

CORPORATE GOVERNANCE GUIDELINES

LOANDEPOT, INC.

PURPOSE

The board of directors (the “Board”) of loanDepot, Inc. (the “Company”) has adopted these Corporate Governance Guidelines (these “Guidelines”) as a general framework to assist the Board in carrying out its responsibility to oversee the management of the business and affairs of the Company. These Guidelines are subject to the terms of the Stockholders Agreement dated as of February 16, 2021, by and among the Company and certain investor parties thereto (as amended and restated as of April 21, 2022, and as may be further amended from time to time, the “Stockholders Agreement”).

In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

The Board’s principal responsibility is one of oversight. Management of the Company is responsible for implementing the Company’s strategic plan; identifying and managing risk; making and keeping the books and records of the Company; preparing the Company’s financial statements and determining that they are complete, accurate, and in accordance with generally accepted accounting principles; establishing satisfactory disclosure controls and internal control over financial reporting; and timely reporting to the Board. The independent auditor is responsible for auditing the Company’s financial statements and the effectiveness of the Company’s internal control over financial reporting.

BOARD COMPOSITION

Size: The Company’s bylaws currently provide that the authorized number of directors will be fixed exclusively by resolution of the Board. The Board will periodically review the appropriate size of the Board.

Independence: A majority of the members of the Board shall be independent in accordance with the requirements of the rules of the New York Stock Exchange (“NYSE”); *provided* that pursuant to the exemption provided to “controlled companies” by the listing rules of NYSE, for such time that the Company qualifies as a controlled company, the Company shall not be required to comply with such director independence requirements.

Overboarding: No director may serve on more than four public company boards (including the Company’s Board). No director that is an executive officer of a public company may serve on more than two public company boards (including the Company’s Board), unless otherwise specifically approved by the Board. No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company’s Audit Committee) without first obtaining consent from the Company’s Board.

Directors should inform the chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board of another for-profit organization.

Term: We have a classified Board. Therefore, only a portion of the directors on the Board will be up for election each year.

Election / Appointment / Nominations / Director Criteria: Subject to the terms of the Stockholders Agreement, the Board has overall responsibility for the selection of candidates for nomination or appointment to the Board. The Nominating and Corporate Governance Committee will recommend director candidates to the Board for nomination or appointment in light of the Board's composition at the time, and the skills and expertise needed for effective operation of the Board and its committees. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals. The Board and the Nominating and Corporate Governance Committee shall take into account all factors each considers appropriate when selecting director candidates, including some or all of the following:

1. Ethics: Directors should be persons of good reputation and character who conduct themselves in accordance with high personal and professional ethical standards, including the policies set forth in the Company's Code of Ethics.
2. Conflicts of Interest: Director conflicts should be disclosed and directors should not, by reason of any other position, activity or relationship,¹ be subject to any conflict of interest that would impair the director's ability to fulfill the responsibilities of a member of the Board (subject to the terms of the Company's certificate of incorporation).
3. Independence: The Board will consider whether directors and nominees will be considered independent under the standards of NYSE, and the heightened independence standards for audit committees and compensation committee under the securities laws.
4. Business and Professional Activities: Directors should maintain a professional life active enough to keep them in contact with the markets and/or the industry in which the Company is active. A significant position or title change may be a reason to review a director's membership on the Board.
5. Experience, Qualifications and Skills: Directors should have the educational background, experience, qualifications and skills relevant for effective management and oversight of the Company's management, which may include experience at senior executive levels in comparable companies, public service, professional service firms, or educational institutions.
6. Time / Participation: Directors should have the time and willingness to carry out their duties and responsibilities effectively, including time to study informational and background materials and to prepare for meetings. Directors should attempt to arrange

¹ Including familial relationships with named executive officers or directors, interlocking directorships, and/or substantial business, civic, and/or social relationships that could impair the prospective Board member's ability to act independently from the other Board members.

their schedules to allow them to attend all scheduled meetings of the Board and committees on which they serve. The Board will consider the participation of and contributions to the activities of the Board for any director recommended for re-nomination.

7. Board Evaluation: The Board will consider the results of the annual Board evaluation in its Board refreshment strategy.
8. Diversity: The Board believes that diversity of background, skills, tenure, and perspectives brings a diversity of viewpoints to the Board that is important to the effectiveness of the Board's oversight of the Company.
9. Tenure / Retirement: The Board does not believe that there should be a fixed term or retirement age for directors, but may consider each director's tenure and the average tenure of the Board as part of the renomination process.

BOARD STRUCTURE AND OPERATIONS

Board Leadership: Subject to the terms of the Stockholders Agreement, the Board will periodically appoint a chairperson of the Board. Both independent and management directors, including the Chief Executive Officer ("CEO"), are eligible for appointment as the chairperson. Subject to the terms of the Stockholders Agreement, if the chairperson is not an independent director, the Board may designate a lead independent director. The Company will appropriately disclose the name of the chairperson and any lead independent director or method by which interested parties may contact the independent directors. The Board will periodically assess its leadership structure to determine whether the leadership structure is the most appropriate for the Company at that time, taking into account any recommendations of the Nominating and Corporate Governance Committee.

Board Committees: The committees of the Board will include the Audit Committee, Compensation Committee, and the Nominating and Corporate Governance Committee. The Board may, from time to time, establish additional committees, taking into account any recommendations of the Nominating and Corporate Governance Committee.

Meetings: The Board shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. The agenda and materials for Board meetings will be prepared at the direction of the Board chairperson in consultation with the other Board members, the CEO, or others determined by the chairperson. The Board shall keep minutes of its proceedings. The Board is governed by the 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 set out in the Company's bylaws.

Executive Sessions: Non-management directors will meet regularly in executive session as part of regularly scheduled Board meetings and at such other times as they choose. In accordance with NYSE rules, if non-management directors include non-independent directors (under the NYSE rules), the independent directors will meet in executive session at least once per year. The Board may invite any individuals to its meetings as it deems appropriate.

Attendance: Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

Onboarding / Education: The Company will provide new members of the Board with appropriate onboarding briefings, and the full Board with educational resources and opportunities related to fiduciary duties and other matters as may be appropriate or requested by the Board.

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

Funding: The Board shall receive appropriate funding from the Company, as determined by the Board, for the payment of compensation to any investment bank, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Board that are necessary or appropriate in carrying out its duties.

Delegation of Authority: The Board 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 committees as the Board may deem appropriate in its sole discretion.

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

Stock Ownership: The Board has established stock ownership guidelines, overseen by the Compensation Committee, whereby non-management directors are expected to own at least three times their annual cash retainer in Company stock by the later of (i) August 7, 2029 or (ii) five years after the commencement of their service. If a non-employee director becomes subject to a greater ownership amount due to an increase in the annual cash retainer, he or she is expected to meet the higher ownership threshold within three years. The stock ownership guideline is calculated as of December 31 based on the non-employee director's then current annual cash retainer and the value of such non-employee director's holdings based on the average closing price of a share of the Company's stock from October 1 to December 31 of the calculation year.

The following shall count towards the guideline: shares owned personally or by a spouse; shares held by members of a director's immediate family (as defined in Rule 16a-1(e) under the Securities Exchange Act); restricted stock; unvested (and vested but deferred) time-based restricted stock units; and shares held in trusts, family limited partnerships or similar vehicles for the benefit of the director or the director's immediate family. Shares held by a private equity stockholder shall also count towards the guideline for any directors designed by the private equity stockholder and serving on the Board pursuant to the terms of the Stockholders Agreement, if the private equity

firm does not permit such director to hold Company shares in his or her own name. Stock options and unvested performance-contingent awards do not count towards the guidelines.

Subject to any exceptions made in the discretion of the Compensation Committee for financial hardship, excessive stock price volatility or otherwise, a director who fails to satisfy the ownership requirements by any deadline is expected to continue to hold all Company common stock that he or she owns until the ownership requirements are satisfied, except as may be reasonably necessary to meet tax obligations related to the underlying equity grants. Any failure to meet the stock ownership requirements may be noted in the annual proxy statement.

BOARD DUTIES AND RESPONSIBILITIES

A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company. The Board monitors the performance of senior management. Consistent with the oversight function of the Board, the Board's responsibilities include:

1. *Strategic Plan*: To review and, where appropriate, approve the strategic direction of the Company and monitor the implementation and results of the Company's strategic plans.
2. *Financial Reporting*: To oversee, with the assistance of the Audit Committee, the integrity of the Company's financial statements and the Company's financial reporting process.
3. *Advice and Counsel*: To provide advice and counsel to management regarding significant issues facing the Company and to review and approve significant corporate actions.
4. *Risk Oversight*: To understand the principal risks associated with the Company's business, and oversee, with the assistance of the Audit Committee, the key risk decisions and processes of management.
5. *Legal and Regulatory Compliance*: To oversee legal and regulatory compliance.
6. *Disclose Relationships*: To disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a Board member or on Board committees) which could be required to be disclosed or could affect the independence of the director under applicable listing standards, including direct relationships between the Company or its executives and the director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested.
7. *Annual Stockholders Meeting*: To attend the Company's annual stockholders meeting unless unusual circumstances make attendance impractical.
8. *Sustainability*: To oversee the long-term sustainable growth of the Company, in furtherance of creating long-term stockholder value.

9. Director Compensation: To approve the compensation of directors, after considering any recommendations of the Compensation Committee.
10. Succession Planning: To select and evaluate the Company's CEO (and while the Company is a NYSE controlled company, determine and approve the CEO's compensation); and to engage in succession planning for the Board, key Board and committee leadership roles, the CEO, and other senior executive officer positions, after considering any recommendations of the Nominating and Corporate Governance Committee or the Compensation Committee, as applicable.
11. Board Evaluation: To review the results of the annual board evaluation to determine whether the Board and its committees are functioning effectively.
12. Corporate Governance Documents: To review and approve any amendments to the Company's certificate of incorporation, bylaws, Code of Ethics, these Guidelines, and other corporate governance policies, after considering any recommendations of the Nominating and Corporate Governance Committee, if applicable.