

**ALTISOURCE ASSET MANAGEMENT CORPORATION
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 Asset Management Corporation.

(II) PURPOSE OF THE COMMITTEE

The Committee shall provide assistance to the Board of the Company in fulfilling its responsibility to the stockholders, which include:

- a) Reviewing and approving corporate goals and objectives and determine and approve the CEO's compensation level based on such evaluation;
- b) Making recommendations to the Board with respect to non-CEO executive officer compensation, and incentive compensation and equity-based plans that are subject to Board approval; and
- c) Producing an annual report of the Committee on executive compensation for inclusion in the Corporation's annual proxy statement.

(III) COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more members of the Board who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange ("NYSE") and applicable state and federal law.

Additionally, no member of the Board may serve, unless he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

(IV) 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. VACANCIES ON THE COMMITTEE SHALL BE FILLED BY MAJORITY VOTE OF THE BOARD AT THE NEXT MEETING OF THE BOARD FOLLOWING THE OCCURRENCE OF THE VACANCY. NO MEMBER OF THE COMMITTEE SHALL BE REMOVED EXCEPT BY MAJORITY VOTE OF THE INDEPENDENT DIRECTORS THEN IN OFFICE. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as provided by its rules, which shall be at two times annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairperson. The Chairperson 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 may take action by unanimous written consent.

The Committee may form and delegate authority to subcommittees when appropriate. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director or manager of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to carry out its responsibilities.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Secretary shall keep written minutes of the Committee meetings which minutes shall be maintained by the Secretary with the books and records of the Company.

(V) COMMITTEE RESPONSIBILITIES

A. Executive and Board Compensation

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in the “Purpose” section of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee shall have the following goals and responsibilities with respect to the Company's executive and compensation plans and Board compensation plans:

(a) To maintain sole discretionary authority to interpret provisions of the compensation plans for directors and executive officers;

(b) To review, at least annually, the goals and objectives of the Company's executive compensation and approve, or recommend that the Board approve, these goals and objectives if the Committee deems it appropriate; provided that the Committee must review and approve the goals and objectives (including any amendments thereto) relevant to the compensation of the Chief Executive Officer;

(c) 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, recommend to the Board the approval or adoption of, new, or the amendment of existing, executive compensation;

(d) To evaluate, at least annually, the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation and determine and approve 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 performance and relative stockholder 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 their evaluation to the non-management directors in executive session 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;

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

(f) In connection with executive compensation programs:

- i. Review and recommend to the full Board, or approve, new executive compensation programs;
- ii. Review on a periodic basis the operations of the Corporation's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
- iii. Carry out the clawback and forfeiture provisions of compensation plans for which the Committee is the administrator;
- iv. Establish and periodically review policies for the administration of executive compensation programs; and

- v. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.

(g) Assess periodically stock ownership guidelines for executive officers and the executive officers' ownership relative to such guidelines and make recommendations as the Committee deems appropriate.

(h) To review and approve any severance or termination arrangements to be made with the Chief Executive Officer of the Company;

(i) 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;

(j) To review perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board; and

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

B. Incentive Compensation and Equity-Based Compensation 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 amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate and oversee management's administration of those plans;

(b) To review all equity-compensation plans that are not subject to stockholder approval under the listing standards of the NYSE, and to approve such plans in its sole discretion;

(c) To review and make recommendations to the full Board or approve, all awards pursuant to the Company's equity-based and incentive plans to executive officers of the Corporation;

(d) To monitor compliance by executive officers with the rules and guidelines of the Corporation's equity-based plans;

(e) To review and monitor management's actions and decisions with respect to the Company's employee retirement, welfare and other benefit plans; and

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

(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.

(VII) INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

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 advisers 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 oversee the work of such consultant and approve the consultant's fees and other retention terms, such fees to be borne by the Company.

In determining whether a compensation consultant, independent counsel or other adviser to the Committee is independent of the Company, the Committee shall, subject to any applicable exceptions under rules and regulations of the Securities and Exchange Commission or the NYSE, consider the factors set forth in NYSE listing standards with respect to advisor independence, as well as any other factors the Committee deems relevant.

COMPENSATION COMMITTEE CHARTER

AdoptedDecember 20, 2012
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