



ALTISOURCE PORTFOLIO SOLUTIONS S.A.
NOMINATION/GOVERNANCE COMMITTEE CHARTER

I. DEFINITIONS

As used in this Nomination/Governance Committee Charter (this "Charter") the following capitalized terms have the following meanings:

"Board" means the board of directors of the Company.

"Committee" means the nomination/governance 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 shall be to: (i) recommend to the Board individuals qualified to serve as directors of the Company and on Board committees; (ii) advise the Board with respect to Board diversity and composition; (iii) advise the Board with respect to the use of ad hoc committees, as appropriate; (iv) review, at least annually, the Board's corporate governance principles, recommending amendments as appropriate; and (v) oversee the self-evaluations of the Board and committees.

III. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more directors who qualify as independent directors ("Independent Directors") under applicable securities exchange listing standards.

The Chair of the Committee shall be designated by the Board, provided that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair.

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. A special meeting of the Committee may also be called by the Chair of the Committee or a majority of its members. The presence or representation of at least fifty percent (50%) of the Committee members holding office, whether present in person or via teleconference, where all persons participating in the meeting can hear one another, shall constitute a quorum (provided that the presence or the representation of at least two (2) Committee members shall be required).

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.

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.

A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

(a) To establish procedures for evaluating the suitability of potential director nominees proposed by Board members, management, shareholders, professional search firms or industry sources;

(b) To evaluate the suitability of potential nominees recommended by shareholders and other sources, provided that the Committee shall have no obligation to recommend such candidates for nomination;

(c) To recommend to the Board the director nominees for election by the shareholders or temporary appointment by the Board, as the case may be, pursuant to the Articles, which recommendations shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, expertise and diversity (as further described in the Company's Board Diversity Policy) so as to enhance the Board's ability to manage and direct the affairs and business of the Company,

including, when applicable, to enhance the ability of the committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or applicable securities exchange listing standards;

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and/or when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated; and

(e) To review annually, or more often as appropriate, the qualification of directors as "independent" within the meaning of Securities and Exchange Commission (the "SEC") and applicable securities exchange listing standards, and to make recommendations to the Board with respect to such determinations.

B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, as necessary, measures to be taken so that the Board (i) reflects the appropriate balance of knowledge, experience, skills, expertise and diversity (as further described in the Company's Board Diversity Policy) required for the Board as a whole; and (ii) contains at least the minimum number of Independent Directors required by applicable securities exchange listing standards;

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes;

(c) To make recommendations regarding the frequency and structure of Board meetings; and

(d) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee;

(b) To monitor the functioning of the Board committees and to make recommendations for any changes, including the creation and elimination of committees.

(c) To review annually, or more often if appropriate, Chair and committee assignments with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors and to recommend any changes to the Board;

(d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time;

(e) To review annually, or more often as appropriate, the qualification of Audit Committee members as (i) "financially literate" and as having accounting or related financial management experience that results in the individual's financial sophistication within the meaning of applicable securities exchange listing standards and (ii) as audit committee "financial experts" as that term is defined in SEC rules; and to make recommendations to the Board with respect to such determinations; and

(f) To review annually, or more often if appropriate, the independence of the members of the Compensation Committee taking into account the factors required by applicable securities exchange listing standards and to make recommendations to the Board with respect to such determinations.

D. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(a) To review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company, and to recommend any desirable changes to the Board; and

(b) To consider any other corporate governance issues that may arise from time to time, and to develop appropriate recommendations for the Board.

E. Evaluation of the Board

The Committee shall be responsible for overseeing the annual self-evaluations of the Board's performance as a whole, as well as the performance of each Board committee. The Committee shall prepare the form of the self-assessments to be used by the Board and committees in determining whether they are functioning effectively.

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 all 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.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.