

**DOUGLAS ELLIMAN INC
CORPORATE GOVERNANCE
AND NOMINATING COMMITTEE CHARTER
(AS ADOPTED DECEMBER 22, 2021)**

PURPOSE OF COMMITTEE

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Douglas Elliman Inc. (the “Company”) is to identify and recommend individuals to the Board for nomination as members of the Board and to develop and recommend to the Board a set of corporate governance principles applicable to the Company. The Committee shall report to the Board on a regular basis and not less than once a year.

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 of the New York Stock Exchange, Inc.

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.

COMMITTEE RESPONSIBILITIES

The following are the responsibilities of the Committee:

- I. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
- II. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company’s Corporate Governance Guidelines, and such factors as its deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall consider all candidates recommended by the Company’s shareholders in accordance with

the procedures set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by management, but is not required to do so.

- III. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- IV. Oversee succession planning for the Board and Board leadership appointments, including the committee chairs, in accordance with the Company's Corporate Governance Guidelines.
- V. Develop and recommend to the Board and oversee an annual self-evaluation process for the Board, each member of the Board, and standing committee of the Board.
- VI. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year.
- VII. Set standards of business conduct for the Company, to be contained in the Company's Code of Business Conduct and Ethics, and to update such standards as appropriate to reflect legal and regulatory developments.
- VIII. Confirm that executive sessions of the Board are held regularly.
- IX. Prepare and issue the evaluation required under "Performance Evaluation" below.
- X. Report to the Board on a regular basis, and not less than once per year.
- XI. Perform any other responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its responsibilities to a subcommittee of the Committee.

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 counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.