



ALTISOURCE PORTFOLIO SOLUTIONS S.A. NOMINATION/GOVERNANCE COMMITTEE CHARTER

I. DEFINITIONS

As used in this Nomination/Governance Committee Charter (this “Charter”) the following capitalized terms have the following meanings:

“Board” means the board of directors of the Company.

“Committee” means the nomination/governance committee formed pursuant to this Charter.

“Company” means Altisource Portfolio Solutions S. A.

II. PURPOSE OF THE COMMITTEE

The purposes of the Committee shall be to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and to oversee the evaluation of the Board and the Company’s management.

III. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors who qualify under the listing standards of the National Association of Securities Dealers Automated Quotations (“NASDAQ”).

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.

IV. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the Articles of Incorporation of the Company and this Charter. The Committee shall meet as provided by its rules, which shall be at least 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 form and delegate authority to subcommittees when appropriate.

The Committee, in its discretion, may ask members of management, any directors or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Corporate Secretary of the Company (the "Corporate Secretary") shall keep written minutes of the Committee meetings, which minutes shall be maintained by the Corporate Secretary with the books and records of the Company. The Committee shall deliver a report on each of its meetings to the Board, including a description of actions taken by the Committee at the meeting. The report to the Board may take the form of (i) an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make such report and/or (ii) the written minutes of the meeting.

V. DUTIES OF THE COMMITTEE

Except as otherwise required by applicable laws or rules, the Committee's responsibilities and procedures should remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions.

A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

(1) To establish procedures for evaluating the suitability of potential director nominees proposed by Board members, management, shareholders, professional search firms or industry sources.

(2) To evaluate the suitability of potential nominees recommended by shareholders and other sources, provided that the Committee shall have no obligation to recommend such candidates for nomination.

(3) To recommend to the Board the director nominees for election by the shareholders or temporary appointment by the Board, as the case may be, pursuant to the Articles of the Company, which recommendations shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, expertise and diversity (as further described in the Company's Diversity Policy) so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NASDAQ listing requirement.

(4) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

(5) To review annually, or more often if appropriate, the qualification of directors as “independent” within the meaning of Securities and Exchange Commission (the “SEC”) and NASDAQ rules and make recommendations to the Board with respect to such determinations.

B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

(1) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board (a) reflects the appropriate balance of knowledge, experience, skills, expertise and diversity (as further described in the Company’s Diversity Policy) required for the Board as a whole; and (b) contains at least the minimum number of Independent Directors required by the NASDAQ.

(2) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(3) To make recommendations regarding the frequency and structure of Board meetings.

(4) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(1) To make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(2) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(3) To review annually, or more often if appropriate, committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to make any recommendations to the Board.

(4) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

(5) To review annually, or more often if appropriate, the qualification of Audit Committee members as "financially literate" and as having accounting or related financial management experience that results in the individual's financial sophistication within the meaning of NASDAQ listing standards and qualifies the individual as an audit committee financial expert as that term is defined in SEC rules and to make recommendations to the Board with respect to such determinations.

(6) To review annually, or more often if appropriate, the independence of the members of the Compensation Committee taking into account the factors required by the NASDAQ listing standards and to make recommendations to the Board with respect to such determinations.

D. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(1) To develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:

- (a) Director qualification standards. The qualification standards established by the Committee must reflect at a minimum the independence requirements of the NASDAQ. The Committee shall also develop policies regarding director tenure, retirement, removal and succession, and shall consider whether it is in the best interest of the Company to limit the number of corporate boards on which a director may serve.
- (b) Director responsibilities.
- (c) Director access to management and, as necessary and appropriate, to independent advisors.
- (d) Director orientation and continuing education.

- (e) Management succession, including policies and principles for the selection and performance review of the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.
- (f) Director compensation.

(2) To review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company, and to recommend any desirable changes to the Board.

(3) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

E. Evaluation of the Board

The Committee shall be responsible for overseeing the evaluation of the Board as a whole. The Committee shall prepare and assist other committees' self-evaluations to determine whether such committees are functioning effectively. The Committee shall establish procedures to allow it to exercise these oversight functions.

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 any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

NOMINATION/GOVERNANCE COMMITTEE CHARTER

Adopted	7 August 2009
Reviewed and Approved	25 January 2010
Amended and Approved	25 January 2011
Reviewed and Approved	9 March 2012
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