# COMPENSATION COMMITTEE CHARTER OF BETTER HOME & FINANCE HOLDING COMPANY

## **Committee Membership:**

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Better Home & Finance Holding Company (the "Company") will be composed of two or more directors, each of whom shall satisfy the definition of "independent" under the listing standards of the Nasdaq Stock Market ("Nasdaq"). The Committee shall consist solely of "independent directors," i.e., those directors who the Board has determined (a) are not, and have not been within the past three (3) years, officers or employees of the Company or its subsidiaries; (b) do not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director; (c) otherwise qualify as "independent" under the Nasdaq rules as applied to compensation committee members; and (d) meet the requirements of any other applicable laws and regulations, as applied to compensation committee members. In affirmatively determining the independence of any director for purposes of serving on the Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to the director's ability to be independent from management in connection with the duties of a member of the Committee, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

Members shall be appointed by the Board based on nominations by the Company's Corporate Governance and Nominations Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

## **Committee Purpose:**

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation. The Committee will also perform any and all duties required of it under this charter (the "Charter"), any applicable law, regulation, directive, guideline or regulatory or judicial precedents or authorities and orders of any applicable governmental authority.

#### Committee Authorities and Responsibilities:

The Committee shall have the authority and direct responsibility to:

1. Review and recommend for approval by the Board corporate goals and objectives relevant to the compensation of (a) the Company's Chief Executive Officer ("CEO") and (b) each other employee of the Company designated by the Board as an "executive officer" or "officer" pursuant to the definitions set forth in Rule 3b-7 or Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any person offered employment to replace any prior or current "executive officer" or "officer" (each, an "Executive Officer") ((a) and (b) are together referred to as the "Senior Management").

Group").

- 2. Evaluate the CEO's performance in light of those goals and objectives and recommend to the Board for determination the CEO's compensation level based on this evaluation. In recommending the long-term incentive component of CEO compensation, the Committee shall consider, among other factors as it may deem relevant, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if any.
- 3. Review and determine whether to recommend for approval by the Board the CEO's recommendation for the compensation of all other members of the Senior Management Group.
- 4. Periodically review and recommend for approval by the Board the compensation of the Board at least once a year, including expense reimbursement policies, and review and recommend for approval by the Board any policies regarding ownership by directors of the Company's common stock.
- 5. Review and recommend for approval by the Board the compensation and benefits plans and policies for members of the Senior Management Group, including those with respect to incentive compensation plans and equity-based plans, policies and programs.
- 6. In coordination with the Audit Committee, review and approve the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
- 7. Make and approve all equity award grants and other issuances of the Company's equity securities for the members of the Senior Management Group.
- 8. In consultation with management, oversee regulatory compliance with respect to compensation matters.
- 9. Review and recommend for approval by the Board employment agreements, severance agreements and change in control provisions/agreements, and any amendments to or terminations of such agreements, for members of the Senior Management Group.
- 10. Review and recommend for approval by the Board any severance or similar termination payments proposed to be made to any current or former member of the Senior Management Group that are not part of a previously approved

employment or severance agreement or arrangement.

- 11. Prepare or review and approve an annual Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations.
- 12. Review and recommend that the Board approve executive compensation disclosures to be included in the public filings of the Company with the Securities and Exchange Commission, Nasdaq and any other applicable regulatory bodies.
- 13. Review and make recommendations, as necessary or appropriate, to the Company's Board and Nominating and Corporate Governance Committee regarding (a) the Company's responses to shareholder proposals related to compensation matters and (b) other proposals by the Company relating to executive compensation and incentive compensation plans for inclusion in the Company's annual proxy statement.
- 14. Determine whether to adopt stock ownership guidelines for the CEO and Executive Officers and, if adopted, oversee compliance with such guidelines.
- 15. Oversee and recommend for approval by the Board any compensation recovery or recoupment policy applicable to the Company's CEO and Executive Officers that may be adopted or amended by the Company from time to time.
- 16. Report to the Board on a regular basis.
- 17. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

#### Committee Structure and Operations:

The Committee shall designate one member of the Committee as its chairperson. In the absence of the chairperson at any meeting of the Committee, a majority of the members of the Committee present at such meeting may designate one (1) of its members to serve as the chairperson of the meeting. The Committee shall meet at least twice a year, and perhaps more frequently if circumstances dictate, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The CEO may not be present during any voting or deliberations of the Committee regarding the CEO's compensation.

A majority of the members of the Committee shall constitute a quorum. At every meeting of the Committee at which a quorum is present, the vote of a majority of the members of the

Committee present shall be the act of the Committee. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue.

In carrying out its responsibilities, the Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented by (i) officers and other employees of the Company or its subsidiaries whom such member believes to be reliable and competent in the matters presented and (ii) counsel, public accountants, consultants, advisors or other persons with respect to matters that the member believes to be within the professional competence of such person.

# **Delegation to Subcommittee:**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one (1) or more members. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are "Non- Employee Directors" for the purposes of Rule 16b-3 under the Exchange Act, as in effect from time to time.

#### Performance Evaluation:

The Committee shall conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board any improvements to the Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

### Resources and Authority of the Committee:

The Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Committee (each, an "Advisor"), as it deems appropriate, and will consult with the Board if such funding would exceed \$250,000 per year. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by Nasdaq rules, the Committee may select or receive advice from an Advisor only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the Advisor;
- the amount of fees received from the Company by the person that employs the Advisor as a percentage of that person's total revenue;
- the policies and procedures of the person that employs the Advisor that are

designed to prevent conflicts of interest;

- any business or personal relationship of the Advisor with a member of the Committee;
- any business or personal relationship of the Advisor or the person employing the Advisor with an Executive Officer of the Company; and
- any stock of the Company owned by the Advisor.

Although the Committee is required to consider these factors, it is free to select or receive advice from an Advisor that is not independent.

The Company will provide for appropriate funding, as reasonably determined by the Committee, in its capacity as a committee of the Board, for payment of:

- compensation to any Advisor(s) employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.