

**ANYWHERE REAL ESTATE INC. COMPENSATION AND TALENT
MANAGEMENT COMMITTEE CHARTER**

As Amended and Restated by the Board of Directors, effective February 16, 2024

I. Purpose of the Compensation and Talent Management Committee

The Compensation and Talent Management Committee (the “Committee”), which is a Committee of the Board of Directors (the “Board”) of Anywhere Real Estate Inc. (the “Company”), shall carry out the responsibilities delegated by the Board relating to the design and administration of the Company’s policies, programs and procedures for executive selection, compensation and employment terms, the review and recommendation of director compensation, and ensuring appropriate succession plans for the CEO and key executive positions.

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company and its subsidiaries.

II. Composition of the Committee

The Committee shall consist of not fewer than two directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the “NYSE”), and any additional requirements that the Board deems appropriate. Each member of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

Committee members shall serve for such term or terms as the Board may determine. The Board may appoint a Chair of the Committee, provided that if the Board does not so designate a chair, the members of the Committee, by a majority vote, may designate a chair.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate; *provided, however*, that (i) no subcommittee shall consist of fewer than two members, (ii) the subcommittees are composed entirely of directors satisfying the foregoing independence standards and (iii) the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or NYSE listing standard to be exercised by the Committee as a whole.

Committee members will be appointed by the Board. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. Meetings of the Committee

The Committee will meet with such frequency, but not less frequently than twice per year, and at such times as its Chair, or a majority of the Committee, determines to be necessary or appropriate to carry out its duties hereunder, or as may otherwise be required by applicable law or regulatory authority. Regular reports of meetings of the Committee shall be made to the Board.

The Chair, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. 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.

IV. Key Responsibilities and Delegation

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

1. Review and approve, at least annually, Company goals and objectives relevant to the CEO's compensation and establish an appropriate compensation level pertaining to all elements of compensation for the CEO, based on the Company's compensation philosophy and an evaluation of the CEO's performance in light of those goals and objectives. In determining the long-term incentive component of CEO compensation, the Committee may consider all relevant factors, including but not limited to the Company's performance and relative stockholder return (and the CEO's contribution thereto), the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. In evaluating CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The Committee may discuss the CEO's compensation with the Board if it chooses to do so. However, the CEO shall not participate in any final determination of the CEO compensation, and may not be present during voting or deliberations at which his or her compensation is being determined;
2. Annually review with the CEO the performance of the other members of the "Senior Management Group", in light of each member's goals and objectives, where "Senior Management Group" means each "officer", as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934 and other key executives who are determined by the Committee from time to time;
3. At least annually, review and approve the compensation, including base salary, short-term incentive, and long-term incentive and equity, for all members of the Senior Management Group (other than the CEO). In evaluating and determining the

compensation of the Senior Management Group, the Committee shall consider the Company's compensation philosophy, the evaluation of the performance of the Senior Management Group, the CEO's recommendations, and the results of the most recent Say on Pay Vote. To the extent that long-term incentive compensation is a component of an executive officer's compensation, the Committee may consider all relevant factors in determining the appropriate level of such compensation, including but not limited to the factors applicable with respect to the CEO;

4. Review, approve and, if applicable, recommend to the Board any action on any material short-term incentive compensation plans, and review at least annually the awards made pursuant to such plans;
5. Review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans as well as plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated and achieve the intended purpose(s) and recommend to the Board any appropriate modifications or new plans or programs;
6. Periodically review and, if appropriate, recommend to the Board for approval, the Company's compensation philosophy;
7. Review and approve the selection of companies in the Company's peer group for purposes of benchmarking the compensation of the CEO and Senior Management Group;
8. Evaluate annually the appropriate level, form and amount of compensation for Board and Committee service by non-employee directors and make recommendations thereon to the Nominating and Corporate Governance Committee;
9. Review management proposals and make recommendations to the Board concerning additions, deletions or changes in existing qualified benefit plans, proposals for new qualified benefit plans and all other compensation proposals requiring the approval of the Board and perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or benefit plan*;
10. Negotiate and approve employment, change-in-control and severance agreements or arrangements, separation packages and severance benefits for the CEO, including any amendments thereto; and approve the same for the members of the Senior Management Group to the extent such packages are outside the ordinary plan limits;
11. Review and make recommendations to the Board with respect to the approval, adoption and amendment of, and administer, any equity-based compensation plan for directors, employees of or consultants to the Company and authorize all awards, including the award of restricted shares, stock options or other equity-based compensation pursuant to such plans, subject to any stockholder approval requirement and, with respect to awards relating to director compensation, subject to approval of director compensation guidelines by the Board, based upon the recommendation of the Nominating and Corporate Governance Committee and monitor compliance by management with such

rules, policies and guidelines for the issuance of awards pursuant to such plans as the Committee or the Board may establish;

12. Consider policies and procedures pertaining to, and monitor on a periodic basis, senior management's compliance with the Company's expense account policies;
13. Review policies and procedures with respect to recruitment, development, performance management and succession planning for the Senior Management Group (including the CEO); provided, however, that with respect to the CEO, (i) the policies and principles regarding succession in the event of an emergency or the retirement of the CEO shall be the responsibility of the Nominating and Corporate Governance Committee and (ii) development and performance management shall be the responsibility of the Board;
14. Review and discuss with management the Company's CD&A and related executive and director compensation information, and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K and prepare, review and approve the "Compensation Committee Report" in accordance with the rules and regulations of the SEC for its inclusion in any other document, including in the annual report to shareholders and in the annual proxy statement, if any;
15. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
16. Oversee the Company's regulatory compliance with respect to compensation matters, including, if applicable, the Company's policies on structuring compensation programs to preserve tax deductibility;
17. At least annually, conduct a review of the Company's incentive compensation policies and practices with respect to all Company employees to assess the extent to which risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company;
18. Review and approve the terms of, or actions under, any compensation "clawback" or similar policy or agreement, including any amendments thereto, allowing the Company to recoup compensation paid to members of the Senior Management Group;
19. Establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to members of the Senior Management Group or directors; and
20. Report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of the Committee meetings and activities.

The Committee shall have the authority to delegate any of its responsibilities, along with

the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. Subject to applicable law, rules and regulations, the organizational documents of the Company and the provisions of any relevant plan, Committee may delegate to one or more executive officers or other employees, or a group of officers and/or employees, the authority to make grants of equity compensation to employees who are not officers and to administer the Company's equity-based compensation plans. Any person or body to whom the Committee grants such authority shall regularly report to the Committee grants so made and the Committee may revoke any such delegation of authority at any time. In discharging its responsibilities, the Committee may act in reliance on management, the Committee's and the Company's other advisers and experts, as the Committee deems necessary or appropriate.

V. Role of Chief Executive Officer

The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive compensation and equity-based plans with respect to the Senior Management Group.

VI. Evaluation of the Committee

The Committee shall, no less than annually, 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 and shall recommend such changes as it deems necessary or appropriate. The Committee shall address such matters that the Committee considers relevant to its performance and duties, 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, which may be oral, 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, in its sole discretion, may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee has the power to retain independent counsel, compensation consultants or other advisers to assist it in carrying out its activities. The Company and its subsidiaries shall provide appropriate funds, as determined by the Committee, to support the Committee's activities, including compensation of the Committee's counsel, compensation consultants and advisers. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants and other advisers hired to assist the Committee and such counsel, compensation consultants and other advisers shall be

accountable ultimately to the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
5. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal

counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

Any accounting, legal or other adviser retained by the Committee may be, but need not be, in the case of an outside accountant, the same accounting firm employed by the Company for the purpose of rendering or issuing an audit report on the Company's annual financial statements, or in the case of outside counsel or other adviser, otherwise engaged by the Company for any other purpose.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

* For the avoidance of doubt, and notwithstanding anything contained in this Charter, the Anywhere Real Estate Group LLC Employee Benefits Committee, a non-Board committee comprised of Company employees, is the sole required named fiduciary and sole named administrative committee under the Employee Retirement Income Security Act of 1974 ("ERISA") and is solely responsible for the administration and operation of the ERISA-regulated employee benefit plans of the Company and its indirect wholly owned subsidiary, Anywhere Real Estate Group LLC.