enforce the Company's contractual rights and use of the Company's trademarks in foreign countries;
- difficulties in registering, protecting or preserving trade names and trademarks in foreign countries;
- restrictions on the ability to obtain or retain licenses required for operations;
- withholding and other taxes on third-party cross-border transactions as well as remittances and other payments by subsidiaries;
- onerous requirements, subject to broad interpretation, for indirect taxes and income taxes that can result in audits with potentially significant financial outcomes;
- changes in foreign taxation structures;

- compliance with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, or similar laws of other countries; and
- regional and country specific data protection and privacy laws including the European Union's General Data Protection Regulation ("GDPR").

In addition, activities of agents and brokers outside of the U.S. are more difficult and more expensive to monitor and improper activities or mismanagement may be more difficult to detect. Negligent or improper activities involving the Company's agents and brokers may result in reputational damage to the Company and may lead to direct claims against the Company based on theories of vicarious liability, negligence, joint operations and joint employer liability which, if determined adversely, could increase costs and subject the Company to incremental liability for their actions.

The Company is actively developing, and intends to continue to develop, new products and services complementary to its brokerage business and the Company's failure to accurately predict their demand or growth could have an adverse effect on its business.

The Company is actively investing and intends to continue to invest resources in developing new technology, services, products and other offerings complementary to the Company's brokerage business. New business initiatives are inherently risky and may involve unproven business strategies and markets with which the Company has limited or no prior development or operating experience. Risks from these new initiatives include those associated with potential defects in the design, ongoing development and maintenance of technologies, reliance on data or user inputs that may prove inadequate or unavailable, failure to design products and services in a way that is more effective or affordable than competing third-party products and services and failure to scale businesses as they grow, among others. As a result of these risks, the Company could experience increased legal claims, reputational damage, financial loss or other adverse effects, which could be material. The Company can provide no assurance that it will be able to efficiently or effectively develop, commercialize and achieve market acceptance of new products and services. Additionally, the human and financial capital committed to develop new products and services may either be insufficient or result in expenses that exceed the revenue actually originated from these new products and services. In addition, the Company's efforts to develop new products and services could distract management from current operations and could divert capital and other resources from the Company's existing business, including its brokerage business. Failure to achieve the expected benefits of the Company's investments may occur and could harm its business.

The real estate market may be severely impacted by industry changes as the result of certain class action lawsuits, settlements, or government investigations and the recent industry changes and/or any additional meaningful changes could have a materially adverse effect on the Company's business, operations, financial condition and results of operations.

The real estate industry faces significant pressure from private lawsuits and investigations by the U.S. Department of Justice (the "DOJ") into antitrust issues.

In April 2019, the NAR and certain brokerages and franchisors (including Realogy Holdings Corp., HomeServices of America, Inc. RE/MAX, and Keller Williams Realty, Inc.) were named as defendants in a class action complaint alleging a conspiracy to violate federal antitrust laws by, among other things, requiring residential property sellers in Missouri to pay inflated commission fees to buyer brokers (the "NAR Class Action"). On October 31, 2023, a jury found NAR and various of its co-defendants liable and awarded plaintiffs nearly $1.8 billion in damages (all defendants have since settled, which remain subject to ongoing appeals processes). Class action suits raising similar claims are already pending in this and other jurisdictions and the outcome of the NAR Class Action may result in additional such actions being filed. The Company was named as one of several defendants in similar class action suits. See *Note 13 – Commitments and Contingencies* to the consolidated financial statements.

On December 9, 2024, the Company and certain of its subsidiaries entered into a Settlement Agreement (the "Settlement") with plaintiffs in the U.S. antitrust lawsuit 1925 Hooper LLC, et al. v. The National Association of Realtors et. al., Case No. 1:23-cv-05392- SEG (United States District Court for the Northern District of Georgia, Atlanta Division), which was filed on November 22, 2023 against the Company and other U.S. brokerage defendants (the "Hooper Action"). The Settlement resolves all claims set forth in the Hooper Action, as well as all similar claims on a nationwide basis against the Company (collectively, the "Claims") and releases the Company, its subsidiaries and affiliates, and their independent contractor real estate agents in the United States from the Claims. By the terms of the Settlement, the Company agreed to make certain changes to its business practices and to pay a total settlement amount of $34.0 million. The Settlement received preliminary approval on May 23, 2025, but remains subject to final court approval and will become effective following an appeals process, if applicable.

Defending against class action litigation is costly, may divert time and money away from the Company's operations, and imposes a significant burden on management and employees. Also, the results of any such litigation or investigation cannot be predicted with certainty, and any negative outcome could result in payments of substantial monetary damages or fines, and/or undesirable

changes to the Company's operations or business practices, and accordingly, its business, financial condition, or results of operations could be materially and adversely affected.

On March 15, 2024, NAR entered a settlement agreement to resolve on a class wide basis the claims against NAR in the NAR Class Action. In addition to a monetary payment of $418 million, NAR agreed to change certain business practices, including changes to cooperative compensation and buyer agreements. The NAR settlement agreement: (1) prohibits NAR and REALTOR® MLSs from requiring that listing brokers or sellers make offers of compensation to buyer brokers or other buyer representatives; (2) prohibits NAR, REALTOR® MLSs and MLS participants from making an offer of compensation on the MLS; and (3) requires all REALTOR® MLS participants to enter into a written buyer agreement specifying compensation before taking a buyer on tour. The NAR settlement received preliminary court approval on April 23, 2024.

These revised NAR rules and practices have caused and may require additional changes to the Company's business model, including changes to agent and broker compensation and how they meet home buyers. For example, the Company may see the introduction of hourly or a la carte services. Or, if buyers increasingly compensate brokers, they may be more likely to contact listing agents directly, which could reduce overall brokerage participation in buyer representation. If sellers increasingly do not offer compensation to buyer agents, and because existing mortgage lending rules and market practices generally do not permit buyers to finance buyer-agent compensation as part of a home loan, some buyers may have limited ability to pay such fees at the time of purchase. The amended rules and regulations also require the Company and its agents to get a buyer agreement signed before taking a home buyer on a first tour. This requirement may dissuade buyers from hiring the Company, thereby reducing the fees the Company receives from its agents. These and other shifts in the model for agent and broker compensation could significantly change the brokerage landscape overall and may adversely affect the Company's financial condition and results of operations.

In addition to the NAR Class Action and various similar private actions already pending, beginning in 2018, the DOJ began investigating NAR for violations of the federal antitrust laws. The DOJ and NAR appeared to reach a resolution in November 2020, resulting in the filing of a Complaint and Proposed Consent Judgment pursuant to which NAR agreed to adopt certain rule changes, such as increased disclosure of commission offers. The DOJ has since sought to continue its investigation of NAR, and on April 5, 2024, a federal appeals court decided that the DOJ could reopen its investigation. It is uncertain what effect, if any, the resumption of the DOJ's investigation could have on the larger real estate industry, including any further settlement that may result therefrom.

More recently, litigation between other real estate industry participants has highlighted the risk of private litigation under the auspices of antitrust laws. For example, in July 2025, Compass, Inc. filed a lawsuit against Zillow Group, Inc. claiming that Zillow had engaged in anti-competitive conduct. The lawsuit included allegations that other industry participants, including the Company, had conspired with such anti-competitive conduct. Although the Company is not named as a defendant in that action, these types of lawsuits reflect the risk of both private litigation and regulatory action to challenge business practices in the residential real estate sector. Even when not directly targeted, the Company may face reputational, operational, or financial consequences as a result of broader industry litigation. The Company may be required to further adjust its business practices, increase legal spend, or defend against claims, any of which could materially and adversely affect the Company's business, financial condition, or results of operations.

Negligence or willful misconduct of independent real estate professionals affiliated with the Company owned brokerages could materially and adversely affect the Company's reputation and subject it to liability.

The Company's operations rely on the performance of real estate brokers and agents. If the Company brokers and agents were to provide lower quality services to its customers or engage in negligent or intentional misconduct, the Company's image and reputation could be materially adversely affected. In addition, the Company has previously been subject to and could continue to be subject to public scrutiny as well as litigation and regulatory claims arising out of the Company's brokers' and agents' performance of brokerage services or other conduct, which if adversely determined, could result in substantial financial or legal penalties.

If the Company fails to grow in the various local markets that it serves or are unsuccessful in identifying and pursuing new business opportunities, the Company's long-term prospects and profitability will be harmed.

To capture and retain market share in the various local markets that the Company serves, it must compete successfully against other brokerages for agents and brokers and for the consumer relationships that they bring. The Company's competitors could lower the fees that they charge to agents and brokers or could raise the compensation structure for those agents. The Company's competitors may have access to greater financial resources than us, allowing them to undertake expensive local advertising or marketing efforts. In addition, the Company's competitors may be able to leverage local relationships, referral sources and strong local brand and name recognition that the Company has not established. The Company's competitors could, as a result, have

greater leverage in attracting new and established agents in the market and in generating business among local consumers. The Company's ability to grow in the local markets that it serves will depend on its ability to compete with these local brokerages.

The Company may implement changes to its business model and operations to improve revenue that cause a disproportionate increase in the Company's expenses or reduce profit margins. For example, the Company may allocate resources to acquiring lower margin brokerage models and has invested in the development of a mortgage servicing division, a commercial real estate division, title and escrow companies, a mortgage lending company, and a personal and continuing education company. Expanding the Company's service offerings could involve significant up-front costs that may only be recovered after lengthy periods of time. The barrier to entering in new real estate markets is low given the Company's cloud-based operating model; however, attempts to pursue new business opportunities could result in a disproportionate increase in the Company's expenses and in reduced profit margins. In addition, expansion into new markets and business lines, including internationally, could expose the Company to additional compliance obligations and regulatory risks. If the Company fails to continue to grow in the local markets it serves or if it fails to successfully identify and pursue new business opportunities, the Company's long-term prospects, financial condition and results of operations may be harmed, and its stock price may decline.

The Company's growth depends in part on the success of its strategic relationships with third parties.

To support and expand the Company's business, the Company relies on strategic relationships with a variety of third parties, including settlement service providers, mortgage lenders, title companies, referral sources, and other third parties that support the Company's operations. Building, negotiating, and maintaining these relationships requires significant time and resources, and there is no guarantee they will continue on favorable terms. The Company also depends on access to MLSs in the Company's markets, which serve as critical sources of property data and listing distribution. Competitors may have similar or superior access to MLS data, and any changes to the Company's rights of use, disruptions in access, or termination of agreements could impair its ability to provide accurate pricing, market listings efficiently, or support the Company's agents' businesses. If the Company is unable to maintain or expand key third-party relationships, its competitive position, growth prospects, and financial performance could be materially and adversely affected.

Risks Related to Legal and Regulatory Matters

The Company is subject to certain risks related to legal proceedings filed by or against it and adverse results may harm its business and financial condition.

The Company is subject to risk of and are from time to time involved in, or may in the future be subject to or involved in, claims, suits, government investigations and proceedings arising from the Company's business, including, but not limited to, actions with respect to securities, intellectual property, privacy, information security, data protection or law enforcement matters, tax matters, labor and employment, including claims challenging the classification of the Company's agents and brokers as independent contractors and compliance with wage and hour regulations, and claims alleging violations of Real Estate Settlement Procedures Act ("RESPA") (and similar state statutes) compliance or state consumer fraud statutes and commercial arrangements. The Company is also subject to risk related to stockholder derivative actions, standard brokerage disputes, vicarious liability based upon conduct of individuals or entities outside of its control, including the Company's agents, brokers, third-party service or product providers and purported class action lawsuits. Such litigation and other proceedings may include, but are not limited to, the currently pending antitrust and derivative litigation as disclosed in *Note 13 – Commitments and Contingencies* to the consolidated financial statements included elsewhere within this Annual Report. A substantial unsatisfied judgment against the Company or one of its subsidiaries could result in bankruptcy, which would materially and adversely affect its business and operating results.

The Company cannot predict with certainty the cost of defense, the cost of prosecution, insurance coverage or the ultimate outcome of litigation and other proceedings filed by or against us, including remedies or damage awards and/or undesirable changes to the Company's operations or business practices. Adverse results in such litigation and other proceedings may harm the Company's business and financial condition. Class action lawsuits can often be particularly burdensome given the breadth of claims, large potential damages and significant costs of defense. In the case of intellectual property litigation and proceedings, although the Company has taken measures to protect its intellectual property rights, including existing and future trademarks, trade secrets, patents and copyrights, adverse outcomes could include the cancellation, invalidation or other loss of material intellectual property rights used in the Company's business or injunctions prohibiting its use of business processes or technology that is subject to third-party patents or other third-party intellectual property rights. In addition, the Company may be required to enter into licensing agreements (if available on acceptable terms) and be required to pay royalties. In the case of securities litigation and proceedings, adverse outcomes could include the cancellation, invalidation, or modification of the Company's existing equity incentive program.

From time to time, the Company may become involved in lawsuits and legal proceedings which arise in the ordinary course of business. Except as set forth in *Note 13 – Commitments and Contingencies* to the consolidated financial statements included elsewhere within this Annual Report, the Company is not involved in any material pending legal proceedings and there are no known proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to its interest.

Adverse outcomes in litigation and regulatory actions against other companies and agents in the Company's industry could adversely impact its financial results.

Adverse outcomes in legal and regulatory actions against other companies, brokers, and agents in the residential and commercial real estate industry may adversely impact the financial condition of the Company and its real estate brokers and agents when those matters relate to business practices shared by the Company, its real estate brokers and agents, or its industry at large. Such matters may include, without limitation, RESPA, Telephone Consumer Protection Act of 1991 and state consumer protection law, antitrust and anticompetition, and worker classification claims. Additionally, if plaintiffs or regulatory bodies are successful in such actions, this may increase the likelihood that similar claims are made against the Company and/or its real estate brokers and agents which claims could result in significant liability and be adverse to its financial results if the Company or its brokers and agents are unable to distinguish or defend their business practices.

The Company faces significant risk to its brand and revenue if it fails to maintain compliance with the law and regulations of federal, state, county and foreign governmental authorities, or private associations and governing boards.

The Company operates in a heavily regulated industry subject to complex, federal, state, provincial and local laws and regulations within the markets in which the Company operates and third-party organizations' regulations, policies and bylaws governing the real estate business.

In general, the laws, rules and regulations that apply to the Company's business practices include, without limitation, RESPA, the federal Fair Housing Act of 1968, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), the Exchange Act and federal advertising and other laws, as well as comparable state statutes; rules of trade organizations such as NAR, local MLSs and state and local Association of Realtors; licensing requirements and related obligations that could arise from the Company's business practices relating to the provision of services other than real estate brokerage services, including without limitation, its mortgage lending services; privacy regulations relating to the Company's use of personal information collected from the registered users of its websites; laws relating to the use and publication of information through the internet; and state real estate brokerage and mortgage lending licensing requirements, as well as statutory due diligence, disclosure, record keeping and standard-of-care obligations relating to these licenses. Recent regulatory scrutiny regarding the classification of real estate agents as independent contractors, particularly at the state level, could lead to increased compliance costs, potential reclassification, or penalties, which could materially impact the Company's owned brokerage operations.

Additionally, the Dodd-Frank Act contains the Mortgage Reform and Anti-Predatory Lending Act ("Mortgage Act"), which imposes a number of additional requirements on lenders and servicers of residential mortgage loans, by amending certain existing provisions and adding new sections to RESPA and other federal laws. It also broadly prohibits unfair, deceptive or abusive acts or practices and knowingly or recklessly providing substantial assistance to a covered person in violation of that prohibition. The penalties for noncompliance with these laws are also significantly increased by the Mortgage Act, which could lead to an increase in lawsuits against mortgage lenders and servicers.

As the Company expands its business in international markets, including new and existing international markets, the Company is subject to additional foreign governmental regulation. Ensuring compliance with these newly applicable laws could substantially increase its operating expenses. In addition, entry into these new markets exposes the Company to increased risk and liability. A violation of any of these applicable laws could have a material adverse effect on the Company's business.

Maintaining legal compliance is challenging and increases the Company's costs due to resources required to continually monitor business practices for compliance with applicable laws, rules and regulations and to monitor changes in the applicable laws themselves. For example, the potential reclassification of agents under wage and hour laws could result in additional liabilities for minimum wage, overtime pay, and penalties for prior periods, creating significant operational disruptions.

The Company may not become aware of all the laws, rules and regulations that govern its business, or be able to comply with all of them, given the rate of regulatory changes, ambiguities in regulations, contradictions in regulations between jurisdictions and the difficulties in achieving both company-wide and region-specific knowledge and compliance.

If the Company fails, or is alleged to have failed, to comply with any existing or future applicable laws, rules and regulations, it could be subject to lawsuits and administrative complaints and proceedings, as well as criminal proceedings. The Company's noncompliance could result in significant defense costs, settlement costs, damages and penalties.

The Company's business licenses could be suspended or revoked, its business practices enjoined, or the Company could be required to modify its business practices, which could materially impair, or even prevent, the Company's ability to conduct all or any portion of its business. Any such events could also damage the Company's reputation and impair its ability to attract and service homebuyers, home sellers, agents, clients and customers as well as its ability to attract brokerages, brokers, teams of agents and agents to the Company, without increasing costs.

Further, if the Company loses its ability to obtain and maintain all of the regulatory approvals and licenses necessary to conduct business as it currently operates, the Company's ability to conduct business may be harmed. Lastly, any lobbying or related

activities the Company undertakes in response to mitigate liability of current or new regulations could substantially increase operating expenses.

The Company offers independent agents the opportunity to earn additional commissions through its revenue sharing plan, which pays under a multi-tiered compensation structure similar in some respects to network marketing. Network marketing is subject to intense government scrutiny and regulation and changes in the law, or the interpretation and enforcement of the law, might adversely affect the Company's business.

Various laws and regulations in the United States and other countries regulate network marketing. These laws and regulations exist at many levels of government in many different forms, including statutes, rules, regulations, judicial decisions and administrative orders. Network marketing regulations are inherently fact-based and often do not include "bright line" rules. Additionally, the Company is subject to the risk that the regulations, or a regulator's interpretation and enforcement of the regulations, could change. From time to time, the Company has received requests to supply information regarding its revenue sharing plan to regulatory agencies. The Company could potentially in the future be required to modify its revenue sharing plan in certain jurisdictions in order to comply with the interpretation of the regulations by local authorities.

In the United States, the Federal Trade Commission ("FTC") has entered into several highly publicized settlements with network marketing companies that required those companies to modify their compensation plans and business models. Those settlements resulted from actions brought by the FTC involving a variety of alleged violations of consumer protection laws, including misleading earnings representations by the companies' independent distributors, as well as the legal validity of the companies' business model and distributor compensation plans. FTC determinations such as these have created an ambiguity regarding the proper interpretation of the law and regulations applicable to network marketing companies in the U.S. Although a consent decree between the FTC and a specific company does not represent judicial precedent, FTC officials have indicated that the network marketing industry should look to these consent decrees and the principles contained therein, for guidance. Additionally, following the issuance of these consent decrees, the FTC issued non-binding guidance to the network marketing industry, suggesting it intended to reinforce the principles contained in the consent decrees and provide other operational guidance to the network marketing industry.

While the Company strives to ensure that its overall business model and revenue-sharing plan are compliant with applicable regulations in each of its markets, the Company cannot assure you that a regulator, if it were to review the Company's business, would agree with the Company's assessment and would not require the Company to change one or more aspects of its operations. Any action against the Company in the future by the FTC or another regulator could materially and adversely affect the Company's operations.

The Company cannot predict the nature of any future law, regulation, or guidance, nor can it predict what effect additional governmental regulations, judicial decisions, or administrative orders, when and if promulgated, would have on the Company's business. Failure by the Company, or its independent agents, to comply with these laws, could adversely affect its business.

The Company may suffer significant financial harm and loss of reputation if it does not comply, cannot comply, or is alleged to have not complied with applicable laws, rules and regulations concerning its classification and compensation practices for the agents in the Company's brokerage operations.

Except for the Company's employed state brokers, commission-only employees, and where otherwise dictated by local law, all real estate agent professionals in the Company's brokerage operations have been retained as independent contractors, either directly or indirectly through third-party entities formed by these independent contractors for their business purposes. With respect to these independent contractors, like most brokerage firms, the Company is subject to the taxing authorities' regulations and applicable laws regarding independent contractor classification. These regulations and guidelines are subject to judicial and agency interpretation, and it might be determined that the independent contractor classification is inapplicable to any of the Company's affiliated real estate professionals. Further, if legal standards for classification of real estate professionals as independent contractors change or appear to be changing, it may be necessary to modify the Company's compensation and benefits structure for its affiliated real estate professionals in some or all of its markets, including by paying additional compensation or reimbursing expenses.

In the future, the Company could incur substantial costs, penalties and damages, including back pay, unpaid benefits, taxes, expense reimbursement and attorneys' fees, in defending future challenges by the Company's affiliated real estate professionals to the Company's employment classification or compensation practices.

The Company is, and may in the future be, blocked from or limited in providing its agent compensation plans in certain jurisdictions and may be required to modify its business model in those jurisdictions as a result.

The Company's agent compensation plans represent a key lever in its strategy to attract and retain independent agents and brokers and are subject to various international, federal, state, territorial and local laws, rules and regulations which differ in each of the Company's existing and future markets. As a result, the Company is, and may in the future be, blocked from or limited in providing each of its agent compensation plans in certain markets. In addition, these laws, rules and regulations are subject to

judicial and agency interpretation, and it might be determined that the Company's agent compensation plans are not permitted to be offered to independent contractors. In response to such limitations, the Company has, and may in the future be, required to modify its agent compensation practices in such markets. Failure to comply with applicable law, rules and regulations or failure to subsequently modify the Company's business model in certain jurisdictions to effectively attract and retain agents and brokers could negatively affect the Company's business, results of operations or financial condition. The costs attributable to developing compliant agent compensation plans can be significant and could adversely affect the Company's financial condition.

If the Company fails to protect the privacy and personal information of its customers, agents or employees, it may be subject to legal claims, government action and damage to its reputation.

Hundreds of thousands of consumers, independent contractors and employees have shared personal information with the Company during the normal course of its business processing real estate transactions. This includes, but is not limited to, Social Security numbers, annual income amounts and sources, consumer names, addresses, telephone and cell phone numbers and email addresses. To run the Company's business, it is essential for the Company to store and transmit this sensitive information in its systems and networks. At the same time, the Company is subject to numerous laws, regulations and other requirements that require businesses like the Company's to protect the security of personal information, notify customers and other individuals about its privacy practices and limit the use, disclosure, or transfer of personal data across country borders. Regulators in the U.S. and abroad continue to enact comprehensive new laws or legislative reforms imposing significant privacy and cybersecurity restrictions. The result is that the Company is subject to increased regulatory scrutiny, additional contractual requirements from corporate customers and heightened compliance costs. These ongoing changes to privacy and cybersecurity laws also may make it more difficult for the Company to operate its business and may have a material adverse effect on its operations. For example, the European Union's GDPR conferred new and significant privacy rights on individuals (including employees and independent agents) and materially increased penalties for violations. In the U.S., California enacted the California Consumer Privacy Act, which imposes comprehensive requirements on organizations that collect and disclose personal information about California residents.

Any significant violations of privacy, including as a result of cybersecurity breaches, could result in the loss of new or existing business, litigation, regulatory investigations, the payment of fines, damages and penalties and damage to the Company's reputation, which could have a material adverse effect on its business, financial condition and results of operations.

The Company could also be adversely affected if legislation or regulations are expanded to require changes in the Company's business practices or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect its business, results of operations or financial condition. For example, the Company has and may continue to incorporate new technologies such as machine learning and AI—defined broadly as the use of computer systems to simulate human intelligence, including decision-making, pattern recognition, and predictive analysis—into the Company's processes and systems, which are under increased regulatory scrutiny. The Company may be required to change its platforms and services due to new laws and/or decisions related to emerging technologies which may decrease the Company's operational efficiency and/or hinder its ability to improve its services.

In addition, while the Company discloses information collection and dissemination practices in the published privacy statements on its various websites, which it may modify from time to time, the Company may be subject to legal claims, government action and damage to its reputation if it acts or is perceived to be acting inconsistently with the terms of the Company's privacy statement, customer expectations or state, national and international regulations. The Company's policies and safeguards could be deemed insufficient if third parties with whom the Company has shared personal information fail to protect the privacy of that information.

The occurrence of a significant claim in excess of the Company's insurance coverage or which is not covered by its insurance in any given period could have a material adverse effect on the Company's financial condition and results of operations during the period. In the event the Company or the vendors with which it contracts to provide services on behalf of its customers were to suffer a breach of personal information, its customers and independent agents could terminate their business with the Company. Further, the Company may be subject to claims to the extent individual employees or independent contractors breach or fail to adhere to Company policies and practices and such actions jeopardize any personal information. The Company's legal liability could include significant defense costs, settlement costs, damages and penalties, plus damage to the Company's reputation with consumers, which could significantly damage its ability to attract customers. Any or all of these consequences would result in a meaningful unfavorable impact on the Company's brand, business model, revenue, expenses, income and margins.

In addition, concern among potential homebuyers or sellers about the Company's privacy practices could result in regulatory investigations, especially in the European Union as related to the GDPR. Additionally, concern among potential homebuyers or sellers could keep them from using the Company's services or require it to incur significant expense to alter its business practices or educate them about how the Company uses personal information.

Entering into new business arrangements, joint ventures, or business lines may expose the Company to additional regulatory and compliance risks that could materially and adversely affect the Company's business and financial condition.

The Company's strategy includes pursuing new business initiatives, entering into joint ventures, and expanding into complementary business lines. These efforts often require the Company to navigate complex and evolving regulatory environments that may differ significantly from those governing the Company's core operations. If the Company is unable to timely and effectively address these regulatory and compliance requirements, or if risks arise beyond the Company's reasonable ability to mitigate, its business and financial condition may be materially and adversely affected.

For example, SUCCESS® Lending, the Company's joint venture mortgage business launched in 2021, operates in the highly regulated mortgage lending industry, which involves stringent licensing requirements, state and federal oversight, and compliance with consumer protection laws. The mortgage lending business faces inherent risks, including but not limited to, operational challenges, legal and regulatory scrutiny, and unforeseen compliance costs.

These new business lines also require significant investments in infrastructure, personnel, and systems to ensure compliance. Failure to meet these obligations could result in legal or regulatory penalties, reputational damage, or the inability to scale these operations as planned. Moreover, the financial success of these ventures is uncertain given their limited operating histories, making it difficult to predict their long-term contribution to the Company's overall financial performance.

While the Company aims to mitigate these risks through robust compliance frameworks and strategic partnerships, no mitigation effort can fully eliminate all risk. Unanticipated challenges in these or other future ventures could materially and adversely affect the Company's operations, reputation, and financial condition.

Risks Related to the Company's Common Stock

Glenn Sanford, the Company's Chairman and Chief Executive Officer, together with Penny L Sanford TTEE Gratitude 2022 Trust, own a significant percentage of the Company's common stock. As a result, the trading price for the Company's shares of common stock may be depressed and they can significantly influence actions that may be adverse to the interests of the Company's other stockholders.

As of January 31, 2026, Glenn Sanford beneficially owns approximately 25.7% and the Penny L Sanford TTEE Gratitude 2022 Trust owns approximately 16.5% of the Company's outstanding common stock. While Mr. Sanford and the Penny L Sanford TTEE Gratitude 2022 Trust do not have voting group, this significant concentration of share ownership may adversely affect the trading price of the Company's common stock because investors may perceive disadvantages in owning stock in a company with two stockholders holding a significant number of the Company's shares. Each of Mr. Sanford and Penny L Sanford TTEE Gratitude 2022 Trust can significantly influence all matters requiring approval by the Company's stockholders, including the election and removal of directors and any proposed merger, consolidation or sale of all or substantially all of the Company's assets. In addition, due to his significant ownership stake and his service as the Company's Chief Executive Officer and Chairman of the Company's Board of Directors ("Board"), Mr. Sanford significantly influences the management of the Company's business and affairs. This concentration of ownership and influence could have the effect of delaying, deferring, or preventing a change in control, or impeding a merger or consolidation, takeover or other business combination that could be favorable to the Company's other stockholders.

Because the Company can issue additional shares of common stock and because it issues stock under an equity incentive plan, its stockholders may experience dilution in the future.

The Company is authorized to issue up to 900,000,000 shares of common stock, of which 207,785,762 shares were issued and 161,049,979 shares were outstanding as of December 31, 2025. Additionally, the Company maintains an active 2024 Equity Incentive Plan from which employees, agents, brokers and certain service providers of the Company and its affiliates can receive awards of the Company's common stock. Previously, the Company maintained a 2015 Equity Incentive Plan. The Company ceased issuing shares under the 2015 Equity Incentive Plan when it began issuing shares under the 2024 Equity Incentive Plan in September 2024. The Board has the authority to cause the Company to issue additional shares of common stock without consent of any of its stockholders, subject to applicable Nasdaq listing rules. Consequently, current stockholders may experience more dilution in their ownership of the Company's common stock in the future.

The price of the Company's common stock is subject to volatility.

The Company's common stock has experienced substantial price volatility in the past and may continue to do so in the future. Additionally, the Company, the real estate brokerage industry and technology industry and the stock market as a whole have, from time to time, experienced extreme stock price and volume fluctuations that have affected stock prices in ways that may have been unrelated to these companies' operating performance which may occur again in the future. Additionally, future dividends are subject to declaration by the Board, and the Company's share repurchase program does not obligate it to acquire any specific number of shares. If the Company fails to meet expectations related to future growth, profitability, dividends, share repurchases or other market expectations, the price of the Company's common stock may decline significantly, which could have a material adverse impact on investor confidence and employee retention.

Delaware law and the Company's organizational documents may impede or discourage a takeover, which could deprive the Company's investors of the opportunity to receive a premium for their shares.

The Company is a Delaware corporation, and the anti-takeover provisions of Delaware law impose various impediments to the ability of a third party to acquire control of the Company, even if a change of control would be beneficial to its existing stockholders. In addition, provisions of the Company's restated certificate of incorporation and restated bylaws may make it more difficult for, or prevent a third party from, acquiring control of the Company without the approval of its Board of Directors. Among other things, these provisions:

- do not permit cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;
- delegate the sole power to a majority of the Board of Directors to fix the number of directors;
- provide the power to the Board to fill any vacancy on the Board, whether such vacancy occurs as a result of an increase in the number of directors or otherwise;
- eliminate the ability of stockholders to call special meetings of stockholders; and
- establish advance notice requirements for nominations for election to the Board or for proposing matters that can be acted on by stockholders at stockholder meetings.

The foregoing factors could impede a merger, takeover or other business combination or discourage a potential investor from making a tender offer for the Company's common stock which, under certain circumstances, could reduce the market value of the Company's common stock and its investors' ability to realize any potential change-in-control premium.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 1C. CYBERSECURITY

The Company maintains a cybersecurity program designed to identify, assess, and manage material risks from cybersecurity threats across all business segments. Our cybersecurity program considers cybersecurity risks alongside other company risks as part of our overall enterprise risk assessment process, and shares common methodologies, reporting channels and governance processes that apply to other risks impacting the company, such as regulatory, financial and operational risks. Each reporting segment is responsible for monitoring and responding to risks within its operations, supported by annual training, standardized controls, and companywide policies.

The Company engages third-party consultants and technology providers to test and evaluate its security posture, provide independent assessments, and support remediation efforts. The Company also assesses cybersecurity risks presented by key suppliers and service providers, document their security posture through internal tools, and in certain cases requires third party audit reports or contractual notification of security incidents.

Daily monitoring and incident response activities are carried out by IT staff, with escalation protocols to the Company's Chief Technology Officer ("CTO") and Chief Executive Officer (CEO) as appropriate. FrameVR.io maintains its own cybersecurity program in consultation with the CTO. The Company has processes in place to log, track, and remediate incidents, and to coordinate responses across reporting segments. To date, the Company has not identified any cybersecurity threats or incidents that have had, or are reasonably likely to have, a material effect on the Company's business strategy, financial condition, or results of operations.

Oversight of risks from cybersecurity threats is provided by the Board through the Board's Nominating and Corporate Governance Committee, which receives quarterly reports from the CTO on emerging threats, program initiatives, regulatory compliance, and any incident activity. The CTO, in coordination with IT team members and legal team support segment leaders, ensures that significant developments are escalated to the Board, and the CEO retains ultimate responsibility for the Company's cybersecurity risk management. The CEO has over 25 years of technology leadership experience. The CEO also holds a degree in Economics and Computer Science from the University of Oklahoma, which supports his ability to align technology initiatives with strategic business goals. The CTO has over 20 years of experience leading digital product and technology teams with a focus on delivering innovative software solutions that have served millions of consumers globally and internal enterprise groups. She drives business transformation through secure, scalable platforms focused on software reliability, user experience, data integrity, and system architecture. She has extensive experience in dealing with system security implementations, data architectures, risk mitigation and system protections. She holds a Master of Business Administration, with a specialty in Executive Leadership, from Royal Roads University and undergraduate degrees from Queen's University and the University of British Columbia.

Item 2. PROPERTIES

The Company leases its principal corporate office in Bellingham, Washington. As of December 31, 2025, the Company also leased small offices in various jurisdictions to meet regulatory and licensing requirements and, in certain cases, to provide space for managing brokers or drop-in use by agents. The Company does not own any real property. The Company believes its leased facilities are adequate for current operations and that additional space would be available to meet future needs.

Item 3. LEGAL PROCEEDINGS

The information set forth under "*Contingencies*" under *Note 13 – Commitments and Contingencies* to the consolidated financial statements included in Part II, Item 8, Financial Statements and Supplementary Data, of this Annual Report is incorporated herein by reference.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The common stock of eXp is traded on the Nasdaq Global Market under the trading symbol "EXPI".

Holders

As of February 17, 2026, the Company had approximately 103,034 stockholders of record.

Dividends

During 2025, cash dividends paid totaled $30,773. The Board currently intends to continue paying quarterly dividends. However, payment of cash dividends is at the discretion of the Board in accordance with applicable law after taking into account various factors, including our financial condition, operating results, current and anticipated cash needs and plans for growth. Under Delaware law, we can only pay dividends either out of surplus or out of the current or the immediately preceding year's earnings. Therefore, no assurance is given that we will pay any future dividends to our common stockholders, or as to the amount of any such dividends.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

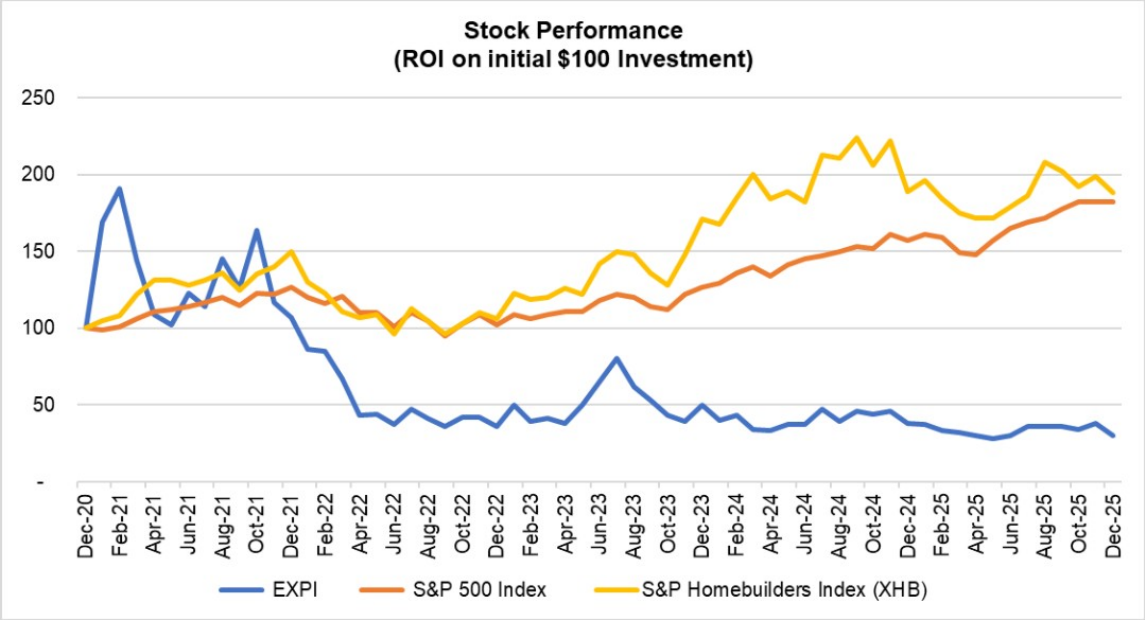
Share repurchase activity during the three months ended December 31, 2025 was as follows:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs [1]	Approximate dollar value of shares that may yet be purchased under the plans or programs
10/1/2025-10/31/2025	-	$ -	-	$ 243,105,741
11/1/2025-11/30/2025	928,827	10.77	928,827	233,105,769
12/1/2025-12/31/2025	-	-	-	233,105,769
Total	928,827	$ 10.77	928,827	

(1) In December 2018, the Company's Board of Directors approved a stock repurchase program authorizing the Company to purchase its common stock, which has been amended from time to time. Most recently, in June 2023, the Board approved an increase to the total amount of its buyback program from $500.0 million to $1.0 billion. The Company may repurchase shares of our common stock from time to time at prevailing market prices, depending on market conditions, through open market, privately negotiated transactions, or through a 10b5-1 plan. No date has been established for the completion of the share repurchase program and the Company is not obligated to repurchase any shares. Subject to applicable corporate securities laws, repurchases may be made at such times and in such amounts as management deems appropriate or in accordance with the terms of the 10b5-1 plan. Repurchases under the program can be discontinued at any time the Board feels additional repurchases are not warranted. Any shares repurchased under the program are returned to the status of authorized but unissued shares of common stock until retired. The stock repurchase program is more fully disclosed in *Note 9 – Stockholders' Equity* to the consolidated financial statements included elsewhere in this Annual Report.

Company Stock Performance

The following graph compares the performance of the Company's common stock to the Standard & Poor's ("S&P") 500 Index and the S&P Homebuilders Select Industry Index. The graph assumes $100 was invested in each investment option as of December 31, 2020 and that dividends, if any, were reinvested. Past stock price performance is not necessarily indicative of future stock price performance.



Year	2020	2021	2022	2023	2024	2025
EXPI	$ 100.00	$ 107.00	$ 36.00	$ 50.00	$ 38.00	$ 30.00
S&P 500 Index	100.00	127.00	102.00	127.00	157.00	182.00
S&P Homebuilders Index (XHB)	100.00	150.00	106.00	171.00	189.00	188.00

Item 6. [RESERVED]

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the consolidated financial statements and accompanying notes included in Part II, Item 8 of this Annual Report. This Item generally discusses 2025 and 2024 items and year-to-year comparisons between 2025 and 2024. Discussions of 2023 items and year-to-year comparisons between 2024 and 2023 are not included, and can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024. All dollar amounts presented below are in USD thousands except share amounts and per share data and as otherwise noted.

2025 Business Developments

The Company announces new agent offerings, markets, and business updates at various times during the year. Significant announcements during the year ended December 31, 2025 included the following:

First Quarter 2025:

- Announced expansion into Peru.

Second Quarter 2025:

- Announced expansion into Ecuador and Türkiye.
- Launched Land and Ranch Division, empowering agents serving rural, recreational, and agricultural properties.
- Launched the Co-Sponsor Program, allowing agents to name both a Primary Sponsor and a Co-Sponsor.

- Launched U.S. open-sourced Seller Advisory: Risks of Limited Market Exposure form.

Third Quarter 2025:

- Announced expansion into Japan.
- Appointed Jesse Hill as Chief Financial Officer of eXp World Holdings, Inc.
- Launched CRM of Choice, allowing agents to choose from three leading customer relationship management platforms.

Fourth Quarter 2025:

- Announced expansion into Romania and the Netherlands.
- Launched Sports and Entertainment Division, empowering agents serving clients in the sports and entertainment industries.
- Appointed Carrie Lysenko as Chief Technology Officer of eXp Realty and Holly Mabery as Chief Brokerage Officer of eXp Realty.
- Launched LYVVE™, the Company's global property search platform aggregating listings and related data across multiple countries.

Market Conditions and Industry Trends

Our performance is closely tied to housing market activity, which is influenced by economic conditions such as employment, consumer confidence, mortgage availability, interest rates, and the balance of supply and demand. Periods of economic growth and lower interest rates generally support higher home sales activity, while rising rates, affordability constraints, or broader economic slowdowns may reduce transaction volumes and pricing. Regulatory developments, geopolitical events, and shifts in consumer sentiment can also affect housing demand.

In 2025, U.S. home sales were relatively flat compared to 2024, and home sales prices increased 1.7%, according to the NAR. Inventory levels remain constrained, and new housing construction activity decreased during the year. These conditions may continue to limit transaction volumes in the near term.

Despite these challenges, we believe the Company is positioned for growth with a strong base of agents, an efficient cloud-based operating model, and low fixed costs. This structure allows us to adapt quickly to market changes while supporting long-term productivity and retention.

Key Business Metrics

The following table outlines the key business metrics that we periodically review to track the Company's performance:

	Year Ended December 31,		
	2025	**2024**	**2023**
Performance:			
Agent NPS	75	76	73
Agent count	83,060	82,980	87,515
Real estate sales transactions	440,163	434,165	422,772
Real estate sales volume[2]	$ 194,038,232	$ 185,170,695	$ 169,202,948
Other real estate transactions	80,468	84,524	71,636
Real estate per transaction cost	$ 624	$ 559	$ 573
Revenues[2]	$ 4,772,311	$ 4,567,672	$ 4,273,821
Gross profit[2]	$ 333,578	$ 342,395	$ 319,924
Operating income (loss)[2]	($ 21,466)	($ 18,994)	$ 522
Consolidated adjusted EBITDA[1][2]	$ 33,172	$ 75,483	$ 65,328

(1) Consolidated adjusted EBITDA is not a measurement of our financial performance under U.S. GAAP and should not be considered as an alternative to net income, operating income, or any other measures derived in accordance with U.S. GAAP. For a definition of consolidated adjusted EBITDA and a reconciliation of consolidated adjusted EBITDA to net income (loss), and a discussion of why we believe consolidated adjusted EBITDA is useful to investors, see "Non-U.S. GAAP Financial Measures".

(2) Dollar amounts are presented in thousands

Agent Net Promoter Score ("aNPS")

aNPS is a scale-based measure of customer satisfaction and an aNPS above 50 is considered excellent. aNPS plays a crucial role in attracting and retaining agents and teams. Despite the challenging market conditions, aNPS was relatively flat, when compared to the prior year, and the Company continues to provide enhancements to agent programs and offerings, including the Co-Sponsor Program, CRM of Choice, and the launch of new specialized divisions.

Agent Count

The number of agents was relatively flat in 2025 compared to 2024. The Company continues to attract and retain productive agents through the execution of its growth strategies and the end-to-end suite of services the Company offers its agents.

Real Estate Sales Transactions and Sales Volume

Real estate sales transactions are based on the side (buyer or seller) of each real estate transaction and are recorded when our agents and brokers represent buyers or sellers in the purchase or sale, respectively, of a home, from which the Company earns brokerage commissions and related fees. Transaction volume represents the total sales value for all transactions.

Real estate sales transactions increased 1% during 2025 compared to 2024, primarily driven by increased sales transactions in Canada and in our international markets. Real estate sales volume increased 5% in 2025 compared to 2024 driven by increased sales prices in North America and in our international markets, and to a lesser extent, increased transactions.

Other real estate transactions

Other real estate transactions are recorded for leases, rentals and referrals that are undertaken by the Company's agents and brokers.

Other real estate transactions decreased during 2025 compared to 2024. The decrease in other real estate transactions was primarily driven by changes in the rental market, and shift in mix toward real estate sales.

Real estate per transaction cost

Real estate per transaction cost is measured as selling, general and administrative, sales and marketing and technology and development expenses in North American Realty and International Realty segments, divided by total transactions (real estate sales transactions and other real estate transactions).

Real estate per transaction cost increased during 2025 compared to 2024, primarily due to employee-related, technology and legal expenses.

Revenues

Revenues represent the commission revenue earned by the Company for closed brokerage real estate transactions.

Revenues increased during 2025 compared to 2024, primarily driven by increased home sale prices in the U.S., and increased sales transactions in Canada and international markets.

Gross Profit

Gross profit decreased in 2025 when compared to 2024, reflecting revenue growth, offset by increased agent capping and lower agent fees.

Operating Income (Loss)

Operating income (loss) increased in 2025, when compared to 2024, due to increased legal expenses and accruals, employee-related and other operating expenses, including expenses to support our continued technology improvements. Operating income (loss) in 2024 includes $34.0 million related to litigation contingency accrual and $4.9 million of impairment expense.

Consolidated Adjusted EBITDA

Management reviews consolidated adjusted EBITDA, which is a non-U.S. GAAP financial measure, to understand and evaluate our core operating performance. Consolidated adjusted EBITDA decreased by $42.3 million in 2025, compared to 2024. The decrease in consolidated adjusted EBITDA reflects a decrease in operating results related to increased agent capping and lower agent fees, as well as increased employee-related, technology and legal expenses, which more than offset increased revenues.

Consolidated Operating Performance

	Year Ended December 31, 2025	Year Ended December 31, 2024	Change 2025 vs. 2024
Statement of Operations Data:			
Revenues	$ 4,772,311	$ 4,567,672	4%
Commissions and other agent-related costs	4,438,733	4,225,277	5%
Gross profit	333,578	342,395	(3)%
Operating expenses			
General and administrative expenses	274,871	252,369	9%
Technology and development expenses	69,618	58,182	20%
Sales and marketing expenses	10,555	11,908	(11)%
Impairment expense	-	4,930	(100)%
Litigation contingency	-	34,000	(100)%
Total operating expenses	355,044	361,389	(2)%
Operating income (loss)	(21,466)	(18,994)	(13)%
Other (income) expense			
Other (income) expense, net	(1,513)	(4,445)	66%
Equity in (income) losses of unconsolidated affiliates	281	1,168	(76)%
Total other (income) expense, net	(1,232)	(3,277)	62%
Income (loss) before income tax expense	(20,234)	(15,717)	(29)%
Income tax (benefit) expense	2,480	1,071	132%
Net income (loss) from continuing operations	(22,714)	(16,788)	(35)%
Net income (loss) from discontinued operations	-	(4,479)	100%
Net income (loss)	(22,714)	(21,267)	(7)%

Commissions and Other Agent-Related Costs

Commissions and other agent-related costs increased 5% primarily because of the increase in real estate transactions and increased home sales prices, as well as increased agent capping. Commissions and other agent-related costs include sales commissions, revenue share and stock-based compensation paid to the Company's agents.

General and Administrative Expenses

General and administrative expenses increased 9% due to increased employee-related expenses, including severance and increased legal expenses and accruals, and increased costs in agent-related seminars and conferences. General and administrative expenses include costs related to wages, employee stock compensation, and other general overhead expenses.

Technology and Development Expenses

Technology and development expenses increased 20%, primarily due to increased technology expenses related to continued improvements in our technology offerings to our agents. These expenses include employee-related costs and other expenses related to the maintenance and development of the technology used by both the Company's agents and employees.

Sales and Marketing Expenses

Sales and marketing expenses decreased (11)% in 2025 compared to 2024 due to decreased lead capture and advertising expenses in the residential real estate market.

Other (Income) Expense, Net

Other (income) expense, net increased 62% primarily due to lower interest income and increased other expenses. Other (income) expense, net includes interest income earned on cash and cash equivalents, and (earnings) losses related to equity investments.

Income Tax (Benefit) Expense

The increase in income tax (benefit) expense was primarily attributable to the decrease in research and development ("R&D") credit generation in the current year.

Refer to Critical Accounting Policies and Estimates within the MD&A and *Note 12 - Income Taxes* to the consolidated financial statements included elsewhere in this Annual Report for further information.

Segment Operating Performance

The Company has three operating and reportable segments as follows: North American Realty, International Realty and Other Affiliated Services. We report corporate expenses, as further detailed below, as "Corporate expenses and other." All segments

follow the same basis of presentation and accounting policies. See *Note 2 - Summary of Significant Accounting Policies* to the consolidated financial statements included elsewhere in this Annual Report for additional information about the Company's significant accounting policies.

See *Note 10 – Segment Information* to the consolidated financial statements included elsewhere in this Annual Report for additional information regarding the Company's business segments. The following table reflects the results of each of the Company's reportable segments for 2025 and 2024:

	December 31, 2025	December 31, 2024	Change 2025 vs. 2024
Statement of Operations Data:			
Revenues			
North American Realty	$ 4,624,913	$ 4,478,293	3%
International Realty	146,930	88,146	67%
Other Affiliated Services	2,873	6,105	(53)%
Corporate expenses and other	(2,405)	(4,872)	51%
Total Consolidated Revenues	$ 4,772,311	$ 4,567,672	4%
Segment Adjusted EBITDA[(1)]			
North American Realty	$ 59,753	$ 99,253	(40)%
International Realty	(9,933)	(9,481)	(5)%
Other Affiliated Services	(5,804)	(4,876)	(19)%
Corporate expenses and other	(10,844)	(9,413)	(15)%
Total Segment Adjusted EBITDA[(1)]	$ 33,172	$ 75,483	(56)%
Operating Income (Loss)			
North American Realty	$ 9,322	$ 16,468	(43)%
International Realty	(11,674)	(10,492)	(11)%
Other Affiliated Services	(6,153)	(11,615)	47%
Corporate expenses and other	(12,961)	(13,355)	3%
Total Consolidated Operating Income (Loss)	($ 21,466)	($ 18,994)	(13)%

(1) Segment adjusted EBITDA is not a measurement of our financial performance under U.S. GAAP and should not be considered as an alternative to net income, operating income, or any other measures derived in accordance with U.S. GAAP. For a definition of segment adjusted EBITDA and a reconciliation of segment adjusted EBITDA to net income, and a discussion of why we believe segment adjusted EBITDA is useful to investors, see "Non-U.S. GAAP Financial Measures". Management evaluates the operating results of each of its reportable segments based upon revenue, Segment adjusted EBITDA and operating income (loss). Segment adjusted EBITDA is defined by us as net income before depreciation and amortization, interest expense, income taxes, stock compensation expense, stock option expense, and other items that are not core to the operating activities of the Company. The Company's presentation of segment adjusted EBITDA may not be comparable to similar measures used by other companies.

North American Realty revenue increased 3% during 2025 compared to 2024 primarily due to an increase in home sale prices in the U.S. and in overall real estate transactions in Canada, and improved agent productivity, partially offset by reductions in the Company's agent base. North American Realty adjusted EBITDA as well as operating income (loss) decreased during 2025 compared to 2024 due to increased commissions and other agent-related costs as a result of increased capping and lower agent fees, as well as increased operating costs, including employee-related, technology and legal expenses.

International Realty revenue increased 67% during 2025 compared to 2024 primarily due to increased real estate transactions driven by increased productivity in previously launched markets, as well as the strategic launch of several new markets during the year. International Realty adjusted EBITDA and operating income (loss) reflect the higher costs of entering new countries.

Other Affiliated Services revenue decreased (53)% during 2025 compared to 2024 due to lower SUCCESS® Magazine revenues. Other Affiliated Services adjusted EBITDA decreased due to lower revenues and increased costs, including severance costs. Operating income (loss) in 2024 includes $4.9 million of impairment expenses.

Corporate expenses and other contain the costs incurred to operate the corporate parent of eXp Realty.

Liquidity and Capital Resources

The Company believes that its existing balances of cash and cash equivalents and cash flows expected to be generated from its operations will be sufficient to satisfy its normal operating requirements for at least the next 12 months and beyond. As of December 31, 2025, the Company's cash and cash equivalents totaled $124.2 million. Cash equivalents are comprised of financial

instruments with an original maturity of 90 days or less from the date of purchase, primarily money market funds. The Company currently does not hold any other marketable securities. We currently do not hold any bank debt, nor have we issued any debt instruments through public offerings or private placements.

Operations

Currently, the Company's primary use of cash on hand is to sustain and grow its business operations, including, but not limited to, commission and revenue share payments to agents and brokers and cash outflows for operating expenses. During 2025, the Company utilized its cash on hand to support our agent productivity, growth initiatives and investment in technology, the first payment of the litigation contingency in the antitrust lawsuits settlement and to a lesser extent, for repurchases of its common stock and quarterly cash dividends. See *Note 13 – Commitments and Contingencies* to the consolidated financial statements included elsewhere in this Annual Report for further information related to the Company's litigation.

Share Repurchase Program

The Company has an authorized share repurchase program which is currently approved by the Board up to $1.0 billion in aggregate. The program does not obligate the Company to acquire a minimum amount of shares. Additionally, during 2023, 2024, and 2025, the Company has paid quarterly cash dividends. As of December 31, 2025, the Company's quarterly cash dividend was $0.05 per share. During 2025, the Company repurchased $56.2 million of its common stock and paid cash dividends of $30.8 million. There can be no assurance that future cash dividends will be declared by the Board or that the stock repurchase program will be sustained or proceed at historical levels.

Legal Proceedings

For information regarding the Company's expected cash requirement related to settlement costs, see "*Contingencies*" under *Note 13 – Commitments and Contingencies* to the consolidated financial statements included elsewhere in this Annual Report.

The Company's future capital requirements will depend on many factors, including the outcome of pending antitrust litigation settlement, its level of investment in technology, its rate of growth into new markets and cash used to pay quarterly cash dividends and repurchase shares of the Company's common stock. The Company's capital requirements may be affected by factors which it cannot control such as the changes in the residential real estate market, interest rates and other monetary and fiscal policy changes to the manner in which it currently operates. In order to support and achieve the Company's future growth plans, it may need or seek advantageously to obtain additional funding through equity or debt financing.

Net Working Capital

Net working capital is calculated as the Company's total current assets less its total current liabilities. The following table presents the Company's net working capital for the periods presented:

	December 31, 2025	December 31, 2024
Current assets	$ 304,868	$ 267,972
Current liabilities	(199,701)	(185,853)
Net working capital	$ 105,167	$ 82,119

As of December 31, 2025, net working capital increased by $23.0 million, or 28%, compared to the prior year, primarily due to an increase in accounts receivable, due to the timing of revenue in December, partially offset by an increase in accrued expenses.

Cash Flows

The following table presents our cash flows for the periods presented:

	Year Ended December 31,	
	2025	2024
Net cash provided by operating activities	$ 118,611	$ 191,514
Net cash used in investing activities	(23,472)	(19,470)
Net cash used in financing activities	(86,538)	(170,377)
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	4,274	(2,972)
Net change in cash, cash equivalents and restricted cash	$ 12,875	($ 1,305)

For the year ended December 31, 2025, cash provided by operating activities decreased (38)% compared to the same period in 2024, primarily due to lower agent equity program participation, increased accounts receivable, net, due to the timing of revenue in December, as well as the first payment of $17 million related to the antitrust litigation accrual, partially offset by an increase in accrued expenses.

For the year ended December 31, 2025, cash used in our investing activities increased 21% compared to the same period in 2024, primarily due to an increase in investments in unconsolidated subsidiaries.

For the year ended December 31, 2025, cash used in financing activities decreased by (49)%, compared to the same period in 2024, primarily related to lower repurchases of our common stock of ($84.9) million.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with U.S. GAAP and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make certain judgments and assumptions and estimates that affect the amounts reported. The Company's significant accounting policies are described in *Note 2 – Summary of Significant Accounting Policies* to the consolidated financial statements included elsewhere in this Annual Report.

Management bases its estimates on historical experience and on various other assumptions it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

Stock-based compensation

The Company's stock-based compensation is comprised of stock option awards and restricted stock unit grants to service providers, including, but not limited to, agents, employees, and directors. The Company accounts for stock-based compensation using a fair value method. Stock-based compensation awards are measured at the grant date fair value and the stock-based compensation cost is recognized over the requisite service period of the awards, usually the vesting period, on a straight-line basis, net of forfeitures. The Company reduces recorded stock-based compensation for forfeitures when they occur.

Recognition of compensation cost for an award with a performance condition is based on the probable outcome of that performance condition being met. The Company estimates the share-based liability based on estimated performance probabilities using the Company's most recent estimates on probable achievement of the performance measures. Also, the requisite service period at the grant date of performance awards is estimated based on the probable amount of time it will take to meet the performance metric. The value of the stock award is amortized over this period and recognized as stock-based compensation expense starting on the grant date.

If factors change causing different assumptions to be made in future periods, estimated compensation expense may differ significantly from that recorded in the current period. See *Note 9 – Stockholders' Equity* to the consolidated financial statements included elsewhere in this Annual Report, for more information regarding the assumptions used in estimating the fair value of the Company's awards.

Revenue recognition

The Company generates a substantial portion of its revenue from its North American Realty and International Realty segments and generates a de minimis portion of its revenues from its Other Affiliated Services segment.

North American Realty and International Realty

The Company serves as a licensed broker in the areas in which it operates for the purpose of processing real estate transactions. The Company is contractually obligated to provide services for the fulfillment of transfers of real estate between buyers and sellers. The Company provides these services itself and controls the services necessary to legally represent the transfer of real estate. Correspondingly, the Company is defined as the principal. The Company, as principal, satisfies its obligation upon the closing of a real estate transaction. As principal and upon satisfaction of the Company's obligation, the Company recognizes revenue in the gross amount of consideration to which the Company expects to be entitled.

Revenue is derived from assisting homebuyers and sellers in listing, marketing, selling and finding real estate. Commissions earned on real estate transactions are recognized at the completion of a real estate transaction once the Company has satisfied its performance obligation. Agent-related fees are currently recorded as a reduction to commissions and other agent-related costs.

At each reporting period, the Company estimates and accrues revenue for closed transactions for which it is entitled to, but have not yet received, a commission due to those transactions settling after the reporting period. The accrual for this estimated revenue was immaterial for the years ended December 31, 2025 and 2024.

Business combinations

Our growth strategy is primarily driven by organic initiatives; however, we regularly evaluate strategic acquisitions, partnerships, and other transactions that may accelerate our objectives, expand our capabilities, or create long-term shareholder value

Fair value determinations require significant judgment and are sensitive to assumptions about revenue and income growth, terminal values, discount rates, industry indices, and market transactions. The Company uses cost, income, and market approaches in assigning values.

Identifiable net assets, including contingent liabilities, are recognized at fair value at the acquisition date and may be adjusted within a one-year measurement period based on new information about conditions at that time.

Goodwill and intangibles recorded at acquisition-date fair values are subject to impairment risk if expected growth rates are not achieved or if market or macroeconomic conditions deteriorate.

Income taxes

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. A valuation allowance against deferred tax assets would be established if, based on the weight of available evidence, it is more likely than not (a likelihood of more than 50%) that some or all of the deferred tax assets are not expected to be realized. Our assumptions, judgments, and estimates relative to the value of our deferred tax assets take into account predictions of the amount and category of future taxable income. As of December 31, 2025, based on our assessment of the realizability of the net deferred tax assets, we reached the conclusion that some of our net deferred tax assets will most likely not be fully realized and therefore a total valuation allowance of $0.5 million was recorded.

Although management believes that the judgment and estimates involved are reasonable and that the necessary provisions related to income taxes have been recorded, changes in circumstances or unexpected events could adversely affect our financial position, results of operations, and cash flows.

See *Note 12 – Income Taxes* to the consolidated financial statements included elsewhere in this Annual Report for further information related to our income tax positions.

Litigation

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business, the outcomes of which are inherently uncertain. The Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable, the determination of which requires significant judgment. Resolution of legal matters in a manner inconsistent with management's expectations could have a material impact on the Company's financial condition and operating results. See *Note 13 – Commitments and Contingencies* to the consolidated financial statements included elsewhere in this Annual Report for further information related to the Company's litigation.

Non-U.S. GAAP Financial Measures

To supplement our consolidated financial statements, which are prepared and presented in accordance with U.S. GAAP, we use consolidated adjusted EBITDA and segment adjusted EBITDA, non-U.S. GAAP financial measures, to understand and evaluate our core operating performance. These non-GAAP financial measures, which may be different than similarly titled measures used by other companies, are presented to enhance investors' overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with U.S. GAAP.

We define the non-U.S. GAAP financial measure of consolidated adjusted EBITDA to mean net income, excluding other income (expense), income tax benefit (expense), depreciation, amortization, impairment charges, stock-based compensation expense and stock option expense and other items that are not core to the operating activities of the Company. Segment adjusted EBITDA is defined as net income before depreciation and amortization, interest expense, income taxes, stock compensation expense, stock option expense, and other items that are not core to the operating activities of the Company. We believe that consolidated adjusted EBITDA and segment adjusted EBITDA provides useful information about our financial performance, enhances the overall understanding of our past performance and future prospects and allows for greater transparency with respect to a key metric used by our management for financial and operational decision-making. We believe that segment adjusted EBITDA helps identify underlying trends in our business that otherwise could be masked by the effect of the expenses that we exclude in segment adjusted EBITDA. In particular, we believe the exclusion of stock and stock option expenses provides a useful supplemental measure in evaluating the performance of our underlying operations and provides better transparency into our results of operations.

We are presenting the non-U.S. GAAP measures of consolidated adjusted EBITDA and segment adjusted EBITDA to assist investors in seeing our financial performance through the eyes of management and because we believe these measures provide additional tools for investors to use in comparing our core financial performance over multiple periods with other companies in our industry.

Consolidated adjusted EBITDA should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with U.S. GAAP. There are several limitations related to the use of consolidated adjusted EBITDA and segment adjusted EBITDA compared to net income, the closest comparable U.S. GAAP measure. Some of these limitations are:

- Consolidated adjusted EBITDA and segment adjusted EBITDA exclude stock-based compensation expense related to our agent growth incentive program and stock option expense, which have been and will continue to be for the foreseeable future, significant recurring expenses in our business and an important part of our compensation strategy; and

- Consolidated adjusted EBITDA and segment adjusted EBITDA exclude certain recurring, non-cash charges such as depreciation of fixed assets, amortization of intangible assets and impairment charges related to these long-lived assets and, although these are non-cash charges, the assets being depreciated, amortized, or impaired may have to be replaced in the future.

The following table presents a reconciliation of consolidated adjusted EBITDA to the most comparable U.S. GAAP financial measure, for each of the periods presented:

	Year Ended December 31,		
	2025	2024	2023
Net income (loss) from continuing operations	($ 22,714)	($ 16,788)	$ 3,533
Total other (income) expense, net	(1,232)	(3,277)	(2,995)
Income tax (benefit) expense	2,480	1,071	(16)
Depreciation and amortization	9,562	10,289	10,892
Impairment expense	-	4,930	-
Litigation contingency	-	34,000	-
Stock-based compensation expense [1]	38,610	37,285	43,178
Stock option expense	6,466	7,973	10,736
Consolidated adjusted EBITDA	$ 33,172	$ 75,483	$ 65,328

(1) This includes agent growth incentive stock compensation expense and stock compensation expense related to business acquisitions.

The primary driver for the decrease in consolidated adjusted EBITDA was a decrease in gross profit, primarily driven by increased agent capping as well as increased operating costs including employee-related, technology and legal expenses, partially offset by increased revenues.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk from foreign currency and exchange rate fluctuation and interest rate changes.

The majority of the Company's net sales, expenses and capital purchases were transacted in U.S. dollars. However, exposure with respect to foreign exchange rate fluctuation existed due to the Company's operations throughout the Americas, Europe, the Middle East, Asia-Pacific, and South Africa. Based on fiscal 2025 performance, a hypothetical appreciation or decline in the value of the Canadian dollar in relation to the U.S. dollar of 10% would have an immaterial impact on operating income. The individual impacts to the operating income of hypothetical currency fluctuations in the Canadian dollar have been calculated in isolation from any potential responses to address such exchange rate changes in the Company's other foreign markets. The Company's exposures to foreign currency risk related to its other operations in international locations were immaterial and have been excluded from this analysis.

The Company's investments in the net assets of the Company's international operations were also subject to foreign exchange rate risk. As of December 31, 2025, the impacts of translations of foreign-denominated net assets of the Company's international operations were immaterial to the Company's consolidated financial statements. The translation impacts related to the net assets of the Company's international operations are recorded within accumulated other comprehensive income. Historically, the Company has not hedged this exposure, although it may elect to do so in future periods.

The Company is also exposed to market risk for changes in interest rates on its financial instruments, which relate to the Company's cash equivalents primarily invested in money market funds. The Company does not use derivative financial instruments in its investing activities. The Company places cash and cash equivalents with various major financial institutions. The Company protects its invested principal funds by limiting default risk, market risk and reinvestment risk. The Company mitigates against such risks by utilizing investment vehicles restricted to short-term U.S. government and agency obligations, thereby prioritizing capital preservation and immediate liquidity.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of eXp World Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of eXp World Holdings, Inc. and subsidiaries (the “Company”) as of December 31, 2025 and 2024, the related consolidated statements of comprehensive income (loss), stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 24, 2026, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Commissions and Other Agent-Related Costs – Sustainable Revenue Share Plan expenses – Refer to Note 2 to the financial statements

The Company maintains a revenue share program which allows agents and brokers to earn additional income from real estate transactions closed by agents they have attracted to the Company. Agents are eligible for revenue share based on defined qualification requirements. These additional commissions are funded from the Company’s portion of transaction commissions and are included within commissions and other agent-related costs.

We identified the revenue share program as a critical audit matter because the plan has a complex multi-tiered compensation structure involving highly automated system calculations to determine the commissions paid to agents and brokers. This required an increased extent of audit effort to audit and evaluate the accuracy of commissions paid under the revenue share program.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the testing of the accuracy and completeness of expenses under the revenue share program included the following, among others:

- We tested the effectiveness of controls over the revenue share expenses, including management's controls over the calculation of commission under the revenue share program.
- With the assistance of our IT specialists, we:
  - Identified the significant system used to process revenue share transactions and tested the general IT controls over the system, including testing of user access controls, change management controls, and IT operations controls.
  - Performed testing of automated controls for the system calculation of revenue share and the system determination of number of agents attracted to the Company.
- We tested the amount of revenue share expense by developing an expectation of the amount based on a percentage of the Company's portion of transaction commissions and comparing our expectation to the amount recorded by management.
- We selected samples of commissions paid to agents and brokers under the revenue share program and recalculated the commissions amount based on the terms of the respective independent contractor agreements.
- For the samples selected:
  - We tested the mathematical accuracy of the recorded commission by recalculating the revenue share allocation in accordance with the independent contractor agreements and traced the underlying transactions to third party documents.
  - We tested the accuracy and completeness of agent attributes attracted to the Company by reviewing independent contractor agreements and obtaining evidence that agents achieved the required sales transaction volume.

/s/ Deloitte & Touche LLP

San Francisco, California
February 24, 2026

We have served as the Company's auditor since 2019.

EXP WORLD HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)

	December 31, 2025	December 31, 2024
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 124,245	$ 113,607
Restricted cash	57,218	54,981
Accounts receivable, net of allowance for credit losses of $2,690 and $1,589, respectively	108,838	87,692
Prepaids and other assets	14,567	11,692
TOTAL CURRENT ASSETS	304,868	267,972
Property and equipment, net	14,314	11,615
Other noncurrent assets	23,495	11,679
Intangible assets, net	4,421	6,456
Deferred tax assets, net	77,510	75,774
Goodwill	17,872	17,226
TOTAL ASSETS	$ 442,480	$ 390,722
LIABILITIES AND EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 14,613	$ 10,478
Customer deposits	57,204	55,660
Accrued expenses	108,208	85,661
Litigation contingency	17,000	34,000
Other current liabilities	2,676	54
TOTAL CURRENT LIABILITIES	199,701	185,853
TOTAL LIABILITIES	199,701	185,853
EQUITY		
Common Stock, $0.00001 par value 900,000,000 shares authorized; 207,785,762 issued and 161,049,979 outstanding at December 31, 2025; 195,028,207 issued and 154,133,385 outstanding at December 31, 2024	2	2
Additional paid-in capital	1,105,434	962,758
Treasury stock, at cost: 46,735,783 and 40,894,822 shares held December 31, 2025 and December 31, 2024, respectively	(742,879)	(686,680)
Accumulated earnings (deficit)	(121,622)	(68,135)
Accumulated other comprehensive income (loss)	1,844	(3,076)
TOTAL EQUITY	242,779	204,869
TOTAL LIABILITIES AND EQUITY	$ 442,480	$ 390,722

The accompanying notes are an integral part of these consolidated financial statements.

EXP WORLD HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands, except share amounts and per share data)

	Year Ended December 31,		
	2025	**2024**	**2023**
Revenues	$ 4,772,311	$ 4,567,672	$ 4,273,821
Commissions and other agent-related costs	4,438,733	4,225,277	3,953,897
Gross profit	333,578	342,395	319,924
Operating expenses			
General and administrative expenses	274,871	252,369	247,799
Technology and development expenses	69,618	58,182	59,547
Sales and marketing expenses	10,555	11,908	12,056
Impairment expense	-	4,930	-
Litigation contingency	-	34,000	-
Total operating expenses	355,044	361,389	319,402
Operating income (loss)	(21,466)	(18,994)	522
Other (income) expense			
Other (income) expense, net	(1,513)	(4,445)	(4,383)
Equity in (income) losses of unconsolidated affiliates	281	1,168	1,388
Other (income) expense, net	(1,232)	(3,277)	(2,995)
Income (loss) before income tax expense	(20,234)	(15,717)	3,517
Income tax (benefit) expense	2,480	1,071	(16)
Net income (loss) from continuing operations	(22,714)	(16,788)	3,533
Net income (loss) from discontinued operations	-	(4,479)	(12,506)
Net income (loss)	($ 22,714)	($ 21,267)	($ 8,973)
Earnings (loss) per share			
Basic, net income (loss) from continuing operations	($ 0.14)	($ 0.11)	$ 0.02
Basic, net income (loss) from discontinued operations	$ -	($ 0.03)	($ 0.08)
Basic, net income (loss)	($ 0.14)	($ 0.14)	($ 0.06)
Diluted, net income (loss) from continuing operations	($ 0.14)	($ 0.11)	$ 0.02
Diluted, net income (loss) from discontinued operations	$ -	($ 0.03)	($ 0.08)
Diluted, net income (loss)	($ 0.14)	($ 0.14)	($ 0.06)
Weighted average shares outstanding			
Basic	156,879,412	153,684,907	153,232,129
Diluted	156,879,412	153,684,907	156,773,528
Comprehensive income (loss):			
Net income (loss)	($ 22,714)	($ 21,267)	($ 8,973)
Other comprehensive income (loss):			
Foreign currency translation gain (loss), net of tax	4,920	(3,408)	96
Comprehensive income (loss)	($ 17,794)	($ 24,675)	($ 8,877)

The accompanying notes are an integral part of these consolidated financial statements.

EXP WORLD HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Year Ended December 31,		
	2025	**2024**	**2023**
Common stock:			
Balance, beginning of period	$ 2	$ 2	$ 2
Balance, end of period	2	2	2
Treasury stock:			
Balance, beginning of period	(686,680)	(545,559)	(385,010)
Repurchases of common stock	(56,199)	(141,121)	(160,549)
Balance, end of period	(742,879)	(686,680)	(545,559)
Additional paid-in capital:			
Balance, beginning of period	962,758	804,833	611,872
Shares issued for stock options exercised	434	2,012	4,980
Agent growth incentive stock-based compensation	37,627	36,675	41,995
Agent equity stock-based compensation	98,149	111,278	135,226
Stock option compensation	6,466	7,960	10,760
Balance, end of period	1,105,434	962,758	804,833
Accumulated earnings (deficit):			
Balance, beginning of period	(68,135)	(16,769)	20,723
Net income (loss)	(22,714)	(21,267)	(8,973)
Dividends declared and paid ($0.05 per share of common stock)	(30,773)	(30,099)	(28,519)
Balance, end of period	(121,622)	(68,135)	(16,769)
Accumulated other comprehensive income (loss):			
Balance, beginning of period	(3,076)	332	236
Foreign currency translation gain (loss)	4,920	(3,408)	96
Balance, end of period	1,844	(3,076)	332
Noncontrolling interest:			
Balance, beginning of period	-	1,169	1,169
Transactions with noncontrolling interests	-	(1,169)	-
Balance, end of period	-	-	1,169
Total equity	$ 242,779	$ 204,869	$ 244,008

The accompanying notes are an integral part of these consolidated financial statements.

EXP WORLD HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2025	**2024**	**2023**
OPERATING ACTIVITIES			
Net income (loss)	($ 22,714)	($ 21,267)	($ 8,973)
Reconciliation of net income (loss) to net cash provided by operating activities:			
Depreciation expense	6,870	7,835	8,352
Amortization expense - intangible assets	2,692	2,454	2,540
Impairment expense	-	4,930	9,203
Loss on disposition of business	-	266	472
Allowance for credit losses on receivables/bad debt on receivables	1,101	(615)	(1,711)
Equity in loss of unconsolidated affiliates	281	1,168	1,388
Agent growth incentive stock-based compensation expense	38,364	37,265	43,178
Stock option compensation	6,466	7,975	10,736
Agent equity stock-based compensation expense	98,149	111,278	135,226
Deferred income taxes, net	(1,736)	(6,521)	(2,666)
Changes in operating assets and liabilities:			
Accounts receivable	(21,098)	(1,704)	3,474
Prepaids and other assets	(2,875)	3,041	(1,263)
Customer deposits	1,544	11,110	6,761
Accounts payable	4,135	1,690	(1,491)
Accrued expenses	21,810	(1,445)	8,424
Long term payable	-	-	(4,677)
Litigation contingency	(17,000)	34,000	-
Other operating activities	2,622	54	158
NET CASH PROVIDED BY OPERATING ACTIVITIES	118,611	191,514	209,131
INVESTING ACTIVITIES			
Purchases of property and equipment	(9,569)	(6,483)	(5,363)
Purchase of business	-	(6,150)	-
Proceeds from sale of business	-	-	330
Investments in unconsolidated affiliates	(13,246)	(5,447)	(5,876)
Capitalized software development costs in intangible assets	(657)	(1,390)	(2,594)
NET CASH USED IN INVESTING ACTIVITIES	(23,472)	(19,470)	(13,503)
FINANCING ACTIVITIES			
Repurchase of common stock	(56,199)	(141,121)	(160,550)
Proceeds from exercise of options	434	2,012	4,980
Transactions with noncontrolling interests	-	(1,169)	-
Dividends declared and paid	(30,773)	(30,099)	(28,519)
NET CASH USED IN FINANCING ACTIVITIES	(86,538)	(170,377)	(184,089)
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	4,274	(2,972)	(38)
Net change in cash, cash equivalents and restricted cash	12,875	(1,305)	11,501
Cash, cash equivalents and restricted cash, beginning balance	168,588	169,893	159,383
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, ENDING BALANCE	$ 181,463	$ 168,588	$ 170,884
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:			
Cash paid for income taxes	4,597	2,694	2,731
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Termination of lease obligation - operating lease	-	-	859
Contingent consideration for disposition of business	-	-	1,209
Property, plant and equipment increase due to transfer of right-of-use lease asset	-	-	1,100
Property and equipment purchases in accounts payable	-	-	63

The accompanying notes are an integral part of these consolidated financial statements.

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

eXp World Holdings, Inc. (the "Company" or "eXp") was incorporated in Delaware on July 30, 2008. The Company operates a cloud-based real estate brokerage and related services supporting agents, brokers, and entrepreneurs across North America and international markets.

The accompanying consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), expressed in U.S. dollars, and the Company's fiscal year ends on December 31. The preparation of these consolidated financial statements and accompanying notes in conformity with U.S. GAAP requires the use of management estimates.

The Company reports results through three segments: North American Realty, International Realty, and Other Affiliated Services (see *Note 10 – Segment Information* to the consolidated financial statements included elsewhere in this Annual Report).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The consolidated financial statements include the accounts of eXp World Holdings, Inc., its wholly-owned subsidiaries, and entities in which the Company has a variable interest of which the Company is the primary beneficiary. If the Company has a variable interest in an entity but it is not the primary beneficiary of the entity or does not exercise control over the operations and has less than 50% ownership, it will use the equity or cost method of accounting for investments. We hold investments in certain equity securities that do not have readily determinable fair values and for which we do not exercise significant influence. These investments qualify for and are accounted for using the measurement alternative under *Financial Accounting Standards Board Accounting Standards Codification ("ASC") Topic 321, Investments – Equity Securities ("ASC 321").*

Joint ventures

A joint venture is a contractual arrangement whereby the Company and other parties undertake an economic activity through a jointly controlled entity. Joint control exists when strategic, financial and operating policy decisions relating to the activities require the unanimous consent of the parties sharing control. Joint ventures are accounted for using the equity method and are recognized initially at cost. Joint ventures are typically included in the Other Affiliated Services unless the joint venture specifically supports one of the other reportable segments.

Investments in Equity Securities

We hold investments in certain equity securities that do not have readily determinable fair values and for which we do not exercise significant influence. These investments qualify for and are accounted for using the measurement alternative under *ASC 321*.

Use of estimates

Preparing financial statements under U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Key areas requiring estimates include credit losses, legal contingencies, income taxes, revenue recognition, stock-based compensation, goodwill, and deferred tax assets.

Management bases these estimates on current facts, historical experience, and other reasonable factors. Actual results may differ materially and adversely from these estimates, which could affect future results of operations.

Reclassifications

When necessary, the Company will reclassify certain amounts in prior period financial statements to conform to the current period's presentation. The Company maintains a consistent presentation across all periods presented.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, money market instruments and all other highly liquid investments purchased with an original or remaining maturity of three months or less at the date of acquisition.

Restricted cash

Restricted cash represents amounts held in escrow by the Company's brokers and agents on behalf of real estate buyers. These amounts are recorded as customer deposit liabilities until released, at which time the liability is reduced. A reconciliation of cash, cash equivalents, and restricted cash to the amounts presented in the statement of cash flows is provided in the following table.

	December 31, 2025	December 31, 2024
Cash and cash equivalents	$ 124,245	$ 113,607
Restricted cash	57,218	54,981
Total cash, cash equivalents, and restricted cash	$ 181,463	$ 168,588

Accounts receivable and allowance for expected credit losses

The Company evaluates expected credit losses using an aging schedule and records an allowance when amounts are determined to be uncollectible.

As of December 31, 2025 and 2024, the Company recognized expected credit losses of $82 and $34, respectively.

Foreign currency translation

The Company's functional reporting currency is the U.S. dollar. The functional currency of each foreign subsidiary is its local currency, with monetary assets and liabilities translated at period-end exchange rates and non-monetary items at historical rates. Revenues and expenses are translated at average monthly rates. Translation gains and losses are included in other comprehensive income (loss). The Company does not use hedging instruments to manage foreign currency risk.

Fixed assets

Fixed assets are recorded at cost and depreciated on a straight-line basis over estimated useful lives, generally three to five years for computer hardware and software and five to seven years for furniture, fixtures, and equipment. Maintenance and repairs are expensed as incurred, while expenditures that extend useful life or improve functionality are capitalized. The Company also capitalizes eligible costs related to the development of internal-use software, including upgrades and enhancements.

Software development costs

The Company capitalizes software development costs related to products to be sold, leased, or marketed to external users and internal-use software.

Impairment of long-lived assets

The Company reviews long-lived assets for impairment when events or changes in circumstances indicate that carrying amounts may not be recoverable. If the expected undiscounted cash flows are less than the carrying value, the asset is written down to fair value.

Stock-based compensation

Stock-based compensation is measured at grant date fair value and recognized on a straight-line basis over the requisite service period, net of forfeitures. Awards with performance conditions are recognized based on the probable outcome of those conditions.

Revenue recognition

The Company generates a substantial portion of its revenue from North American Realty and International Realty segments and generates a de minimis portion of its revenues from its Other Affiliated Services segment. The Company does not have contracts with customers that provide variable consideration.

North American Realty and International Realty

The Company serves as a licensed broker in the areas in which it operates for the purpose of processing residential real estate transactions. The Company is contractually obligated to provide services for the fulfillment of transfers of residential real estate between buyers and sellers. The Company provides these services itself and controls the services necessary to legally transfer residential real estate. Correspondingly, the Company is defined as the principal. The Company, as principal, satisfies its obligation upon the closing of a residential real estate transaction. As principal and upon satisfaction of the performance obligation, the Company recognizes revenue in the gross amount of consideration to which the Company expects to be entitled. The Company estimates and accrues revenue to which it is entitled to for closed transactions but has yet to receive all the necessary closing documents.

Revenue is derived from assisting homebuyers and sellers in listing, marketing, selling and finding residential real estate. Commissions earned on real estate transactions are recognized at the completion of a residential real estate transaction

once the Company has satisfied the performance obligation. Agent-related fees charged by the Company are recorded as a reduction to commissions and other agent-related costs.

Software Subscription and Professional Services

Subscription revenue is derived from fees from customers to access the Company's virtual reality software platform. The terms of subscriptions do not provide customers the right to take possession of the software. Subscription revenue is generally recognized ratably over the contract term.

Professional services revenue is derived from implementation and consulting services. Professional services revenue is typically recognized over time as the services are rendered, using an efforts-expended (labor hours) input method.

Disaggregated revenue

The Company primarily operates as a real estate brokerage firm and discloses disaggregated revenue from services to customers across its three reportable segments to provide additional insight into the future recognition of revenue and cash flows. The vast majority of the Company's revenue is derived from providing real estate brokerage services to purchasers and sellers of homes in the U.S., Canada and internationally. See *Note 10 – Segment Information* for details regarding segment and geographic information.

Management provides disaggregation of revenue from its services to customers to provide additional insight into the future recognition of revenue and cash flows.

Sustainable Revenue Share Plan expenses

The Company maintains a revenue share program that allows agents and brokers to earn additional income from real estate transactions closed by agents they have attracted to the Company, subject to defined qualification requirements. Payments under the plan are funded from the Company's portion of transaction commissions and are recorded as commissions and other agent-related costs in the consolidated statements of comprehensive income (loss).

Advertising and marketing costs

Advertising and marketing costs are generally expensed in the period incurred. Advertising and marketing expenses are included in the sales and marketing expense line item on the accompanying consolidated statements of comprehensive income (loss). For the years ended December 31, 2025, 2024 and 2023, the Company incurred advertising and marketing expenses of $10,555, $11,908 and $12,056, respectively.

Income taxes

The Company accounts for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for temporary differences between financial reporting and tax basis of assets and liabilities, measured using enacted tax rates expected to apply when the differences reverse. Deferred tax assets are recorded when realization is considered more likely than not, and a valuation allowance is established when necessary. Uncertain tax positions are recognized when it is more likely than not that the position will be sustained, measured as the largest amount of benefit more than 50% likely to be realized upon settlement.

Comprehensive income (loss)

The Company's only components of comprehensive income (loss) are net income (loss) and foreign currency translation adjustments.

Accounting pronouncements

The Company has adopted all new accounting standards currently in effect and does not believe that any recently issued standards will have a material impact on its financial statements.

In July 2025, the Financial Accounting Standards Board ("FASB") issued *ASU 2025-05*, which simplifies the application of the Current Expected Credit Loss ("CECL") model for short-term assets. The update provides a practical expedient allowing entities to assume that current economic conditions at the balance sheet date will remain constant over the remaining short life of accounts receivable and contract assets, rather than requiring complex macroeconomic forecasting. This standard is effective for the Company beginning January 1, 2026, with early adoption permitted. The adoption of this standard is expected to streamline the financial reporting process and eliminate the need for complex macroeconomic modeling on its short-term commission-related receivables.

In September 2025, the FASB issued *ASU 2025-06* to modernize software cost accounting. The amendments remove the traditional project stages to better align with agile and iterative development cycles. Capitalization now begins when management authorizes the project and it is "probable to complete." The standard is effective for the Company for fiscal years beginning after

December 15, 2027, with early adoption permitted. The Company anticipates that the adoption of this standard will better align its accounting for internal-use software with its agile development environment and while it is still evaluating the full impact, the update is expected to increase the level of judgment required in determining the commencement of capitalization and may result in a greater portion of development costs being expensed in the earlier stages of its technology projects.

In December 2025, the FASB issued *ASU 2025-11* to improve the navigability of interim financial statement disclosures. The update provides a centralized list of required interim disclosures and introduces disclosure principles requiring entities to report significant events occurring since the previous year end that have a material impact. While the ASU clarifies what must be disclosed, it is not intended to significantly change existing reporting volume for SEC filers. The standard is effective for the Company's interim periods beginning January 1, 2028, and early adoption is permitted. As a result, the Company expects the adoption this standard to enhance the consistency and navigability of its quarterly filings through the application of the new centralized disclosure framework, though it does not anticipate that the adoption of this update will have a material impact on its consolidated financial position or results of operations.

In December 2025, the FASB issued *ASU 2025-12* as part of its ongoing project to clarify and correct various sections of the Accounting Standards Codification. Key improvements in this update include clarifications on the calculation of diluted earnings per share ("EPS") during loss periods and the accounting for treasury stock retirements. The amendments are effective for the Company beginning January 1, 2027, and may be applied either prospectively or retrospectively depending on the specific issue within the update. The Company is currently evaluating the impact of these clarifications on its reporting processes but expects that the adoption of this standard will primarily result in refined calculations of diluted EPS during periods of net loss and provide a more standardized approach to its treasury stock accounting without significantly altering its overall financial position.

3. DISCONTINUED OPERATIONS

In 2023, In accordance with ASC 205-20, the Company determined that Virbela was no longer continuing operations, and the results of the Virbela business have been presented as discontinued operations in the consolidated statements of comprehensive income (loss) and, as such, have been excluded from continuing operations. In the fourth quarter of 2024, the Company completed the disposition of Virbela. The following table presents the information for Virbela's operations for the years ended December 31, 2024 and 2023 (in thousands).

INCOME STATEMENT OF DISCONTINUED OPERATIONS

	Year Ended December 31,		
	2025	2024	2023
Revenues	$ -	$ 652	$ 7,284
Operating expenses			
Cost of revenue	-	3,083	3,156
General and administrative expenses	-	3,139	10,804
Technology and development expenses	-	322	1,003
Sales and marketing expenses	-	(2)	100
Impairment expense	-	-	9,203
Total operating expenses	-	6,542	24,266
Operating income (loss)	-	(5,890)	(16,982)
Other (income) expense			
Other (income) expense, net	-	(278)	(31)
Total other (income) expense, net	-	(278)	(31)
Income (loss) before income tax expense	-	(5,612)	(16,951)
Income tax benefit (expense)	-	1,133	4,445
Net income (loss) from discontinued operations	$ -	($ 4,479)	($ 12,506)

4. FAIR VALUE MEASUREMENT

The Company holds funds in a money market account, which are considered Level 1 assets. The Company values its money market funds at fair value on a recurring basis.

As of December 31, 2025 and 2024, the fair value of the Company's money market funds was $12,397 and $38,344, respectively.

The Company holds investments in equity securities without readily determinable fair values, accounted for under the measurement alternative in accordance with *ASC 321*. As of December 31, 2025, the carrying value of these investments was $12,235, reflecting an initial acquisition of $11,000 in the first quarter of 2025 and a subsequent capital contribution during the third and fourth quarter of 2025. There were no transfers between levels of the fair value hierarchy, and the Company held no Level 2 financial instruments during the periods presented.

5. PREPAIDS AND OTHER ASSETS

Prepaids and other assets consisted of the following:

	December 31, 2025	December 31, 2024
Prepaid expenses	$ 6,612	$ 7,817
Prepaid insurance	4,723	2,686
Other assets (includes inventory)	3,232	1,189
Total prepaid expenses	$ 14,567	$ 11,692

6. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consisted of the following:

	December 31, 2025	December 31, 2024
Computer hardware and software	$ 53,849	$ 44,079
Furniture, fixture, and equipment	2,206	2,205
Total depreciable property and equipment	56,055	46,284
Less: accumulated depreciation	(42,184)	(35,262)
Depreciable property and equipment, net	13,871	11,022
Assets under development	443	593
Property and equipment, net	$ 14,314	$ 11,615

For the years ended December 31, 2025, 2024 and 2023, depreciation expense was $6,870, $7,835 and $8,352, respectively.

7. GOODWILL AND INTANGIBLE ASSETS

Changes in the carrying amount of goodwill were:

	December 31, 2025	December 31, 2024
Goodwill	$ 17,226	$ 16,982
Acquisitions	-	3,737
Impairments	-	(2,386)
Currency translation impact	646	(1,107)
Total goodwill	$ 17,872	$ 17,226

The Company performed its annual goodwill impairment testing in the fourth quarter of 2025 and 2024. In 2024, the Company determined that the goodwill associated with SUCCESS® was impaired. The Company recognized goodwill impairment charge of $2,386 for the year ended December 31, 2024.

The Company has a risk of future impairment to the extent that individual reporting unit performance does not meet projections. Additionally, if current assumptions and estimates, including projected revenues and income growth rates, terminal growth rates, competitive and consumer trends, market-based discount rates and other market factors, are not met, or if valuation factors outside of the Company's control change unfavorably, the estimated fair value of goodwill could be adversely affected, leading to a potential impairment in the future.

Definite-lived intangible assets were as follows:

	December 31, 2025			
	Gross Amount	Accumulated Amortization	Impairment	Net Carrying Amount
Trade name	$ 2,068	($ 1,262)	$ -	$ 806
Existing technology	5,996	(4,871)	-	1,125
Non-competition agreements	476	(368)	-	108
Customer relationships	2,011	(1,051)	-	960
Licensing agreement	210	(210)	-	-
Intellectual property	1,453	(31)	-	1,422
Total intangible assets	$ 12,214	($ 7,793)	$ -	$ 4,421

	December 31, 2024			
	Gross Amount	Accumulated Amortization	Impairment	Net Carrying Amount
Trade name	$ 2,042	($ 943)	$ -	$ 1,099
Existing technology	5,349	(2,564)	-	2,785
Non-competition agreements	461	(272)	-	189
Customer relationships	2,560	(503)	(549)	1,508
Licensing agreement	210	(210)	-	-
Intellectual property	3,448	(578)	(1,995)	875
Total intangible assets	$ 14,070	($ 5,070)	($ 2,544)	$ 6,456

For the years ended December 31, 2025, 2024 and 2023, amortization expense for definite-lived intangible assets was $2,692, $2,454, and $2,540, respectively.

As part of the Company's annual assessment, the Company also reviews the useful lives of its amortizable intangible assets and determines if there should be any change to the amortization period. In 2024, for amortizable intangible assets related to SUCCESS®, the Company recognized an impairment loss related to the net book value of the customer lists of $549 and content of $1,995.

In 2025, there was no impairment of goodwill or intangible assets, and there was no change to the useful lives of amortizable intangible assets.

8. ACCRUED EXPENSES

Accrued expenses consisted of the following:

	December 31, 2025	December 31, 2024
Commissions payable	$ 73,474	$ 58,984
Payroll payable	7,635	7,619
Taxes payable	3,791	3,999
Stock liability awards	5,782	5,045
Other accrued expenses	17,526	10,014
	$ 108,208	$ 85,661

9. STOCKHOLDERS' EQUITY

The following table represents a reconciliation of the Company's issued common stock shares for the periods presented:

	Year Ended December 31,		
	2025	2024	2023
Common stock:			
Balance, beginning of period	195,028,207	183,606,708	171,656,030
Shares issued for stock options exercised	82,936	380,919	832,993
Agent growth incentive stock-based compensation	2,802,114	1,787,280	2,219,881
Agent equity stock-based compensation	9,872,505	9,253,300	8,897,804
Balance, end of period	207,785,762	195,028,207	183,606,708

Dividends

The Company declared and paid dividends of $0.05 quarterly in 2025 and 2024. The Company declared and paid dividends of $0.045 in each of the first and second quarters of 2023, $0.05 in each of the third and fourth quarters of 2023. Dividends are declared at the discretion of the Board and are based on various factors, including the Company's financial condition, results of operations, capital requirements, and market conditions. The total cash dividends paid during each of these years were funded from available cash and were recorded as reductions to accumulated earnings (deficit).

2024 Equity Incentive Plan

The eXp World Holdings, Inc. 2024 Equity Incentive Plan (the "2024 Plan") is a stockholder-approved plan that provides for broad-based equity grants to service providers, including employees, directors, agents, and consultants, and permits the granting of restricted stock units ("RSUs"), stock grants, performance-based awards, stock options and stock appreciation rights. RSUs granted under the 2024 Plan generally vest over four years, based on continued services, and are settled upon vesting in shares of the Company's common stock on a one-for-one basis. All RSUs granted under the 2024 Plan have dividend equivalent rights, which entitle holders of RSUs to the same dividend value per share as holders of common stock. A maximum of approximately 150 million shares were authorized for issuance pursuant to 2024 Plan awards at the time the plan was approved on May 13, 2024.

The Company's stockholder approved equity programs described below are administered under the 2024 Plan, beginning in September 2024. Prior to that time, the equity programs were administered under the eXp World Holdings, Inc. 2015 Equity Incentive Plan which has since terminated. The purpose of the 2024 Plan is to retain the services of valued employees, directors, officers, agents and consultants and to incentivize such persons to make contributions to the Company and motivate excellent performance.

2015 Equity Incentive Plan

The eXp World Holdings, Inc. 2015 Equity Incentive Plan, as amended and restated (the "2015 Plan"), is a stockholder-approved plan that provided for broad-based equity grants to service providers, including employees, directors, agents, and consultants. The 2015 Plan permitted the granting of the same types of equity awards with substantially the same terms as the 2024 Plan. In the third quarter of 2024, the Company terminated the authority to grant new awards under the 2015 Plan.

Agent Equity Program ("AEP")

The Company provides agents and brokers the opportunity to elect to receive 5% of commissions earned from each completed residential real estate transaction in the form of common stock of the Company at a discount recognized by the Company. If agents and brokers elect to receive portions of their commissions in common stock, they are entitled to receive the equivalent number of shares of common stock based on the fixed monetary value of the commission payable.

For the years ended December 31, 2025, 2024 and 2023, the Company issued 9,872,505, 9,253,300 and 8,897,804 shares of common stock, respectively, to agents and brokers for $98,149, $111,278 and $135,226, respectively, net of discount, attributable to the AEP.

Agent Growth Incentive Program ("AGIP")

The Company administers AGIP whereby agents and brokers become eligible to receive awards of the Company's common stock through agent attraction and performance benchmarks. The incentive program encourages greater performance and awards agents with common stock based on achievement of performance milestones. Awards typically vest after performance benchmarks are reached and three years of subsequent service is provided to the Company. Share-based performance awards are based on a fixed-dollar amount of shares once performance metrics are achieved. As such, the awards are classified as liabilities until the number of share awards becomes fixed once the performance metric is achieved.

For the years ended December 31, 2025, 2024 and 2023, the Company's stock compensation attributable to the AGIP was $37,222, $36,998 and $43,178, respectively. The amount of stock compensation attributable to liability classified awards was $2,736, $2,251 and $3,832 for the years ended December 31, 2025, 2024 and 2023, respectively.

As of December 31, 2025, the total unrecognized compensation costs associated with these awards, where the performance metric has been achieved and the number of shares awarded are fixed, was $59,896, which is expected to be recognized over a weighted-average period of approximately 2.02 years.

The following table illustrates changes in the Company's stock compensation liability, included in accrued liabilities for the periods presented:

	Amount
Balance, December 31, 2023	$ 5,000
Stock grant liability increase year to date	2,251
Stock grants reclassified from liability to equity year to date	(2,206)
Balance, December 31, 2024	$ 5,045
Stock grant liability increase year to date	2,736
Stock grants reclassified from liability to equity year to date	(1,999)
Balance, December 31, 2025	$ 5,782

The following table illustrates the Company's stock activity for the AGIP for stock awards where the performance metric has been achieved for the following periods:

	Shares	Weighted Average Grant Date Fair Value
Balance, December 31, 2023	6,875,289	$ 17.80
Granted	4,472,988	12.22
Vested and issued	(1,773,129)	22.99
Forfeited	(1,720,193)	15.93
Balance, December 31, 2024	7,854,955	$ 13.80
Granted	5,490,988	10.06
Vested and issued	(2,715,482)	13.65
Forfeited	(1,355,254)	12.66
Balance, December 31, 2025	9,275,207	$11.74

Activity related to Other Restricted Stock Units ("RSUs"), which was previously included in the AGIP stock activity table for prior years, is now presented independently in the *Other Restricted Stock Units* section below.

Other Restricted Stock Units

RSUs may be granted to directors, officers, certain employees and consultants. Each RSU represents the right to receive one share of the Company's common stock upon vesting, subject to time-based and/or performance-based restrictions. RSUs typically vest over a three-year period with equal and periodically graded vesting or cliff vesting, as applicable. The fair value of RSUs granted is determined based on the closing market price of the Company's common stock on the grant date. The total fair value of RSUs is recognized as stock-based compensation expense over the vesting period, with adjustments for estimated forfeitures.

For the years ended December 31, 2025, 2024 and 2023, the Company's stock compensation attributable to these RSUs was $1,142, $267 and $0, respectively.

As of December 31, 2025, the total unrecognized compensation costs associated with these RSUs was $2,877, which is expected to be recognized over a weighted-average period of approximately 2.21 years.

The following table illustrates the Company's RSU activity for the following periods:

	Shares	Weighted Average Grant Date Fair Value
Balance, December 31, 2023	-	$ -
Granted	115,574	12.89
Vested and issued	(14,151)	12.06
Forfeited	-	-
Balance, December 31, 2024	101,423	$ 13.00
Granted	300,410	10.13
Vested and issued	(86,632)	11.02
Forfeited	(20,508)	12.34
Balance, December 31, 2025	294,693	$10.71

Stock Option Awards

Stock options are granted to directors, officers, certain employees and consultants with an exercise price equal to the fair market value of common stock on the grant date and the stock options expire 10 years from the date of grant. These options generally have time-based restrictions with equal and periodically graded vesting over a three-year period.

The fair value of the options issued is calculated using a Black-Scholes-Merton option-pricing model with the following assumptions:

	2025	2024	2023
Expected term	5 years	5 years	5 - 6 years
Expected volatility	68.69% - 74.72%	73.51% - 74.29%	73.64% - 76.78%
Risk-free interest rate	3.54% - 4.41%	3.48% - 4.61%	3.28% - 4.86%
Dividend yield	1.76% - 2.24%	1.39% - 1.99%	0.72% - 1.64%

The following table illustrates the Company's stock option activity for the following periods:

	Options	Weighted Average Exercise Price	Intrinsic Value	Weighted Average Remaining Contractual Term (Years)
Balance at December 31, 2023	6,198,544	$ 14.23	$ 3.62	7.29
Granted	1,012,111	11.74	-	9.19
Exercised	(380,919)	5.29	5.79	—
Forfeited	(959,539)	18.84	0.05	—
Expired	(300,052)	23.60	0.04	—
Balance at December 31, 2024	5,570,145	$ 13.09	$ 1.17	6.97
Granted	557,664	10.15	-	8.95
Exercised	(82,936)	5.22	5.34	—
Forfeited	(763,475)	14.39	0.08	—
Expired	(118,165)	14.23	0.02	—
Balance at December 31, 2025	5,163,233	$ 12.72	$ 0.36	6.14
Exercisable at December 31, 2025	3,798,468	$ 12.93	$ 0.50	5.27
Vested at December 31, 2025	3,798,468	$ 12.93	$ 0.50	5.27

	Options	Weighted Average Exercise Price
Range of stock option exercise prices at December 31, 2025:		
$0.01 - $10.00 (average remaining life - 4.52 years)	2,261,770	$ 8.91
$10.01 - $30.00 (average remaining life - 7.5 years)	2,678,741	$ 13.91
$30.01 - $60.00 (average remaining life - 5.4 years)	222,722	$ 38.14

The grant date fair value of options to purchase common stock is recorded as stock-based compensation over the vesting period. As of December 31, 2025, unrecognized compensation cost associated with the Company's outstanding stock options was $7,811, which is expected to be recognized over a weighted-average period of approximately 0.75 years.

Stock Repurchase Program

During 2025, the Company repurchased 5,840,961 shares of its common stock for $56.2 million. The Company's share repurchase program does not obligate the Company to acquire a minimum amount of shares and it limits the Company's aggregate repurchases to $1.0 billion. Under the programs, shares may be repurchased in privately negotiated or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. For accounting purposes, common stock repurchased under the stock repurchase programs is recorded based upon the trade date of the applicable trade. Such repurchased shares are held in treasury and are presented using the cost method. These shares are considered issued but not outstanding. The following table shows the changes in treasury stock shares for the periods presented:

	Year Ended December 31,		
	2025	2024	2023
Treasury stock:			
Balance, beginning of period	40,894,822	28,937,671	18,816,791
Repurchases of common stock	5,840,961	11,957,151	10,110,152
Forfeiture to treasury stock for acquisition	-	-	10,728
Balance, end of period	46,735,783	40,894,822	28,937,671

10. SEGMENT INFORMATION

Segment information aligns with how the Chief Operating Decision Maker ("CODM"), Glenn Sanford, Chief Executive Officer of eXp World Holdings, Inc., manages the business and allocates resources as three operating segments. The Company determines an operating segment if a component (i) engages in business activities from which it earns revenues and incurs expenses, (ii) has discrete financial information, and is (iii) regularly reviewed by the CODM. Once operating segments are identified, the Company performs a quantitative analysis of the current and historic revenues and profitability for each operating segment, together with a qualitative assessment to determine if operating segments have similar operating characteristics. The Company has three operating segments and three reportable segments.

The CODM uses revenues, segment adjusted EBITDA, and operating income (loss) as key metrics to evaluate the operating and financial performance of a segment, identify trends affecting the segments, develop projections and make strategic business decisions. The CODM also regularly reviews commissions and other agent-related costs to assess segment performance. Commissions and other agent-related costs include sales commissions, revenue share and stock-based compensation paid to the Company's agents. segment adjusted EBITDA for the reportable segments is defined as net income before depreciation and amortization, interest expense, income taxes, stock compensation expense, stock option expense, and other items that are not core to the operating activities of the Company. The Company's three reportable segments are as follows:

- North American Realty: includes real estate brokerage operations in the United States and Canada, as well as lead-generation and other real estate support services provided in North America.
- International Realty: includes real estate brokerage operations in all other international locations.
- Other Affiliated Services: includes SUCCESS® Magazine and other ancillary ventures.

The Company also reports corporate expenses, as further detailed below, as "Corporate expenses and other" which include expenses incurred in connection with business development support provided to the agents as well as resources, including administrative, brokerage operations and legal functions.

All segments follow the same basis of presentation and accounting policies as those described in *Note 2 – Summary of Significant Accounting Policies*. The following table provides information about the Company's reportable segments and a reconciliation of the total segment Revenues to consolidated Revenues. Financial information for the comparable prior periods presented have been revised to conform with the current year presentation.

	Revenues		
	Year Ended December 31,		
	2025	2024	2023
North American Realty	$ 4,624,913	$ 4,478,293	$ 4,220,063
International Realty	146,930	88,146	53,931
Other Affiliated Services	2,873	6,105	4,802
Commissions reconciliation:			
Segment eliminations	(2,405)	(4,872)	(4,975)
Consolidated revenues	$ 4,772,311	$ 4,567,672	$ 4,273,821

	Commissions and other agent-related costs		
	Year Ended December 31,		
	2025	2024	2023
North American Realty	$ 4,315,316	$ 4,153,113	$ 3,910,851
International Realty	122,061	71,657	43,103
Other Affiliated Services	1,356	2,742	2,448
Commissions reconciliation:			
Segment eliminations	-	(2,235)	(2,505)
Consolidated commissions and other agent-related costs	$ 4,438,733	$ 4,225,277	$ 3,953,897

	Adjusted EBITDA		
	Year Ended December 31,		
	2025	2024	2023
North American Realty	$ 59,753	$ 99,253	$ 91,101
International Realty	(9,933)	(9,481)	(13,657)
Other Affiliated Services	(5,804)	(4,876)	(3,795)
Corporate expenses and other	(10,844)	(9,413)	(8,321)
Consolidated adjusted EBITDA	$ 33,172	$ 75,483	$ 65,328
Income (loss) before income tax expense reconciliation:			
Depreciation and amortization expense	9,562	10,289	10,892
Impairment expense	-	4,930	-
Litigation contingency	-	34,000	-
Stock-based compensation expense	38,610	37,285	43,178
Stock option expense	6,466	7,973	10,736
Other (income) expense, net	(1,232)	(3,277)	(2,995)
Consolidated income (loss) before income tax expense	($ 20,234)	($ 15,717)	$ 3,517

	Operating Income (Loss)		
	Year Ended December 31,		
	2025	2024	2023
North American Realty	$ 9,322	$ 16,468	$ 33,388
International Realty	(11,674)	(10,492)	(14,248)
Other Affiliated Services	(6,153)	(11,615)	(4,590)
Segment Operating Income (Loss)	(8,505)	(5,639)	14,550
Corporate expenses and other	(12,961)	(13,355)	(14,028)
Consolidated Operating Income (Loss)	(21,466)	(18,994)	522

	Goodwill	
	December 31, 2025	December 31, 2024
North American Realty	$ 17,872	$ 17,226
International Realty	-	-
Other Affiliated Services	-	-
Segment and consolidated total	17,872	17,226

Geographical information

For the years ended December 31, 2025, 2024 and 2023 approximately 13%, 11% and 9%, respectively, of the Company's total revenue was generated outside of the U.S. Long-lived assets held outside of the U.S. were 10% and 17% as of December 31, 2025 and 2024, respectively.

The Company's CODM does not use segment assets to allocate resources or to assess the performance of the segments and therefore, total segment assets have not been disclosed.

11. EARNINGS PER SHARE

Basic earnings (loss) per share is computed by dividing the net income (loss) by the weighted average number of shares of common stock outstanding during the year. Dilutive earnings per share is computed consistently with the basic computation while giving effect to all dilutive potential common shares and common share equivalents that were outstanding during the period. The Company uses the treasury stock method to reflect the potential dilutive effect of unvested stock awards and unexercised options.

The following table sets forth the calculation of basic and diluted earnings per share attributable to common stock during the years presented:

	Year Ended December 31,		
	2025	2024	2023
Numerator:			
Net income (loss) from continuing operations	($ 22,714)	($ 16,788)	$ 3,533
Net income (loss) from discontinued operations	$ -	($ 4,479)	($ 12,506)
Net income (loss)	($ 22,714)	($ 21,267)	($ 8,973)
Denominator:			
Weighted average shares - basic	156,879,412	153,684,907	153,232,129
Dilutive effect of common stock equivalents	-	-	3,541,399
Weighted average shares - diluted	156,879,412	153,684,907	156,773,528
Earnings per share:			
Net income (loss) from continuing operations per share - basic	($ 0.14)	($ 0.11)	$ 0.02
Net income (loss) from discontinued operations per share - basic	$ -	($ 0.03)	($ 0.08)
Net income (loss) per share - basic	($ 0.14)	($ 0.14)	($ 0.06)
Net income (loss) from continuing operations per share - diluted	($ 0.14)	($ 0.11)	$ 0.02
Net income (loss) from discontinued operations per share - diluted	$ -	($ 0.03)	($ 0.08)
Net income (loss) per share - diluted	($ 0.14)	($ 0.14)	($ 0.06)

For the years ended December 31, 2025, 2024 and 2023, total outstanding shares of common stock excluded from the computation of diluted earnings per share because their effect would have been anti-dilutive were 3,419,590, 3,698,061 and 820,376, respectively.

12. INCOME TAXES

Provision for Income Taxes and Effective Tax Rate

The following table provides the components of income (loss) before provision for income taxes from continuing operations by domestic and foreign subsidiaries:

	Year Ended December 31,		
	2025	2024	2023
Domestic	($ 31,404)	($ 24,479)	$ 431
Foreign	11,170	8,762	3,086
Total	($ 20,234)	($ 15,717)	$ 3,517

The components of the income tax (benefit) expense from continuing operations are as follows:

	Year Ended December 31,		
	2025	2024	2023
Current:			
Federal	($ 59)	$ 408	$ 301
State	374	1,211	795
Foreign	3,576	3,060	1,789
Total current income tax provision	3,891	4,679	2,885
Deferred			
Federal	(1,709)	(2,277)	(1,137)
State	(458)	(573)	(903)
Foreign	756	(758)	(861)
Total deferred income tax benefit	(1,411)	(3,608)	(2,901)
Total income tax (benefit) expense from continuing operations	$ 2,480	$ 1,071	($ 16)

The reconciliation of the provision for income tax (benefit) expense from continuing operations at the United States federal statutory rate compared to the Company's income tax (benefit) expense as reported is as follows, with reconciling items for all periods presented disaggregated by nature and jurisdiction in accordance with the retrospective adoption of ASU 2023-09, *Improvements to Income Tax Disclosures*, effective January 1, 2025:

	Year Ended December 31,					
	2025		2024		2023	
	Amount	Percent	Amount	Percent	Amount	Percent
U.S. Federal Statutory Tax Rate	($ 4,249)	21.00%	($ 3,302)	21.00%	$ 739	21.00%
State and Local Income Taxes, Net of Federal Effect[(a)]	137	(0.68)%	815	(5.18)%	558	15.87%
Foreign Tax Effects	1,861	(9.20)%	951	(6.05)%	(409)	(11.66)%
Canada						
Foreign Rate Differential	512	(2.53)%	327	(2.08)%	668	18.98%
Stock Based Compensation	81	(0.40)%	149	(0.95)%	(446)	(12.68)%
Adjustment to Deferred Tax Assets	875	(4.33)%	(17)	0.11%	157	4.46%
Other	-	0.00%	-	0.00%	1	0.01%
Other Foreign Jurisdictions	393	(1.94)%	492	(3.13)%	(789)	(22.44)%
Effect of Changes in Tax Laws or Rates	-	0.00%	-	0.00%	-	0.00%
Effect of Cross-Border Tax	-	0.00%	-	0.00%	-	0.00%
Tax Credits	431	(2.13)%	(2,576)	16.38%	(1,903)	(54.10)%
Research and Development Tax Credit	431	(2.13)%	(2,576)	16.38%	(1,903)	(54.10)%
Change of Valuation Allowance	-	0.00%	-	0.00%	-	0.00%
Nontaxable or Nondeductible Items	4,077	(20.15)%	4,617	(29.37)%	(373)	(10.61)%
Fines/Penalties	345	(1.70)%	-	0.00%	-	0.00%
Non-deductible Legal Settlement	630	(3.11)%	-	0.00%	-	0.00%
Stock Compensation	3,305	(16.34)%	4,675	(29.74)%	(375)	(10.66)%
Other	(203)	1.00%	(58)	0.37%	2	0.05%
Changes in Unrecognized Tax Benefits	217	(1.07)%	652	(4.14)%	475	13.53%
Other	6	(0.03)%	(86)	0.55%	897	25.50%
Effective Tax Rate	2,480	(12.26)%	1,071	(6.81)%	(16)	(0.47)%

(a) State taxes in Texas and California made up the majority (greater than 50 percent) of the tax effect in this category

The following table provides the income taxes paid, net of refunds received, disaggregated by federal, state, and foreign jurisdictions in accordance with ASU 2023-09:

	Year Ended December 31,		
	2025	2024	2023
Federal	$ 166	$ 608	$ -
State	947	401	831
Foreign	3,484	1,685	1,900
Total	$ 4,597	$ 2,694	$ 2,731

Income taxes paid (net of refunds) exceeded 5% of total income taxes paid (net of refunds) in the following jurisdictions:

	Year Ended December 31,		
	2025	2024	2023
State			
Texas	$ 322	$ 230	$ 390
Foreign			
Canada	$ 2,990	$ 1,612	$ 1,887

The Company has adjusted prior year amounts to remove amounts from discontinued operations.

Deferred tax assets and liabilities from continuing operations consist of the following for the periods presented:

	December 31, 2025	December 31, 2024
Deferred tax assets:		
Net operating loss carryforward	$ 30,238	$ 26,110
Accruals and Reserves	8,392	11,252
Goodwill and Intangibles	984	1,887
Research and Experimental Costs	22,138	19,331
Research and Development Credit	4,605	4,973
Share-based compensation	14,814	14,685
Total gross deferred tax assets	81,171	78,238
Less: Valuation allowance	(542)	(158)
Deferred tax assets, net of valuation allowance	80,629	78,080
Deferred tax liabilities:		
Property and equipment	(3,476)	(2,659)
Other	357	353
Total gross deferred tax liabilities	(3,119)	(2,306)
Net deferred tax assets	$ 77,510	$ 75,774

The Company accounts for deferred taxes under ASC Topic 740 – Income Taxes (“ASC 740”), which requires a reduction of the carrying amount of deferred tax assets by a valuation allowance if, based on available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed periodically based on the ASC 740 more-likely-than-not realization threshold criterion. This assessment considers matters such as future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. The evaluation of the recoverability of the deferred tax assets requires that the Company weigh all positive and negative evidence to reach a conclusion that it is more likely than not that all or some portion of the deferred tax assets will not be realized. The weight given to the evidence is commensurate with the extent to which it can be objectively verified. As of December 31, 2025, based on its assessment of the realizability of its net deferred tax assets, the Company concluded that its U.S. federal, and the majority of its foreign net deferred tax assets will more-likely-than-not be fully realized, however certain U.S. State and foreign deferred tax assets will likely not be fully realized.

As of December 31, 2025, the Company had federal, state and foreign net operating losses of approximately $110.9, $84.8 and $11.3, respectively. The full amount of $110.9 of federal net operating loss can be carried forward indefinitely and can offset 80% of future taxable income. Certain state net operating losses will carry forward for a limited number of years and, if not utilized, may begin to expire in 2031. As of December 31, 2025, the Company determined that $14.5 of state net operating loss (“NOL”) will likely expire and recorded $0.3 of valuation allowance. Certain foreign net operating losses will carry forward for a limited number of years and, if not utilized, will begin to expire in 2029. As of December 31, 2025, the Company determined that $1.0 of foreign NOL will likely expire and recorded $0.2 million of valuation allowance. The Company conducted an IRC Section 382 analysis with respect to its net operating loss carryforward and determined there was an immaterial limitation.

Undistributed earnings of the Company’s foreign subsidiaries are considered to be indefinitely reinvested and accordingly, no provision for applicable income taxes has been provided thereon. Upon distribution of those earnings, the Company would be subject to withholding taxes payable to various foreign countries. As of December 31, 2025 the undistributed earnings of the Company's foreign subsidiaries could result in withholding taxes of approximately $1.2, if repatriated.

As of December 31, 2025, the Company had federal and California Research and Development credit carryforwards of approximately $6.3 and $0.8, respectively. The federal credit can be carried forward 20 years and will begin to expire in 2039. The California credit can be carried forward indefinitely.

Uncertain Tax Positions

The Company maintains liabilities for uncertain tax positions. These liabilities involve considerable judgment and estimation and are continuously monitored by management based on the best information available, including changes in tax regulations, the outcome of relevant court cases, and other information. A reconciliation of the beginning and ending amount of gross unrecognized benefits is as follows:

	Year Ended December 31,		
	2025	2024	2023
Unrecognized tax benefits - beginning of year	$ 2,573	$ 1,904	$ 1,309
Gross increase for tax positions of prior years	(450)	(39)	63
Gross increase for tax positions of current year	278	708	532
Unrecognized tax benefits - end of year	$ 2,401	$ 2,573	$ 1,904

The unrecognized tax benefits relate to federal and California R&D credits are generated from 2019 through 2025. The total amount of unrecognized tax benefits that would affect the Company's effective tax rate, if recognized, is $2,401 and $2,573 at December 31, 2025 and 2024, respectively. The Company's policy is to recognize interest and penalties related to income tax matters in income tax expense. As of December 31, 2025 and 2024, the Company did not accrue interest or penalties related to uncertain tax positions. The company does not expect any of the uncertain tax positions to reverse during the next 12 months.

There are no federal or state tax examinations in progress. Because the Company has net operating loss carryforwards, there are open statutes of limitations in which federal taxing authorities may examine the Company's tax returns for all years from December 31, 2012 through the current period. U.S. State taxing authorities may examine the Company's tax returns for all years from December 31, 2015 through the current period and foreign tax authorities may examine the Company's tax return for all years from December 31, 2020 through the current period.

The Company is subject to a wide variety of tax laws and regulations across the jurisdictions where it operates. Regulatory developments from the U.S. or international tax reform legislation could result in an impact to the Company's effective tax rate. On July 4, 2025, the One Big Beautiful Bill Act (“OBBBA”) was enacted into U.S. law. In accordance with ASC 740, the Company evaluated the impact of the legislation on its financial statements, including potential changes to deferred tax assets and liabilities, and the effective tax rate. The Company determined that OBBBA did not have a material impact on its consolidated financial statements. The Company continues to monitor the Base Erosion and Profit Shifting (BEPS) Integrated Framework provided by the Organization for Economic Co-operation and Development (OECD) including the legislative adoption of Pillar I and II by countries, and all other tax regulatory changes, to evaluate the potential impact on future periods. The adoption of Pillar Two rules did not have a significant impact on the Company's consolidated financial statements in 2025.

13. COMMITMENTS AND CONTINGENCIES

Contingencies

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of business and that have not been fully resolved. The outcome of litigation is inherently uncertain. In the opinion of management, and except as set forth below, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss greater than a recorded accrual, concerning loss contingencies for asserted legal and other claims.

Litigation and other legal matters are inherently unpredictable and subject to substantial uncertainties and adverse resolutions could occur. In addition, litigation and other legal matters, including class-action lawsuits, government investigations and regulatory proceedings can be costly to defend and, depending on the class size and claims, could be costly to settle. The Company believes that its defenses and assertions in pending legal proceedings have merit and the Company believes that it has adequately and appropriately accrued for legal matters that are estimable. However, substantial unanticipated judgments, penalties, sanctions, and fines do occur. As a result, the Company could from time to time incur judgments, enter into settlements, or revise its expectations regarding the outcome of certain matters, and such developments could have a material adverse effect on its results of operations in the period in which the amounts are accrued and/or its cash flows in the period in which the amounts are paid.

Antitrust Litigation

The Company and its affiliated brokerage entities were among several defendants in eight U.S. and one Canadian putative class action lawsuits alleging that the Company participated in a system that resulted in sellers of residential property paying inflated buyer broker commissions in violation of U.S. federal and state antitrust laws and federal Canadian antitrust laws, as applicable, and one U.S. putative class action lawsuit alleging that the Company participated in a system that resulted in buyers of residential property paying inflated home prices as a result of sellers paying inflated buyer broker commissions in violation of federal and Illinois antitrust laws (collectively, the “antitrust litigation”). On December 9, 2024, the Company and certain of its subsidiaries entered into a Settlement Agreement (the “Settlement”) with plaintiffs in the U.S. antitrust lawsuit 1925 Hooper LLC, et al. v. The National Association of Realtors et al., Case No. 1:23-cv-05392- SEG (United States District Court for the Northern District of Georgia, Atlanta Division), which was filed on November 22, 2023 against the Company and other U.S. brokerage defendants (the “Hooper Action”). The Settlement resolves all claims set forth in the Hooper Action and similar claims on a nationwide basis against the Company (collectively, the “Claims”) and releases the Company, its subsidiaries and affiliates, and their independent contractor real estate agents in the U.S. from the Claims. By the terms of the Settlement, the Company agreed to make certain changes to

its business practices and to pay a total settlement amount of $34.0 million (not in thousands) (the “Settlement Amount”) into a qualified settlement escrow fund (the “Settlement Fund”). The Settlement Amount is expected to be deposited into the Settlement Fund in installments, of which 50% of the settlement (or $17.0 million (not in thousands)) is to be deposited into the Settlement Fund within 30 business days after preliminary court approval of the Settlement and the final 50% (or $17.0 million (not in thousands)) is to be deposited on or before the one-year anniversary of the initial settlement payment. On May 23, 2025, the United States District Court for the Northern District of Georgia granted preliminary approval of the Settlement. In accordance with the Settlement terms, the Company funded the first $17.0 million (not in thousands) installment into the Settlement Fund during the fiscal quarter ended June 30, 2025. The Company intends to use available cash to pay the remaining Settlement Amount. While management has determined that loss in excess of the Settlement Amount is reasonably possible, it is currently unable to reasonably estimate the possible additional loss or range of possible additional loss because, among other reasons, (i) the settlement is subject to court approval and appeals processes, (ii) further developments in the legal proceedings, including but not limited to motions or rulings, could impact the Company’s exposure; and/or (iii) potential changes in law or precedent could affect the final determination of liability.

The Settlement remains subject to final court approval and will become effective following any appeals process, if applicable. The Settlement and any actions taken to carry out the Settlement are not an admission or concession of liability, or of the validity of any claim, defense, or point of fact or law on the part of any party. The Company continues to deny the material allegations of the complaints in the antitrust litigation. The Company entered into the Settlement after considering the risks and costs of continuing the litigation.

The Company continues to vigorously defend against the claims in the Canadian putative class action antitrust lawsuit Kevin McFall v. Canadian Real Estate Association, et al., Case No. T-119-24-ID 1 (Federal Court of Canada), filed on January 18, 2024. Management is currently unable to reasonably estimate the possible loss or range of possible loss for the Canadian antitrust litigation because, among other reasons, (i) the proceeding is in preliminary stages, (ii) specific damage amounts have not been sought, (iii) damages sought are, in our opinion, unsupported and/or exaggerated, (iv) there are significant factual issues to be resolved; and/or (v) there are novel legal issues or unsettled legal theories presented. For the Canadian antitrust litigation, we have not recorded any accruals as of December 31, 2025. While the Company does not expect such litigation to have a material adverse effect on our business, results of operations, cash flows or financial condition, due to the complexities inherent in such litigation, including the uncertainty of legal processes and potential developments in the cases, the ultimate liability may differ from current expectations.

Derivative Litigation

Certain current and former directors and officers of the Company were named as defendants, and the Company was named as a nominal defendant, in a derivative lawsuit in the Court of Chancery of the State of Delaware, first filed on September 25, 2024, entitled *Los Angeles City Employees’ Retirement System, on behalf of eXp World Holdings, Inc. v. Glenn Sanford, et al.* (C.A. No. 2024-0998-KSJM). The lawsuit alleges that certain current and former directors and officers breached fiduciary duties related to the Company’s response to reports of alleged sexual misconduct involving independent contractor real estate agents affiliated with the Company’s subsidiaries and that certain defendants had improper compensation arrangements allowing them to profit from the Company’s revenue share program in connection therewith. The complaint seeks a court declaration of fiduciary duty breaches, disgorgement of profits, damages with interest, injunctive relief for improved oversight of sexual misconduct allegations, and reimbursement of plaintiffs’ costs, including expert and attorney fees. Although the Company does not anticipate that the outcome of such litigation will have a material adverse effect on its business, results of operations, cash flows, or financial condition, the inherent complexities and uncertainties of legal proceedings may result in a liability that differs from current expectations. Management is currently unable to reasonably estimate the possible loss or range of possible loss for this matter because, among other reasons, (i) the proceeding is progressing through preliminary stages, (ii) specific damage amounts have not been sought, (iii) there are significant factual issues to be resolved; and/or (iv) there are novel legal issues or unsettled legal theories presented.

Capital Maintenance Agreements

An indirect subsidiary and unconsolidated joint venture of the Company, SUCCESS® Lending, is a party to Mortgage Warehouse Agreements and related ancillary agreements (the “Credit Agreements”) with JPMorgan Chase Bank and Texas Capital Bank, which each provide SUCCESS® Lending with a revolving warehouse credit line of up to $25 million. It is customary for mortgage businesses like SUCCESS® Lending to obtain warehouse credit lines in order to enable them to close and fund residential mortgage loans for subsequent sale to investors. SUCCESS® Lending will use the borrowing capacity under the Credit Agreements exclusively for such purposes and borrowings will generally be repaid with the proceeds received from the sale of mortgage loans.

In connection with the Credit Agreements, the Company has entered into Capital Maintenance Agreements with each of JPMorgan Chase Bank and Texas Capital Bank whereby the Company agrees to provide certain funds necessary to ensure that SUCCESS® Lending is at all times in compliance with its financial covenants under the Credit Agreements. The Company’s capital commitment

liability under the Capital Maintenance Agreement with JPMorgan Chase Bank is limited to $2.0 million. The Company's capital commitment liability under the Capital Maintenance Agreement with Texas Capital Bank is limited to $1.25 million. The Credit Agreements represent off-balance sheet arrangements for the Company.

14. DEFINED CONTRIBUTION SAVINGS PLAN

The Company offers a defined contribution savings plan to provide eligible employees with a retirement benefit that permits eligible employees the opportunity to actively participate in the process of building a personal retirement fund. The Company sponsors the defined contribution savings plan. The Company matches a portion of contributions made by participating employees. For the years ended December 31, 2025, 2024 and 2023, the Company's costs for contributions to this plan were $4,536, $4,569, and $4,763, respectively.

15. SUBSEQUENT EVENTS

Quarterly Cash Dividend

On February 10, 2026, the Board approved a cash dividend of $0.05 per common share expected to be paid on March 27, 2026 to stockholders of record on March 9, 2026.The ex-dividend date is expected to be on or around March 6, 2026. The dividend will be paid in cash.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Principal Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act as of December 31, 2025. The term "disclosure controls and procedures" means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Based on the evaluation, the Company's management has concluded that the Company's disclosure controls and procedures are effective as of December 31, 2025 to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of its financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Management's Annual Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). The Company's management, including its Chief Executive Officer and Principal Financial Officer, conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2025. In making its evaluation, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control – Integrated Framework (2013).* Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2025. Deloitte and Touche LLP, the Company's independent registered public accounting firm, has issued an attestation report on the effectiveness of its internal control over financial reporting, which is included below.

Changes in Internal Control Over Financial Reporting

There were no material changes in the Company's internal control over financial reporting that occurred during the year ended December 31, 2025 that have materially affected, or are reasonably believed to be likely to materially affect, the Company's internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

The Company's management, including the Principal Executive Officer, the Principal Financial Officer and the Principal Accounting Officer, does not expect that the Company's disclosure controls and procedures or its internal control over financial reporting will prevent or detect all errors and fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of eXp World Holdings, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of eXp World Holdings, Inc. and subsidiaries (the “Company”) as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2025, of the Company and our report dated February 24, 2026, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

San Francisco, California

February 24, 2026

Item 9B. OTHER INFORMATION

Insider Trading Arrangements

During the quarter ended December 31, 2025, no directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408 of Regulation S-K.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The Company has an insider trading policy governing the purchase, sale and other dispositions of the Company's securities that applies to all Company personnel, including directors, officers, employees, agents, brokers, and other covered persons. The Company also follows procedures for the repurchase of its securities. The Company believes that its insider trading policy and repurchase procedures are reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to the Company. A copy of the Company's insider trading policy is filed as Exhibit 19.1 to this Annual Report.

The other information required by this Item will be included in the Company's definitive proxy statement to be filed with the SEC within 120 days after December 31, 2025, in connection with the solicitation of proxies for the Company's 2026 annual meeting of stockholders (the "2026 Proxy Statement") and is incorporated herein by reference.

Item 11. EXECUTIVE COMPENSATION

The information required by this Item will be included in the 2026 Proxy Statement and is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item will be included in the 2026 Proxy Statement and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item will be included in the 2026 Proxy Statement and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item will be included in the 2026 Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements. See Consolidated Financial Statements in Part II, Item 8 of this Annual Report.

(a)(2) Financial Statements Schedule. All other schedules have been omitted because they are inapplicable, not required or because the information is presented in the Consolidated Financial Statements or notes thereto.

(a)(3) Exhibits. The exhibits listed in the Exhibit Index immediately below are filed as part of this Annual Report or are incorporated herein by reference.

EXHIBITS

		Incorporated by Reference		
Exhibit Number	**Exhibit Description**	**Form**	**Exhibit**	**Filing Date**
3.1	Restated Certificate of Incorporation, effective February 21, 2023	10-K	3.1	2/28/2023
3.2	Restated Bylaws, effective January 13, 2022	10-K	3.2	2/28/2023
4.1	Description of Securities	10-K	4.1	2/20/2025
10.13*	U.S. Form of eXp Realty, LLC Independent Contractor Agreement	NA	NA	NA
10.14*	U.S. Form of eXp Realty, LLC Policies & Procedures	NA	NA	NA
10.15*	U.S. Form of 2024 Agent Equity Program Participation Election Form	NA	NA	NA
10.16†	Offer Letter, dated as of March 12, 2019, by and between eXp Realty, LLC and James (Jim) Bramble	10-K	10.15	2/20/2025
10.17†	Offer Letter, dated as of May 21, 2022, by and between eXp Realty, LLC and Leonardo (Leo) Pareja	10-K	10.17	2/20/2025
10.18†	Description of Compensation Terms with Chief Financial Officer, effective as of June 30, 2025, by and between eXp World Holdings, Inc. and Jesse Hill	10-Q	10.1	7/31/2025
10.19†	Offer Letter, dated as of March 6, 2020, by and between eXp Realty, LLC and Jian (Kent) Cheng	10-K	10.16	2/20/2025
10.20†	Offer Letter amendment, by and between Kent Cheng and eXp World Holdings, dated as of March 5, 2025	8-K	10.1	3/7/2025
10.21†	U.S. Form of Notice of Restricted Stock Unit Grant (2015 Equity Incentive Plan)	10-Q	10.10	5/6/2025
10.22†	2024 Equity Incentive Plan of eXp World Holdings, Inc.	DEF14C	NA	3/10/2025
10.23†	U.S. Form of Notice of Stock Option Grant (2024 Equity Incentive Plan)	10-Q	10.12	5/6/2025
10.24†	U.S. Form of Notice of Restricted Stock Unit Grant (2024 Equity Incentive Plan)	10-Q	10.13	5/6/2025
10.25	Settlement Agreement, dated December 9, 2024, by and among eXp World Holdings, Inc. and its subsidiaries, eXp Realty, LLC, eXp Realty of California, Inc., eXp Realty of Southern California, Inc., eXp Realty of Greater Los Angeles, Inc., and eXp Realty of Northern California, Inc. and Plaintiffs 1925 Hooper LLC, Robert J. Arko and Andrew M. Moore	8-K	10.1	1/8/2025
14.1*	Code of Business Conduct and Ethics	NA	NA	NA
19.1	Insider Trading Policy	10-K	19.1	2/20/2025
21.1*	Subsidiaries of the Registrant	NA	NA	NA
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm	NA	NA	NA
24.1*	Power of Attorney (included on signature page hereto)	NA	NA	NA
31.1*	Certification of the Chief Executive pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	NA	NA	NA

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
31.2*	Certification of the Chief Financial Officer (Principal Financial Officer) pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	NA	NA	NA
32.1**	Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	NA	NA	NA
32.2**	Certification of the Chief Financial Officer (Principal Financial Officer) pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	NA	NA	NA
97	Policy Relating to Recovery of Erroneously Awarded Compensation	10-K	97	2/22/2024
101.INS*	Inline XBRL Instance Document	NA	NA	NA
101.SCH*	Inline XBRL Taxonomy Extension Schema Document	NA	NA	NA
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document	NA	NA	NA
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document	NA	NA	NA
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document	NA	NA	NA
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document	NA	NA	NA
104*	Cover Page Interactive Data File (embedded within the inline XBRL document)	NA	NA	NA

*Filed herewith
**Furnished herewith and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

† Management contract or compensatory plan or arrangement

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eXp World Holdings, Inc.
(Registrant)

Date: February 24, 2026

/s/ Glenn Sanford
Glenn Sanford
Chief Executive Officer (Principal Executive Officer)

Date: February 24, 2026

/s/ Jesse Hill
Jesse Hill
Chief Financial Officer (Principal Financial Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Glenn Sanford and Jesse Hill, severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ GLENN SANFORD **Glenn Sanford**	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 24, 2026
/s/ JESSE HILL **Jesse Hill**	Chief Financial Officer (Principal Financial Officer)	February 24, 2026
/s/ JAMES BRAMBLE **James Bramble**	Chief Legal Counsel and Corporate Secretary	February 24, 2026
/s/ RANDALL MILES **Randall Miles**	Director	February 24, 2026
/s/ DAN CAHIR **Dan Cahir**	Director	February 24, 2026
/s/ MONICA WEAKLEY **Monica Weakley**	Director	February 24, 2026
/s/ PEGGIE PELOSI **Peggie Pelosi**	Director	February 24, 2026
/s/ FRED REICHHELD **Fred Reichheld**	Director	February 24, 2026

EXHIBIT IV

DEFINITIVE PROXY STATEMENT
FILED BY EXP WORLD HOLDINGS, INC. WITH THE SEC ON MARCH 9, 2026

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

eXp World Holdings, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.

eXp WORLD HOLDINGS, INC.

PROXY STATEMENT

2026

Letter to Stockholders

Dear Fellow Stockholders,

2025 was a year that tested the real estate industry — and eXp met that test with clarity, resilience, and purpose.

Amid continued market volatility, shifting industry practices, and evolving expectations from agents and homeowners alike, eXp stayed focused on what has always driven our model: empowering agents to build sustainable businesses, serving consumers through transparent and competitive marketplaces, and investing in a platform built for long-term resilience. Agents are the cornerstone of everything we do, and their ability to thrive — and to earn the trust of the communities they serve — is the foundation of eXp's enduring value.

As listing practices and industry models came under heightened scrutiny this past year, eXp leaned in. We reinforced our commitment to a marketplace defined by access, competition, and clarity — introducing publicly available consumer disclosures and referral-fee transparency forms that reflect our belief that a well-informed consumer is a better-served consumer. This isn't just compliance. It's who we are, and it's how we intend to lead.

Our growth in scale and reach also brought important questions about governance. At this year's Annual Meeting, stockholders are being asked to approve a proposal to reincorporate eXp World Holdings from Delaware to Texas. After careful deliberation, the Board unanimously approved this proposal because we believe Texas offers a governance environment that is clearer, more predictable, and better suited to a company of our size and complexity. This is not a structural change to how we operate. It is a thoughtful evolution of the framework within which we operate — one that serves the long-term interests of our stockholders, our agents, and the business.

Both decisions — our commitment to consumer transparency and our path to Texas reincorporation — reflect the same philosophy that has guided eXp since the beginning: choose clarity over complexity, and long-term stewardship over short-term positioning.

We are proud of what eXp built in 2025. And we are confident that the foundation we have laid — in our model, our governance, and our people — positions us well for what comes next.

Thank you for your continued trust and participation. We look forward to seeing you at the 2026 Annual Meeting.

Sincerely,

Glenn Sanford
Founder and CEO

eXp | WORLD HOLDINGS, INC.

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Time and Date	12:00 p.m., Eastern Time, on April 24, 2026
Virtual Meeting Site	www.virtualshareholdermeeting.com/EXPI2026
Record Date	February 27, 2026
Voting	Stockholders will be entitled to one vote for each share of common stock they hold of record as of the record date on each matter submitted for a vote of stockholders at the Annual Meeting.
Shares Entitled to Vote	159,268,414 outstanding shares of common stock, based on 206,004,197 shares of common stock issued as of the record date, of which 46,735,783 shares are held as treasury stock.

Annual Meeting Agenda

Proposal	Board Recommendation
1. Election of six directors.	**FOR** each nominee
2. Ratification of appointment of independent auditor for 2026.	**FOR**
3. Approve, by a non-binding, advisory vote, the 2025 compensation of our named executive officers.	**FOR**
4. Approve the redomestication of eXp World Holdings, Inc. from Delaware to Texas by conversion.	**FOR**

How To Cast Your Vote

You can vote by any of the following methods:

Until 11:59 p.m. ET on April 23, 2026	At the Annual Meeting on April 24, 2026
Internet: From any web-enabled device: *proxyvote.com*	**Internet**: From any web-enabled device: *www.virtualshareholdermeeting.com/EXPI2026*
Mail: Completed, signed and returned proxy card	

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting.

Website References and Forward-Looking Statements

In the Proxy Statement, the terms "eXp," "we," "us," "our," "Company" and similar statements refer to eXp World Holdings, Inc. Information presented in the Proxy Statement is based on eXp's fiscal calendar, other than references to particular years in connection with the biographical information about our directors and executive officers, and the opposition statements to the shareholder proposals, which refer to calendar years. The Proxy Statement includes website addresses and references to additional materials found on those websites. These websites and materials are not incorporated by reference into the Proxy Statement or in any other Securities and Exchange Commission filing we make under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

This document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our business goals, commitments, and strategies, and our director and executive compensation programs. These statements involve risks and uncertainties. Actual results could differ materially from any future results expressed or implied by the forward-looking statements for a variety of reasons, including due to the risks, uncertainties, and other important factors that are discussed in our most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent Securities and Exchange Commission filings. We assume no obligation to update any forward-looking statements, which speak only as of the date they are made.

Annual Meeting and Voting Details

The Annual Meeting of Stockholders of eXp World Holdings, Inc. will be held on Friday, April 24, 2026, at 12:00 p.m., Eastern Time. Our Board has determined to host a virtual meeting at *www.virtualshareholdermeeting.com/EXPI2026*. Only stockholders as of the record date on February 27, 2026 are entitled to notice of and to vote at the Annual Meeting. For those planning to attend the Annual Meeting, please refer to the instructions below in order to access the virtual stockholder meeting.

If you were a stockholder of record as of February 27, 2026, the record date for our Annual Meeting, you may vote during the Annual Meeting by visiting *www.virtualshareholdermeeting.com/EXPI2026* and entering the control number found on your proxy card, voter instruction form, or notice.

eXp World Holdings Inc.'s only voting securities are its shares of common stock. As of the record date, February 27, 2026, there were 206,004,197 shares of common stock issued, of which 46,735,783 shares were held as treasury stock. As a result, up to a total of 159,268,414 outstanding shares of common stock will be entitled to one vote on each proposal because shares held as treasury stock are not entitled to vote at the Annual Meeting.

Only stockholders of record as of the record date will be entitled to notice of, and to vote at, the Annual Meeting. A majority of the outstanding shares of common stock entitled to vote at the Annual Meeting will constitute a quorum for the transaction of business at the Annual Meeting. For the purpose of determining a quorum, we will treat as present at the Annual Meeting any proxies that are voted on any matter to be acted upon by the stockholders, as well as abstentions or any proxies containing broker non-votes.

Abstentions and broker non-votes are counted for purposes of determining whether a quorum is present. Abstentions are not counted as votes cast and, therefore, will have no effect on the proposals regarding the election of directors in Proposal 1, the ratification of the appointment of our independent registered public accounting firm for 2026 in Proposal 2 or the advisory vote on the compensation of our named executive officers in Proposal 3. The vote on redomesticating the Company from Delaware to Texas by conversion in Proposal 4 requires the affirmative vote of (i) the holders of a majority of the outstanding shares of common stock entitled to vote on Proposal 4 (the "Statutory Stockholder Approval") and (ii) a majority of the votes cast by the disinterested stockholders (as such term is defined in Section 144 of the General Corporation Law of the State of Delaware (the "DGCL")), and excluding any stockholder that is an Affiliated Company Stockholder (as defined below)(the "Unaffiliated Stockholder Approval," and, together with the Statutory Stockholder Approval, the "Requisite Company Vote"). The Company intends to count as "Affiliated Company Stockholders": (a) members of the Board, (b) any person that the Company has determined to be an "officer" of the Company within the meaning of Section 16a-1(f) of the Exchange Act, and (c) the respective "affiliates" and "associates" of any stockholders referenced in clauses (a) or (b) as such terms are defined in Rule 12b-2 of the Exchange Act. Abstentions will have the same effect as votes against the Statutory Stockholder Approval but have no effect on the Unaffiliated Stockholder Approval. Broker non-votes occur when a person holding shares in "street name," such as through a brokerage firm, does not provide instructions as to how to vote those shares and the broker does not then vote those shares on the stockholder's behalf. Broker non-votes are not counted as votes cast and, therefore, will have no effect on the proposals regarding the election of directors in Proposal 1, the advisory vote on the compensation of our

named executive officers in Proposal 3, or the Unaffiliated Stockholder Approval of the redomestication from Delaware to Texas in Proposal 4. Broker non-votes will have the same effect as votes against the Statutory Stockholder Approval of the redomestication from Delaware to Texas in Proposal 4. We expect no broker non-votes on the ratification of the appointment of our independent registered public accounting firm for 2026 in Proposal 2.

Items of Business and Board Voting Recommendations

Proposal	Board Recommendation
1. Election of six directors	**FOR** each nominee
2. Ratification of appointment of independent auditor for 2026	**FOR**
3. Approve, by a non-binding, advisory vote, the 2025 compensation of our named executive officers	**FOR**
4. Approve redomestication of the Company from Delaware to Texas by conversion	**FOR**

Eliminating Duplicate Mailings

The Company has adopted a procedure called “householding.” Under this procedure, we may deliver a single copy of the Notice of Internet Availability and, if you requested printed versions by mail, this Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2025 to multiple stockholders who share the same address, unless we have received contrary instructions from one or more of the stockholders. This procedure reduces the environmental impact of our annual meetings and reduces the Company’s printing and mailing costs. Stockholders who participate in householding will continue to receive separate proxy cards. Upon written or oral request, the Company will deliver promptly a separate copy of the Notice of Internet Availability and, if you requested printed versions by mail, this Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2025 to any stockholder that elects not to participate in householding.

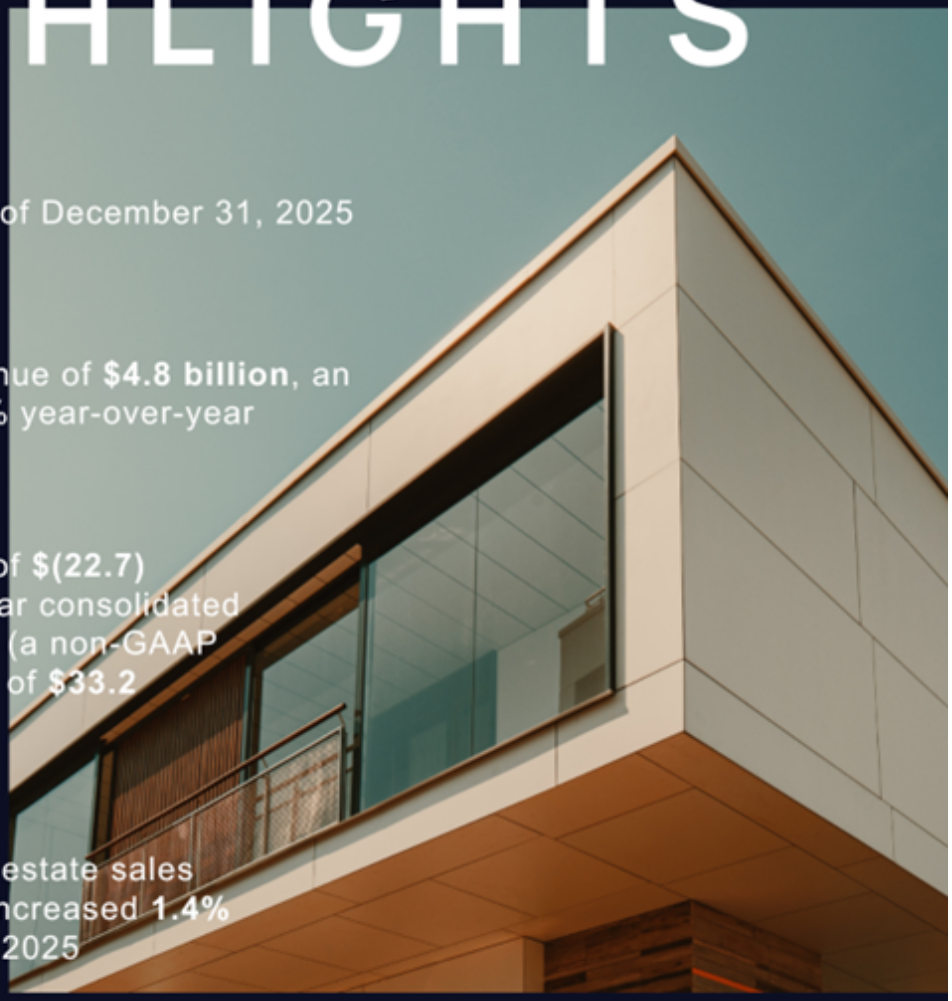
To receive, free of charge, a separate copy of the Notice of Internet Availability and, if you requested printed versions by mail, this Proxy Statement or the Annual Report on Form 10-K for the year ended December 31, 2025, or separate copies of any future notice, proxy statement, or annual report, you may write or call the Company at the following physical address, phone number, or email address:

eXp World Holdings, Inc. Investor Relations
2219 Rimland Dr., Suite 301
Bellingham, WA 98226
Phone: (360) 685-4206
Email: investors@expworldholdings.com

If you are receiving more than one copy of the proxy materials at a single address and would like to participate in householding, please contact the bank, broker, or other organization that holds your shares to request information about eliminating duplicate mailings.

2025

BUSINESS HIGHLIGHTS



1 **83,060 agents** as of December 31, 2025

2 Full year revenue of **$4.8 billion**, an increase of 4% year-over-year

3 Full-year net-loss of **$(22.7) million** and full-year consolidated adjusted EBITDA[1] (a non-GAAP financial measure) of **$33.2 million** in 2025.

4 Full-year real estate sales transactions increased **1.4% to 440,163** in 2025

5 Distributed **$87.0 million** to shareholders in fiscal 2025, including $56.2 million of common stock repurchases and $30.8 million of cash dividends.

1 Consolidated adjusted EBITDA is a non-GAAP financial measure. Please see Appendix One of this Proxy Statement for a definition of Consolidated adjusted EBITDA and reconciliation with the most directly comparable GAAP measure.

Nominees to eXp World Holdings, Inc.'s Board of Directors

Our Board represents a body of qualified individuals with diverse perspectives, experiences, backgrounds and the best interests of our stockholders. Below are the nominees for election at our Annual Meeting:

Name	Independent	Occupation	Age	Director Since	Audit Committee	Nominating and Corporate Governance Committee	Compensation Committee	Sustainability Committee
Glenn Sanford		Founder and CEO, EXPI	59	2013				
Randall Miles	X	Managing Partner, SCM Capital Group	69	2016	Chair	Member	Member	
Dan Cahir	X	CEO and CIO, Long Light Capital	43	2018	Member		Chair	
Monica Weakley		Real Estate Agent, eXp	57	2022				Member
Peggie Pelosi	X	Founder and Advisor, Orenda Social Purpose	70	2023	Member	Chair		Chair
Fred Reichheld	X	Fellow, Bain & Company, Inc.	74	2023		Member	Member	Member

Executive Compensation

Our named executive officer ("NEO") compensation program is designed to:

1. Attract and incentivize leadership in a manner that is market-based and transparent
2. promote retention
3. drive and grow our business over the long-term
4. support business continuity, and
5. reward our NEOs for delivering financial, operational and strategic results.

We believe that the compensation of our NEOs accurately reflects their contributions to our growth and success, aligns with our annual financial results and the interests of our stockholders, and adheres to sound executive compensation policies and practices, as highlighted in the following table.

What We Do	What We Don't Do
✓ **Multi-Year Vesting Awards.** To align our NEO's interests with those of our stockholders and to incentivize long-term retention, a substantial portion of NEO compensation is earned over multi-year periods in the form of equity awards.	× **No Termination, Resignation, Retirement or Change in Control Payments.** With one exception, we do not maintain agreements or offer letters that provide any payments to current NEOs upon termination of employment, resignation, retirement or change in control.
✓ **Annual Compensation Review and Risk Assessment.** The compensation committee conducts an annual review and approval of our compensation strategy including a comparison against industry compensation practices and a risk assessment.	× **No Dividend Payments on Unvested Stock Awards or Unexercised Stock Options.** No cash dividend payments are paid on unvested stock awards or unexercised stock options.
✓ **Compensation Recoupment.** We have a formal clawback policy which requires that certain incentive compensation paid to any current or former executive officer, including our NEOs, will be subject to recoupment upon certain financial restatements.	× **No Unique Health or Welfare Benefits.** Our NEOs participate in the same Company-sponsored health and welfare benefits programs as our other full-time, salaried employees.
✓ **At-Will Employment.** We employ our NEOs at-will; our NEOs do not have employment contracts with fixed terms or guaranteed pay.	× **No Repricing.** We do not allow repricing of stock options without stockholder approval.
✓ **Annual "Say on Pay" Vote.** We hold a "Say on Pay" vote annually.	× **Prohibition on hedging, pledging, and short sales.** We prohibit short sales, transactions in derivatives, hedging, and pledging of Company securities by our named executive officers.
	× **No Tax Reimbursements on Severance or Change in Control Payments.** We do not provide any tax reimbursement payments (including "gross-ups") on any severance or change in control payments or other related benefits.

CORPORATE GOVERNANCE

Role of the Board of Directors

Under the DGCL, our business and affairs are managed by or under the direction of the Board of Directors, which selectively delegates responsibilities to its standing and ad hoc committees. The Board is responsible for the control and direction of the Company. The Board represents the stockholders and its primary purpose is to build long-term stockholder value. Our Chairman of the Board is our Chief Executive Officer, Glenn Sanford. The Board believes that this leadership structure improves the Board's ability to focus on key policy and operational issues and helps the Company operate in the long-term interests of stockholders.

Board and Committee Structure

BOARD INDEPENDENCE

The rules of The Nasdaq Stock Market LLC ("Nasdaq") require a majority of Board members to be independent. The Board has determined that all Board members, other than Mr. Sanford and Ms. Weakley, are independent under applicable Nasdaq rules.

The Company's Board has a standing Audit Committee (the "Audit Committee"), Nominating and Corporate Governance Committee (the "Nominating and Corporate Governance Committee"), Compensation Committee ("Compensation Committee"), Sustainability Committee ("Sustainability Committee"), and Equity Committee ("Equity Committee"). The Board has determined, after considering all the relevant facts and circumstances, including information requested from and provided by each director concerning his or her background, employment and affiliation, including family relationships, that all members of the Audit Committee, Nominating and Corporate Governance Committee, and Compensation Committee are independent under applicable Nasdaq and Securities and Exchange Commission ("SEC") rules for committee memberships, and that each member of the Audit Committee also meets the additional independence criteria set forth in Rule 10A-3(b)(1) under the Exchange Act.

BOARD MEETINGS AND COMMITTEES

The Board meets regularly during the year and holds special meetings and acts by unanimous written consent whenever circumstances are required. There were a total of six Board meetings during fiscal year ending 2025. All incumbent directors attended at least 75% of the aggregate number of the meetings of the Board and committees on which they served occurring during this period. Each then-current members of the Board attended the 2025 Annual Meeting of the stockholders with the exception of Dan Cahir due to illness.

Our bylaws authorize our Board of Directors to appoint, from among its members, one or more committees, each consisting of one or more directors. Our Board of Directors has established four standing committees: an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee, and a Sustainability Committee. As discussed below, the Board has three ad hoc committees, including the Equity Committee and two special purpose independent committees, which are designated and overseen by the Board. The Committees keep the Board informed of their actions and aid the Board in fulfilling its oversight responsibility to stockholders. The Board has adopted charters for the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Sustainability Committee and those charters are reviewed annually by the committees and the Board. The charter of each of those committees is available on our website at www.expworldholdings.com/governance/. The committees have the functions and responsibilities described in the sections below.

Audit Committee

Randall Miles* (Chair) Dan Cahir Peggie Pelosi Four meetings during 2025 **designated financial expert in accordance with applicable rules and regulations of the SEC*	Primary Responsibilities: • Assist the Board in oversight and monitoring of our financial statements and other financial information • Oversee compliance with legal, regulatory, and public disclosure requirements • Appoint and oversee our independent registered public accounting firm, including their qualifications and independence, and preapprove fees • Oversee our systems of internal controls, including the internal audit function • Oversee treasury and finance matters • Oversee the auditing, accounting, and financial reporting process

Nominating and Corporate Governance Committee

Peggie Pelosi (Chair) Randall Miles Fred Reichheld Five meetings during 2025	Primary Responsibilities: • Assist the Board on matters relating to the identification, evaluation, and selection of Board members and candidates nominated to the Board • Make recommendations to the Board concerning the size, structure, and composition of the Board and its committees • Oversee and make recommendations regarding corporate governance matters • Oversee general risk identification and mitigation processes • Oversee the annual Board performance self-evaluation process • Oversee and make recommendations regarding succession planning for executive officers and other key employees

Compensation Committee

Dan Cahir (Chair) Randall Miles Fred Reichheld Four meetings during 2025	Primary Responsibilities: • Review and approve the compensation arrangements for the CEO, our other executive officers and, to the extent it deems appropriate, other employees. • Review and make recommendations to the Board regarding the compensation of members of the Board and Board committees • Assist the Board in its oversight of our strategies, policies, and practices relating to compensation

Sustainability Committee

Peggie Pelosi (Chair) Monica Weakley Fred Reichheld Four meetings during 2025	Primary Responsibilities: • Assist the Board in its oversight of our strategies, policies, and practices relating to corporate sustainability, charitable, environmental and social matters

Equity Committee

Glenn Sanford	Primary Responsibilities: • Administer our equity compensation plans • Authority to make grants of equity under our equity compensation plans, within guidelines provided by the Board, to individuals who qualify

Board Oversight of Risk

The Board has responsibility for the oversight of our risk management processes and, either as a whole or through its committees, regularly discusses with management our major risk exposures, their potential impact on our business and the steps we take to manage them. The risk oversight process includes receiving regular reports from Board committees and members of senior management to enable the Board to understand our risk identification, risk management and risk mitigation strategies with respect to areas of potential material risk, including operations, finance, legal, regulatory, strategic and reputational risk. We believe this division of responsibilities is an effective approach for addressing the risks we face and that our board leadership structure supports this approach.

Annual Board and Committee Self-Evaluations

The Board conducts an annual self-evaluation to assess whether the Board, its committees, and each member of the Board are working effectively, and to provide an opportunity to reflect upon and improve processes and effectiveness.

The Nominating and Corporate Governance Committee designs the overall evaluation framework in conjunction with counsel, which includes a detailed questionnaire covering topics such as the Board's effectiveness in shaping a long-term business strategy, balancing the interests of key stakeholders, ensuring appropriate management succession planning, and maintaining a sufficient and effective meeting schedule. Additional areas include the quality and timeliness of materials provided to the Board, the effectiveness of committee structure and performance, and the characteristics and commitment of individual Board members. Following the completion of the questionnaire, James Bramble also solicits additional verbal feedback from Nominating and Corporate Governance Committee members. A summary identifying any themes or issues that have emerged is presented to the Board on an anonymous basis.

Each committee conducts its own annual self-evaluation and reports the results to the committee and the Board. Each committee's evaluation includes an assessment of the committee's compliance with the committee's charter and best practices including committee composition; timing, agendas, and content of committee meetings; committee dynamics and function; and mission alignment among committee members. A summary identifying any themes or issues that have emerged is presented to the committee and the Board on an anonymous basis.

Compensation Committee Interlocks and Insider Participation

Currently, the members of our Compensation Committee are Messrs. Miles, Cahir, and Reichheld, none of whom currently serves, or in the past year has served, as an officer or employee of the Company. None of our executive officers, except for Mr. Sanford, currently serves, or in the past year has served, as a member of the Board, and none of our executive officers currently serves, or in the past year has served, as a member of the compensation committee of the Company (or other board committee performing equivalent functions).

Code of Business Conduct and Ethics

The Company adopted a Code of Business Conduct and Ethics that applies to all of its directors, officers (including its chief executive officer, chief financial officer, chief accounting officer, controller and any person performing similar functions) and employees. The Company has made the Code of Ethics available on its website at https://expworldholdings.com/wp-content/uploads/2026/02/EXPI-2026-Code-of-Business-Conduct.pdf.

Related Party Policy and Transactions

The Board has adopted a written policy requiring a majority of the Board's independent directors approve transactions between the Company and its directors, director nominees, executive officers, greater than 5% beneficial owners of the Company's common stock, and each of their respective immediate family members, where the amount involved in the transaction exceeds or is reasonably expected to exceed $120,000 in a single fiscal year and the related party has or will have a direct or indirect interest in the transaction (other than solely as a result of being a director or less than 10% beneficial owner of another entity). The policy provides that the Audit Committee must review transactions subject to the policy and determine whether to approve or ratify those transactions. Certain types of transactions are deemed pre-approved pursuant to standing pre-approval guidelines established by the policy. In addition, the Audit Committee has delegated authority to its Chair to pre-approve or ratify transactions under certain circumstances.

In reviewing transactions subject to the policy, the Audit Committee or the Chair of the Audit Committee, as applicable, considers (as it deems appropriate for the circumstances):

- The nature and extent of the related person's interest in the transaction;
- The approximate dollar value involved in the transaction;
- The approximate dollar value of the related person's interest in the transaction without regard to the amount of any profit or loss;
- Whether the transaction was undertaken in the ordinary course of the Company's business;

- The material terms of the transaction, including whether the transaction with the related person is proposed to be, or was entered into, on terms no less favorable to the Company than terms that could have been reached with an unrelated third-party;
- The business purpose of, and the potential benefits to the Company of, the transaction;
- Whether the transaction would impair the independence of a non-employee director;
- Required public disclosure, if any; and
- Any other information regarding the transaction or the related person in the context of the proposed transaction that would be material to the Audit Committee's decision, in its business judgment, in light of the circumstances of the particular transaction.

Below we describe any transactions to which we have been a participant, in which the amount involved in the transaction exceeds or will exceed $120,000 and in which any of our directors, director nominees, executive officers, or holders of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest since January 1, 2025.

- In July 2025, Glenn Sanford, the Company's Founder, Chief Executive Officer, and Chairman of the Board, made a personal investment of $500,000 through his family office in the Series B financing of Fyxer AI, Inc. ("Fyxer"). In connection with the same financing, the Company, through its wholly owned subsidiary, invested approximately $735,000 to maintain its pro rata ownership interest in Fyxer. Prior to the Series B financing, the Company had invested $1.0 million in Fyxer and is party to an enterprise software license agreement with Fyxer. In connection with the Company's equity investment, the Company has the right to designate one director to Fyxer's board, a position currently held by Mr. Sanford. Despite the Company's right to designate a director, the Company does not exercise significant influence over Fyxer's operational or financial policies. The Company's independent directors reviewed and approved (i) Mr. Sanford's personal investment, (ii) the Company's additional investment to maintain its pro rata ownership, (iii) the Company's ongoing commercial relationship with Fyxer, and (iv) Mr. Sanford's continued service as the Company's designee to Fyxer's board, in accordance with the Company's related-party transaction policy.

- In December 2025, eXp World Holdings, Inc., through its wholly owned subsidiary, made a $500,000 investment in a convertible SAFE note issued by Fyxer AI, Inc. ("Fyxer"). The Company's Founder, Chief Executive Officer, and Chairman of the Board, Glenn Sanford, also holds a minority equity interest in Fyxer through his family office. In connection with the investment, the Company also amended its existing enterprise license agreement with Fyxer to secure certain usage-based cost efficiencies, among other items. The Company's Audit Committee and disinterested members of the Board reviewed and approved the investment and amended commercial arrangement in accordance with the Company's related-party transaction policy, determining that the transaction was fair to, and in the best interests of, the Company and its stockholders.

None of our current or former directors or executive officers is indebted to us, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by us.

Communications with the Board

Any matter intended for the Board, or for any individual member of the Board, should be directed to our Secretary at 2219 Rimland Drive, Suite 301, Bellingham, WA 98226 with a copy to investors@expworldholdings.com, with a request to forward the communication to the intended recipient. In general, any stockholder communication delivered to us for forwarding to Board members will be forwarded in accordance with the stockholder's instructions. We reserve the right to not forward to Board members any abusive, threatening, or otherwise inappropriate materials.

DIRECTORS

Board Composition

eXp World Holdings, Inc. is guided by a diverse and highly experienced Board, each bringing expertise in their respective fields, including real estate, innovation, finance, corporate governance, and business operations. Many of our directors have held senior leadership positions at large companies, led innovative technology initiatives, and have extensive experience in strategic planning, risk management, and financial oversight. Their collective expertise ensures strong governance and informed decision-making that aligns with the company's long-term vision and stockholder interests.

The Board and Nominating and Corporate Governance Committee are committed to maintaining a balanced composition that reflects the evolving needs of the Company and the industry. Directors contribute a range of perspectives that enhance eXp's ability to navigate market dynamics, regulatory developments, and technological advancements while upholding the company's core values of transparency, collaboration, and agent-centric growth.

Board refreshment is a priority, ensuring continuity while integrating fresh perspectives. In recent years, the Board has welcomed new directors with backgrounds in sustainability, consumer satisfaction, and corporate strategy to strengthen governance and innovation.

Our Board and leadership remain dedicated to fostering an agile, forward-thinking governance structure that supports eXp's continued success as a global leader in real estate, agent centricity, and cloud-based brokerage innovation.

Director Nominations

In making its selection of director candidates, the Nominating and Corporate Governance Committee bears in mind that the foremost responsibility of a director is to represent the interests of our stockholders as a whole. Directors are expected to exemplify the highest standards of personal and professional integrity, and to constructively challenge management through their active participation and questioning. The Nominating and Corporate Governance Committee identifies and evaluates nominees for our Board based on these and other factors it considers appropriate, some of which may include strength of character, mature judgment, career specialization, relevant technical skills, expertise in areas relevant to the strategy and operations of our company, diversity, and the extent to which the nominee would fill a present need on our Board. The activities and associations of candidates are also reviewed for any legal impediment, conflict of interest, or other consideration that might prevent service on our Board. The Nominating and Corporate Governance Committee does not have a written policy on the consideration of director candidates recommended by stockholders, as it is the view of the Board that all candidates, whether recommended by a stockholder or the Nominating and Corporate Governance Committee, shall be evaluated based on the same established criteria for persons to be nominated for election to the Board and its committees. The Nominating and Corporate Governance Committee and the Board have deemed it to be in the best interests of the Company and our stockholders to reserve one position on the Board to be filled by an agent of the Company so that our agents' needs, ideas and concerns are represented on the Board. During 2024, Monica Weakley was re-appointed to this dedicated position. The Nominating and Corporate Governance Committee and Board are proposing that Monica Weakley be reelected as a member of the Board to fill that dedicated position pursuant to this Proxy Statement.

Director Nominee Biographical Information

Founder
Chief Executive Officer
Chair of the Board
Director since March 2013

Equity Committee

GLENN SANFORD

Glenn Sanford, 59, is the founder, Chairman of the Board of Directors, and Chief Executive Officer of the Company.

Prior to real estate, Mr. Sanford was an executive with a number of technology-related companies. In 1998, Mr. Sanford founded and served as President for eShippers.com, an online e-commerce and logistics company. Since 2002, Mr. Sanford has been actively involved in the residential real estate space. Mr. Sanford ran a large mega-agent team and consulted to Keller Williams International as a member of the Agent Technology Council in the areas of online client acquisition, client conversion and technology. Mr. Sanford was also a significant contributor to Keller Williams Internet Lead Generation Masterminds. In early 2007, Mr. Sanford launched BuyerTours Realty, LLC and grew the Company to three offices and into two states. After the decline in the real estate market in 2008, Mr. Sanford rewrote the entire business model to reduce costs and provide consumers with more information and access. In October 2009, Glenn Sanford founded and launched eXp Realty, LLC as the first truly cloud-based national real estate brokerage which replaced the traditional brick and mortar environment with a fully-immersive 3D virtual office environment where agents, brokers and staff collaborate across borders while learning and transacting business from anywhere in the world. Since that time, eXp Realty has quickly grown throughout the United States and internationally.

GLENN SANFORD HAS PROVEN LEADERSHIP IN SCALING THE COMPANY INTO A GLOBAL CLOUD BROKERAGE, WHICH HIGHLIGHTS HIS STRATEGIC FORESIGHT AND COMMITMENT TO INNOVATION, ESSENTIAL FOR GUIDING THE COMPANY'S FUTURE GROWTH.

RANDALL MILES

For over 25 years, Randall Miles, 69, has held senior leadership positions in global financial services, financial technology and investment banking companies. His extensive investment banking background at bulge bracket, regional and boutique firms advising financial services companies on strategic and capital structure needs has crossed many disciplines. Mr. Miles' transactional and advisory experience is complemented by leadership roles at public and private equity backed financial technology, specialty finance and software companies that have included Chairman and CEO at LIONMTS where he was nominated for the Ernst & Young Entrepreneur of the Year award, CEO at Syngence Corporation, COO of AtlasBanc Holdings Corp. and CEO of Advantage Funding / NAFCO Holdings.

Vice-Chair of the Board
Director since July 2016

Audit Committee Chair
Compensation Committee
Nominating & Corp. Gov. Committee

Mr. Miles is Managing Partner at SCM Capital Group, a global strategic and capital structure advisory firm, where he has served since 2003. Previously, he served as Head of Investment Banking at Tigress Financial Partners, Managing Director at Riparian Partners, a division of Oppenheimer & Co., Inc. as Senior Managing Director, and Head of FIG and COO, Investment Banking at Cantor Fitzgerald & Co. Mr. Miles has held senior leadership roles at Oppenheimer & Co., D.A. Davidson and Co., The First Boston Corporation (Credit Suisse), Meridian Capital and Greenwich Capital Markets. Mr. Miles has broad public, private and nonprofit board experience and has been active for many years in leadership roles with the Make-A-Wish Foundation. He presently serves on the boards of RESAAS Services Inc., Kuity, Corp., Arthur H. Thomas Company as Independent Director, Chairman, and Vice Chairman respectively. Mr. Miles holds a BBA from the University of Washington and holds FINRA licenses Series 7, 24, 63 and 79.

RANDALL MILES BRINGS VALUABLE EXPERTISE IN STRATEGIC LEADERSHIP AND FINANCE, CONTRIBUTING CRITICAL INSIGHTS AND SKILLS NECESSARY TO SUPPORT THE COMPANY'S AMBITIONS IN EXPANDING ITS FOOTPRINT AND ENHANCING STOCKHOLDER VALUE.

Director since November 2018

Compensation Committee Chair
Audit Committee

DAN CAHIR

Dan Cahir, 43, has more than 15 years of experience managing public and private equity investments across a variety of industries. Currently, Mr. Cahir serves as the Chief Executive Officer and Chief Investment Officer of Sapling Capital, LLC, positions he has held at Sapling Capital, LLC and its related entities since June 2018.

From June 2013 to June 2018, Mr. Cahir served as a portfolio manager at Long Light Capital, managing a public equity portfolio and evaluating venture capital and private equity investments and allocations to external fund managers. From September 2011 to April 2013, Mr. Cahir was a member of the investment team at Ziff Brothers Investments, a private investment firm. From August 2007 to September 2009, Mr. Cahir was a member of the investment team at Madrone Capital Partners where he led the analysis on venture capital, private equity and public equity investments. Mr. Cahir began his career in September 2005 with Bain & Co., where he advised Fortune 500 and private equity clients on M&A, growth and efficiency initiatives until June 2007.

Mr. Cahir completed his studies and earned his Bachelor of Arts Degree in Economics in 2005, graduating with the summa cum laude distinction from Claremont McKenna College and completed his studies and earned a Master of Business Administration from Harvard Business School in 2011.

DAN CAHIR'S EXPERTISE IN FINANCE AND RISK MANAGEMENT AND EXPERIENCE ADVISING FORTUNE 500 CLIENTS ON M&A, GROWTH STRATEGIES, AND COST-CUTTING, IS IDEALLY SUITED FOR THE BOARD. HIS STRATEGIC INSIGHTS ARE PIVOTAL FOR GUIDING THE COMPANY THROUGH FINANCIAL COMPLEXITIES, DRIVING SUSTAINABLE EXPANSION, AND MAXIMIZING STOCKHOLDER VALUE.

MONICA WEAKLEY

Monica Weakley, 57, joined eXp Realty as an independent contractor real estate agent in July 2017. Ms. Weakley has more than 20 years of experience in the real estate industry, including being a team leader. Ms. Weakley has also been coaching and training agents since 2007 and founded her own real estate referral service company, GhostPostr, in 2019. In 2021, Ms. Weakley joined the Company's Agent Advisory Council which represents the interests of agents to the Board and other Company leadership.

Ms. Weakley completed her studies and earned her Bachelor of Science in Speech/Communications from Denison University in 1990.

Director since June 2022

Agent Director
Sustainability Committee

MONICA WEAKLEY'S DEEP INDUSTRY INSIGHTS FROM HER SUCCESSFUL CAREER IN REAL ESTATE COACHING AND AS A TOP AGENT MAKE HER A STRATEGIC ASSET TO THE BOARD, OFFERING IMPORTANT PERSPECTIVES ON AGENT SUCCESS AND MARKET STRATEGY ESSENTIAL FOR THE COMPANY'S CONTINUED GROWTH AND INNOVATION.

Director since January 2023

Nominating & Corp. Gov. Committee Chair
Sustainability Committee Chair
Audit Committee

PEGGIE PELOSI

Peggie Pelosi, 70, has more than 20 years of experience as a sales and network development professional and 15 years of experience as a corporate social responsibility and sustainability practitioner. Ms. Pelosi serves as the founding partner and strategic advisor of Orenda Social Purpose, positions she has held since September 2005. Until March 2023, she has also served as the Executive Director of Innovators Alliance, a network of CEOs focused on sustainable and profitable growth through innovation. Prior to her career and academic work in corporate social responsibility and sustainability, Ms. Pelosi served as a member of USANA Health Sciences, Inc.'s ("USANA") management team, first as Executive Director of Sales for Canada from 1999 until 2000 and then as Vice President of Network Development from 2000 until 2004. Since 2018, Ms. Pelosi has served as a member of USANA's Board of Directors and currently serves on USANA's Audit Committee, Compensation Committee, Governance, Risk & Nominating Committee, and serves as Chair of the Sustainability Committee.

Ms. Pelosi has received a graduate diploma from St. Michael's College at the University of Toronto in Corporate Social Responsibility & Sustainability, and has completed the NACD Directorship Certification (NACD.CD) and the ESG Competent Boards Director Certification (GCB.D).

PEGGIE PELOSI'S LEADERSHIP IN CORPORATE SOCIAL RESPONSIBILITY AND HER VAST EXPERIENCE IN SALES AND NETWORK DEVELOPMENT UNIQUELY QUALIFY HER FOR THE BOARD, ALIGNING WITH THE COMPANY'S COMMITMENT TO SUSTAINABLE GROWTH.

Director since September 2023

Nominating & Corp. Gov. Committee
Compensation Committee
Sustainability Committee

FRED REICHHELD

Fred Reichheld, 74, has more than 45 years of experience as a leading expert on customer and employee loyalty. Mr. Reichheld joined Bain & Company, Inc., a global business consulting firm, in 1977, was elected to the partnership of Bain & Company, Inc. in 1982, and was elected as the first Bain Fellow in January 1999, a position he continues to hold currently. Mr. Reichheld is the creator of the Net Promoter® system of management and founded Bain's Loyalty practice, which helps clients achieve superior results through improvements in customer, employee, partner and investor loyalty and has also served in a variety of other roles, including as a member of Bain & Company's Worldwide Management, Nominating, and Compensation Committees. Mr. Reichheld is a frequent speaker to major business forums and groups of CEOs and senior executives worldwide and has authored several books, including Winning on Purpose and The Ultimate Question 2.0. Since 2015, Mr. Reichheld has served as a member of FirstService Corp.'s Board of Directors and currently serves on its Nominating and Corporate Governance Committee. Since 2020, Mr. Reichheld has also served as a member of Bilt, Inc.'s Board of Directors.

Mr. Reichheld received his Bachelor of Arts in Economics from Harvard University and his Master of Business Administration from Harvard Business School.

FRED REICHHELD'S EXPERTISE IN CUSTOMER LOYALTY AND AS CREATOR OF THE NET PROMOTER SCORE SYSTEM POSITIONS HIM AS AN ESSENTIAL ASSET TO THE BOARD, OFFERING STRATEGIC GUIDANCE ON ENHANCING AGENT SATISFACTION AND FOSTERING A GROWTH-ORIENTED, AGENT-CENTRIC CULTURE.

Non-Employee Director Compensation

GENERAL

Our non-employee director compensation program is intended to enhance our ability to attract, retain and motivate directors of exceptional ability and to promote the common interest of directors and stockholders in enhancing the value of the common stock. The Board reviews and approves director compensation. The Compensation Committee, in cooperation with the Nominating and Corporate Governance Committee, reviews and makes recommendations to the Board on director compensation. The Compensation Committee has the authority to engage a consulting firm to evaluate director compensation.

Immediately prior to our 2025 Annual Meeting, the Board was comprised of Glenn Sanford, Randall Miles, Dan Cahir, Monica Weakley, Peggie Pelosi, and Fred Reichheld. At our 2025 Annual Meeting, our stockholders reappointed those six directors to our Board.

During the year ended December 31, 2025, all directors except Mr. Sanford qualified as non-employee directors; Mr. Sanford did not receive compensation for his directorship activities, and Mr. Sanford's compensation for his services as an employee is discussed under "*Compensation Discussion and Analysis – Elements of Individual Executive Compensation*". While Ms. Weakley is an independent contractor real estate agent affiliated with eXp Realty, LLC ("eXp Realty") brokerage, she is not an employee of the Company or any of its subsidiaries, including eXp Realty. During the year ended December 31, 2025, Ms. Weakley received compensation for her directorship activities in addition to her real estate agent commission and related income earned in her capacity as an independent contractor real estate agent affiliated with eXp Realty, as described below.

INDEPENDENT DIRECTOR COMPENSATION

Under our independent director compensation policy, independent directors receive standardized cash retainers and equity awards in lieu of individual compensatory arrangements. Our independent directors for this purpose are Mr. Miles, Mr. Cahir, Ms. Pelosi, and Mr. Reichheld. The Board believes that this policy provides for transparency and parity of compensation among independent directors. Pursuant to that policy, independent directors are eligible to receive $200,000 in annual cash compensation, paid monthly. Independent directors that assume leadership roles are eligible to receive additional annual cash compensation, paid monthly, as follows: $25,000 for the Board's Vice Chair; $50,000 for the Audit Committee Chair; $25,000 for the Compensation Committee Chair; $25,000 for the Nominating and Corporate Governance Committee Chair; and $25,000 for the Sustainability Committee Chair.

In 2025 and prior years, when an independent director was first elected to the Board, he or she was granted a stock option award with a grant date accounting fair value of approximately $300,000. Those stock options vest monthly in equal installments over three years, subject to continued service. Additionally, each independent director was eligible to receive additional annual stock option grants beginning upon the commencement of his or her fourth year of directorship and each year thereafter, with each annual grant having a grant date accounting fair value of approximately $100,000 per year. Those stock options vest monthly in equal installments over three years, subject to continued service. During December 2025, the Compensation Committee recommended, and the Board approved, changes to the Company's non-employee director equity compensation program. Effective for directors elected at or after the Company's 2026 Annual Meeting of Stockholders, the Company eliminated initial and ongoing stock option grants for non-employee directors and transitioned to annual equity awards in the form of restricted stock units ("RSUs"). Under the revised program, when an independent director is first elected to the Board, he or she will receive an annual RSU award with a grant date accounting fair value of approximately $100,000, vesting in full on the earlier of the business day immediately preceding the next Annual Meeting of Stockholders or the one-year anniversary of the director's election to the Board, subject to continued service. The changes were recommended by the Compensation Committee following a review of peer company director compensation practices and were intended to ensure that director equity compensation remains competitive, better aligned with stockholder interests, and structured to attract, retain, and incentivize highly qualified directors to provide sustained engagement and strategic contribution to the Company. Otherwise, the Compensation Committee and the Board determined that the current compensation program and levels in place for our independent non-employee directors continue to attract, retain and reward qualified independent non-employee directors, consistent with market practices and the demands placed on our Board.

2025 COMPENSATION FOR INDEPENDENT DIRECTORS

For the year ended December 31, 2025, the following persons received the compensation set forth below for their directorship activities:

- Mr. Miles's cash compensation was $275,000 and he was granted a stock option having a grant date accounting fair value of $99,975 on July 31, 2025, which vests monthly in equal installments over three years, subject to continued service;

- Mr. Cahir's cash compensation was $225,000 and he was granted a stock option having a grant date accounting fair value of $40,005 on November 29, 2025, which vests monthly in equal installments through April 23, 2026, subject to continued service. Given the proximity of Mr. Cahir's stock grant to the effective date of the Company's new non-employee director compensation program, the stock grant was pro-rated to reflect the limited service period between the grant date and that effective date, and the vesting terms were structured so that vesting would not extend beyond that effective date.

- Ms. Pelosi's cash compensation was $294,804; and

- Mr. Reichheld's cash compensation was $200,000.

2025 COMPENSATION FOR REAL ESTATE AGENT DIRECTOR SEAT

Under our rotating agent director compensation policy, our dedicated agent director is eligible to receive $50,000 in annual cash compensation for director services, paid monthly, and an annual stock option award with a grant date accounting fair value of $25,000, which vests monthly in equal installments over one year, subject to continued service. The Compensation Committee reviewed this compensation during 2025 and determined that it remains appropriate in light of the role's responsibilities, market practices, and the Company's compensation philosophy.

During 2025, Ms. Weakley filled the dedicated agent director position. For the year ended December 31, 2025, Ms. Weakley received cash compensation of $50,000 for her directorship activities and she was granted a stock option award having a grant date fair value of $25,001 on June 19, 2025, which vests monthly in equal installments over one year, subject to continued service. Additionally, for the year ended December 31, 2025, Ms. Weakley received the following compensation in her role as an independent contractor real estate agent of eXp Realty and not in connection with her directorship activities:

- stock awards with a grant date accounting fair value of $11,030 under our Agent Growth Incentive Program;

- cash payment of $99,950 under our Revenue Share Plan;

- cash payment of $227,013 for earned real estate commission; and

- income of $593 for her discount in connection with her participation in our Agent Equity Program.

2025 Director Compensation Table

The following table sets forth certain information regarding the 2025 compensation awarded to, earned by, or paid to each non-employee director who served on our Board during the year ended December 31, 2025. Pursuant to SEC regulations, the table includes all compensation earned by non-employe directors from the Company, which includes compensation earned in connection with directorship activities as well as any compensation earned in non-director, non-employee roles, including, compensation earned in connection with independent contractor real estate agent services and independent contractor real estate agent revenue share. Mr. Sanford did not receive compensation for his service as a director in 2025 and was an employee of the Company during 2025. The compensation awarded to,

earned by, or paid to Mr. Sanford in 2025 for his services as an employee is discussed under "*Compensation Discussion and Analysis – Elements of Individual Executive Compensation*" below.

Name*	Fees Earned or Paid in Cash[1]	Option Awards[2]	Stock Awards[3]	All Other Compensation	Total
Randall Miles[4]	$ 275,000 [5]	$ 99,975	$ -	$ -	$ 374,975
Dan Cahir[6]	$ 225,000 [7]	$ 40,005	$ -	$ -	$ 265,005
Monica Weakley[8]	$ 50,000	$ 25,001	$ 11,030 [9]	$ 327,556 [10]	$ 413,587
Peggie Pelosi[11]	$ 294,804 [12]	$ -	$ -	$ -	$ 294,804
Fred Reichheld[13]	$ 200,000 [14]	$ -	$ -	$ -	$ 200,000

(1) The dollar amounts shown represent all director fees earned in 2025 (excluding fees which may have been paid in 2025, but were earned in 2024, and including fees which may have been earned in 2025, but were paid in 2026).

(2) In accordance with SEC rules, the amounts shown reflect the aggregate grant date fair value of stock option awards granted during 2025, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("FASB ASC 718"), excluding estimated forfeitures. The assumptions used in the valuation of these stock options are consistent with the valuation methodologies specified in *Note 9 - Stockholders' Equity* to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. During the year ended December 31, 2025, all awards granted were granted under the Company's 2024 Equity Incentive Plan.

(3) In accordance with SEC rules, the amounts shown reflect the aggregate grant date fair value of stock awards granted during 2025, computed in accordance with FASB ASC 718, excluding estimated forfeitures. The assumptions used in the valuation of these stock awards are consistent with the valuation methodologies specified in *Note 9 - Stockholders' Equity* to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. During the year ended December 31, 2025, all awards granted were granted under the Company's 2024 Equity Incentive Plan.

(4) As of December 31, 2025, Mr. Miles held outstanding stock options covering 103,818 shares and did not hold any unvested stock awards.

(5) Includes $200,000 paid to Mr. Miles for his general directorship activities, plus $50,000 for his directorship activities as Vice Chair, plus $25,000 for his directorship activities as Audit Committee Chair.

(6) As of December 31, 2025, Mr. Cahir held outstanding stock options covering 200,091 shares and did not hold any unvested stock awards.

(7) Includes $200,000 paid to Mr. Cahir for his general directorship activities, plus $25,000 for his directorship activities as Compensation Committee Chair.

(8) As of December 31, 2025, Ms. Weakley held outstanding stock options covering 15,041 shares and unvested stock awards covering 1,773 shares.

(9) Reflects the aggregate grant date fair value of stock awards computed in accordance with FASB ASC 718, excluding estimated forfeitures, granted to Ms. Weakley under our Agent Growth Incentive Program in connection with her role as an independent contractor real estate agent of eXp Realty, vesting over three years following the grant date, subject to continued service; specifically, stock awards having the following grant dates and grant date fair values: $400 on July 1, 2025, $8,008 on July 15, 2025, $206 on September 1, 2025, $410 on November 1, 2025; and $2,007 on November 15, 2025 which vested immediately.

(10) Reflects a cash payment of $99,950 under our Revenue Share Plan, a real estate commission of $227,013, and $593 for Ms. Weakley's discount under our Agent Equity Program, each in connection with her role as an independent contractor real estate agent of eXp Realty.

(11) As of December 31, 2025, Ms. Pelosi held outstanding stock options covering 33,371 shares and did not hold any unvested stock awards.

(12) Includes $200,000 paid to Ms. Pelosi for her general directorship activities, plus $25,000 for her directorship activities as Sustainability Committee Chair, $25,000 for her directorship activities as Nominating and Corporate Governance Committee Chair, and $44,804 for her membership in a special independent committee.

(13) As of December 31, 2025, Mr. Reichheld held outstanding stock options covering 25,063 shares and did not hold any unvested stock awards.

(14) Includes $200,000 paid to Mr. Reichheld for his general directorship activities.

We reimburse our non-employee directors for expenses incurred in connection with their directorship services, including attending Board and committee meetings, assisting with other Company business, such as meeting with potential officer and director candidates, as well as continuing director education. In limited circumstances, the Board may authorize additional compensation to directors for service on a special committee, in recognition of the time and responsibilities associated with such service.

Under our Revenue Share Plan, real estate professionals affiliated with the Company (including Ms. Weakley) are paid a portion of the Company's commission for their contribution to Company growth, including transactions executed by the participant's frontline qualifying active agents.

Under the Agent Growth Incentive Program, agents and brokers of the Company (including Ms. Weakley) receive RSUs (i) upon the agent's or broker's first completed transaction with the Company during specified anniversary years, cliff-vesting after three years, subject to continued service; (ii) upon the first completed transaction with the Company by an agent or broker whom the awarded agent or broker most influenced to join, cliff-vesting after three years, subject to continued service of both the awarded agent or broker and the influenced agent or broker; (iii) upon the agent or broker achieving non-reduced "capped status" during specified anniversary years, cliff-vesting after three years, subject to continued service; and (iv) upon the agent or broker achieving certain "ICON Agent" award requirements during specified anniversary years, cliff-vesting after three years or one year, subject to continued service, or vesting immediately, depending on the "ICON Agent" award type.

Ms. Weakley is a participant in the Company's Revenue Share Plan, Agent Growth Incentive Program, and Agent Equity Program in her capacity as an independent contractor real estate agent of the Company, and not in her role as a director, and would continue to receive those benefits similar to other comparable agents and brokers affiliated with the Company even after ceasing her directorship services so long as she maintains an active real estate license and is not affiliated as an agent or broker with a competitive brokerage.

EXECUTIVE COMPENSATION

Executive Officers

The names of our executive officers and their ages, their positions with our Company, and other biographical information, as of the date of this proxy statement, are set forth below. Executive officers are appointed by our Board of Directors to hold office until their successors are elected and qualified and serve in such capacity until termination, resignation or change of job duties. There are no family relationships among our executive officers.

Name	Position	Age	Date First Elected, Appointed or Hired
Glenn Sanford	Director, Chairman, Chief Executive Officer (EXPI)	59	March 12, 2013
Jesse Hill	Chief Financial Officer	38	January 21, 2019
James Bramble	Chief Legal Counsel, General Counsel, and Corporate Secretary	56	March 18, 2019
Leo Pareja	Chief Executive Officer, eXp Realty	43	May 23, 2022
Wendy Forsythe	Chief Marketing Officer, eXp Realty	54	April 22, 2024

BUSINESS EXPERIENCE OF OUR EXECUTIVE OFFICERS

The following is a brief description of the business experience and education during at least the past five years of each executive officer, indicating the person's principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

Glenn Sanford Mr. Sanford's business experience and education can be found under "Directors - Director Nominee Biographical Information."

Jesse Hill Mr. Hill joined eXp Realty as Senior Financial Analyst in January 2019. He was appointed eXp Realty's Finance Manager in March 2020 and Director of Finance, Virbela/Frame in January 2021. In July 2021, Mr. Hill was appointed as Senior Director of Finance through November 2024 when he was promoted to VP, eXp Global & Corporate FP&A, a position he held until April 2025 when he was appointed Interim Chief Financial Officer of the Company. On July 1, 2025, Mr. Hill was appointed as Chief Financial Officer of the Company. Mr. Hill is responsible for leading and developing the Company's global accounting, finance practices and procedures. He also ensures the preparation and analysis of all financial reports comply with applicable regulations.

Mr. Hill has over fifteen years of finance leadership experience spanning global FP&A, accounting, financial systems, and data analytics across large, complex, and geographically dispersed multinational businesses. Before joining the Company, Mr. Hill was a Senior Financial Analyst at General Motors Company (April 2018 – March 2019), a Financial Analyst II at Nissan Motor Corporation (January 2016 – April 2018), and held multiple finance roles at The Walt Disney Company (June 2011 – September 2014).

Mr. Hill holds a Bachelor of Science in Business Administration with a focus in Finance from the University of Central Florida. In October 2025, Mr. Hill completed the Emerging CFO Program through the Wharton Institute of Executive Education.

James Bramble Mr. Bramble joined the Company as its Chief Legal Counsel and General Counsel on March 18, 2019. Mr. Bramble was appointed as the Company's Corporate Secretary on October 1, 2019. As Chief Legal Counsel and General Counsel, Mr. Bramble oversees the company's legal affairs, including corporate governance, litigation and compliance. Mr. Bramble has over 25 years of international business experience and has transformed the Company's legal and compliance functions to empower an agent-centric, globally-scaled organization. Mr. Bramble is an active member of the Association of Corporate Counsel (ACC) and is a licensed real estate agent. Mr. Bramble champions eXtend a Hand, the Company's affiliated charitable foundation and leverages his expertise in service of his community and on non-profit and private company boards.

Recently, Mr. Bramble served as Chief Legal Officer, General Counsel and Corporate Secretary at USANA, a producer of nutritional products, dietary supplements and skincare products, from February 1998 until 2018.

Mr. Bramble is a graduate of University of Utah where he obtained his B.S. (majoring in Political Science) and J.D.

Leo Pareja Mr. Pareja joined the Company as its President of Affiliated Services in July 2022 and was subsequently promoted to Chief Strategy Officer, eXp Realty in November 2022. In April 2024, Leo Pareja was promoted to Chief Executive Officer, eXp Realty. As Chief Executive Officer, Mr. Pareja leads eXp Realty with a focus on enhancing its industry-leading agent-centric model, driving innovation, and optimizing organizational strategies to support sustainable growth and long-term success. Mr. Pareja brings more than 20 years of real estate experience and has been recognized as a top real estate agent in RealTrends' The Thousand report, a No. 1 agent on the National Association of Hispanic Real Estate Professionals' ("NAHREP") Top 250 list and a 30 under 30 agent in Realtor® Magazine. Mr. Pareja co-founded one of the largest private lending companies on the U.S. East Coast, as well as a fast-growing Multiple Listing Service ("MLS") technology vendor. He has served as founding president of NAHREP's Metro D.C. chapter, and later as national president for the organization.

Prior to joining the Company, Mr. Pareja cofounded Remine, Inc. in January 2016, where he served as CEO and President until October 2021 when Remine, Inc. was acquired by MLS Technology Holdings, LLC, and Mr. Pareja transitioned to Chief Strategy Officer. While at Remine, Mr. Pareja oversaw and managed the creation and growth of the MLS technology suite of services, which served over 1,000,000 real estate professionals in North America.

Mr. Pareja is a graduate of George Mason University where he obtained his B.A. in Integrated Studies.

Wendy Forsythe

Wendy Forsythe joined eXp Realty as its Chief Marketing Officer in April 2024. In this role, she is responsible for developing and executing eXp Realty's global marketing strategies, enhancing brand visibility, and empowering its agents worldwide. She oversees all aspects of marketing, including brand management, advertising, digital marketing, and public relations, with a focus on strengthening eXp Realty's position as an industry leader.

Currently, Ms. Forsythe also acts as Chief Executive Officer of Believe Your Potential, LLC, a consulting firm focusing on executive leadership and marketing strategy. Prior to that, Ms. Forsythe was President of Compass' California, Hawaii & Nevada region from October 2022 to October 2023, where she led regional operations supporting approximately 9,000 agents and over 300 regional staff. She was responsible for driving revenue, increasing agent retention, and expanding ancillary services such as title, escrow, and mortgage.

From September 2019 to October 2022, Ms. Forsythe served as Chief Strategy Officer at Fathom Holdings (Nasdaq: FTHM), overseeing strategic initiatives across its real estate, mortgage, title, insurance, and technology businesses. She played a key role in expanding Fathom Realty's agent count, completing multiple acquisitions, and guiding the company through a successful IPO.

Previously, Ms. Forsythe was Chief Operating Officer at HomeSmart International from September 2017 to June 2019, leading the operations of a 16,000-agent brokerage network. Before that, she held executive roles at Carrington Real Estate Services, Better Homes and Gardens Real Estate (Realogy), and Royal LePage.

Ms. Forsythe earned her Bachelor of Business Administration with a focus on Marketing and Human Resources from Acadia University.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis describes our compensation program for, and the decisions during the fiscal year ended December 31, 2025 regarding the compensation of, the below named executive officers (and their positions as of December 31, 2025) (our NEOs):

- Glenn Sanford, Chief Executive Officer (eXp World Holdings, Inc.);
- Kent Cheng, former Chief Accounting Officer (eXp Realty) and former Principal Financial Officer (eXp World Holdings, Inc.);
- Jesse Hill, Chief Financial Officer and Principal Financial Officer (eXp World Holdings, Inc.);
- James Bramble, Chief Legal Counsel, General Counsel, and Corporate Secretary (eXp World Holdings, Inc.);
- Leo Pareja, Chief Executive Officer (eXp Realty); and
- Wendy Forsythe, Chief Marketing Officer (eXp Realty).

Despite a stagnating U.S. real estate transaction environment, we continued to grow revenue during 2025, and maintained positive consolidated adjusted EBITDA (consolidated adjusted EBITDA is a non-GAAP measure; please see Appendix 1 of this Proxy Statement for a definition of this term and reconciliation with the most directly comparable GAAP measure). Our agent-centric model and value proposition, scale and superior efficiency enable us to invest in the success of our agents.

ADVISORY VOTE ON NEO COMPENSATION

We submit to our stockholders on an annual basis a proposal for a (non-binding) advisory vote to approve the compensation of our named executive officers for the prior fiscal year ("say-on-pay"). The Compensation Committee considers, among other things, the outcome of this vote when evaluating our compensation principles, designs and practices. At our 2025 Annual Meeting, our stockholders expressed strong support for our named executive officer compensation program for 2024, with approximately 99.5% percent of shares that voted cast in favor of approval of

our compensation program for named executive officers. The Compensation Committee believes these results reflect our stockholders' affirmation of our NEO compensation program, and, accordingly, the Compensation Committee made no changes to our NEO compensation program in response to this vote. Nevertheless, the Compensation Committee regularly reviews and adjusts the program as needed to ensure it remains competitive and aligned with the best interests of the Company and its stakeholders.

COMPENSATION-SETTING PROCESS

NEO compensation is reviewed regularly by the Compensation Committee and proposed to the Board as part of an ongoing, iterative process. The Compensation Committee reviews NEO compensation matters throughout the year, including in connection with quarterly meetings, and makes recommendations to the Board, which retains final decision-making authority with respect to NEO compensation other than the CEO.

In setting and reviewing NEO compensation, the Compensation Committee and the Board consider a range of qualitative and quantitative factors, including:

- The design and internal consistency of the Company's NEO compensation framework, including alignment across similarly situated roles and clarity in cash and equity components;
- Market reference data derived from broad-based third-party and peer information in order to obtain a general understanding of current compensation practices;
- The Company's financial performance and progress against strategic and operational objectives;
- The Company's performance and positioning relative to industry peers;
- Each executive's scope of responsibilities, experience, leadership impact, and sustained contributions to the Company.

To date, the Company has not received advice from any compensation consultants regarding our NEO compensation setting process. During 2025, the Compensation Committee reviewed NEO compensation structure and practices across multiple meetings, with a particular focus on simplifying compensation design, improving predictability and transparency, and reinforcing long-term equity compensation as the primary mechanism for aligning NEO incentives with stockholder interests.

Except as specifically described herein, the Compensation Committee does not affirmatively set out in any given year, or with respect to any given NEO, to apportion compensation in any specific ratio among the various categories of compensation (i.e., between cash and non-cash compensation, short-term and long-term compensation, or between non-performance based and performance-based compensation). Rather, the Compensation Committee uses the principles described below, and the factors described for each category in the discussion that follows, as a guide in assessing the proper allocation among those categories. The Compensation Committee also does not formally "benchmark" compensation against peers. Rather, the Compensation Committee retains discretion to make adjustments based on the factors described above and considers competitive market practices as one factor in its deliberations.

OUR COMPENSATION PHILOSOPHY

Our NEO compensation program is designed to (1) attract, retain and incentivize leadership in a manner that is market-based and transparent, (2) promote retention, (3) drive and grow our business over the long-term, (4) support business continuity, and (5) reward our NEOs for delivering financial, operational and strategic results. We believe that the compensation of our NEOs accurately reflects their contributions to our growth and success, aligns with our annual financial results and the interests of our stockholders, and adheres to sound executive compensation policies and practices.

ELEMENTS OF INDIVIDUAL NEO COMPENSATION

In 2025, we structured the annual compensation of our NEOs using three key elements: base salary, discretionary cash bonus opportunities, and long-term equity incentive opportunities. In late 2025, the Compensation Committee recommended, and the Board approved, a cost-neutral change to our NEO compensation program that eliminated the discretionary cash bonus opportunity for non-CEO named executive officers beginning in 2026. To maintain

overall market competitiveness and recognize the associated forfeiture of maximum bonus opportunities, the Committee approved corresponding increases to base salaries, resulting in a balanced, cost-neutral adjustment to target total direct compensation. As a result, beginning in 2026, the primary elements of compensation for our non-CEO NEOs will consist solely of base salary and long-term incentive opportunities. We believe this streamlined structure enhances the focus on sustainable long-term performance and more closely aligns our non-CEO NEOs' interests with those of our stockholders.

BASE SALARY

Base salary represents the customary, fixed portion of NEO compensation intended to attract and retain talented individuals. Generally, we establish the initial base salaries of our NEOs through arm's-length negotiation during hiring, which considers the officer's relevant position, qualifications, experience, and the base salaries of our other executive officers. Our NEO base salaries are reviewed annually and adjusted as necessary or appropriate, taking into account the factors above and the Company's performance, by the Compensation Committee and the Board.

Ms. Forsythe received a merit salary increase to $500,000 in her capacity as Chief Marketing Officer, effective February 15, 2025, prior to her appointment as an executive officer. In connection with her appointment as an executive officer, the Compensation Committee and the Board determined that her salary was competitive and consistent with the Company's overall compensation philosophy and did not require adjustment.

In connection with Mr. Hill's appointment as Interim Chief Financial Officer effective April 1, 2025, the Compensation Committee recommended, and the Board approved, an adjustment to Mr. Hill's annual cash compensation from a base salary of $200,000 with a 25% target annual bonus opportunity to an annual base salary of $450,000 with no annual bonus opportunity. The Compensation Committee and the Board determined that the adjustment was fair and reasonable in light of several factors, including the interim nature of the appointment pending the search for a permanent Chief Financial Officer, and their view that the compensation structure appropriately balanced fiscal responsibility with the need to ensure leadership continuity and financial stability. In addition, the Compensation Committee and the Board determined that the adjustment was consistent with the anticipated elimination of annual bonus opportunities for non-CEO named executive officers, as described above. In connection with Mr. Hill's appointment to permanent Chief Financial Officer on July 1, 2025, the Compensation Committee recommended, and the Board approved, an increase in Mr. Hill's annual base salary to $600,000. In making this adjustment, the Compensation Committee and the Board considered the increased scope, complexity, and visibility of Mr. Hill's responsibilities in connection with his role as the Company's permanent Chief Financial Officer. The Compensation Committee and the Board further determined that the approved compensation level was consistent with the Company's NEO compensation philosophy, reflecting Mr. Hill's internal advancement, demonstrated performance, and expanded leadership responsibilities, and remains aligned with the guiding principles of pay simplicity, long-term value creation, and fiscal discipline.

Except as described above, no other changes to base salaries were deemed warranted at the time of the 2025 annual review; provided, however, that Compensation Committee determined to continue its evaluation of executive compensation on an ongoing basis and recognizes that adjustments may be made in the future as roles, responsibilities, performance, market conditions, and the Company's strategic priorities continue to evolve.

The year-end annualized base salaries of our NEOs for 2025 and 2024 were:

Named Executive Officer	2025 Base Salary	2024 Base Salary	Percentage Change
Glenn Sanford	$ 1,575,000	$ 1,575,000	0%
Kent Cheng[(2)]	$ 400,000	$ 400,000	0%
Jesse Hill[(3)]	$ 600,000	$ 200,000	200%
James Bramble	$ 483,000	$ 483,000	0%
Leo Pareja	$ 750,000	$ 750,000	0%
Wendy Forsythe[(4)]	$ 500,000	$ 350,000	43%

(1) Unless otherwise indicated, salaries reported represent effective salaries as of December 31, 2025.

(2) Mr. Cheng ceased employment as Principal Financial Officer on March 31, 2025. To ensure an effective and smooth transition, the Company entered into an amendment to Mr. Cheng's offer letter dated March 6, 2020, pursuant to which

Mr. Cheng agreed to serve as a strategic advisor to the Company through August 31, 2025, during which period his compensation terms remained the same.

(3) Mr. Hill was appointed as Interim Chief Financial Officer effective April 1, 2025 and permanent Chief Financial Officer effective June 30, 2025.

(4) Ms. Forsythe was appointed as an executive officer in her capacity as Chief Marketing Officer effective February 22, 2025.

ANNUAL AND OTHER CASH BONUS OPPORTUNITIES

During 2025, our NEOs, except for Messrs. Sanford and Hill, were eligible to participate in the Company's discretionary annual cash bonus program, described below. Mr. Sanford is eligible to receive quarterly revenue share cash bonuses in connection with his employment, as described below.

Sanford Cash Bonus: During each calendar quarter of his ongoing employment service, Mr. Sanford is eligible to receive a cash bonus. In determining such bonus, the Company takes into account, as one factor, the amount that his revenue share, were Mr. Sanford still participating in the Company's Revenue Share Plan, exceeds his salary during such calendar quarter, subject to the Company's revenue growing 30% annually, as determined in the Board's discretion. Mr. Sanford is not eligible to receive any additional cash bonuses. When establishing this bonus opportunity, the Board considered that Mr. Sanford's revenue share would continue even after ceasing to be an employee of the Company.

As part of the Compensation Committee's 2025 review of executive compensation, the Committee reviewed Mr. Sanford's bonus eligibility and the structure of this arrangement and determined that no changes were warranted at that time. The Compensation Committee continues to evaluate Mr. Sanford's overall compensation as part of its ongoing review of executive compensation and may recommend adjustments in the future as circumstances evolve.

During 2025, Mr. Sanford did not receive any quarterly revenue share cash bonuses as the Company did not achieve 30% annual revenue growth during any period.

Cheng PFO Cash Bonus: As previously disclosed, the Board approved a $10,000 monthly cash bonus for Kent Cheng in connection with his assumption of the additional role of Principal Financial Officer, effective December 1, 2023. That bonus continued during 2025 on the same terms and was paid through March 31, 2025, at which time Mr. Cheng's service as Principal Financial Officer concluded. This bonus automatically ceased upon the end of Mr. Cheng's service in that role.

Named Executive Officer	2025 Bonus Payment
Kent Cheng	$ 30,000

Annual Cash Bonus Program: During 2025, our discretionary annual cash bonus program, paid quarterly, was an "at-risk" component of our NEO compensation program that was designed to motivate our NEOs' to contribute to Company success. The aggregate annual bonus amount that each participating NEO could earn is negotiated in each NEO's offer letter as a percentage of his or her base salary and could be adjusted upon determination by the Board from time-to-time. The targets were not changed in 2025. Annual bonuses were paid in equal quarterly installments, following review and approval by the Compensation Committee each quarter. The Compensation Committee retains full discretion to determine annual bonus outcomes based on overall assessment of Company and individual performance. The evaluations are inherently holistic, incorporating factors such as the quality and sustainability of results, leadership effectiveness, strategic impact, and the creation of long-term value for stockholders. This flexible framework enables informed judgments that align compensation outcomes with the Company's performance trajectory and pay philosophy.

During 2025, the Compensation Committee determined that each NEO satisfied the conditions to receive quarterly bonuses at 100% of target. The aggregate quarterly target bonus payment amounts for 2025 and actual aggregate quarterly bonus payment amounts earned in 2025 are set forth below:

Named Executive Officer	Target 2025 Bonus Opportunity (as a percentage of base salary)	Target 2025 Bonus Opportunity	2025 Bonus Payment[1]
Kent Cheng[2]	50%	$ 100,000	$ 100,000
Jesse Hill[3]	25%	$ 12,500	$ 12,500
James Bramble	50%	$ 241,500	$ 241,500
Leo Pareja	50%	$ 375,000	$ 375,000
Wendy Forsythe[4]	50%	$ 192,938	$ 192,938

(1) Excludes bonus payments made to named executive officers in 2025 which were earned in 2024, and includes bonus payments made to named executive officers in 2026 which were earned in 2025.

(2) As described above, Mr. Cheng ceased employment as Principal Financial Officer on March 31, 2025.

(3) As described above, Mr. Hill was appointed as Chief Financial Officer on April 1, 2025 and ceased to qualify for any bonus opportunity as of that date.

(4) As described above, Ms. Forsythe was appointed as an executive officer in her capacity as Chief Marketing Officer on February 22, 2025.

The target bonus payment amounts as a percentage of base salary for 2025 and 2024 are set forth below:

Named Executive Officer	Fiscal 2025 Target	Fiscal 2024 Target
Kent Cheng	50%	50%
Jesse Hill	25%	25%
James Bramble	50%	50%
Leo Pareja	50%	50%
Wendy Forsythe	50%	50%

Employee Recruitment Bonus Program: During 2025, the Company maintained an employee referral program designed to encourage the recruitment of qualified candidates for full-time positions. Under this program, eligible employees may receive a $1,000 cash bonus for referring a candidate who is hired through the employee's custom Jobvite posting and remains employed with the Company for at least 90 days. Contractors and former employees (rehired individuals) are not eligible to participate, and referrals must be submitted prior to the candidate's application for employment. During 2025, Mr. Hill received a $1,000 cash bonus under this program.

LONG-TERM INCENTIVE COMPENSATION (EQUITY AWARDS)

The Compensation Committee and our Board believe long-term equity compensation is in the best interests of the Company and our stockholders because it is an effective way to focus our NEOs on driving increased stockholder value over a multi-year period, provides a reward for appreciation in our stock price and long-term value creation, and motivates our NEOs to remain employed with us.

Equity Award Grant Practices:

During 2025, the Board continued its established approach to long-term equity compensation for named executive officers, granting a combination of time-based RSUs and stock options. This approach reflects the Board's view that a balanced equity mix appropriately aligns executive incentives with long-term stockholder value creation, sustained Company performance, and continued service.

The Compensation Committee influences NEO long-term equity compensation, recommending awards to the Board for approval. In making these recommendations, the Compensation Committee considers the potential dilutive effects to stockholders, industry practices, outstanding equity holdings of each NEO, stock-based compensation expense, and long-term incentive compensation trends. Further, the Board evaluates the mix, timing, and size of equity awards

in light of each executive's role, responsibilities, and scope of impact, as well as the Company's long-term strategy and equity overhang considerations. Equity awards are generally subject to multi-year vesting requirements designed to promote long-term alignment and retention. All 2025 equity compensation grants are governed by and administered under the 2024 Equity Incentive Plan.

The Company's practice for initial equity grants for NEOs provides a blend of stock option awards and restricted stock units, which typical vest monthly or quarterly in equal installments over a three-year period. Initial grants are made in order to attract highly talented individuals, compensate them for equity compensation opportunities forfeited at their prior employers, if applicable, and to immediately focus them on driving increased stockholder value over a multi-year period. Initial NEO grants are typically made upon the date of hire. Depending on Board discretion and considerations unique to each NEO, NEOs may also receive additional annual equity awards commencing after their initial equity awards have fully vested. Such grants are typically intended to renew the incentive and retention power of long-term equity incentives as outstanding awards vest, and to allow us to review and, if in our best interests, recalibrate our long-term incentive program on an annual basis. NEOs may also receive off-cycle stock grants in lieu of annual or recurring grants when necessary to address retention risks, recognize extraordinary contributions, or align incentives with evolving Company goals.

Glenn Sanford Award Compensation:

In 2023, the Board approved a long-term incentive equity award for Mr. Sanford in order to incentivize and retain his services and align with industry trends. This award covered 167,500 shares, vesting in three equal installments on each one-year anniversary of the grant date over three years, subject to continued service, provided that, in each case, the Company's market cap weighted stock price appreciation over an annual measurement period exceeds the average market cap weighted stock price appreciation over the same period of the following peer companies: RE/MAX Holdings, Inc. (RMAX), Compass, Inc. (COMP), Redfin Corp. (RDFN), and Anywhere Real Estate Inc. (HOUS). If, at any time during a measurement period, any peer company ceases to be publicly traded, such company will be excluded from the comparison for periods following the date it ceases to be publicly traded, and the performance comparison will be based solely on the remaining publicly traded peer companies. If the performance condition is not met in a given year, the corresponding tranche is forfeited, and any remaining unvested tranches continue to be eligible for vesting in subsequent years based on performance during those periods.

For the first measurement period, covering the period from September 28, 2023 through September 27, 2024, the Company's market capitalization weighted stock price appreciation did not exceed the average market capitalization weighted appreciation of the peer group. As a result, the first tranche of 55,833 options did not vest and was forfeited.

For the second vesting tranche, the Company's stock price appreciation was calculated from the first anniversary of the grant date through the second anniversary and compared against the average market cap weighted stock price appreciation of the peer group, and the results were as follows:

Metric	Peer Average[1]	Company[2]	Performance Achieved?
Stock Price Appreciation	13.6 %	(6.5)%	No

(1) Average market cap weighted stock price appreciation from September 28, 2024 to September 27, 2025 of RE/MAX Holdings, Inc. (RMAX), Compass, Inc. (COMP), and Anywhere Real Estate Inc. (HOUS). Redfin Corp. (RDFN) was excluded due to its acquisition by Rocket Companies in July 2025.

(2) Company's market cap weighted stock price appreciation from September 28, 2024 to September 27, 2025.

As the Company's market cap weighted stock price appreciation did not exceed the peer group's average market cap weighted stock price appreciation during the performance period, the second 1/3 installment of the option grant (55,833 shares) did not vest and were forfeit.

2025 NEO Award Compensation:

During 2025, the Board continued to utilize time-based equity awards as a core component of long-term incentive compensation, with vesting schedules designed to promote alignment with long-term stockholder value and continued service.

In connection with her appointment as an executive officer in her capacity as Chief Marketing Officer on February 22, 2025, Ms. Forsythe received a one-time equity award consisting of RSUs with a grant-date fair value of approximately $400,000. The RSUs vest in equal quarterly installments over a four-year period following the grant date, subject to continued service.

In connection with his appointment as Interim Chief Financial Officer and Principal Financial Officer effective April 1, 2025, Mr. Hill received a one-time equity award consisting of (i) stock options with a grant-date fair value of approximately $150,000 and (ii) RSUs with a grant-date fair value of approximately $150,001. The stock options vest in equal quarterly installments over a three-year period following the grant date, subject to Mr. Hill's continued service. The RSUs vest quarterly over a three-year period, with 30% vesting during the first year, 30% vesting during the second year, and the remaining 40% vesting during the third year, in each case subject to continued service. Following Mr. Hill's subsequent appointment as permanent Chief Financial Officer in June 2025, the Board approved an additional equity award under the Company's 2024 Equity Incentive Plan with an aggregate target value of $923,750, consisting of (i) stock options with a grant date fair value of approximately $692,812 and (ii) RSUs with a grant date fair value of approximately $230,938. The stock options vest in equal quarterly installments over a three-year period following the grant date, subject to continued service. The RSUs vest in equal quarterly installments over a three-year period, subject to continued service. In approving the permanent Chief Financial Officer equity awards, the Compensation Committee and the Board considered the equity awards previously granted to Mr. Hill in connection with his interim Chief Financial Officer appointment and structured the permanent Chief Financial Officer equity awards to reflect his expanded responsibilities and long-term role while maintaining alignment with the Company's compensation philosophy and overall equity usage.

In April 2024, as part of Mr. Pareja's promotion to Chief Executive Officer of eXp Realty, the Board approved four annual RSU awards with a grant date fair value of approximately $325,000 each, contingent on continued service, each vesting in equal quarterly installments over a one-year period following the grant date. These equity awards were designed to align Mr. Pareja's compensation with his expanded responsibilities, comparison data, and the Company's performance goals, ensuring his focus on driving long-term stockholder value. The Board approved the equity compensation package to ensure alignment with peer and industry practices and support Mr. Pareja's ongoing contributions to the Company. Mr. Pareja received the second RSU award on May 6, 2025.

In the fourth quarter of 2025, the Compensation Committee completed its annual review of equity compensation for Messrs. Sanford, Hill, Bramble, Pareja, and Forsythe. The Compensation Committee determined that existing equity compensation arrangements remained appropriate at that time and recommended to the Board that no additional equity awards be granted to the other named executive officers during 2025. The Compensation Committee continues to evaluate the Company's executive equity compensation program on an ongoing basis and may recommend changes in future periods as roles, responsibilities, performance, market conditions, and the Company's strategic priorities evolve.

The below table depicts those equity awards that the Compensation Committee determined and recommended our Board approve, and the Board approved, to our NEOs during the year ended December 31, 2025:

Named Executive Officer	RSUs (number of shares)	Stock Option Awards (number of shares)
Jesse Hill	38,011	152,810
Leo Pareja	37,486	-
Wendy Forsythe	36,597	-

HEALTH AND WELFARE BENEFITS

Our NEOs are eligible to participate in our employee benefit programs on the same basis as our other full-time, salaried employees. These benefits include a 401(k) plan, with the Company matching up to 4% of each participant's eligible compensation, medical (including a medical waiver reimbursement of $100 per paycheck if he/she declines to use Company coverage), dental and vision benefits, disability insurance, employee assistance program (EAP), basic life insurance coverage, health savings accounts, accidental death and dismemberment insurance, and a monthly technology reimbursement of $50, as well as employer-paid wellness benefits, including employee subscriptions to the Calm®, Noom®, and Vitality® mobile applications. We design our employee benefits programs to be affordable and competitive in relation to the market, as well as compliant with applicable laws and practices.

We adjust our employee benefits programs as needed based upon regular monitoring of applicable laws and practices and the competitive market. We believe these benefits are necessary to be competitive within our industry and the expense of these programs is offset by their attraction and retention value.

EXP'S EQUITY GRANT POLICY FOR EXECUTIVE OFFICERS

Equity grants made to the CEO or other Section 16 officers must be approved by the Board.

Timing of grants. Equity awards are discretionary and are generally granted to our named executive officers in connection with hiring, a promotion or subsequent to the Compensation Committee's annual compensation review. Neither the Board nor the Compensation Committee take material nonpublic information into account when determining the timing and terms of equity awards. The Company does not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

Option exercise price. The exercise price of a newly granted option (i.e., not an option assumed or substituted in connection with an acquisition) is the closing price of the Company's common stock on the Nasdaq stock market on the date of grant.

Except as set forth below, during 2025, no option was granted to an NEO within four business days before or one business day after the Company filed a Form 10-Q, Form 10-K, or filed or furnished a Form 8-K that discloses material nonpublic information.

Name	Grant Date	Number of Securities Underlying the Award	Exercise Price of the Award ($/Sh)	Grant Date Fair Value of the Award	Percentage Change in the Closing Market Price of the Securities Underlying the Award Between the Trading Day Ending Immediately Prior to the Disclosure of Material Nonpublic Information and the Trading Day Beginning Immediately Following Disclosure of Material Nonpublic Information
Jesse Hill	March 14, 2025 [1]	28,030	9.69	150,001	4.05% [2]
	August 5, 2025	124,780	10.25	692,866	-4.79%

[1] Mr. Hill was not an executive officer on the grant date.

[2] With respect to those certain Current Reports on Form 8-K filed on behalf of the Company on March 14, 2025 and March 17, 2025.

SPECIAL AND OTHER BENEFITS

In general, we do not view perquisites or other personal benefits as a significant component of our NEO compensation program. No NEOs received material perquisites or other personal benefits during 2025 that were not provided to our employees generally.

EXECUTIVE EMPLOYMENT TERMS

We have entered into written offer letters with certain of our NEOs, but each of our NEOs is at-will and do not have employment contracts with guaranteed terms of employment. In filling NEO positions, we recognize that we have to develop competitive compensation packages to attract qualified candidates in a dynamic labor market.

- Mr. Sanford: Mr. Sanford is the founder of the Company, and currently the CEO of the Company, and no formal offer letter or engagement letter was entered into between Mr. Sanford and the Company. Mr. Sanford's current annual base salary is $1,575,000. As described in this Compensation Discussion and

Analysis and the Executive Compensation Tables that follow, subject to the Board's discretion, Mr. Sanford is eligible to receive certain cash bonus compensation and long-term incentive awards.

- Mr. Cheng: As described in this Compensation Discussion and Analysis and the Executive Compensation Tables that follow, Mr. Cheng's employment with the Company as Chief Accounting Officer and Principal Financial Officer terminated on March 31, 2025.

- Mr. Hill: We entered into an offer letter with Mr. Hill, effective May 21, 2022, to serve as a Senior Financial Analyst. After several other internal promotions between 2022 and 2025, in April 2025, Mr. Hill was promoted to Interim Chief Financial Officer and then permanent Chief Financial Officer in June 2025. Mr. Hill's annual base salary as of January 1, 2026 is $600,000. As described in this Compensation Discussion and Analysis and the Executive Compensation Tables that follow, Mr. Hill has received long-term incentive awards.

- Mr. Bramble: We entered into an offer letter with Mr. Bramble, effective March 12, 2019, to serve as our Chief Counsel. In October 2019, Mr. Bramble assumed the additional role of Corporate Secretary. Mr. Bramble's annual base salary as of January 1, 2026 is $695,102. As described in this Compensation Discussion and Analysis and the Executive Compensation Tables that follow, during 2025 and subject to his contribution to Company growth, Mr. Bramble was eligible to receive certain annual cash bonus compensation. Pursuant to the terms of his offer letter, Mr. Bramble is eligible to receive a payment equal to four months' of base salary in the event Mr. Bramble's employment is terminated by the Company without cause which would be paid lump-sum, contingent on the effectiveness of a release of claims in favor of the Company.

- Mr. Pareja: We entered into an offer letter with Mr. Pareja, effective May 21, 2022, to serve as our President of eXp Realty Affiliated Services. In November 2022, Mr. Pareja was promoted to Chief Strategy Officer, eXp Realty. In April 2024, Mr. Pareja was promoted to Chief Executive Officer, eXp Realty. Mr. Pareja's annual base salary as of January 1, 2026 is $1,062,500. As described in this Compensation Discussion and Analysis and the Executive Compensation Tables that follow, during 2025 and subject to his contribution to Company growth, Mr. Pareja was eligible to receive certain annual cash bonus compensation.

- Ms. Forsythe: We entered into an offer letter with Ms. Forsythe, effective April 22, 2024, to serve as Chief Marketing Officer, eXp Realty. In February 2025, Ms. Forsythe was appointed as an executive officer in her capacity as Chief Marketing Officer, eXp Realty. Ms. Forsythe's annual base salary as of January 1, 2026 is $750,000. As described in this Compensation Discussion and Analysis and the Executive Compensation Tables that follow, during 2025 and subject to her contribution to Company growth, Ms. Forsythe was eligible to receive certain annual cash bonus compensation.

RESIGNATION, RETIREMENT, OTHER TERMINATION, OR CHANGE IN CONTROL ARRANGEMENTS

We provide limited termination and change in control benefits to remain competitive in attracting and retaining executives. In the event of employment termination:

- Mr. Sanford's revenue share would continue even after ceasing to be an employee of the Company, consistent with the Company's practice for all revenue share participants that have been with the Company for at least three (3) years; and

- Per his offer letter, Mr. Bramble is eligible to receive a severance payment of up to four months' of base salary in the event Mr. Bramble's employment is terminated by the Company without cause.

Additionally, any option awards granted to employees, including current NEOs, may be exercised: (i) for 90 days after termination of employment, (ii) for 12 months after death (if death occurred during employment or during the 90 days after termination), and (iii) for 6 months after certain events of disability (if such disability occurred during employment), but in each case only to the extent such option(s) would have been exercisable by such person on the date of termination, death or disability. Pursuant to the terms of the Company's 2015 Equity Incentive Plan and 2024 Equity Incentive Plan, the Board may, but is not obligated to, accelerate, vest, cancel for fair value, or issue substitute awards for any option awards upon a change of control.

There are no other arrangements for resignation, retirement, termination, or change in control arrangements (including, without limitation, severance, non-401(k)-retirement or pension benefits) with any current NEOs in their capacity as such.

Clawback Policy

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act), we maintain a claw back policy, which requires that certain incentive compensation paid to any current or former executive officer, including our NEOs, will be subject to recoupment if (x) the incentive compensation was calculated based on financial statements that were required to be restated due to material noncompliance with financial reporting requirements (including both "Big R" and "little r" restatements), without regard to any fault or misconduct, and (y) that noncompliance resulted in overpayment of the incentive compensation within the three fiscal years preceding the fiscal year in which the restatement was required. Incentive compensation subject to the claw back policy consists of compensation that is granted, earned or vested based wholly or in part upon the attainment of a financial reporting measure (as defined in the rules implementing such requirement), including stock price and total shareholder return, on and after October 2, 2023.

Anti-Hedging and Anti-Pledging Policies

Certain transactions in our securities (such as short sales, hedging, and transactions in derivatives) create a heightened compliance risk or could create the appearance of misalignment with our stockholders. In addition, securities that are pledged as collateral or held in a margin account create a risk of being sold without consent if the owner fails to meet a margin call or defaults on the secured obligation, thus creating the risk that a sale may occur at a time when a person is aware of material, non-public information or otherwise is not permitted to trade in Company securities. Our insider trading policy prohibits all Company insiders, including our directors, from engaging in short sales, derivative securities transactions, including hedging, with respect to Company securities, and from pledging Company securities as collateral.

Tax and Accounting Considerations

DEDUCTIBILITY OF EXECUTIVE COMPENSATION

Section 162(m) of the Internal Revenue Code (the "Code") generally places a $1 million annual deduction limit on compensation paid to "covered employees," which includes certain current and former named executive officers. Our Board and Compensation Committee may, in their discretion, recommend and authorize, as applicable, compensation payments that may or may not be deductible by the Company when we believe such payments are appropriate to attract, retain or motivate executive officers. During 2025 a portion of the compensation paid to our named executive officers was not deductible under Section 162(m) of the Code.

ACCOUNTING FOR STOCK-BASED COMPENSATION

We follow FASB ASC Topic 718 for our stock-based compensation awards. FASB ASC Topic 718 requires us to measure and recognize the compensation expense for all share-based payment awards made to our employees and non-employee members of our Board, including options to purchase shares of our common stock and other stock awards, based on the grant date "fair value" of these awards. This calculation is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient may never realize any value from such awards.

TAXATION OF "PARACHUTE" PAYMENTS AND DEFERRED COMPENSATION

We do not provide our NEOs with a "gross-up" or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Sections 280G, 4999, or 409A of the Code. Sections 280G and 4999 of the Code generally provide that executive officers and directors who hold significant equity interests in our Company, and certain other service providers, may be subject to an excise tax if they receive payments or benefits in connection with a change in control of our Company that exceeds certain prescribed limits, and that the Company, or a successor,

may forfeit a deduction on the amounts subject to this additional tax. Section 409A of the Code also imposes additional significant taxes on an executive officer, director or other service provider to the Company in the event that he or she receives "deferred compensation" that does not meet certain requirements of Section 409A of the Code.

Risks Relating to our Compensation Policies and Practices

Our Board and Compensation Committee consider various factors in developing our compensation program, including any negative impacts on the Company resulting therefrom. In establishing and reviewing the Company's compensation programs for risk, the Board and Compensation Committee consider features that mitigate against potential risks, such as fixed base salaries; clawbacks for our cash and equity incentives contingent on financial performance; and the quantity and mix of long-term performance-based and time-based equity incentives. In its annual review, the Board and Compensation Committee concluded that the Company's compensation programs and policies continue to provide an effective and appropriate mix of incentives to help ensure performance is focused on long-term stockholder value creation, and do not encourage short-term risk taking at the expense of long-term results or create risks that are reasonably likely to have a material adverse effect on the Company.

Report of the Compensation Committee of the Board

The Compensation Committee of the Company has reviewed and discussed with management the "*Compensation Discussion and Analysis*" section included in this Proxy Statement, and based on such review and discussion, the Compensation Committee recommended to our board of directors that this "*Compensation Discussion and Analysis*" section be included in this Proxy Statement.

Respectfully submitted,

Dan Cahir, Chair
Randall Miles
Fred Reichheld

Executive Compensation Tables

The following table sets forth information regarding the compensation awarded to, earned by, or paid to each of the named executive officers in accordance with SEC rules.

2025 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards[1] ($)	Option Awards[2] ($)	All Other Compensation ($)	Total ($)
Glenn Sanford	2025	1,575,000	-	-	-	126 [3]	1,575,126
Chief Executive Officer	2024	1,516,444	-	-	-	200	1,516,644
and Chairman of the Board	2023	1,506,251	81,040	2,779,500	3,424,288	137	7,791,216
Kent Cheng	2025 [4]	266,154	130,000 [5]	-	-	11,378 [6]	407,532
Former Chief Accounting	2024	385,682	324,979	-	-	13,036	723,697
Officer and	2023	386,851	193,424	-	888,437	10,403	1,479,115
Financial Officer							
Jesse Hill	2025 [7]	466,539 [8]	12,500 [8]	380,944	842,866	4,898 [9]	1,707,746
Chief Financial Officer and							
Principal Financial Officer							
James Bramble	2025	473,712	241,500	-	-	15,283 [10]	730,494
Chief Legal Counsel, General Counsel	2024	434,916	212,102	-	-	14,578	661,596
and Corporate Secretary	2023	406,000	203,000		1,332,656	11,973	1,953,629
Leo Pareja	2025	735,577	375,000	325,004	-	13,596 [11]	1,449,177
Chief Strategy Officer, eXp Realty	2024	689,423	312,500	325,009	1,309,795	14,230	2,650,957
	2023	451,923	225,000		888,437	10,184	1,575,544
Wendy Forsythe	2025 [12]	473,269	192,938	373,289	-	12,479 [13]	1,051,975
Chief Marketing Officer, eXp Realty							

(1) In accordance with SEC rules, the amounts shown reflect the aggregate grant date fair value of stock awards granted to NEOs during 2025, computed in accordance with FASB ASC 718, excluding the impact of forfeitures. The grant date fair value for RSUs is measured based on the closing price of the Company's common stock on the date of grant. The assumptions used in the valuation of the stock awards are consistent with the valuation methodologies specified in *Note 9 – Stockholders' Equity* to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. Stock award vesting for the person listed is contingent on continued service. Please see 2025 NEO Award Compensation above for more details on the stock awards granted in 2025.

(2) In accordance with SEC rules, the amounts shown reflect the aggregate grant date fair value of stock option awards granted to NEOs during the covered year, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, excluding the impact of forfeitures. The grant date fair value for stock option awards is measured based on the closing price of the Company's common stock on the date of grant. The assumptions used in the valuation of the stock options granted in 2025 are consistent with the valuation methodologies specified in *Note 9 – Stockholders' Equity* to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. Please see 2025 NEO Award Compensation above for more details on the option awards granted in 2025.

(3) Consists of $126 in life insurance premiums paid by the Company on behalf of Mr. Sanford.

(4) Mr. Cheng's employment as Principal Financial Officer ceased on March 31, 2025, and his employment with the Company ceased on September 5, 2025. To ensure an effective and smooth transition, on March 5, 2025, the Company entered into an amendment to Mr. Cheng's offer letter dated March 6, 2020, pursuant to which Mr. Cheng agreed to serve as a strategic advisor to the Company through August 31, 2025. His employment terms, including compensation and benefits, continued in such role until his termination on August 31, 2025.

(5) Consists of $100,000 in discretionary quarterly cash bonus (see "*Compensation Discussion and Analysis – Quarterly and Other Cash Bonuses*") and $30,000 in principal financial officer cash bonus (see "*Compensation Discussion and Analysis – Quarterly and Other Cash Bonuses*").

(6) Consists of $89 in life insurance premiums paid by the Company and $11,289 in Company 401(k) contributions on behalf of Mr. Cheng.

(7) Mr. Hill was appointed Interim Chief Financial Officer on April 1, 2025 and Chief Financial Officer on July 1, 2025.

(8) Reflects Mr. Hill's mid-year compensation increases in April and July 2025.

(9) Consists of $158 in life insurance premiums paid by the Company, $3,740 in Company 401(k) contributions on behalf of Mr. Hill, and a $1,000 bonus for recruiting an employee.

(10) Consists of $131 in life insurance premiums paid by the Company, $1,040 in employer-paid health savings account contributions, and $14,111 in Company 401(k) contributions on behalf of Mr. Bramble.

(11) Consists of $173 in life insurance premiums paid by the Company and $13,423 in Company 401(k) contributions on behalf of Mr. Pareja.

(12) Ms. Forsythe was appointed as an executive officer on February 22, 2025. Reflects mid-year salary increase in February 2025.

(13) Consists of $158 in life insurance premiums paid by the Company and $12,321 in Company 401(k) contributions on behalf of Ms. Forsythe.

2025 GRANTS OF PLAN-BASED AWARDS TABLE

The following table provides information with respect to grants of plan-based awards to the named executive officers for the year ended December 31, 2025:

			Estimated future payouts under equity plan awards[1]			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)[2]
Name	**Approval Date**	**Grant Date**	**Threshold (#)**	**Target (#)**	**Maximum (#)**				
Jesse Hill	March 13, 2025	March 14, 2025	-	-	-	15,480	-	-	150,001
	March 13, 2025	March 14, 2025	-	-	-	-	28,030	9.69	150,000
	June 30, 2025	August 5, 2025	-	-	-	22,531	-	-	230,943
	June 30, 2025	August 5, 2025	-	-	-		124,780	10.25	692,866
Wendy Forsythe	February 24, 2025	February 24, 2025	-	-	-	36,597	-	-	373,289
Leo Pareja	April 3, 2024	May 6, 2025	-	-	-	37,486	-	-	325,004

(1) Please see 2025 NEO Award Compensation above for more details on the stock awards and option awards granted in 2025. All equity awards were made under the 2024 Equity Incentive Plan.

(2) In accordance with SEC rules, the amounts shown for option awards reflect the aggregate grant date fair value of stock option awards granted to NEOs during 2025, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, excluding the impact of estimated forfeitures. The grant date fair value for stock option awards is measured based on the closing price of the Company's common stock on the date of grant. The amounts shown for stock awards reflect the aggregate grant date fair value of stock awards granted to our NEOs in fiscal 2025, as computed in accordance with FASB 718, excluding the impact of estimated forfeitures. The assumptions used in the valuation of the restricted stock and stock options are consistent with the valuation methodologies specified in *Note 9 – Stockholders' Equity* to our consolidated financial statements included in our Annual Report on Form 10 K for the fiscal year ended December 31, 2025.

OUTSTANDING EQUITY AWARDS AS OF DECEMBER 31, 2025

The following table provides information regarding the equity awards outstanding as of December 31, 2025 held by each of our named executive officers:

	Option Awards					Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested ($)
Glenn Sanford	959,744 [1]	-	-	9.94	7/31/2030	-	-
	750,000 [1]	-	-	9.94	7/31/2030	-	-
	113,393 [2]	35,759 [2]	-	16.35	9/28/2033	-	-
	12,232 [2]	6,116 [2]	-	17.99	9/28/2028	-	-
	-	-	55,833 (3)	16.35	9/28/2033	-	-
Kent Cheng [4]	-	-	-	-	-	-	-
Jesse Hill	886 [5]	-	-	5.37	3/31/2029	-	-
	4,000 [6]	-	-	39.72	6/24/2031	-	
	6,875 [7]	3,125	-	11.06	3/9/2033	-	
	7,008 [8]	21,022 [8]	-	9.69	3/14/2035	11,997 [9]	108,573
	10,398 [10]	114,382 [10]	-	10.25	8/5/2035	20,653 [11]	186,910
James Bramble	38,000 [12]	-	-	5.32	3/17/2029	-	-
	20,000 [13]	-	-	29.50	10/9/2030	-	-
	93,750 [14]	56,250 [14]	-	14.46	5/19/2033	-	-
Leo Pareja	87,500 [15]	12,500 [15]	-	13.85	5/23/2032	-	-
	62,500 [16]	37,500 [16]	-	14.46	5/19/2033	-	-
	71,797 [17]	119,662 [17]	-	11.97	5/6/2034	-	-
	-	-	-	-	-	18,743 [18]	169,624
Wendy Forsythe	37,500 [19]	62,500 [19]	-	10.03	4/22/2034	-	-
						29,735 [20]	269,102

*Market value is calculated based on the closing price of our common stock on The Nasdaq Global Select Market on December 31, 2025 (the last trading day of our fiscal year), which was $9.05.

(1) Option award was granted July 31, 2020 and is fully vested.

(2) Option award was granted September 28, 2023 and vests in equal quarterly installments over 3 year(s) following the grant date.

(3) Option award was granted September 28, 2023. The unvested portion of this award covers 55,833 shares, vesting on the third anniversary of the grant date, subject to continued service provided that, as of such vesting date, the prior year's market capitalization weighted stock price appreciation of the Company exceeds the average market capitalization weighted stock price appreciation of the following peer companies: RE/MAX Holdings, Inc. (RMAX), Compass, Inc. (COMP), and Anywhere Real Estate Inc. (HOUS). See "*Compensation Discussion and Analysis – Long-Term Incentive Compensation (Equity Awards) – Glenn Sanford Award Compensation*" for additional details.

(4) Mr. Cheng's employment terminated on August 31, 2025 and all unvested equity terminated immediately, with all vested and unexercised equity terminating on November 29, 2025, unless earlier exercised.

(5) Option award was granted April 1,2019 and is fully vested.

(6) Option award was granted June 24, 2021 and is fully vested.

(7) Option award was granted March 9, 2023 and vests in equal quarterly installments over 4 year(s) following the grant date.

(8) Option award was granted March 14, 2025 and vests in equal quarterly installments over 3 year(s) following the grant date.

(9) Stock award was granted March 14, 2025 and 30% vests in equal quarterly installments over the first year, 30% vests in equal quarterly installments over the second year, and 40% vests in equal quarterly installments over the third year.

(10) Option award was granted August 5, 2025 and vests in equal quarterly installments over 3 year(s) following the grant date.

(11) Stock award was granted August 5, 2025 and vests in equal quarterly installments over 3 year(s) following the grant date.

(12) Option award was granted March 18, 2019 and is fully vested.

(13) Option award was granted October 9, 2020 and is fully vested.

(14) Option award was granted May 19, 2023 and vests in equal quarterly installments over 4 year(s) following the grant date.

(15) Option award was granted May 23, 2022 and vests in equal quarterly installments over 4 year(s) following the grant date.

(16) Option award was granted May 19, 2023 and vests in equal quarterly installments over 4 year(s) following the grant date.

(17) Option award was granted May 6, 2024 and vests in equal quarterly installments over 4 year(s) following the grant date.

(18) Stock award was granted May 6, 2025 and vests in equal quarterly installments over 1 year(s) following the grant date.

(19) Option award was granted April 22, 2024 and vests in equal quarterly installments over 4 year(s) following the grant date.

(20) Stock award was granted February 24, 2025 and vests in equal quarterly installments over 4 year(s) following the grant date.

2025 OPTION EXERCISES AND STOCK VESTED

The following table provides information with respect to the Company stock options exercised by and Company RSU awards vested to the named executive officers for the year ended December 31, 2025:

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise[1] ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting[2] ($)
Glenn Sanford	-	-	-	-
Kent Cheng	-	-	-	-
Jesse Hill	-	-	5,361	54,482
James Bramble	-	-	-	-
Leo Pareja	-	-	32,319	321,348
Wendy Forsythe	-	-	6,862	66,608

(1) The value realized on exercise is pre-tax and represents the difference between the market price of the shares of the Company's common stock underlying the options when exercised and the applicable exercise price.

(2) The value realized on vesting is pre-tax and represents the market price of the shares of the Company's common stock underlying the vested stock awards on the vesting date.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL FOR CURRENT NEOS

Pursuant to the terms of his offer letter with the Company, Mr. Bramble is eligible to receive a payment of up to four months of base salary, less applicable withholding, in the event Mr. Bramble is terminated by the Company without cause, which term is undefined. Mr. Bramble's receipt of severance is subject to his execution of a general release in the form prescribed by the Company. Such severance payment would be equal to $161,000, less applicable withholding (as of December 31, 2025). Consistent with past practice, such severance would be paid lump-sum, contingent on the effectiveness of such release of claims in favor of the Company.

Under our 2015 Equity Incentive Plan, as amended, and our 2024 Equity Incentive Plan, if we experience a change in control transaction, the Board may, but is not obligated to: accelerate, vest or cause the restrictions to lapse with respect to all or any portion of an award; cancel awards for fair value (as determined by the Board); provide for the assumption of awards or the issuance of substitute awards that will substantially preserve the otherwise applicable terms of any affected award previously granted thereunder as determined by the Board; or provide advance notice of such change in control transaction to holders of options, after which any options not exercised prior to such change in control may be cancelled. Our 2015 Equity Incentive Plan defines a "change in control" as "(i) the dissolution or liquidation of the Company, (ii) a reorganization, merger or consolidation as a result of which the Company is not the surviving entity or as a result of which the outstanding shares of Stock are changed into or exchanged for cash,

property or securities not of the Company's issue, except for a merger or consolidation with a wholly-owned subsidiary of the Company or a transaction effected primarily to change the state of the Company's incorporation, or (iii) a sale or other transfer in one or a series of transactions of all or substantially all of the assets of the Company, or of more than eighty percent (80%) of the voting stock of the Company then outstanding, to any person or entity or to persons or entities which are affiliated or acting in concert with respect to such sale or transfer." Our 2024 Equity Incentive Plan defines a "change in control" similarly, except that in clause (iii) of the definition, 50% is used instead of 80%.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, the Company is providing the following reasonable estimate of the ratio of the annual total compensation of our median employee (excluding Mr. Sanford, our CEO), to the annual total compensation of Mr. Sanford, calculated in a manner consistent with Item 402(u).

For the year ended December 31, 2025:

- The annual total compensation of our median employee, including our consolidated subsidiaries, but excluding our CEO, was $59,218.

- The annual total compensation of our CEO was $1,575,126.

- For fiscal year 2025, the ratio of the annual total compensation of our CEO to the annual total compensation of the median employee (excluding our CEO) was 26.6 to 1.

The following is our methodology used to identify our median employee for fiscal year 2025:

- December 31, 2025 was the date used to determine our employee population which includes full-time, part-time and temporary employees. As of that date, our total employee population was 1,989, consisting of 1,441 U.S. employees and 548 non-U.S. employees. For purposes of determining our median employee, our total employee population was 1,897 and consisted of individuals working at our parent company and our subsidiaries in the United States, including Puerto Rico, Canada (299 employees), India (82 employees), South Africa (48 employees), and the United Kingdom (27 employees), but excluding the Company's employee population located in Australia (10 employees), Brazil (4 employees), Colombia (9 employees), Dominican Republic (2 employees), Ecuador (3 employees), France (10 employees), Germany (4 employees), Italy (1 employee), Japan (3 employees), South Korea (1 employee), Mexico (10 employees), New Zealand (2 employees), Peru (3 employees), Portugal (9 employees), Spain (12 employees), Turkey (2 employees), and Dubai (7 employees). SEC rules allow foreign employees to be excluded in a country if the aggregate excluded employees account for 5% or less of the total employees ("de-minimis exclusion") as disclosed above; we excluded a total of 92 non-U.S. employees under this de minimis exclusion. We did not include independent contractors or persons providing services to the Company in foreign jurisdictions through non-employment structures (such as, for example, professional employer organizations), as permitted by SEC rules.

- To determine the median employee of our employee population (other than Mr. Sanford), we used a consistently applied compensation measure comparing the cash compensation (total annual compensation and bonuses) paid in 2025 as reflected in our payroll records as of December 31, 2025, plus all stock compensation vested in 2025 as of the vesting date. For purposes of this calculation, we reflect the value of stock compensation when it vests, rather than at grant. Additionally, we have annualized the total compensation for all permanent employees (full-time and part-time) that were employed by the Company (or one of its subsidiaries) for less than the full fiscal year.

- Using the employee (other than Mr. Sanford) compensation paid in 2025, we identified a median employee. The median employee identified is a full-time employee, paid hourly. The median employee identified accurately represents a median employee as the Company employs many hourly full-time employees, the median employee's position is a common employee position, and the median employee earns compensation representative of our median employee compensation.

- Compensation paid in foreign currencies was converted to USD based on the conversion rate in effect at the close of business on December 31, 2025.

Once we determined our median compensated employee using these measures, we calculated the employee's 2025 annual total compensation using the same methodology that is used to calculate our CEO's annual total compensation in the table entitled "**Summary Compensation Table**."

The pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u), and based upon our reasonable judgment and assumptions. The SEC rules do not specify a single methodology for identification of the median employee or calculation of the pay ratio, and other companies may use assumptions and methodologies that are different from those used by us in calculating their pay ratio. Accordingly, the pay ratio disclosed by other companies may not be comparable to our pay ratio as disclosed above.

Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(v) of Regulation S-K, we are providing certain information, including information about the relationship between executive compensation actually paid to certain individuals by the Company and certain financial performance of the Company. For further information concerning the Company's pay-for-performance philosophy and how the Company aligns executive compensation with the Company's performance, refer to the *Compensation Discussion and Analysis* section of this Proxy Statement. Any differences in total values are due to rounding.

					Value of Initial Fixed $100 Investment Based On:			
Fiscal Year	Summary Compensation Table Total for PEO[1]	Compensation Actually Paid to PEO[2]	Average Summary Compensation Table Total for Non-PEO NEOs[3]	Average Compensation Actually Paid to Non-PEO NEOs[4]	Total Stockholder Return[5]	Peer Group Total Stockholder Return[6]	Net Income (millions)[7]	Weighted Annual Total Stockholder Return [8]
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
2025	$ 1,575,126	$ 83,649	$ 1,069,385	$ 588,077	$ 30	$ 188	$ (22.7)	8 %
2024	$ 1,516,643	$ 291,062	$ 1,225,184	$ 386,636	$ 38	$ 189	$ (21.3)	9 %
2023	$ 7,791,216	$ 7,323,541	$ 2,162,999	$ 1,986,536	$ 50	$ 171	$ (9.0)	100 %
2022	$ 1,711,519	$ (18,618,486)	$ 2,056,390	$ (1,013,072)	$ 36	$ 106	$ 15.4	(20)%
2021	$ 1,927,198	$ 10,461,888	$ 1,249,992	$ 2,399,112	$ 107	$ 150	$ 81.2	15 %

In connection with the preparation of this Proxy Statement, the Company identified and corrected inadvertent errors in the calculations underlying the Compensation Actually Paid to the PEO, as reported in column (c) for fiscal years 2021 through 2024, and the Average Compensation Actually Paid to Non-PEO NEOs, as reported in column (e) for fiscal years 2021 through 2023, in each case as previously disclosed in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 10, 2025. The revised values are reflected in the table above, and the calculations underlying such values are presented in the reconciliation tables below.

(1) This column represents the amount of total compensation reported for Mr. Sanford (our Chairman and Chief Executive Officer of the Company) for each corresponding fiscal year in the "Total" column of the Summary Compensation Table for the applicable fiscal year ("total compensation"). Please refer to the Summary Compensation Table in the Company's Proxy Statement for the applicable fiscal year.

(2) This column represents the amount of "compensation actually paid" to Mr. Sanford, as computed in accordance with Item 402(v) of Regulation S-K. The amounts do not reflect the actual amount of compensation earned by or paid to Mr. Sanford during the applicable fiscal year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to Mr. Sanford's total compensation for the applicable fiscal year to determine the "compensation actually paid" for the applicable fiscal year:

Fiscal Year	Reported Summary Compensation Table Total for PEO[a]	Reported Summary Compensation Table Value of PEO Equity Awards[b]	Adjusted Value of Equity Awards[c]	Compensation Actually Paid to PEO
2025	$ 1,575,126	$ -	$ (1,491,477)	$ 83,649
2024	$ 1,516,643	$ -	$ (1,225,581)	$ 291,062
2023	$ 7,791,216	$ 6,203,788	$ 5,736,113	$ 7,323,541
2022	$ 1,711,519	$ -	$ (20,330,005)	$ (18,618,486)
2021	$ 1,927,198	$ -	$ 8,534,690	$ 10,461,888

(a) This column represents the amount of total compensation reported for Mr. Sanford for the corresponding fiscal year in the "Total" column of the Summary Compensation Table for the applicable fiscal year. Please refer to the Summary Compensation Table in the Company's Proxy Statement for the applicable fiscal year.

(b) This column represents the aggregate grant date fair value of equity awards reported in the "Stock Awards" and "Option Awards" columns in the Summary Compensation Table for the corresponding fiscal year. Please refer to the Summary Compensation Table in the Company's Proxy Statement for the applicable fiscal year. The amount in this column is replaced with the corresponding amount reported under the Adjusted Value of Equity Awards column in order to arrive at compensation actually paid for the applicable fiscal year.

(c) This column represents an adjustment to the amounts in the "Stock Awards" and "Option Awards" columns in the Summary Compensation Table for the corresponding fiscal year (a "Subject Year"). For a Subject Year, the adjusted amount ("Adjusted Value of Equity Awards") replaces the "Stock Awards" and "Option Awards" columns in the Summary Compensation Table for Mr. Sanford to arrive at "compensation actually paid" to Mr. Sanford for that Subject Year. The adjusted amount is determined by adding (or subtracting, as applicable) the following for that Subject Year: (i) the fiscal year-end fair value of any equity awards granted in the Subject Year that are outstanding and unvested as of the end of the Subject Year; (ii) the amount of change as of the end of the Subject Year (from the end of the prior fiscal year) in the fair value of any awards granted in prior fiscal years that are outstanding and unvested as of the end of the Subject Year; (iii) for awards that are granted and vest in the Subject Year, the fair value as of the vesting date; (iv) for awards granted in prior fiscal years that vest in the Subject Year, the amount equal to the change as of the vesting date (from the end of the prior fiscal year) in the fair value; (v) for awards granted in prior fiscal years that are determined to fail to meet the applicable vesting conditions during the Subject Year, a deduction for the amount equal to the fair value at the end of the prior fiscal year; and (vi) the dollar value of any dividends or other earnings paid on stock or option awards in the Subject Year prior to the vesting date that are not otherwise reflected in the fair value of such award or included in any other component of total compensation for the Subject Year. The amounts added or subtracted to determine the adjusted amount are as follows:

Fiscal Year	Fiscal Year End Fair Value of Outstanding and Unvested Equity Awards Granted in the Fiscal Year	Fiscal Year over Fiscal Year Change in Fair Value of Outstanding and Unvested Equity Awards at FYE Granted in Prior Fiscal Years	Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Fiscal Year	Change in Fair Value of Equity Awards Granted in Prior Fiscal Years that Vested in the Fiscal Year	Fair Value at the End of the Prior Fiscal Year of Equity Awards that Failed to Meet Vesting Conditions in the Fiscal Year	Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation in the Summary Compensation Table for the Fiscal Year	Adjusted Value of Equity Awards
2025	$ -	$ (639,229)	$ -	$ (328,749)	$ 523,499	$ -	$ (1,491,477)
2024	$ -	$ (169,407)	$ -	$ (484,686)	$ 571,488	$ -	$ (1,225,581)
2023	$ 5,248,999	$ -	$ 801,786	$ 915,323	$ 1,229,995	$ -	$ 5,736,113
2022	$ -	$ (7,460,533)	$ -	$ (10,532,787)	$ 2,336,685	$ -	$ (20,330,005)
2021	$ -	$ 1,244,445	$ -	$ 7,290,244	$ -	$ -	$ 8,534,690

The fair value or change in fair value, as applicable, of stock awards and option awards was determined by reference to, for RSU awards, the closing price of our common stock on the applicable measurement date. For stock options, the fair value or change in fair value, as applicable, was determined using a Black-Scholes valuation model. The model references the closing stock price, in addition to the stock option's strike price, expected life, volatility, expected dividend yield, and risk-free rate as of the measurement date.

(3) This column represents the average of the amounts reported for the Company's named executive officers (NEOs) as a group (excluding Mr. Sanford) in the "Total" column of the Summary Compensation Table in each applicable fiscal year. Please refer to the Summary Compensation Table in the Company's Proxy Statement for the applicable fiscal year. The names of each of the NEOs (excluding Mr. Sanford) included for purposes of calculating the average amounts in each applicable fiscal year are as follows: (i) for 2025, James Bramble, Kent Cheng, Jesse Hill, Leo Pareja, and Wendy Forsythe; (ii) for 2024, James Bramble, Kent Cheng, Leo Pareja, and Shoeb Ansari; (iii) for 2023, Jeff Whiteside, Kent Cheng, Shoeb Ansari, James Bramble, and Leo Pareja; (iv) for 2022, Jeff Whiteside, Shoeb Ansari, Jason Gesing, and Michael Valdes; (v) and for 2021, Jeff Whiteside, Jason Gesing, Courtney Keating (Chakarun), and Michael Valdes.

(4) This column represents the average amount of "compensation actually paid" to the NEOs as a group (excluding Mr. Sanford), as computed in accordance with Item 402(v) of Regulation S-K. The dollar amounts do not reflect the actual average amount of compensation earned by or paid to the NEOs as a group (excluding Mr. Sanford) during the applicable fiscal year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to average total compensation for the NEOs as a group (excluding Mr. Sanford) for the applicable fiscal year to determine the compensation actually paid in the applicable fiscal year, using the same adjustment methodology described above in Note 2(c):

Fiscal Year	Average Reported Summary Compensation Table Total for Non-PEO NEOs[(a)]	Average Reported Summary Compensation Table Value of Non-PEO NEO Equity Awards[(b)]	Average Non-PEO NEO Adjusted Value of Equity Awards[(c)]	Average Compensation Actually Paid to Non-PEO NEOs
2025	$ 1,069,385	$ 384,421	$ (96,887)	$ 588,077
2024	1,225,184	408,701	(429,847)	386,636
2023	2,162,999	1,421,500	1,245,036	1,986,536
2022	2,056,390	1,207,355	(1,862,106)	(1,013,072)
2021	1,249,992	537,562	1,686,682	2,399,112

(a) This column represents the average of the amounts reported for the Company's named executive officers (NEOs) as a group (excluding Mr. Sanford) in the "Total" column of the Summary Compensation Table for the applicable fiscal year. Please refer to the Summary Compensation Table in the Company's Proxy Statement for the applicable fiscal year.

(b) This column represents the average of the total amounts reported for the NEOs as a group (excluding Mr. Sanford) in the "Stock Awards" and "Option Awards" columns in the Summary Compensation Table for the applicable fiscal year. Please refer to the Compensation Tables section of the Company's Proxy Statement for the applicable fiscal year. The amount in this column is replaced with the corresponding amount reported under the Average Non-PEO NEO Adjusted Value of Equity Awards column in order to arrive at compensation actually paid for the applicable fiscal year.

(c) This column represents an adjustment to the average of the amounts reported for the NEOs as a group (excluding Mr. Sanford) in the "Stock Awards" and "Option Awards" columns in the Summary Compensation Table for the applicable fiscal year using the same methodology described above in Note 2(c). For each year, the adjusted amount replaces the "Stock Awards" and "Option Awards" columns in the Summary Compensation Table for each NEO (excluding Mr. Sanford) to arrive at "compensation actually paid" to each NEO (excluding Mr. Sanford) for that year, which is then averaged to determine the average "compensation actually paid" to the NEOs (excluding Mr. Sanford) for that year. The amounts added or subtracted to determine the adjusted average amount are as follows:

Fiscal Year	Average Fiscal Year End Fair Value of Equity Awards Granted in the Fiscal Year	Average Fiscal Year over Fiscal Year Change in Fair Value of Outstanding and Unvested Equity Awards at FYE Granted in Prior Fiscal Years	Average Fair Value as of Vesting Date of Equity Awards Granted in the Fiscal Year and Vested in the Fiscal Year	Average Change in Fair Value of Equity Awards Granted in Prior Fiscal Years that Vested in the Fiscal Year	Average Fair Value at the End of the Prior Fiscal Year of Equity Awards that Failed to Meet Vesting Conditions in the Fiscal Year	Average Value of Dividends or other Earnings Paid on Stock or Option Awards not Otherwise Reflected in Fair Value or Total Compensation in the Summary Compensation Table for the Fiscal Year	Adjusted Average Value of Equity Awards
2025	$ 275,968	$ (311,629)	$ 79,444	$ (140,671)	$ -	$ -	$ (96,887)
2024	$ 310,453	$ (558,719)	$ 84,965	$ (266,546)	$ -	$ -	$ (429,847)
2023	$ 900,730	$ 31,107	$ 207,710	$ 105,489	$ -	$ -	$ 1,245,036
2022	$ 399,609	$ (1,232,676)	$ 94,914	$ (1,123,953)	$ -	$ -	$ (1,862,106)
2021	$ 370,482	$ 172,322	$ 8,859	$ 1,135,019	$ -	$ -	$ 1,686,682

(5) Company total stockholder return (TSR) is calculated by assuming that a $100 investment was made on the last trading day prior to fiscal year 2021 and reinvesting all dividends until the last day of each reported fiscal year.

(6) This column represents cumulative peer group TSR computed in accordance with Note 5. The peer group used for this purpose is the following published industry index: S&P Homebuilders Select Industry Index.

(7) This column represents the amount of net income reflected in the Company's audited financial statements for the applicable fiscal year.

(8) Weighted Annual TSR is Company TSR calculated by dividing the sum of the cumulative amount of dividends for the applicable fiscal year assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the applicable fiscal year divided by the Company's share price at the beginning of the applicable fiscal year, and further adjusted for market capitalization relative to the following peers: RE/MAX Holdings, Inc. (RMAX), Compass, Inc. (COMP), and Anywhere Real Estate Inc. (HOUS). The values presented in this column are based on outstanding shares as reported in the public filings of each peer company with the Securities and Exchange Commission. Because not all peer companies had filed an Annual Report on Form 10-K with the Securities and Exchange Commission reporting outstanding shares as of the end of fiscal year 2025, the fiscal year 2025 values in this table reflect share prices and outstanding shares as of the end of the third fiscal quarter of 2025.

FINANCIAL PERFORMANCE MEASURES

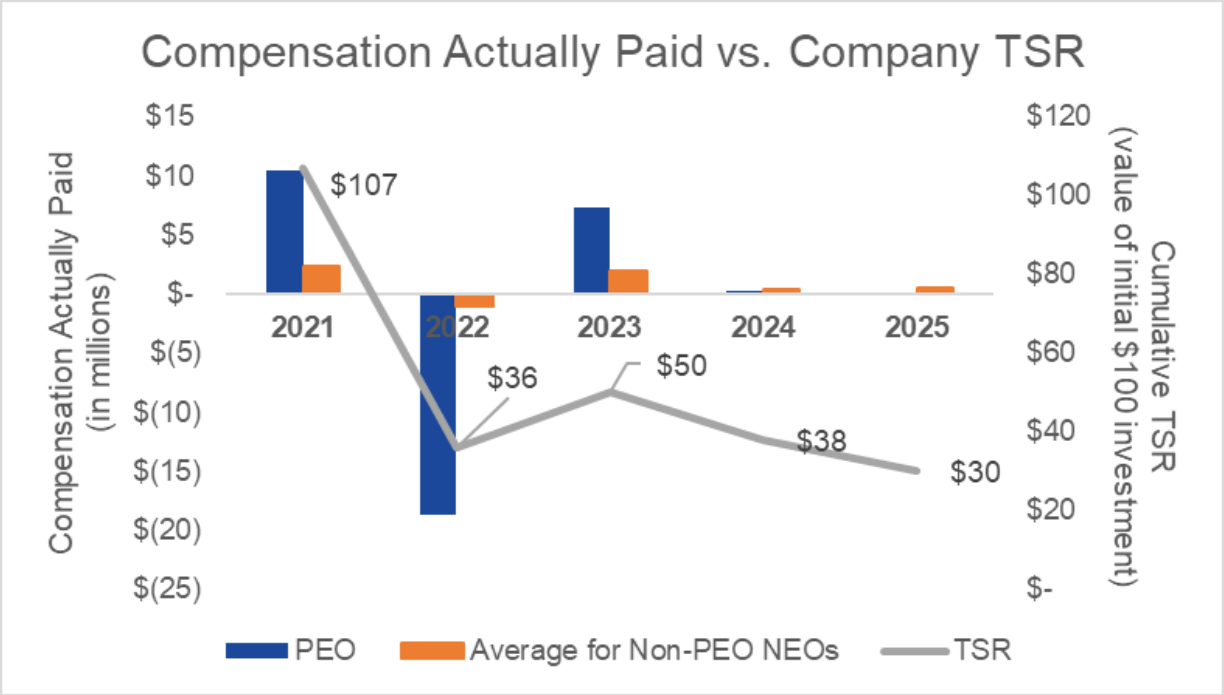
As described in greater detail in the *Compensation Discussion and Analysis* section of this Proxy Statement, the Company's executive compensation program reflects a pay-for-performance philosophy. The Company believes that reliance on formulaic financial performance measures can result in compensation that is unrelated to the value delivered by our named executive officers because formulaic financial measures do not consider the specific performance of the named executive officers or any unique circumstances or strategic considerations related to a named executive officer or the Company for the relevant fiscal year. Rather than rely on a specific formula-based model, we believe that retaining discretion to assess the overall performance of NEOs gives the Company the ability to more accurately reflect individual contributions that cannot be absolutely quantified. Consequently, in fiscal 2025 we employed one financial measure to determine executive compensation actually paid to the Company's NEOs, as follows:

- Weighted Annual TSR (computed as described in footnote 8, above).

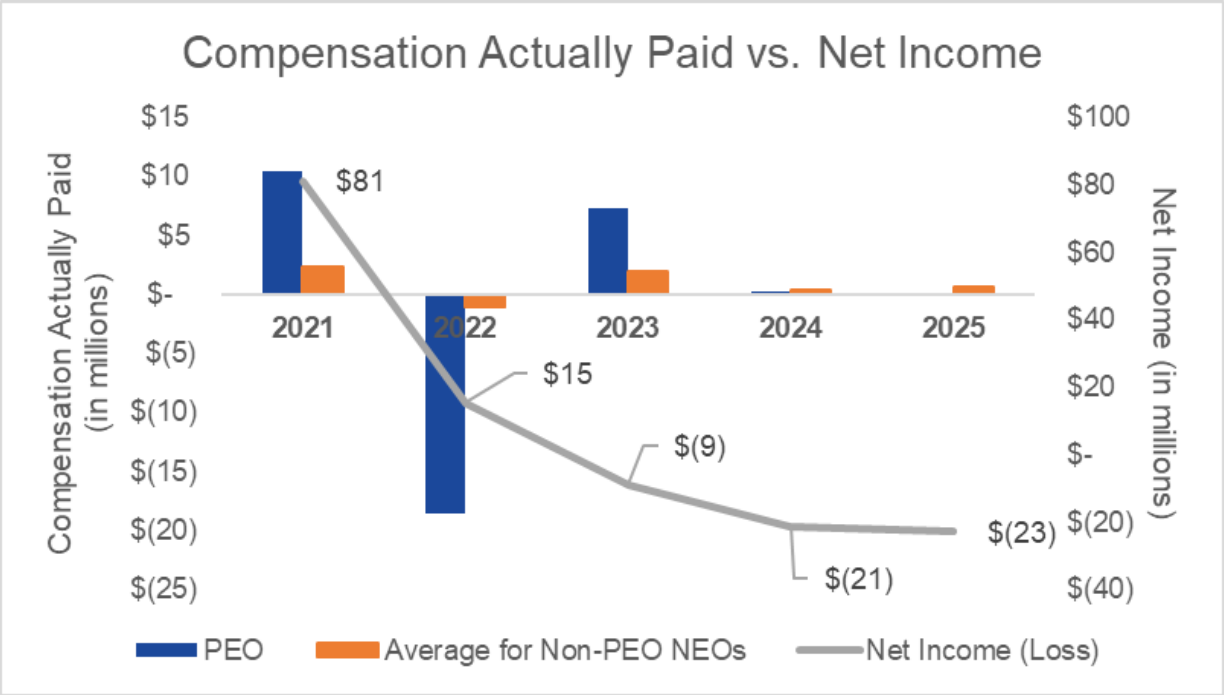
DESCRIPTION OF THE INFORMATION PRESENTED IN THE PAY VERSUS PERFORMANCE TABLE

As described in greater detail in the *Compensation Discussion and Analysis* section of this Proxy Statement, the Company's executive compensation program reflects a pay-for-performance philosophy. The Company does not specifically align the Company's performance measures with compensation that is actually paid (as computed in accordance with Item 402(v) of Regulation S-K) for a particular fiscal year. Compensation actually paid is influenced by numerous factors, including but not limited to the timing of new grant issuances and outstanding grant vesting, share price volatility during the fiscal year, our mix of short-term and long-term metrics, and many other factors. In accordance with Item 402(v) of Regulation S-K, the Company is providing the following descriptions of the relationships between information presented in the Pay versus Performance table.

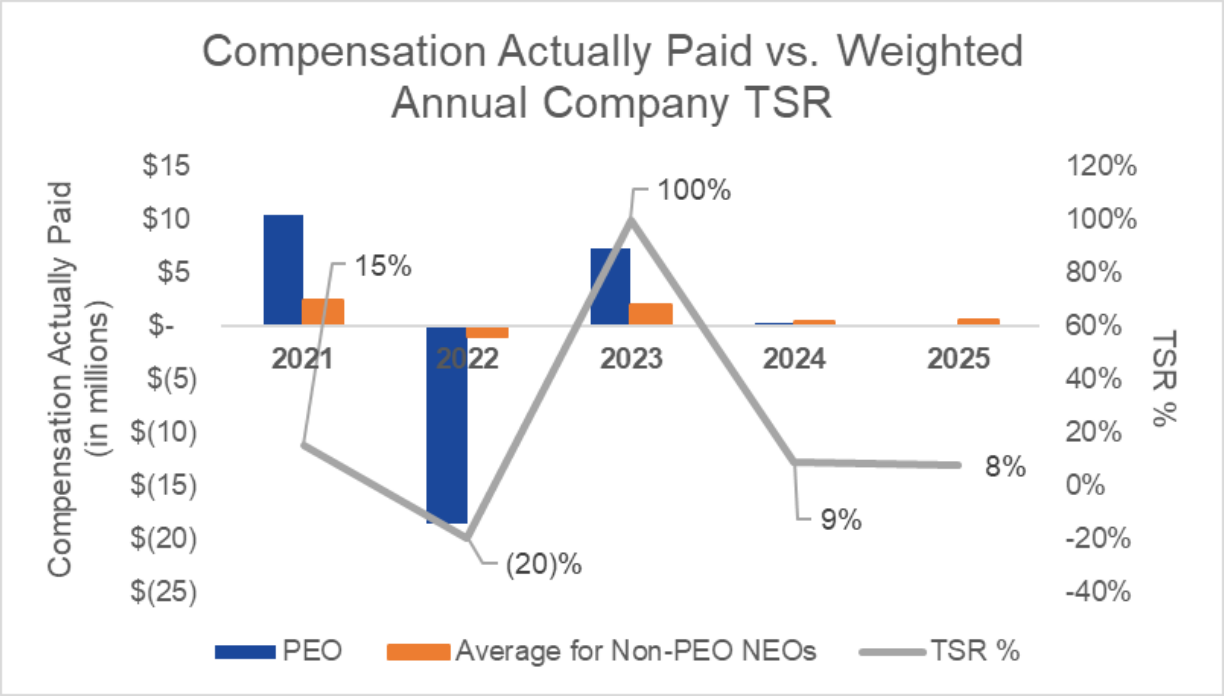
COMPENSATION ACTUALLY PAID AND CUMULATIVE COMPANY TSR



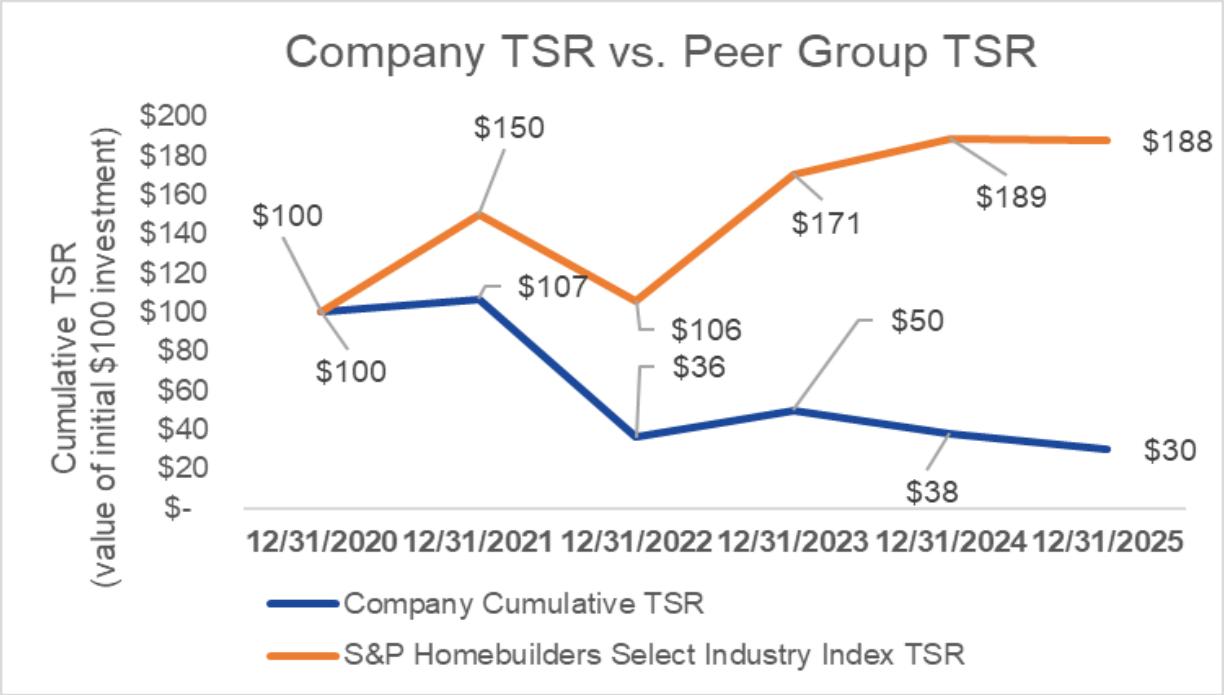
COMPENSATION ACTUALLY PAID AND NET INCOME



COMPENSATION ACTUALLY PAID AND WEIGHTED ANNUAL TSR



CUMULATIVE TSR OF THE COMPANY AND CUMULATIVE TSR OF THE PEER GROUP



MANAGEMENT PROPOSALS

PROPOSAL 1

ELECTION OF DIRECTORS

The Board recommends a vote "**FOR**" each of the nominees for director.
Vote Required: Each director will be elected by the affirmative vote of a majority of shares that are voting in the election. Abstentions and broker non-votes will not have any effect on the outcome of the election of directors because they are not counted as voting in the election.

At the Annual Meeting, stockholders will elect the entire Board of Directors to serve for the ensuing year and until their successors are elected and qualified. The Board has designated as nominees for election the six persons named below, each of whom currently serves as a director. The authorized number of directors of the Company is currently set at six.

Shares of common stock that are voted as recommended by the Board will be voted in favor of the election as directors of the nominees named below. If any nominee becomes unavailable for any reason or if a vacancy should occur before the election, the shares represented by a duly completed proxy may be voted in favor of such other person as may be determined by the proxy holders.

The Board, based on the recommendation of the Nominating and Corporate Governance Committee, has proposed that the following six nominees be elected at the Annual Meeting, each of whom will hold office until the next Annual Meeting of Stockholders or until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal: Glenn Sanford, Randall Miles, Dan Cahir, Monica Weakley, Peggie Pelosi, and Fred Reichheld.

Glenn Sanford, our Chairman of the Board and director, and Chief Executive Officer of the Company beneficially owned approximately 25.74% of our outstanding common stock as of January 31, 2026. Penny L Sanford TTEE Gratitude 2022 Trust, one of our stockholders, beneficially owned approximately 16.51% of our outstanding common stock as of January 31, 2026. While Mr. Sanford and the Penny L Sanford TTEE Gratitude 2022 Trust do not have voting group, this significant concentration of share ownership can significantly influence all matters requiring approval by the Company's stockholders, including the election and removal of directors.

PROPOSAL 2

RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2026

The Board recommends a vote "**FOR**" ratification of the appointment of Deloitte & Touche LLP as our independent auditor for the fiscal year ending December 31, 2026.

Vote Required: Must be approved by affirmative votes constituting a majority of the shares that are voting on the matter. Abstentions will not have any effect on the outcome of the ratification of the appointment of Deloitte & Touche LLP as our independent auditor for the fiscal year ending December 31, 2026 because they are not counted as voting on the matter. Because this proposal is considered a routine matter, discretionary votes by brokers will be counted and we do not expect any broker non-votes.

Proposed Ratification of Independent Auditor

The Board of Directors and the Audit Committee believe that the retention of Deloitte as the Company's independent auditor is in the best interests of the Company and its stockholders. If stockholders do not ratify the selection of Deloitte, the Audit Committee will evaluate the stockholder vote when considering the selection of a registered public accounting firm for the audit engagement for the 2026 fiscal year. In addition, if stockholders ratify the selection of Deloitte as independent auditor, the Audit Committee may nevertheless periodically request proposals from the major registered public accounting firms and as a result of such process may select Deloitte or another registered public accounting firm as our independent auditor.

A representative of Deloitte is expected to be present at the Annual Meeting and will have an opportunity to make a statement if they so desire. However, the annual meeting format will not facilitate the Deloitte representative to respond to questions.

Appointment of Independent Auditor by Audit Committee

Our Audit Committee has engaged Deloitte & Touche LLP, or "Deloitte", as our independent registered public accounting firm to perform the audit of our financial statements, including internal controls over financial reporting, for the fiscal year ended December 31, 2026, and we are asking you to ratify this appointment. Deloitte began serving as our independent registered public accounting firm beginning in 2019.

Under the rules and regulations of the SEC and Nasdaq, the Audit Committee is responsible for the appointment, compensation, retention, and oversight of our independent auditors. In making the determination to re-appoint Deloitte for 2026, the Audit Committee considered, among other factors, Deloitte's global capabilities; the quality and candor of Deloitte's communications with the Audit Committee and management; and the appropriateness of Deloitte's fees. Although ratification of the appointment of Deloitte is not required by our bylaws or otherwise, the Board is submitting the appointment of Deloitte to stockholders for ratification because we value the opinions of our stockholders and believe that stockholder ratification of the appointment is good corporate governance practice.

Fees

All services provided by our Deloitte are pre-approved by the Audit Committee. The Audit Committee is presented, for approval, a description of the audit-related, tax and other services expected to be performed by Deloitte during the fiscal year. The Audit Committee determined that all services provided by our independent registered accountants during the fiscal year ended December 31, 2025 were compatible with maintaining their independence. The following table sets forth the fees billed or to be billed by Deloitte for professional services rendered with respect to the fiscal years ended December 31, 2025 and 2025, which fees were approved by our Audit Committee.

Fee Category	2025	2024
Audit Fees[1]	$ 2,123,000	$ 2,077,344
Audit-Related Fees[2]	$ 75,000	$ 219,000
Tax Fees[3]	$ 108,000	$ 102,600
Total Fees	$ 2,306,000	$ 2,398,944

(1) Audit Fees consist of fees billed for professional services provided in connection with the audit of our annual consolidated financial statements and internal controls, and the reviews of each of the quarterly consolidated financial statements included in our Forms 10-Q.

(2) Audit-Related Fees consist of fees billed for accounting advisory services related to the accounting treatment of transactions or events, including acquisitions, and to the adoption of new accounting standards, as well as additional procedures related to accounting records performed to comply with regulatory reporting requirements and to provide certain attest reports.

(3) Tax fees are related to services for U.S. federal, state, local, international, and other permissible tax advisory and consultation services.

PROPOSAL 3

ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

The Board recommends a vote "**FOR**" the approval, on an advisory basis, of our named executive officer compensation.

Vote Required: Must be approved by affirmative votes constituting a majority of the shares that are voting on the matter. Abstentions and broker non-votes will have no effect on the outcome of this proposal because they are not counted as voting on the matter.

As required by Section 14A of the Exchange Act, we are asking our stockholders to approve, on an advisory, non-binding basis, the compensation of our named executive officers ("NEOs") as disclosed in the "*Compensation Discussion and Analysis*" section, and the related compensation tables and narratives that follow such section. This proposal, commonly known as a "Say-on-Pay" proposal, gives our stockholders the opportunity to express their views on our NEOs' compensation as a whole. This vote is not intended to address any specific item of compensation or any specific NEO, but rather the overall compensation of all of our NEOs and the philosophy, policies and practices described in this proxy statement. We currently hold our Say-on-Pay vote every year.

The Say-on-Pay vote is advisory, and therefore is not binding on us, our Compensation Committee or our Board. The Say-on-Pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee and our Board will consider when determining executive compensation for the remainder of the current fiscal year and beyond.

We believe that our named executive officer compensation program is effective in achieving the Company's objectives to:

1. Attract and incentivize leadership in a manner that is market-based and transparent
2. promote retention
3. drive and grow our business over the long-term
4. support business continuity, and
5. reward our NEOs for delivering financial, operational and strategic results.

We believe that the compensation of our NEOs accurately reflects their contributions to our growth and success, aligns with our annual financial results and the interests of our stockholders, and adheres to sound executive compensation policies and practices, as highlighted in the following table.

Accordingly, stockholders are being asked to vote "FOR" the following resolution:

> ***Resolved: That the stockholders approve, on a non-binding, advisory basis, the compensation paid to the "named executive officers" of eXp World Holdings, Inc. with respect to the fiscal year ended December 31, 2025, as disclosed pursuant to Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission, in the Proxy Statement for the 2026 Annual Meeting of Stockholders, including the compensation tables and narrative discussion set forth under "Compensation Discussion and Analysis" and "Executive Compensation Tables" therein.***

This item is being presented pursuant to Section 14A of the Exchange Act. Although this advisory vote is not binding, our Board and the Compensation Committee will consider the voting results when evaluating our named executive officer compensation program.

Background and Process of the Special Committee

Proposal Four is being presented for votes of the Company's stockholders following the recommendations of a special independent committee of the Board (the "Special Committee") and the Board. The findings and recommendations of the Special Committee and the Board are presented in Proposal Four, which follows this summary.

Peggie Pelosi and Fred Reichheld are the members of the Special Committee. Ms. Pelosi is an independent director who joined the Company's Board in January 2023. Ms. Pelosi has more than three decades of senior leadership experience, including serving in a senior executive role at USANA Health Sciences, Inc. ("USANA"), a public company, where she was Vice President of Network Development and responsible for global growth initiatives. She currently serves as an independent director of USANA Health Sciences, Inc., where she chairs and serves on key board committees, including nominating and governance. In her director roles at USANA and the Company, Ms. Pelosi regularly evaluates complex governance, structural, and risk matters at the board level. Fred Reichheld is an independent director who joined the Company's Board in September 2023. Mr. Reichheld has more than four decades of experience advising senior executives and boards on strategy, performance measurement, and long-term value creation. He spent nearly his entire career at Bain & Company, where he was elected partner, later named the firm's first Bain Fellow, founded Bain's Loyalty practice, and served on various company management, nominating, and compensation committees. Mr. Reichheld brings deep experience evaluating strategic, operational, and governance matters informed by decades of work with large, complex organizations.

Proposal Four relates to the proposed redomestication of the Company from Delaware to Texas. The Board discussed the question of redomestication at regular meetings in February 2025, August 2025, and early October 2025 and through ad hoc discussions after receiving legal management memorandums spanning that period. In addition, throughout 2025 and January 2026, the Board reviewed documents including external legal counsel reports, academic articles, and internal legal management memorandums.

At the October meeting, the Board determined that while each Board member was independent and disinterested with respect to redomestication, all members of the Board other than Peggie Pelosi and Fred Reichheld were named defendants in certain stockholder derivative litigation pending in the Delaware Court of Chancery, in an action styled Los Angeles City Employees' Retirement System on behalf of eXp World Holdings, Inc. v. Glenn Sanford et. al., C.A. No. 2024-0998-KSJM, first filed on September 25, 2024 (the "*LACERS* Lawsuit"). The *LACERS* Lawsuit alleges that certain current and former directors and officers breached fiduciary duties related to the Company's response to reports of alleged sexual misconduct involving independent contractor real estate agents affiliated with the Company's subsidiaries and that certain defendants had compensation arrangements allowing them to profit from the Company's revenue share program in connection therewith. The complaint seeks a court declaration of fiduciary duty breaches, disgorgement of profits, damages with interest, injunctive relief for improved oversight of sexual misconduct allegations, and reimbursement of plaintiffs' costs, including expert and attorney fees. On January 16, 2026, the Court of Chancery denied defendants' motion to dismiss the *LACERS* Lawsuit.

Previously, on June 3, 2022, another stockholder of the Company brought a derivative lawsuit against certain current and former directors of the Company in an action styled *Solak v. eXp World Holdings, Inc.*, C.A. No.: 2020-1066-PAF (the "*Solak* Lawsuit" and, together with the *LACERS* Lawsuit, the "Derivative Litigation"). The *Solak* Lawsuit challenges certain historical compensation practices for the defendant directors and the nature of the Company's disclosure of such practices in past proxy statement filings.

In addition to the Derivative Litigation, from time to time, the Company has been the subject of certain books and records demands brought by stockholders under Section 220 of the DGCL, which can be distracting, expensive and time-consuming for management and the Company. The volume and frequency of these demands, and the related expense and management distraction, were discussed by the Board at its August and October 2025 meetings and were among the factors considered in evaluating a potential redomestication.

While a redomestication is not expected to impact the Derivative Litigation, or the personal liability of any director or officer of the Company in connection with the Derivative Litigation, increased litigation costs and management distraction as a result of the Derivative Litigation were a factor in the Board's decision to consider a redomestication. Accordingly, the five directors in attendance (with Monica Weakley not in attendance due to a personal conflict) unanimously voted to form the Special Committee and to appoint Peggie Pelosi and Fred Reichheld as members

and specifically determined that each of Peggie Pelosi and Fred Reichheld was a “disinterested director” with respect to a redomestication as defined in Section 144(e)(4) of the DGCL.

The Board charged the Special Committee to consider whether a change in the Company’s corporate domicile would be in the best interests of the Company and its stockholders, and, if so, to which jurisdiction. In carrying out this mandate, the Special Committee was authorized to evaluate all relevant alternatives, including remaining in Delaware or redomesticating to another jurisdiction; determine the scope and timing of its review; retain advisors at the Company’s expense; and obtain information from, and provide direction to, the Company’s officers, employees, and advisors as it deemed appropriate. The Special Committee was tasked with reporting its findings and any recommendations to the full Board for further consideration and determination, when determined complete.

In order to assist the Special Committee in its work, the Special Committee was advised by internal and external legal counsel, including without limitation external counsel specializing in Delaware corporate law, Nevada corporate law, and Texas corporate law. The Special Committee met formally 5 times (including its final meeting on February 13, 2026) in addition to reviewing a significant amount of written materials, communicating with counsel, and reviewing the materials previously provided to the full Board. Furthermore, the Special Committee spoke with the Company’s external auditor, instructed counsel to provide regulatory updates, and reviewed documents including internal memorandums and academic articles.

At its final meeting, on February 13, 2026, the Special Committee reported that it reached its final decisions on redomestication on its own timeline and would have taken additional time if it believed that was necessary.

PROPOSAL 4

APPROVAL OF REDOMESTICATION FROM DELAWARE TO TEXAS, BY CONVERSION

The Board recommends a vote **"FOR"** redomesticating eXp World Holdings, Inc. from Delaware to Texas, by conversion and the adoption of the Texas redomestication resolution and plan of conversion.

Vote Required: Must be approved by the affirmative votes of (i) the holders of a majority of the outstanding shares of common stock entitled to vote thereon (the "Statutory Stockholder Approval"), and (ii) the holders of a majority of the votes cast by the disinterested stockholders and excluding any stockholder that is an Affiliated Stockholder (the "Unaffiliated Stockholder Approval" and together with the Statutory Stockholder Approval, the "Requisite Company Vote"). Abstentions and broker non-votes will have the same effect as votes against the Statutory Stockholder Approval, but will have no effect on whether the Unaffiliated Stockholder Approval is obtained.

Following the recommendations of the Special Committee, the Board has determined to recommend that our stockholders approve the conversion of the Company from a corporation organized under the laws of the State of Delaware (the "Delaware Corporation") to a corporation organized under the laws of the State of Texas (the "Texas Corporation") and adopt the resolutions of the Board approving the redomestication attached as Annex D to this Proxy Statement, as more fully described in this Proposal Four, and has determined that the redomestication is advisable and in the best interests of the Company and its stockholders. We call the proposed redomestication of the Delaware Corporation in the form of a conversion into the Texas Corporation the "Texas Redomestication".

Principal Terms of the Texas Redomestication

The Texas Redomestication, if approved by our stockholders, will be effected through a conversion pursuant to Section 266 of the DGCL and Title 1, Chapter 10, Subchapter C of the Texas Business Organizations Code ("TBOC"), as set forth in the plan of conversion (the "Plan of Conversion"), included as Annex A to this Proxy Statement. Approval of this Proposal Four (the "Texas Redomestication Proposal") will constitute approval of the Plan of Conversion.

Through the adoption of the Plan of Conversion, upon the Texas Redomestication:

- The Company will continue in existence as a Texas corporation and will continue to operate our business under the current name, "eXp World Holdings, Inc."

- The affairs of and your rights as a stockholder of the Company will cease to be governed by Delaware law at the time the Plan of Conversion is effective and will be subject to Texas law. See "*Comparison of Stockholder Rights under Delaware and Texas Law*" below.

- The Company will cease to be governed by the Delaware Restated Certificate of Incorporation (the "Delaware Charter") and the Delaware Restated Bylaws (the "Delaware Bylaws") and will instead be governed by the provisions of the proposed Texas Certificate of Formation (the "Texas Charter") and the proposed Texas Bylaws (the "Texas Bylaws"), forms of which are included as Annex B and Annex C, respectively, to this Proxy Statement. See "*Certain Differences Between Delaware Charter and Bylaws and Texas Charter and Bylaws*" below.

- The Texas Redomestication will not result in any change in headquarters, business, jobs, management, number of employees, obligations, assets, liabilities or net worth (other than as a result of the transaction costs related to the Texas Redomestication).

- Each outstanding share of our common stock, par value $0.0001 per share ("Delaware Corporation Common Stock"), will automatically become one outstanding share of common stock, par value $0.0001 per share, of the Texas Corporation ("Texas Corporation Common Stock") pursuant to the Plan of Conversion.

- Stockholders will not need to exchange their existing stock certificates for new stock certificates.

- Each outstanding restricted stock unit, option or right to acquire shares of Delaware Corporation Common Stock will continue in existence and automatically become a restricted stock unit, option or right to acquire an equal number of shares of the Texas Corporation Common Stock under the same terms and conditions.

- Stockholders will not have appraisal or dissenters' rights in connection with the Texas Redomestication.

- Our common stock will continue to be traded on The Nasdaq Global Select Market. We do not expect any interruption in the trading of our common stock as a result of the Texas Redomestication.

If the requisite vote is obtained, we anticipate that the Texas Redomestication will become effective as soon as practicable following the 2026 Annual Meeting (the "Effective Time").

In connection with the Texas Redomestication, the Company intends to make filings with the Secretary of State of Texas and the Secretary of State of Delaware, and does not anticipate making any other filings to effect the Texas Redomestication. Nonetheless, we may face legal challenges to the Texas Redomestication, including, among others, stockholder challenges under Delaware law, seeking to delay or prevent the Texas Redomestication.

The Texas Redomestication may be delayed by the Board or the Plan of Conversion may be terminated and abandoned by action of the Board at any time prior to the Effective Time of the Texas Redomestication, whether before or after the approval by our stockholders, if the Board determines for any reason that such delay or abandonment would be in the best interests of the Company and all of its stockholders, including, for example, if there are unforeseen practical or timing considerations related to our ongoing financing, listing or strategic activities. In no case shall the Board delay the Effective Time of the Texas Redomestication beyond one year.

Background of the Proposal

General

As part of their ongoing oversight, direction, and management of the Company's business, certain directors of the Company and management have, from time to time, considered and explored the issue of the Company's jurisdiction of incorporation without reaching a decision. These discussions were in response to a number of factors including views that the legal landscape in Delaware is evolving as well as the legal landscape evolving in Nevada and Texas.

In February 2025, the Board discussed proposed amendments to the DGCL, which were later enacted in March 2025, and their potential implications for the Company. In July 2025, legal management provided a memorandum comparing key governance and stockholder rights considerations under the corporate laws of Delaware, Texas, and Nevada, including recent amendments adopted in Texas and Nevada. The Board reviewed and discussed this analysis at its August 2025 meeting and requested additional research. Prior to its October 2025 meeting, legal management provided supplemental analysis, including consideration of additional jurisdictions for comparison, as part of the Board's ongoing evaluation of the Company's jurisdiction of incorporation. On October 1, 2025, the Board met again to further discuss these issues. At that meeting, the Board determined to appoint a special committee, comprised of directors which have not been and are not named as defendants in the Derivative Litigation, to more formally evaluate a redomestication.

The Board recognized that the Derivative Litigation had been a factor in the Board's decision to consider a redomestication. While the Board did not expect the Derivative Litigation to be impacted by the redomestication and did not believe any member had a material interest in the redomestication, the Board determined to form a Special Committee of directors not named as defendants in Derivative Litigation to consider the redomestication. As described further under the section entitled "*Background and Process of the Special Committee*", the Board formed the Special Committee, which was comprised of Peggie Pelosi and Fred Reichheld, as described under the section entitled "*Background and Process of the Special Committee*." The Board delegated to the Special Committee the full authority and power of the Board to consider, evaluate, and determine whether it would be in the best interests of the Company and all of its stockholders to change its corporate domicile, and if so, to which jurisdiction, and if so, in what manner (including, without limitation, the manner of the stockholder vote), and authorized and empowered the Special Committee to prepare such analysis and make such conclusions as it deemed appropriate and in the best interests of the Company and all of its stockholders with respect to a potential redomestication. The Board further resolved not

to recommend, authorize, approve, or otherwise endorse any redomestication proposal without the prior favorable recommendation of the Special Committee.

The Special Committee ultimately determined that the Texas Redomestication is advisable and in the best interests of our stockholders. As described in further detail below, the Board believes that there are several important reasons why the Texas Redomestication is in the best interests of the Company and its stockholders.

The Special Committee's Evaluation of the Texas Redomestication

The Special Committee met five times between October 8, 2025 and February 13, 2026. All members of the Special Committee were present at the meetings. The members of the Special Committee did not receive compensation for serving on the Special Committee.

Jurisdictions Considered

The Special Committee was tasked with developing a formal recommendation on whether to redomesticate and, if so, to where and on what timeline. Initially, the Special Committee considered Texas, Wyoming, Colorado, Nevada and Florida as potential alternatives to Delaware. The Special Committee then narrowed the list of potential alternatives to Texas or Nevada, as each state has a significant number of major public companies incorporated or headquartered there, each adopted potentially beneficial corporate law amendments during 2025, and the Company has a meaningful presence in each state.

The Special Committee conducted a substantive analysis to determine whether either jurisdiction offered material, concrete legal advantages relative to Delaware and to one another. In doing so, the Special Committee reviewed academic scholarship on the development of corporate law in the United States and on companies' incorporation decisions, as well as supporting materials provided by both internal and external counsel.

Following that analysis, the Special Committee determined that Texas offered more meaningful and comprehensive advantages. In particular, the Special Committee considered recently adopted amendments to the Texas Business Organizations Code, including provisions permitting the Company to establish a 3% ownership threshold that would apply to any shareholder seeking to institute a derivative proceeding in the right of the Company, along with other amendments designed to provide greater predictability and enhanced corporate protections. The Special Committee also considered Texas' statute-based legal framework and establishment of the Texas business court. The Special Committee viewed these considerations as representing a significant evolution of Texas corporate law that distinguished Texas from Nevada and other jurisdictions considered. Taking into account these considerations and the specific, substantive changes to Texas corporate law, the Special Committee determined that Texas represented the most favorable alternative to Delaware and resolved to choose between those two jurisdictions.

The Special Committee, in this evaluation and as a continuation of evaluation previously conducted by the Board, included an examination of the effect of the redomestication on the economic, governance, and litigation rights of stockholders:

- *Economic Rights*. The Special Committee considered whether there was any reason to believe that the Company's shares would be economically less valuable as a result of the Texas Redomestication. Based on discussions with, and advice from, external legal counsel and consideration of existing academic commentary, the Special Committee concluded that there was no basis to believe that the Texas Redomestication would have a direct material adverse effect on the market value of its common stock.

  The Special Committee further considered whether the Texas Redomestication would materially alter any other economic rights of the Company's stockholders and concluded that it would not. In particular, the Committee determined that Texas law would not affect the Company's ability to declare dividends, repurchase shares, or otherwise manage its capital structure in a manner consistent with current practice. At the Special Committee's request, management and external advisors also confirmed that the Texas Redomestication would not result in any materially adverse accounting, tax, or other financial consequences for the Company and would not affect the public trading of the Company's common stock.

- *Governance Rights*. The Special Committee concluded that governance rights under Texas and Delaware law are, in all material respects, substantially similar. Both jurisdictions provide comparable frameworks governing classified boards, the removal of directors, amendments to charters and bylaws, blank check preferred stock, stock repurchases, dividends, and appraisal rights. To the extent differences appear to exist between Texas and Delaware law, the Special Committee concluded that most reflect differences in default statutory provisions that may be addressed through a corporation's governing documents and therefore may be resolved through the adoption of appropriate charter and bylaw provisions following the Texas Redomestication (see the section "*Certain Differences Between Delaware Charter and Bylaws and Texas Charter and Bylaws*" below for the Company's summary of certain differences between the Delaware Charter and Delaware Bylaws and the proposed Texas Charter and Texas Bylaws). Some of the distinctions that exist in the proposed Texas Charter provide certain additional shareholder rights that are statutory requirements under the TBOC and that the Board considers as beneficial to shareholders. Accordingly, the Special Committee concluded that the Texas Redomestication would, on balance, not materially diminish the governance rights currently afforded to the Company's stockholders under Delaware law.

- *Litigation Rights*. The Special Committee and its advisors conducted an extensive review of litigation-related considerations and concluded that, in most substantive areas, Texas and Delaware law apply essentially the same legal standards, even if articulated somewhat differently. These areas include fiduciary duties owed to the corporation and its stockholders, the business judgment rule, director and officer exculpation, indemnification and advancement rights, the corporate opportunity doctrine, and standards of judicial review, including entire fairness. While the Special Committee noted that Delaware law has addressed certain public-company issues more explicitly than Texas law to date - such as Caremark oversight claims, conflicted controller transactions, and intermediate scrutiny of defensive measures - it concluded that Texas law's relative silence in these areas does not indicate that Texas law is, or would become, materially less protective of stockholder litigation rights than Delaware. Texas courts frequently look to Delaware precedent to inform their analysis where Texas law has not fully evolved, and the Special Committee found no basis to conclude that Texas courts would adopt substantively different standards in areas where Texas statutory or case law has not yet fully evolved.

The Special Committee identified several areas in which Texas and Delaware differ in ways relevant to stockholder litigation. First, Texas law allows a corporation to adopt bylaws which impose an ownership threshold which cannot exceed 3% of the outstanding shares on stockholders seeking to bring derivative actions. Second, in the event that a stockholder brings a derivative suit which results in a "disclosure-only", settlement, the stockholder's attorney is prohibited from recovering attorneys' fees. Third, while Texas and Delaware allow the inclusion of similar exculpation provisions in the charters, Texas allows exculpation to extend equally to directors and officers whereas Delaware does not allow officers of the corporation to be exculpated for any action by or in the right of the corporation. In addition, Texas law provides for statutory business judgment rule protection for directors and officers of a publicly traded corporation providing that directors and officers of the corporation are presumed to act (i) in good faith, (ii) on an informed basis, (iii) in furtherance of the interests of the corporation, and (iv) in obedience to applicable law and the corporation's governing documents. A plaintiff bears the burden of rebutting these presumptions, and must plead with particularity that the alleged breach by the director or officer constitutes fraud, intentional misconduct, an ultra vires act, or a knowing violation of law.

Texas also has recently established a specialized business court system designed to adjudicate complex commercial and corporate disputes, albeit nascent compared to Delaware's long-standing chancery court. The Special Committee also considered that stockholder litigation in Texas is resolved through jury trials by default, but that Texas corporations are permitted to adopt bylaws which waive jury trials for such actions. Both Texas and Delaware recently adopted limitations on a stockholders' ability to seek electronic communications in books and records demands, and Texas, like Delaware, allows corporations to adopt bylaws choosing Texas as the exclusive dispute resolution forum for internal claims. Texas also differs from Delaware in that it has codified the business judgment rule, while Delaware relies on a common law rule. The business judgment rule in Texas requires courts to presume officers and directors act in good faith, on an informed basis, in furtherance of a corporation's best interests, and in obedience to the law and the governing documents. Under Texas law, a plaintiff asserting that a fiduciary breached its duty must not only rebut one of these presumptions, but

importantly must also plead with particularity—and ultimately prove—that the alleged breach "involved fraud, intentional misconduct, an ultra vires act, or a knowing violation of law." This is a higher burden than what is imposed by Delaware law.

The Special Committee concluded that these differences are procedural rather than substantive in nature and do not materially alter stockholder litigation rights.

- *Additional Procedural and Litigation Considerations*. In the course of its evaluation, the Special Committee also considered certain risks and uncertainties associated with a redomestication to Texas.

  The Special Committee considered the possibility that certain recently adopted provisions of Texas law relevant to stockholder litigation, including procedural requirements applicable to derivative actions, could be subject to future legal challenge, including on constitutional or other grounds. While the Special Committee recognized that these provisions have not yet been extensively tested in Texas courts, it concluded, based on advice from counsel and its review of analogous legal developments, that the risk of such challenges was speculative and that any resulting legal uncertainty would not be materially greater than the ongoing interpretive and doctrinal uncertainty that exists under Delaware law.

  The Special Committee also considered that, in connection with the redomestication, the Company would adopt bylaws waiving jury trials for certain internal corporate claims. In evaluating this matter, the Special Committee took into account that Texas law expressly permits corporations to adopt such provisions, that stockholders will receive advance disclosure of the waiver and an opportunity to consider it in connection with the redomestication proposal, and that similar forum-selection and procedural bylaws are widely used by public companies to promote consistency, efficiency, and predictability in the resolution of internal corporate disputes.

  In addition, the Special Committee considered the recent establishment of Texas's specialized business court system and acknowledged that, as a relatively new judicial forum, there may be some uncertainty as to the timing and development of its procedures and jurisprudence. The Special Committee determined, however, that this uncertainty is transitional in nature and does not outweigh the anticipated benefits of a statutory framework designed to adjudicate complex corporate and commercial matters, particularly in light of Texas courts' established practice of drawing upon Delaware precedent where appropriate.

Recommendation of the Special Committee

At a Special Committee meeting held on February 13, 2026, the Special Committee reviewed and considered the factors and considerations described above under "*The Special Committee's Evaluation of the Texas Redomestication*" and below under "*Reasons for the Texas Redomestication*," and after evaluating the benefits and potential risks of the proposed transaction, the Special Committee formally adopted resolutions on February 17, 2026 approving the Texas Redomestication, determining that it is in the best interests of the Company and its stockholders, and recommending that the Board submit the Texas Redomestication to the Company's stockholders for approval at the 2026 Annual Meeting. The Special Committee also recommended that (1) the Board and management take all necessary and appropriate steps to implement the Special Committee's determination consistent with legal obligations; (2) the stockholder vote on redomestication receive the approval of the holders of a majority of the outstanding shares of common stock entitled to vote and be conditioned on approval of a majority of votes cast by stockholders of the Company other than the Company's directors, officers and their respective affiliates and associates; and (3) the Board recommend that stockholders vote for the Texas Redomestication based on the Special Committee's determination that redomesticating to Texas is in the best interest of the Company and all of its stockholders. The resolution of the Special Committee approving the Texas Redomestication through the adoption of the Plan of Conversion is included as Annex A to this Proxy Statement (the "Texas Redomestication Resolution").

The Special Committee considered, among other things, a number of factors relating to the procedural safeguards that it believes were and are present to permit the Special Committee to represent effectively the interests of all of

the Company's stockholders. The Special Committee believes these factors support its determinations and recommendations regarding the Texas Redomestication. The following procedural safeguards are listed in no particular order:

- *Independence and Disinterestedness:* The Special Committee examined its own independence and concluded that it consisted of independent and disinterested directors.
- *Prior Special Committee Approval:* The Board in establishing the Special Committee had decided and resolved not to approve any redomestication transaction without the prior favorable recommendation by the Special Committee.
- *Active Involvement and Oversight:* The Special Committee was actively engaged in evaluating the potential redomestication over a concentrated period, holding a series of formal meetings with access to advisors as appropriate. During this period, the Special Committee directed the process, requested and received input from internal and external advisors, and asked questions it deemed necessary to evaluate the potential benefits and detriments of the redomestication. The Special Committee was provided access to Company management and its advisors as requested and exercised active oversight of the evaluation process, notwithstanding the focused timeline over which the Special Committee conducted its review.
- *Consideration of Relevant Facts and Information:* The Special Committee made its evaluation of a potential redomestication based upon numerous factors including, without limitation, those summarized herein.
- *No Obligation to Recommend that the Board Should Approve:* The Special Committee had no obligation to recommend that the Board should approve the Texas Redomestication (or any redomestication).
- *Approval by Majority of Disinterested Stockholders:* The Special Committee recommended that the Texas Redomestication require the affirmative vote of at least a majority of the votes cast at the 2026 Annual Meeting by stockholders other than members of the Board and management and their respective affiliated and associated stockholders, this vote would be in addition to the statutory minimum required approval of the majority of shares outstanding.

Ultimately, the Special Committee determined that the uncertainties, risks, and potentially negative factors relevant to the Texas Redomestication were outweighed by the potential benefits of the Texas Redomestication. It therefore recommended that the Board should approve the Texas Redomestication.

Recommendation of the Board

Following the determination of the Special Committee that the Texas Redomestication is advisable and in the best interests of the Company and all of its stockholders and the recommendations of the Special Committee, on February 20, 2026, the Board determined that the Texas Redomestication is in the best interests of the Company and all of its stockholders, approved the Texas Redomestication, directed that the Texas Redomestication be submitted for consideration by our stockholders at the 2026 Annual Meeting and recommended that our stockholders approve the Texas Redomestication and adopt the Texas Redomestication Resolution and the Plan of Conversion. In particular, the Board adopted the Texas Redomestication Resolution and recommended that the stockholders of the Company approve the Texas Redomestication Resolution, adopt the Plan of Conversion and approve the conversion of the Company from a Delaware Corporation to a Texas Corporation. Pursuant to Section 266 of the DGCL, the Texas Redomestication Resolution is hereby submitted for adoption by the stockholders of the Company, with the Board's recommendation that stockholders vote for the Texas Redomestication Resolution.

Reasons for the Texas Redomestication

Texas as a Core eXp Hub

The Special Committee and the Board considered the alignment between the Company's state of incorporation and the location of its core business activity. The Company has no material operations in Delaware, and Delaware has never functioned as the Company's operational, commercial, or strategic center. By contrast, Texas is one of the

Company's largest U.S. markets by agent count and transaction activity and represents a meaningful concentration of the Company's business, relationships, and growth opportunities.

The Board and the Special Committee believe that aligning the Company's legal domicile with a state in which it has a substantial operational and economic presence is both intuitive and consistent with market practice. Academic research reviewed by the Special Committee recognizes that incorporation in a state with material business presence can strengthen relationships with key stakeholders, including employees, agents, regulators, and local communities, and can enhance predictability in corporate governance and oversight. The Texas Redomestication would better align the Company's legal home with the location where a meaningful amount of its business is conducted and where significantly more of its real estate professionals are located, as compared to Delaware.

By comparison, the Company's incorporation in Delaware was driven solely by Delaware's historical legal framework, not by a material operational nexus to the state. The Special Committee and the Board concluded that there is no continuing benefit to remaining incorporated in Delaware that would support a decision to remain incorporated in a state in which it has little to no business presence, particularly in light of recent developments in Texas corporate law and the Company's substantial footprint in Texas.

eXp is an Agent-Centric Company

eXp's business is fundamentally driven by its independent agents, who are central to the Company's revenue, growth, culture, and competitive position. The Company's long-term success depends on attracting, retaining, and supporting agents, and the Board and management regularly make decisions with the objective of aligning stockholder value with the interests of the agents who power the business.

In evaluating the Texas Redomestication, the Special Committee and the Board considered that Texas law expressly permits directors and officers to consider the interests of constituencies critical to the enterprise when exercising their fiduciary duties. While the Special Committee and the Board do not expect the Texas Redomestication to change how the Company operates, they viewed this statutory framework as consistent with eXp's agent-centric model and as better aligning the Company's governance framework with the realities of its business.

A Redomestication May Have Financial Benefits and Cost Savings

The Special Committee and the Board considered that the Texas Redomestication may result in significant financial benefits, including, but not limited the following:

- eXp is currently foreign-registered in Texas and already subject to the Texas margin tax, which we pay regardless of our state of incorporation. In 2025, eXp paid approximately $237,000 in Texas margin taxes, and those payments would continue following the Texas Redomestication. Separately, in 2026, eXp paid approximately $200,000 in Delaware franchise taxes, and we expect that amount to remain approximately the same in 2026 if we continue as a Delaware corporation (based on our current capital structure and assets). If we redomesticate to Texas, the Delaware franchise tax would be eliminated, resulting in an annual savings of approximately $200,000, and eXp would continue paying the Texas margin tax as it does today. Annual state-level fees payable to Texas as a domestic corporation would be de minimis in comparison.

- Over the past four years, the Company has spent increasing amounts defending stockholder litigation in Delaware. Because of the actions taken by Texas to curb frivolous and opportunistic stockholder litigation described below and a generally less litigious environment and books and records demands, eXp may experience cost savings over time if it redomesticates to Texas.

- If eXp redomesticates to Texas, the Company may eventually experience potential cost savings in D&O insurance premiums from reduced litigation and litigation costs, including attorneys' fees, which can be significant for corporate litigation.

A Redomestication in Texas May Reduce the Risk of Opportunistic Litigation

The Texas Redomestication may reduce the risk of future opportunistic and frivolous litigation against the Company and its directors and officers. Texas has implemented certain limitations for bringing a derivative proceeding against a Texas corporation, including (i) applying the business judgment rule to a decision of an independent board committee involving transactions with controlling shareholders, directors or officers, (ii) allowing public companies to adopt an ownership percentage in their certificate of formation or bylaws that shareholders must meet to initiate a claim and (iii) requiring shareholders to make a formal written demand on the corporation prior to bringing a derivative claim.

In addition, although Section 220 of the DGCL was amended on March 25, 2025 to narrow the scope of such inspection demands and increase the burden on stockholders for obtaining such records, we still expect fewer opportunistic and frivolous inspection demands under Texas law as inspection rights are more restricted for shareholders of a publicly traded company. Specifically, under the TBOC, a shareholder must hold at least 5% of the outstanding shares of a Texas corporation or have been a holder of shares for at least six months in order to be eligible to make an inspection demand. A publicly traded Texas corporation may also deny inspection demands from shareholders with ongoing or expected litigation involving the corporation or derivative proceedings involving the shareholders or its affiliates.

A Redomestication in Texas May Enhance the Company's Ability to Attract Qualified Directors and Officers

The Board also considered that the increasing frequency and cost of claims directed towards directors and officers of Delaware corporations has expanded the risk facing directors and officers of public companies in exercising their duties. Although both Delaware and Texas law afford some protections to directors and officers in the form of exculpation from potential liability for money damages for certain acts in their capacities as directors and officers, Texas law affords potentially greater protections. Specifically, pursuant to a recent amendment to the DGCL, similar protections can be extended to senior officers of Delaware corporations in certain circumstances, but officers cannot be protected to the same degree as directors. For example, the DGCL does not permit a corporation to exculpate senior officers for breaches of the duty of care in claims asserted derivatively. By contrast, Texas law permits a broader exclusion of individual liability of officers, allowing officers to be exculpated to the same extent as directors. The Board believes that Texas Redomestication may help the Company attract and retain qualified management and directors by reducing the risk of opportunistic and frivolous lawsuits.

Litigation Forum Considerations Do Not Alter the Balance

The Special Committee and the Board considered the fact that Texas's specialized business court system was opened in September 2024 and remains in a relatively nascent state. This factor did not alter the balance in the Special Committee's evaluation of the Texas Redomestication, due to the factors discussed above, such as Texas' statute-based approach to corporate law, protections against opportunistic litigation and codification of the business judgment rule.

Moreover, the Special Committee and the Board do not think that the Texas Business Court should be avoided simply because it is new. eXp prides itself on being a first-mover in its industry and attributes its agent attraction to its innovation.

Certain Risks Associated with the Texas Redomestication

Although the Special Committee and the Board believe that the Texas Redomestication is in the best interests of the Company and all of its stockholders, there can be no assurance that the Texas Redomestication will result in all or any of the benefits described in this Proxy Statement, including the benefits of or resulting from incorporation in Texas or the application of Texas law to the internal affairs of the Company.

For the Company's comparison of stockholders' rights and the material substantive provisions that apply to the Board and executive officers under Delaware and Texas law, see "*Comparison of Stockholder Rights under Delaware and Texas Law*" below.

Loss of Extensive Delaware Case Law and Established Court System

The Delaware Court of Chancery and Supreme Court are highly respected and experienced business courts. Delaware has an extensive body of case law. Trials are before judges who are experts in corporate law and appointed for 12-year terms. Delaware statutory law is regularly updated by the legislature, which meets every year.

By contrast, the Texas Business Court is relatively newly established and Texas' case law concerning the application of its statutes and regulations is not as developed as Delaware case law. As a result, the Company and its stockholders may experience more uncertainty if an issue is before the Texas Business Court where there is not currently clear guidance or precedent. How the Texas Business Court system will function over time, and how the substantive and procedural differences from typical Texas state courts will fully manifest, cannot be known for certain.

Notwithstanding the conclusions of the Special Committee and the Board, it is nevertheless possible that familiarity with Delaware and perceptions regarding the breadth and stability of Delaware corporate law may impact the views of certain investors or potential director and officer candidates. It is possible that these external perceptions regarding Delaware law may impact the behaviors of such third parties, which could have an adverse effect on our business.

Certain Differences Between Delaware and Texas Law

Although the Special Committee and the Board have determined that, on balance and as relevant to the Company, the rights of stockholders under the DGCL and the TBOC are substantially equivalent, Delaware and Texas law differ in certain respects that may affect the manner in which stockholder rights are exercised. A summary of certain of these differences is included in the section entitled "Comparison of Stockholder Rights under Delaware and Texas Law."

The Special Committee, together with its legal advisors, identified certain areas in which Delaware and Texas law differ, and considered whether any such differences would be material to the Company or its stockholders. In general, the Special Committee concluded that these differences are largely procedural in nature or reflect Delaware's longer-developed body of corporate case law, rather than fundamental differences in substantive stockholder rights. In particular, Delaware law offers a more mature and extensively litigated framework in areas such as enhanced judicial scrutiny of defensive measures, conflicted controller transactions, and fiduciary duty claims arising in change-of-control contexts, which may be viewed as more stockholder-friendly in certain circumstances.

The Special Committee and its advisors concluded that, notwithstanding differences in statutory language, both regimes ultimately provide boards with meaningful discretion to evaluate strategic alternatives in good faith and in the best interests of the corporation and its stockholders.

Limitations on Derivative Claims and Shareholder Demands

As described above, the Texas Redomestication will enable the Texas Corporation to adopt a requirement in its certificate of formation or bylaws that stockholders must own up to 3% of the Texas Corporation's outstanding shares before they can initiate a derivative claim, which would limit the ability for stockholders to bring derivative claims. Stockholders of the Texas Corporation will also have more limited rights to demand an inspection of books and records compared to stockholders of the Delaware Corporation. In addition, Texas has eliminated plaintiff attorney's fees for disclosure suits. Such limitations may adversely affect a stockholder's ability to bring a claim for disputes with the Company or its directors, officers or other employees, which may discourage lawsuits against the Company and its directors, officers and other employees.

Texas Will Be the Sole and Exclusive Forum for Certain Types of Actions and Proceedings

The Texas Bylaws provide that, to the fullest extent permitted by law, the Texas Business Court in the Eleventh Division of the Texas Business Court will be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Texas Corporation; (ii) any action asserting a claim for or based on a breach of a fiduciary duty owed by any current or former director, shareholder, officer or other employee of the Texas Corporation to the Texas Corporation or the Texas Corporation's stockholders; (iii) any action asserting a claim against the Texas Corporation or any current or former director, officer or other employee of the Company arising pursuant to any

provision of the TBOC, the Texas Charter or Texas Bylaws (as each may be amended from time to time); (iv) any action asserting an "internal entity claim" (as defined in Section 2.115 of the TBOC) or (vi) any other action or proceeding in which the Texas Business Court has jurisdiction. This exclusive forum provision does not apply to claims as to which the Texas Business Court determines that there is an indispensable party not subject to the jurisdiction of such court (and the indispensable party does not consent to the personal jurisdiction of such court within 10 days following such determination), claims that are vested in the exclusive jurisdiction of a court or forum other than the Texas Business Court, or claims for which the Texas Business Court does not have subject matter jurisdiction.

In addition, the Texas Bylaws provide that the federal district courts of the United States shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

Transaction Costs and Potential Litigation

We have incurred and will incur certain non-recurring costs in connection with the Texas Redomestication, including certain filing fees and legal and other transaction costs. We believe a majority of these costs have already been incurred or will be incurred by the submission of the Texas Redomestication Proposal to stockholders regardless of whether the Texas Redomestication is ultimately completed, except for any litigation related expenses that may arise, which we cannot predict. Many of the expenses that will be incurred and other potential transaction costs are difficult to accurately estimate at the present time, and additional unanticipated costs may be incurred in connection with the Texas Redomestication.

It is also possible that the Texas Redomestication, regardless of merit, results in additional litigation, with additional expense, distraction and time. Further, if a court determines that such litigation has merit, we may be required to pay substantial expenses monetary damages or attorneys' fees.

What Changes After the Texas Redomestication?

The Texas Redomestication will effect a change in the legal domicile of the Company and other changes, the most significant of which are described below. Following the Texas Redomestication, we will be governed by the TBOC instead of the DGCL, and we will be governed by the Texas Charter and Texas Bylaws. The Delaware Charter and the Delaware Bylaws will no longer be applicable following completion of the Texas Redomestication. Approval of this Proposal will constitute approval of the Texas Charter and Texas Bylaws.

The summaries below do not purport to be complete and are subject to, and qualified in their entirety by reference to, the TBOC, the Texas Charter, the Texas By-laws, the DGCL, the Delaware Charter, and Delaware By-laws, which you should carefully read, together with this entire document and the other referenced documents for a more complete understanding of the differences between being a stockholder of the Company before the Texas Redomestication and being a stockholder of the Company following the completion of the Texas Redomestication. Copies of the Texas Charter, the Texas Bylaws, the Delaware Charter and Delaware Bylaws are included as Annex B, Annex C, Annex E, and Annex F, respectively, to this Proxy Statement.

Certain Differences Between Delaware Charter and Bylaws and Texas Charter and Bylaws

The Texas Charter and Texas Bylaws differ in many respects from the Delaware Charter and Delaware Bylaws. The differences between the rights of stockholders of the Delaware Corporation under the Delaware Charter and Delaware Bylaws and their rights as shareholders of the Texas Corporation immediately after the Texas Redomestication under the Texas Charter and Texas Bylaws are summarized below.

ISSUE	DELAWARE CHARTER	TEXAS CHARTER
Shareholder Voting Threshold for Fundamental Business Transactions	Under the DGCL, certain matters subject to a stockholder vote, including certain business transactions including, without limitation, mergers, conversions, sales of all or substantially all of the assets, require a default vote of the holders of a majority of the outstanding shares entitled to vote thereon, unless the charter specifies a higher voting threshold. The current Delaware Charter does not include a higher voting threshold so the default voting standard for such business transactions applies.	Under the TBOC, certain matters subject to a shareholder vote, including "fundamental business transactions" such as mergers, sales of substantially all assets, and other transactions, require a default vote of 2/3 of the shareholders of each class, unless the charter specifies a lower voting threshold. The proposed Texas Charter provides that the following shareholder actions may be taken by the affirmative vote of a majority of shares of the corporation entitled to vote thereon: (i) the adoption by shareholders of a proposed amendment of the certificate of incorporation; (ii) the adoption by shareholders of a proposed plan of merger or consolidation; (iii) the approval by shareholders of a sale, lease, exchange, or other disposition of all, or substantially all, of the assets of the corporation otherwise than in the usual and regular course of business as conducted by the corporation; and (iv) the winding up or dissolution of the corporation. The proposed Texas Charter does not address the vote necessary to revoke a voluntary decision to wind up the corporation or cancel an event requiring winding up of the corporation or reinstatement. Therefore, those actions will require the affirmative vote of two-thirds of the shareholders entitled to vote on such fundamental actions.
Charter Amendment	The Delaware Charter provides that the affirmative vote of the holders of at least fifty-one percent (51%) of the voting power of the outstanding shares of stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, in addition to any vote of the holders of any class or series of the stock of the corporation required by law or by the Delaware Charter, is required to	The proposed Texas Charter provides that the certificate of formation requires the affirmative vote of affirmative vote of the holders of a majority of the total voting power represented by the outstanding capital stock of the Company entitled to vote thereon.

ISSUE	DELAWARE CHARTER	TEXAS CHARTER
	amend Article IV (Directors), Article V (Indemnification), Article XI (Internal Corporate Claims), and Article XII (Supermajority Provisions) of the Delaware Charter. Amendments to Articles I, II, III, VI, VII, VIII and IX of the Delaware Charter must be made in accordance with the default voting standards for amendments to the certificates of incorporation under the DGCL. Under the DGCL, subject to limited exceptions, an amendment to the certificate of incorporation must be approved by (i) the board of directors and (ii) the holders of a majority of a Delaware corporation's outstanding stock entitled to vote thereon, unless the certificate of incorporation provides for a greater number. In addition, unless otherwise expressly required by the certificate of incorporation: (1) no meeting or vote of stockholders is required to adopt an amendment that reclassifies by subdividing the issued shares of a class of stock into a greater number of issued shares of the same class of stock (and, in connection therewith, such amendment may increase the number of authorized shares of such class of stock up to an amount proportionate to the subdivision), provided the corporation has only one class of stock outstanding and such class is not divided into series; and (2) an amendment to increase or decrease the authorized number of shares of a class of capital stock or an amendment to reclassify by combining the issued shares of a class of capital stock into a lesser number of issued shares of the same class of stock may be made and effected, without obtaining the vote or votes of stockholders otherwise required if: (A) the shares of such class are listed on a national securities exchange immediately before such amendment becomes effective and meet the listing requirements of such national securities exchange relating to the minimum number of holders immediately after such amendment becomes effective, (B) at a properly called meeting, a vote of the stockholders entitled to vote thereon, voting as a single class, is taken for and against the proposed amendment, and (C) if the amendment increases or decreases the authorized number of shares of capital stock for which no provision has been made pursuant to the last sentence of paragraph (b)(2) of Section 242 of the DGCL, the votes cast for the	

ISSUE	DELAWARE CHARTER	TEXAS CHARTER
	amendment by the holders of such class exceed the votes cast against the amendment by the holders of such class.	
Bylaws Amendment	The Delaware Charter provides that the Delaware Bylaws, may be amended by the affirmative vote of the holders of at least fifty one percent (51%) of the voting power of all of the then outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by the Delaware Charter.	The proposed Texas Charter provides that the proposed Texas Bylaws may be amended by (i) the affirmative vote of a majority of the board of directors where quorum is present or (ii) the affirmative vote of a majority of the voting power of the outstanding capital stock of the Company entitled to vote thereon, voting together as a single class.
No Cumulative Voting	Under Delaware law, cumulative voting for directors entitles each stockholder to cast a number of votes that is equal to the number of voting shares held by such stockholder, multiplied by the number of directors to be elected, and to cast all such votes for one nominee or distribute such votes among up to as many candidates as there are positions to be filled. Although the DGCL does not generally grant stockholders cumulative voting rights, a Delaware corporation may provide in its certificate of incorporation for cumulative voting in the election of directors. The current Delaware Charter does not provide for cumulative voting.	Under the TBOC, shareholders have the right to cumulative voting if the certificate of formation elects to provide for cumulative voting. The proposed Texas Charter does not provide for cumulative voting by shareholders in the election of directors.
Director Elections	The Delaware Bylaws provide that at meetings of stockholders for the election of directors at which a quorum is present where the number of director nominees is equal to the number of positions on the board of directors to be filled through election and proxies are solicited for such election of directors solely by the corporation, the affirmative vote of a majority of the shares of stock of the corporation which are voting in the election of directors shall be required to elect. In all other meetings of stockholders for the election of directors at which a quorum is present, a plurality of the votes cast shall be sufficient to elect.	The proposed Texas Charter provides that directors of the Texas corporation are to be elected at a meeting of shareholders at which a quorum is present, if the number of votes cast "for" such nominee's election exceed the number of votes cast "against" such nominee's election, excluding abstentions.
Board of Directors Vacancies	The current Delaware Charter provides that vacancies on the Board can only be filled by vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director.	The TBOC provides that, a vacancy occurring in the board of directors after the issuance of shares may be filled by (i) election at an annual or special meeting of shareholders called for that purpose or (ii) by the affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum of the board of directors.

ISSUE	DELAWARE CHARTER	TEXAS CHARTER
		Additionally, the TBOC prevents a board of directors from filling more than two vacancies caused by an increase in the size of the board of directors between any two annual meetings of shareholders, and any directors appointed or elected by the board of directors or shareholders to fill a vacancy can only serve until the next annual meeting of the shareholders (or special meeting called to elect directors). The manner for which vacancies in the board of directors are filled are set out in the proposed Texas Bylaws as described in the below summary of the Delaware Bylaws and the proposed Texas Bylaws under "Board of Directors Vacancies."
Action by Written Consent of Shareholders	The current Delaware Charter provides that (i) if Glenn Sanford and Penny Sanford are the beneficial owners, in the aggregate, of at least a majority in voting power of all shares entitled to vote in the election of directors, then stockholders may take action by a written consent in lieu of a meeting without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding common stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Company by delivery to its registered office in the State of Delaware, its principal place of business, or an office or agent of the Company having custody of the book in which proceedings of meetings of stockholders are recorded and (ii) if Glenn Sanford and Penny Sanford no longer are the beneficial owners, in the aggregate, of at least a majority in voting power of all shares entitled to vote in the election of directors, then the stockholders of the corporation are no longer entitled to act by written consent.	Under the TBOC, shareholders are required to have the option to act by written consent in lieu of a meeting, and the proposed Texas Charter provides for shareholder action by written consent in lieu of a meeting without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock representing fifty-five percent (55%) of the outstanding capital stock of the Company entitled to vote thereon.
Calling of Special Shareholder Meetings	The DGCL provides that special meetings of stockholders may be called by the board of directors or by such person or persons as may be authorized by the certificate of incorporation or by the bylaws. The Delaware Bylaws provide that special meetings of stockholders may be called by	The proposed Texas Charter provides that special shareholder meetings may be called by the Board of Directors, the chairperson of the Board of Directors, the chief executive officer, the president, or by shareholders holding 50% of the shares entitled to vote on the proposed

ISSUE	DELAWARE CHARTER	TEXAS CHARTER
	the Secretary pursuant to a resolution adopted by a majority of the members of the whole board of directors.	action of such meeting. Under the TBOC, the president of a corporation is required to have the right to call a shareholder meeting as are shareholders holding a specified percentage of the shares entitled to vote at such meeting.
Indemnification	The current Delaware Bylaws authorize indemnification of directors and officers to the fullest extent permitted by Delaware law as it exists or may be amended from time to time. See "*Comparison of Stockholder Rights under Delaware and Texas Law—Indemnification*" below.	The proposed Texas Charter authorizes the indemnification of directors and officers to the fullest extent permitted by Texas law as it exists or may be amended from time to time. See "*Comparison of Stockholder Rights under Delaware and Texas Law—Indemnification*" below.
Preferred Stock	The current Delaware Charter does not provide for preferred stock.	The proposed Texas Charter authorizes blank-check preferred stock with the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any series of preferred stock to be fixed by a resolution of the board of directors of the corporation.

Certain differences between the Texas Bylaws and the Delaware Bylaws are as follows:

Issue	Delaware	Texas
Shareholder Voting Threshold	The Delaware Bylaws provide that all questions presented to the stockholders other than certain contested elections of directors and matters as to which the Delaware Charter, the Delaware Bylaws, applicable law or the rules or regulations of any stock exchange applicable to the corporation or its securities provide for a different voting standard, are to be decided by the affirmative vote of the holders of a majority of the shares of stock of the corporation which are voting on the matter. The Delaware Bylaws further provide that in the case of a contested election of directors, directors shall be elected by a plurality of the votes cast.	The proposed Texas Bylaws provide that an affirmative vote of the majority of shares of the outstanding capital stock of the corporation entitled to vote and represented at a meeting with quorum shall be sufficient to approve, authorize, adopt, or to otherwise cause the corporation to take, or affirm the corporation taking of, any action, other than certain actions such as "fundamental business transactions."
Board of Directors Vacancies	The current Delaware Bylaws that unless otherwise provided by law or the Delaware Charter, any newly created directorship or any vacancy occurring in the board of directors for any cause may be filled only by the affirmative votes of a majority of the remaining members of the board of directors, although such majority is less than a quorum,	The proposed Texas Bylaws provide that director vacancies may be filled in any manner permitted by the TBOC, in each case to the extent permitted by the TBOC, including by (i) by a majority vote of the directors then in office, even if the remaining directors constitute less than a quorum of the board of directors, or (ii) by election at an annual or special meeting of shareholders called for that purpose.
Director Removal	The Delaware Bylaws provide that any one or more or all of the directors may be removed, with or without cause, by the holders of at least a majority of the outstanding shares of capital stock then entitled to vote at an election of directors.	Texas law allows shareholders to remove directors with or without cause or, unless the certificate of incorporation or bylaws provide otherwise. The Texas Bylaws provide any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the voting power of the shares then entitled to vote at an election of directors. Texas law does not permit the removal of a director by the other directors or suspension of a director by the other directors.
Advance Notice Requirements for Stockholder Proposals and Director Nominations	Under the Delaware Bylaws, nominations of persons for election to the Board may be made at an annual meeting or special meeting of stockholders provided that the Board has determined that directors are to be elected at a special meeting, and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders, by any stockholder who was a stockholder of record at the time of giving the stockholder's notice, who is entitled to vote at the meeting and who complied with the	The proposed Texas Bylaws provide detailed requirements that a shareholder must properly follow in order to bring proposals or director nominations before annual and special meetings of shareholders. These requirements include certain informational and timing requirements, as well as eligibility and disclosure requirements. Generally, the advanced notice requires that for shareholder proposals or director

Issue	Delaware	Texas
	notice procedures set forth in the Delaware Bylaws. Our Delaware Bylaws require stockholders seeking to bring business before an annual meeting of stockholders, or to nominate individuals for election as directors at an annual or special meeting of stockholders to provide timely notice in writing. To be timely, a stockholder's notice for an annual meeting must be delivered to the Company's secretary not later than the close of business on the 90th day nor earlier than the close of business on the 120th day, prior to the anniversary of the preceding year's annual meeting. However, if no annual meeting was held in the previous year or if the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, notice by the stockholder must be delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made by the Company. In the event the Company calls a special meeting of stockholders for the purpose of electing directors, notice by the stockholder must be delivered to the Company's Secretary not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting. The Delaware Bylaws also specify requirements notice by the stockholder must be so delivered as to the form and content of a stockholder's notice.	nominations to be properly brought before an annual meeting, a shareholder must deliver written notice to the Secretary at the Company's principal executive offices no earlier than 8:00 a.m. local time on the 120th day and no later than 5:00 p.m. local time on the 90th day prior to the first anniversary of the preceding year's annual meeting of shareholders. The notice must set forth certain information for business proposals and director nominations such, the nominee's name, age, business and residence addresses, and principal occupation; shareholdings and derivative instruments held by the nominee; all information required under Section 14 of the Securities Exchange Act of 1934 for contested director elections; the nominee's written consent to being named in the proxy statement and serving as a director if elected; a description of any third-party compensation agreements within the past three years; and a description of material relationships between the nominee and the nominating shareholder; a brief description of the proposed business; the full text of the proposal (including any resolutions and proposed bylaw or certificate of formation amendments); the reasons for conducting such business at the meeting; any material interest of the shareholder or beneficial owner in the proposal; and a description of all agreements and arrangements with any other persons concerning the proposal. In addition, to be eligible to make a proposal or nomination at an annual meeting, a shareholder must (1) be a shareholder of record at the time of giving notice, (2) be a shareholder of record on the record date for shareholders entitled to notice of the annual meeting, (3) be a shareholder of record on the record date for shareholders entitled to vote at the meeting (if different from the notice record date), (4) be a shareholder of record at the time of the annual meeting, and (5) comply with all applicable procedural requirements.
Action by Written Consent	The current Delaware Bylaws provide for stockholder written consent in the same manner as described in the above summary of the Delaware Charter and the	The proposed Texas Bylaws provide for shareholder written consent in the same manner as described in the above summary of the Delaware Charter and the

Issue	Delaware	Texas
	proposed Texas Charter under "Action by Written Consent."	proposed Texas Charter under "Action by Written Consent."
Calling of Special Shareholder Meetings	The DGCL provides that special meetings of stockholders may be called by the board of directors or by such person or persons as may be authorized by the certificate of incorporation or by the bylaws. The current Delaware Bylaws provide that special stockholder meetings may be called by the Secretary pursuant to a resolution adopted by the whole Board.	The proposed Texas Bylaws mirrors the proposed Texas Charter and provide that special shareholder meetings may be called by the Board of Directors, the chairperson of the Board of Directors, the chief executive officer, the president, or by shareholders holding 50% of the shares entitled to vote on the proposed action of such meeting. Under the TBOC, the president of a corporation is required to have the right to call a shareholder meeting as are shareholders holding a specified percentage of the shares entitled to vote at such meeting.
Stockholder Threshold for instituting Derivative Proceedings	The DGCL does not have an equivalent statutory provision allowing for the governing documents to institute a threshold for derivative proceedings.	As allowed under the TBOC, the proposed Texas Bylaws provide that no shareholder may institute or maintain a "derivative proceeding" (as defined in Section 21.551 of the TBOC) in the right of the corporation unless such shareholder, at the time the derivative proceeding is instituted, beneficially owns a number of shares sufficient to meet an ownership threshold of at least three percent (3%) of the outstanding shares of the Company.
Cancellation of Special Shareholder Meetings	The current Delaware Bylaws contemplate that the Board may postpone or adjourn a special stockholder meeting.	The proposed Texas Bylaws provide To the extent permitted by the TBOC, the Board may postpone, cancel or reschedule any previously scheduled meeting of shareholders at any time, before or after the notice for such meeting has been given to the shareholders. Under the TBOC, The Board may not cancel a special meeting of shareholders called by shareholders.
Proxies	The current Delaware Bylaws provide that no proxy authorized by a stockholder is valid after three years from the date of its execution, unless the proxy provides for a longer period.	Under the TBOC, a proxy is not valid for more than eleven months after the date the proxy is executed, unless otherwise provided by the proxy, and so the proposed Texas Bylaws provide that no proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period.
Board of Directors Committees	The current Delaware Bylaws provide that any committee, to the extent permitted by law and to the extent provided in the resolution of the board of directors, may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation,	The proposed Texas Bylaws provide that committees have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers that

Issue	Delaware	Texas
	and may authorize the seal of the corporation to be affixed to all papers which may require it.	may require it, provided that, no committee shall have the power to: (i) amend the certificate of formation, except to (x) establish series of shares, (y) increase or decrease the number of shares in a series or (z) eliminate a series of shares as authorized by Section 21.155 of the TBOC, (ii) propose a reduction of stated capital under Sections 21.253 and 21.254 of the TBOC, (iii) approve a plan of merger, share exchange, or conversion of the corporation, (iv) recommend to shareholders the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not made in the usual and regular course of its business, (v) recommend to the shareholders a voluntary winding up and termination or a revocation of a voluntary winding up and termination, (vi) amend, alter, or repeal the bylaws or adopt new bylaws, (vii) fill vacancies on the board of directors, (viii) fill vacancies on or designate alternate members of a committee of the board of directors, (ix) fill a vacancy to be filled because of an increase in the number of directors, (x) elect or remove officers of the corporation or members or alternate members of a committee of the board of directors, (xi) set the compensation of the members or alternate members of a committee of the board of directors, or (xii) alter or repeal a resolution of the board of directors that states that it may not be amended or repealed by a committee of the board of directors.

Issue	Delaware	Texas
Advancement of Expenses	The current Delaware Bylaws provides that the corporation will, to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by any person allowed to be indemnified by the corporation, to the fullest extent permitted by applicable law (a "Covered Person") in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified.	The proposed Texas Bylaws provide that reasonable expenses incurred by an officer or director of the corporation in defending any proceeding will be paid in advance the corporation upon receipt of a written request (together with documentation evidencing such expenses and any documentation as may be required by the TBOC) and an undertaking by or on behalf of the person to repay such amounts if it is ultimately determined that the person is not entitled to indemnification under the proposed Texas Bylaws or the TBOC. Under the TBOC, before a corporation can advance expenses incurred by a director or officer in defending a proceeding, a director or officer is also required to provide a written affirmation attesting in good faith to such director's or officer's compliance with the standard of conduct necessary for indemnification, which requirement is included in the Texas Bylaws. See "—*Comparison of Stockholder Rights under Delaware and Texas Law—Advancement of Expenses*."
Exclusive Forum	The current Delaware Charter provides that the Delaware Court of Chancery shall serve as the sole and exclusive forum for certain matters relating to the internal affairs of the corporation. The exclusive forum provision do not apply to any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination).	The proposed Texas Bylaws provide The Texas Bylaws provide that, unless the Texas Corporation consents to an alternative forum, the Texas Business Court in the Eleventh Division shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Texas Corporation; (ii) any action asserting a claim for or based on a breach of a fiduciary duty owed by any current or former director, shareholder, officer or other employee of the Texas Corporation to the Texas Corporation or Texas Corporation's shareholders; (iii) any action asserting a claim against the Texas Corporation or any current or former director, officer or other employee of the Company arising pursuant to any provision of the TBOC, the proposed Texas Charter or Texas Bylaws (as each may be amended from time to time); (iv) any action asserting an "internal entity claim" (as defined in Section 2.115 of the TBOC); and

Issue	Delaware	Texas
		(v) any other action or proceeding in which the Texas Business Court has jurisdiction. For the avoidance of doubt, this forum selection clause shall not apply to any direct claims under the Securities Act of 1933, as amended, or the 1934 Act.
Jury Trial Waiver	Neither the Delaware Charter nor the Delaware Bylaws includes a mandatory waiver of the right to a jury trial. Jury trials are generally not available in the Delaware Court of Chancery, which is the venue in which stockholder suits relating to the internal affairs of a Delaware corporation are typically filed.	The Texas Bylaws provide that, unless the corporation consents to a jury trial, each shareholder, director and officer of the corporation irrevocably and unconditionally waive any right to a trial by jury in any legal action, proceeding, cause of action, counterclaim, cross-claim or third-party claim arising out of "internal entity claim" (as defined in Section 2.115 of the TBOC) and to the fullest extent permitted by applicable law, any other legal action, proceeding, cause of action, counterclaim, cross-claim or third-party claim within the scope of the exclusive forum provision.

Comparison of Stockholder Rights under Delaware and Texas Law

The rights of our stockholders are currently governed by the DGCL, Delaware case law, the Delaware Charter and the Delaware Bylaws. Following completion of the Texas Redomestication, the rights of our shareholders will be governed by the TBOC, Texas case law, the Texas Charter and the Texas Bylaws.

The statutory corporate laws of Texas, as governed by the TBOC, are similar in many respects to those of Delaware, as governed by the DGCL. However, there are certain individual differences that may relate to your rights as a stockholder, as well as the corporate governance of the Company. The following are brief summaries of certain legal considerations relating to the current rights of stockholders of a Delaware corporation and the shareholders of a Texas corporation and the corporate governance of a company in Delaware and in Texas.

The following discussion does not provide a complete description of the differences that may affect you. This summary is qualified in its entirety by reference to the TBOC and DGCL, the body of case law in both jurisdictions, the Delaware Charter and Delaware Bylaws, the Texas Charter and Texas Bylaws. Some of the differences in the legal considerations below may not affect you in light of the provisions of the Texas Charter and Texas Bylaws, which opt in to certain determinations as permitted under the TBOC. This section does not provide a complete description of all similarities and differences among such rights, nor does it include a complete description of such rights

ISSUE	DELAWARE	TEXAS
Increasing or Decreasing Authorized Capital Stock, Including Number of Unissued Shares of a Series of Preferred Stock	The DGCL has no provision for increasing or decreasing authorized capital stock by unilateral board action without stockholder approval, although if the increase in the number of authorized shares is in connection with a forward stock split (up to an amount proportionate to the subdivision), no stockholder approval is required provided that the corporation only has one class of stock outstanding and such class is not divided into series (unless	Under the TBOC, once stock has been issued, the board cannot unilaterally increase or decrease the amount of authorized capital stock without shareholder approval, except as provided below. The TBOC allows forward or reverse stock splits, including a proportionate increase or decrease in the number of outstanding capital stock, without the need for

ISSUE	DELAWARE	TEXAS
	stockholder approval is expressly required by the certificate of incorporation).	shareholder approval, so long as (i) the corporation only has one class of stock outstanding and such class is not divided into series and (ii) the primary purpose of such forward or reverse split is to maintain listing eligibility on a national securities exchange. With respect to a series of shares of preferred stock established by the board of directors if authorized by the corporation's certificate of formation (and subject thereto), unless the certificate of formation expressly restricts the board of directors from increasing or decreasing the number of unissued shares of a series to be established by the board of directors, the board of directors may increase or decrease the number of shares in each series to be established, except that the board of directors may not decrease the number of shares in a particular series to a number that is less than the number of shares in that series that are issued at the time of the decrease.
Procedures for Filling Vacant Directorships	Under the DGCL, unless otherwise provided in the certificate of incorporation or bylaws: (1) vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director; and (2) whenever the holders of any class or classes of stock or series thereof are entitled to elect 1 or more directors by the certificate of incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected. The term of a director elected to fill a vacancy occurring in the board of directors is the unexpired term of the director's predecessor in office. In the case of a Delaware corporation the directors of which are divided into classes, any directors chosen by (1) or (2) of the above shall hold office until the next election of the class for which such	Under the TBOC, except as provided below with respect to class voting, vacancies may be filled by the affirmative vote of the majority of the remaining directors, even if less than a quorum, or by the election at an annual or special meeting of shareholders called for that purpose. The term of a director elected to fill a vacancy occurring in the board of directors is the unexpired term of the director's predecessor in office. Except as provided below with respect to class voting, a directorship to be filled because of an increase in the number of directors may be filled by the shareholders or by the board of directors for a term of office continuing only until the next election of one or more directors by the shareholders. The board of directors may not fill more than two such directorships during the period between any two successive annual meetings of shareholders. Unless otherwise authorized by a corporation's certificate of formation, a vacancy or a newly created vacancy in a director position that the certificate of

ISSUE	DELAWARE	TEXAS
	directors shall have been chosen, and until their successors shall be elected and qualified.	formation entitles the holders of a class or series of shares or group of classes or series of shares to elect may be filled only: (1) by the affirmative vote of the majority of the directors then in office elected by the class, series, or group; (2) by the sole remaining director elected in that manner; or (3) by the affirmative vote of the holders of the outstanding shares of the class, series, or group.
Removal of Directors	Under the DGCL, subject to the exceptions discussed below, holders of a majority of shares then entitled to vote at an election of directors may remove a director or the entire board of directors with or without cause. Unless the certificate of incorporation provides otherwise, if the board of directors of a Delaware corporation is classified (i.e., elected for staggered terms), a director may only be removed by stockholders for cause. If a Delaware corporation uses cumulative voting and less than the entire board is to be removed, a director may not be removed without cause if the votes cast against his or her removal would be sufficient to elect him or her if then cumulatively voted at an election of the entire board of directors or, if the board of directors is classified, at an election of the class of directors of which such director is a part. Where the certificate of incorporation provides that separate classes or series of stockholders are entitled, as such a class or series, to elect separate directors, in calculating the sufficiency of votes for removal without cause of such a director, only the votes of the holders of such a class or series are considered.	Under the TBOC, subject to the exceptions discussed below or as otherwise provided by the certificate of formation or bylaws of a corporation, the holders of a majority of shares then entitled to vote at an election of directors may remove a director or the entire board of directors with or without cause. Unless the certificate of formation provides otherwise, if a Texas corporation's directors serve staggered terms, a director may only be removed for cause. If the certificate of formation permits cumulative voting and less than the entire board is to be removed, a director may not be removed if the votes cast against the removal would be sufficient to elect him or her if cumulatively voted at an election of the entire board of directors, or if there are classes of directors, at an election of the class of directors of which the director is a part. Where the certificate of formation provides that separate classes or series of shareholders are entitled, as such a class or series, to elect separate directors, in calculating the sufficiency of votes for removal of such a director, only the votes of the holders of such a class or series are considered.
Action by Written Consent of Directors	Under the DGCL, unless otherwise restricted by the certificate of incorporation or bylaws, the board of directors of a Delaware corporation may act without a meeting if all of the directors consent in writing.	Under the TBOC, unless otherwise provided by the certificate of formation or bylaws, a written consent stating the action taken and signed by all members of the board of directors of a Texas corporation is also an act of the board of directors.
Action by Written Consent of Stockholders	Under the DGCL, unless otherwise provided in the certificate of incorporation, stockholders may act without a meeting, without prior notice and without a vote, with	Under the TBOC, shareholders may act without a meeting, without prior notice and without a vote, with the written consent of (1) all shareholders or (2) if authorized by

ISSUE	DELAWARE	TEXAS
	the written consent of the stockholders having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. If less than unanimous written consent is given, the corporation must give prompt notice of the action taken to the non-consenting stockholders. The DGCL provides that the certificate of incorporation may eliminate stockholders ability to act by written consent.	the certificate of formation, the shareholders having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting, in which each owner or member entitled to vote on the action is present and votes. If less than unanimous written consent is given, the corporation must give prompt notice of the action taken to the non-consenting shareholders. The TBOC provides that shareholders must have the option to act by unanimous written consent.
Special Meetings of the Stockholders	Under the DGCL, the board of directors, or any other one or more persons authorized in the certificate of incorporation or bylaws, may call a special meeting. Stockholders do not have a statutory right to call a special meeting, but the certificate of incorporation or bylaws for the corporation may provide for such right.	Special meetings of the shareholders of a corporation may be called by: (1) the president, the board of directors, or any other person authorized to call special meetings by the certificate of formation or bylaws of the corporation; or (2) the holders of the percentage of shares specified in the certificate of formation, not to exceed 50 % of the shares entitled to vote or, if no percentage is specified, at least 10 % of all of the shares of the corporation entitled to vote at the proposed special meeting. Under the TBOC, a corporation cannot prohibit its shareholders from calling a special meeting of shareholders.
Adjournment of Stockholder Meetings	Under the DGCL, unless the bylaws provide otherwise, a meeting of stockholders may be adjourned to another time or place without notice if the time, place, if any, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are: (1) announced at the meeting at which the adjournment is taken; (2) displayed, during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxy holders to participate in the meeting by means of remote communication; or (3) set forth in the notice of meeting. Under the DGCL, if a meeting of stockholders is adjourned for more than 30 days, or if after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting, notice of the adjourned meeting must be	Under the TBOC, unless the certificate of formation or bylaws provide otherwise, a meeting of shareholders may be adjourned due to lack of quorum until the time and to the place as may be determined by a vote of the holders of the majority of the shares who are. present or represented by proxy at the meeting. The TBOC does not have a specific provision on the notice for an adjourned meeting or the business that may be transacted at an adjourned meeting. Generally, under the TBOC, the only business that may be conducted at a special meeting of the shareholders is business that is within the purposes described in the notice

ISSUE	DELAWARE	TEXAS
	given to each stockholder of record entitled to vote at the meeting, or each stockholder of record entitled to vote at the adjourned meeting as of the new record date set for notice of the adjourned meeting, respectively. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting.	
Voting by Proxy	Under the DGCL, a stockholder may authorize another person or persons to act for such stockholder by proxy. A proxy is valid for three years from its date unless a longer period is provided in the proxy.	Under the TBOC, a shareholder may authorize another person or persons to act for such shareholder by proxy. A proxy is valid for eleven months from its date of execution unless otherwise provided in the proxy.
Quorum and Required Vote for Stock Corporations	Under the DGCL, the certificate of incorporation or bylaws of a Delaware corporation may specify the number of shares and/or the amount of other securities having voting power the holders of which must be present or represented by proxy at any meeting in order to constitute a quorum for, and the votes that shall be necessary for, the transaction of any business, but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting, except that, where a separate vote by a class or series or classes or series is required, a quorum shall consist of no less than one-third of the shares of such class or series or classes or series. In the absence of such specification in the certificate of incorporation or bylaws of the corporation: (1) a majority of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at a meeting of stockholders; (2) in all matters other than the election of directors, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders; (3) directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors; and (4) where a separate vote by a class or series or classes or series is required, a majority of the outstanding shares of such class or series or classes or series,	Under the TBOC, subject to the following sentence, the holders of the majority of the shares entitled to vote at a meeting of the shareholders of a Texas corporation that are present or represented by proxy at the meeting are a quorum for the consideration of a matter to be presented at that meeting. The certificate of formation of a corporation may provide that a quorum is present only if: (1) the holders of a specified portion of the shares that is greater than the majority of the shares entitled to vote are represented at the meeting in person or by proxy; or (2) the holders of a specified portion of the shares that is less than the majority but not less than one-third of the shares entitled to vote are represented at the meeting in person or by proxy. Subject to the following sentence, directors of a corporation shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present. The certificate of formation or bylaws of a corporation may provide that a director of a corporation shall be elected only if the director receives: (1) the vote of the holders of a specified portion, but not less than the majority, of the shares entitled to vote in the election of directors; (2) the vote of the holders of a specified portion, but not less than the majority, of the shares entitled to vote in the election of directors and represented in person or by proxy at a meeting of shareholders at which a

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	present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter and, in all matters other than the election of directors, the affirmative vote of the majority of shares of such class or series or classes or series present in person or represented by proxy at the meeting shall be the act of such class or series or classes or series. A bylaw amendment adopted by stockholders which specifies the votes that shall be necessary for the election of directors shall not be further amended or repealed by the board of directors.	quorum is present; or (3) the vote of the holders of a specified portion, but not less than the majority, of the votes cast by the holders of shares entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present. Subject to the following sentence, with respect to a matter other than the election of directors or a matter for which the affirmative vote of the holders of a specified portion of the shares entitled to vote is required by the TBOC, the affirmative vote of the holders of the majority of the shares entitled to vote on, and who voted for, against, or expressly abstained with respect to, the matter at a shareholders' meeting of a corporation at which a quorum is present is the act of the shareholders. With respect to a matter other than the election of directors or a matter for which the affirmative vote of the holders of a specified portion of the shares entitled to vote is required by this code, the certificate of formation or bylaws of a corporation may provide that the act of the shareholders of the corporation is: (1) the affirmative vote of the holders of a specified portion, but not less than the majority, of the shares entitled to vote on that matter; (2) the affirmative vote of the holders of a specified portion, but not less than the majority, of the shares entitled to vote on that matter and represented in person or by proxy at a shareholders' meeting at which a quorum is present; (3) the affirmative vote of the holders of a specified portion, but not less than the majority, of the shares entitled to vote on, and who voted for or against, the matter at a shareholders' meeting at which a quorum is present; or (4) the affirmative vote of the holders of a specified portion, but not less than the majority, of the shares entitled to vote on, and who voted for, against, or expressly abstained with respect to, the matter at a shareholders' meeting at which a quorum is present.
Stockholder Vote for Fundamental Business Transactions	Under the DGCL, a majority of the outstanding stock of the corporation entitled to vote thereon generally must approve fundamental changes, such as: (1) certain mergers or consolidations; (2) a sale, lease, or exchange of all or	Under the TBOC, unless otherwise provided for in the TBOC or the certificate of formation of a corporation, shareholders holding at least two-thirds of the outstanding shares of a class entitled to vote on the matter must typically approve

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	substantially all of the corporation's assets (provided that no stockholder authorization or consent is required (A) to mortgage or pledge the corporation's property and assets unless the certificate of incorporation so requires or (B) where the property or assets in the sale, lease or exchange is collateral that secures a mortgage or is pledged to a secured party and certain additional conditions are met); (3) dissolution; (4) conversion of a domestic corporation to other entities; and (5) transfer, domestication or continuance of a domestic corporation to a foreign jurisdiction. The certificate of incorporation may contain provisions requiring for any corporate action the vote of a larger portion of the stock or of any class or series thereof than is required by the DGCL. The DGCL does not require a stockholder vote of a constituent corporation in a merger (unless the corporation provides otherwise in its certificate of incorporation) if (i) the plan of merger does not amend the existing certificate of incorporation, (ii) each share of stock of such constituent corporation outstanding immediately before the effective date of the merger is an identical outstanding share after the effective date of merger and (iii) either no shares of the common stock of the surviving corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the plan of merger, or the authorized unissued shares or treasury shares of the common stock of the surviving corporation to be issued or delivered under the plan of merger, plus those initially issuable upon conversion of any other shares, securities or obligations to be issued or delivered under such plan, do not exceed 20% of the shares of common stock of such constituent corporation outstanding immediately prior to the effective date of the merger.	fundamental business transactions such as: (1) a merger; (2) an interest exchange; (3) a conversion; or (4) a sale of all or substantially all of the corporation's assets that is not made in the usual and regular course of the corporation's business. The certificate of formation can provide for a different threshold of approval, but not less than a majority of the shares entitled to vote. Unless required by the corporation's certificate of formation, a merger is not required to be approved by the shareholders of a corporation if: (1) the corporation is the sole surviving corporation in the merger, (2) the certificate of formation of the corporation following the merger will not differ from the corporation's certificate of formation before the merger, (3) immediately after the effective date of the merger, each shareholder whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares, with identical rights, (4) the sum of the voting power of the number of voting shares outstanding immediately after the merger and the voting power of securities that may be acquired on the conversion or exercise of securities issued under the merger does not exceed by more than 20% the voting power of the total number of voting shares of the corporation are outstanding immediately prior to the merger, and (5) the sum of the number of participating shares that are outstanding immediately after the merger and the number of participating shares that may be acquired on the conversion or exercise of securities issued under the merger does not exceed by more than 20% the total number of participating shares of the corporation that are outstanding immediately before the merger.
Stockholder Vote for Sales, Leases, Exchanges or Other Dispositions	Under the DGCL, a Delaware corporation may sell, lease or exchange all or substantially all of its property and assets when and as authorized by a majority of the outstanding stock of the corporation entitled to vote thereon.	Under the TBOC, generally the sale, lease, exchange or other disposition of all, or substantially all, of the property and assets of a Texas corporation requires the approval of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote, unless the corporation's certificate of formation sets a

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	No such approval is required, however, if the assets being sold, leased or exchanged are not all or substantially all of the corporation's assets. There is no necessary quantifying percentage for determining whether assets constitute substantially all of a Delaware corporation's assets. Only if the sale is of assets quantitatively and qualitatively vital to the business of the corporation is stockholder authorization mandated. The DGCL does not define the phrase "all or substantially all of the assets."	lower threshold (which may not be less than a majority of the voting shares). No such approval is required, however, if the transaction is made in the usual and regular course of a Texas corporation's business. Under Texas law, even the transfer of substantially all of a corporation's assets in such a manner that the corporation continues directly or indirectly to engage in one or more businesses is deemed not to be a transaction requiring shareholder approval under the TBOC. The TBOC defines "a sale of all of substantially all of the assets" as the sale, lease, exchange, or other disposition, other than a pledge, mortgage, deed of trust, or trust indenture unless otherwise provided by the certificate of formation, of all or substantially all of the property and assets of a domestic corporation that is not made in the usual and regular course of the corporation's business without regard to whether the disposition is made with the goodwill of the business, subject to certain exceptions, including a transaction that results in the corporation directly or indirectly continuing to engage in one or more activities or applying a portion of the consideration received in connection with the transaction to the conduct of an activity that the corporation engages in after the transaction.
Business Combinations Statute	Under the DGCL, unless a Delaware corporation's certificate of incorporation or bylaws (original, or approved by stockholders) provide otherwise, Delaware corporations that have a class of voting stock listed on a national securities exchange or held of record by 2,000 or more persons are prohibited from entering into any "business combination" with any "interested stockholder" for a period of three years following the time that such stockholder became an interested stockholder. The DGCL generally defines a "business combination" as (i) certain mergers and consolidations; (ii) sales leases, exchanges, mortgages, pledges, transfers or other dispositions of assets having an aggregate market value of 10% or more of either the consolidated assets or the outstanding stock of a company; (iii)	Under the TBOC, a Texas "issuing public corporation" is generally prohibited from, directly or indirectly, entering into (i) mergers, share exchanges or conversions with an affiliated shareholder or other entity that after such transaction would be an affiliate or associate of an affiliated shareholder, and certain other entities, (ii) sales, leases, exchanges, mortgages, pledges, transfers or other dispositions of assets having an aggregate market value of 10% or more of (a) the aggregate market value of the consolidated assets of such Texas public corporation, (b) the aggregate market value of the outstanding voting stock of such Texas public corporation or (c) the earning power or net income of such Texas public corporation on a consolidated basis, (iii) certain transactions that would result in

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	certain transactions that would result in the issuance or transfer of stock of the corporation to an interested stockholder; (iv) certain transactions that have the effect, directly or indirectly, of increasing the proportionate share of stock of the corporation which is owned by the interested stockholder, subject to exceptions; and (v) any receipt by the interested stockholder of the benefit, directly or indirectly, of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation, subject to certain exceptions. "Interested stockholder" is generally defined as a person (including the affiliates and associates of such person) that is directly or indirectly a beneficial owner of 15% or more of the outstanding voting stock of a Delaware corporation or is an affiliate or associate of the corporation and was the owner of 15% or more of the outstanding voting stock of the corporation at any time within the 3-year period before the date on which it is sought to be determined whether such person is an interested stockholder, and the affiliates and associates of such person, in each case subject to certain exceptions. The DGCL provides an exception to this prohibition if: (i) the corporation's board of directors approved either the business combination or the transaction in which the stockholder became an interested stockholder prior to the date the interested stockholder became an interested stockholder; (ii) the interested stockholder acquired at least 85% of the voting stock of that company (excluding shares owned by persons who are directors and also officers, and employee stock plans in which participants do not have the right to determine whether shares will be tendered in a tender or exchange offer) in the transaction in which it became an interested stockholder; or (iii) the business combination is approved by the board of directors and the affirmative vote of at least two-thirds of the votes entitled to be cast by disinterested stockholders at an annual or special meeting (and not by written consent).	the issuance or transfer of shares of such Texas public corporation to an affiliated shareholder or an affiliate or associate, (iv) liquidation or dissolution plans or proposals with an affiliated shareholder or an associate or an affiliate of an associate of an affiliated shareholder, (v) certain transactions, including reclassifications of securities or other share distributions or recapitalizations, that have the effect, directly or indirectly, of increasing the proportionate ownership percentage of the outstanding shares of a class or series of voting shares or securities convertible into voting shares of the issuing public corporation that is beneficially owned by the affiliated shareholder or an affiliate or associate of the affiliated shareholder, except as a result of immaterial changes due to fractional share adjustments or (vi) loans, advances, guarantees, pledges, or other financial assistance or a tax credit or other tax advantages the recipient of which is an affiliated shareholder or an affiliate or associate of an affiliated shareholder, in each case, with an "affiliated shareholder" or any affiliate or associate of the "affiliated shareholder" for a period of three years after the date the shareholder obtained "affiliated shareholder" status. "Affiliated shareholder" is generally broadly defined as a person who beneficially owns (or has owned within the preceding three-year period) 20% or more of the outstanding voting stock of a Texas public corporation. "Issuing public corporation" means a Texas corporation that has: (i) 100 or more shareholders of record as shown by the share transfer records of the corporation; (ii) a class or series of the corporation's voting shares registered under the Securities Exchange Act of 1934 (15 U.S.C. Section 77b et seq.), as amended; or (iii) a class or series of the corporation's voting shares qualified for trading on a national securities exchange. The TBOC provides an exception to this prohibition if: (i) the board of directors of the corporation approves the transaction or the acquisition of shares by the affiliated shareholder prior to the affiliated shareholder becoming an affiliated

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		shareholder; or (ii) the holders of at least two-thirds of the outstanding voting shares not beneficially owned by the affiliated shareholder or an affiliate or associate of the affiliated shareholder approve the transaction at a meeting held no earlier than six months after the shareholder acquires such ownership. The TBOC expressly provides that the foregoing shareholder approval may not be by written consent. A corporation may expressly elect in its certificate of formation to not be governed by this statute.
Charter Amendments	Under the DGCL, subject to limited exceptions, an amendment to the certificate of incorporation must be approved by (i) the board of directors and (ii) the holders of a majority of a Delaware corporation's outstanding stock entitled to vote thereon, unless the certificate of incorporation provides for a greater number. In addition, unless otherwise expressly required by the certificate of incorporation: (1) no meeting or vote of stockholders is required to adopt an amendment that reclassifies by subdividing the issued shares of a class of stock into a greater number of issued shares of the same class of stock (and, in connection therewith, such amendment may increase the number of authorized shares of such class of stock up to an amount proportionate to the subdivision), provided the corporation has only one class of stock outstanding and such class is not divided into series; and (2) an amendment to increase or decrease the authorized number of shares of a class of capital stock or an amendment to reclassify by combining the issued shares of a class of capital stock into a lesser number of issued shares of the same class of stock may be made and effected, without obtaining the vote or votes of stockholders otherwise required if: (A) the shares of such class are listed on a national securities exchange immediately before such amendment becomes effective and meet the listing requirements of such national securities exchange relating to the minimum number of holders immediately after such amendment	Under the TBOC, subject to limited exceptions, an amendment to the certificate of formation requires the approval of (i) the board of directors and (ii) the holders of at least two-thirds of the outstanding shares of the Texas corporation entitled to vote thereon, unless a different threshold, not less than a majority of the outstanding shares entitled to vote thereon, is specified in the certificate of formation. If a class or series of shares is entitled to vote as a class or series on an amendment to the certificate of formation, the affirmative vote of the holders of at least two-thirds (unless a different threshold, not less than a majority, is specified in the certificate of formation) of the outstanding shares in each such class or series of shares entitled to vote on the amendment as a class or series is also required to approve an amendment to the certificate of formation, although the TBOC allows corporations to provide in their certificate of formation that all shares vote as a single class for such an amendment. In addition, the TBOC allows corporations to provide in their certificate of formation that no separate class vote(s) shall be required to increase or decrease the aggregate number of authorized shares of a class, in which case a share increase/decrease amendment would instead be approved by the holders of a majority of all outstanding shares entitled to vote thereon, voting together as a single class.

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	becomes effective, (B) at a properly called meeting, a vote of the stockholders entitled to vote thereon, voting as a single class, is taken for and against the proposed amendment, and the votes cast for the amendment exceed the votes cast against the amendment, and (C) if the amendment increases or decreases the authorized number of shares of a class of capital stock for which no provision in the certificate of incorporation has been made in accordance with the DGCL, the votes cast for the amendment by the holders of such class exceed the votes cast against the amendment by the holders of such class.	
Bylaw Amendments	Under the DGCL, stockholders of a Delaware corporation entitled to vote have the right to amend, repeal or adopt the bylaws. If a Delaware corporation's certificate of incorporation so provides, the Delaware corporation's board of directors may also have the right to amend, repeal or adopt the bylaws.	Generally, under the TBOC, the board of directors may amend, repeal or adopt a Texas corporation's bylaws. However, (i) the shareholders may amend, repeal or adopt bylaws even if the directors also have that power and (ii) a Texas corporation's certificate of formation may wholly or partly reserve the power to amend, repeal or adopt bylaws exclusively to the shareholders. Similarly, the shareholders, in amending, repealing or adopting a particular bylaw, may expressly provide that the board of directors may not amend, readopt or repeal that bylaw.
Dividends and Distributions	Under the DGCL, a Delaware corporation may, subject to any restrictions contained in its certificate of incorporation, pay dividends out of surplus or, if there is no surplus, out of net profits for the current and/or the preceding fiscal year, unless the capital of the corporation is less than the capital represented by issued and outstanding stock having preferences on asset distributions. The DGCL defines surplus as the excess, at any time, of the net assets of a corporation over its stated capital. In addition, a Delaware corporation may not pay dividends or repurchase or redeem shares if doing so would render the corporation balance sheet or cash flow insolvent in the sense that it could not pay its debts as they come due or continue as a going concern. The DGCL provides that directors that willfully or negligently authorized an unlawful dividend or stock repurchase are	Under the TBOC, a distribution is defined as a transfer of cash or other property (except a corporation's own shares or rights to acquire its shares or a split-up or division of the issued shares of a class of a corporation into a larger number of shares within the same class that does not increase the stated capital of the corporation), or an issuance of debt, by a corporation to its shareholders in the form of: (i) a dividend on any class or series of a Texas corporation's outstanding shares; (ii) a purchase or redemption, directly or indirectly, of its shares; or (iii) a payment in liquidation of all or a portion of its assets. Under the TBOC, a Texas corporation may not make a distribution if such distribution violates its certificate of formation, if the corporation's surplus is less than the amount of the corporation's stated capital (as determined by the TBOC) or, unless a Texas corporation is in receivership or the distribution is made in connection with the winding up and termination of the Texas

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	jointly and severally liable for the full amount of the unlawful dividend or for the full amount unlawfully paid for the repurchase (with interest)	corporation, if it either renders a Texas corporation unable to pay its debts as they become due in the course of its business or affairs, or exceeds, depending on the type of distribution, either the net assets or the surplus of the Texas corporation, or, subject to certain exceptions, if the distribution will be made to shareholders of another class or series. The TBOC provides that directors consenting to a prohibited distribution are jointly and severally liable only for the amount of the distribution exceeding the permitted amount
Stock Redemption and Repurchase	Under the DGCL, a Delaware corporation may purchase or redeem shares of any class except when its capital is impaired or would be impaired by such purchase or redemption. A Delaware corporation may, however, purchase or redeem out of capital, shares that are entitled upon any distribution of its assets to a preference over another class or series of its stock, or, if no shares entitled to such a preference are outstanding, any of its own shares, if such shares are to be retired and the capital reduced. However, a corporation may not purchase redeemable shares for a price greater than that at which they would be redeemed. In addition, a Delaware corporation may not effect a repurchase or redemption if doing so would render the corporation balance sheet or cash flow insolvent in the sense that it could not pay its debts as they come due or continue as a going concern.	As noted above, under the TBOC, the purchase or redemption by a Texas corporation of its shares constitutes a distribution. Accordingly, the discussion above relating to distributions is applicable to stock redemptions and repurchases.
Ratification	Under the DGCL, there is a codified ratification process for defective corporate actions. The board of directors must adopt a resolution ratifying the defective corporate action and, if stockholder approval would have been required for the defective corporate action to have been taken, the defective corporate action must be submitted to stockholders for approval. In addition to the foregoing, under the DGCL, the corporation, any successor entity to the corporation, any director, or certain stockholders can apply to the	Under the TBOC, there is a codified ratification process for defective corporate acts. The board of directors must adopt a resolution and then submit the ratified defective corporate act for shareholder approval (shareholder approval is subject to certain exceptions) and, if so required under the TBOC, file a certificate of validation with respect to the defective corporate act. In the absence of actual fraud in the transaction, the judgment of the board of directors of a Texas corporation that shares of the Texas corporation are valid shares or putative

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	Delaware Court of Chancery for an order determining the validity and effectiveness of defective corporate acts, including without limitation to confirm whether a prior ratification was effective, whether a defective corporate act can be validated even if not previously ratified. In connection with such applications, the Delaware Court of Chancery has broad discretion to fashion appropriate relief, including without limitation declaring ratifications effective, validating and declaring effective any defective corporate act, and making such other orders regarding such matters as it deems proper under the circumstances.	shares is conclusive, unless otherwise determined by a Texas district court or a Texas Business. In addition, under the TBOC, the corporation, any successor entity to the corporation, any director, any record or beneficial holder of valid shares or putative shares of the corporation, any record or beneficial holder of valid shares or putative shares as of the time a defective corporate act was ratified or any other person claiming to be substantially and adversely affected by a ratification can apply to the a district court of applicable jurisdiction in the state of Texas for an order determining the validity and effectiveness of defective corporate acts.
Inspection of Books and Records	The DGCL grants any stockholder or beneficial owner of shares the right, upon written demand under oath stating the proper purpose thereof, either in person or by attorney or other agent, to inspect and make copies and extracts from the certificate of incorporation, bylaws, minutes and signed consents of stockholder meetings, formal communications to stockholders as a whole, minutes and resolutions of the board and committees, materials provided to the board and committees, annual financial statements, agreements under Section 122(18) of the DGCL (i.e., agreements between the corporation and stockholders or prospective stockholders that confer specified governance and other rights), and director independence questionnaires within three years of the demand for a proper purpose. In the event that the corporation does not have specified books and records, including minutes of board and committee meetings, actions of board or any committee, financial statements and (in the case of a public company) director and officer independence questionnaires, the Court of Chancery may order the production of additional corporate records necessary and essential for the stockholder's proper purpose. A court may also order the production of records in addition to those described above if the stockholder has made a showing of a compelling need for an inspection to further the stockholder's purpose and the stockholder has	Under Texas law, upon a written demand stating a proper purpose, a holder of shares of a corporation for at least six months immediately preceding the holder's demand, or a holder of at least five percent of all of the outstanding shares of a corporation, is entitled to examine and copy, at a reasonable time at the corporation's principal place of business or other location approved by the corporation and the holder, the corporation's books, records of account, minutes, share transfer records, and other records, whether in written or other tangible form, if the records are reasonably related to and appropriate to examine and copy for that proper purpose. The records of the corporation will not include e-mails, text messages or similar electronic communications, or information from social media accounts unless the particular e-mail, communication, or social media information effectuates an action by the corporation. The examination and copying may be conducted by the holder of shares or through an agent, accountant, or attorney. An agent, accountant, or attorney who conducts an examination and copying under this section is subject to any obligations of the shareholder with respect to the records made available for examination and copying. A written demand will not be for a proper purpose if the corporation reasonably

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	demonstrated by clear and convincing evidence that the specific records are necessary and essential to the purpose. A stockholder demand must describe its proper purpose and the records it seeks with reasonable particularity. A proper purpose is one reasonably related to such person's interest as a stockholder. Information from books and records obtained by a stockholder from a production under Section 220 will be deemed to be incorporated by reference into any complaint filed by or at the direction of a stockholder on the basis of information obtained through a demand for books and records. If a Delaware corporation refuses to permit inspection or does not reply to the demand within five business days after the demand has been made, the stockholder may apply to the Delaware Court of Chancery for an order to compel such inspection. Generally, the stockholder bears the burden of showing that each category of requested records is essential to accomplishment of the stockholder's stated purpose for the inspection. However, when a stockholder seeks to inspect a corporation's list of stockholders or stock ledger, the burden of proof is on the corporation to establish that the inspection is for an improper purpose	determines that the demand is in connection with: (1) an active or pending derivative proceeding in the right of the corporation that is or is expected to be instituted or maintained by the holder or the holder's affiliate; or (2) an active or pending civil lawsuit to which the corporation, or its affiliate, and the holder, or the holder's affiliate, are or are expected to be adversarial named parties. The limitation contained in the preceding sentence does not impair any rights of: (1) the holder or the holder's affiliate to obtain discovery of records from the corporation in: (A) a civil lawsuit; or (B) a derivative proceeding; or (2) the holder to obtain a court order to compel production of records of the corporation for examination by the holder. A court, on the presentation of proof of proper purpose by a beneficial or record holder of shares, may compel the production for examination by the holder, at the holder's cost, of the books and records of account, minutes, share transfer records, and other records, whether in written or other tangible form, of a corporation, regardless of the period during which the holder was a beneficial holder or record holder and regardless of the number of shares held by the person.
Insurance	Under the DGCL, a Delaware corporation is allowed to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the DGCL. The DGCL does not prohibit a Delaware corporation from establishing and maintaining arrangements, other than	Under the TBOC, a Texas enterprise is allowed to purchase or procure or establish and maintain insurance or another arrangement to indemnify or hold harmless an existing or former governing person, delegate, officer, employee, or agent against any liability: (1) asserted against and incurred by the person in that capacity or (2) arising out of the person's status in that capacity. The insurance or other arrangement established may insure or indemnify against the liability described above without regard to whether the enterprise otherwise would have had the power to indemnify the person against that liability under the TBOC. Under the TBOC, for the benefit of persons to be indemnified by the enterprise, an enterprise may, in addition to purchasing

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	insurance, to protect such persons, including a trust fund or surety arrangement.	or procuring or establishing and maintaining insurance or another arrangement: (1) create a trust fund; (2) establish any form of self-insurance, including a contract to indemnify; (3) secure the enterprise's indemnity obligation by grant of a security interest or other lien on the assets of the enterprise; or (4) establish a letter of credit, guaranty, or surety arrangement.
Interested Party Transaction Approvals	The DGCL provides that certain interested party transactions may not be the subject of equitable relief, or give rise to an award of damages, against a director or officer of the corporation if any of the following conditions are satisfied: (1) the material facts as to the director's or officer's relationship or interest and as to the act or transaction are disclosed or are known to all members of the board of directors or a committee of the board of directors, and the board or committee in good faith and without gross negligence authorizes the act or transaction by the affirmative votes of a majority of the disinterested directors then serving on the board of directors or such committee; provided that if a majority of the directors are not disinterested directors with respect to the act or transaction, such act or transaction shall be approved (or recommended for approval) by a committee of the board of directors that consists of 2 or more directors, each of whom the board of directors has determined to be a disinterested director with respect to the act or transaction; (2) the act or transaction is approved or ratified by an informed, uncoerced, affirmative vote of a majority of the votes cast by the disinterested stockholders; or (3) the act or transaction is fair as to the corporation and the corporation's stockholders.	The TBOC provides that an otherwise valid and enforceable contract or transaction between a corporation and (1) one or more directors or officers, or one or more affiliates or associates of one or more directors or officers, of the corporation; or (2) an entity or other organization in which one or more directors or officers, or one or more affiliates or associates of one or more directors or officers, of the corporation: (A) is a managerial official; or (B) has a financial interest is valid and enforceable, and is not void or voidable, notwithstanding such relationship or interest if any one of the following conditions is satisfied: (1) the material facts as to the applicable relationship or interest and as to the contract or transaction are disclosed to or known by: (A) the corporation's board of directors or a committee of the board of directors, and the board of directors or committee in good faith authorizes the contract or transaction by the approval of the majority of the disinterested directors or committee members, regardless of whether the disinterested directors or committee members constitute a quorum; or (B) the shareholders entitled to vote on the authorization of the contract or transaction, and the contract or transaction is specifically approved in good faith by a vote of the shareholders; or (2) the contract or transaction is fair to the corporation when the contract or transaction is authorized, approved, or ratified by the board of directors, a committee of the board of directors, or the shareholders. The TBOC differs from the DGCL's interested party transaction statute in that it expressly provides that if at least one of the above conditions is satisfied, neither the corporation nor any of the corporation's shareholders will have a cause of action

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		against any of the corporation's directors or officers for breach of duty with respect to the making, authorization, or performance of the contract or transaction because the person had an applicable relationship or interest.
Judicial Certification of Committees and Panels	The DGCL does not contain similar provisions.	Under the TBOC, a corporation's board of directors may adopt resolutions that authorize the formation of a committee of independent and disinterested directors to review and approve transactions involving controlling shareholders, directors or officers or for the investigation of a derivative claim and petition a court to make a determination on the independence and disinterestedness of directors on the committee and any future challenges to independence or disinterestedness would require new facts.
Limitation of Liability of Stockholders	Under the DGCL, unless the certificate of incorporation otherwise provides, the stockholders of a corporation shall not be personally liable for the payment of the corporation's debts except as they may be liable by reason of their own conduct or acts.	Under the TBOC, subject to certain exceptions, a shareholder's liability is limited to its contributed capital.
Limitation of Personal Liability of Directors and Officers	Under the DGCL, a Delaware corporation is permitted to adopt a provision in its certificate of incorporation eliminating or limiting the personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, provided that such provision does not eliminate or limit the liability of: (i) a director or officer breaching the duty of loyalty to the corporation or its stockholders; (ii) a director or officer failing to act in good faith, engaging in intentional misconduct or a knowing violation of law; (iii) a director declaring an illegal dividend or approving an illegal stock purchase or redemption; (iv) a director or officer obtaining an improper personal benefit from the corporation; or (v) an officer in any action by or in the right of a Delaware corporation.	Under the TBOC, a corporation is permitted to provide that a director or officer is not liable or is liable only to the extent provided by the certificate of formation, to the corporation or its shareholders for monetary damages for an act or omission by the person in the person's capacity as a director or officer, respectively. The TBOC does not, however, permit any limitation of the liability of a director or officer for: (i) a breach of the duty of loyalty to the corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of the person to the corporation or involves intentional misconduct or a knowing violation of law; (iii) a transaction from which the director or officer obtains an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the person's duties; or (iv) an act or omission for which the liability of a director or officer is expressly provided by an

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		applicable statute (such as wrongful distributions). The TBOC also provides that corporations with securities listed on a national securities exchange and their shareholders would not have a cause of action against a director or officer of the corporation as a result of any act or failure to act, unless: (i) the presumption of the business judgment rule is rebutted; (ii) the director's or officer's act or failure to act constituted a breach of a fiduciary duty; and (iii) such breach involved fraud, intentional misconduct, an ultra vires act, or a knowing violation of law.
Considerations by Directors Permitted by Statute	Except for corporations that have opted to become public benefit corporations, directors of Delaware corporations do not have any express statutory authority to consider other constituencies. Delaware case law provides that fiduciary duties in most circumstances require directors to seek to maximize the value of the corporation for the long-term benefit of the stockholders.	Under the TBOC, in discharging the duties of director under the TBOC or otherwise and in considering the best interests of the corporation, a director is entitled to consider the long-term and short-term interests of the corporation and the shareholders of the corporation, including the possibility that those interests may be best served by the continued independence of the corporation. In discharging the duties of a director or officer under the TBOC or otherwise, a director or officer of a corporation is entitled to consider any social purpose specified in the corporation's certificate of formation. In addition, the TBOC provides that nothing in the applicable section thereof prohibits or limits a director or officer of a corporation that does not have a social purpose specified as a purpose in the corporation's certificate of formation from considering, approving, or taking an action that promotes or has the effect of promoting a social, charitable, or environmental purpose. Texas also has a public benefit corporation statute.
Business Opportunities	Under Delaware law, the corporate opportunity doctrine holds that a corporate officer or director may not generally and unilaterally take a business opportunity for his or her own. Factors to be considered include: (i) whether the corporation is financially able to exploit the opportunity; (ii) if the opportunity is within the corporation's line of business; (iii) whether	Texas law generally follows the Delaware corporate opportunity doctrine. The TBOC permits a Texas entity to renounce, in its certificate of formation or by action of its board of directors, an interest or expectancy of the entity in, or an interest or expectancy of the entity in being offered an opportunity to participate in,

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	the corporation has an interest or expectancy in the opportunity; and (iv) whether by taking the opportunity for his or her own, the corporate fiduciary will thereby be placed in a position inimical to his duties to the corporation. The DGCL permits a Delaware corporation to renounce, in its certificate of incorporation or by action of the board of directors, any interest or expectancy of the corporation in, or being offered an opportunity to participate in, specified business opportunities or specified classes or categories of business opportunities that are presented to the corporation or one or more of its officers, directors or stockholders.	specified business opportunities or a specified class or category of business opportunities presented to the entity or one or more of its managerial officials or owners.
Indemnification of Directors and Officers	Under the DGCL, a Delaware corporation is permitted to indemnify any person who is a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with any threatened, pending or completed action, suit or proceeding, other than an action by or in the right of the corporation, to which such director, officer, employee or agent may be a party or threatened to be made a party, provided such person acted in good faith and in a manner the person reasonably believed was in or not opposed to the best interests of the corporation, and in the case of a criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. In connection with any threatened, pending or completed action by or in the right of the corporation involving a person who is or was a director, officer, employee or agent, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, a Delaware corporation has the power to indemnify such a person who is a party or is threatened to be made a party for expenses (including attorneys' fees)	Under the TBOC, a corporation is required to indemnify a director, former director or delegate against reasonable expenses actually incurred by the person in connection with a proceeding in which the person is a respondent because the person is or was a director or delegate if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding. The TBOC provides that a corporation is required to indemnify an officer to the same extent as directors. Under the TBOC, a court may order a corporation to indemnify a director, former director or delegate to the extent the court determines that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances. Under the TBOC, a corporation is permitted to indemnify a director, former director or delegate who was, is, or is threatened to be made a respondent in a proceeding, against judgments and against expenses (other than a judgment) reasonably and actually incurred by the person in connection with a proceeding if the person: (i) acted in good faith; (ii) reasonably believed, in the case of conduct in the person's official capacity, that the person's conduct was in the corporation's best interests, and in any other case, that the person's conduct was not opposed to the corporation's best interests; and (iii) in the case of a criminal proceeding, did not have a reasonable

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	actually and reasonably incurred in connection with the defense or settlement of such action or suit: (i) if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation; and (ii) if such person is found liable to the corporation, only to the extent the Court of Chancery or the court in which such action or suit was brought determined that in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper. This is not exclusive of any other indemnification rights, which may be granted by a Delaware corporation to its directors, officers, employees or agents. The DGCL also requires a corporation to indemnify its directors and officers against the expenses they actually and reasonably incur in defending against any action, suit or proceeding for which they may be indemnified if they have been successful on the merits or otherwise in the defense.	cause to believe the person's conduct was unlawful. If, however, the person is found liable to the corporation, or is found liable on the basis that he or she received an improper personal benefit, then indemnification under the TBOC is limited to the reimbursement of reasonable expenses actually incurred in connection with the proceeding, and which excludes a judgment, a penalty, a fine, and an excise or similar tax, including an excise tax assessed against the person with respect to an employee benefit plan. Furthermore, no indemnification will be available if the person is found liable for: (i) willful or intentional misconduct in the performance of the person's duty to the corporation; (ii) breach of the person's duty of loyalty owed to the corporation; or (iii) an act or omission not committed in good faith that constitutes a breach of a duty owed by the person to the corporation. A corporation may indemnify or advance expenses to a person who is not a director, including an officer, employee or agent, as provided by: (a) the corporation's governing documents; (b) general or specific action of the corporation's board of directors; (c) resolution of the shareholders; (d) contract; or (e) common law.
Advancement of Expenses	Expenses (including attorneys' fees) incurred by an officer or director of the corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation. A Delaware corporation has the discretion to decide whether or not to advance such defense expenses, unless its certificate of incorporation or bylaws or any agreement provides for mandatory advancement.	A corporation may pay or reimburse reasonable expenses incurred by a present director or officer who was, is, or is threatened to be made a respondent in a proceeding in advance of the final disposition of the proceeding without making the determinations required for permissive indemnification after the corporation receives: (1) a written affirmation by the person of the person's good faith belief that the person has met the standard of conduct necessary for indemnification; and (2) a written undertaking by or on behalf of the person to repay the amount paid or reimbursed if the final determination is that the person has not met that standard or that indemnification is prohibited by the TBOC. Similar to Delaware, such advancement of expenses would be discretionary unless the certificate of formation, the bylaws or

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		an agreement made by the corporation requires the corporation to pay such expenses upon receipt of such an undertaking.
Procedure for Indemnification	Under the DGCL, a determination that indemnification of a director or officer is appropriate generally must be made: (i) by a majority vote of directors who are not party to the proceeding, even though less than a quorum; (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum; (iii) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion; or (iv) by stockholder vote.	Under the TBOC, a determination that indemnification is appropriate generally must be made: (i) by a majority vote of the directors who, at the time of the vote, are disinterested and independent, regardless of whether such directors constitute a quorum; (ii) by a majority vote of a special committee of the board of directors if the committee is designated by a majority vote of the directors who at the time of the vote are disinterested and independent, regardless of whether such directors constitute a quorum, and is composed solely of one or more directors who are disinterested and independent; (iii) by special legal counsel selected by majority vote under (i) or (ii) above; (iv) by the shareholders in a vote that excludes those shares held by directors who, at the time of the vote, are not disinterested and independent; or (v) by a unanimous vote of the shareholders of the corporation.
Persons Covered	Under the DGCL, directors and officers, but not employees and agents, are entitled to mandatory indemnification for expenses incurred when successful on the merits or otherwise in defense of litigation. Other than in that instance, the DGCL provides the same indemnification rights to officers, employees and agents that it provides for directors.	The TBOC generally provides that a corporation may indemnify and advance expenses to a person who is not a director, including an officer, employee or agent, as provided by: (1) the corporation's governing documents; (2) general or specific action of the corporation's board of directors; (3) resolution of the shareholders; (4) contract; or (5) common law. A corporation must indemnify an officer to the same extent that required by the TBOC for a director. A determination of indemnification for a person who is not a director, including an officer, employee, or agent, is not required to be made in accordance with the procedures set out in the relevant sections of the TBOC.
Rights Plans	Delaware has no statutory authorization for stockholder rights plans. Adoption of stockholder rights plans is viewed as a defensive action and is subject to enhanced scrutiny by the Delaware courts, with the burden initially on the board of directors to demonstrate that the adoption of the rights plan is reasonable in response to a reasonably identified threat posed.	Texas case law has generally upheld shareholder rights plans, but indicates that rights plans will be scrutinized for validity at the time of adoption and for continued validity in the face of changing circumstances.

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Selection of Forum	Under the DGCL, a Delaware corporation's certificate of incorporation or bylaws may require, consistent with applicable jurisdictional requirements, that any or all internal corporate claims shall be brought solely and exclusively in any or all of the courts in Delaware, and no provision of a Delaware corporation's certificate of incorporation or bylaws may prohibit bringing such claims in the courts of Delaware. "Internal corporate claims" means claims, including claims in the right of the corporation, (i) that are based upon a violation of a duty by a current or former director or officer or stockholder in such capacity; or (ii) as to which the DGCL confers jurisdiction upon the Delaware Court of Chancery. The DGCL also provides that the certificate of incorporation and bylaws may require stockholders, when acting in their capacity as stockholders or in the right of the corporation, to bring intra-corporate claims (which are generally those that are not internal corporate claims but relate to the business of the corporation, the conduct of its affairs or the rights or power of stockholders, directors or officers) in one or more prescribed forums or venues, provided the provision allows a stockholder to bring such claims in at least one court in Delaware that has jurisdiction over such claims. As the DGCL expressly provides that no provision of the certificate of incorporation or bylaws may prohibit internal corporate claims from being brought in the courts in Delaware and that a provision of the certificate of incorporation or bylaws selecting a forum for intra-corporate claims must allow a stockholder to bring intra-corporate claims in at least one court in Delaware, a Delaware corporation may not through a provision of its certificate of incorporation mandate that internal corporate claims or intra-corporate claims, including any such claims arising under the federal securities laws, be brought exclusively in a court other than one or more of the courts in Delaware or be resolved exclusively through arbitration.	Under the TBOC, the governing documents of a Texas entity may require, consistent with applicable state and federal jurisdictional requirements, that any internal entity claims shall be brought only in a court in Texas and that one or more courts in Texas having jurisdiction must serve as the exclusive forum and venue for any internal entity claims. The TBOC does not address exclusive forum provisions in the certificate of formation or bylaws that are applicable to claims other than internal entity claims. "Internal entity claim" means a claim of any nature, including a derivative claim in the right of an entity, that is based on, arises from, or relates to the internal affairs of the entity. Internal affairs include the rights, powers, and duties of the entity's governing persons, officers, owners, and members, and matters relating to the entity's membership or ownership interests.

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	The DGCL also provides that the certificate of incorporation and bylaws may not impose liability on a stockholder for the attorneys' fees of the corporation or any other party in connection with internal corporate claims or intra-corporate claims.	
Pre-Suit Demand in Derivative Suits	Under Delaware court rules and case law, in order for a stockholder to commence a derivative action on behalf of the corporation, the stockholder must: (1) make a demand on the company's board of directors; or (2) show that demand would be futile. Demand will be deemed futile if at least half the members of the board: (1) received a material personal benefit from the alleged misconduct that is the subject of the litigation demand; (2) faces a substantial likelihood of liability on any of the claims that would be the subject of the litigation demand; and (3) lacks independence from someone who received a material personal benefit from the alleged misconduct that would be the subject of the litigation demand or who would face a substantial likelihood of liability on any of the claims that are the subject of the litigation demand.	Texas is a universal demand jurisdiction. Under the TBOC, the focus is on harm to the corporation rather than the Delaware standard of futility. A shareholder may not institute a derivative proceeding until the 91st day after the date a written demand is filed with the corporation stating with particularity the act, omission, or other matter that is the subject of the claim or challenge and requesting that the corporation take suitable action. The waiting period is not required or, if applicable, shall terminate if: (1) the shareholder has been notified that the demand has been rejected by the corporation; (2) the corporation is suffering irreparable injury; or (3) irreparable injury to the corporation would result by waiting for the expiration of the 90-day period.
Stock Ownership Requirement for Derivative Suits	Under the DGCL, subject to limited exceptions, a stockholder may not institute or maintain a derivative suit unless the plaintiff was a stockholder of the corporation at the time of the transaction of which such stockholder complains or that such stockholder's stock thereafter devolved upon such stockholder by operation of law.	Under the TBOC, a shareholder may not institute or maintain a derivative proceeding unless: (1) the shareholder was a shareholder of the corporation at the time of the transaction in question, or became a shareholder by operation of law originating from a person that was a shareholder at the time of the transaction in question; and (2) the shareholder fairly and adequately represents the interests of the corporation in enforcing the right of the corporation. The TBOC allows corporations with shares of common stock listed on a national securities exchange and corporations with over 500 shareholders that have elected to be governed by Section 21.419 of the TBOC to adopt in their certificate of formation or bylaws an ownership threshold of up to 3% of outstanding shares that must be satisfied before a derivative claim may be initiated.
Jury Trials & Waiver	Jury trials are not available in the Delaware Court of Chancery, which is the Court in which stockholder suits relating to the	Under Texas law, in civil cases, a party generally has a right to a jury trial to determine questions of fact if the party

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	internal affairs of a Delaware corporation are typically filed.	timely demands a jury and pays the jury fee. Under the TBOC, a Texas corporation may provide in its bylaws or certificate of formation for the waiver of any right to a trial by jury.
Dissent and Appraisal Rights	Under the DGCL, a stockholder of a corporation that is a constituent in a merger, consolidation, conversion, domestication, transfer, or continuance may, under certain circumstances, be entitled to appraisal rights pursuant to which the stockholder may receive cash in the amount of the fair market value of their shares as determined by the Delaware Court of Chancery. Under the DGCL, stockholders have no appraisal rights in the event of a merger, consolidation, conversion, domestication, transfer or continuance if (i) prior to the effective time of the transaction the stock of the corporation is listed on a national securities exchange or is held of record by more than 2,000 stockholders, and (ii) in the merger, consolidation conversion, domestication, transfer or continuance they receive solely shares of stock of the surviving corporation or entity or of any other corporation which shares at the effective date of the merger or consolidation will be either listed on a national securities exchange or held of record by more than 2,000 stockholders.	Under the TBOC, except for the limited classes of mergers, consolidations, sales and asset dispositions for which no shareholder approval is required under Texas law, shareholders of Texas corporations with voting rights have dissenters' rights in the event of a merger, consolidation, interest exchange, conversion, sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the corporation. However, a shareholder of a Texas corporation has no dissenters' rights with respect to any plan of merger or conversion in which there is a single surviving or new domestic or foreign corporation, or with respect to any plan of exchange if: (1) the ownership interest, or a depository receipt in respect of the ownership interest, held by the owner is part of a class or series of ownership interests, or depository receipts in respect of ownership interests, that are, on the record date set for purposes of determining which owners are entitled to vote on the plan of merger, conversion, or exchange, as appropriate: (A) listed on a national securities exchange; or (B) held of record by at least 2,000 owners; (2) the owner is not required by the terms of the plan of merger, conversion, or exchange, as appropriate, to accept for the owner's ownership interest any consideration that is different from the consideration to be provided to any other holder of an ownership interest of the same class or series as the ownership interest held by the owner, other than cash instead of fractional shares or interests the owner would otherwise be entitled to receive; and (3) the owner is not required by the terms of the plan of merger, conversion, or exchange, as appropriate, to accept for the owner's ownership interest any consideration other than: (A) ownership interests, or depository receipts in respect of ownership interests, of another entity of the same general organizational type that,

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		immediately after the effective date of the merger, conversion, or exchange, as appropriate, will be part of a class or series of ownership interests, or depository receipts in respect of ownership interests, that are: (i) listed on a national securities exchange or authorized for listing on the exchange on official notice of issuance; or (ii) held of record by at least 2,000 owners; (B) cash instead of fractional ownership interests the owner would otherwise be entitled to receive; or (C) any combination of the ownership interests and cash above. Under the TBOC, an owner of an ownership interest in a Texas domestic entity subject to dissenters' rights is entitled to dissent from an amendment to a Texas for-profit corporation's certificate of formation to add required provisions to elect to be a public benefit corporation or delete required provisions, which in effect cancels the corporation's election to be a public benefit corporation if the owner owns shares that were entitled to vote on the amendment; except if the shares held by the owner are part of a class or series of shares listed on a national securities exchange; or held of record by at least 2,000 owners.
Stock Ownership Thresholds for Shareholder Proposals	The DGCL does not expressly provide for the inclusion of provisions in the certificate of incorporation or bylaws that require stockholders to hold a minimum number of shares of such corporation to submit a proposal on a matter to the stockholders for approval at a stockholder meeting.	The TBOC permits a "nationally listed corporation" (as defined in the TBOC and described below), in its certificate of formation or its bylaws, to impose stock ownership requirements on shareholders to be eligible to submit a proposal on a matter (other than director nominations and procedural resolutions ancillary to the conduct of a shareholder meeting) to the shareholders of such corporation for approval at a shareholder meeting. If a corporation elects to be governed by the applicable provision of the TBOC, a shareholder or group of shareholders may submit a proposal on a matter for approval at a meeting of shareholders only if such shareholder or group of shareholders holds an amount of shares entitled to vote at such meeting equal to at least $1 million in market value or 3% of the total number of shares to vote at such meeting, has held such amount for a continuous period of at least six months before the date of the meeting, holds such amount throughout the meeting and solicits the holders of

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		shares representing at least 67% of the voting power of shares entitled to vote on the proposal at the shareholder meeting. A corporation seeking to adopt an amendment imposing such stock ownership requirements for shareholder proposals must provide notice to shareholders of the proposed adoption in any proxy statement provided to shareholders preceding the amendment's adoption and include in any proxy statement provided to shareholders specific information about the process by which a shareholder or group of shareholders may submit a proposal on a matter requiring shareholder approval, including information for how shareholders may contact other shareholders for the purpose of satisfying the ownership requirements under such amendment. Under the TBOC, "nationally listed corporation" means a corporation with a class of equity securities registered under Section 12(b) of the Exchange Act, that is admitted to listing on a national securities exchange and either (i) has its principal office in the State of Texas or (ii) is admitted to listing on a stock exchange that (a) has its principal office in the State of Texas and (b) has received approval by the securities commissioner of the State of Texas.
Independence of Corporate Statute	The DGCL does not contain a provision similar to the TBOC.	The TBOC prohibits the plain meaning of the statutes under the TBOC from being supplanted, contravened, or modified by the laws or judicial decisions of any other jurisdiction.
Flexibility for Decisions, Including Takeovers	In a sale of control, directors have been held to owe a duty to secure the best transaction reasonably available to stockholders, which has been construed to require the directors to focus on securing the transaction yielding the greatest value, regardless of its effect on other corporate constituencies.	Texas law emphasizes that directors must act in good faith, with due care, and in the best interests of the corporation and its shareholders and the duty to maximize shareholder value in change of control situations is not among the fiduciary duties expressly required under Texas case law
Fiduciary Duties and Business Judgment	Under Delaware law, directors owe fiduciary duties of care and loyalty to the corporation and its stockholders. Actions of the board are generally entitled to the presumption of the business judgment rule, which is a presumption that the directors acted in good faith, on a fully	Texas, like most jurisdictions, requires that directors and officers of Texas corporations exercise their powers in good faith and with a view to the interests of the corporation. In Texas, fiduciary duties are generally developed by case law. Directors and officers owe fiduciary duties of loyalty,

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	informed basis and in the best interests of the corporation and its stockholders. The business judgment rule has not been codified in Delaware but is instead a common law presumption that generally may be rebutted through a showing that a decision was not approved by a majority of disinterested and independent directors. In addition, the business judgment rule may not apply with respect to certain other transactions in which a controlling stockholder or control group has interests that are different from or in addition to the interests of the corporation and its stockholders generally.	care and obedience (i.e., duty to follow the law) to the corporation. A director can rely (unless the director knows reliance is unwarranted) in good faith and with ordinary care on information, opinions, reports, including financial statements and other financial data, concerning a domestic entity or another person prepared or presented by: officers, employees, legal counsel, certified public accountants, investment bankers, a person reasonably believed to have professional expertise in the matter and board members of a committee of which the director is not a member.
	Under Delaware law, members of the board of directors or any committee designated by the board of directors are similarly entitled to rely in good faith upon the records of the corporation and upon such information, opinions, reports and statements presented to the corporation by corporate officers, employees, committees of the board of directors or other persons as to matters such member reasonably believes are within such other person's professional or expert competence, provided that such other person has been selected with reasonable care by or on behalf of the corporation. Such appropriate reliance on records and other information protects directors from liability related to decisions made based on such records and other information.	Texas has codified the business judgment rule, providing statutory protection of corporate directors and officers from liability for decisions made in good faith and with due care, provided they are not self-dealing and do not involve fraud. The statute imposes pleading requirements on those seeking to challenge actions taken by management, it mandates that no cause of action may be brought against such a corporation's directors or officers based on any alleged act or omission unless the claimant proves that the act or omission constituted a breach of the person's fiduciary duties involving fraud, intentional misconduct, an ultra vires act, or a knowing violation of law. It further requires that the claimant plead with particularity the circumstances constituting the fraud, intentional misconduct, ultra vires act, or knowing violation of law. In addition, all directors and officers are entitled to a presumption that their actions or omissions on behalf of the corporation were made in good faith, on an informed basis, in furtherance of the interests of the corporation, and in obedience to the law and the corporation's governing documents.
	Although Delaware law does not codify the business judgment rule, Section 144 of the DGCL sets forth procedures regarding the approval of transactions in which directors, officers, controlling stockholders or members of a control group may have a material interest that, if followed, generally immunize the transaction from legal challenges based on a breach of fiduciary duty.	

What Doesn't Change After the Texas Redomestication?

Apart from being governed by the Texas Charter, Texas Bylaws and the TBOC, following completion of the Texas Redomestication, the Company will continue to exist in the form of a Texas corporation. By virtue of the Texas Redomestication, the Texas Corporation will be a continuation of the Delaware Corporation and all of the rights, privileges, and powers of the Delaware Corporation, and all property, real, personal, and mixed, and all debts due to the Delaware Corporation, as well as all other things and causes of action belonging to the Delaware Corporation, will remain vested in the Texas Corporation and will be the property of the Texas Corporation, and the title to any real property vested by deed or otherwise in the Delaware Corporation will not revert or be in any way impaired by reason

of the Texas Redomestication, but all rights of creditors and all liens upon any property of the Delaware Corporation will be preserved unimpaired. In addition, all debts, liabilities, and duties of the Delaware Corporation will remain attached to the Texas Corporation and may be enforced against the Texas Corporation to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as the Texas Corporation. The rights, privileges, powers and interest in property of the Delaware Corporation, as well as the debts, liabilities and duties of the Delaware Corporation, will not be deemed, as a consequence of the Texas Redomestication, to have been transferred to the Texas Corporation for any purpose of the laws of the State of Delaware.

The conversion of the Delaware Corporation into the Texas Corporation and the resulting cessation of the Company's existence as a corporation of Delaware will not affect any obligations or liabilities of the Company incurred prior to the conversion or the personal liability of any person incurred prior to the conversion, nor will it affect the choice of law applicable to the Company with respect to matters arising prior to the conversion.

No Change in Business, Jobs or Physical Location

The Texas Redomestication will not result in any change in business, jobs, management, number of employees, obligations, assets, liabilities or net worth (other than as a result of the costs related to the Texas Redomestication). We intend to maintain our corporate headquarters at its current location in Bellingham, Washington.

Our management, including all directors and officers, will remain the same in connection with the Texas Redomestication and will have identical positions with the Texas Corporation after the Texas Redomestication. To the extent that the Texas Redomestication will require the consent or waiver of a third party, the Company will use commercially reasonable effects to obtain such consent or waiver before completing the Texas Redomestication. The Company does not expect that any such required consent will impede its ability to redomesticate to Texas. The Texas Redomestication will not otherwise adversely affect any of the Company's material contracts with any third parties and the Company's rights and obligations under such material contractual arrangements will continue as rights and obligations of the Texas Corporation.

No Stock Exchange Listing, Securities Act, or Exchange Act Consequences

We will continue to be a publicly held company following completion of the Texas Redomestication, and our common stock will continue to be listed on The Nasdaq Global Select Market. We will continue to file required periodic reports and other documents with the SEC. We do not expect there to be any interruption in the trading of our common stock as a result of the Texas Redomestication. We and our shareholders will be in the same respective positions under the federal securities laws after the Texas Redomestication as we and our stockholders were prior to the Texas Redomestication.

No Material Accounting Implications

Effecting the Texas Redomestication will not have any material adverse accounting implications for the Company.

No Exchange of Stock Certificates Required

Stockholders will not have to exchange their existing stock certificates for new stock certificates. At the Effective Time, each outstanding share of Delaware Corporation Common Stock will automatically be converted into one share of Texas Corporation Common Stock, and your stock certificates will represent the same number of shares of the Texas Corporation as they represented of the Delaware Corporation. If you hold physical stock certificates, you do not have to exchange your existing stock certificates of the Company for stock certificates of the Texas Corporation; however, after the Texas Redomestication, any shareholder desiring a new stock certificate may submit the existing stock certificate to Broadridge, the Company's transfer agent, for cancellation and obtain a new certificate by contacting Broadridge Shareholder Service, c/o Broadridge Corporate Issuer Solutions, by mail to 1155 Long Island Avenue, Edgewood, NY 11717 - 8309, ATTN: IWS, or by phone to (i) toll - free: 800 - 586 - 1585, or (ii) toll: 303 - 562 - 9692.

All of the Company's obligations under the Delaware Corporation's equity compensation plans will be obligations of the Texas Corporation. Each outstanding option to purchase shares of Delaware Corporation Common Stock under

these plans will be converted into an option to purchase an equal number of shares of the Texas Corporation Common Stock on the same terms and conditions as in effect immediately prior to the Texas Redomestication. Each other stock award will be converted to an equivalent award with the same terms issued by the Texas Corporation.

Certain Federal Income Tax Consequences

We believe that for federal income tax purposes no gain or loss will be recognized by the Company, the Texas Corporation, or the stockholders of the Company who receive the Texas Corporation Common Stock for their Delaware Corporation Common Stock in connection with the Texas Redomestication. The aggregate tax basis of the Texas Corporation Common Stock received by a stockholder of the Company as a result of the Texas Redomestication will be the same as the aggregate tax basis of the Delaware Corporation Common Stock converted into that Texas Corporation Common Stock held by that stockholder as a capital asset at the time of the Texas Redomestication. Each stockholder's holding period of the Texas Corporation Common Stock received in the Texas Redomestication will include the holding period of the common stock converted into that Texas Corporation Common Stock, provided the shares are held by such stockholder as a capital asset at the time of the Texas Redomestication.

This Proxy Statement only discusses U.S. federal income tax consequences and has done so only for general information. It does not address all of the U.S. federal income tax consequences that may be relevant to particular stockholders based upon individual circumstances or to stockholders who are subject to special rules, such as financial institutions, tax-exempt organizations, insurance companies, dealers in securities, stockholders who hold their stock through a partnership or as part of a straddle or other derivative arrangement, foreign holders or holders who acquired their shares as compensation, whether through employee stock options or otherwise. This Proxy Statement does not address the tax consequences under state, local or foreign laws. State, local or foreign income tax consequences to stockholders may vary from the federal income tax consequences described above, and stockholders are urged to consult their own tax advisors as to the consequences to them of the Texas Redomestication under all applicable tax laws.

This discussion is based on the U.S. Internal Revenue Code (the "Tax Code"), applicable Treasury Regulations, judicial authority and administrative rulings and practice, all in effect as of the date of this Proxy Statement, all of which are subject to differing interpretations and change, possibly with retroactive effect. The Company has neither requested nor received a tax opinion from legal counsel or rulings from the Internal Revenue Service regarding the consequences of the Texas Redomestication. There can be no assurance that future legislation, regulations, administrative rulings or court decisions would not alter the consequences discussed above.

You should consult your own tax advisor to determine the particular tax consequences to you of the Texas Redomestication, including the applicability and effect of U.S. federal, state, local, foreign and other tax laws.

Additional Information

Regulatory Matters

In connection with the Texas Redomestication, the Company intends to make filings with the Secretary of State of Texas and the Secretary of State of Delaware, and does not anticipate making any other filings to effect the Texas Redomestication. Nonetheless, we may face legal challenges to the Texas Redomestication, including, among others, stockholder challenges under Delaware law, arising from the Texas Redomestication.

No Appraisal Rights

Under the DGCL, holders of our common stock are not entitled to appraisal rights with respect to the Texas Redomestication described in this proposal. We have no holders of preferred stock.

Interest of Certain Persons

The Special Committee has found that the corporate laws of the state of Delaware and the state of Texas are substantially equivalent, at least on net (i.e., balancing relevant considerations against one another) and as relevant

to the Company. The Special Committee expressly considered whether incorporating in Texas would convey any non-ratable benefits on any of the Company's directors or officers. Its process did not identify any such non-ratable benefits. However, others may allege, and stockholders should be aware in voting on the Texas Redomestication Proposal, that our directors and executive officers may be considered to have interests in the transaction that are different from, or in addition to, the interests of the stockholders generally to the extent that it might afford them greater statutory protections or limitations on liability under Texas law for acts in their capacities as directors, officers or stockholders occurring after the Texas Redomestication. The Special Committee and the Board have considered these interests, among other matters, in reaching the Special Committee's decision to recommend the Texas Redomestication and the Board's decision to approve the Texas Redomestication and to recommend that our stockholders vote in favor of this proposal.

Legal Proceedings

From time to time, the Company may become subject to various legal proceedings and claims that arise in the ordinary course of its business activities. As of the date of this Proxy Statement, the Company is not currently a party to any claim or litigation, the outcome of which, if determined adversely to it, would individually or in the aggregate be reasonably expected to have a material adverse effect on its business. Regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources and other factors.

Anti-Takeover Implications of the Texas Redomestication

The Texas Redomestication is not being effected to prevent a change in control of Company, nor is it in response to any present attempt known to the Board to acquire control of the Company or obtain representation on the Board. Nevertheless, certain effects of the Texas Redomestication may be considered to have anti-takeover implications by virtue of our being subject to Texas law following the Texas Redomestication Effective Time.

Disclosure of Committee Advisors

In order to assist the Special Committee in its work, the Company retained multiple advisors, including the following advisors: (i) Gibson, Dunn & Crutcher, as Texas counsel, (ii) Hirschler Fleischer, as Delaware counsel, and (iii) K&L Gates LLP, as general corporate counsel.

Conclusion

After careful review of all of the factors, taken together, the Special Committee and the Board believe that the Texas Redomestication is in the best interests of the Company and all of its stockholders, and the Board recommends that stockholders vote "FOR" the Texas Redomestication.

Effect of Not Obtaining the Required Vote for Approval

If the Texas Redomestication Proposal fails to obtain the requisite vote for approval, the Texas Redomestication will not be consummated, and the Company's domicile will be unchanged by this vote.

OTHER MATTERS

Report of the Audit Committee of the Board of Directors

The Audit Committee is comprised solely of independent directors meeting the applicable requirements of the Nasdaq rules. The Audit Committee reviews the Company's financial reporting process on behalf of the Board. Management has the primary responsibility for establishing and maintaining adequate internal control over financial reporting, for preparing the financial statements, and for the reporting process. The Audit Committee members do not serve as professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of management and the independent registered public accounting firm. The Company's independent auditor is engaged to audit and report on the conformity of the Company's financial statements to accounting principles generally accepted in the United States and the effectiveness of the Company's internal control over financial reporting.

Consistent with its monitoring and oversight responsibilities, the Audit Committee reviewed and discussed with management and the independent auditor the audited financial statements for the year ended December 31, 2025 (the "Audited Financial Statements"), management's assessment of the effectiveness of the Company's internal control over financial reporting, and the independent auditor's evaluation of the Company's system of internal control over financial reporting. The Audit Committee has discussed with Deloitte, the Company's independent auditor, the matters required to be discussed by Public Company Accounting Oversight Board ("PCAOB") Auditing Standard 1301, *Communications with Audit Committees*. In addition, the Audit Committee has received the written disclosures and the letter from the independent auditors required by applicable requirements of the PCAOB regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with the independent auditor the auditors' independence.

Based upon the reviews and discussions referred to above, the Audit Committee recommended to the Board that the Audited Financial Statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, for filing with the Securities and Exchange Commission.

Respectfully submitted,

Randall Miles, Chair
Dan Cahir
Peggie Pelosi

The information contained in this Report of the Audit Committee shall not be deemed to be "soliciting material," "filed" with the SEC, subject to Regulations 14A or 14C of the Exchange Act, or subject to the liabilities of Section 18 of the Exchange Act. No portion of this Report of the Audit Committee shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that we specifically incorporate this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.

Beneficial Ownership of Common Stock

The following table provides certain information regarding the ownership of our common stock, as of January 31, 2026 (except as otherwise indicated) by each person known to us to own more than 5% of our outstanding common stock; each of our named executive officers; each of our directors; and all of our executive officers and directors as a group.

The number of shares of common stock beneficially owned by each person is determined under the rules of the SEC. Under these rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares that the individual has the right to acquire by April 1, 2026 (sixty days after January 31, 2026) through the exercise or conversion of a security or other right. Unless otherwise indicated, each person has sole investment and voting power, or shares such power with a family member, with respect to the shares set forth in the following table. The inclusion in this table of any shares deemed beneficially owned does not constitute an admission of beneficial ownership of those shares for any other purpose. Unless otherwise noted below, the address of each person listed on the table is c/o eXp World Holdings, Inc., 2219 Rimland Drive, Suite 301, Bellingham, WA 98226.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[1]	Percentage of Class[2]
	More than 5% stockholders:		
Common Stock	Penny L Sanford TTEE Gratitude 2022 Trust	26,731,114	16.51 %
Common Stock	The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	14,113,222 [3]	8.72 %
Common Stock	BlackRock, Inc. 50 Hudson Yards New York, NY 10001	12,349,144 [4]	7.63 %
	Directors and named executive officers:		
Common Stock	Glenn Sanford	41,663,780 [5]	25.74 %
Common Stock	Randall Miles	571,714 [6]	*
Common Stock	Dan Cahir	188,920 [7]	*
Common Stock	Monica Weakley	23,462 [8]	*
Common Stock	Peggie Pelosi	36,876 [9]	*
Common Stock	Fred Reichheld	20,886 [10]	*
Common Stock	Jesse Hill	47,389 [11]	*
Common Stock	James Bramble	161,125 [12]	*
Common Stock	Leo Pareja	280,947 [13]	*
Common Stock	Wendy Forsythe	53,254 [14]	*
Common Stock	All executive officers and directors as a group (10 persons)	43,048,353 [15]	26.59 %

* - Less than one percent.

(1) Except as otherwise indicated, we believe that the beneficial owners of the common stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities.

(2) Percentage of ownership is based on 161,893,096 shares of our common stock issued and outstanding as of January 31, 2026. Common stock subject to options or warrants exercisable within 60 days of January 31, 2026 are deemed outstanding for purposes of computing the percentage ownership of the person holding such option or warrants, but are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(3) Represents shares of the Company's common stock beneficially owned as of December 31, 2025, based on a Schedule 13G/A filed with the SEC on January 30, 2026, by The Vanguard Group. The Vanguard Group lists its address as 100 Vanguard Blvd., Malvern, PA 19355, and indicates that it has shared voting power with respect to 745,438 shares of the Company's common stock and shared dispositive power with respect to 14,113,222 shares of the Company's common stock.

(4) Represents shares of the Company's common stock beneficially owned as of December 31, 2023, based on a Schedule 13G filed with the SEC on January 24 2024, by BlackRock, Inc. BlackRock, Inc. lists its address as 50 Hudson Yards, New York, NY 10001, and indicates that it has sole voting power with respect to 12,052,396 shares of the Company's common stock and sole dispositive power with respect to 12,349,144 shares of the Company's common stock.

(5) Includes 39,578,400 shares of our common stock, stock options to acquire 1,849,327 shares of our common stock within 60 days of January 31, 2026, and 236,053 shares of our common stock owned by Deborah Biery.

(6) Includes 487,190 shares of our common stock and stock options to acquire 84,524 shares of our common stock exercisable within 60 days of January 31, 2026.

(7) Includes stock options to acquire 188,920 shares of our common stock exercisable within 60 days of January 31, 2026.

(8) Includes 9,728 shares of our common stock and stock options to acquire 13,734 shares of our common stock exercisable within 60 days of January 31, 2026.

(9) Includes stock options to acquire 36,876 shares of our common stock exercisable within 60 days of January 31, 2026.

(10) Includes stock options to acquire 20,886 shares of our common stock exercisable within 60 days of January 31, 2026.

(11) Includes 3,702 shares of our common stock and stock options to acquire 42,526 shares of our common stock exercisable and 1,161 shares of common stock issuable upon vesting of restricted stock units within 60 days of January 31, 2026.

(12) Includes stock options to acquire 161,125 shares of our common stock exercisable within 60 days of January 31, 2026.

(13) Includes 34,684 shares of our common stock and stock options to acquire 246,263 shares of our common stock exercisable within 60 days of January 31, 2026.

(14) Includes 7,217 shares of our common stock and stock options to acquire 43,750 shares of our common stock exercisable and 2,287 shares of common stock issuable upon vesting of restricted stock units within 60 days of January 31, 2026.

(15) Includes beneficial ownership of the directors and executive officers listed above.

Equity Compensation Plan Information

The following table summarizes certain information regarding our equity compensation plans as of December 31, 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)[1]	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	[2] 14,732,826 [3]	$ 12.72	128,856,032 [4]
Equity compensation plans not approved by security holders			
Total	14,732,826	$ 12.72	128,856,032

[1] Does not include shares issuable upon vesting of outstanding restricted stock unit awards, which have no exercise price and are included in column (a).

[2] The 2024 Equity Incentive Plan provides for an automatic increase in the number of shares reserved for issuance thereunder on January 1 of each year, commencing on January 1, 2024, and ending on (and including) January 1, 2034, in an amount equal to the lesser of (i) 3% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, or (ii) such number of shares of Common Stock as determined by the Board.

[3] Includes 7,838,402 shares under the 2015 Equity Incentive Plan and 6,894,424 shares under the 2024 Equity Incentive Plan.

[4] Includes shares under the 2024 Equity Incentive Plan.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who owned more than 10% of the Company's common stock (collectively, "Reporting Persons") to file reports of ownership and changes in ownership of common stock and other securities of the Company on Forms 3, 4 and 5 with the SEC. Reporting Persons were required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they filed.

Based solely on review of reports received by the Company or written representations from the Reporting Persons, the Company believes that with respect to the fiscal year ended December 31, 2025, all Reporting Persons complied with all applicable Section 16(a) filings, except as previously disclosed in the Company's Definitive Proxy Statement filed with the SEC on March 10, 2025.

Questions and Answers about the Annual Meeting

When and where will the Annual Meeting be held?

This year, the Annual Meeting of Stockholders of eXp World Holdings, Inc., which we refer to as the "Annual Meeting," will be held virtually at www.virtualshareholdermeeting.com/EXPI2026, beginning at 12:00 p.m., Eastern Time, on April 24, 2026.

Who may join the Annual Meeting?

Virtual attendance at the Annual Meeting will be available to the general public, but voting shares will be limited to stockholders, stockholder representatives, and proxy holders.

What materials have been prepared for stockholders in connection with the Annual Meeting?

We are furnishing you and other stockholders of record with this Proxy Statement for the 2026 Annual Meeting in connection with the solicitation of proxies by our Board of Directors, which includes a letter from our Chief Executive Officer to stockholders, a Notice of 2026 Annual Meeting of Stockholders, a proxy card for the Annual Meeting and, if you received printed copies of the proxy materials, a pre-addressed envelope to be used to return the completed proxy card, as well as our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. Except for the Form 10-K, these proxy materials were first made available on the Internet on or about March 9, 2026.

We filed our Annual Report on Form 10-K for the year ended December 31, 2025 with the SEC on February 24, 2026. It is available free of charge at the SEC's web site at www.sec.gov. Upon written request by a stockholder, we will mail without charge a copy of our Annual Report on Form 10-K. All requests should be directed in writing to:

eXp World Holdings, Inc.
Attention: Corporate Secretary
2219 Rimland Drive, Suite 301
Bellingham, Washington 98226

with a copy via email to: investors@expworldholdings.com.

What is a proxy?

The term "proxy," when used with respect to stockholder, refers to either a person or persons legally authorized to act on the stockholder's behalf or a format that allows the stockholder to vote without being present at the Annual Meeting.

Because it is important that as many stockholders as possible be represented at the Annual Meeting, the Board is asking that you review this Proxy Statement carefully and then vote by following the instructions set forth on the proxy card. In voting prior to the Annual Meeting, you will deliver your proxy to Glenn Sanford and Jesse Hill, which means you will authorize Messrs. Sanford and Hill to vote your shares at the Annual Meeting in the way you instruct. All shares represented by valid proxies will be voted in accordance with the stockholder's specific instructions.

What matters will the stockholders vote on at the Annual Meeting?

Proposal 1 - The election of the Board's six nominees for director: Glenn Sanford, Randall Miles, Dan Cahir, Monica Weakley, Peggie Pelosi, and Fred Reichheld, each to serve until the next Annual Meeting or, in each case, until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

Proposal 2 – To ratify the appointment of Deloitte & Touche LLP as our independent auditor for the fiscal year ending December 31, 2026.

Proposal 3 – To conduct an advisory vote on our 2025 named executive officer compensation as disclosed in this Proxy Statement.

Proposal 4 – To conduct a vote on whether to redomesticate eXp World Holdings, Inc. from Delaware to Texas, by conversion.

Who can vote at the Annual Meeting?

Stockholders of record of common stock as of the close of business on February 27, 2026, the record date, will be entitled to vote at the Annual Meeting. As of the record date, there were outstanding a total of 206,004,197 shares of common stock issued, of which 46,735,783 were held in treasury. As a result, there are 159,268,414 outstanding shares of common stock entitled to vote on each proposal, with each share entitled to one vote on each proposal. The shares outstanding do not include shares held as treasury stock which are not entitled to vote at the Annual Meeting.

What is a stockholder of record?

A stockholder of record is a stockholder whose ownership of our common stock is reflected directly on the books and records of our transfer agent, Broadridge. As described below, if

you are not a stockholder of record, you will not be able to vote your shares unless you have a proxy from the stockholder of record authorizing you to vote your shares.

What does it mean for a broker or other nominee to hold shares in "street name"?

If you beneficially own shares held in an account with a broker, bank or other nominee, that nominee is the stockholder of record and is considered to hold those shares in "street name." A nominee that holds your beneficially owned shares in street name will vote in accordance with the instructions you provide. If you do not provide the nominee with specific voting instructions with respect to a proposal, the nominee's authority to vote your shares will, under applicable rules, depend upon whether the proposal is considered a "routine" or a non-routine matter.

The nominee generally may vote your beneficially owned shares on routine items for which you have not provided voting instructions to the nominee. The ratification of the appointment of our independent auditor for 2026 (Proposal 2) is considered a routine matter under applicable rules.

The nominee generally may not vote on non-routine matters, including Proposal 1, Proposal 3, and Proposal 4. Instead, it will inform the inspector of election that it does not have the authority to vote on those matters. This is referred to as a "broker non-vote."

For the purpose of determining a quorum, we will treat as present at the Annual Meeting any proxies that are voted on any of the four proposals to be acted upon by the stockholders, including abstentions or proxies containing broker non-votes.

How do I vote my shares if I do not attend the Annual Meeting?

If you are a stockholder of record, you may vote prior to the Annual Meeting as follows:

- **Via the Internet:** You may vote via the Internet by going to proxyvote.com, in accordance with the voting instructions on the proxy card. Internet voting is available 24 hours a day until 11:59 p.m., Eastern Time, on April 23, 2026. You will be given the opportunity to confirm that your instructions have been recorded properly.

- **By Mail**: You may vote by returning the completed and signed proxy card in a postage-paid return envelope that was provided with the proxy card, if you request a copy by mail.

If you hold shares in street name, meaning that you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a notice containing voting instructions from that nominee rather than from us. Please follow the voting instructions in the notice to ensure that your vote is counted. To vote at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with the proxy materials, or contact your broker or bank to request a proxy form.

Can I vote at the Annual Meeting?

If you are a stockholder of record, you may vote at the Annual Meeting, whether or not you previously voted, by visiting *www.virtualshareholdermeeting.com/EXPI2026* during the Annual Meeting and entering the 16-digit control number included on your proxy card.

May I change my vote or revoke my proxy?

If you are a stockholder of record and previously delivered a proxy, you may subsequently change or revoke your proxy at any time before it is exercised by:

- voting before the Annual Meeting at proxyvote.com;
- voting during the Annual Meeting at *www.virtualshareholdermeeting.com/EXPI2026*; or
- submitting a completed and signed proxy card, with a later date, before voting at the Annual Meeting is completed.

If you are a beneficial owner of shares held in street name, you should contact your bank, broker or other nominee for instructions as to whether, and how, you can change or revoke your proxy.

What happens if I do not give specific voting instructions?

If you are a stockholder of record and you return a proxy card without giving specific voting instructions, the proxy holders will vote your shares in the manner recommended by the Board on all four proposals presented in this Proxy Statement and as they may determine in their discretion on any other matters properly presented for a vote at the Annual Meeting.

If you are a beneficial owner of shares held in street name and do not provide specific voting instructions to the broker, bank or other nominee that is the stockholder of record of your shares, the nominee generally may vote on routine, but not non-routine, matters. The ratification of the appointment of our independent auditor for 2026 (Proposal 2) is considered a routine matter. If the nominee does not receive instructions from you on how to vote your shares on Proposal 2, your broker is entitled (but not required) to vote your shares on that matter. The election of directors (Proposal 1), approval, on a non-binding advisory basis, of the compensation paid to our named executive officers (Proposal 3), approval on whether to redomesticate eXp World Holdings, Inc. from Delaware to Texas, by conversion (Proposal 4) are considered non-routine matters under applicable rules, and your broker is not entitled to vote your shares on these proposals without your instructions. See “Q. What does it mean for a broker or other nominee to hold shares in ‘street name’?” above.

Who is paying for this proxy solicitation?

We will pay all expenses of preparing, printing and mailing, the Annual Meeting proxy materials, as well as all other expenses of soliciting proxies for the Annual Meeting on behalf of the Board of Directors. Directors and employees will not be paid any additional compensation for soliciting proxies, if applicable. We will also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What if other matters are presented at the Annual Meeting?

If a stockholder of record provides a proxy by voting in any manner described in this Proxy Statement, the proxy holders will have the discretion to vote on any other matters that are properly presented for a vote at the Annual Meeting. We do not know of any other matters to be presented for a vote at the Annual Meeting.

What happens if the Annual Meeting is postponed or adjourned?

If we have to adjourn or postpone the Annual Meeting to a later date, we will provide notice of the date and time of such adjourned meeting on a Current Report on Form 8-K that we will file with the SEC. Your proxy may be voted at the postponed or adjourned Annual Meeting. You will still be able to change your proxy until it is voted. You may vote at any postponement or adjournment using your same 16-digit control number.

Where can I find the voting results of the Annual Meeting?

Our intention is to announce the preliminary voting results at the Annual Meeting and to publish the final results within four business days after the Annual Meeting on a Current Report on Form 8-K to be filed with the SEC.

What are the requirements to propose actions for consideration at next year's Annual Meeting of stockholders or to nominate individuals to serve as directors?

Stockholder Proposals for Inclusion in Next Year's Proxy Statement

In order for stockholder proposals for the 2027 Annual Meeting of Stockholders to be eligible for inclusion in the proxy statement and form of proxy card for that meeting, we must receive the proposals no later than November 9, 2026 at our corporate headquarters, addressed to:

eXp World Holdings, Inc.
Attention: Corporate Secretary
2219 Rimland Drive, Suite 301
Bellingham, Washington 98226

with a copy via email to: investors@expworldholdings.com.

In addition, all proposals will need to comply with Rule 14a-8 of the Securities Exchange Act, which sets forth the requirements for the inclusion of stockholder proposals in our sponsored proxy materials.

Stockholder Proposals and Nominations to be Presented at Next Year's Annual Meeting

Our bylaws set forth the procedures you must follow in order to nominate a director for election or present any other proposal at an Annual Meeting of our stockholders, other than proposals intended to be included in our sponsored proxy materials. In addition to any other applicable requirements, for a stockholder to properly bring business before the 2027 Annual Meeting of Stockholders, the stockholder must give us notice thereof in proper written form, including all required information, no earlier than the close of business on December 26, 2026, nor later than the close of business on January 24, 2027 (provided, however, that if the date of the Annual Meeting is more than thirty days before or more than seventy days after the anniversary date of the 2026 Annual Meeting of Stockholders, notice by the stockholder must be delivered not earlier than the close of business on the one hundred twentieth day prior to such Annual Meeting and not later than the close of business on the later of the ninetieth day prior to such Annual Meeting or the tenth day following the day on which public announcement of the date of such meeting is first made by the Company), at our principal executive offices, addressed to:

eXp World Holdings, Inc.
Attention: Corporate Secretary
2219 Rimland Drive, Suite 301
Bellingham, Washington 98226

with a copy via email to: investors@expworldholdings.com.

You are also advised to review our bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations. A copy of our Restated Bylaws is available as Exhibit 3.2 to our Annual Report on Form 10-K for the year ended December 31, 2025.

In addition to satisfying the foregoing requirements under our bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act to us at our principal executive offices no later than March 5, 2027. The notice requirement under Rule 14a-19 is in addition to the applicable advance notice requirements under our Bylaws as described above.

APPENDIX ONE

Reconciliation of Non-GAAP Measure

This Proxy Statement includes references to consolidated adjusted EBITDA, a non-U.S. GAAP financial measure, to understand and evaluate our core operating performance. This non-GAAP financial measure, which may be different than similarly titled measures used by other companies, is presented to enhance investors' overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with U.S. GAAP.

We define the non-U.S. GAAP financial measure of consolidated adjusted EBITDA to mean net income, excluding other income (expense), income tax benefit (expense), depreciation, amortization, impairment charges, stock-based compensation expense and stock option expense and other items that are not core to the operating activities of the Company. We believe that consolidated adjusted EBITDA helps the reader identify underlying trends in the business that could otherwise be masked by the effect of the expenses excluded in consolidated adjusted EBITDA. In particular, the Company believes the exclusion of agent growth incentive stock-based compensation and stock compensation expense related to business acquisitions and stock option expenses provides a useful supplemental measure in evaluating the performance of operations and provides better transparency into results of operations.

We are presenting the non-U.S. GAAP measure of consolidated adjusted EBITDA to assist investors in seeing our financial performance through the eyes of management and because we believe this measure provides an additional tool for investors to use in comparing our core financial performance over multiple periods with other companies in our industry.

Consolidated adjusted EBITDA should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with U.S. GAAP. There are a number of limitations related to the use of consolidated adjusted EBITDA compared to net income, the closest comparable U.S. GAAP measure. Some of these limitations are:

- Consolidated adjusted EBITDA excludes stock-based compensation expense related to our agent growth incentive program and stock option expense, which have been and will continue to be for the foreseeable future, significant recurring expenses in our business and an important part of our compensation strategy; and
- Consolidated adjusted EBITDA excludes certain recurring, non-cash charges such as depreciation of fixed assets, and amortization of intangible assets and impairment charges related to these long-lived assets and, although these are non-cash charges, the assets being depreciated, amortized, or impaired may have to be replaced in the future.

The following table presents a reconciliation of consolidated adjusted EBITDA, the most comparable U.S. GAAP financial measure, for each of the periods presented:

		2025
Net income (loss) from continuing operations	$	(22,714)
Total other (income) expense, net		(1,232)
Income tax (benefit) expense		2,480
Depreciation and amortization		9,562
Stock-based compensation expense[1]		38,610
Stock option expense		6,466
Consolidated adjusted EBITDA	$	33,172

[1] This includes agent growth incentive stock compensation expense and stock compensation expense related to business acquisitions.

ANNEX A

PLAN OF CONVERSION

This Plan of Conversion (this "**Plan**") is adopted as of , 2026 and sets forth certain terms of the conversion of eXp World Holdings, Inc., a Delaware corporation (the "**Delaware Corporation**"), to a Texas corporation (the "**Texas Corporation**"), pursuant to the terms of the General Corporation Law of the State of Delaware (as amended, the "**DGCL**") and the Texas Business Organizations Code, as amended (the "**TBOC**").

RECITALS:

A. The Delaware Corporation was incorporated on July 30, 2008.

B. Upon the terms and subject to the conditions set forth in this Plan, and in accordance with Section 266 of the DGCL and Title 1, Chapter 10, Subchapter C of the TBOC, the Delaware Corporation will be converted to a Texas Corporation.

C. The Board of Directors of the Delaware Corporation (the "**Board**") has unanimously (i) determined that the Conversion (as defined below) is advisable and in the best interests of the Delaware Corporation and its stockholders and recommended the approval of the Conversion by the stockholders of the Delaware Corporation and (ii) approved and adopted this Plan, the Conversion and the other documents and transactions contemplated by this Plan, including the Texas Charter, the Texas Bylaws, the Texas Certificate of Conversion and the Delaware Certificate of Conversion (as each is defined below).

D. The stockholders of the Delaware Corporation have approved and adopted this Plan, the Conversion and the other documents and transactions contemplated by this Plan, including the Texas Charter, the Texas Bylaws, the Texas Certificate of Conversion and the Delaware Certificate of Conversion.

E. In connection with the Conversion, at the Effective Time (as defined below), each share of Common Stock, par value $0.00001 per share (the "**Delaware Common Stock**"), of the Delaware Corporation issued and outstanding (or held in treasury) immediately prior to the Effective Time shall be converted into one share of Common Stock, par value $0.00001 per share (the "**Texas Common Stock**"), of the Texas Corporation, respectively.

F. The mode of carrying out the Conversion into effect shall be as described in this Plan.

ARTICLE I

THE CONVERSION

1.1 **Conversion**. At the Effective Time, the Delaware Corporation will be converted to the Texas Corporation, pursuant to, and in accordance with, Section 266 of the DGCL and Title 1, Chapter 10, Subchapter C of the TBOC (the "**Conversion**"), whereupon the Delaware Corporation will continue its existence in the organizational form of the Texas Corporation, which will be subject to the laws of the State of Texas. The Board and the stockholders of the Delaware Corporation have approved and adopted this Plan, the Conversion and the other documents and transactions contemplated by this Plan, including the Texas Charter, the Texas Bylaws, the Texas Certificate of Conversion and the Delaware Certificate of Conversion.

1.2 **Certificate of Conversion**. The Delaware Corporation shall file a certificate of conversion in the form attached hereto as Exhibit A (the "**Delaware Certificate of Conversion**") with the Secretary of State of the State of Delaware (the "**Delaware Secretary of State**") and shall file a certificate of conversion in the form attached hereto as Exhibit B (the "**Texas Certificate of Conversion**") and the certificate of formation in the form attached hereto as Exhibit C (the "**Texas Charter**") and any and all documents required to be filed with the Secretary of State of the State of Texas (the "**Texas Secretary of State**") in connection with the Conversion and the Delaware Corporation or the Texas Corporation, as applicable, and shall make all other filings or recordings required by the DGCL or the TBOC in connection with the Conversion.

1.3 **Effective Time**. The Conversion will become effective upon the filing of the Delaware Certificate of Conversion with the Delaware Secretary of State and the Texas Certificate of Conversion and the Texas Charter with the Texas Secretary of State or at such later time as specified in the Delaware Certificate of Conversion and the Texas Certificate of Conversion (the "**Effective Time**").

ARTICLE II

ORGANIZATION

2.1 **Texas Governing Documents**. At the Effective Time, the Texas Charter and the bylaws of the Texas Corporation in the form attached hereto as Exhibit D (the "**Texas Bylaws**" and, together with the Texas Charter, the "**Texas Governing Documents**") shall govern the Texas Corporation until amended and/or restated in accordance with the Texas Governing Documents and applicable law.

2.2 **Directors and Officers**. From and after the Effective Time, by virtue of the Conversion and without any further action on the part of the Delaware Corporation or its stockholders, the members of the Board and the officers of the Delaware Corporation holding their respective offices in the Delaware Corporation existing immediately prior to the Effective Time shall continue in their respective offices as members of the Board and officers of the Texas Corporation.

ARTICLE III

EFFECT OF THE CONVERSION

3.1 **Effect of Conversion**. At the Effective Time, the effect of the Conversion will be as provided by this Plan and by the applicable provisions of the DGCL and the TBOC. Without limitation of the foregoing, for all purposes of the laws of the State of Delaware and the State of Texas, all of the rights, privileges, and powers of the Delaware Corporation, and all property, real, personal, and mixed, and all debts due to the Delaware Corporation, as well as all other things and causes of action belonging to the Delaware Corporation, shall remain vested in the Texas Corporation and shall be the property of the Texas Corporation, and all debts, liabilities, and duties of the Delaware Corporation shall remain attached to the Texas Corporation, and may be enforced against the Texas Corporation to the same extent as if said debts, liabilities, and duties had originally been incurred or contracted by the Texas Corporation.

3.2 **Conversion of Shares**. At the Effective Time, by virtue of the Conversion and without any further action by the Delaware Corporation or its stockholders, each share of Delaware Common Stock issued and outstanding immediately before the Effective Time shall be converted into one share of Texas Common Stock, and all options, warrants, restricted stock units or other right to receive or acquire a share of Delaware Common Stock shall automatically be converted into an option, warrant, restricted stock unit or other entitlement to receive or acquire a share of Texas Common Stock.

3.3 **Stock Certificates**. All of the outstanding certificates representing shares of Delaware Common Stock immediately prior to the Effective Time shall be deemed for all purposes to continue to evidence ownership of and to represent the same number of shares of Texas Common Stock into which such shares have been converted pursuant to the Conversion, from and after the Effective Time.

3.4 **Agreements.** As of the Effective Time, automatically by virtue of the Conversion and without any further action on the part of any person, each agreement to which the Delaware Corporation is a party, shall continue to be an agreement of the Texas Corporation on the same terms and conditions and any references to the Delaware Corporation thereunder shall, on and after the Effective Time, mean the Texas Corporation.

ARTICLE IV

MISCELLANEOUS

4.1 **Abandonment or Amendment**. At any time prior to the filing of the Delaware Certificate of Conversion with the Delaware Secretary of State, the Delaware Corporation may abandon the proposed Conversion and terminate this Plan to the extent permitted by law or may amend this Plan.

4.2 **Delay**. For a period of one year after the approval of this Plan by the stockholders of the Delaware Corporation, the Board may delay the filing of (i) the Delaware Certificate of Conversion with the Delaware Secretary of State, and (ii) the filing of the Texas Governance Documents with the Texas Secretary of State, if, in the opinion of the Board, such action would be in the best interests of the Delaware Corporation and its stockholders.

4.3 **Captions**. The captions in this Plan are for convenience only and shall not be considered a part, or to affect the construction or interpretation, of any provision of this Plan.

4.4 **Tax Reporting**. The Conversion is intended to be a "reorganization" for purposes of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and this Plan of Conversion is hereby adopted as a "plan of reorganization" for purposes of the Section 368(a)(1)(F) of the Code.

4.4 **Governing Law**. This Plan shall be governed by, and construed and interpreted in accordance with, the laws of the State of Delaware.

IN WITNESS WHEREOF, this Plan has been executed on behalf of the Delaware Corporation by its officer thereunto duly authorized, as of the date first set forth above.

EXP WORLD HOLDINGS, INC.

By: _____
Name: James Bramble
Title: Corporate Secretary

ANNEX B

CERTIFICATE OF FORMATION OF
EXP WORLD HOLDINGS, INC.

eXp World Holdings, Inc., a corporation organized and existing under the laws of the State of Texas (the "**Company**"), hereby certifies as follows:

1. eXp World Holdings, Inc., a Delaware corporation (the "**Delaware Corporation**"), with its registered office in the State of Delaware at 1521 Concord Pike Suite 201, Wilmington, Delaware, 19803, US, was originally incorporated on July 30, 2008.

2. The Delaware Corporation was converted into a corporation incorporated under the laws of the State of Texas under the name "eXp World Holdings, Inc." on [_], 2026 pursuant to a plan of conversion, under which the Delaware Corporation converted to the Company.

ARTICLE I

The name of the corporation is eXp World Holdings, Inc. The Company is a for-profit corporation.

ARTICLE II

The address of the Company's initial registered office in the State of Texas is 2595 N Dallas Pkwy, Suite 350, Frisco, Texas 75034. The name of its initial registered agent at such address is United Agent Group Inc. The initial mailing address of the Company is 219 Rimland Drive, Suite 301, Bellingham, Washington, 98226.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Texas Business Organizations Code ("**TBOC**"), as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

1. Authorized Capital Stock. The total number of shares of capital stock the Company has authority to issue is 900,000,000 shares of Common Stock, par value $0.00001 per share ("**Common Stock**") and 100,000,000 shares of Preferred Stock, par value $0.00001 per share ("**Preferred Stock**").

2. Adjustment in Authorized Common Stock or Preferred Stock. Except as otherwise may be expressly provided by the terms of any series of Preferred Stock, the number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares of Common Stock or Preferred Stock then outstanding, as applicable) by an affirmative vote of the holders of a majority of the total voting power represented by the outstanding capital stock of the Company entitled to vote thereon, and without a separate class vote by the Common Stock or Preferred Stock, except as may be required by the TBOC.

3. Common Stock.

(a) *Voting Powers.* Each holder of shares of Common Stock shall be entitled to one (1) vote for each share thereof held as of the applicable record date. To the maximum extent permitted by the TBOC, but subject to the rights, if any, of the holders of Preferred Stock as specified in this Certificate of Formation or in any certificate of designation, and further subject to the Bylaws of the Company ("**Bylaws**"), subject to Article IV Section 3(b), Article V Section 2 and Article XI, an affirmative vote of the majority of shares of the outstanding capital stock of the Company entitled to vote and represented at a meeting with quorum shall be sufficient to approve, authorize, adopt, or to otherwise cause the Company to take, or affirm the Company's taking of, any action.

(b) *Vote for a Fundamental Business Transaction*. The following action may be taken by the affirmative vote of the holders of a majority of the total voting power represented by the outstanding capital stock of the Company entitled to vote thereon:

(1) the adoption by the shareholders of a proposed plan of merger or consolidation involving the corporation;

(2) the approval by the shareholders of a sale, lease, exchange, or other disposition of all, or substantially all, the assets of the corporation otherwise than in the usual and regular course of business as conducted by the corporation; and

(3) winding up or dissolution.

4. Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the board of directors of the Company (the "**Board**") (authority to do so being hereby expressly vested in the Board). The Board is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any series of Preferred Stock, including, without limitation, authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing. The Board is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Formation or the resolution of the Board originally fixing the number of shares of such series. Except as may be otherwise specified by the terms of any series of Preferred Stock, if the number of shares of any series of Preferred Stock is so decreased, then the Company shall take all such steps as are necessary to cause the shares constituting such decrease to resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

5. Additional Rights.

(a) *Dividends and Distributions*. The holders of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property, or capital stock of the Company) when, as and if declared thereon by the Board from time to time out of any assets or funds of the Company legally available therefor, and shall share equally on a per share basis in such dividends and distributions.

(b) *Dissolution, Liquidation or Winding Up*. In the event of any voluntary or involuntary liquidation. dissolution, or winding up of the Company, after payment or provision for payment of the debts and other liabilities of the Company, and the holders of shares of Common Stock shall be entitled to receive all the remaining assets of the Company available for distribution to its shareholders, ratably in proportion to the number of shares of Common Stock held by them.

ARTICLE V

1. General Powers. The business and affairs of the Company shall be managed by or under the direction of the Board. In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, alter, amend or repeal the Bylaws of the Company.

2. Number of Directors; Initial Directors; Term; Election.

(a) The number of directors that constitute the whole Board shall be fixed exclusively by resolution of the Board. The Board currently consists of six directors, and the names and addresses of such directors are:

Name	Address
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.

(b) At a meeting of shareholders at which directors are to be elected and a quorum is present, a nominee for director shall be elected to the Board if the number of votes cast “for” such nominee’s election exceed the number of votes cast “against” such nominee’s election, excluding abstentions.

(c) Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Company.

3. Action by Written Consent of the Board of Directors. Unless otherwise restricted by this Certificate of Formation or the TBOC, any action required or permitted to be taken at any meeting of the Board, or of any committee or subcommittee thereof, may be taken without a meeting all the members of the Board or committee or subcommittee, as the case may be, consent thereto in writing or by electronic transmission.

ARTICLE VI

1. Action by Written Consent of Shareholders. Any action required by the TBOC to be taken at any annual or special meeting of shareholders of the Company, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock representing fifty-five percent (55%) of the outstanding capital stock of the Company entitled to vote thereon.

2. Special Meetings. Except as otherwise may be expressly provided by the terms of any series of Preferred Stock, special meetings of shareholders of the Company may be called only by the Board, the chairperson of the Board, the chief executive officer or the president or by the holders of not less than fifty percent (50%) (or the highest percentage of ownership that may be set under the TBOC) of the Company's then outstanding shares of capital stock entitled to vote at such special meeting.

3. Advance Notice of Shareholder Business. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Company shall be given in the manner provided in the Bylaws of the Company.

4. No Cumulative Voting. No shareholder will be permitted to cumulate votes at any election of directors.

ARTICLE VII

To the fullest extent permitted by the TBOC, as the same exists or as may hereafter be amended from time to time, no director or officer of the Company shall be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable. If the TBOC is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Company shall be eliminated or limited to the fullest extent permitted by the TBOC, as so amended.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Formation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

Subject to any provisions in the Bylaws of the Company related to indemnification of directors or officers of the Company, the Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the TBOC, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of this Certificate of Formation or a bylaw of the Company shall not be eliminated or impaired by an amendment to this Certificate of Formation or the Bylaws of the Company after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

ARTICLE IX

The Company elects not to be governed by Section 21.606 of the TBOC.

ARTICLE X

1. Except as provided in Article VII and Article VIII above, the Company reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Formation by the affirmative vote of the holders of a majority of the total voting power represented by the outstanding capital stock of the Company entitled to vote thereon, and all rights conferred upon shareholders herein are granted subject to this reservation.

2. Notwithstanding any provision of the Certificate of Formation, the Bylaws of the Company or any provision of law that might otherwise permit a lesser vote, the affirmative vote of a majority of the voting power of the outstanding capital stock of the Company entitled to vote thereon, voting together as a single class, shall be required for the shareholders of the Company to amend, alter, change or repeal any provision of the Bylaws of the Company.

ARTICLE XI

This document becomes effective when the document is accepted and filed by the secretary of state.

IN WITNESS WHEREOF, eXp World Holdings, Inc., has caused this Certificate of Formation to be signed by its duly authorized officer on ___, 2026.

By: _____
Name: James Bramble
Title: Corporate Secretary

ANNEX C

BYLAWS OF

EXP WORLD HOLDINGS, INC.
Adopted [____], 2026
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ARTICLE I - MEETINGS OF SHAREHOLDERS

1.1 ***Place of Meetings***. Meetings of shareholders of eXp World Holdings, Inc. (the "**Company**") shall be held at any place, within or outside the State of Texas, determined by the Company's board of directors (the "**Board**"). The Board may, in its sole discretion, determine that a meeting of shareholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 6.002(a) of the Texas Business Organizations Code (the "**TBOC**"). In the absence of any such designation or determination, shareholder meetings shall be held at the Company's principal executive office. To the extent permitted by the TBOC, the Board may postpone or reschedule any previously scheduled meeting of shareholders at any time, before or after the notice for such meeting has been given to the shareholders.

1.2 ***Annual Meeting***. Unless directors are elected by written consent in lieu of an annual meeting, an annual meeting of shareholders shall be held for the election of directors and for the transaction of such other business as may properly come before the meeting, at such date and time as may be designated by resolution of the Board from time to time.

1.3 ***Special Meeting***. Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting the holders of such series of Preferred Stock to call a special meeting of the shareholders, special meetings of shareholders of the Company may be called only by the Board, the chairperson of the Board, the Chief Executive Officer or the president or by the holders of not less than fifty percent (50%) (or the highest percentage of ownership that may be set under the TBOC) of the Company's then outstanding shares of capital stock entitled to vote at such special meeting.

If a special meeting of the shareholders has been called, the Company shall cause notice to be given to the shareholders entitled to vote at such meeting, in accordance with these bylaws, that a meeting will be held at the time requested by the person or persons calling the meeting. The notice of a special meeting shall include the purpose for which the meeting is called. Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the special meeting pursuant to the notice of a special meeting. Nothing contained in this **Section 1.3** shall be construed as limiting, fixing or affecting the time when a meeting of shareholders called by action of the Board may be held.

1.4 ***Advance Notice Procedures***.

(i) *Annual Meetings of Shareholders.*

(a) Nominations of persons for election to the Board or the proposal of other business to be transacted by the shareholders at an annual meeting of shareholders may be made only (1) pursuant to the Company's notice of meeting (or any supplement thereto); (2) by or at the direction of the Board; (3) as may be provided in the certificate of designations for any class or series of Preferred Stock; or (4) by any shareholder of the Company who (A) is a shareholder of record at the time of giving of the notice contemplated by **Section 1.4(i)(b)**; (B) is a shareholder of record on the record date for the determination of shareholders entitled to notice of the annual meeting; (C) is a shareholder of record on the record date for the determination of shareholders entitled to vote at the annual meeting (if such date is different from the record date for determining shareholders entitled to notice of the meeting); (D) is a shareholder of record at the time of the annual meeting; and (E) complies with the procedures set forth in this **Section 1.4(i)**.

(b) For nominations or other business to be properly brought before an annual meeting of shareholders by a shareholder pursuant to clause (4) of **Section 1.4(i)(a)**, the shareholder must have given timely notice in writing to the secretary and any such nomination or proposed business must constitute a proper matter for shareholder action. To be timely, a shareholder's notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the one hundred twentieth (120th) day and no later than 5:00 p.m., local time, on the ninetieth (90th) day prior to the day of the first anniversary of the preceding year's annual meeting of shareholders. However, if no annual meeting of shareholders was held in the preceding year, or if the date of the applicable annual meeting has been changed by more than thirty (30) days from the first anniversary of the preceding year's annual meeting, then to be timely such notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the one hundred twentieth (120th) day prior to the day of the annual meeting and no later than 5:00 p.m., local time, on the tenth (10th) day following the day on which Official Notice of the date of the annual meeting was first given by the Company. In no event will

the adjournment, rescheduling or postponement of any annual meeting, or any announcement thereof, commence a new time period (or extend any time period) for the giving of a shareholder's notice as described above. If the number of directors to be elected to the Board is increased and there is no Official Notice naming all of the nominees for director or specifying the size of the increased Board at least ten (10) days before the last day that a shareholder may deliver a notice of nomination pursuant to the foregoing provisions, then a shareholder's notice required by this **Section 1.4(i)(b)** will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is received by the secretary at the principal executive offices of the Company no later than 5:00 p.m., local time, on the tenth (10th) day following the day on which such Official Notice is first given. "**Official Notice**" means disclosure in a press release or by notice in writing or electronic transmission disseminated by or at the direction of the Company to all shareholders entitled to notice of shareholder meetings.

(c) A shareholder's notice to the secretary must set forth:

(1) as to each person whom the shareholder proposes to nominate for election as a director:

a) such person's name, age, business address, residence address and principal occupation or employment; the class and number of shares of the corporation that are held of record or are beneficially owned by such person and a description of any Derivative Instruments (defined below) held or beneficially owned thereby or of any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares), the effect or intent of which is to mitigate loss to, or to manage the risk or benefit of share price changes for, or to increase or decrease the voting power of such person; and all information relating to such person that would be required to be disclosed in solicitations of proxies for the contested election of directors of publicly traded corporations, or otherwise would be required, in each case pursuant to Section 14 of the Securities Exchange Act of 1934 (the "**1934 Act**") if the Company were publicly traded;

b) such person's written consent to being named in such shareholder's proxy statement as a nominee of such shareholder and to serving as a director of the Company if elected;

c) a reasonably detailed description of any direct or indirect compensatory, payment, indemnification or other financial agreement, arrangement or understanding that such person has, or has had within the past three (3) years, with any person or entity other than the Company (including the amount of any payment or payments received or receivable thereunder), in each case in connection with candidacy or service as a director of the Company (a "**Third-Party Compensation Arrangement**"); and

d) a description of any other material relationships between such person and such person's respective affiliates and associates, or others acting in concert with them, on the one hand, and such shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made, and their respective affiliates and associates, or others acting in concert with them, on the other hand;

(2) as to any other business that the shareholder proposes to bring before the annual meeting:

a) a brief description of the business desired to be brought before the annual meeting;

b) the text of the proposal or business (including the text of any resolutions proposed for consideration and, if applicable, the text of any proposed amendment to these bylaws or the Company's certificate of formation);

c) the reasons for conducting such business at the annual meeting;

d) any material interest in such business of such shareholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made, and their respective affiliates and associates, or others acting in concert with them; and

e) a description of all agreements, arrangements and understandings between such shareholder and the beneficial owner, if any, on whose behalf the proposal is made, and their respective affiliates or associates or others acting in concert with them, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder; and

(3) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made:

a) the name and address of such shareholder (as they appear on the Company's books), of such beneficial owner and of their respective affiliates or associates or others acting in concert with them;

b) for each class or series, the number of shares of stock of the Company that are, directly or indirectly, held of record or are beneficially owned by such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them;

c) a description of any agreement, arrangement or understanding between such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, and any other person or persons (including, in each case, their names) in connection with the proposal of such nomination or other business;

d) a description of any agreement, arrangement or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions and borrowed or loaned shares) that has been entered into by or on behalf of such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, with respect to the Company's securities (any of the foregoing, a "**Derivative Instrument**"), or any other agreement, arrangement or understanding that has been made the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for or increase or decrease the voting power of such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, with respect to the Company's securities;

e) any rights to dividends on the Company's securities owned beneficially by such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, that are separated or separable from the underlying security;

f) any proportionate interest in the Company's securities or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership;

g) any performance-related fees (other than an asset-based fee) that such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them is entitled to based on any increase or decrease in the value of the Company's securities or Derivative Instruments, including, without limitation, any such interests held by members of the immediate family of such persons sharing the same household;

h) any significant equity interests or any Derivative Instruments in any principal competitor of the Company that are held by such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them;

i) any direct or indirect interest of such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, in any contract with the Company, any affiliate of the Company or any principal competitor of the Company (in each case, including any employment agreement, collective bargaining agreement or consulting agreement);

j) a representation and undertaking that the shareholder is a holder of record of stock of the Company as of the date of submission of the shareholder's notice and intends to appear in person or by proxy at the meeting to bring such nomination or other business before the meeting;

k) a representation and undertaking that such shareholder or any such beneficial owner intends, or is part of a group that intends, to (x) deliver a proxy statement or other proxy solicitation material or form of proxy to holders of at least the percentage of the voting power of the Company's then-outstanding stock required to approve or adopt the proposal or to elect each such nominee; or (y) otherwise solicit proxies from shareholders in support of such proposal or nomination;

l) any other information relating to such shareholder, such beneficial owner, or their respective affiliates or associates or others acting in concert with them, or director nominee or proposed business that, in each case, would be required to be disclosed in a proxy statement or other filing that would be required to be made in connection with the solicitation of proxies in support of such nominee (in a contested election of directors) or proposal pursuant to Section 14 of the 1934 Act if the Company were publicly traded; and

m) such other information relating to any proposed item of business as the Company may reasonably require to determine whether such proposed item of business is a proper matter for shareholder action.

(d) In addition to the requirements of this **Section 1.4**, to be timely, a shareholder's notice (and any additional information submitted to the Company in connection therewith) must further be updated and supplemented, if necessary, (1) so that the information provided or required to be provided in such notice is true and correct as of the record date(s) for determining the shareholders entitled to notice of, and to vote at, the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment, rescheduling or postponement thereof and (2) to provide any additional information that the Company may reasonably request. Such update and supplement or additional information, if applicable, must be received by the secretary at the principal executive offices of the Company, in the case of a request for additional information, promptly following a request therefor, which response must be delivered not later than such reasonable time as is specified in any such request from the corporation or, in the case of an update or supplement of any information, not later than five (5) business days after the record date(s) for the meeting (in the case of any update and supplement required to be made as of the record date(s)), and not later than eight (8) business days prior to the date for the meeting or any adjournment, rescheduling or postponement thereof (in the case of the update and supplement required to be made as of eight (10) business days prior to the meeting or any adjournment, rescheduling or postponement thereof). The failure to timely provide such update, supplement or additional information shall result in the nomination or proposal no longer being eligible for consideration at the meeting.

(ii) *Special Meetings of Shareholders.* Except to the extent required by the TBOC, and subject to **Section 1.3**, special meetings of shareholders may be called only in accordance with the Company's certificate of formation and these bylaws. Only such business will be conducted at a special meeting of shareholders as has been brought before the special meeting pursuant to the Company's notice of meeting. If the election of directors is included as business to be brought before a special meeting in the Company's notice of meeting, then nominations of persons for election to the Board at such special meeting may be made by any shareholder who (i) is a shareholder of record at the time of giving of the notice contemplated by this **Section 1.4(ii)**; (ii) is a shareholder of record on the record date for the determination of shareholders entitled to notice of the special meeting; (iii) is a shareholder of record on the record date for the determination of shareholders entitled to vote at the special meeting; (iv) is a shareholder of record at the time of the special meeting; and (v) complies with the procedures set forth in this **Section 1.4(ii)**. For nominations to be properly brought by a shareholder before a special meeting pursuant to this **Section 1.4(ii)**, the shareholder's notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the one hundred twentieth (120th) day prior to the day of the special meeting and no later than 5:00 p.m., local time, on the later of the ninetieth (90th) day prior to such special meeting and the tenth (10th) day following the day on which Official Notice of the date of the special meeting was first given. In no event will any adjournment, rescheduling or postponement of a special meeting or the announcement thereof

commence a new time period (or extend any time period) for the giving of a shareholder's notice. A shareholder's notice to the Secretary must comply with the applicable notice requirements of **Section 1.4(a)(iii)**.

(iii) *Other Requirements.*

(a) To be eligible to be a nominee by any shareholder for election as a director of the Company at a meeting of shareholders, the proposed nominee must provide to the secretary, in accordance with the applicable time periods prescribed for delivery of notice under **Section 1.4(i)(b)** or **Section 1.4(i)**:

(1) a signed and completed written questionnaire (in the form provided by the secretary at the written request of the nominating shareholder, which form will be provided by the secretary within ten (10) days of receiving such request) containing information regarding such nominee's background and qualifications and such other information as may reasonably be required by the Company to determine the eligibility of such nominee to serve as a director of the Company or to serve as an independent director of the Company;

(2) a written representation and undertaking that, unless previously disclosed to the Company, such nominee is not, and will not become, a party to any voting agreement, arrangement, commitment, assurance or understanding with any person or entity as to how such nominee, if elected as a director, will vote on any issue;

(3) a written representation and undertaking that, unless previously disclosed to the Company, such nominee is not, and will not become, a party to any Third-Party Compensation Arrangement;

(4) a written representation and undertaking that, if elected as a director, such nominee would be in compliance, and will continue to comply, with the Company's corporate governance guidelines as disclosed on the Company's website, as amended from time to time; and

(5) a written representation and undertaking that such nominee, if elected, intends to serve a full term on the Board.

(b) At the request of the Board, any person nominated by the Board for election as a director must furnish to the secretary the information that is required to be set forth in a shareholder's notice of nomination that pertains to such nominee.

(c) No person will be eligible to be nominated by a shareholder for election as a director of the Company unless nominated in accordance with the procedures set forth in this **Section 1.4**. No business proposed by a shareholder will be conducted at a shareholder meeting except in accordance with this **Section 1.4**.

(d) The chairperson of the applicable meeting of shareholders will, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by these bylaws or that business was not properly brought before the meeting. If the chairperson of the meeting should so determine, then the chairperson of the meeting will so declare to the meeting and the defective nomination will be disregarded or such business will not be transacted, as the case may be.

(e) Notwithstanding anything to the contrary in this **Section 1.4**, unless otherwise required by law, if the shareholder (or a qualified representative of the shareholder) does not appear in person at the meeting to present a nomination or other proposed business, such nomination will be disregarded or such proposed business will not be transacted, as the case may be, notwithstanding that proxies in respect of such nomination or business may have been received by the Company and counted for purposes of determining a quorum. For purposes of this **Section 1.4**, (1) to be considered a qualified representative of the shareholder, a person must be a duly authorized officer, manager or partner of such shareholder or must be authorized by a writing executed by such shareholder or an electronic transmission delivered by such shareholder to act for such shareholder as proxy at the meeting, and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting and (2) "principal executive offices" shall mean the address for the Company's principal executive offices as set forth on the cover page of its most recent Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission, as such address may be updated by any subsequent report filed with the U.S. Securities and Exchange Commission or other public announcement by the Company.

(f) Without limiting this **Section 1.4**, a shareholder must also comply with all applicable requirements of the 1934 Act with respect to the matters set forth in this **Section 1.4**, it being understood that (1) any references in these bylaws to the 1934 Act are not intended to, and will not, limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this **Section 1.4**; and (2) compliance with clause (4) of **Section 1.4(i)(a)** and with **Section 1.4(ii)** are the exclusive means for a shareholder to make nominations or submit other business (other than as provided in **Section 1.4(iii)(g)**).

Notwithstanding anything to the contrary in this **Section 1.4**, the notice requirements set forth in these bylaws with respect to the proposal of any business (other than nominations) pursuant to this **Section 1.4** will be deemed to be satisfied by a shareholder if (1) such shareholder has submitted a proposal to the Company in compliance with Rule 14a-8 under the 1934 Act; and (2) such shareholder's proposal has been included in a proxy statement that has been prepared by the Company to solicit proxies for the meeting of shareholders. Subject to Rule 14a-8 and other applicable rules and regulations under the 1934 Act, nothing in these bylaws will be construed to permit any shareholder, or give any shareholder the right, to include or have disseminated or described in the Company's proxy statement any nomination of a director or any other business proposal.

1.5 ***Notice of Shareholders' Meetings****.* Whenever shareholders are required or permitted to take any action at a meeting, a notice of the meeting in the form of a writing or electronic transmission shall be given which shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such meeting, the record date for determining the shareholders entitled to vote at the meeting, if such date is different from the record date for determining shareholders entitled to notice of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Except as otherwise provided in the TBOC, the certificate of formation or these bylaws, the notice of any meeting of shareholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each shareholder entitled to vote at such meeting as of the record date for determining the shareholders entitled to notice of the meeting.

Notwithstanding the preceding paragraph, notice of a shareholder meeting regarding a "fundamental business transaction" (as defined in Section 1.002 of the TBOC) must be given to each shareholder of the Company not later than twenty-one (21) days prior to such meeting, regardless of whether the shareholder is entitled to vote on the matter, in accordance with the TBOC.

1.6 ***Quorum****.* Except as otherwise provided by law, the certificate of formation or these bylaws, at each meeting of shareholders the presence in person or by proxy of the holders of shares of stock having a majority of the voting power which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. Where a separate vote by a class or series or classes or series is required, a majority of the voting power of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter, except as otherwise provided by law, the certificate of formation or these bylaws.

If, however, such quorum is not present or represented at any meeting of the shareholders, then either (i) the chairperson of the meeting, or (ii) the shareholders entitled to vote at the meeting, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, in accordance with **Section 1.7** of these bylaws, until a quorum is present or represented.

1.7 ***Adjourned Meeting; Notice****.* Any meeting of shareholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Company may transact any business which might have been transacted at the original meeting; *provided*, however, if the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting. If after the adjournment a new record date for shareholders entitled to vote is fixed for the adjourned meeting, the Board shall fix a new record date for notice of such adjourned meeting in accordance with Section 6.101 of the TBOC and **Section 1.11** of these bylaws, and shall give notice of the adjourned meeting to each shareholder of record entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

1.8 ***Conduct of Business****.* Meetings of shareholders shall be presided over by a chairperson designated by the Board, or in the absence of such designation by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in the absence of the foregoing persons by the Chief Executive Officer, or in the absence of the foregoing persons by the President, or in the absence of the foregoing persons by a Vice President, or in the absence of the foregoing persons by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting. The chairperson of any meeting of shareholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of business, and shall have the power to adjourn the meeting to another place, if any, date or time, whether or not a quorum is present.

1.9 ***Voting****.* The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of **Section 1.11** of these bylaws, subject to Sections 6.251 and 6.252 (relating to voting trusts and other voting agreements) and Subchapter D of Chapter 6 (relating to voting of ownership interests) of the TBOC.

Each shareholder entitled to vote at any meeting of shareholders shall be entitled to the number of votes per share for each share of capital stock held by such shareholder as of the applicable record date which has voting power upon the matter in question as set forth in the certificate of formation. Voting at meetings of shareholders need not be by written ballot and, unless otherwise required by law, need not be conducted by inspectors of election unless so determined by the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereon which are present in person or by proxy at such meeting. If authorized by the Board, such requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, *provided* that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the shareholder or proxy holder.

Except as otherwise required by law, the certificate of formation or these bylaws, in all matters other than the election of directors, at a meeting where a quorum is present, the affirmative vote of a majority of the shares of stock of the corporation which are voting on the matter shall be sufficient to approve, authorize, adopt, or to otherwise cause the Company to take, or affirm the Company's taking of, any action. Except as otherwise required by law, the certificate of formation or these bylaws, at meetings of shareholders for the election of directors at which a quorum is present a nominee for director shall be elected to the Board if the number of votes cast "for" such nominee's election exceed the number of votes cast "against" such nominee's election, excluding abstentions. Where a separate vote by a class or series or classes or series is required, in all matters other than the election of directors and a "fundamental business transaction" as defined under the TBOC, at a meeting where a quorum is present, the affirmative vote of a majority of the shares of such class or series or classes or series at which are voting on the matter shall be the act of such class or series or classes or series, except as otherwise provided by law, the certificate of formation or these bylaws.

1.10 ***Shareholder Action by Written Consent Without a Meeting****.* Any action required by the TBOC to be taken at any annual or special meeting of shareholders of the Company, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock representing fifty-five percent (55%) of the outstanding capital stock of the Company entitled to vote thereon.

No written consent shall be effective to take the corporate action referred to therein unless written consents signed by a sufficient number of holders to take action are delivered to the Company in the manner required by Sections 6.201 and 6.202 of the TBOC within sixty (60) days of the first date on which a written consent is so delivered to the Company. Any person executing a consent may provide, whether through instruction to an agent or otherwise, that such a consent will be effective at a future time (including a time determined upon the happening of an event), no later than sixty (60) days after such instruction is given or such provision is made, if evidence of such instruction or provision is provided to the Company. Unless otherwise provided, any such consent shall be revocable prior to its becoming effective.

An electronic transmission consenting to an action to be taken and transmitted by a shareholder or proxy holder, or by a person or persons authorized to act for a shareholder or proxy holder, shall be deemed to be written and signed for purposes of this **Section 1.10**, *provided* that any such electronic transmission sets forth or is delivered with information from which the Company can determine (i) that the electronic transmission was transmitted by the shareholder or proxy holder or by a person or persons authorized to act for the shareholder or proxy holder and (ii)

the date on which such shareholder or proxy holder or authorized person or persons transmitted such electronic transmission.

A consent given by electronic transmission is delivered to the Company upon the earliest of (i) when the consent enters an information processing system, if any, designated by the Company for receiving consents, so long as the electronic transmission is in a form capable of being processed by that system and the Company is able to retrieve that electronic transmission; (ii) when a paper reproduction of the consent is delivered to the Company's principal place of business or an officer or agent of the Company having custody of the book in which proceedings of meetings of shareholders are recorded; (iii) when a paper reproduction of the consent is delivered to the Company's registered office in the State of Texas by hand or by certified or registered mail, return receipt requested; or (iv) when delivered in such other manner, if any, provided by resolution of the Board. A consent given by electronic transmission is delivered under this **Section 1.10** even if no person is aware of its receipt. Receipt of an electronic acknowledgement from an information processing system establishes that a consent given by electronic transmission was received but, by itself, does not establish that the content sent corresponds to the content received.

In the event that the Board shall have instructed the officers of the Company to solicit the vote or written consent of the shareholders of the Company, an electronic transmission of a shareholder written consent given pursuant to such solicitation, to be effective, must be delivered by electronic mail or facsimile telecommunications to the Secretary or the President of the Company or to a person designated by the Company for receiving such consent, or delivered to an information processing system designated by the Company for receiving such consent.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the Company as provided in Sections 6.201 or 6.202 of the TBOC. In the event that the action which is consented to is such as would have required the filing of a certificate under any provision of the TBOC, if such action had been voted on by shareholders at a meeting thereof, the certificate filed under such provision shall state, in lieu of any statement required by such provision concerning any vote of shareholders, that written consent has been given in accordance with Sections 6.201 or 6.202 of the TBOC.

For the avoidance of doubt, the provisions of **Section 1.4** concerning advance notice of shareholder business or the nomination or election of directors shall not apply to any action by shareholder written consent.

1.11 ***Record Dates***. In order that the Company may determine the shareholders entitled to notice of any meeting of shareholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the shareholders entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination.

If no record date is fixed by the Board, the record date for determining shareholders entitled to notice of and to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; *provided*, *however*, that the Board may fix a new record date for determination of shareholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for shareholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of shareholders entitled to vote in accordance with the provisions of Section 6.101 of the TBOC and this **Section 1.11** at the adjourned meeting.

In order that the Company may determine the shareholders entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Company in accordance with applicable law. If no record date has been fixed by the Board and prior action by the Board is required by law, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

In order that the Company may determine the shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining shareholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

1.12 ***Proxies****.* Each shareholder entitled to vote at a meeting of shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such shareholder by proxy authorized by a document or by an electronic transmission permitted by law filed in accordance with the procedure established for the meeting, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a longer period. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Sections 21.368, 21.369 and 21.370 of the TBOC.

1.13 ***List of Shareholders Entitled to Vote****.* Not later than the eleventh (11th) day before the date of each meeting of the shareholders of the Company, an officer or agent having charge of the Company's stock transfer records shall prepare an alphabetical list of the shareholders entitled to vote at such meeting or any adjournment or postponement thereof showing the address and the type and number of shares held by each shareholder. Such list shall be kept on file at the registered office or the principal executive office of the Company and shall be subject to inspection by any shareholder at any time during regular business hours for a period of at least ten (10) days prior to such meeting. Alternatively, the list of shareholders may be kept on a reasonably accessible electronic network, if the information required to gain access to the list is provided with the notice of the meeting. In the event that the corporation determines to make the list available on an electronic network, the Company may take reasonable steps to ensure that such information is available only to shareholders of the corporation. The original share transfer records shall be *prima facie* evidence as to (a) the identity of the shareholders entitled to vote at any meeting of shareholders and the number of shares held by each of them and (b) the identity of the shareholders entitled by this **Section 1.13** to examine the list required by this **Section 1.13**.

ARTICLE II -DIRECTORS

2.1 ***Powers***. The business and affairs of the Company shall be managed by or under the direction of the Board, except as may be otherwise provided in the TBOC or the certificate of formation.

2.2 ***Number of Directors***. The Board shall consist of one or more members, each of whom shall be a natural person. Unless the certificate of formation fixes the number of directors, the number of directors shall be determined from time to time by resolution of the Board. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

2.3 ***Election, Qualification and Term of Office of Directors***. Except as provided in **Section 2.4** of these bylaws, and subject to **Sections 1.2** and **1.10** of these bylaws, directors shall be elected at each annual meeting of shareholders. Directors need not be shareholders unless so required by the certificate of formation or these bylaws. The certificate of formation or these bylaws may prescribe other qualifications for directors. Each director shall hold office until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

2.4 ***Resignation and Vacancies***. Any director may resign at any time upon notice given in writing or by electronic transmission to the Company. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation which is conditioned upon the director failing to receive a specified vote for reelection as a director may provide that it is irrevocable. Unless otherwise provided in the certificate of formation or these bylaws, when one or more directors resign from the Board, effective at a future date, a majority of the directors then in office, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Unless otherwise provided in the certificate of formation, these bylaws or by the TBOC, and subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board shall be filled by a majority vote of the directors then in office, even if the remaining directors constitute less than a quorum of the Board, or by election at an annual or special meeting of shareholders called for that purpose.

If at any time, by reason of death or resignation or other cause, the Company should have no directors in office, then any officer or any shareholder or an executor, administrator, trustee or guardian of a shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a shareholder, may call a special meeting of shareholders in accordance with the provisions of the certificate of formation or these bylaws.

A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until such director's successor is elected and qualified, or until such director's earlier death, resignation or removal.

Except as otherwise provided by the TBOC, during a period between two successive annual meetings of shareholders, the Board may not fill more than two vacancies created by an increase in the number of directors.

2.5 ***Place of Meetings; Meetings by Telephone***. The Board may hold meetings, both regular and special, either within or outside the State of Texas.

Unless otherwise restricted by the certificate of formation or these bylaws, members of the Board, or any committee designated by the Board or any subcommittee, may participate in a meeting of the Board, or any such committee or subcommittee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

2.6 ***Conduct of Business***. Meetings of the Board shall be presided over by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in the absence of the foregoing persons by a chairperson designated by the Board, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

2.7 ***Regular Meetings***. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board.

2.8 ***Special Meetings; Notice***. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, the Chief Executive Officer, the President, the Secretary or any two directors.

Notice of the time and place of special meetings shall be:

(i) delivered personally by hand, by courier or by telephone;

(ii) sent by United States first-class mail, postage prepaid; or

(iii) given by electronic transmission, directed to each director at that director's address or telephone number, or by means of electronic transmission, as the case may be, as shown on the Company's records.

If the notice is delivered personally by hand, by courier, or by telephone, or given by means of electronic transmission, it shall be delivered, sent or otherwise directed to each director, as applicable, at least twenty-four (24) hours before the time of the holding of the meeting. If the notice is sent by United States mail, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. Any oral notice may be communicated to the director. The notice need not specify the place of the meeting (if the meeting is to be held at the Company's principal executive office) nor the purpose of the meeting, to the fullest extent permitted by applicable law.

2.9 ***Quorum; Voting***. At all meetings of the Board, the presence of at least a majority of the total authorized directorships shall constitute a quorum for the transaction of business; *provided* that in no case shall the presence of less than 1/3 of the total authorized directorships constitute a quorum. If a quorum is not present at any meeting of the Board, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

The affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by statute, the certificate of formation or these bylaws.

If the certificate of formation provides that one or more directors shall have more or less than one vote per director on any matter, every reference in these bylaws to a majority or other proportion of the directors shall refer to a majority or other proportion of the votes of the directors.

2.10 ***Board Action by Written Consent Without a Meeting***. Unless otherwise restricted by the certificate of formation or these bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee or subcommittee thereof, may be taken without a meeting if all members of the Board or committee or subcommittee, as the case may be, consent thereto in writing or by electronic transmission. Any person (whether or not then a director) may provide, whether through instruction to an agent or otherwise, that a consent to action will be effective at a future time (including a time determined upon the happening of an event), no later than sixty (60) days after such instruction is given or such provision is made and such consent shall be deemed to have been given for purposes of this **Section 2.10** at such effective time so long as such person is then a director and did not revoke the consent prior to such time. Any such consent shall be revocable prior to its becoming effective. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of the proceedings of the Board, or the committee or subcommittee thereof, in the same paper or electronic form as the minutes are maintained.

2.11 ***Fees and Compensation of Directors***. Unless otherwise restricted by the certificate of formation or these bylaws, the Board shall have the authority to fix the compensation of directors.

2.12 ***Removal of Directors***. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, any director or the entire Board may be removed, with or without cause, by the holders of a majority of the voting power of the shares then entitled to vote at an election of directors.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

ARTICLE III - COMMITTEES

3.1 ***Committees of Directors***. The Board may designate one or more committees, each committee to consist of one or more of the directors of the Company. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board or in these bylaws, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company, and may authorize the seal of the Company to be affixed to all papers that may require it; but no such committee shall have the power or authority to (i) amend the certificate of formation, except to (x) establish series of shares, (y) increase or decrease the number of shares in a series or (z) eliminate a series of shares as authorized by Section 21.155 of the TBOC, (ii) propose a reduction of stated capital under Sections 21.253 and 21.254 of the TBOC, (iii) approve a plan of merger, share exchange, or conversion of the corporation, (iv) recommend to shareholders the sale, lease or exchange of all or substantially all of the property and assets of the corporation not made in the usual and regular course of its business, (v) recommend to the shareholders a voluntary winding up and termination or a revocation of a voluntary winding up and termination, (vi) amend, alter or repeal the bylaws or adopt new bylaws, (vii) fill vacancies on the Board, (viii) fill vacancies on or designate alternate members of a committee of the Board, (ix) fill a vacancy to be filled because of an increase in the number of directors, (x) elect or remove officers of the corporation or members or alternate members of a committee of the Board, (xi) set the compensation of the members or alternate members of a committee of the Board or (xii) alter or repeal a resolution of the Board that states that it may not be amended or repealed by a committee of the Board.

3.2 ***Committee Minutes***. Each committee and subcommittee shall keep regular minutes of its meetings and report the same to the Board, or the committee, when required.

3.3 ***Meetings and Actions of Committees***. A majority of the directors then serving on a committee or subcommittee shall constitute a quorum for the transaction of business by the committee or subcommittee, unless the certificate of formation, these bylaws, a resolution of the Board or a resolution of a committee that created the subcommittee requires a greater or lesser number, *provided* that in no case shall a quorum be less than 1/3 of the directors then serving on the committee or subcommittee. The vote of the majority of the members of a committee or subcommittee present at a meeting at which a quorum is present shall be the act of the committee or subcommittee, unless the certificate of formation, these bylaws, a resolution of the Board or a resolution of a committee that created the subcommittee requires a greater number. Meetings and actions of committees and subcommittees shall otherwise be governed by, and held and taken in accordance with, the provisions of:

(i) **Section 2.5** (Place of Meetings; Meetings by Telephone);

(ii) **Section 2.7** (Regular Meetings);

(iii) **Section 2.8** (Special Meetings; Notice);

(iv) **Section 2.9** (Quorum; Voting);

(v) **Section 2.10** (Board Action by Written Consent Without a Meeting); and

(vi) **Section 7.2** (Waiver of Notice),

with such changes in the context of those bylaws as are necessary to substitute the committee or subcommittee and its members for the Board and its members. *However*:

(i) the time and place of regular meetings of committees and subcommittees may be determined either by resolution of the Board or by resolution of the committee or subcommittee;

(ii) special meetings of committees and subcommittees may also be called by resolution of the Board or the committee or subcommittee; and

(iii) notice of special meetings of committees and subcommittees shall also be given to all alternate members, as applicable, who shall have the right to attend all meetings of the committee or subcommittee. The Board, or, in the absence of any such action by the Board, the committee or subcommittee, may adopt rules for the government of any committee or subcommittee not inconsistent with the provisions of these bylaws.

Any provision in the certificate of formation providing that one or more directors shall have more or less than one vote per director on any matter shall apply to voting in any committee or subcommittee, unless otherwise provided in the certificate of formation or these bylaws.

3.4 ***Subcommittees****.* Unless otherwise provided in the certificate of formation, these bylaws or the resolutions of the Board designating the committee, a committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

ARTICLE IV - OFFICERS

4.1 ***Officers****.* The officers of the Company shall be a Chief Executive Officer and a Secretary. The Company may also have, at the discretion of the Board, a Chairperson of the Board, a Vice Chairperson of the Board, one or more Vice Presidents, a Chief Financial Officer, Chief Operating Officer, a Treasurer, one or more Assistant Treasurers, one or more Assistant Secretaries and any such other officers as may be appointed in accordance with the provisions of these bylaws. Any number of offices may be held by the same person.

4.2 ***Appointment of Officers****.* The Board shall appoint the officers of the Company, except such officers as may be appointed in accordance with the provisions of **Section 4.3** of these bylaws.

4.3 ***Subordinate Officers****.* The Board may appoint, or empower the Chief Executive Officer or, in the absence of a Chief Executive Officer, the President, to appoint, such other officers and agents as the business of the Company may require. Each of such officers and agents shall hold office for such period, have such authority and perform such duties as are provided in these bylaws or as the Board may from time to time determine.

4.4 ***Removal and Resignation of Officers****.* Any officer may be removed, either with or without cause, by the Board or, for the avoidance of doubt, any duly authorized committee or subcommittee thereof or by any officer upon whom such power of removal has been conferred by the Board or, for the avoidance of doubt, any duly authorized committee or subcommittee thereof.

Any officer may resign at any time by giving written notice to the Company. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Company under any contract to which the officer is a party.

4.5 ***Vacancies in Offices****.* Any vacancy occurring in any office of the Company shall be filled by the Board or as provided in **Section 4.3** of these bylaws.

4.6 ***Representation of Securities of Other Corporations or Entities****.* Unless otherwise directed by the Board, the Chief Executive Officer or, in the absence of a Chief Executive Officer, the President or any other person authorized by the Board, the Chief Executive Officer or, in the absence of a Chief Executive Officer, the President is authorized to vote, represent and exercise on behalf of the Company all rights incident to any and all shares or other securities or interests in, or issued by, any other entity or entities, and all rights incident to any management authority conferred on the Company in accordance with the governing documents of any entity or entities, standing in the name of the Company, including the right to act by written consent in lieu of a meeting. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by such person having the authority.

4.7 ***Authority and Duties of Officers****.* Except as otherwise provided in these bylaws, the officers of the Company shall have such powers and duties in the management of the Company as may be designated from time

to time by the Board and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board.

ARTICLE V -INDEMNIFICATION

5.1 ***Indemnification of Directors and Officers in Third Party Proceedings.*** Subject to the other provisions of this **Article V**, the Company shall indemnify, to the fullest extent permitted by the TBOC, as now or hereinafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") (other than an action by or in the right of the Company) by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

5.2 ***Indemnification of Directors and Officers in Actions by or in the Right of the Company.*** Subject to the other provisions of this **Article V**, the Company shall indemnify, to the fullest extent permitted by the TBOC, as now or hereinafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

5.3 ***Successful Defense.*** To the extent that a present or former director or officer of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding described in **Section 5.1** or **Section 5.2** of these bylaws, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

5.4 ***Indemnification of Others.*** Subject to the other provisions of this **Article V**, the Company shall have power to indemnify its employees and agents to the extent not prohibited by the TBOC or other applicable law. The Board shall have the power to delegate to any person or persons the determination of whether employees or agents shall be indemnified.

5.5 ***Advanced Payment of Expenses.*** Expenses (including attorneys' fees) actually and reasonably incurred by an officer or director of the Company in defending any Proceeding shall be paid by the Company in advance of the final disposition of such Proceeding upon receipt of a written request therefor (together with documentation reasonably evidencing such expenses and any documentation as may be required by the TBOC) and an undertaking by or on behalf of the person to repay such amounts if it shall ultimately be determined that the person is not entitled to be indemnified under this **Article V** or the TBOC. Such expenses (including attorneys' fees) actually and reasonably incurred by former directors and officers or other employees and agents of the Company or by persons serving at the request of the Company as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid upon such terms and conditions, if any, as the Company deems appropriate. The right to advancement of expenses shall not apply to any Proceeding (or any part of any Proceeding) for which indemnity is excluded pursuant to these bylaws, but shall apply to any Proceeding (or

any part of any Proceeding) referenced in **Section 5.6(ii)** or **Section 5.6(iii)** of these bylaws prior to a determination that the person is not entitled to be indemnified by the Company.

5.6 ***Limitation on Indemnification***. Subject to the requirements in **Section 5.3** of these bylaws and the TBOC, the Company shall not be obligated to indemnify any person pursuant to this **Article V** in connection with any Proceeding (or any part of any Proceeding):

(i) for which payment has actually been made to or on behalf of such person under any statute, insurance policy, indemnity provision, vote or otherwise, except with respect to any excess beyond the amount paid;

(ii) for an accounting or disgorgement of profits pursuant to Section 16(b) of the Securities Exchange Act of 1934, as amended, or similar provisions of federal, state or local statutory law or common law, if such person is held liable therefor (including pursuant to any settlement arrangements);

(iii) for any reimbursement of the Company by such person of any bonus or other incentive-based or equity-based compensation or of any profits realized by such person from the sale of securities of the Company, as required in each case under the Securities Exchange Act of 1934, as amended (including any such reimbursements that arise from an accounting restatement of the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 (the "**Sarbanes-Oxley Act**"), or the payment to the Company of profits arising from the purchase and sale by such person of securities in violation of Section 306 of the Sarbanes-Oxley Act), if such person is held liable therefor (including pursuant to any settlement arrangements);

(iv) initiated by such person, including any Proceeding (or any part of any Proceeding) initiated by such person against the Company or its directors, officers, employees, agents or other indemnitees, unless (a) the Board authorized the Proceeding (or the relevant part of the Proceeding) prior to its initiation, (b) the Company provides the indemnification, in its sole discretion, pursuant to the powers vested in the Company under applicable law, (c) otherwise required to be made under **Section 5.7** of these bylaws or (d) otherwise required by applicable law; or

(v) if prohibited by applicable law.

5.7 ***Determination; Claim***. If a claim for indemnification or advancement of expenses under this **Article V** is not paid by the Company or on its behalf within ninety (90) days after receipt by the Company of a written request therefor, the claimant shall be entitled to an adjudication by a court of competent jurisdiction of his or her entitlement to such indemnification or advancement of expenses. To the extent not prohibited by law, the Company shall indemnify such person against all expenses actually and reasonably incurred by such person in connection with any action for indemnification or advancement of expenses from the Company under this **Article V**, to the extent such person is successful in such action. In any such suit, the Company shall, to the fullest extent not prohibited by law, have the burden of proving that the claimant is not entitled to the requested indemnification or advancement of expenses.

5.8 ***Non-Exclusivity of Rights***. The indemnification and advancement of expenses provided by, or granted pursuant to, this **Article V** shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the certificate of formation or any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. The Company is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advancement of expenses, to the fullest extent not prohibited by the TBOC or other applicable law.

5.9 ***Insurance***. The Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of the TBOC.

5.10 ***Survival.*** The rights to indemnification and advancement of expenses conferred by this **Article V** shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5.11 ***Effect of Repeal or Modification.*** A right to indemnification or to advancement of expenses arising under a provision of the certificate of formation or a bylaw shall not be eliminated or impaired by an amendment to the certificate of formation or these bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

5.12 ***Certain Definitions.*** For purposes of this **Article V**, references to the "**Company**" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this **Article V** with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued. For purposes of this **Article V**, references to "**other enterprises**" shall include employee benefit plans; references to "**fines**" shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to "**serving at the request of the Company**" shall include any service as a director, officer, employee or agent of the Company which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "**not opposed to the best interests of the Company**" as referred to in this **Article V**.

ARTICLE VI - STOCK

6.1 ***Stock Certificates; No Partly Paid Shares.*** The shares of the Company shall be uncertificated, *provided* that the Board may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be represented by certificates. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Company. Unless otherwise provided by resolution of the Board, every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of, the Company by any two officers of the Company representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Company with the same effect as if such person were such officer, transfer agent or registrar at the date of issue. The Company shall not have power to issue a certificate in bearer form. The Company may not issue the whole or any part of its shares as partly paid.

6.2 ***Special Designation on Certificates.*** If the Company is authorized to issue more than one class of stock or more than one series of any class, then the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate that the Company shall issue to represent such class or series of stock; *provided* that, except as otherwise provided in Section 3.202 of the TBOC, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate that the Company shall issue to represent such class or series of stock, a statement that the Company will furnish without charge to each shareholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Within a reasonable time after the issuance or transfer of uncertificated stock, the registered owner thereof shall be given a notice, in writing or by electronic transmission, containing the information required to be set forth or stated on certificates pursuant to this **Section 6.2** or Section 3.205 of the TBOC or with respect to this **Section 6.2** a statement that the Company will furnish without charge to each shareholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated stock and the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

6.3 ***Lost Certificates****.* Except as provided in this **Section 6.3**, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the Company and cancelled at the same time. The Company may issue a new certificate of stock or uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Company may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Company a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

6.4 ***Dividends****.* The Board, subject to any restrictions contained in the certificate of formation or applicable law, may declare and pay dividends upon the shares of the Company's capital stock. Dividends may be paid in cash, in property or in shares of the Company's capital stock, subject to the provisions of the certificate of formation.

The Board may set apart out of any of the funds of the Company available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

6.5 ***Stock Transfer Agreements****.* The Company shall have power to enter into and perform any agreement with any number of shareholders of any one or more classes of stock of the Company to restrict the transfer of shares of stock of the Company of any one or more classes owned by such shareholders in any manner not prohibited by the TBOC.

6.6 ***Registered Shareholders****.* The Company:

(i) shall be entitled to treat the person registered on its books as the owner of any share or shares as the person exclusively entitled to receive dividends, vote, receive notifications and otherwise exercise all the rights and powers of an owner of such share or shares; and

(ii) shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Texas.

6.7 ***Transfers****.* Transfers of record of shares of stock of the Company shall be made only upon its books by the holders thereof, in person or by an attorney duly authorized, and, if such stock is certificated, upon the surrender of a certificate or certificates for a like number of shares, properly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer.

ARTICLE VII - MANNER OF GIVING NOTICE AND WAIVER

7.1 ***Notice of Shareholders Meetings.***

Notice of any meeting of shareholders shall be given in the manner set forth in the TBOC.

7.2 ***Waiver of Notice.***

Whenever notice is required to be given under any provision of the TBOC, the certificate of formation or these bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of formation or these bylaws.

ARTICLE VIII - GENERAL MATTERS

8.1 ***Fiscal Year.*** The fiscal year of the Company shall be fixed by resolution of the Board and may be changed by the Board.

8.2 ***Seal.*** The Company may adopt a corporate seal, which shall be in such form as may be approved from time to time by the Board. The Company may use the corporate seal by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

8.3 ***Annual Report.*** The Company shall cause an annual report to be sent to the shareholders of the Company to the extent required by applicable law. If and so long as there are fewer than one hundred (100) holders of record of the Company's shares, the requirement of sending an annual report to the shareholders of the Company is expressly waived (to the extent permitted under applicable law).

8.4 ***Construction; Definitions.*** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the TBOC shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "**person**" includes a corporation, any other entity and a natural person.

8.5 ***Election To Be Governed by Section 21.419 of the TBOC.*** The Corporation elects to be governed by Section 21.419 of the TBOC.

8.6 ***Ownership Threshold for Derivative Proceedings.*** No shareholder may institute or maintain a "derivative proceeding" (as defined in Section 21.551 of the TBOC) in the right of the Company unless such shareholder, at the time the derivative proceeding is instituted, beneficially owns a number of shares sufficient to meet an ownership threshold of at least three percent (3%) of the outstanding shares of the Company.

8.7 ***Forum Selection.*** Unless the Company consents in writing to the selection of an alternative forum, the Texas Business Court in the Eleventh Division of the Texas Business Court (or, if the Texas Business Court does not have jurisdiction, the federal district court for the Southern District of Texas, Houston Division or the state district court of Harris County, Texas or another state court in Texas, provided, however, and for purposes of clarity, any suit, action or other proceeding shall only be brought before a state court in Harris County, Texas, to the extent and only to the extent that the Texas Business Court and the Federal Court do not have jurisdiction over the same) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a claim for or based on a breach of a fiduciary duty owed by any current or former director, shareholder, officer or other employee of the Company to the Company or the Company's shareholders, (c) any action asserting a claim against the Company or any current or former director, officer or other employee of the Company arising pursuant to any provision of the TBOC or the certificate of formation or these bylaws (as each may be amended from time to time), (d) any action asserting an "internal entity claim" (as

defined in Section 2.115 of the TBOC) or (e) any other action or proceeding in which the Texas Business Court has jurisdiction, except for, as to each of (a) through (e) above, any claim as to which such court determines that there is an indispensable party not subject to the jurisdiction of such court (and the indispensable party does not consent to the personal jurisdiction of such court within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than such court or for which such court does not have subject matter jurisdiction. For the avoidance of doubt, nothing contained in this first paragraph of Article VIII Section 8.7 shall apply to any action brought to enforce a duty or liability created by the Securities Act of 1933, as amended (the "**1933 Act**"), or the 1934 Act or any successor thereto.

Unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the 1933 Act.

Any person or entity purchasing or otherwise acquiring any interest in any security of the Company shall be deemed to have notice of and consented to the provisions of this Article VIII Section 8.7.

8.8 ***Jury Trial Waiver***.

UNLESS THE COMPANY CONSENTS IN WRITING TO A JURY TRIAL, THE COMPANY AND EACH SHAREHOLDER, DIRECTOR AND OFFICER OF THE COMPANY HEREBY IRREVOCABLY AND UNCONDITIONALLY WAIVE ANY RIGHT THAT THE COMPANY OR SUCH PERSON MAY HAVE TO A TRIAL BY JURY IN ANY LEGAL ACTION, PROCEEDING, CAUSE OF ACTION, COUNTERCLAIM, CROSS-CLAIM OR THIRD-PARTY CLAIM ARISING OUT OF OR RELATING TO ANY "INTERNAL ENTITY CLAIM" AS THAT TERM IS DEFINED IN SECTION 2.115 OF THE TBOC, AND TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY OTHER LEGAL ACTION, PROCEEDING, CAUSE OF ACTION, COUNTERCLAIM, CROSS-CLAIM OR THIRD-PARTY CLAIM WITHIN THE SCOPE OF SECTION 8.7 OF THIS ARTICLE EIGHT AND EACH SHAREHOLDER AGREES THAT SUCH SHAREHOLDER'S HOLDING OR ACQUISITION OF SHARES OF STOCK OF THE COMPANY OR, TO THE EXTENT PERMITTED BY LAW, OPTIONS OR RIGHTS TO ACQUIRE SHARES OF STOCK OF THE COMPANY FOLLOWING THE ADOPTION OF THESE BYLAWS CONSTITUTES SUCH SHAREHOLDER'S INTENTIONAL AND KNOWING WAIVER OF ANY RIGHT TO TRIAL BY JURY WITH RESPECT TO SUCH CLAIMS.

ARTICLE IX - AMENDMENTS

These bylaws may be adopted, amended or repealed by the shareholders entitled in the manner specified in the certificate of formation. The Board shall have the power to make, alter and repeal the bylaws of the corporation, but bylaws made by the board may be altered or repealed, and new bylaws made, by the shareholders.

ANNEX D

UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
EXP WORLD HOLDINGS, INC.

The undersigned, being all of the members of the Board of Directors (the "Board") of eXp World Holdings, Inc., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the Delaware General Corporation Law ("DGCL"), hereby adopt the following resolutions by unanimous written consent in lieu of a meeting (this "Consent"), which resolutions shall be deemed adopted when all of the members of the Board have executed this Consent.

1. Annual Meeting, Record Date and Management Proxy.

RESOLVED, that the 2026 Annual Meeting of Stockholders (the "Annual Meeting") of the Corporation shall be held on April 24, 2026, at 12:00 p.m., Eastern Time Zone, at www.virtualshareholdermeeting.com/EXPI2026, or at such other place or time as shall be designated by the Chief Executive Officer or Chief Legal Counsel (the "Authorized Officers");

FURTHER RESOLVED, that the record date for stockholders entitled to notice of and to vote at the Annual Meeting be, and hereby is, fixed as the close of business on February 27, 2026 (the "Record Date"); and

FURTHER RESOLVED, that the Authorized Officers, or any one or more of them acting in the absence of others, with full power of substitution be, and each of them hereby is, appointed to act as proxy for the proxies solicited by the Board of Directors for the Annual Meeting and any adjournments thereof.

2. Election of Directors.

RESOLVED, that upon the recommendation of the Nominating and Corporate Governance Committee, the following persons be, and hereby are, nominated for election to the Board of Directors of the Corporation, at the Annual Meeting to serve as members of the Board of Directors until the 2027 Annual Meeting and until their respective successors are elected or qualified:

Glenn Sanford

Randall Miles

Dan Cahir

Monica Weakley

Peggie Pelosi

Fred Reichheld

3. Ratification of Auditors.

WHEREAS, the Audit Committee of the Board of Directors has appointed Deloitte & Touche LLP to act as the Corporation's independent registered public accounting firm.

RESOLVED, that the Corporation include in its Proxy Statement (as defined below) a proposal for the stockholders to ratify the appointment of Deloitte & Touche LLP as the Corporation's independent registered public accounting firm.

4. Say-on-Pay Advisory Vote Recommendation for Say-on-Pay Vote

RESOLVED, that the Corporation include in its Proxy Statement a recommendation that its shareholders approve, in an advisory capacity, the compensation of the Corporation's named executive officers as disclosed in the compensation discussion and analysis, the accompanying compensation tables, and the related narrative disclosure in the Proxy Statement.

6. Redomestication of the Corporation to the State of Texas by Conversion

WHEREAS, as part of its ongoing oversight, direction and management of the business of Corporation, the Board and management have thoroughly discussed the issue of the Corporation's jurisdiction of incorporation;

WHEREAS, after investigating and considering the benefits and detriments of redomesticating the Corporation from the State of Delaware and considering other jurisdictions of incorporation, including Texas, the Board decided to focus on Delaware and Texas and evaluate the redomestication of the Corporation from the State of Delaware to the State of Texas by the conversion of the Corporation from a corporation organized under the laws of the State of Delaware to a corporation organized under the laws of the State of Texas, pursuant to and in accordance with Section 266 of the DGCL, Title 1, Chapter 10, Subchapter C of the Texas Business Organizations Code, as amended (the "**TBOC**"), and the proposed Plan of Conversion (the "**Plan of Conversion**"), substantially in the form attached hereto as Exhibit A (such conversion, the "**Texas Redomestication**");

WHEREAS, the Board evaluated a number of factors in reaching a decision regarding the Corporation's jurisdiction of incorporation, including possible negative impacts from a potential redomestication, meaningful differences in corporate law between Delaware and Texas and implications to the Corporation's stockholders for economic, governance and litigation rights, as well as the other factors and considerations reflected in the Corporation's draft Proxy Statement (as defined below), substantially in the form attached hereto as Exhibit B;

WHEREAS, through the adoption of the Plan of Conversion, upon the Texas Redomestication, the Corporation will cease to be governed by the laws of the State of Delaware and its existing amended and restated certificate of incorporation, as amended by certificates of amendment, and amended and restated bylaws and will become a corporation governed by the laws of the State of Texas (the "**Converted Corporation**") as well as by the proposed Texas certificate of formation (the "**Texas Charter**") and the proposed Texas bylaws (the "**Texas Bylaws**" and, together with the Texas Charter, the "**Texas Governing Documents**"), substantially in the forms attached hereto as Exhibit C and Exhibit D, respectively;

WHEREAS, upon receipt of stockholder approval of the Texas Redomestication (including the Plan of Conversion and the Texas Governing Documents) at the Annual Meeting, and these resolutions approving the Texas Redomestication, the Texas Redomestication will become effective at the date and time (the "**Effective Time**") specified in (i) a certificate of conversion meeting the requirements of Title 1, Chapter 10, Subchapter C of the TBOC (the "**Texas Certificate of Conversion**") to be properly executed and filed in accordance with such section and (ii) a certificate of conversion meeting the requirements of Section 266 of the DGCL (the "**Delaware Certificate of Conversion**") to be properly executed and filed in accordance with such section;

WHEREAS, at the Effective Time, each share of common stock of the Corporation issued and outstanding or held in treasury immediately prior to the Effective Time will be automatically converted into one issued and outstanding share of common stock of the Converted Corporation and each option, warrant, restricted stock unit or other right to receive or acquire shares of common stock of the Corporation issued and outstanding immediately prior to the Effective Time will continue in existence in the form of and will automatically become an option, warrant, restricted stock unit or other right to receive or acquire an equal number of shares of the Converted Corporation under the same terms and conditions; and

WHEREAS, the Board has determined that it is in the best interests of the Corporation and its stockholders for the Corporation to redomesticate to Texas by conversion.

RESOLVED, that the Board hereby unanimously determines that the Texas Redomestication, the Plan of Conversion and the Texas Governing Documents are in the best interests of the Corporation and its stockholders and approves and adopts the Texas Redomestication, the Plan of Conversion and the Texas Governing Documents;

FURTHER RESOLVED, that the form, terms, provisions and conditions of the Plan of Conversion be, and the same hereby are, in all respects approved and adopted;

FURTHER RESOLVED, that, in accordance with the Plan of Conversion, at the Effective Time, the board of directors of the Converted Corporation shall consist of the same directors as the Board immediately prior to the Effective Time, having the same director terms, to serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal;

FURTHER RESOLVED, that, in accordance with the Plan of Conversion, at the Effective Time, the chairman of the Board as of the Effective Time shall continue to serve as the chairman of the board of directors of the Converted Corporation until a successor has been duly elected or appointed and qualified or until his earlier death, resignation or removal;

FURTHER RESOLVED, that effective as of the Effective Time, each committee of the Board as of immediately prior to the Effective Time shall be constituted as a committee of the board of directors of the Converted Corporation on the same terms and with the same powers and authority of the Board as of immediately prior to the Effective Time, and the members of each committee of the Board as of immediately prior to the Effective Time shall be the members of each such committee of the board of directors of the Converted Corporation, to serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal;

FURTHER RESOLVED, that the Board hereby directs that the Texas Redomestication (including the Plan of Conversion and the Texas Governing Documents) and these resolutions approving the Texas Redomestication be submitted for approval and adoption, respectively, by the stockholders of the Corporation at the Annual Meeting;

FURTHER RESOLVED, that the Board hereby unanimously recommends that the Corporation's stockholders approve the Texas Redomestication (including the Plan of Conversion and the Texas Governing Documents) and adopt these resolutions;

FURTHER RESOLVED, that upon receipt of stockholder approval of the Texas Redomestication (including the Plan of Conversion and the Texas Governing Documents) and the adoption of these resolutions, each of the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation and without further action by the Board, to prepare, execute, file and deliver all agreements, documents, notices, certificates, consents, approvals or other instruments and take all such actions that such Authorized Officer deems necessary, desirable or appropriate in order to perform the Corporation's obligations under the Plan of Conversion and to consummate the Texas Redomestication, including, without limitation, (a) the execution and filing of any and all documents relating to and in connection with the Texas Redomestication required under the DGCL and TBOC, (b) the execution and filing of the Delaware Certificate of Conversion and the Texas Certificate of Conversion (including the Plan of Conversion and the Texas Charter); (c) the filing of the annual franchise tax reports required by the Secretary of State of the State of Delaware and the payment of the applicable franchise taxes; (d) the payment of any fees that may be necessary in connection with the Texas Redomestication; (e) the submission of all required applications or notifications to NASDAQ or any other applicable stock exchange; and (f) the filing of Current Reports on Form 8-K and any other regulatory filings that may be necessary, desirable or appropriate in connection with the Texas Redomestication;

FURTHER RESOLVED, that, notwithstanding approval by the stockholders of the Corporation of the Texas Redomestication (including the Plan of Conversion and the Texas Governing Documents) and the adoption of these resolutions, the Board may, at any time prior to the Effective Time, abandon the Texas Redomestication and the Plan of Conversion without further action by the stockholders of the Corporation;

FURTHER RESOLVED, that pursuant to the Plan of Conversion, at the Effective Time, any outstanding stock certificates that immediately prior to the Effective Time represented issued and outstanding shares of common stock of the Corporation shall be deemed for all purposes to evidence ownership of and to represent the respective

shares of the Converted Corporation into which the shares represented by such certificates are converted pursuant to the Plan of Conversion; and

FURTHER RESOLVED, that notwithstanding the foregoing resolutions, any shares of the Converted Corporation may be issued as uncertificated shares, whether upon original issuance, re-issuance or subsequent transfer.

7. Preparation of Proxy Statement, Form 10-K, and Annual Report to Stockholders.

RESOLVED, that the Authorized Officers are hereby authorized to prepare or cause to be prepared a Notice and Proxy Statement (the "Proxy Statement"), Proxy Card, and an Annual Report on Form 10-K (the "Annual Report");

FURTHER RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed to file such materials with the Securities and Exchange Commission (the "SEC") and the NASDAQ Stock Exchange ("NASDAQ") in substantially the same form, with such changes and modifications thereof as the officers signing the same shall deem necessary or advisable, and to deliver or cause to be delivered the Proxy Statement, Proxy Card, and Annual Report to all stockholders of the Corporation as of the Record Date; and

FURTHER RESOLVED, that the Authorized Officers of the Corporation are hereby authorized and directed to prepare or cause to be prepared any other necessary or appropriate documents for the Annual Meeting and any adjournments thereof.

8. Inspector of Votes.

RESOLVED, that James Bramble be, and hereby is, appointed as the Inspector of Votes for the Annual Meeting and any adjournment thereof, to (i) ascertain the number of shares outstanding and the voting power of each, (ii) determine the shares represented at the Annual Meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period of time a record of the disposition of any challenges made to any determination by the inspectors, and (v) to certify the determination of the number of shares represented at the meeting and the count of all votes and ballots.

9. Designation of "Officers" Under Section 16 of the Securities Exchange Act, Regulation S-K Item 401(b) and Rule 10D-1 (Clawbacks) of the Securities Exchange Act.

WHEREAS, Rule 16a-1(f) under the Securities Exchange Act of 1934 defines "officer" to mean "an issuer's president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the issuer in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the issuer;"

WHEREAS, the SEC has based the definition of "executive officer" in Rule 10D-1 on the definition of "officer" in Rule 16a-1(f), and Regulation S-K Item 401(b) has adopted a substantially similar definition of "executive officer"; and

WHEREAS, the Board of Directors has reviewed the responsibilities of each of the Corporation's and its subsidiaries' current officers, specifically the policy-making functions of each officer, as well as whether such officer performs important executive duties of such a character that such officer in discharging such duties would obtain confidential information about the Corporation's affairs that would aid such officer in personal market transactions.

RESOLVED, that based upon such review and consultation with counsel, the Board of Directors has determined that each of the following persons could be considered an "officer" as such term is defined by Section 16:

Glenn Sanford

Jesse Hill

Leo Pareja

Wendy Forsythe

Jim Bramble

RESOLVED, that based upon such review and consultation with counsel, the Board of Directors has determined that each of the following persons could be considered an "officer" as such term is defined by Regulation S-K Item 401(b):

Glenn Sanford

Jesse Hill

Leo Pareja

Wendy Forsythe

Jim Bramble

RESOLVED, that based upon such review and consultation with counsel, the Board of Directors has determined that each of the following persons could be considered an "executive officer" as such term is defined by Rule 10D-1:

Glenn Sanford

Jesse Hill

Leo Pareja

Wendy Forsythe

Jim Bramble

10. Designation of Independent Directors.

RESOLVED, that the Board of Directors has reviewed the information provided in each director's questionnaire, considered any relationship and the rules and regulations of the SEC and NASDAQ regarding independence and has determined that the following directors and nominees are independent:

Randall Miles

Dan Cahir

Peggie Pelosi

Fred Reichheld

11. Designation of Audit Committee Financial Expert and Financial Literacy.

RESOLVED, that the Board of Directors has determined that the following member of the Audit Committee of the Board of Directors meets the conditions for an "audit committee financial expert" under applicable SEC rules and regulations and is hereby designated as Audit Committee financial expert for purposes of disclosure in the Corporation's Annual Report and Proxy Statement:

Randall Miles

FURTHER RESOLVED, the following members of the Audit Committee of the Board of Directors have "past employment experience in finance and accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual's financial sophistication" as specified under NASDAQ listing rules:

Randall Miles

FURTHER RESOLVED, that each member of the Audit Committee has been determined to possess adequate understanding of financial statements as required by NASDAQ Listing Rules.

12. Committee Charters.

RESOLVED, that the Audit Committee Charter (the "Audit Committee Charter") attached hereto to as Exhibit E is hereby approved;

RESOLVED, that the Compensation Committee Charter (the "Compensation Committee Charter") attached hereto to as Exhibit F is hereby approved;

RESOLVED, that the Nominating and Corporate Governance Committee Charter (the "Nominating Committee Charter") attached hereto to as Exhibit G is hereby approved;

RESOLVED, that the Sustainability Committee Charter (the "Sustainability Committee Charter") attached hereto to as Exhibit H is hereby approved; and

FURTHER RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed to file the Audit Committee Charter, Compensation Committee Charter, Nominating Committee Charter, and Sustainability Committee Charter with the SEC as appendices to the Proxy Statement and/or post the charters on the Corporation's website.

13. Chairman and Secretary of the Annual Meeting.

RESOLVED, that Glenn Sanford be, and hereby is, appointed to serve as chairman of the Annual Meeting with the power and authority to conduct the Annual Meeting as appropriate; and

RESOLVED, that James Bramble be, and hereby is, appointed to serve as secretary of the Annual Meeting.

14. Miscellaneous.

RESOLVED, that the proper officers of the Corporation, with the advice of counsel, are authorized and directed to take all such further action as may be necessary and desirable to carry out the intent of the foregoing resolutions.

RESOLVED, that this Consent may be executed and delivered by electronic transmission in any number of counterparts with the same effect as if each director had signed the same document, and all counterparts shall be construed together and shall constitute one written consent.

[SIGNATURE PAGE FOLLOWS]

- SIGNATURE PAGE -
EXP WORLD HOLDINGS, INC.
ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS

IN WITNESS WHEREOF, this Consent has been executed by the undersigned as of the dates set forth below and shall be effective as of the date when all of the directors of the Board have executed this Consent.

/s/ Glenn Sanford
Glenn Sanford

/s/ Randall Miles
Randall Miles

/s/ Dan Cahir
Dan Cahir

/s/ Monica Weakley
Monica Weakley

/s/ Peggie Pelosi
Peggie Pelosi

/s/ Fred Reichheld
Fred Reichheld

ANNEX E

EXP WORLD HOLDINGS, INC.

eXp World Holdings, Inc., a Delaware corporation, hereby certifies as follows:

1. The name of the corporation is eXp World Holdings, Inc. The date of filing its original Certificate of Incorporation with the Secretary of State was July 30, 2008 (the "Original Restated Certificate"), under the name Desert Canadians Ltd.

2. The Restated Certificate of Incorporation of the corporation attached hereto as Exhibit A, which is incorporated herein by this reference, and which restates and integrates the provisions of the Certificate of Incorporation of this corporation as heretofore amended and/or restated, has been duly adopted by the Corporation's Board of Directors in accordance with Section 245 of the General Corporation Law of the State of Delaware, with the approval of the corporation's Board of Directors having been given by written consent without a meeting in accordance with Section 141(f) of the General Corporation Law of the State of Delaware.

3. Pursuant to Section 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates the provisions of the Original Restated Certificate of the Corporation, as previously amended or supplemented. The Restated Certificate of Incorporation does not amend the provisions of the Corporation's Original Restated Certificate, as previously amended or supplemented, and there is no discrepancy between the provisions in this Restated Certificate of Incorporation and the provisions in the Corporation's Original Restated Certificate, as previously amended or supplemented.

IN WITNESS WHEREOF, the corporation has caused this Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

eXp World Holdings, Inc.

By: /s/ James Bramble
Name: James Bramble
Title: Corporate Secretary

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION
OF
EXP WORLD HOLDINGS, INC.

ARTICLE I

Indemnification

SECTION 1.01. Name. The name of the Corporation is "eXp World Holdings, Inc." (the "Corporation").

ARTICLE II

Purpose

SECTION 2.01. Purpose. The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL").

ARTICLE III

Capital Stock

SECTION 3.01. Amount. The total number of shares of stock which the Corporation has authority to issue is 900,000,000 shares initially all of which are designated as Common Stock, par value of $0.00001 per share ("Common Stock").

SECTION 3.02 Common Stock.

(A) The holders of shares of Common Stock shall be entitled to one vote for each such share on each matter submitted to the stockholders on which the holders of shares of Common Stock are entitled to vote. Except as otherwise required by law or this Amended and Restated Certificate of Incorporation, and at any annual or special meeting of the stockholders the holders of shares of Common Stock shall have the right to vote for the election of directors and on all other matters submitted to a vote of the stockholders; provided, however, that, except as otl1erwise required by law.

(B) The holders of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property, or capital stock of the Corporation) when, as and if declared thereon by the Board of Directors from time to time out of any assets or funds of the Corporation legally available therefor, and shall share equally on a per share basis in such dividends and distributions.

(C) In the event of any voluntary or involuntary liquidation. dissolution, or winding-up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, and the holders of shares of Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

(D) Any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding common stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an office or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded; provided, however if at any time Glenn Sanford and Penny Sanford no longer are the beneficial owners, in the aggregate, of at least a majority in voting power of all shares entitled to vote in the election of directors, then any action required or permitted to be taken by the holders of the Common Stock of the Corporation must be effected at a duly called annual or special meeting of such holders and may no longer be effected by any consent in writing by such holders.

ARTICLE IV

Directors

SECTION 4.01. Management of the Corporation. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Director of the Corporation.

SECTION 4.02. Number. The number of directors of the Corporation shall be limited as provided in the Bylaws and determined exclusively by resolution adopted by a majority of the Whole Board. For purposes of this Amended and Restated Certificate of Incorporation, the term "Whole Board" means the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

SECTION 4.03. Election of Directors. The directors shall be elected at the annual meeting of stockholders by such stockholders as have the right to vote on such election. Directors need not be stockholders of the Corporation. Unless required by the Bylaws, the election of the Board of Directors need not be by written ballot.

SECTION 4.04. Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board of Directors, may be filled only by vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director.

SECTION 4.05. Amendment of the Bylaws bv the Board. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE V

Indemnification

SECTION 5.01. Right to Indemnification and Advancement. The Corporation shall indemnify (and advance expenses to) its officers and directors to the fullest extent permitted by the DGCL, as amended from time to time

ARTICLE VI

Director Liability

SECTION 6.01. Waiver of Liability. A director of the Corporation shall not be personally liable either to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. Any amendment or modification or repeal of the foregoing sentence or of the DGCL shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal. If the DGCL hereafter is amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable a set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended DGCL.

ARTICLE VII

Registered Agent and Registered Office

SECTION 7.01. Registered Agent and Office. The name and street address of the registered agent at the Corporation's registered office are:

CORPORATION SERVICE COMPANY
251 LITTLE FALLS DRIVE
WILMINGTON, NEW CASTLE COUNTY
DE, 19808

ARTICLE VIII

Quorum Requirement

SECTION 8.01. Quorum. The holders representing a majority of the combined voting power of the capital stock issued and outstanding and entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum.

ARTICLE IX

Cumulative Voting

SECTION 9.01. No Cumulative Voting. No holder of any shares of any class of stock of the Corporation shall be entitled to cumulative voting rights in any circumstances.

ARTICLE X

Preemptive Rights

SECTION 10.01. No Preemptive Rights. No stockholder shall have any preemptive rights to acquire unissued shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE XI

Internal Corporate Claims

SECTION 11.01. Venue for Internal Corporate Claims. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for all "internal corporate claims." "Internal corporate claims" mean claims, including claims in the right of the Corporation, (i) that are based upon a violation of a duty by a current or former director or officer or stockholder in such capacity or (ii) as to which Title 8 of the Delaware Code confers jurisdiction upon the Court of Chancery, except for, as to each of (i) through (ii) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article XI shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article XI (including, without limitation, each portion of any sentence of this Article XI containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

ARTICLE XII

Supermajority Provisions

SECTION 12.01. Amendment of the Certificate of Incorporation by Stockholders. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided, however, that, notwithstanding any other provision of the Amended and Restated Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least fifty-one percent (51%) of the voting power of the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal, or adopt any provision of this Amended and Restated Certificate of Incorporation inconsistent with Articles IV, V, XI and XII.

SECTION 12.02. Amendments to Bylaws by Stockholders. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the amendment of the Bylaws by the Corporation's stockholders shall require the affirmative vote of the holders of at least fifty-one percent (51%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ANNEX F

EXP WORLD HOLDINGS, INC.

eXp World Holdings, Inc., a Delaware corporation, hereby certifies as follows:

1. The Restated Bylaws of the corporation attached hereto as Exhibit A, which are incorporated herein by this reference, and which restate and integrate the provisions of the Bylaws of this corporation as heretofore amended and/or restated, has been duly adopted by the Corporation's Board of Directors in accordance with Section 109(a) of the General Corporation Law of the State of Delaware and the corporation's Restated Certificate of Incorporation, with the approval of the corporation's Board of Directors having been given by written consent without a meeting in accordance with Section 141(f) of the General Corporation Law of the State of Delaware.

2. Pursuant to Section 109(a) of the General Corporation Law of the State of Delaware, these Restated Bylaws restate and integrate the provisions of the original Bylaws of the Corporation, as previously amended or supplemented. The Restated Bylaws do not amend the provisions of the Corporation's original Bylaws, as previously amended or supplemented, and there is no discrepancy between the provisions in these Restated Bylaws and the provisions in the Corporation's original Bylaws, as previously amended or supplemented.

IN WITNESS WHEREOF, the corporation has caused these Restated Bylaws to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

eXp World Holdings, Inc.

By: /s/ James Bramble
Name: James Bramble
Title: Corporate Secretary

EXHIBIT A

RESTATED BYLAWS OF EXP WORLD HOLDINGS, INC.

ARTICLE I

Meeting of Stockholders

Section 1.1. Annual Meetings. If required by applicable law, an annual meeting of stockholders shall be held for the election of directors at such date, time and place, if any, either within or without the State of Delaware, as may be designated by resolution of the board of directors (the "Board of Directors") of eXp World Holdings, Inc., a Delaware corporation (the "Corporation") from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2. Special Meetings. Special meetings of stockholders for any purpose or purposes, unless otherwise prescribed by statute or by the Corporation's certificate of incorporation, as amended, restated, supplemented or otherwise modified (the "Certificate of Incorporation"), may be called at any time by the Secretary pursuant to a resolution adopted by a majority of the Whole Board (as defined below). Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice. For purposes of these Bylaws, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

Section 1.3. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a notice of the meeting shall be given that shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting) and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the Certificate of Incorporation or these Bylaws, the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at the meeting as of the record date for determining the stockholders entitled to notice of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation.

Section 1.4. Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for determination of stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall fix as the record date for determining stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting, and shall give notice of the adjourned meeting to each stockholder of record as of the record date so fixed for notice of such adjourned meeting.

Section 1.5. Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, at each meeting of stockholders the presence in person or by proxy of the holders of not less than a majority of the outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, then either (i) the chairperson of the meeting or (ii) a majority of the outstanding shares of stock present (in person or by proxy) and entitled to vote may adjourn the meeting from time to time in the manner provided in Section 1.4 of these Bylaws until a quorum shall attend.

Section 1.6. Organization. Meetings of stockholders shall be presided over by a Chairperson of the meeting designated by the Board of Directors or, in the absence of such designation, by a Chairperson chosen at the meeting

by the stockholders. The Secretary shall act as secretary of the meeting, but in his or her absence the Chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7. Voting; Proxies. Except as otherwise provided by or pursuant to the provisions of the Certificate of Incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of stockholders need not be by written ballot. At meetings of stockholders for the election of directors at which a quorum is present where the number of director nominees is equal to the number of positions on the Board of Directors to be filled through election and proxies are solicited for such election of directors solely by the Corporation, the affirmative vote of a majority of the shares of stock of the Corporation which are voting in the election of directors shall be required to elect. In all other meetings of stockholders for the election of directors at which a quorum is present, a plurality of the votes cast shall be sufficient to elect. All other questions presented to the stockholders at a meeting at which a quorum is present shall, unless otherwise provided by the Certificate of Incorporation, these Bylaws, the rules or regulations of any stock exchange applicable to the Corporation, or applicable law or pursuant to any regulation applicable to the Corporation or its securities, be decided by the affirmative vote of the holders of a majority of the shares of stock of the Corporation which are voting on the matter.

Section 1.8. Fixing Date for Determination of Stockholders of Record.

(A) In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

(B) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which shall not be more than sixty (60) days prior to such other action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 1.9. List of Stockholders Entitled to Vote. The officer who has charge of the stock ledger shall prepare and make a complete list of the stockholders entitled to vote at the meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date), arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting

at least ten (10) days prior to the meeting (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting or (ii) during ordinary business hours at the principal place of business of the Corporation. If the meeting is to be held at a place, then a list of stockholders entitled to vote at the meeting shall be produced and kept at the time and place of the meeting during the whole time thereof and may be examined by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. Except as otherwise provided by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders required by this Section 1.9 or to vote in person or by proxy at any meeting of stockholders.

Section 1.10. Action by Written or Electronic Consent of Stockholders Without a Meeting. Any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an office or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded; provided, however if at any time the Company is no longer a "controlled company" under the rules of the Nasdaq Stock Market, then any action required or permitted to be taken by the holders of the Common Stock of the Corporation must be effected at a duly called annual or special meeting of such holders and may no longer be effected by any consent in writing by such holders.

Section 1.11. Inspectors of Election. The Corporation may, and shall if required by law, in advance of any meeting of stockholders, appoint one or more inspectors of election, who may be employees of the Corporation or a subsidiary, to act at the meeting or any adjournment thereof and to make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. In the event that no inspector so appointed or designated is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors so appointed or designated shall (i) ascertain the number of shares of capital stock of the Corporation outstanding, (ii) determine the shares of capital stock of the Corporation represented at the meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares of capital stock of the Corporation represented at the meeting and such inspectors' count of all votes and ballots. Such certification and report shall specify such other information as may be required by law. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Unless otherwise provided by the Board of Directors, the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting. No ballot, proxies, votes or any revocation thereof or change thereto, shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery of the State of Delaware upon application by a stockholder shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders of the Corporation, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for an office at an election may serve as an inspector at such election.

Section 1.12. Conduct of Meetings. The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the person presiding over any meeting of stockholders shall have the right and authority to convene and (for any or no reason) to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding person, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the presiding person of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders entitled to

vote at the meeting, their duly authorized and constituted proxies or such other persons as the presiding person of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The presiding person at any meeting of stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding person should so determine, such presiding person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 1.13. Notice of Stockholder Business and Nominations.

(A) *Annual Meetings of Stockholders*.

(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board of Directors or any committee thereof or (c) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Section 1.13 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 1.13.

(2) For any nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this Section 1.13, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and any such proposed business (other than the nominations of persons for election to the Board of Directors) must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day, nor earlier than the close of business on the one hundred twentieth (120th) day, prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that no annual meeting was held in the previous year or if the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth: (a) as to each person whom the stockholder proposes to nominate for election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially and of record by such

stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding with respect to the nomination or proposal between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, including, in the case of a nomination, the nominee, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and such beneficial owners, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to securities of the Corporation, (v) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (vi) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies or votes from stockholders in support of such proposal or nomination, and (vii) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder. The foregoing notice requirements of this Section 1.13 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as the Corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this Section 1.13 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation at the annual meeting is increased effective after the time period for which nominations would otherwise be due under paragraph (A)(2) of this Section 1.13 and there is no public announcement by the Corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 1.13 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation.

(B) *Special Meetings of Stockholders*. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (1) by or at the direction of the Board of Directors or any committee thereof or (2) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time the notice provided for in this Section 1.13 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election and who complies with the notice procedures set forth in this Section 1.13. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this Section 1.13 shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day

prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) *General*.

(1) Except as otherwise expressly provided in any applicable rule or regulation promulgated under the Exchange Act, only such persons who are nominated in accordance with the procedures set forth in this Section 1.13 shall be eligible to be elected at an annual or special meeting of stockholders of the Corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 1.13. Except as otherwise provided by law, the Chairperson of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 1.13 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies or votes in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by clause (A)(2)(c)(vi) of this Section 1.13) and (b) if any proposed nomination or business was not made or proposed in compliance with this Section 1.13, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 1.13, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 1.13, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(2) For purposes of this Section 1.13, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or other national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Notwithstanding the foregoing provisions of this Section 1.13, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 1.13; provided however, that any references in these Bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 1.13 (including paragraphs (A)(1)(c) and (B) hereof), and compliance with paragraphs (A)(1)(c) and (B) of this Section 1.13 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the penultimate sentence of (A)(2), business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Section 1.13 shall be deemed to affect any rights (a) of stockholders to request inclusion of proposals or nominations in the Corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act or (b) of the holders of any series of preferred stock to elect directors pursuant to any applicable provisions of the Certificate of Incorporation.

ARTICLE II

Board of Directors

Section 2.1. Number; Qualifications. Subject to the Certificate of Incorporation, the Board of Directors shall consist of not less than three members nor more than eleven members, the number thereof to be determined from time to time by resolution of the Whole Board. Directors need not be stockholders.

Section 2.2. Election; Resignation; Vacancies. All directors shall be elected for terms lasting until the next annual meeting of stockholders following their election, and until their successors are elected and qualified, subject to their earlier death, resignation or removal from the Board of Directors. Any director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect when such notice is given unless the notice specifies (a) a later effective date, or (b) an effective date determined upon the happening of an event or events. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective. Unless otherwise provided by law or the Certificate of Incorporation, any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled only by the affirmative votes of a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, and each director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced or until his or her successor is elected and qualified.

Section 2.3. Removal. Any one or more or all of the directors may be removed, with or without cause, by the holders of at least a majority of the outstanding shares of capital stock then entitled to vote at an election of directors.

Section 2.4. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

Section 2.5. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by any two members of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting either by first class United States mail at least three days before such special meeting, or by overnight mail, courier service, electronic transmission, or hand delivery at least 48 hours before the special meeting or such shorter period as is reasonable under the circumstances.

Section 2.6. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.7. Quorum; Vote Required for Action. At all meetings of the Board of Directors the directors entitled to cast a majority of the votes of the Whole Board shall constitute a quorum for the transaction of business. In the event one or more of the directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each such director so disqualified; provided, however, that in no case shall less than one-third (1/3) of the total number of directors constitute a quorum. Except in cases in which the Certificate of Incorporation, these Bylaws or applicable law otherwise provides, a majority of the votes entitled to be cast by the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.8. Organization. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors or, in his or her absence, by a Chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence, the Chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 2.9. Action by Unanimous Consent of Directors. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or

electronic transmissions are filed with the minutes of proceedings of the board or committee in accordance with applicable law.

Section 2.10. Chairperson of the Board and Vice-Chairperson of the Board. The Board of Directors may elect one or more of its members to serve as Chairperson or Vice Chairperson of the Board and may fill any vacancy in such position at such time and in such manner as the Board of Directors shall determine. The Chairperson of the Board, if any, shall preside at all meetings of the Board of Directors at which he or she is present and shall perform such duties and possess such powers as are designated by the Board of Directors. If the Board of Director appoints a Vice Chairperson of the Board, he or she shall, in the absence or disability of the Chairperson of the Board perform the duties and exercise the powers of the Chairperson of the Board and shall perform such other duties and possess such other powers as may from time to time be designated by the Board of Directors. The fact that a person serves as either Chairperson or Vice Chairperson of the Board shall not make such person considered an officer of the Corporation.

ARTICLE III

Committees

Section 3.1. Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 3.2. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these Bylaws.

ARTICLE IV

Officers

Section 4.1. Officers. The officers of the Corporation shall consist of a Chief Executive Officer, a Chief Financial Officer, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time determine, which may include, without limitation, one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers. Each of the Corporation's officers shall be elected by the Board of Directors, each to have such authority, functions or duties as set forth in these Bylaws or as determined by the Board of Directors. Each officer shall be chosen by the Board of Directors and shall hold office for such term as may be prescribed by the Board of Directors and until such person's successor shall have been duly chosen and qualified, or until such person's earlier death, disqualification, resignation or removal.

Section 4.2. Removal, Resignation and Vacancies. Any officer of the Corporation may be removed, with or without cause, by the Board of Directors, without prejudice to the rights, if any, of such officer under any contract to which it is a party. Any officer may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect when such notice is given unless the notice specifies (a) a later effective date, or (b) an effective date determined upon the happening of an event or events, such as the failure to receive the required vote for reelection as a director and the acceptance of such resignation by the Board of Directors. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective. If any vacancy occurs in any office of the Corporation, the Board of Directors may elect a successor

to fill such vacancy for the remainder of the unexpired term and until a successor shall have been duly chosen and qualified.

Section 4.3. Chief Executive Officer. The Chief Executive Officer shall have general supervision and direction of the business and affairs of the Corporation and shall be responsible for corporate policy and strategy. Unless otherwise provided in these Bylaws or by the Board, all other officers of the Corporation shall report directly to the Chief Executive Officer. In the absence of a separately appointed President, the Chief Executive Officer shall be the President.

Section 4.4. President. The President shall perform such duties as the Board of Directors may from time to time determine. The President shall, when requested, counsel with and advise the other officers of the Corporation.

Section 4.5. Chief Operating Officer. The Chief Operating Officer shall be the chief operating officer of the Corporation, with general responsibility for the management and control of the operations of the Corporation and shall perform such other duties as the Board of Directors may from time to time determine. The Chief Operating Officer shall, when requested, counsel with and advise the other officers of the Corporation.

Section 4.6. Chief Financial Officer. The Chief Financial Officer shall exercise all the powers and perform the duties of the office of the chief financial officer and in general have overall supervision of the financial operations of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital retained earnings, and shares. The Chief Financial Officer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as the Board of Directors may from time to time determine. In the absence of a separately appointed Treasurer, the Chief Financial Officer shall be the Treasurer.

Section 4.7. Vice Presidents. The Vice President shall have such powers and duties as shall be prescribed by his or her superior officer or the Chief Executive Officer. A Vice President shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as the Board of Directors may from time to time determine.

Section 4.8. Treasurer. The Treasurer shall supervise and be responsible for all the funds and securities of the Corporation, the deposit of all moneys and other valuables to the credit of the Corporation in depositories of the Corporation, borrowings and compliance with the provisions of all indentures, agreements and instruments governing such borrowings to which the Corporation is a party, the disbursement of funds of the Corporation and the investment of its funds, and in general shall perform all of the duties incident to the office of the Treasurer. The Treasurer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as the Board of Directors may from time to time determine.

Section 4.9. Secretary. The secretary shall attend all sessions of the Board of Directors and all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees when required. He or she shall give, or cause to be given, notice of all meetings of the stockholders and meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the president. The secretary shall keep in safe custody the seal of the Corporation and have authority to affix the seal to all documents requiring it and attest to the same.

Section 4.10. Additional Matters. The Chief Executive Officer and the Chief Financial Officer of the Corporation shall have the authority to designate employees of the Corporation to have the title of Assistant Vice President, Assistant Treasurer or Assistant Secretary. Any employee so designated shall have the powers and duties determined by the officer making such designation. The persons upon whom such titles are conferred shall not be deemed officers of the Corporation unless elected by the Board of Directors.

Section 4.11. Execution of Contracts and Instruments. All contracts, deeds, mortgages, bonds, certificates, checks, drafts, bills of exchange, notes and other instruments or documents to be executed by or in the name of the Corporation shall be signed on the corporation's behalf by such officer or officers, or other person or persons, as may be so authorized (i) by the Board of Directors, or (ii) subject to such limitations, if any, as the Board

of Directors may impose, by the Chief Executive Officer. Such authority may be general or confined to specific instances and, if the Board of Directors or Chief Executive Officer (whichever grants authority) so authorizes or otherwise directs, may be delegated by the authorized officers to other persons. Unless otherwise provided in such resolution, any resolution of the Board of Directors or a committee thereof authorizing the Corporation to enter into any such instruments or documents or authorizing their execution by or on behalf of the Corporation shall be deemed to authorize the execution thereof on its behalf by the Chief Executive Officer, the President, Chief Financial Officer or any Vice President (an "Authorized Officer"). Furthermore, each Authorized Officer shall be authorized to enter into any contract or execute any instrument in the name of and on behalf of the Corporation in matters arising in the ordinary course of the Corporation's business and to the extent incident to the normal performance of such Authorized Officer's duties.

ARTICLE V

Stock

Section 5.1. Certificates. The shares of the Corporation may be certificated or uncertificated in accordance with the Delaware General Corporation Law and shall be entered in the books of the Corporation and registered as they are issued. The issue of shares in uncertificated form shall not affect shares represented by a certificate until the certificate is surrendered to the Corporation. Any certificates representing shares of the Corporation's stock shall be in such form as may be prescribed by law and by the Board of Directors, certifying the number and class of shares owned by such stockholder in the Corporation. Every holder of stock represented by certificates shall be entitled to have a certificate signed by any two authorized officers of the Corporation certifying the number of shares owned by such holder in the Corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue (i) a new certificate of stock or (ii) uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Indemnification and Advancement of Expenses

Section 6.1. Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.3, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation.

Section 6.2. Prepayment of Expenses. The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered

Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VI or otherwise.

Section 6.3. Claims. If a claim for indemnification (following the final disposition of such proceeding) or advancement of expenses under this Article VI is not paid in full within thirty (30) days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action, the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 6.4. Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article VI shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 6.5. Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non- profit enterprise.

Section 6.6. Amendment or Repeal. Any right to indemnification or to advancement of expenses of any Covered Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of these Bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought.

Section 6.7. Other Indemnification and Advancement of Expenses. This Article VI shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE VII

Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 7.2. Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.3. Method of Notice. Whenever notice is required by law, the Certificate of Incorporation or these Bylaws to be given by the Corporation to any director, committee member or stockholder, personal notice shall not be required and any such notice may be given in writing (a) by mail, addressed to such director, committee member or stockholder at his or her address as it appears on the books of the Corporation, or (b) by any other method permitted by law (including, but not limited to, overnight courier service, facsimile, electronic mail or other means of electronic transmission) directed to the addressee at his, her or its address most recently provided to the Corporation. Any notice given by the Corporation by mail shall be deemed to have been given at the time when deposited in the United States mail. Any notice given by the Corporation by overnight courier service shall be deemed to have been given when delivered to such service. Any notice given by the Corporation by facsimile, electronic mail or other means of electronic transmission that generally can be accessed by or on behalf of the receiving party at substantially the same time as it is transmitted shall be deemed to have been given when transmitted, unless the Corporation receives a prompt reply that such transmission is undeliverable to the address to which it was directed.

Section 7.4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or

persons entitled to such notice, or a waiver by electronic transmission by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.5. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

Section 7.6. Amendment of Bylaws. Subject to any additional votes set forth in the Certificate of Incorporation or these Bylaws, these Bylaws may be amended or repealed or new Bylaws may be adopted by the stockholders or by the Board of Directors. Notwithstanding any provision of these Bylaws, the Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by the Certificate of Incorporation, the amendment or repeal of all or any portion of Articles I, II, VI, VIII or this Section 7.6 by the stockholders of the Corporation shall require the affirmative vote of the holders of at least fifty-one percent (51%) of the then outstanding shares of capital stock entitled to vote generally in the election of directors.

Section 7.7. Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 7.8. Facsimile Signature. In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

PROXY CARD

eXp WORLD HOLDINGS, INC.

BROADRIDGE CORPORATE ISSUER SOLUTIONS
C/O EXP WORLD HOLDINGS, INC.
P.O. BOX 1342
BRENTWOOD, NY 11717

SCAN TO VIEW MATERIALS & VOTE

VOTE BY INTERNET
Before The Meeting - Go to **www.proxyvote.com or scan the QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to *www.virtualshareholdermeeting.com/EXPI2026*

You may vote during the meeting. Have your proxy card in hand when you access the website and follow the instructions to enter your 16-digit control number.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V83215-P45276

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

EXP WORLD HOLDINGS, INC.

The Board of Directors recommends you vote FOR the following:

1. Election of Directors to serve for a one-year term expiring in 2027.

Nominees:	For	Against	Abstain
1a. Glenn Sanford	☐	☐	☐
1b. Randall Miles	☐	☐	☐
1c. Dan Cahir	☐	☐	☐
1d. Monica Weakley	☐	☐	☐
1e. Peggie Pelosi	☐	☐	☐
1f. Fred Reichheld	☐	☐	☐

The Board of Directors recommends you vote FOR proposals 2, 3 and 4.	For	Against	Abstain
2. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2026.	☐	☐	☐
3. Approve, by a non-binding advisory vote, the 2025 compensation of our named executive officers.	☐	☐	☐
4. Approve the redomestication of eXp World Holdings, Inc. from Delaware to Texas by conversion.	☐	☐	☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

V83216-P45276

EXP WORLD HOLDINGS, INC.
Annual Meeting of Stockholders
April 24, 2026 12:00 PM ET

This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Glenn Sanford and Jesse Hill, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of eXp World Holdings, Inc. that the stockholder(s) is/are entitled to vote during the virtual Annual Meeting of Stockholders to be held at 12:00 p.m., Eastern Time on Friday, April 24, 2026 at *www.virtualshareholdermeeting.com/EXPI2026*, and any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO SUCH DIRECTION IS MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.

Continued and to be signed on reverse side

EXHIBIT V

DELAWARE RESTATED CERTIFICATE OF INCORPORATION OF EXP WORLD HOLDINGS, INC.

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION
OF
EXP WORLD HOLDINGS, INC.

ARTICLE I

Indemnification

SECTION 1.01. Name. The name of the Corporation is "eXp World Holdings, Inc." (the "Corporation").

ARTICLE II

Purpose

SECTION 2.01. Purpose. The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL").

ARTICLE III

Capital Stock

SECTION 3.01. Amount. The total number of shares of stock which the Corporation has authority to issue is 900,000,000 shares initially all of which are designated as Common Stock, par value of $0.0001 per share ("Common Stock").

SECTION 3.02 Common Stock.

(A) The holders of shares of Common Stock shall be entitled to one vote for each such share on each matter submitted to the stockholders on which the holders of shares of Common Stock are entitled to vote. Except as otherwise required by law or this Amended and Restated Certificate of Incorporation, and at any annual or special meeting of the stockholders the holders of shares of Common Stock shall have the right to vote for the election of directors and on all other matters submitted to a vote of the stockholders; provided, however, that, except as otl1erwise required by law.

(B) The holders of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property, or capital stock of the Corporation) when, as and if declared thereon by the Board of Directors from time to time out of any assets or funds of the Corporation legally available therefor, and shall share equally on a per share basis in such dividends and distributions.

(C) In the event of any voluntary or involuntary liquidation. dissolution, or winding-up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, and the holders of shares of Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

(D) Any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding common stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an office or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded; provided, however if at any time Glenn Sanford and Penny Sanford no longer are the beneficial owners, in the aggregate, of at least a majority in voting power of all shares entitled to vote in the election of directors, then any action required or permitted to be taken by the holders of the Common Stock of the Corporation must be effected at a duly called annual or special meeting of such holders and may no longer be effected by any consent in writing by such holders.

ARTICLE IV

Directors

SECTION 4.01. Management of the Corporation. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Director of the Corporation.

SECTION 4.02. Number. The number of directors of the Corporation shall be limited as provided in the Bylaws and determined exclusively by resolution adopted by a majority of the Whole Board. For purposes of this Amended and Restated Certificate of Incorporation, the term "Whole Board" means the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

SECTION 4.03. Election of Directors. The directors shall be elected at the annual meeting of stockholders by such stockholders as have the right to vote on such election. Directors need not be stockholders of the Corporation. Unless required by the Bylaws, the election of the Board of Directors need not be by written ballot.

SECTION 4.04. Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board of Directors, may be filled only by vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director.

SECTION 4.05. Amendment of the Bylaws bv the Board. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

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ARTICLE V

Indemnification

SECTION 5.01. Right to Indemnification and Advancement. The Corporation shall indemnify (and advance expenses to) its officers and directors to the fullest extent permitted by the DGCL, as amended from time to time

ARTICLE VI

Director Liability

SECTION 6.01. Waiver of Liability. A director of the Corporation shall not be personally liable either to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. Any amendment or modification or repeal of the foregoing sentence or of the DGCL shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal. If the DGCL hereafter is amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable a set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended DGCL.

ARTICLE VII

Registered Agent and Registered Office

SECTION 7.01. Registered Agent and Office. The name and street address of the registered agent at the Corporation's registered office are:

CORPORATION SERVICE COMPANY
251 LITTLE FALLS DRIVE
WILMINGTON, NEW CASTLE COUNTY
DE, 19808

ARTICLE VIII

Quorum Requirement

SECTION 8.01. Quorum. The holders representing a majority of the combined voting power of the capital stock issued and outstanding and entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum.

ARTICLE IX

Cumulative Voting

SECTION 9.01. No Cumulative Voting. No holder of any shares of any class of stock of the Corporation shall be entitled to cumulative voting rights in any circumstances.

ARTICLE X

Preemptive Rights

SECTION 10.01. No Preemptive Rights. No stockholder shall have any preemptive rights to acquire unissued shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE XI

Internal Corporate Claims

SECTION 11.01. Venue for Internal Corporate Claims. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for all "internal corporate claims." "Internal corporate claims" mean claims, including claims in the right of the Corporation, (i) that are based upon a violation of a duty by a current or former director or officer or stockholder in such capacity or (ii) as to which Title 8 of the Delaware Code confers jurisdiction upon the Court of Chancery, except for, as to each of (i) through (ii) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article XI shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article XI (including, without limitation, each portion of any sentence of this Article XI containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

ARTICLE XII
Supermajority Provisions

SECTION 12.01. Amendment of the Certificate of Incorporation by Stockholders. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided, however, that, notwithstanding any other provision of the Amended and Restated Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of the Corporation

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required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least fifty-one percent (51%) of the voting power of the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal, or adopt any provision of this Amended and Restated Certificate of Incorporation inconsistent with Articles IV, V, XI and XII.

SECTION 12.02. Amendments to Bylaws by Stockholders. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the amendment of the Bylaws by the Corporation's stockholders shall require the affirmative vote of the holders of at least fifty-one percent (51%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

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EXHIBIT VI

DELAWARE RESTATED BYLAWS OF EXP WORLD HOLDINGS, INC.

EXHIBIT A

RESTATED BYLAWS OF
EXP WORLD HOLDINGS, INC.

ARTICLE I

Meeting of Stockholders

Section 1.1. Annual Meetings. If required by applicable law, an annual meeting of stockholders shall be held for the election of directors at such date, time and place, if any, either within or without the State of Delaware, as may be designated by resolution of the board of directors (the "Board of Directors") of eXp World Holdings, Inc., a Delaware corporation (the "Corporation") from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2. Special Meetings. Special meetings of stockholders for any purpose or purposes, unless otherwise prescribed by statute or by the Corporation's certificate of incorporation, as amended, restated, supplemented or otherwise modified (the "Certificate of Incorporation"), may be called at any time by the Secretary pursuant to a resolution adopted by a majority of the Whole Board (as defined below). Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice. For purposes of these Bylaws, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

Section 1.3. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a notice of the meeting shall be given that shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting) and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the Certificate of Incorporation or these Bylaws, the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at the meeting as of the record date for determining the stockholders entitled to notice of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation.

Section 1.4. Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for determination of

stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall fix as the record date for determining stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting, and shall give notice of the adjourned meeting to each stockholder of record as of the record date so fixed for notice of such adjourned meeting.

Section 1.5. Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, at each meeting of stockholders the presence in person or by proxy of the holders of not less than a majority of the outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, then either (i) the chairperson of the meeting or (ii) a majority of the outstanding shares of stock present (in person or by proxy) and entitled to vote may adjourn the meeting from time to time in the manner provided in Section 1.4 of these Bylaws until a quorum shall attend.

Section 1.6. Organization. Meetings of stockholders shall be presided over by a Chairperson of the meeting designated by the Board of Directors or, in the absence of such designation, by a Chairperson chosen at the meeting by the stockholders. The Secretary shall act as secretary of the meeting, but in his or her absence the Chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7. Voting; Proxies. Except as otherwise provided by or pursuant to the provisions of the Certificate of Incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of stockholders need not be by written ballot. At meetings of stockholders for the election of directors at which a quorum is present where the number of director nominees is equal to the number of positions on the Board of Directors to be filled through election and proxies are solicited for such election of directors solely by the Corporation, the affirmative vote of a majority of the shares of stock of the Corporation which are voting in the election of directors shall be required to elect. In all other meetings of stockholders for the election of directors at which a quorum is present, a plurality of the votes cast shall be sufficient to elect. All other questions presented to the stockholders at a meeting at which a quorum is present shall, unless otherwise provided by the Certificate of Incorporation, these Bylaws, the rules or regulations of any stock exchange applicable to the Corporation, or applicable law or pursuant to any regulation applicable to the Corporation or its securities, be decided by the affirmative vote of the holders of a majority of the shares of stock of the Corporation which are voting on the matter.

Section 1.8. Fixing Date for Determination of Stockholders of Record.

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(A) In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

(B) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which shall not be more than sixty (60) days prior to such other action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 1.9. List of Stockholders Entitled to Vote. The officer who has charge of the stock ledger shall prepare and make a complete list of the stockholders entitled to vote at the meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date), arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting at least ten (10) days prior to the meeting (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting or (ii) during ordinary business hours at the principal place of business of the Corporation. If the meeting is to be held at a place, then a list of stockholders entitled to vote at the meeting shall be produced and kept at the time and place of the meeting during the whole time thereof and may be examined by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the

meeting. Except as otherwise provided by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders required by this Section 1.9 or to vote in person or by proxy at any meeting of stockholders.

Section 1.10. Action by Written or Electronic Consent of Stockholders Without a Meeting. Any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an office or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded; provided, however if at any time the Company is no longer a "controlled company" under the rules of the Nasdaq Stock Market, then any action required or permitted to be taken by the holders of the Common Stock of the Corporation must be effected at a duly called annual or special meeting of such holders and may no longer be effected by any consent in writing by such holders.

Section 1.11. Inspectors of Election. The Corporation may, and shall if required by law, in advance of any meeting of stockholders, appoint one or more inspectors of election, who may be employees of the Corporation or a subsidiary, to act at the meeting or any adjournment thereof and to make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. In the event that no inspector so appointed or designated is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors so appointed or designated shall (i) ascertain the number of shares of capital stock of the Corporation outstanding, (ii) determine the shares of capital stock of the Corporation represented at the meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares of capital stock of the Corporation represented at the meeting and such inspectors' count of all votes and ballots. Such certification and report shall specify such other information as may be required by law. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Unless otherwise provided by the Board of Directors, the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting. No ballot, proxies, votes or any revocation thereof or change thereto, shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery of the State of Delaware upon application by a stockholder shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders of the Corporation, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for an office at an election may serve as an inspector at such election.

Section 1.12. Conduct of Meetings. The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the person presiding over any meeting of stockholders shall have the right and authority to convene and (for any or no reason) to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding person, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the presiding person of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders entitled to vote at the meeting, their duly authorized and constituted proxies or such other persons as the presiding person of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The presiding person at any meeting of stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding person should so determine, such presiding person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 1.13. Notice of Stockholder Business and Nominations.

(A) *Annual Meetings of Stockholders*.

(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board of Directors or any committee thereof or (c) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Section 1.13 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 1.13.

(2) For any nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this Section 1.13, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and any such proposed business (other than the nominations of persons for election to the Board of Directors) must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be

delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day, nor earlier than the close of business on the one hundred twentieth (120th) day, prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that no annual meeting was held in the previous year or if the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth: (a) as to each person whom the stockholder proposes to nominate for election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding with respect to the nomination or proposal between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, including, in the case of a nomination, the nominee, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and such beneficial owners, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such

stockholder or such beneficial owner, with respect to securities of the Corporation, (v) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (vi) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies or votes from stockholders in support of such proposal or nomination, and (vii) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder. The foregoing notice requirements of this Section 1.13 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as the Corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this Section 1.13 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation at the annual meeting is increased effective after the time period for which nominations would otherwise be due under paragraph (A)(2) of this Section 1.13 and there is no public announcement by the Corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 1.13 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation.

(B) *Special Meetings of Stockholders*. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (1) by or at the direction of the Board of Directors or any committee thereof or (2) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the

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Corporation who is a stockholder of record at the time the notice provided for in this Section 1.13 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election and who complies with the notice procedures set forth in this Section 1.13. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this Section 1.13 shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) *General*.

(1) Except as otherwise expressly provided in any applicable rule or regulation promulgated under the Exchange Act, only such persons who are nominated in accordance with the procedures set forth in this Section 1.13 shall be eligible to be elected at an annual or special meeting of stockholders of the Corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 1.13. Except as otherwise provided by law, the Chairperson of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 1.13 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies or votes in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by clause (A)(2)(c)(vi) of this Section 1.13) and (b) if any proposed nomination or business was not made or proposed in compliance with this Section 1.13, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 1.13, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 1.13, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such

stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(2) For purposes of this Section 1.13, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or other national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Notwithstanding the foregoing provisions of this Section 1.13, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 1.13; provided however, that any references in these Bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 1.13 (including paragraphs (A)(1)(c) and (B) hereof), and compliance with paragraphs (A)(1)(c) and (B) of this Section 1.13 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the penultimate sentence of (A)(2), business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Section 1.13 shall be deemed to affect any rights (a) of stockholders to request inclusion of proposals or nominations in the Corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act or (b) of the holders of any series of preferred stock to elect directors pursuant to any applicable provisions of the Certificate of Incorporation.

ARTICLE II

Board of Directors

Section 2.1. Number; Qualifications. Subject to the Certificate of Incorporation, the Board of Directors shall consist of not less than three members nor more than eleven members, the number thereof to be determined from time to time by resolution of the Whole Board. Directors need not be stockholders.

Section 2.2. Election; Resignation; Vacancies. All directors shall be elected for terms lasting until the next annual meeting of stockholders following their election, and until their successors are elected and qualified, subject to their earlier death, resignation or removal from the Board of Directors. Any director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect when such notice is

given unless the notice specifies (a) a later effective date, or (b) an effective date determined upon the happening of an event or events. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective. Unless otherwise provided by law or the Certificate of Incorporation, any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled only by the affirmative votes of a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, and each director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced or until his or her successor is elected and qualified.

Section 2.3. Removal. Any one or more or all of the directors may be removed, with or without cause, by the holders of at least a majority of the outstanding shares of capital stock then entitled to vote at an election of directors.

Section 2.4. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

Section 2.5. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by any two members of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting either by first class United States mail at least three days before such special meeting, or by overnight mail, courier service, electronic transmission, or hand delivery at least 48 hours before the special meeting or such shorter period as is reasonable under the circumstances.

Section 2.6. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.7. Quorum; Vote Required for Action. At all meetings of the Board of Directors the directors entitled to cast a majority of the votes of the Whole Board shall constitute a quorum for the transaction of business. In the event one or more of the directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each such director so disqualified; provided, however, that in no case shall less than one-third (1/3) of the total number of directors constitute a quorum. Except in cases in which the Certificate of Incorporation, these Bylaws or applicable law otherwise provides, a majority of the votes entitled to be cast by the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.8. Organization. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors or, in his or her absence, by a Chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence, the Chairperson of the meeting may appoint any person to act as secretary of the meeting.

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Section 2.9. Action by Unanimous Consent of Directors. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the board or committee in accordance with applicable law.

Section 2.10. Chairperson of the Board and Vice-Chairperson of the Board. The Board of Directors may elect one or more of its members to serve as Chairperson or Vice Chairperson of the Board and may fill any vacancy in such position at such time and in such manner as the Board of Directors shall determine. The Chairperson of the Board, if any, shall preside at all meetings of the Board of Directors at which he or she is present and shall perform such duties and possess such powers as are designated by the Board of Directors. If the Board of Director appoints a Vice Chairperson of the Board, he or she shall, in the absence or disability of the Chairperson of the Board perform the duties and exercise the powers of the Chairperson of the Board and shall perform such other duties and possess such other powers as may from time to time be designated by the Board of Directors. The fact that a person serves as either Chairperson or Vice Chairperson of the Board shall not make such person considered an officer of the Corporation.

ARTICLE III

Committees

Section 3.1. Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 3.2. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these Bylaws.

ARTICLE IV

Officers

Section 4.1. Officers. The officers of the Corporation shall consist of a Chief Executive Officer, a Chief Financial Officer, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time determine, which may include, without limitation, one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers. Each of the Corporation's officers shall be elected by the Board of Directors, each to have such authority, functions or duties as set forth in these Bylaws or as determined by the Board of Directors. Each officer shall be chosen by the Board of Directors and shall hold office for such term as may be prescribed by the Board of Directors and until such person's successor shall have been duly chosen and qualified, or until such person's earlier death, disqualification, resignation or removal.

Section 4.2. Removal, Resignation and Vacancies. Any officer of the Corporation may be removed, with or without cause, by the Board of Directors, without prejudice to the rights, if any, of such officer under any contract to which it is a party. Any officer may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect when such notice is given unless the notice specifies (a) a later effective date, or (b) an effective date determined upon the happening of an event or events, such as the failure to receive the required vote for reelection as a director and the acceptance of such resignation by the Board of Directors. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective. If any vacancy occurs in any office of the Corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the unexpired term and until a successor shall have been duly chosen and qualified.

Section 4.3. Chief Executive Officer. The Chief Executive Officer shall have general supervision and direction of the business and affairs of the Corporation and shall be responsible for corporate policy and strategy. Unless otherwise provided in these Bylaws or by the Board, all other officers of the Corporation shall report directly to the Chief Executive Officer. In the absence of a separately appointed President, the Chief Executive Officer shall be the President.

Section 4.4. President. The President shall perform such duties as the Board of Directors may from time to time determine. The President shall, when requested, counsel with and advise the other officers of the Corporation.

Section 4.5. Chief Operating Officer. The Chief Operating Officer shall be the chief operating officer of the Corporation, with general responsibility for the management and control of the operations of the Corporation and shall perform such other duties as the Board of Directors may from time to time determine. The Chief Operating Officer shall, when requested, counsel with and advise the other officers of the Corporation.

Section 4.6. Chief Financial Officer. The Chief Financial Officer shall exercise all the powers and perform the duties of the office of the chief financial officer and in general have overall supervision of the financial operations of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital retained earnings, and shares. The Chief Financial Officer shall, when requested, counsel with and advise the other officers of the Corporation and shall

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perform such other duties as the Board of Directors may from time to time determine. In the absence of a separately appointed Treasurer, the Chief Financial Officer shall be the Treasurer.

Section 4.7. Vice Presidents. The Vice President shall have such powers and duties as shall be prescribed by his or her superior officer or the Chief Executive Officer. A Vice President shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as the Board of Directors may from time to time determine.

Section 4.8. Treasurer. The Treasurer shall supervise and be responsible for all the funds and securities of the Corporation, the deposit of all moneys and other valuables to the credit of the Corporation in depositories of the Corporation, borrowings and compliance with the provisions of all indentures, agreements and instruments governing such borrowings to which the Corporation is a party, the disbursement of funds of the Corporation and the investment of its funds, and in general shall perform all of the duties incident to the office of the Treasurer. The Treasurer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as the Board of Directors may from time to time determine.

Section 4.9. Secretary. The secretary shall attend all sessions of the Board of Directors and all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees when required. He or she shall give, or cause to be given, notice of all meetings of the stockholders and meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the president. The secretary shall keep in safe custody the seal of the Corporation and have authority to affix the seal to all documents requiring it and attest to the same.

Section 4.10. Additional Matters. The Chief Executive Officer and the Chief Financial Officer of the Corporation shall have the authority to designate employees of the Corporation to have the title of Assistant Vice President, Assistant Treasurer or Assistant Secretary. Any employee so designated shall have the powers and duties determined by the officer making such designation. The persons upon whom such titles are conferred shall not be deemed officers of the Corporation unless elected by the Board of Directors.

Section 4.11. Execution of Contracts and Instruments. All contracts, deeds, mortgages, bonds, certificates, checks, drafts, bills of exchange, notes and other instruments or documents to be executed by or in the name of the Corporation shall be signed on the corporation's behalf by such officer or officers, or other person or persons, as may be so authorized (i) by the Board of Directors, or (ii) subject to such limitations, if any, as the Board of Directors may impose, by the Chief Executive Officer. Such authority may be general or confined to specific instances and, if the Board of Directors or Chief Executive Officer (whichever grants authority) so authorizes or otherwise directs, may be delegated by the authorized officers to other persons. Unless otherwise provided in such resolution, any resolution of the Board of Directors or a committee thereof authorizing the Corporation to enter into any such instruments or documents or authorizing their execution by or on behalf of the Corporation shall be deemed to authorize the execution thereof on its behalf by the Chief Executive Officer, the President, Chief Financial Officer or any Vice President (an "Authorized Officer"). Furthermore, each Authorized Officer shall be authorized to enter into any contract or execute any instrument in the name of and on behalf of the Corporation

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in matters arising in the ordinary course of the Corporation's business and to the extent incident to the normal performance of such Authorized Officer's duties.

ARTICLE V

Stock

Section 5.1. Certificates. The shares of the Corporation may be certificated or uncertificated in accordance with the Delaware General Corporation Law and shall be entered in the books of the Corporation and registered as they are issued. The issue of shares in uncertificated form shall not affect shares represented by a certificate until the certificate is surrendered to the Corporation. Any certificates representing shares of the Corporation's stock shall be in such form as may be prescribed by law and by the Board of Directors, certifying the number and class of shares owned by such stockholder in the Corporation. Every holder of stock represented by certificates shall be entitled to have a certificate signed by any two authorized officers of the Corporation certifying the number of shares owned by such holder in the Corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue (i) a new certificate of stock or (ii) uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Indemnification and Advancement of Expenses

Section 6.1. Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.3, the Corporation shall be required to indemnify a Covered

Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation.

Section 6.2. Prepayment of Expenses. The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VI or otherwise.

Section 6.3. Claims. If a claim for indemnification (following the final disposition of such proceeding) or advancement of expenses under this Article VI is not paid in full within thirty (30) days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action, the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 6.4. Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article VI shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 6.5. Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non- profit enterprise.

Section 6.6. Amendment or Repeal. Any right to indemnification or to advancement of expenses of any Covered Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of these Bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought.

Section 6.7. Other Indemnification and Advancement of Expenses. This Article VI shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE VII

Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 7.2. Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.3. Method of Notice. Whenever notice is required by law, the Certificate of Incorporation or these Bylaws to be given by the Corporation to any director, committee member or stockholder, personal notice shall not be required and any such notice may be given in writing (a) by mail, addressed to such director, committee member or stockholder at his or her address as it appears on the books of the Corporation, or (b) by any other method permitted by law (including, but not limited to, overnight courier service, facsimile, electronic mail or other means of electronic transmission) directed to the addressee at his, her or its address most recently provided to the Corporation. Any notice given by the Corporation by mail shall be deemed to have been given at the time when deposited in the United States mail. Any notice given by the Corporation by overnight courier service shall be deemed to have been given when delivered to such service. Any notice given by the Corporation by facsimile, electronic mail or other means of electronic transmission that generally can be accessed by or on behalf of the receiving party at substantially the same time as it is transmitted shall be deemed to have been given when transmitted, unless the Corporation receives a prompt reply that such transmission is undeliverable to the address to which it was directed.

Section 7.4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.5. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

Section 7.6. Amendment of Bylaws. Subject to any additional votes set forth in the Certificate of Incorporation or these Bylaws, these Bylaws may be amended or repealed or new Bylaws may be adopted by the stockholders or by the Board of Directors. Notwithstanding any provision of these Bylaws, the Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by the Certificate of Incorporation, the amendment or repeal of all or any portion of Articles I, II, VI, VIII or this Section 7.6 by the stockholders of the Corporation shall require the affirmative vote of the holders of at least fifty-

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one percent (51%) of the then outstanding shares of capital stock entitled to vote generally in the election of directors.

Section 7.7. Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 7.8. Facsimile Signature. In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

EXHIBIT VII

PROPOSED TEXAS CERTIFICATE OF FORMATION OF EXP WORLD HOLDINGS, INC.; AND

CERTIFICATE OF FORMATION OF
EXP WORLD HOLDINGS, INC.

eXp World Holdings, Inc., a corporation organized and existing under the laws of the State of Texas (the "**Company**"), hereby certifies as follows:

1. eXp World Holdings, Inc., a Delaware corporation (the "**Delaware Corporation**"), with its registered office in the State of Delaware at 1521 Concord Pike Suite 201, Wilmington, Delaware, 19803, US, was originally incorporated on July 30, 2008.

2. The Delaware Corporation was converted into a corporation incorporated under the laws of the State of Texas under the name "eXp World Holdings, Inc." on [_], 2026 pursuant to a plan of conversion, under which the Delaware Corporation converted to the Company.

ARTICLE I

The name of the corporation is eXp World Holdings, Inc. The Company is a for-profit corporation.

ARTICLE II

The address of the Company's initial registered office in the State of Texas is 2595 N Dallas Pkwy, Suite 350, Frisco, Texas 75034. The name of its initial registered agent at such address is United Agent Group Inc. The initial mailing address of the Company is 219 Rimland Drive, Suite 301, Bellingham, Washington, 98226.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Texas Business Organizations Code ("**TBOC**"), as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

1. Authorized Capital Stock. The total number of shares of capital stock the Company has authority to issue is 900,000,000 shares of Common Stock, par value $0.00001 per share ("**Common Stock**") and 100,000,000 shares of Preferred Stock, par value $0.00001 per share ("**Preferred Stock**").

2. Adjustment in Authorized Common Stock or Preferred Stock. Except as otherwise may be expressly provided by the terms of any series of Preferred Stock, the number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares of Common Stock or Preferred Stock then outstanding, as applicable) by an affirmative vote of the holders of a majority of the total voting power represented by the outstanding capital stock of the Company entitled to vote thereon, and without a separate class vote by the Common Stock or Preferred Stock, except as may be required by the TBOC.

3. Common Stock.

(a) *Voting Powers.* Each holder of shares of Common Stock shall be entitled to one (1) vote for each share thereof held as of the applicable record date. To the maximum extent permitted by the TBOC, but subject to the rights, if any, of the holders of Preferred Stock as specified in this Certificate of Formation or in any certificate of designation, and further subject to the Bylaws of the Company ("**Bylaws**"), subject to Article IV Section 3(b), Article V Section 2 and Article XI, an affirmative vote of the majority of shares of the outstanding capital stock of the Company entitled to vote and represented at a meeting with quorum shall be sufficient to approve, authorize, adopt, or to otherwise cause the Company to take, or affirm the Company's taking of, any action.

(b) *Vote for a Fundamental Business Transaction*. The following action may be taken by the affirmative vote of the holders of a majority of the total voting power represented by the outstanding capital stock of the Company entitled to vote thereon:

(1) the adoption by the shareholders of a proposed plan of merger or consolidation involving the corporation;

(2) the approval by the shareholders of a sale, lease, exchange, or other disposition of all, or substantially all, the assets of the corporation otherwise than in the usual and regular course of business as conducted by the corporation; and

(3) winding up or dissolution.

4. Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the board of directors of the Company (the "**Board**") (authority to do so being hereby expressly vested in the Board). The Board is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any series of Preferred Stock, including, without limitation, authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing. The Board is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Formation or the resolution of the Board originally fixing the number of shares of such series. Except as may be otherwise specified by the terms of any series of Preferred Stock, if the number of shares of any series of Preferred Stock is so decreased, then the Company shall take all such steps as are necessary to cause the shares constituting such decrease to resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

5. Additional Rights.

(a) *Dividends and Distributions*. The holders of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property, or capital stock of the Company) when, as and if declared thereon by the Board from time to time out of any assets or funds of the Company legally available therefor, and shall share equally on a per share basis in such dividends and distributions.

(b) *Dissolution, Liquidation or Winding Up*. In the event of any voluntary or involuntary liquidation. dissolution, or winding up of the Company, after payment or provision for payment of the debts and other liabilities of the Company, and the holders of shares of Common Stock shall be entitled to receive all the remaining assets of the Company available for distribution to its shareholders, ratably in proportion to the number of shares of Common Stock held by them.

ARTICLE V

1. General Powers. The business and affairs of the Company shall be managed by or under the direction of the Board. In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, alter, amend or repeal the Bylaws of the Company.

2. Number of Directors; Initial Directors; Term; Election.

(a) The number of directors that constitute the whole Board shall be fixed exclusively by resolution of the Board. The Board currently consists of six directors, and the names and addresses of such directors are:

Name	Address
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.
[__]	219 Rimland Drive, Suite 301, Bellingham, Washington, 98226, U.S.

(b) At a meeting of shareholders at which directors are to be elected and a quorum is present, a nominee for director shall be elected to the Board if the number of votes cast “for” such nominee’s election exceed the number of votes cast “against” such nominee’s election, excluding abstentions.

(c) Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Company.

3. Action by Written Consent of the Board of Directors. Unless otherwise restricted by this Certificate of Formation or the TBOC, any action required or permitted to be taken at any meeting of the Board, or of any committee or subcommittee thereof, may be taken without a meeting all the members of the Board or committee or subcommittee, as the case may be, consent thereto in writing or by electronic transmission.

ARTICLE VI

1. Action by Written Consent of Shareholders. Any action required by the TBOC to be taken at any annual or special meeting of shareholders of the Company, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock representing fifty-five percent (55%) of the outstanding capital stock of the Company entitled to vote thereon.

2. Special Meetings. Except as otherwise may be expressly provided by the terms of any series of Preferred Stock, special meetings of shareholders of the Company may be called only by the Board, the chairperson of the Board, the chief executive officer or the president or by the holders of not less than fifty percent (50%) (or the highest percentage of ownership that may be set under the TBOC) of the Company's then outstanding shares of capital stock entitled to vote at such special meeting.

3. Advance Notice of Shareholder Business. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Company shall be given in the manner provided in the Bylaws of the Company.

4. No Cumulative Voting. No shareholder will be permitted to cumulate votes at any election of directors.

ARTICLE VII

To the fullest extent permitted by the TBOC, as the same exists or as may hereafter be amended from time to time, no director or officer of the Company shall be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable. If the TBOC is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Company shall be eliminated or limited to the fullest extent permitted by the TBOC, as so amended.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Formation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

Subject to any provisions in the Bylaws of the Company related to indemnification of directors or officers of the Company, the Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the TBOC, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of this Certificate of Formation or a bylaw of the Company shall not be eliminated or impaired by an amendment to this Certificate of Formation or the Bylaws of the Company after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

ARTICLE IX

The Company elects not to be governed by Section 21.606 of the TBOC.

ARTICLE X

1. Except as provided in Article VII and Article VIII above, the Company reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Formation by the affirmative vote of the holders of a majority of the total voting power represented by the outstanding capital stock of the Company entitled to vote thereon, and all rights conferred upon shareholders herein are granted subject to this reservation.

2. Notwithstanding any provision of the Certificate of Formation, the Bylaws of the Company or any provision of law that might otherwise permit a lesser vote, the affirmative vote of a majority of the voting power of the outstanding capital stock of the Company entitled to vote thereon, voting together as a single class, shall be required for the shareholders of the Company to amend, alter, change or repeal any provision of the Bylaws of the Company.

ARTICLE XI

This document becomes effective when the document is accepted and filed by the secretary of state.

IN WITNESS WHEREOF, eXp World Holdings, Inc., has caused this Certificate of Formation to be signed by its duly authorized officer on ___, 2026.

By: _____
Name: James Bramble
Title: Corporate Secretary

EXHIBIT VIII

PROPOSED TEXAS BYLAWS OF EXP WORLD HOLDINGS, INC.

BYLAWS OF

EXP WORLD HOLDINGS, INC.
Adopted [____], 2026
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ARTICLE I - MEETINGS OF SHAREHOLDERS

1.1 ***Place of Meetings***. Meetings of shareholders of eXp World Holdings, Inc. (the "**Company**") shall be held at any place, within or outside the State of Texas, determined by the Company's board of directors (the "**Board**"). The Board may, in its sole discretion, determine that a meeting of shareholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 6.002(a) of the Texas Business Organizations Code (the "**TBOC**"). In the absence of any such designation or determination, shareholder meetings shall be held at the Company's principal executive office. To the extent permitted by the TBOC, the Board may postpone or reschedule any previously scheduled meeting of shareholders at any time, before or after the notice for such meeting has been given to the shareholders.

1.2 ***Annual Meeting***. Unless directors are elected by written consent in lieu of an annual meeting, an annual meeting of shareholders shall be held for the election of directors and for the transaction of such other business as may properly come before the meeting, at such date and time as may be designated by resolution of the Board from time to time.

1.3 ***Special Meeting***. Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting the holders of such series of Preferred Stock to call a special meeting of the shareholders, special meetings of shareholders of the Company may be called only by the Board, the chairperson of the Board, the Chief Executive Officer or the president or by the holders of not less than fifty percent (50%) (or the highest percentage of ownership that may be set under the TBOC) of the Company's then outstanding shares of capital stock entitled to vote at such special meeting.

If a special meeting of the shareholders has been called, the Company shall cause notice to be given to the shareholders entitled to vote at such meeting, in accordance with these bylaws, that a meeting will be held at the time requested by the person or persons calling the meeting. The notice of a special meeting shall include the purpose for which the meeting is called. Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the special meeting pursuant to the notice of a special meeting. Nothing contained in this **Section 1.3** shall be construed as limiting, fixing or affecting the time when a meeting of shareholders called by action of the Board may be held.

1.4 ***Advance Notice Procedures***.

(i) *Annual Meetings of Shareholders.*

(a) Nominations of persons for election to the Board or the proposal of other business to be transacted by the shareholders at an annual meeting of shareholders may be made only (1) pursuant to the Company's notice of meeting (or any supplement thereto); (2) by or at the direction of the Board; (3) as may be provided in the certificate of designations for any class or series of Preferred Stock; or (4) by any shareholder of the Company who (A) is a shareholder of record at the time of giving of the notice contemplated by **Section 1.4(i)(b)**; (B) is a shareholder of record on the record date for the determination of shareholders entitled to notice of the annual meeting; (C) is a shareholder of record on the record date for the determination of shareholders entitled to vote at the annual meeting (if such date is different from the record date for determining shareholders entitled to notice of the meeting); (D) is a shareholder of record at the time of the annual meeting; and (E) complies with the procedures set forth in this **Section 1.4(i)**.

(b) For nominations or other business to be properly brought before an annual meeting of shareholders by a shareholder pursuant to clause (4) of **Section 1.4(i)(a)**, the shareholder must have given timely notice in writing to the secretary and any such nomination or proposed business must constitute a proper matter for shareholder action. To be timely, a shareholder's notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the one hundred twentieth (120th) day and no later than 5:00 p.m., local time, on the ninetieth (90th) day prior to the day of the first anniversary of the preceding year's annual meeting of shareholders. However, if no annual meeting of shareholders was held in the preceding year, or if the date of the applicable annual meeting has been changed by more than thirty (30) days from the first anniversary of the preceding year's annual meeting, then to be timely such notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the one hundred twentieth (120th) day prior to the day of the annual meeting and no later than 5:00 p.m., local time, on the tenth (10th) day following the day on which Official Notice of the date of the annual meeting was first given by the Company. In no event will

the adjournment, rescheduling or postponement of any annual meeting, or any announcement thereof, commence a new time period (or extend any time period) for the giving of a shareholder's notice as described above. If the number of directors to be elected to the Board is increased and there is no Official Notice naming all of the nominees for director or specifying the size of the increased Board at least ten (10) days before the last day that a shareholder may deliver a notice of nomination pursuant to the foregoing provisions, then a shareholder's notice required by this **Section 1.4(i)(b)** will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is received by the secretary at the principal executive offices of the Company no later than 5:00 p.m., local time, on the tenth (10th) day following the day on which such Official Notice is first given. "**Official Notice**" means disclosure in a press release or by notice in writing or electronic transmission disseminated by or at the direction of the Company to all shareholders entitled to notice of shareholder meetings.

(c) A shareholder's notice to the secretary must set forth:

(1) as to each person whom the shareholder proposes to nominate for election as a director:

a) such person's name, age, business address, residence address and principal occupation or employment; the class and number of shares of the corporation that are held of record or are beneficially owned by such person and a description of any Derivative Instruments (defined below) held or beneficially owned thereby or of any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares), the effect or intent of which is to mitigate loss to, or to manage the risk or benefit of share price changes for, or to increase or decrease the voting power of such person; and all information relating to such person that would be required to be disclosed in solicitations of proxies for the contested election of directors of publicly traded corporations, or otherwise would be required, in each case pursuant to Section 14 of the Securities Exchange Act of 1934 (the "**1934 Act**") if the Company were publicly traded;

b) such person's written consent to being named in such shareholder's proxy statement as a nominee of such shareholder and to serving as a director of the Company if elected;

c) a reasonably detailed description of any direct or indirect compensatory, payment, indemnification or other financial agreement, arrangement or understanding that such person has, or has had within the past three (3) years, with any person or entity other than the Company (including the amount of any payment or payments received or receivable thereunder), in each case in connection with candidacy or service as a director of the Company (a "**Third-Party Compensation Arrangement**"); and

d) a description of any other material relationships between such person and such person's respective affiliates and associates, or others acting in concert with them, on the one hand, and such shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made, and their respective affiliates and associates, or others acting in concert with them, on the other hand;

(2) as to any other business that the shareholder proposes to bring before the annual meeting:

a) a brief description of the business desired to be brought before the annual meeting;

b) the text of the proposal or business (including the text of any resolutions proposed for consideration and, if applicable, the text of any proposed amendment to these bylaws or the Company's certificate of formation);

c) the reasons for conducting such business at the annual meeting;

d) any material interest in such business of such shareholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made, and their respective affiliates and associates, or others acting in concert with them; and

e) a description of all agreements, arrangements and understandings between such shareholder and the beneficial owner, if any, on whose behalf the proposal is made, and their respective affiliates or associates or others acting in concert with them, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder; and

(3) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made:

a) the name and address of such shareholder (as they appear on the Company's books), of such beneficial owner and of their respective affiliates or associates or others acting in concert with them;

b) for each class or series, the number of shares of stock of the Company that are, directly or indirectly, held of record or are beneficially owned by such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them;

c) a description of any agreement, arrangement or understanding between such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, and any other person or persons (including, in each case, their names) in connection with the proposal of such nomination or other business;

d) a description of any agreement, arrangement or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions and borrowed or loaned shares) that has been entered into by or on behalf of such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, with respect to the Company's securities (any of the foregoing, a "**Derivative Instrument**"), or any other agreement, arrangement or understanding that has been made the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for or increase or decrease the voting power of such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, with respect to the Company's securities;

e) any rights to dividends on the Company's securities owned beneficially by such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, that are separated or separable from the underlying security;

f) any proportionate interest in the Company's securities or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership;

g) any performance-related fees (other than an asset-based fee) that such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them is entitled to based on any increase or decrease in the value of the Company's securities or Derivative Instruments, including, without limitation, any such interests held by members of the immediate family of such persons sharing the same household;

h) any significant equity interests or any Derivative Instruments in any principal competitor of the Company that are held by such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them;

i) any direct or indirect interest of such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert with them, in any contract with the Company, any affiliate of the Company or any principal competitor of the Company (in each case, including any employment agreement, collective bargaining agreement or consulting agreement);

j) a representation and undertaking that the shareholder is a holder of record of stock of the Company as of the date of submission of the shareholder's notice and intends to appear in person or by proxy at the meeting to bring such nomination or other business before the meeting;

k) a representation and undertaking that such shareholder or any such beneficial owner intends, or is part of a group that intends, to (x) deliver a proxy statement or other proxy solicitation material or form of proxy to holders of at least the percentage of the voting power of the Company's then-outstanding stock required to approve or adopt the proposal or to elect each such nominee; or (y) otherwise solicit proxies from shareholders in support of such proposal or nomination;

l) any other information relating to such shareholder, such beneficial owner, or their respective affiliates or associates or others acting in concert with them, or director nominee or proposed business that, in each case, would be required to be disclosed in a proxy statement or other filing that would be required to be made in connection with the solicitation of proxies in support of such nominee (in a contested election of directors) or proposal pursuant to Section 14 of the 1934 Act if the Company were publicly traded; and

m) such other information relating to any proposed item of business as the Company may reasonably require to determine whether such proposed item of business is a proper matter for shareholder action.

(d) In addition to the requirements of this **Section 1.4**, to be timely, a shareholder's notice (and any additional information submitted to the Company in connection therewith) must further be updated and supplemented, if necessary, (1) so that the information provided or required to be provided in such notice is true and correct as of the record date(s) for determining the shareholders entitled to notice of, and to vote at, the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment, rescheduling or postponement thereof and (2) to provide any additional information that the Company may reasonably request. Such update and supplement or additional information, if applicable, must be received by the secretary at the principal executive offices of the Company, in the case of a request for additional information, promptly following a request therefor, which response must be delivered not later than such reasonable time as is specified in any such request from the corporation or, in the case of an update or supplement of any information, not later than five (5) business days after the record date(s) for the meeting (in the case of any update and supplement required to be made as of the record date(s)), and not later than eight (8) business days prior to the date for the meeting or any adjournment, rescheduling or postponement thereof (in the case of the update and supplement required to be made as of eight (10) business days prior to the meeting or any adjournment, rescheduling or postponement thereof). The failure to timely provide such update, supplement or additional information shall result in the nomination or proposal no longer being eligible for consideration at the meeting.

(ii) *Special Meetings of Shareholders.* Except to the extent required by the TBOC, and subject to **Section 1.3**, special meetings of shareholders may be called only in accordance with the Company's certificate of formation and these bylaws. Only such business will be conducted at a special meeting of shareholders as has been brought before the special meeting pursuant to the Company's notice of meeting. If the election of directors is included as business to be brought before a special meeting in the Company's notice of meeting, then nominations of persons for election to the Board at such special meeting may be made by any shareholder who (i) is a shareholder of record at the time of giving of the notice contemplated by this **Section 1.4(ii)**; (ii) is a shareholder of record on the record date for the determination of shareholders entitled to notice of the special meeting; (iii) is a shareholder of record on the record date for the determination of shareholders entitled to vote at the special meeting; (iv) is a shareholder of record at the time of the special meeting; and (v) complies with the procedures set forth in this **Section 1.4(ii)**. For nominations to be properly brought by a shareholder before a special meeting pursuant to this **Section 1.4(ii)**, the shareholder's notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the one hundred twentieth (120th) day prior to the day of the special meeting and no later than 5:00 p.m., local time, on the later of the ninetieth (90th) day prior to such special meeting and the tenth (10th) day following the day on which Official Notice of the date of the special meeting was first given. In no event will any adjournment, rescheduling or postponement of a special meeting or the announcement thereof

commence a new time period (or extend any time period) for the giving of a shareholder's notice. A shareholder's notice to the Secretary must comply with the applicable notice requirements of **Section 1.4(a)(iii)**.

(iii) *Other Requirements.*

(a) To be eligible to be a nominee by any shareholder for election as a director of the Company at a meeting of shareholders, the proposed nominee must provide to the secretary, in accordance with the applicable time periods prescribed for delivery of notice under **Section 1.4(i)(b)** or **Section 1.4(i)**:

(1) a signed and completed written questionnaire (in the form provided by the secretary at the written request of the nominating shareholder, which form will be provided by the secretary within ten (10) days of receiving such request) containing information regarding such nominee's background and qualifications and such other information as may reasonably be required by the Company to determine the eligibility of such nominee to serve as a director of the Company or to serve as an independent director of the Company;

(2) a written representation and undertaking that, unless previously disclosed to the Company, such nominee is not, and will not become, a party to any voting agreement, arrangement, commitment, assurance or understanding with any person or entity as to how such nominee, if elected as a director, will vote on any issue;

(3) a written representation and undertaking that, unless previously disclosed to the Company, such nominee is not, and will not become, a party to any Third-Party Compensation Arrangement;

(4) a written representation and undertaking that, if elected as a director, such nominee would be in compliance, and will continue to comply, with the Company's corporate governance guidelines as disclosed on the Company's website, as amended from time to time; and

(5) a written representation and undertaking that such nominee, if elected, intends to serve a full term on the Board.

(b) At the request of the Board, any person nominated by the Board for election as a director must furnish to the secretary the information that is required to be set forth in a shareholder's notice of nomination that pertains to such nominee.

(c) No person will be eligible to be nominated by a shareholder for election as a director of the Company unless nominated in accordance with the procedures set forth in this **Section 1.4**. No business proposed by a shareholder will be conducted at a shareholder meeting except in accordance with this **Section 1.4**.

(d) The chairperson of the applicable meeting of shareholders will, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by these bylaws or that business was not properly brought before the meeting. If the chairperson of the meeting should so determine, then the chairperson of the meeting will so declare to the meeting and the defective nomination will be disregarded or such business will not be transacted, as the case may be.

(e) Notwithstanding anything to the contrary in this **Section 1.4**, unless otherwise required by law, if the shareholder (or a qualified representative of the shareholder) does not appear in person at the meeting to present a nomination or other proposed business, such nomination will be disregarded or such proposed business will not be transacted, as the case may be, notwithstanding that proxies in respect of such nomination or business may have been received by the Company and counted for purposes of determining a quorum. For purposes of this **Section 1.4**, (1) to be considered a qualified representative of the shareholder, a person must be a duly authorized officer, manager or partner of such shareholder or must be authorized by a writing executed by such shareholder or an electronic transmission delivered by such shareholder to act for such shareholder as proxy at the meeting, and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting and (2) "principal executive offices" shall mean the address for the Company's principal executive offices as set forth on the cover page of its most recent Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission, as such address may be updated by any subsequent report filed with the U.S. Securities and Exchange Commission or other public announcement by the Company.

(f) Without limiting this **Section 1.4**, a shareholder must also comply with all applicable requirements of the 1934 Act with respect to the matters set forth in this **Section 1.4**, it being understood that (1) any references in these bylaws to the 1934 Act are not intended to, and will not, limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this **Section 1.4**; and (2) compliance with clause (4) of **Section 1.4(i)(a)** and with **Section 1.4(ii)** are the exclusive means for a shareholder to make nominations or submit other business (other than as provided in **Section 1.4(iii)(g)**).

Notwithstanding anything to the contrary in this **Section 1.4**, the notice requirements set forth in these bylaws with respect to the proposal of any business (other than nominations) pursuant to this **Section 1.4** will be deemed to be satisfied by a shareholder if (1) such shareholder has submitted a proposal to the Company in compliance with Rule 14a-8 under the 1934 Act; and (2) such shareholder's proposal has been included in a proxy statement that has been prepared by the Company to solicit proxies for the meeting of shareholders. Subject to Rule 14a-8 and other applicable rules and regulations under the 1934 Act, nothing in these bylaws will be construed to permit any shareholder, or give any shareholder the right, to include or have disseminated or described in the Company's proxy statement any nomination of a director or any other business proposal.

1.5 ***Notice of Shareholders' Meetings****.* Whenever shareholders are required or permitted to take any action at a meeting, a notice of the meeting in the form of a writing or electronic transmission shall be given which shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such meeting, the record date for determining the shareholders entitled to vote at the meeting, if such date is different from the record date for determining shareholders entitled to notice of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Except as otherwise provided in the TBOC, the certificate of formation or these bylaws, the notice of any meeting of shareholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each shareholder entitled to vote at such meeting as of the record date for determining the shareholders entitled to notice of the meeting.

Notwithstanding the preceding paragraph, notice of a shareholder meeting regarding a "fundamental business transaction" (as defined in Section 1.002 of the TBOC) must be given to each shareholder of the Company not later than twenty-one (21) days prior to such meeting, regardless of whether the shareholder is entitled to vote on the matter, in accordance with the TBOC.

1.6 ***Quorum****.* Except as otherwise provided by law, the certificate of formation or these bylaws, at each meeting of shareholders the presence in person or by proxy of the holders of shares of stock having a majority of the voting power which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. Where a separate vote by a class or series or classes or series is required, a majority of the voting power of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter, except as otherwise provided by law, the certificate of formation or these bylaws.

If, however, such quorum is not present or represented at any meeting of the shareholders, then either (i) the chairperson of the meeting, or (ii) the shareholders entitled to vote at the meeting, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, in accordance with **Section 1.7** of these bylaws, until a quorum is present or represented.

1.7 ***Adjourned Meeting; Notice****.* Any meeting of shareholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Company may transact any business which might have been transacted at the original meeting; *provided*, however, if the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting. If after the adjournment a new record date for shareholders entitled to vote is fixed for the adjourned meeting, the Board shall fix a new record date for notice of such adjourned meeting in accordance with Section 6.101 of the TBOC and **Section 1.11** of these bylaws, and shall give notice of the adjourned meeting to each shareholder of record entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

1.8 ***Conduct of Business****.* Meetings of shareholders shall be presided over by a chairperson designated by the Board, or in the absence of such designation by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in the absence of the foregoing persons by the Chief Executive Officer, or in the absence of the foregoing persons by the President, or in the absence of the foregoing persons by a Vice President, or in the absence of the foregoing persons by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting. The chairperson of any meeting of shareholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of business, and shall have the power to adjourn the meeting to another place, if any, date or time, whether or not a quorum is present.

1.9 ***Voting****.* The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of **Section 1.11** of these bylaws, subject to Sections 6.251 and 6.252 (relating to voting trusts and other voting agreements) and Subchapter D of Chapter 6 (relating to voting of ownership interests) of the TBOC.

Each shareholder entitled to vote at any meeting of shareholders shall be entitled to the number of votes per share for each share of capital stock held by such shareholder as of the applicable record date which has voting power upon the matter in question as set forth in the certificate of formation. Voting at meetings of shareholders need not be by written ballot and, unless otherwise required by law, need not be conducted by inspectors of election unless so determined by the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereon which are present in person or by proxy at such meeting. If authorized by the Board, such requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, *provided* that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the shareholder or proxy holder.

Except as otherwise required by law, the certificate of formation or these bylaws, in all matters other than the election of directors, at a meeting where a quorum is present, the affirmative vote of a majority of the shares of stock of the corporation which are voting on the matter shall be sufficient to approve, authorize, adopt, or to otherwise cause the Company to take, or affirm the Company's taking of, any action. Except as otherwise required by law, the certificate of formation or these bylaws, at meetings of shareholders for the election of directors at which a quorum is present a nominee for director shall be elected to the Board if the number of votes cast "for" such nominee's election exceed the number of votes cast "against" such nominee's election, excluding abstentions. Where a separate vote by a class or series or classes or series is required, in all matters other than the election of directors and a "fundamental business transaction" as defined under the TBOC, at a meeting where a quorum is present, the affirmative vote of a majority of the shares of such class or series or classes or series at which are voting on the matter shall be the act of such class or series or classes or series, except as otherwise provided by law, the certificate of formation or these bylaws.

1.10 ***Shareholder Action by Written Consent Without a Meeting****.* Any action required by the TBOC to be taken at any annual or special meeting of shareholders of the Company, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock representing fifty-five percent (55%) of the outstanding capital stock of the Company entitled to vote thereon.

No written consent shall be effective to take the corporate action referred to therein unless written consents signed by a sufficient number of holders to take action are delivered to the Company in the manner required by Sections 6.201 and 6.202 of the TBOC within sixty (60) days of the first date on which a written consent is so delivered to the Company. Any person executing a consent may provide, whether through instruction to an agent or otherwise, that such a consent will be effective at a future time (including a time determined upon the happening of an event), no later than sixty (60) days after such instruction is given or such provision is made, if evidence of such instruction or provision is provided to the Company. Unless otherwise provided, any such consent shall be revocable prior to its becoming effective.

An electronic transmission consenting to an action to be taken and transmitted by a shareholder or proxy holder, or by a person or persons authorized to act for a shareholder or proxy holder, shall be deemed to be written and signed for purposes of this **Section 1.10**, *provided* that any such electronic transmission sets forth or is delivered with information from which the Company can determine (i) that the electronic transmission was transmitted by the shareholder or proxy holder or by a person or persons authorized to act for the shareholder or proxy holder and (ii)

the date on which such shareholder or proxy holder or authorized person or persons transmitted such electronic transmission.

A consent given by electronic transmission is delivered to the Company upon the earliest of (i) when the consent enters an information processing system, if any, designated by the Company for receiving consents, so long as the electronic transmission is in a form capable of being processed by that system and the Company is able to retrieve that electronic transmission; (ii) when a paper reproduction of the consent is delivered to the Company's principal place of business or an officer or agent of the Company having custody of the book in which proceedings of meetings of shareholders are recorded; (iii) when a paper reproduction of the consent is delivered to the Company's registered office in the State of Texas by hand or by certified or registered mail, return receipt requested; or (iv) when delivered in such other manner, if any, provided by resolution of the Board. A consent given by electronic transmission is delivered under this **Section 1.10** even if no person is aware of its receipt. Receipt of an electronic acknowledgement from an information processing system establishes that a consent given by electronic transmission was received but, by itself, does not establish that the content sent corresponds to the content received.

In the event that the Board shall have instructed the officers of the Company to solicit the vote or written consent of the shareholders of the Company, an electronic transmission of a shareholder written consent given pursuant to such solicitation, to be effective, must be delivered by electronic mail or facsimile telecommunications to the Secretary or the President of the Company or to a person designated by the Company for receiving such consent, or delivered to an information processing system designated by the Company for receiving such consent.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the Company as provided in Sections 6.201 or 6.202 of the TBOC. In the event that the action which is consented to is such as would have required the filing of a certificate under any provision of the TBOC, if such action had been voted on by shareholders at a meeting thereof, the certificate filed under such provision shall state, in lieu of any statement required by such provision concerning any vote of shareholders, that written consent has been given in accordance with Sections 6.201 or 6.202 of the TBOC.

For the avoidance of doubt, the provisions of **Section 1.4** concerning advance notice of shareholder business or the nomination or election of directors shall not apply to any action by shareholder written consent.

1.11 ***Record Dates***. In order that the Company may determine the shareholders entitled to notice of any meeting of shareholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the shareholders entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination.

If no record date is fixed by the Board, the record date for determining shareholders entitled to notice of and to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; *provided*, *however*, that the Board may fix a new record date for determination of shareholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for shareholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of shareholders entitled to vote in accordance with the provisions of Section 6.101 of the TBOC and this **Section 1.11** at the adjourned meeting.

In order that the Company may determine the shareholders entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Company in accordance with applicable law. If no record date has been fixed by the Board and prior action by the Board is required by law, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

In order that the Company may determine the shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining shareholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

1.12 ***Proxies****.* Each shareholder entitled to vote at a meeting of shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such shareholder by proxy authorized by a document or by an electronic transmission permitted by law filed in accordance with the procedure established for the meeting, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a longer period. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Sections 21.368, 21.369 and 21.370 of the TBOC.

1.13 ***List of Shareholders Entitled to Vote****.* Not later than the eleventh (11th) day before the date of each meeting of the shareholders of the Company, an officer or agent having charge of the Company's stock transfer records shall prepare an alphabetical list of the shareholders entitled to vote at such meeting or any adjournment or postponement thereof showing the address and the type and number of shares held by each shareholder. Such list shall be kept on file at the registered office or the principal executive office of the Company and shall be subject to inspection by any shareholder at any time during regular business hours for a period of at least ten (10) days prior to such meeting. Alternatively, the list of shareholders may be kept on a reasonably accessible electronic network, if the information required to gain access to the list is provided with the notice of the meeting. In the event that the corporation determines to make the list available on an electronic network, the Company may take reasonable steps to ensure that such information is available only to shareholders of the corporation. The original share transfer records shall be *prima facie* evidence as to (a) the identity of the shareholders entitled to vote at any meeting of shareholders and the number of shares held by each of them and (b) the identity of the shareholders entitled by this **Section 1.13** to examine the list required by this **Section 1.13**.

ARTICLE II -DIRECTORS

2.1 ***Powers***. The business and affairs of the Company shall be managed by or under the direction of the Board, except as may be otherwise provided in the TBOC or the certificate of formation.

2.2 ***Number of Directors***. The Board shall consist of one or more members, each of whom shall be a natural person. Unless the certificate of formation fixes the number of directors, the number of directors shall be determined from time to time by resolution of the Board. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

2.3 ***Election, Qualification and Term of Office of Directors***. Except as provided in **Section 2.4** of these bylaws, and subject to **Sections 1.2** and **1.10** of these bylaws, directors shall be elected at each annual meeting of shareholders. Directors need not be shareholders unless so required by the certificate of formation or these bylaws. The certificate of formation or these bylaws may prescribe other qualifications for directors. Each director shall hold office until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

2.4 ***Resignation and Vacancies***. Any director may resign at any time upon notice given in writing or by electronic transmission to the Company. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation which is conditioned upon the director failing to receive a specified vote for reelection as a director may provide that it is irrevocable. Unless otherwise provided in the certificate of formation or these bylaws, when one or more directors resign from the Board, effective at a future date, a majority of the directors then in office, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Unless otherwise provided in the certificate of formation, these bylaws or by the TBOC, and subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board shall be filled by a majority vote of the directors then in office, even if the remaining directors constitute less than a quorum of the Board, or by election at an annual or special meeting of shareholders called for that purpose.

If at any time, by reason of death or resignation or other cause, the Company should have no directors in office, then any officer or any shareholder or an executor, administrator, trustee or guardian of a shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a shareholder, may call a special meeting of shareholders in accordance with the provisions of the certificate of formation or these bylaws.

A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until such director's successor is elected and qualified, or until such director's earlier death, resignation or removal.

Except as otherwise provided by the TBOC, during a period between two successive annual meetings of shareholders, the Board may not fill more than two vacancies created by an increase in the number of directors.

2.5 ***Place of Meetings; Meetings by Telephone***. The Board may hold meetings, both regular and special, either within or outside the State of Texas.

Unless otherwise restricted by the certificate of formation or these bylaws, members of the Board, or any committee designated by the Board or any subcommittee, may participate in a meeting of the Board, or any such committee or subcommittee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

2.6 ***Conduct of Business***. Meetings of the Board shall be presided over by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in the absence of the foregoing persons by a chairperson designated by the Board, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

2.7 ***Regular Meetings***. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board.

2.8 ***Special Meetings; Notice***. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, the Chief Executive Officer, the President, the Secretary or any two directors.

Notice of the time and place of special meetings shall be:

(i) delivered personally by hand, by courier or by telephone;

(ii) sent by United States first-class mail, postage prepaid; or

(iii) given by electronic transmission, directed to each director at that director's address or telephone number, or by means of electronic transmission, as the case may be, as shown on the Company's records.

If the notice is delivered personally by hand, by courier, or by telephone, or given by means of electronic transmission, it shall be delivered, sent or otherwise directed to each director, as applicable, at least twenty-four (24) hours before the time of the holding of the meeting. If the notice is sent by United States mail, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. Any oral notice may be communicated to the director. The notice need not specify the place of the meeting (if the meeting is to be held at the Company's principal executive office) nor the purpose of the meeting, to the fullest extent permitted by applicable law.

2.9 ***Quorum; Voting***. At all meetings of the Board, the presence of at least a majority of the total authorized directorships shall constitute a quorum for the transaction of business; *provided* that in no case shall the presence of less than 1/3 of the total authorized directorships constitute a quorum. If a quorum is not present at any meeting of the Board, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

The affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by statute, the certificate of formation or these bylaws.

If the certificate of formation provides that one or more directors shall have more or less than one vote per director on any matter, every reference in these bylaws to a majority or other proportion of the directors shall refer to a majority or other proportion of the votes of the directors.

2.10 ***Board Action by Written Consent Without a Meeting***. Unless otherwise restricted by the certificate of formation or these bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee or subcommittee thereof, may be taken without a meeting if all members of the Board or committee or subcommittee, as the case may be, consent thereto in writing or by electronic transmission. Any person (whether or not then a director) may provide, whether through instruction to an agent or otherwise, that a consent to action will be effective at a future time (including a time determined upon the happening of an event), no later than sixty (60) days after such instruction is given or such provision is made and such consent shall be deemed to have been given for purposes of this **Section 2.10** at such effective time so long as such person is then a director and did not revoke the consent prior to such time. Any such consent shall be revocable prior to its becoming effective. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of the proceedings of the Board, or the committee or subcommittee thereof, in the same paper or electronic form as the minutes are maintained.

2.11 ***Fees and Compensation of Directors***. Unless otherwise restricted by the certificate of formation or these bylaws, the Board shall have the authority to fix the compensation of directors.

2.12 ***Removal of Directors***. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, any director or the entire Board may be removed, with or without cause, by the holders of a majority of the voting power of the shares then entitled to vote at an election of directors.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

ARTICLE III - COMMITTEES

3.1 ***Committees of Directors***. The Board may designate one or more committees, each committee to consist of one or more of the directors of the Company. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board or in these bylaws, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company, and may authorize the seal of the Company to be affixed to all papers that may require it; but no such committee shall have the power or authority to (i) amend the certificate of formation, except to (x) establish series of shares, (y) increase or decrease the number of shares in a series or (z) eliminate a series of shares as authorized by Section 21.155 of the TBOC, (ii) propose a reduction of stated capital under Sections 21.253 and 21.254 of the TBOC, (iii) approve a plan of merger, share exchange, or conversion of the corporation, (iv) recommend to shareholders the sale, lease or exchange of all or substantially all of the property and assets of the corporation not made in the usual and regular course of its business, (v) recommend to the shareholders a voluntary winding up and termination or a revocation of a voluntary winding up and termination, (vi) amend, alter or repeal the bylaws or adopt new bylaws, (vii) fill vacancies on the Board, (viii) fill vacancies on or designate alternate members of a committee of the Board, (ix) fill a vacancy to be filled because of an increase in the number of directors, (x) elect or remove officers of the corporation or members or alternate members of a committee of the Board, (xi) set the compensation of the members or alternate members of a committee of the Board or (xii) alter or repeal a resolution of the Board that states that it may not be amended or repealed by a committee of the Board.

3.2 ***Committee Minutes***. Each committee and subcommittee shall keep regular minutes of its meetings and report the same to the Board, or the committee, when required.

3.3 ***Meetings and Actions of Committees***. A majority of the directors then serving on a committee or subcommittee shall constitute a quorum for the transaction of business by the committee or subcommittee, unless the certificate of formation, these bylaws, a resolution of the Board or a resolution of a committee that created the subcommittee requires a greater or lesser number, *provided* that in no case shall a quorum be less than 1/3 of the directors then serving on the committee or subcommittee. The vote of the majority of the members of a committee or subcommittee present at a meeting at which a quorum is present shall be the act of the committee or subcommittee, unless the certificate of formation, these bylaws, a resolution of the Board or a resolution of a committee that created the subcommittee requires a greater number. Meetings and actions of committees and subcommittees shall otherwise be governed by, and held and taken in accordance with, the provisions of:

(i) **Section 2.5** (Place of Meetings; Meetings by Telephone);

(ii) **Section 2.7** (Regular Meetings);

(iii) **Section 2.8** (Special Meetings; Notice);

(iv) **Section 2.9** (Quorum; Voting);

(v) **Section 2.10** (Board Action by Written Consent Without a Meeting); and

(vi) **Section 7.2** (Waiver of Notice),

with such changes in the context of those bylaws as are necessary to substitute the committee or subcommittee and its members for the Board and its members. *However*:

(i) the time and place of regular meetings of committees and subcommittees may be determined either by resolution of the Board or by resolution of the committee or subcommittee;

(ii) special meetings of committees and subcommittees may also be called by resolution of the Board or the committee or subcommittee; and

(iii) notice of special meetings of committees and subcommittees shall also be given to all alternate members, as applicable, who shall have the right to attend all meetings of the committee or subcommittee. The Board, or, in the absence of any such action by the Board, the committee or subcommittee, may adopt rules for the government of any committee or subcommittee not inconsistent with the provisions of these bylaws.

Any provision in the certificate of formation providing that one or more directors shall have more or less than one vote per director on any matter shall apply to voting in any committee or subcommittee, unless otherwise provided in the certificate of formation or these bylaws.

3.4 ***Subcommittees****.* Unless otherwise provided in the certificate of formation, these bylaws or the resolutions of the Board designating the committee, a committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

ARTICLE IV - OFFICERS

4.1 ***Officers****.* The officers of the Company shall be a Chief Executive Officer and a Secretary. The Company may also have, at the discretion of the Board, a Chairperson of the Board, a Vice Chairperson of the Board, one or more Vice Presidents, a Chief Financial Officer, Chief Operating Officer, a Treasurer, one or more Assistant Treasurers, one or more Assistant Secretaries and any such other officers as may be appointed in accordance with the provisions of these bylaws. Any number of offices may be held by the same person.

4.2 ***Appointment of Officers****.* The Board shall appoint the officers of the Company, except such officers as may be appointed in accordance with the provisions of **Section 4.3** of these bylaws.

4.3 ***Subordinate Officers****.* The Board may appoint, or empower the Chief Executive Officer or, in the absence of a Chief Executive Officer, the President, to appoint, such other officers and agents as the business of the Company may require. Each of such officers and agents shall hold office for such period, have such authority and perform such duties as are provided in these bylaws or as the Board may from time to time determine.

4.4 ***Removal and Resignation of Officers****.* Any officer may be removed, either with or without cause, by the Board or, for the avoidance of doubt, any duly authorized committee or subcommittee thereof or by any officer upon whom such power of removal has been conferred by the Board or, for the avoidance of doubt, any duly authorized committee or subcommittee thereof.

Any officer may resign at any time by giving written notice to the Company. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Company under any contract to which the officer is a party.

4.5 ***Vacancies in Offices****.* Any vacancy occurring in any office of the Company shall be filled by the Board or as provided in **Section 4.3** of these bylaws.

4.6 ***Representation of Securities of Other Corporations or Entities****.* Unless otherwise directed by the Board, the Chief Executive Officer or, in the absence of a Chief Executive Officer, the President or any other person authorized by the Board, the Chief Executive Officer or, in the absence of a Chief Executive Officer, the President is authorized to vote, represent and exercise on behalf of the Company all rights incident to any and all shares or other securities or interests in, or issued by, any other entity or entities, and all rights incident to any management authority conferred on the Company in accordance with the governing documents of any entity or entities, standing in the name of the Company, including the right to act by written consent in lieu of a meeting. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by such person having the authority.

4.7 ***Authority and Duties of Officers****.* Except as otherwise provided in these bylaws, the officers of the Company shall have such powers and duties in the management of the Company as may be designated from time

to time by the Board and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board.

ARTICLE V -INDEMNIFICATION

5.1 ***Indemnification of Directors and Officers in Third Party Proceedings.*** Subject to the other provisions of this **Article V**, the Company shall indemnify, to the fullest extent permitted by the TBOC, as now or hereinafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") (other than an action by or in the right of the Company) by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

5.2 ***Indemnification of Directors and Officers in Actions by or in the Right of the Company.*** Subject to the other provisions of this **Article V**, the Company shall indemnify, to the fullest extent permitted by the TBOC, as now or hereinafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

5.3 ***Successful Defense.*** To the extent that a present or former director or officer of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding described in **Section 5.1** or **Section 5.2** of these bylaws, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

5.4 ***Indemnification of Others.*** Subject to the other provisions of this **Article V**, the Company shall have power to indemnify its employees and agents to the extent not prohibited by the TBOC or other applicable law. The Board shall have the power to delegate to any person or persons the determination of whether employees or agents shall be indemnified.

5.5 ***Advanced Payment of Expenses.*** Expenses (including attorneys' fees) actually and reasonably incurred by an officer or director of the Company in defending any Proceeding shall be paid by the Company in advance of the final disposition of such Proceeding upon receipt of a written request therefor (together with documentation reasonably evidencing such expenses and any documentation as may be required by the TBOC) and an undertaking by or on behalf of the person to repay such amounts if it shall ultimately be determined that the person is not entitled to be indemnified under this **Article V** or the TBOC. Such expenses (including attorneys' fees) actually and reasonably incurred by former directors and officers or other employees and agents of the Company or by persons serving at the request of the Company as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid upon such terms and conditions, if any, as the Company deems appropriate. The right to advancement of expenses shall not apply to any Proceeding (or any part of any Proceeding) for which indemnity is excluded pursuant to these bylaws, but shall apply to any Proceeding (or

any part of any Proceeding) referenced in **Section 5.6(ii)** or **Section 5.6(iii)** of these bylaws prior to a determination that the person is not entitled to be indemnified by the Company.

5.6 ***Limitation on Indemnification***. Subject to the requirements in **Section 5.3** of these bylaws and the TBOC, the Company shall not be obligated to indemnify any person pursuant to this **Article V** in connection with any Proceeding (or any part of any Proceeding):

(i) for which payment has actually been made to or on behalf of such person under any statute, insurance policy, indemnity provision, vote or otherwise, except with respect to any excess beyond the amount paid;

(ii) for an accounting or disgorgement of profits pursuant to Section 16(b) of the Securities Exchange Act of 1934, as amended, or similar provisions of federal, state or local statutory law or common law, if such person is held liable therefor (including pursuant to any settlement arrangements);

(iii) for any reimbursement of the Company by such person of any bonus or other incentive-based or equity-based compensation or of any profits realized by such person from the sale of securities of the Company, as required in each case under the Securities Exchange Act of 1934, as amended (including any such reimbursements that arise from an accounting restatement of the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 (the "**Sarbanes-Oxley Act**"), or the payment to the Company of profits arising from the purchase and sale by such person of securities in violation of Section 306 of the Sarbanes-Oxley Act), if such person is held liable therefor (including pursuant to any settlement arrangements);

(iv) initiated by such person, including any Proceeding (or any part of any Proceeding) initiated by such person against the Company or its directors, officers, employees, agents or other indemnitees, unless (a) the Board authorized the Proceeding (or the relevant part of the Proceeding) prior to its initiation, (b) the Company provides the indemnification, in its sole discretion, pursuant to the powers vested in the Company under applicable law, (c) otherwise required to be made under **Section 5.7** of these bylaws or (d) otherwise required by applicable law; or

(v) if prohibited by applicable law.

5.7 ***Determination; Claim***. If a claim for indemnification or advancement of expenses under this **Article V** is not paid by the Company or on its behalf within ninety (90) days after receipt by the Company of a written request therefor, the claimant shall be entitled to an adjudication by a court of competent jurisdiction of his or her entitlement to such indemnification or advancement of expenses. To the extent not prohibited by law, the Company shall indemnify such person against all expenses actually and reasonably incurred by such person in connection with any action for indemnification or advancement of expenses from the Company under this **Article V**, to the extent such person is successful in such action. In any such suit, the Company shall, to the fullest extent not prohibited by law, have the burden of proving that the claimant is not entitled to the requested indemnification or advancement of expenses.

5.8 ***Non-Exclusivity of Rights***. The indemnification and advancement of expenses provided by, or granted pursuant to, this **Article V** shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the certificate of formation or any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. The Company is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advancement of expenses, to the fullest extent not prohibited by the TBOC or other applicable law.

5.9 ***Insurance***. The Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of the TBOC.

5.10 ***Survival.*** The rights to indemnification and advancement of expenses conferred by this **Article V** shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5.11 ***Effect of Repeal or Modification.*** A right to indemnification or to advancement of expenses arising under a provision of the certificate of formation or a bylaw shall not be eliminated or impaired by an amendment to the certificate of formation or these bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

5.12 ***Certain Definitions.*** For purposes of this **Article V**, references to the "**Company**" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this **Article V** with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued. For purposes of this **Article V**, references to "**other enterprises**" shall include employee benefit plans; references to "**fines**" shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to "**serving at the request of the Company**" shall include any service as a director, officer, employee or agent of the Company which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "**not opposed to the best interests of the Company**" as referred to in this **Article V**.

ARTICLE VI - STOCK

6.1 ***Stock Certificates; No Partly Paid Shares.*** The shares of the Company shall be uncertificated, *provided* that the Board may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be represented by certificates. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Company. Unless otherwise provided by resolution of the Board, every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of, the Company by any two officers of the Company representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Company with the same effect as if such person were such officer, transfer agent or registrar at the date of issue. The Company shall not have power to issue a certificate in bearer form. The Company may not issue the whole or any part of its shares as partly paid.

6.2 ***Special Designation on Certificates.*** If the Company is authorized to issue more than one class of stock or more than one series of any class, then the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate that the Company shall issue to represent such class or series of stock; *provided* that, except as otherwise provided in Section 3.202 of the TBOC, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate that the Company shall issue to represent such class or series of stock, a statement that the Company will furnish without charge to each shareholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Within a reasonable time after the issuance or transfer of uncertificated stock, the registered owner thereof shall be given a notice, in writing or by electronic transmission, containing the information required to be set forth or stated on certificates pursuant to this **Section 6.2** or Section 3.205 of the TBOC or with respect to this **Section 6.2** a statement that the Company will furnish without charge to each shareholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated stock and the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

6.3 ***Lost Certificates****.* Except as provided in this **Section 6.3**, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the Company and cancelled at the same time. The Company may issue a new certificate of stock or uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Company may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Company a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

6.4 ***Dividends****.* The Board, subject to any restrictions contained in the certificate of formation or applicable law, may declare and pay dividends upon the shares of the Company's capital stock. Dividends may be paid in cash, in property or in shares of the Company's capital stock, subject to the provisions of the certificate of formation.

The Board may set apart out of any of the funds of the Company available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

6.5 ***Stock Transfer Agreements****.* The Company shall have power to enter into and perform any agreement with any number of shareholders of any one or more classes of stock of the Company to restrict the transfer of shares of stock of the Company of any one or more classes owned by such shareholders in any manner not prohibited by the TBOC.

6.6 ***Registered Shareholders****.* The Company:

(i) shall be entitled to treat the person registered on its books as the owner of any share or shares as the person exclusively entitled to receive dividends, vote, receive notifications and otherwise exercise all the rights and powers of an owner of such share or shares; and

(ii) shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Texas.

6.7 ***Transfers****.* Transfers of record of shares of stock of the Company shall be made only upon its books by the holders thereof, in person or by an attorney duly authorized, and, if such stock is certificated, upon the surrender of a certificate or certificates for a like number of shares, properly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer.

ARTICLE VII - MANNER OF GIVING NOTICE AND WAIVER

7.1 ***Notice of Shareholders Meetings.***

Notice of any meeting of shareholders shall be given in the manner set forth in the TBOC.

7.2 ***Waiver of Notice.***

Whenever notice is required to be given under any provision of the TBOC, the certificate of formation or these bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of formation or these bylaws.

ARTICLE VIII - GENERAL MATTERS

8.1 ***Fiscal Year.*** The fiscal year of the Company shall be fixed by resolution of the Board and may be changed by the Board.

8.2 ***Seal.*** The Company may adopt a corporate seal, which shall be in such form as may be approved from time to time by the Board. The Company may use the corporate seal by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

8.3 ***Annual Report.*** The Company shall cause an annual report to be sent to the shareholders of the Company to the extent required by applicable law. If and so long as there are fewer than one hundred (100) holders of record of the Company's shares, the requirement of sending an annual report to the shareholders of the Company is expressly waived (to the extent permitted under applicable law).

8.4 ***Construction; Definitions.*** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the TBOC shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "**person**" includes a corporation, any other entity and a natural person.

8.5 ***Election To Be Governed by Section 21.419 of the TBOC.*** The Corporation elects to be governed by Section 21.419 of the TBOC.

8.6 ***Ownership Threshold for Derivative Proceedings.*** No shareholder may institute or maintain a "derivative proceeding" (as defined in Section 21.551 of the TBOC) in the right of the Company unless such shareholder, at the time the derivative proceeding is instituted, beneficially owns a number of shares sufficient to meet an ownership threshold of at least three percent (3%) of the outstanding shares of the Company.

8.7 ***Forum Selection.*** Unless the Company consents in writing to the selection of an alternative forum, the Texas Business Court in the Eleventh Division of the Texas Business Court (or, if the Texas Business Court does not have jurisdiction, the federal district court for the Southern District of Texas, Houston Division or the state district court of Harris County, Texas or another state court in Texas, provided, however, and for purposes of clarity, any suit, action or other proceeding shall only be brought before a state court in Harris County, Texas, to the extent and only to the extent that the Texas Business Court and the Federal Court do not have jurisdiction over the same) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a claim for or based on a breach of a fiduciary duty owed by any current or former director, shareholder, officer or other employee of the Company to the Company or the Company's shareholders, (c) any action asserting a claim against the Company or any current or former director, officer or other employee of the Company arising pursuant to any provision of the TBOC or the certificate of formation or these bylaws (as each may be amended from time to time), (d) any action asserting an "internal entity claim" (as

defined in Section 2.115 of the TBOC) or (e) any other action or proceeding in which the Texas Business Court has jurisdiction, except for, as to each of (a) through (e) above, any claim as to which such court determines that there is an indispensable party not subject to the jurisdiction of such court (and the indispensable party does not consent to the personal jurisdiction of such court within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than such court or for which such court does not have subject matter jurisdiction. For the avoidance of doubt, nothing contained in this first paragraph of Article VIII Section 8.7 shall apply to any action brought to enforce a duty or liability created by the Securities Act of 1933, as amended (the "**1933 Act**"), or the 1934 Act or any successor thereto.

Unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the 1933 Act.

Any person or entity purchasing or otherwise acquiring any interest in any security of the Company shall be deemed to have notice of and consented to the provisions of this Article VIII Section 8.7.

8.8 ***Jury Trial Waiver***.

UNLESS THE COMPANY CONSENTS IN WRITING TO A JURY TRIAL, THE COMPANY AND EACH SHAREHOLDER, DIRECTOR AND OFFICER OF THE COMPANY HEREBY IRREVOCABLY AND UNCONDITIONALLY WAIVE ANY RIGHT THAT THE COMPANY OR SUCH PERSON MAY HAVE TO A TRIAL BY JURY IN ANY LEGAL ACTION, PROCEEDING, CAUSE OF ACTION, COUNTERCLAIM, CROSS-CLAIM OR THIRD-PARTY CLAIM ARISING OUT OF OR RELATING TO ANY "INTERNAL ENTITY CLAIM" AS THAT TERM IS DEFINED IN SECTION 2.115 OF THE TBOC, AND TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY OTHER LEGAL ACTION, PROCEEDING, CAUSE OF ACTION, COUNTERCLAIM, CROSS-CLAIM OR THIRD-PARTY CLAIM WITHIN THE SCOPE OF SECTION 8.7 OF THIS ARTICLE EIGHT AND EACH SHAREHOLDER AGREES THAT SUCH SHAREHOLDER'S HOLDING OR ACQUISITION OF SHARES OF STOCK OF THE COMPANY OR, TO THE EXTENT PERMITTED BY LAW, OPTIONS OR RIGHTS TO ACQUIRE SHARES OF STOCK OF THE COMPANY FOLLOWING THE ADOPTION OF THESE BYLAWS CONSTITUTES SUCH SHAREHOLDER'S INTENTIONAL AND KNOWING WAIVER OF ANY RIGHT TO TRIAL BY JURY WITH RESPECT TO SUCH CLAIMS.

ARTICLE IX - AMENDMENTS

These bylaws may be adopted, amended or repealed by the shareholders entitled in the manner specified in the certificate of formation. The Board shall have the power to make, alter and repeal the bylaws of the corporation, but bylaws made by the board may be altered or repealed, and new bylaws made, by the shareholders.