loanDepot, Inc.

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the "Compensation Committee") of the board of directors (the "Board") of loanDepot, Inc. (the "Company") is to assist the Board with oversight of the Company's executive and director compensation plans and practices.

MEMBERSHIP

Size: The Compensation Committee shall consist of three or more members of the Board.

Independence: Each member of the Committee shall be independent in accordance with the applicable rules of the New York Stock Exchange ("NYSE"). For purposes hereof, an "independent" director is a director who meets NYSE standards of "independence" for directors and compensation committee members, as determined by the Board. Additionally, at least two members of the Compensation Committee should qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act"). A subsequent determination that any member of the Compensation Committee does not qualify as a "non-employee director" will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

Appointment/Term/Removal: The members of the Compensation Committee shall be appointed by the Board after it considers any recommendations from the Nominating and Corporate Governance Committee. The members of the Compensation Committee shall serve for such term or terms as the Board may determine. The Board may remove any member from the Compensation Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the Compensation Committee as the Chairperson after it considers any recommendations of the Nominating and Corporate Governance Committee.

Meetings: The Compensation Committee shall meet periodically at such times and places as deemed necessary by the Chairperson of the Compensation Committee to fulfill its responsibilities. All meetings shall be at the call of the Chairperson of the Compensation Committee. The agenda and materials for Compensation Committee meetings will be prepared at the direction of the Compensation Committee Chairperson in consultation with the other Compensation Committee members, the chief executive officer ("CEO"), or others determined by the Chairperson. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Compensation Committee may act only upon approval of a majority of its members. The action of the Compensation Committee at a meeting at which a quorum is present shall be the act of the Compensation Committee. The Compensation

Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. Other than as set forth herein, the Compensation Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Compensation Committee may invite any individuals to its meetings as it deems appropriate. However, the Compensation Committee shall meet periodically without members of management present.

Outside Advisors: The Compensation Committee shall have the authority, in its sole discretion, to retain and terminate compensation consultants, outside legal counsel and such other advisors as it deems necessary or appropriate to fulfill its duties and responsibilities under this Charter. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, outside legal counsel or other advisor, and the authority granted in this Charter to retain advisors shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Compensation Committee shall set the compensation and any retention terms and oversee the work of any compensation consultant, outside legal counsel or other advisors.

Compensation Consultant Independence/Conflicts of Interest: In retaining or seeking advice from compensation consultants, the Compensation Committee must take into consideration the factors specified in the rules of the NYSE. The Compensation Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Compensation Committee shall evaluate annually whether any compensation consultant retained or to be retained by it has any conflict of interest.

Funding: The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, outside legal counsel and any other advisors; for the education of Compensation Committee members; and for the ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: The Compensation Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, members of the Board, the Chairperson of the Compensation

Committee or officers or other employees of the Company, to the extent permitted by law, when it deems appropriate and in the best interests of the Company; *provided*, *however*, that when appropriate to satisfy the requirements of Rule 16b-3 under the Exchange Act, any such subcommittee shall be composed solely of two or more members that qualify as "non-employee directors" for purposes of Rule 16b-3 under the Exchange Act.

Books and Records: The Compensation Committee will have access to the Company's books, records, facilities and personnel.

DUTIES AND RESPONSIBILITIES

The Compensation Committee shall have the following authority and responsibilities:

1. CEO Compensation: To review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve, subject to Section 3 below, the CEO's compensation level, including compensation components, based on this evaluation.[1] In determining the long-term incentive component of CEO compensation, the Compensation Committee may consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years.

2. Executive Officer Compensation: Oversee evaluation of other executive officers and review and approve the compensation of all such executive officers, subject to Section 3 below.[1]

3. Incentive/Equity Plans: To review and approve incentive compensation plans and equity-based plans, which includes the ability to adopt and amend (in each case, subject to stockholder approval, if applicable) and terminate such plans, and proposals regarding any such plans to be included in the Company's proxy statement. The Compensation Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan; *provided*, *however*, that if at any time the Compensation Committee does not consist entirely of "non-employee directors" for purposes of Rule 16b-3, then the Compensation Committee shall recommend such grants of equity awards for executive officers, including the CEO, (i) to the full Board for approval or (ii) if at least two members of the Compensation Committee are "non-employee directors" for purposes of

[1] In determining, setting, or approving annual short-term compensation arrangements, the Committee shall take into account the particular executive's performance as it relates to both legal compliance and compliance with the Company's internal policies and procedures. This shall not affect payments or benefits that are required to be paid pursuant to the Company's plans, policies, or agreements.

Rule 16b-3, to a subcommittee of the Compensation Committee made up exclusively of "non-employee directors" for purposes of Rule 16b-3.

4. Employee Benefit Plans: To monitor the effectiveness of non-equity based benefit plan offerings that are approved or adopted pursuant to the terms of such plan by the Board or the Compensation Committee, including, but not limited to, any non-qualified deferred compensation, fringe benefits and perquisites, in particular those pertaining to executive officers and not to employees generally. In its discretion, the Compensation Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent such delegation is permitted. In regard to employee benefit plans, the Compensation Committee's role shall be one of oversight and, except as the Compensation Committee otherwise expressly determines or applicable law otherwise expressly requires, the Compensation Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974, as amended, or otherwise.

5. Peer Group: From time to time, to set the composition of the peer company group used for market comparison for executive compensation.

6. Compensation Disclosure: To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), when required by applicable law or regulation, and the related executive compensation information, and determine whether or not to recommend the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

7. Employment/Severance Agreements: To review and approve any employment agreements and any severance or other similar arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.[2]

8. Stock Ownership Guidelines: To determine stock ownership guidelines for the directors, the CEO, and other executive officers and monitor compliance with such guidelines.

9. Risk Management: To the extent required by applicable law or regulation, to oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment as needed.

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[2] In determining, setting, or approving termination benefits and/or separation pay to executive officers, the Committee shall take into consideration the circumstances surrounding the particular executive officer's departure and the executive's performance as it relates to both legal compliance and compliance with the Company's internal policies and procedures. This shall not affect payments or benefits that are required to be paid pursuant to the Company's plans, policies, or agreements.

10. Human Capital Management: To oversee the Company's strategies and policies related to human capital management, which may include corporate culture, compliance, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.

11. Say-on-Pay: To review and recommend to the Board for approval the say-on-pay votes and frequency with which the Company will conduct say-on-pay votes, taking into account the results of the most recent stockholder advisory vote on frequency of say-on-pay votes required by Section 14A of the Exchange Act and to review and consider the results of the say-on-pay votes.

12. Director Compensation: To review the form and amount of director compensation for service on the Board and Board committees and to recommend any changes to the Board as necessary.

13. Compensation Clawback: To review, approve and administer the terms of any compensation "clawback" or similar policy or agreement between the Company and its executive officers for recovering incentive-based compensation and to administer and enforce or cause to be enforced such policy or policies. Review and recommend changes to any such policies to the Board from time to time as appropriate.

14. Succession Planning: To develop, and discuss periodically with the Board, a CEO succession plan, and review management succession planning.

15. Compensation Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter. The Compensation Committee shall conduct this evaluation in such manner as it deems appropriate.

16. Compensation Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.

17. Other Duties. Perform any other activities as the Compensation Committee deems necessary or appropriate, or as requested by the Board, consistent with this Charter, the Company's bylaws, and applicable laws and regulations.