

**REALOGY HOLDINGS CORP.**

**AUDIT COMMITTEE CHARTER**

**As Amended and Restated on February 21, 2013, as amended  
by the Board of Directors, effective January 25, 2017**

**I. Purpose of Audit Committee**

The Audit Committee, which is a Committee of the Board of Directors (the “Board”) of Realogy Holdings Corp., is appointed by the Board to (a) provide assistance to the Board in monitoring (1) the integrity of the Company’s financial statements, (2) the qualifications and independence of the Company’s independent auditors, (3) the performance of the independent auditors and the Internal Audit function of the Company, and (4) the compliance by the Company with legal and regulatory requirements and the Company’s ethics program, and (b) prepare the report required to be prepared by the Audit Committee pursuant to the rules of the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement. References in this Charter to the “Company” shall be to Realogy Holdings Corp. and its consolidated subsidiaries unless the context requires otherwise.

**II. Composition of Audit Committee**

The members of the Audit Committee shall be designated by the Board from time to time and shall consist of such number of directors as determined by the Board from time to time subject to the requirements of the New York Stock Exchange (the “NYSE”). Each member of the Audit Committee shall be qualified to serve on the Audit Committee pursuant to the requirements of the NYSE, and any additional requirements that the Board deems appropriate.

The Audit Committee as a whole and each individual member must comply with the financial literacy requirements that are applicable to companies listed on the NYSE. In accordance with the Sarbanes Oxley Act of 2002 (the “Act”), the Board must designate at least one member of the Audit Committee to be the “audit committee financial expert.” The existence of such a member, including his or her name and whether or not he or she is independent, will be disclosed in periodic filings as required by the SEC.

Vacancies on the Audit Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. The members of the Audit Committee may be removed by a majority vote of the Board.

**III. Authority and Responsibilities of Audit Committee**

The following duties and responsibilities are within the authority of the Audit Committee and the Audit Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, NYSE or any other applicable regulatory authority:

**A. Independent Auditor**

- Appoint, compensate, retain and oversee the work performed by any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or

performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Audit Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 10-K is referred to herein as the "independent auditor");

- The Audit Committee shall oversee the resolution of disagreements between management and the independent auditor in the event that they arise;
- Adopt and ensure compliance with a pre-approval policy with respect to services provided by the independent auditor;
- Review and, in its sole discretion, approve in advance the independent auditor's annual engagement letter, including the proposed fees contained therein, as well as all audits and, as provided in the Act and the SEC rules and regulations promulgated thereunder, all permitted non-audit services and relationships between the Company and the independent auditor. Approval of audit and permitted non-audit services may also be made by one or more members of the Audit Committee as shall be designated by the Audit Committee/the Chair of the Audit Committee, provided that such designee report his/her approval to the Audit Committee at the next scheduled meeting;
- At least annually, obtain and review a report by the independent auditor describing: (a) all relationships between the independent auditor and the Company consistent with Public Company Accounting Oversight Board (the "PCAOB") Rule 3562, Communication with Audit Committees Concerning Independence; (b) material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation conducted by governmental or professional authorities within the five preceding years, respecting one or more independent audits carried out by the independent auditor and any steps taken to deal with such issues; and (c) the independent auditor's internal quality-control procedures;
- Discuss the foregoing report by the independent auditor to the extent it discloses any material issues, relationships or services that may impact the performance, objectivity or independence of the outside auditor and take, or recommend that the full Board take, appropriate actions to oversee the independence of the outside auditor;
- Evaluate, with the assistance of the Company's management, the qualifications, performance and independence of the independent auditor, including the lead partner of the independent auditor and, if so determined by the Audit Committee, terminate the Company's engagement of the independent auditor. Ensure that partner rotation practices are in compliance with all applicable SEC rules and other related laws and regulations; and
- Establish clear hiring policies, compliant with governing laws or regulations for employees or former employees of the independent auditor.

The Audit Committee should present its conclusions with respect to the above matters, as well as its review of the lead partner of the independent auditor, to the Board.

B. Financial Reporting, Accounting Policies and Internal Control

- Meet to review and discuss the annual audited and quarterly financial statements with the Company's management, its Disclosure Committee and the independent auditor, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Review other relevant reports or financial information submitted by the Company to any governmental body, or the public, including management certifications as required by the Act.
- Receive and review: (1) any disclosure from the Company's chief executive officer (the "CEO") or chief financial officer (the "CFO") made in connection with the certification of the Company's quarterly and annual reports filed with the SEC; and (2) management's report and the independent auditor's attestation related to the effectiveness of the Company's internal control over financial reporting. Discuss with management and the auditor:
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- Review on a regular basis with the independent auditor any problems or difficulties encountered by the independent auditor in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management.
- Discuss the Company's earnings press releases, including review of "pro-forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided by the Company to analysts, rating agencies and investors. This review may be done generally through a discussion of the types of information to be disclosed and type of presentations to be made, and the Audit Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
- Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements.
- Review major issues regarding the Company's significant accounting principles and financial statement presentations and any significant changes in the selection or application of accounting principles; the adequacy and effectiveness of the

Company's internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's Internal Audit function, through inquiry and discussions with the Company's independent auditor and management; and any special audit steps adopted in light of material control deficiencies. Consider the impact of acceptable alternative accounting principles that are communicated by the independent auditor, internal auditors or the Company's management.

- Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- Review and approve, pursuant to policies and procedures established by the Audit Committee, related party transactions that are required to be disclosed in periodic filings with the SEC.
- As required by New York Stock Exchange listing standards, review and discuss with management the Company's risk assessment and risk management practices, and the guidelines, policies and processes for risk assessment and risk management. Discuss the insurance policies of the Company.
- Review and discuss the Company's risk policies and processes relating to financial statements, compliance and auditing as well as the guidelines, policies and processes for monitoring and mitigating such risks.
- Review and discuss the Company's information security and technology risks as well as the risk management discipline to manage the Company's technology risks, including cybersecurity.
- Make a recommendation to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K.
- Prepare the report required to be prepared by the Audit Committee pursuant to the SEC for inclusion in the Company's annual proxy statement.

C. Audit Process of the Independent Auditor

- Meet with the independent auditor prior to its commencing the audit to review the timing, scope (i.e. nature of work performed by entity), planning and staffing of the audit, and monitor such plan's progress and results during the year.
- Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16, "Communications with Audit Committees," issued by the PCAOB , as modified or superseded from time to time and review with management and the independent auditor any problems or difficulties addressed in the independent auditor's communications with the Committee and management's response thereto. The matters to be discussed under Auditing Standard No. 16 include but are not limited to the following matters:
  - All critical accounting policies and practices;

- All alternative treatments of financial information that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
- All other material written communications between the independent auditor and management including, but not limited to, the management letter and schedule of unadjusted differences.
- Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 18, "Related Parties," issued by the PCAOB, as modified or superseded from time to time.

D. Internal Audit Function

- Review and advise on the appointment, replacement, compensation and oversight of the Company's SVP, Internal Audit, the adequacy and qualifications of the Internal Audit staff, and the responsibilities, progress, results, organization structure and budget of the Internal Audit function, including the review and approval of the annual Internal Audit plan.
- Review, periodically with the independent auditor, the budget, staffing, and responsibilities of the Internal Audit function.
- Annually review and recommend changes (if any) to the Internal Audit charter.
- Review any significant reports or summaries thereof to the Company's management prepared by the Internal Audit staff and related responses of the Company's management.
- Review with management the Company's internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies.
- Periodically review with the Company's SVP, Internal Audit any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the Internal Audit function's work.

E. Legal and Ethical Conduct Matters

- Establish and implement policies and procedures for the Audit Committee's review and approval or disapproval of proposed transactions or courses of dealings with respect to which executive officers or directors or members of their immediate families have an interest (including all transactions required to be disclosed by Item 404(a) of Regulation S-K).
- Review with the Company's General Counsel, Chief Ethics & Compliance Officer and other attorneys with primary responsibility with respect to federal securities law disclosures and compliance matters, and other members of management, legal matters that may have a material impact on the Company's financial statements, the

Company's compliance policies, and any material reports or inquiries received from regulators or governmental agencies.

- Recommend, review and update periodically a Code of Ethics and determine that management has established a system to enforce this Code. Determine whether the Code is in compliance with all applicable rules and regulations.
- Review and approve, on an annual basis, the Company's Ethics & Compliance Plan and receive periodic reports from the Company's Chief Ethics & Compliance Officer regarding the Company's compliance with the plan. The Chief Ethics & Compliance Officer shall have a dotted-line reporting relationship with the Audit Committee.
- Review management's monitoring of the Company's compliance with the organization's Code of Ethics, review and, if appropriate, approve any requests for written waivers sought with respect to any executive officer or director under the Company's Code of Ethics, and determine that management has the proper review system in place to ensure that the Company's financial statements, reports, and other financial information disseminated to governmental organizations and the public, satisfy legal requirements.
- Establish and maintain procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.
- Establish and maintain procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Report regularly to the Board on its activities, as appropriate. In connection therewith, the Audit Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the Internal Audit function.
- Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Audit Committee or the Board deems necessary or appropriate.

F. Evaluation

- On an annual basis, the Audit Committee shall evaluate and discuss its performance relative to the Audit Committee's purpose, duties and responsibilities, as described by this Charter and deliver to the Board a report, which may be oral, setting forth the results of the evaluation.
- The Audit Committee shall review and assess the adequacy of this Charter at least annually and shall deliver to the Board a report, which may be oral, setting forth the

results of its evaluation, and recommending any proposed changes to the Board for approval.

#### **IV. Meetings of the Audit Committee**

The Audit Committee shall meet no less frequently than once every fiscal quarter, or more frequently as circumstances require.

The Audit Committee shall report regularly to the Board regarding the execution of its duties and responsibilities and shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Board.

The Chair of the Audit Committee shall be designated by the Board, provided if the Board does not designate a chairperson, the members of the Audit Committee, by a majority vote, may designate a chairperson. The Chair will preside at each meeting of the Audit Committee and, in consultation with the other members of the Audit Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. A majority of the members of the Audit 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.

Periodically, the Audit Committee shall meet with the Company's management, the Company's SVP, Internal Audit and the independent auditor in separate sessions.

#### **V. Resources of the Audit Committee**

The Audit Committee shall have the authority to retain and compensate, with or without Board approval, legal, accounting, or other advisers, independent of management, to advise the Audit Committee and assist it in fulfilling its duties and responsibilities, the cost of such independent advisers to be borne by the Company. The Audit Committee may request any officer or employee of the Company, or the Company's outside counsel or independent auditor, or its advisers, to attend a meeting of the Audit Committee or to meet with any members of, or advisers to, the Audit Committee.

#### **VI. Other**

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits, or to determine that the Company's financial statements are materially accurate and in accordance with generally accepted accounting principles. This is the responsibility of the Company's management and the independent auditor.