



ALTISOURCE PORTFOLIO SOLUTIONS S.A.
COMPLIANCE COMMITTEE CHARTER

I. DEFINITIONS

As used in this Compliance Committee Charter (this “Charter”) the following capitalized terms have the following meanings:

“Board” means the board of directors of the Company.

“Committee” means the compliance committee formed pursuant to this Charter.

“Company” means Altisource Portfolio Solutions S.A. and its subsidiaries.

II. PURPOSE OF THE COMMITTEE

The purpose of the Committee is to provide assistance to the Board with: (i) the establishment and oversight of the Company’s compliance function, including the Company’s compliance management system; and (ii) the oversight of the Company’s compliance with applicable laws, rules and regulations governing its businesses, including applicable consumer financial protection laws and regulations (collectively, “Regulatory Requirements”).

III. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more directors who satisfy applicable legal, regulatory and stock exchange requirements, including at least one member who is also a member of the Audit Committee, unless the Board determines otherwise. The Chair of the Committee shall be an independent director designated by the Board, provided that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, shall designate a Chair who is an independent director.

The members of the Committee shall be elected annually by majority vote of the Board to one-year terms, which expire at the first meeting of the Board following the Annual Meeting of Shareholders. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Independent Directors then in office.

IV. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the Articles of Incorporation of the Company (the “Articles”) and this Charter. The Committee shall meet once every fiscal quarter or more frequently as it shall determine is necessary to carry out its

duties and responsibilities. The Chair of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee and/or its Chair may form and delegate authority to subcommittees when appropriate.

The Committee, in its discretion, may ask other directors, members of management or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee to attend its meetings (or portions thereof) and to provide pertinent information as necessary. For example, the Committee and/or its Chair may request information, reports or other communications from: (i) the Chief Executive Officer; (ii) the Chief Legal and Compliance Officer; (iii) the Head of Internal Audit; and/or (iv) other members of management.

The Corporate Secretary of the Company (the "Corporate Secretary") shall keep written minutes of the Committee meetings, which minutes shall be maintained by the Corporate Secretary with the books and records of the Company. The Committee shall deliver a report on each of its meetings to the Board, including a description of actions taken by the Committee at the meeting. The report to the Board may take the form of: (i) an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make such report; and/or (ii) the written minutes of the meeting.

V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

Except as otherwise required by applicable laws or rules, the Committee's responsibilities and procedures should remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions that are relevant to the Company's continued compliance with applicable Regulatory Requirements. The following are within the authority of the Committee:

(a) Review the status of the Company's compliance with applicable Regulatory Requirements and internal policies, procedures and controls;

(b) Receive and oversee the assessment of internal and external data and reports relating to the Company's compliance programs;

(c) Create criteria for the Company's Compliance Management Committee, which consists of: (i) the Chief Executive Officer; (ii) the Chief Legal and Compliance Officer; (iii) the Head of Internal Audit; and/or (iv) other members of senior management, such as executive members representing the Company's Lines of Business as the Compliance Management Committee determines to be appropriate, and which permits the Compliance Management Committee, in its discretion, to ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary or appropriate;

(d) Oversee the activities of the Company's Compliance Management Committee, including review of internal data and reports prepared by the Law and Compliance Department;

(e) Appoint the Company's Head of Compliance, who shall serve as the Chair or Vice-Chair of the Compliance Management Committee and shall not report to or be under the day-to-day supervision of Company management responsible for operations, financial reporting, financial performance, shareholder or investor relations, production or similar revenue or income-related functions;

(f) Assure the independence of the Head of Compliance, including assuring that the Head of Compliance has direct access to the Chair of the Committee at all reasonable times and has the responsibility to report to the Committee at every meeting of the Committee and at such other times as the Committee may request or direct;

(g) Receive periodic reports from the Company's Head of Compliance regarding (i) pending regulatory or licensing audits, in each case which cover or would be expected to cover compliance with Regulatory Requirements; (ii) details and factual information regarding any material claim or pattern of claims alleging that the Company is not in compliance with applicable Regulatory Requirements; and (iii) material regulatory developments relevant to the Company's business;

(h) Oversee the sourcing of compliance functions at the Company, including staffing and monitoring;

(i) Oversee the formulation and implementation of the Company's compliance management system;

(j) Periodically review the Company's consumer complaint intake and resolution function, in light of the risk of violation of applicable Regulatory Requirements and related risks to consumers;

(k) Request reports from the Head of Compliance, or other members of management regarding the preparation, implementation and updating of the Company's compliance policies, procedures, training and controls;

(l) Receive and, when appropriate, meet to discuss, reports on any annual or periodic internal compliance reviews conducted by the Company, including requiring submission to the Committee of a copy of any report (and supporting notes and schedules) prepared by the Company in connection with any such review;

(m) Ensure that Board members receive reports and materials as necessary or appropriate from time to time regarding significant compliance issues; and

(n) Undertake such other activities as are necessary or incidental to carrying out the foregoing duties and responsibilities or as may be delegated to the Committee by the Board from time to time.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.