

## **ANYWHERE REAL ESTATE INC.**

### **DIRECTOR INDEPENDENCE CRITERIA**

**As Amended and Restated by the Board of Directors, effective June 9, 2022**

A director who satisfies all of the following criteria shall be presumed to be independent.

- Anywhere Real Estate Inc. does not currently employ, and has not within the last three years employed, the director or any of his or her immediate family members (except, in the case of immediate family members, in a non-executive officer capacity).
- The director is not (i) currently employed by Anywhere Real Estate Inc.'s present internal or external auditors (each, an "Anywhere Auditor") or (ii) formerly employed by an Anywhere Auditor and personally worked on Anywhere Real Estate Inc.'s audit within the last three years.
- None of the director's immediate family members is (i) a current partner of an Anywhere Auditor or (ii) a current or former employee of an Anywhere Auditor who personally works on Anywhere Real Estate Inc.'s audit or worked on Anywhere Real Estate Inc.'s audit within the last three years.
- Neither the director, nor any of his or her immediate family members, is, or has been within the last three years, part of an "interlocking directorate" in which an executive officer of Anywhere Real Estate Inc. serves on the compensation (or equivalent) committee of another company that employs the director or his or her immediate family member as an executive officer.
- The director is not a current employee, nor is an immediate family member a current executive officer, of a company that has made payments to, or received payments from, Anywhere Real Estate Inc. for property or services in an amount in any of the last three fiscal years, exceeding the greater of \$1,000,000 or 2% of such other company's consolidated gross revenues.
- The director currently does not have, or has not had within the past three years, a personal services contract with Anywhere Real Estate Inc., its chief executive officer or other executive officer.
- The director has not received, and such director's immediate family member has not received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from Anywhere Real Estate Inc. (other than (i) Anywhere Real Estate Inc. Board of Director fees and committee fees, (ii) pension or other forms of deferred compensation from prior service so long as such compensation is not contingent in any way on continued service and (iii) in the case of an immediate family member, compensation as a non-executive officer employee of Anywhere Real Estate Inc.).

- The director is not currently an officer or director of a foundation, university or other non-profit organization to which Anywhere Real Estate Inc. within the last three years gave directly, or indirectly through the provision of services, more than the greater of (i) 2% of the consolidated gross revenues of such organization during any single fiscal year or (ii) \$1,000,000.

For purposes of establishing director independence:

- (i) a director is an "affiliate" of Anywhere Real Estate Inc. or its subsidiaries if such director serves as a director, executive officer, partner, member, principal or designee of an entity that, directly or indirectly, controls, or is controlled by, or is under common control with, Anywhere Real Estate Inc. or its subsidiaries;
- (ii) an "immediate family member" includes a person's spouse, parents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than tenants or domestic employees) who shares such person's home (but does not include for purposes of the three-year look-back such individuals who are no longer immediate family members as a result of a legal separation or divorce, or those who have died or become incapacitated);
- (iii) "executive officer" means Anywhere Real Estate Inc.'s chief executive officer, president, principal financial officer, principal accounting officer, any vice president of Anywhere Real Estate Inc. in charge of a principal business unit, division or function, any other officer who performs a policy-making function or any other person who performs similar policy-making functions for Anywhere Real Estate Inc.; and
- (iv) references to "Anywhere Real Estate Inc." in the foregoing criteria shall be deemed to include Anywhere Real Estate Inc. and any subsidiary in a consolidated group with Anywhere Real Estate Inc.

The Anywhere Real Estate Inc. Board will annually review all commercial and charitable relationships of directors. Whether directors meet these categorical independence criteria will be reviewed and will be made public annually prior to their standing for re-election to the Anywhere Real Estate Inc. Board.