



Ocwen Financial Corporation

Board Diversity Policy
Version 6

Approved: 5/11/2016
Approving Body: Board of Directors



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O C W E N

Board Diversity Policy, v.6
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I. SUMMARY

The Board Diversity Policy (the “Policy”) of Ocwen Financial Corporation (“Ocwen” or the “Company”) maintains that diversity shall be one of many factors that the Nomination/Governance Committee (the “Committee”) is to consider when it recommends director nominees to the Board of Directors (the “Board”).

II. PURPOSE AND SCOPE

This Policy is intended to provide guidance and direction to the Committee with respect to the consideration of director nominees for recommendation to the Board.

III. LEGAL / REGULATORY

The Company’s Corporate Governance Guidelines and the Committee’s Charter require that diversity shall be one of many factors considered in recommending a director nominee to the Board.

IV. POLICY

When recommending Director nominees to the Board, the Committee shall view diversity in an expansive way to include differences in prior work experience, viewpoint, education and skill set. In particular, the Committee shall consider diversity in professional experience, skills, expertise, training, broad-based business knowledge and understanding of the Company’s business environment with the objective of achieving a Board with diverse business and educational backgrounds. Board members should have individual backgrounds that, when combined, provide a portfolio of experience and knowledge that will serve the Company’s governance and strategic needs.

The Committee shall review the skills and attributes of Board members within the context of the current make-up of the full Board from time to time as the Committee deems appropriate. The Committee shall evaluate each potential nominee in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company through the exercise of sound judgment using its diversity of perspective and experience. The Committee shall not discriminate against candidates for the Board based on race, color, religion, sex, sexual orientation or national origin.

The Board believes that appropriate diversity on the Board aptly complements and supports the Company’s policy on diversity and inclusion in the workforce.

V. GOVERNANCE

The governance and oversight for this Policy is provided by the Committee and the Board.



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VI. RELATED DOCUMENTS

The following documents are related to this Policy:

- Corporate Governance Guidelines
- Nomination/Governance Committee Charter