



## **ALTISOURCE RESIDENTIAL CORPORATION COMPENSATION COMMITTEE CHARTER**

### **I. DEFINITIONS**

As used in this Compensation Committee Charter (this "Charter"), the following capitalized terms have the following meanings:

"Board" means the board of directors of the Company.

"Committee" means the compensation committee formed pursuant to this Charter.

"Company" means Altisource Residential Corporation.

### **II. PURPOSE OF THE COMMITTEE**

The Committee's purpose shall be to oversee the Company's compensation and, to the extent the Company obtains employees, employee benefit plans and practices, its executive compensation plans and its incentive compensation and equity based plans and, if required by the Rules of the New York Stock Exchange ("NYSE") or the rules promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), to produce an annual report on executive compensation for inclusion in the Company's proxy statements, in accordance with all applicable rules and regulations.

### **III. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors who qualify as independent directors ("Independent Directors") under the listing standards of the NYSE, and, if deemed appropriate from time to time, meet the definition of "nonemployee director" under Rule 16b-3 under the Exchange Act, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986.

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 Bylaws 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 may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Secretary shall keep written minutes of the Committee meetings which minutes shall be maintained by the Secretary with the books and records of the Company.

#### **V. COMMITTEE RESPONSIBILITIES**

##### **A. Executive and Board Compensation**

The Committee shall have the following goals and responsibilities with respect to the Company's executive compensation plans, to the extent the Company shall have Executive Officers, and Board compensation plans:

(a) To review at least annually the goals and objectives of the Company's executive compensation and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate; provided that the Committee must approve the goals and objectives (including any amendments thereto) relevant to the compensation of the Chief Executive Officer;

(b) To review at least annually the Company's executive compensation in light of the Company's goals and objectives with respect to such executive compensation and if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation;

(c) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation and set his or her compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors including the Company's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies and the awards given to the Chief Executive Officer of the Company in past years. The Committee will report their evaluation to the non-management directors in executive session during the first quarter of the fiscal year. The Chief Executive Officer may not be present during any voting or deliberations on his or her compensation;

(d) To evaluate annually the appropriate form and amount of compensation for Board and Committee service by members of the Board;

(e) To review and approve any severance or termination arrangements to be made with the Chief Executive Officer of the Company;

(f) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan or by the Board;

(g) To review perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board; and

(h) To produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations;

*provided*, that if the Company enters into an agreement with a third party pursuant to which such third party provides the Company with executive officers and employees and whereby such third party is responsible for the selection, compensation and performance review of such executive officers and employees and as a result the Company does not establish incentive compensation and/or equity-based plans, then the Committee shall not be responsible for performing the tasks set forth in subparagraphs (a) – (c), (e), (g) and (h).

## **B. Incentive Compensation and Equity-Based Plans**

The Committee shall have the following responsibilities with respect to the Company's incentive-compensation and equity-based plans:

(a) To review at least annually the goals and objectives of the Company's incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(b) To review all equity-compensation plans that are not subject to stockholder approval under the listing standards of the NYSE, and to approve such plans in its sole discretion; and

(c) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any incentive-compensation or equity-based plan;

*provided*, that if the Company enters into an agreement with a third party pursuant to which such third party provides the Company with executive officers and employees and whereby such third party is responsible for the selection, compensation and performance review of such executive officers and employees and as a result the Company does not establish incentive compensation and/or equity-based plans, then the Committee shall not be responsible for performing the tasks set forth in (a) through (c) above.

## **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 a compensation consultant to assist the Committee in carrying out its responsibilities including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Company.

In determining whether a compensation consultant, independent counsel or other adviser to the Committee is independent of the Company, the Committee shall, subject to any applicable exceptions under rules and regulations of the Securities and Exchange Commission or the

NYSE, consider the factors set forth in NYSE listing standards with respect to advisor independence, as well as any other factors the Committee deems relevant.

**COMPENSATION COMMITTEE CHARTER**

Adopted ..... December 20, 2012  
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