



ALTISOURCE PORTFOLIO SOLUTIONS S.A.  
COMPENSATION COMMITTEE CHARTER

I. DEFINITIONS

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

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

"Committee" means the compensation 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 oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans, and the administration of the Company's Compensation Clawback Policy; and, when required, to produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations.

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 and, if deemed appropriate from time to time, meet the definition of "nonemployee director" under Rule 16b-3 under the Securities Exchange Act of 1934, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986. In determining whether a Director qualifies as independent for Committee service, the Board shall consider all factors specifically relevant to determining whether such Director has a relationship to the Company that is material to that Director's ability to be independent from Management in discharging the duties of the Committee, including, without limitation, (i) the source of any compensation of such Director, including any consulting, advisory or other compensatory fee paid by the Company and (ii) whether the Director is affiliated with the Company or an affiliate of a subsidiary of the Company as defined by 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 Company's Articles of Incorporation (the "Articles") and this Charter. The Committee shall meet at least two times annually or more frequently as circumstances require. 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). Meetings may be held physically, by videoconference, or by any other means permitted under the Articles of Incorporation.

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. Executive Compensation

The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation<sup>1</sup> plans:

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<sup>1</sup> As used herein, "executive compensation" shall refer to the compensation of the Company's Section 16 Officers.

(a) To review at least annually the goals and objectives of the Company's executive compensation and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate; provided, however, that the Committee must approve the goals and objectives (including any amendments thereto) relevant to the compensation of the Chief Executive Officer and all other "officers" as defined in Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934 ("Section 16 Officers");

(b) To review at least annually the Company's executive compensation in light of the Company's goals and objectives with respect to such executive compensation, and, if the Committee deems it appropriate, approve, or recommend to the Board the approval of, new executive compensation or changes to existing executive compensation;

(c) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation and set his or her compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Company's operational and financial performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies and the awards given to the Chief Executive Officer of the Company in past years. The Committee will report its evaluation to the non-management Directors during the first quarter of the fiscal year. The Chief Executive Officer may not be present during any voting or deliberations on his or her compensation;

(d) To evaluate annually the appropriate form and amount of compensation for Board and Committee service by members of the Board and recommend changes, subject to the approval of shareholders;

(e) To review and approve any severance or termination arrangements to be made with the Chief Executive Officer and other Section 16 Officers of the Company;

(f) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan or by the Board;

(g) To review perquisites and any other personal benefits to the Company's Section 16 Officers and recommend any changes to the Board; and

(h) To produce an annual report on executive compensation, when required, for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations.

## B. Incentive-Compensation and Equity-Based Plans

The Committee shall have the following responsibilities with respect to the Company's incentive compensation and equity-based plans:

(a) To review at least annually the goals and objectives of the Company's incentive compensation and equity-based plans, and to amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(b) To review all equity compensation plans and to approve, in its sole discretion, those that do not require shareholder approval under applicable securities exchange listing standards;

(c) To approve equity awards within the limits of a duly approved equity compensation plan and applicable rules and regulations; provided, however, that the Committee may delegate such authority to certain members of Management with respect to employees other than Section 16 Officers, within limits pre-established by the Committee; and

(d) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any incentive compensation or equity-based plan; and

(e) To administer the Company's Compensation Clawback Policy, including: evaluating and determining if an account restatement triggering the policy has occurred; overseeing the determination whether erroneously awarded compensation was received by a person covered by such policy and the amount of such compensation (including any estimates used to determine such amount); ensuring that notice is provided and demand is made for recovery of any erroneously awarded compensation, as applicable; determining the appropriate means for recovering such compensation; and determining whether such a recovery is impracticable, and where impracticable, overseeing preparation and reporting of such determination as may be required by applicable law and exchange rules.

#### C. Other Compensation and Employee Benefit Plans

(a) To regularly review the Company's general compensation plans and other employee benefit plans in light of the goals and objectives of these plans, and to recommend that the Board amend these plans if the Committee deems it appropriate; and

(b) To perform such duties and responsibilities as may be assigned to the Committee under the terms of its general compensation plans and other employee benefit plans.

#### 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 a compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms. The Committee may delegate approval of compensation consultant fees to the Committee Chair.

In determining whether a compensation consultant, independent counsel or other advisor to the Committee is independent of the Company, the Committee shall consider applicable rules and regulations of the Securities and Exchange Commission and applicable securities exchange listing standards with respect to advisor independence, as well as any other factors the Committee deems relevant.