

DOUGLAS ELLIMAN INC.
COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER
(AS ADOPTED DECEMBER 22, 2021)

PURPOSE OF COMMITTEE

The purpose of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of Douglas Elliman Inc. (the “Company”) is to (a) discharge the Board’s responsibilities relating to compensation of the Company’s executives and directors (b) to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) and (c) to oversee, review and report to the Board on the Company’s management development and succession planning.

COMMITTEE MEMBERSHIP

The Committee shall consist solely of two or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules and listing standards of the New York Stock Exchange.

Members shall be appointed by the Board, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

COMMITTEE STRUCTURE AND OPERATIONS

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

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Company’s Chief Executive Officer (“CEO”) should not attend any meeting where the CEO’s performance or compensation are discussed, unless specifically invited by the Committee.

COMMITTEE RESPONSIBILITIES

The Committee shall have direct responsibility to:

1. In consultation with senior management, establish the Company’s general compensation philosophy, and oversee the development and implementation of the Company’s compensation programs.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation.
3. In consultation with the CEO, review and approve corporate goals and objectives relevant to the compensation of the other executive officers of the Company, evaluate the performance of each executive officer of the Company in light of those goals and

objectives, and determine and approve each Executive Officer's compensation level based on this evaluation.

4. Review and approve compensation programs applicable to the executive officers of the Company, and oversee regulatory compliance with respect to compensation matters.
5. Review and make recommendations to the Board with respect to the compensation of all directors, including participation in equity compensation plans.
6. Administer the Company's (1) 2021 Management Incentive Plan (and approve such awards thereunder as the Committee deems appropriate) and (2) 2021 Employee Stock Purchase Plan, in each case including any successor plan thereto.
7. Approve any new equity compensation plan or any material change to an existing plan where shareholder approval has not been obtained, oversee the Company's compensation plans below the executive officer level and the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
8. Review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.
9. Prepare and issue the evaluations and reports required under "Committee Reports" below.
10. Oversee and report to the Board on the Company's management development and succession planning, to evaluate and make recommendations to the Board regarding potential candidates to become CEO, and to evaluate and approve candidates to fill other senior management positions.
11. To review periodic updates on initiatives and progress in the area of human capital management, including diversity and inclusion.
12. To oversee the Company's Executive Compensation Clawback Policy.
13. To oversee shareholder communications and engagement efforts with stakeholders on executive compensation matters, review and assess the results of the Company's most recent advisory shareholder vote on executive compensation and, at least once every six years, recommend to the Board for approval by shareholders the frequency with which an advisory vote on executive compensation will be conducted.
14. Perform any other responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its responsibilities to a subcommittee of the Committee. 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 Securities Exchange Act of 1934, as in effect from time to time.

COMMITTEE REPORTS

The Committee shall prepare the following reports and provide them to the Board.

1. An annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
2. 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 should 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.
3. As necessary, a Report of the Committee relating to management development and succession planning, setting forth the Committee's evaluations and recommendations regarding potential candidates to become CEO, and for other senior management positions.
4. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

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 counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Committee may, in its sole discretion, retain or obtain the advice of any compensation consultant, independent legal counsel or other adviser (each, a "Compensation Adviser") as it deems necessary to assist in the evaluation of CEO, executive officer or director compensation and shall be directly responsible for the appointment, compensation and oversight of the work of any such Compensation Adviser. Before selecting a Compensation Adviser, and annually thereafter, the Committee shall consider such factors as may be required by the New York Stock Exchange listing standards or applicable rules of the SEC with respect to the independence of any Compensation Adviser. The Company will provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any Compensation Adviser retained by the Committee.