



**RE/MAX HOLDINGS, INC.
NOMINATING & CORPORATE GOVERNANCE
COMMITTEE CHARTER**

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of RE/MAX Holdings, Inc. (the “Company”) is appointed by the Board to assist the Board in selecting and evaluating nominees for election to the Board and to assist the Board in matters related to corporate governance. All powers of the Committee are subject to the restrictions in the Company’s Amended and Restated Bylaws (the “Bylaws”) and by applicable law.

II. Committee Membership; Exceptions to Charter

The Committee members (each, a “Member” and collectively, the “Members”) shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Members may be removed at any time by vote of the Board. Members may resign from the Committee at any time without resigning from the Board.

The Committee will consist of no fewer than three members of the Board. Subject to any applicable exceptions such as the initial phase-in periods applicable in connection with and after the Company’s initial public offering and the exception in the following paragraph, each Member shall meet applicable independence requirements for membership of a Nominating Committee in accordance with listing standards of the New York Stock Exchange (“NYSE”).

To the extent that the Company elects a “controlled company” exception or other comparable exception under the listing requirements of the NYSE, then any such requirement or provision of this Charter from which the Company is exempt pursuant thereto shall be deemed inapplicable to the Company. The period of inapplicability shall last for so long as the Company relies upon the controlled company or other similar exception without further amendment of this Charter. The pertinent provisions of the listing requirements of the NYSE and this Charter shall again be deemed applicable without further amendment of this Charter at such time as the Company elects to no longer rely upon, or is otherwise no longer eligible to rely upon, the controlled company or other similar exception.

Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board, or until his or her earlier resignation or removal. Members may be removed at any time by vote of the Board.

III. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Bylaws and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Members shall elect a chairperson by a vote of the majority of the full Committee. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue.

The Committee shall meet when deemed necessary or desirable by the Committee or its chairperson. The Committee shall meet at times and places as determined by its chairperson. Actions may be taken by unanimous written consent. Members may participate in meetings of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at such meeting. A majority of the Committee shall constitute a quorum for the transaction of business. If, however, there are only two Members, both Members must be present to constitute a quorum.

The Committee chairperson will preside at each meeting. The Committee chairperson, in consultation with the other Members, will set the length and agenda for each meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the chairperson's absence) shall regularly report to the full Board on its proceedings and actions. The Committee will maintain written minutes of its meetings. The minutes will be maintained with the books and records of the Company.

As necessary or desirable, the chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee.

The Committee may form and delegate authority to subcommittees when appropriate. The Board may assign any duties of the Committee outlined in this Charter to another committee of the Board in whole or in part from time to time as the Board may determine subject to applicable laws, regulations and the listing requirements of the NYSE.

IV. Committee Duties and Responsibilities

The duties and responsibilities of the Committee shall include, without limitation, the following:

1. Consider and make recommendations to the Board with respect to the nominations or elections of directors of the Company in connection with (a) the slate of directors proposed for stockholder approval at annual meetings of stockholders and (b) vacancies occurring on the Board from time to time, including vacancies resulting from an increase in the size of the Board. If, however, the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate such nomination, unless required by contract or requested by the Board.
2. Consider qualifications for Board membership as set forth in Section IX of this Charter.

3. Review and assess the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee shall bear in mind that the foremost responsibility of a director of a Company is to represent the interests of the stockholders as a whole.
4. Review and reassess, periodically, the adequacy of this Charter and make recommendations to the Board regarding any revisions to this Charter from time to time as appropriate.
5. Develop, adopt and oversee a set of corporate governance principles applicable to the Company and the operations of the Board that may include (i) director qualifications, including committee membership qualifications, (ii) director duties and responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director orientation and continuing education, (v) management succession and (vi) annual performance evaluation of the Board.
6. Develop and adopt other policies and procedures related to corporate governance that the Committee deems appropriate, including, without limitation, a code of ethics and business conduct.
7. Oversee development of succession plans for executive officers and Board members for both planned and emergency succession scenarios.
8. Oversee the Company's leadership development program for senior management roles.
9. Oversee the Company's commitment to environmental and social matters, including developing and adopting policies related to such matters as the Committee deems appropriate.
10. Oversee the evaluation of the Board and the process for evaluation of management on an annual basis.
11. Perform an annual evaluation of the Committee's own performance.
12. Perform such other functions and have such other powers consistent with this Charter, the Bylaws and governing law as the Committee or the Board may deem appropriate.

V. Committee Resources

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to (a) retain a search firm to be used to identify director candidates, (b) retain other advisors and (c) approve the applicable fees and other terms of such retention. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

VI. Disclosure of Charter

This Charter will be made available on the Company's Web site.

VII. Consideration of Director Candidates Recommended by Stockholders

It is the policy of the Committee to consider any director candidates recommended by stockholders of the Company in the same manner in which the Committee evaluates other potential nominees, so long as the information regarding director candidates recommended by stockholders is submitted to the Committee in compliance with this Charter and the Bylaws.

VIII. Procedures for Submission of Director Candidates Recommended by Stockholders to the Committee

Director candidate nominations from stockholders to the Committee must be in writing. These nominations must include the following information with respect to the nominee: (a) the candidate's name, age, business address and home address, (b) the candidate's biographical information, including educational information, principal occupation or employment, past work experience (including all positions held during the past five years), personal references, and service on boards of directors or other material positions that the candidate currently holds or has held during the prior three years, (c) the class and number of shares of the Company beneficially owned by the candidate, (d) any potential conflicts of interest that might prevent or otherwise limit the candidate from serving as an effective Board member, and (e) any other information pertinent to the qualification of the candidate. Further, these nominations must include the following information with respect to the stockholder making the nomination: (1) the name and record address of the stockholder, and (2) the class and number of shares of the Company beneficially owned and the period of time the shares have been held. These director candidate recommendation materials are to be sent to the Secretary of the Company, at the address of the Company's principal executive offices, and may be submitted at any time.

In order for a director candidate nominated by a stockholder to be included in the slate of director nominees for approval by stockholders in connection with a meeting of stockholders and for information relating to such director candidate to be included in the Company's proxy statement relating to such a meeting, the stockholder must submit the relevant information set forth above and other information reasonably requested by the Company within the timeframe proscribed in Rule 14a-8 of Regulation 14A under the Securities Exchange Act of 1934, as amended ("Regulation 14A"). The stockholder shall further comply with the Bylaws and any additional requirements under Regulation 14A and other applicable rules and regulations.

IX. Qualifications of Board Candidates

There are no specific, minimum qualifications that the Committee shall require of a Committee-recommended nominee for a position on the Board, other than those necessary to meet specific requirements under the rules of the SEC and listing standards of the NYSE.

The Committee may consider, among others, the following qualifications for Board membership: (a) the highest personal and professional integrity, (b) demonstrated exceptional ability and judgment, (c) broad experience in business, finance or administration, (d) familiarity with the Company's industry, (e) ability to serve the long-term interests of the Company's

stockholders, (f) sufficient time available to devote to the affairs of the Company, (g) ability to provide continuing service to promote stability and continuity in the boardroom and provide the benefit of familiarity and insight into the Company's affairs that directors would accumulate during their tenure, (h) ability to help the Board work as a collective body and (i) experience, areas of expertise, and other factors relative to the overall composition of the Board.

X. Process for Identification and Evaluation of Director Candidates

The Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, shall involve (with or without the assistance of a retained search firm) compiling names of potentially eligible candidates, vetting candidates' qualifications, conducting background and reference checks, conducting interviews with candidates and/or others (as schedules permit), meeting to consider and recommend final candidates to the Board and, as appropriate, preparing and presenting to the Board an analysis with regard to particular, recommended candidates.