

DOUGLAS ELLIMAN INC.
AUDIT COMMITTEE CHARTER
(AS ADOPTED DECEMBER 22, 2021)

PURPOSE OF COMMITTEE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Douglas Elliman Inc. (the “Company”) is to provide assistance to the Board in fulfilling its responsibility relating to oversight of corporate accounting, reporting practices of the Company, the quality and integrity of the financial reports of the Company, the Company’s compliance with legal and regulatory requirements, the qualifications and independence of the Company’s independent auditors and the performance of the Company’s independent auditors and internal audit function. In so doing, the Committee shall maintain free and open means of communication between the directors, the independent auditors, the internal auditor and the financial management of the Company.

COMMITTEE MEMBERSHIP

The Committee shall be composed of at least three directors who are independent of the management of the Company and are free of any material relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as Committee members.

All members of the Committee shall be financially literate, as such qualification is interpreted in the business judgment of the Board and shall meet the independence, experience and expertise requirements of the New York Stock Exchange and other applicable laws and regulations (including Rule 10A-3 under the Securities Exchange Act of 1934). At least one member of the Committee shall have accounting or related financial management expertise, as such qualifications are interpreted in the business judgment of the Board, or otherwise be capable of serving the functions expected of an audit committee financial expert, as defined by the Securities and Exchange Commission (the “SEC”).

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

The Committee members shall not simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to serve on the Committee, and discloses this determination in the Company’s annual proxy statement or on the Company’s website.

COMMITTEE STRUCTURE AND OPERATIONS

The Board shall designate one member of the Committee as its Chair. The Committee shall meet in person or telephonically with management at least four times a year at a time and place determined by the Committee Chair, with further meetings to occur, or actions to be taken by written consent, when deemed necessary or desirable by the Committee or its Chair.

As part of its objective to foster open communication, the entire Committee shall meet at least annually with management, the internal auditor and the independent auditors at the conclusion of the annual audit in separate executive sessions. Among the items to be discussed with the independent auditors is their evaluation of the Company’s financial, accounting and auditing

personnel and the cooperation that the independent auditors received during the course of the audit.

The Committee shall meet with the independent auditors and management quarterly, prior to the release of earnings and the filing of the Form 10-K and Form 10-Q.

COMMITTEE RESPONSIBILITIES

The Committee shall have the ultimate authority and responsibility to directly appoint, retain, compensate, oversee, and terminate the independent auditors.

The independent auditors shall report directly to the Committee. The Committee shall also have the ultimate authority and responsibility to directly appoint, retain, compensate, oversee, and terminate any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review, or attestation services. Such registered public accounting firms shall report directly to the Committee. The Committee shall approve in advance all audit engagement fees and terms and all non-audit engagements of the independent auditors. The Committee shall consult with management, but shall not delegate these responsibilities.

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to help ensure to the directors and stockholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of high quality.

The Committee, to the extent it deems appropriate, shall:

Financial Statement and Disclosure Matters

- I. Review and discuss the annual audited financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" (the "MD&A"), with management and the independent auditors. The Committee shall determine whether the independent auditors are satisfied with the disclosure and content of the financial statements and the MD&A to be presented to the stockholders, and shall review the form of opinion the independent auditors propose to render to the Board and stockholders. The Committee shall also review any significant issues relating to the Company's selection or application of accounting principles, financial reporting, or internal control over financial reporting. The Committee shall then recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
- II. Review and discuss with management and the independent auditors the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditors' review of the quarterly financial statements.
- III. Discuss with management and the independent auditors prior to the filing of the Form 10-K and Form 10-Q any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including all critical accounting policies and practices used, all alternative methods within generally accepted accounting principles for policies and practices related to material items that have been

discussed with management, ramifications of the use of such alternative disclosures and methods, and the methods preferred by the independent auditors.

- IV. Discuss with the Company's chief executive officer and chief financial officer, as well as the independent auditors, all significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- V. Discuss with management and the independent auditors the Company's significant financial risks or exposures and consider the steps management has taken to monitor and control such risks to the Company.
- VI. Review, with the Company's counsel, any cybersecurity and data privacy risks, as well as data governance, that would reasonably be expected to have a significant impact on the Company's financial statements or the Company's business, including material notices to inquiries received from governmental agencies.
- VII. Review, with the Company's counsel, any legal, compliance, or regulatory matters that would reasonably be expected to have a significant impact on the Company's financial statements or the Company's business, including material notices to inquiries received from governmental agencies.
- VIII. Review, with management and the independent auditors, the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- IX. Discuss generally the Company's earnings press releases, including the type and presentation of information to be included, as well as the financial information and any earnings guidance provided to analysts in quarterly conference calls and to rating agencies.
- X. Review and discuss any reports concerning material violations submitted to it by Company attorneys or outside counsel pursuant to the SEC attorney professional responsibility rules (17 C.F.R. Part 205) or otherwise.

Internal Controls

- I. Consider, in consultation with the independent auditors and the internal auditor, the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. These controls shall provide reasonable assurance of the integrity of financial information and assurance that the Company's reported financial results are presented fairly in conformity with generally accepted accounting principles. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions or procedures that are illegal or otherwise improper. The Committee should consider and review any significant findings and recommendations of the independent auditors related to the improvement of internal controls (and management's responses thereto).

Independent Auditors

- I. Arrange to have the independent auditors report directly to the Committee.
- II. Review the independent auditors' proposed audit scope and approach.
- III. Obtain a formal written statement on a periodic basis from the independent auditors delineating all relationships the independent auditors have with the Company. The Committee shall review and discuss with the independent auditors any disclosed relationships or services that would reasonably be expected to impact the quality of audit services or the objectivity and independence of the independent auditors, and take appropriate action to satisfy itself of the independence of the independent auditors.
- IV. Review any reports or communications (and management's and/or the internal auditor's responses thereto) submitted to the Committee by the independent auditors required by or referred to in applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB"), including the independent auditors' communications with the Committee concerning independence.
- V. Obtain assurance from the independent auditors that (i) if they detect or become aware of any illegal action, the independent auditors will adequately inform the Committee and (ii) the independent auditors will provide the Committee with a written report if the independent auditors have reached specific conclusions with respect to such illegal actions.
- VI. Obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section IOA of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934.
- VII. Review with the independent auditors any difficulties the auditors encountered in the course of their audit work.
- VIII. Resolve any disagreements between management and the independent auditors including any restrictions on the scope of activities or access to requested information.
- IX. Discuss written communications between the independent auditors and management, such as any schedule of unadjusted differences or statement of accumulated audit deficiencies.
- X. Review annually the qualifications, performance and independence of the independent auditors, particularly the lead partner of the independent auditors' team, taking into account the opinions of management and the internal auditors.
- XI. Discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor's response to any identified accounting deficiencies.
- XII. Obtain and review annually a report by the independent auditors describing: (i) the independent auditors' internal quality control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors,

or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits by the independent auditors, and any steps taken to deal with any such issues, (iii) and all relationships between the independent auditors and the Company; it being understood, however, that the independent auditors are responsible for the accuracy and completeness of each report.

XIII. Ensure the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself.

XIV. Establish hiring policies for employees or former employees of the independent auditors.

Internal Audit

- I. Review and consult with management regarding the appointment and replacement of the internal auditor. The Company may outsource the internal audit function to a firm other than the independent auditors approved by the Committee.
- II. Review annually internal audit objectives, resources and effectiveness, its objectivity and status within the Company, and its annual audit plan, including its coordination with the examination performed by the independent auditors.
- III. Determine that no unjustified restrictions or limitations exist which impact or impair the scope of the internal auditor or the internal auditor's access to required information.
- IV. Review significant internal audit findings reported during the year and their respective impact on internal controls, the control environment and the overall efficiency and effectiveness of the Company's operations (and, if applicable, management's responses thereto).

Other

- I. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.
- II. Prepare 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.
- III. Review and reassess the adequacy of the Committee's charter annually and recommend any changes to the Board.
- IV. Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.
- V. Prepare a report for inclusion in the Company's annual proxy statement that describes the Committee's composition and responsibilities and how they were discharged as required by the rules of the SEC.

- VI. Review and approve all related party transactions of the Company in accordance with the policies of the Company in effect from time to time.

DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its responsibilities to a subcommittee of the Committee. The Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or non-audit services to be performed by the independent auditors, provided that any such approvals are presented to the Committee at its next scheduled meeting.

PERFORMANCE EVALUATION

The Committee shall prepare 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 Committee's 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 Chair 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 and authority appropriate to discharge its responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate to carry out its duties, without seeking approval of the Board or management. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors and to any advisors employed by the Committee and for payment of the administrative expenses of the Committee.

LIMITATION OF COMMITTEE'S ROLE

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.