



NEWS RELEASE

ANYWHERE REAL ESTATE INC. REPORTS SECOND QUARTER 2023 FINANCIAL RESULTS

7/25/2023

MADISON, N.J., July 25, 2023 /PRNewswire/ -- Anywhere Real Estate Inc. (NYSE: HOUS) ("Anywhere" or the "Company"), a global leader in residential real estate services, today reported financial results for the second quarter ended June 30, 2023.

"In the midst of a challenging housing market, we delivered results in line with our expectations and continue to invest to set Anywhere up for an even stronger future," said Ryan Schneider, Anywhere president and CEO. "We are accelerating our strategy, which includes growing our high-margin franchise business, expanding our luxury leadership, simplifying and integrating the consumer transaction experience, and further transforming our cost base as we position Anywhere to lead real estate to what's next."

"Anywhere delivered impressive results in the second quarter despite a tough real estate market," said Charlotte Simonelli, Anywhere executive vice president, chief financial officer, and treasurer. "We continue to be laser focused on what is in our control, including driving meaningful cost savings, making progress on our agent commission costs, and opportunistically reducing our debt with the transaction we announced this morning."

Second Quarter 2023 Highlights

- Generated Revenue of \$1.7 billion, a decrease of 22% year-over-year, largely impacted by homesale transaction volume declines versus prior year of 23%.
- Reported a Net income of \$19 million and Adjusted net income of \$27 million.
- Operating EBITDA of \$126 million, a decrease of \$76 million year-over-year (See Table 5a).
- Commission splits in the second quarter were only up 32 basis points year-over-year, driven by an improved competitive environment and proactive Company actions.
- Realized second quarter cost savings of approximately \$50 million and approximately \$100 million year-to-

date and are on track to deliver \$200 million for the full year.

- Free Cash Flow of \$105 million vs. \$70 million for the corresponding quarter last year (See Table 7).
- At June 30, 2023, the Company's Senior Secured Leverage Ratio was 1.04x (See Table 8a) and Net Debt Leverage Ratio was 6.5x (See Table 8b).

Second Quarter 2023 Financial Highlights

The following table sets forth the Company's financial highlights for the periods presented (in millions, except per share data) (unaudited):

	Three Months Ended June 30,			
	2023	2022	Change	% Change
Revenue	\$ 1,671	\$ 2,142	\$ (471)	(22) %
Operating EBITDA 1	126	202	(76)	(38)
Net income attributable to Anywhere	19	88	(69)	(78)
Adjusted net income 2	27	81	(54)	(67)
Earnings per share	0.17	0.76	(0.59)	(78)
Free Cash Flow 3	105	70	35	50
Net cash provided by operating activities	\$ 93	\$ 28	\$ 65	232 %
Select Key Drivers				
Anywhere Brands - Franchise Group 4 5				
Closed homesale sides	203,928	263,600		(23) %
Average homesale price	\$ 473,312	\$ 475,361		— %
Anywhere Advisors - Owned Brokerage Group 5				
Closed homesale sides	75,506	96,029		(21) %
Average homesale price	\$ 709,764	\$ 735,013		(3) %
Anywhere Integrated Services - Title Group				
Purchase title and closing units	30,136	41,483		(27) %
Refinance title and closing units	2,308	4,712		(51) %

Footnotes:

1 See Table 5a for a reconciliation of Net income attributable to Anywhere to Operating EBITDA. Operating EBITDA is defined as net income (loss) before depreciation and amortization, interest expense, net (other than relocation services interest for securitization assets and securitization obligations), income taxes, and other items that are not core to the operating activities of the Company such as restructuring charges, former parent legacy items, gains or losses on the early extinguishment of debt, impairments, gains or losses on discontinued operations and gains or losses on the sale of businesses, investments or other assets.

2 See Table 1a for a reconciliation of Net income (loss) attributable to Anywhere to Adjusted net income (loss). Adjusted net income (loss) is defined as net income (loss) before mark-to-market interest rate swap adjustments, former parent legacy items, restructuring charges, (gain) loss on the early extinguishment of debt, impairments, (gain) loss on the sale of businesses, investments or other assets and the tax effect of the foregoing adjustments.

3 See Table 7 for a reconciliation of Net income (loss) attributable to Anywhere to Free Cash Flow. Free Cash Flow is defined as net income (loss) attributable to Anywhere before income tax expense (benefit), income tax payments, net interest expense, cash interest payments, depreciation and amortization, capital expenditures, restructuring costs and former parent legacy costs (benefits), net of payments, impairments, (gain) loss on the sale of businesses, investments or other assets, (gain) loss on the early extinguishment of debt, working capital adjustments and relocation receivables (assets), net of change in securitization obligations.

4 Includes all franchisees except for Owned Brokerage Group.

5 The Company's combined homesale transaction volume (transaction sides multiplied by average sale price) decreased 23% compared with the second quarter of 2022.

2023 Financial Estimates

Looking ahead to the third quarter of 2023, the Company expects our third quarter 2023 transaction volume to be down around 10% versus prior year.

Consistent with industry forecasts, we still expect quarterly transaction volume comparisons to 2022 to improve

throughout 2023, but expect full year 2023 transaction volumes to decline about 15-20% year-over-year and likely towards the better part of that range.

Driven by these projected volume declines, the Company continues to expect full year 2023 Operating EBITDA to be below 2022. However, the Company still expects Free Cash Flow from operations to be modestly positive. This excludes the impact of cash expenses from the debt exchange transactions and any other non-recurring items.

Based on year-to-date agent commission trends, we now expect full year commissions splits to increase about 50 to 75 basis points above 2022.

The Company continues to expect to realize cost savings of approximately \$200 million in 2023, inclusive of the cost savings realized year-to-date in 2023.

These estimates are subject to, among other things, macroeconomic and housing market uncertainties, including those related to rising inflation and mortgage rates, declining affordability and constrained inventory as well as competitive, litigation and regulatory uncertainties.

Balance Sheet

As of July 24, 2023 the Company had \$310 million outstanding borrowings under its Revolving Credit Facility.

Total corporate debt, including the short-term portion, net of cash and cash equivalents (net corporate debt), totaled \$2.7 billion at June 30, 2023. The Company's Net Debt Leverage Ratio was 6.5x at June 30, 2023 (see Table 8b). The Company ended the quarter with cash and cash equivalents of \$179 million.

A consolidated balance sheet is included as Table 2 of this press release.

Debt Exchange Transactions

The Company also announced today that it has entered into an Exchange Agreement with funds managed by Angelo, Gordon & Co., L.P. ("Angelo Gordon") a Delaware limited partnership, pursuant to which Angelo Gordon agreed to exchange \$273 million of the 5.75% Senior Notes due 2029 and 5.25% Senior Notes due 2030 (collectively, the "Unsecured Notes") it holds for \$218 million in new 7.0% second lien secured notes due 2030 (the "New Second Lien Notes"). The Company also intends to conduct an exchange offer for a portion of the remaining Unsecured Notes on similar terms.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the New Second Lien Notes or the related guarantees or any other securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Investor Conference Call

Today, July 25, at 8:30 a.m. (ET), Anywhere will hold a conference call via webcast to review its Q2 2023 results and provide a business update. The webcast will be hosted by Ryan Schneider, chief executive officer and president, and Charlotte Simonelli, chief financial officer, and will conclude with an investor Q&A period with management.

Investors may access the conference call live via webcast at ir.anywhere.re or by dialing (888) 330-3077 (toll free); international participants should dial (646) 960-0674. Please dial in at least 5 to 10 minutes prior to start time. A webcast replay also will be available on the website.

About Anywhere Real Estate Inc.

Anywhere Real Estate Inc. (NYSE: HOUS) is moving the real estate industry to what's next. A leader of integrated residential real estate services, Anywhere includes franchise, brokerage, relocation, and title and settlement businesses, as well as mortgage and title insurance underwriter joint ventures, supporting approximately 1.2 million home transactions in 2022. The diverse Anywhere brand portfolio includes some of the most recognized names in real estate: Better Homes and Gardens® Real Estate, CENTURY 21®, Coldwell Banker®, Coldwell Banker Commercial®, Corcoran®, ERA®, and Sotheby's International Realty®. Using innovative technology, data and marketing products, high-quality lead generation programs, and best-in-class learning and support services, Anywhere fuels the productivity of its approximately 190,800 independent sales agents in the U.S. and approximately 141,400 independent sales agents in 117 other countries and territories, helping them build stronger businesses and best serve today's consumers. Recognized for twelve consecutive years as one of the World's Most Ethical Companies, Anywhere has also been designated a Great Place to Work five years in a row, named one of America's Most Innovative Companies 2023 by Fortune, and honored on the Forbes list of World's Best Employers 2022.

Forward-Looking Statements

Certain statements in this press release constitute "forward-looking statements," including the information appearing under 2023 Financial Estimates. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Anywhere Real Estate Inc. to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements preceded by, followed by or that otherwise include the words "believes", "expects", "anticipates", "intends", "projects", "estimates", "potential" and "plans" and similar expressions or future or conditional verbs such as "will", "should", "would", "may" and "could" are generally forward-looking in nature and not historical facts. Any statements that refer to expectations or other characterizations of future events, circumstances or results are forward-looking statements.

The following include some, but not all, of the factors that could affect our future results and cause actual results to differ materially from those expressed in the forward-looking statements: adverse developments or the absence of sustained improvement in the U.S. residential real estate markets, either regionally or nationally, which could

include, but are not limited to, factors that impact homesale transaction volume, such as: continued or accelerated declines in the number of home sales, stagnant or declining home prices, continued or accelerated increases in mortgage rates or a prolonged high interest rate environment, continued or accelerated declines in housing affordability, consumer demand or inventory, or excessive inventory; adverse developments or the absence of sustained improvement in macroeconomic conditions (such as business, economic or political conditions) on a global, domestic or local basis, which could include, but are not limited to, contraction or stagnation in the U.S. economy, geopolitical and economic instability, including as related to the conflict in Ukraine, continued or accelerated increases in inflation and fiscal and monetary policies of the federal government; adverse developments or outcomes in current or future litigation, in particular the incurrence of liabilities that are in excess of amounts accrued or payments that may be made in connection with pending antitrust litigation and litigation related to the Telephone Consumer Protection Act (TCPA); industry structure changes that disrupt the functioning of the residential real estate market; the impact of evolving competitive and consumer dynamics, including that the Company's share of the commission income generated by homesale transactions may continue to shift to affiliated independent sales agents or otherwise erode due to market factors, our ability to compete against traditional and non-traditional competitors and meaningful decreases in the average broker commission rate; our ability to execute our business strategy and achieve growth, including with respect to the recruitment and retention of productive independent sales agents, attraction and retention of franchisees, development or procurement of products, services and technology that support our strategic initiatives and simplification and modernization of our business and achievement or maintenance of a beneficial cost structure; risks related to our substantial indebtedness and our ability, and any actions we may take, to refinance, restructure or repay our indebtedness; our ability to realize the expected benefits from our existing or future joint ventures or strategic partnerships; risks related to our business structure, including our geographic and high-end market concentration, the operating results of our affiliated franchisees, and risks related to a loss of our largest real estate benefit program; disruption in the residential real estate brokerage industry related to listing aggregator market power and concentration; our failure or alleged failure to comply with laws, regulations and regulatory interpretations and any changes or stricter interpretations of any of the foregoing, including but not limited to (1) antitrust laws and regulations, (2) the Real Estate Settlement Procedures Act or other federal or state consumer protection or similar laws, (3) state or federal employment laws or regulations that would require reclassification of independent contractor sales agents to employee status, (4) the TCPA, and (5) privacy or data security laws and regulations; cybersecurity incidents; impairment of our goodwill and other long-lived assets; the accuracy of market forecasts and estimates; and significant fluctuation in the price of our common stock.

Consideration should be given to the areas of risk described above, as well as those risks set forth under the headings "Forward-Looking Statements," "Summary of Risk Factors," "Risk Factors" and "Legal Proceedings" in our filings with the Securities and Exchange Commission, including our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 and our Annual Report on Form 10-K for the year ended December 31, 2022, and our other filings made from time to time, in connection with considering any forward-looking statements that may be made by us and our businesses generally. We undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events except as required by law.

Non-GAAP Financial Measures

This release includes certain non-GAAP financial measures as defined under SEC rules. As required by SEC rules, important information regarding such measures is contained in the Tables attached to this release. See Tables 8a, 8b and 9 for definitions of these non-GAAP financial measures and Tables 1a, 5a, 5b, 6a, 6b, 7, 8a and 8b for reconciliations of the historical non-GAAP financial measures to their most comparable GAAP terms.

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Table 1

ANYWHERE REAL ESTATE INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenues				
Gross commission income	\$ 1,363	\$ 1,757	\$ 2,266	\$ 3,004
Service revenue	163	217	290	463
Franchise fees	102	125	171	224
Other	43	43	75	86
Net revenues	<u>1,671</u>	<u>2,142</u>	<u>2,802</u>	<u>3,777</u>
Expenses				
Commission and other agent-related costs	1,092	1,402	1,815	2,390
Operating	299	356	585	762
Marketing	56	72	105	136
General and administrative	104	107	227	205
Former parent legacy cost, net	1	—	17	—
Restructuring costs, net	6	3	31	7
Impairments	4	—	8	—
Depreciation and amortization	49	55	99	106
Interest expense, net	39	28	77	46
Loss on the early extinguishment of debt	—	—	—	92
Other income, net	(1)	(7)	(2)	(138)
Total expenses	<u>1,649</u>	<u>2,016</u>	<u>2,962</u>	<u>3,606</u>
Income (loss) before income taxes, equity in (earnings) losses and noncontrolling interests	<u>22</u>	<u>126</u>	<u>(160)</u>	<u>171</u>
Income tax expense (benefit)	8	32	(38)	44
Equity in (earnings) losses of unconsolidated entities	(5)	4	(3)	14
Net income (loss)	<u>19</u>	<u>90</u>	<u>(119)</u>	<u>113</u>
Less: Net income attributable to noncontrolling interests	—	(2)	—	(2)
Net income (loss) attributable to Anywhere	<u>\$ 19</u>	<u>\$ 88</u>	<u>\$ (119)</u>	<u>\$ 111</u>
Earnings (loss) per share attributable to Anywhere shareholders:				
Basic earnings (loss) per share	\$ 0.17	\$ 0.76	\$ (1.08)	\$ 0.95
Diluted earnings (loss) per share	\$ 0.17	\$ 0.75	\$ (1.08)	\$ 0.93
Weighted average common and common equivalent shares of Anywhere outstanding:				
Basic	110.4	116.5	110.1	116.8

Diluted	111.3	117.8	110.1	118.9
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Table 1a

ANYWHERE REAL ESTATE INC.
NON-GAAP RECONCILIATION
ADJUSTED NET INCOME (LOSS)
(In millions, except per share data)

Set forth in the table below is a reconciliation of Net income (loss) attributable to Anywhere to Adjusted net income (loss) as defined in Table 9 for the three and six months ended June 30, 2023 and 2022:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net income (loss) attributable to Anywhere	\$ 19	\$ 88	\$ (119)	\$ 111
Addback:				
Mark-to-market interest rate swap gains	—	(9)	—	(35)
Former parent legacy cost, net (a)	1	—	17	—
Restructuring costs, net	6	3	31	7
Impairments	4	—	8	—
Loss on the early extinguishment of debt	—	—	—	92
Gain on the sale of businesses, investments or other assets, net	—	(4)	(1)	(135)
Adjustments for tax effect (b)	(3)	3	(15)	19
Adjusted net income (loss) attributable to Anywhere	<u>\$ 27</u>	<u>\$ 81</u>	<u>\$ (79)</u>	<u>\$ 59</u>

- (a) Former parent legacy cost for the six months ended June 30, 2023 relates to recent developments in a legacy tax matter in the first quarter of 2023.
- (b) Reflects tax effect of adjustments at the Company's blended state and federal statutory rate.

Table 2

ANYWHERE REAL ESTATE INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except share data)
(Unaudited)

	June 30, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 179	\$ 214
Restricted cash	9	4
Trade receivables (net of allowance for doubtful accounts of \$14 and \$12)	143	201
Relocation receivables	256	210
Other current assets	209	205
Total current assets	<u>796</u>	<u>834</u>
Property and equipment, net	293	317
Operating lease assets, net	398	422
Goodwill	2,524	2,523
Trademarks	611	611
Franchise agreements, net	921	954
Other intangibles, net	139	150
Other non-current assets	537	572
Total assets	<u>\$ 6,219</u>	<u>\$ 6,383</u>

LIABILITIES AND EQUITY

Current liabilities:		
Accounts payable	\$ 125	\$ 184
Securitization obligations	200	163
Current portion of long-term debt	369	366
Current portion of operating lease liabilities	115	122
Accrued expenses and other current liabilities	525	470
Total current liabilities	1,334	1,305
Long-term debt	2,475	2,483
Long-term operating lease liabilities	356	371
Deferred income taxes	200	239
Other non-current liabilities	201	218
Total liabilities	4,566	4,616
Commitments and contingencies		
Equity:		
Anywhere preferred stock: \$0.01 par value; 50,000,000 shares authorized, none issued and outstanding at June 30, 2023 and December 31, 2022	—	—
Anywhere common stock: \$0.01 par value; 400,000,000 shares authorized, 110,445,444 shares issued and outstanding at June 30, 2023 and 109,480,357 shares issued and outstanding at December 31, 2022	1	1
Additional paid-in capital	4,809	4,805
Accumulated deficit	(3,113)	(2,994)
Accumulated other comprehensive loss	(47)	(48)
Total stockholders' equity	1,650	1,764
Noncontrolling interests	3	3
Total equity	1,653	1,767
Total liabilities and equity	\$ 6,219	\$ 6,383

Table 3

ANYWHERE REAL ESTATE INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six Months Ended June 30,	
	2023	2022
Operating Activities		
Net (loss) income	\$ (119)	\$ 113
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	99	106
Deferred income taxes	(39)	(4)
Impairments	8	—
Amortization of deferred financing costs and debt premium	4	5
Loss on the early extinguishment of debt	—	92
Gain on the sale of businesses, investments or other assets, net	(1)	(135)
Equity in (earnings) losses of unconsolidated entities	(3)	14
Stock-based compensation	8	14
Mark-to-market adjustments on derivatives	—	(35)
Other adjustments to net (loss) income	(3)	—
Net change in assets and liabilities, excluding the impact of acquisitions and dispositions:		
Trade receivables	58	(15)
Relocation receivables	(46)	(135)
Other assets	36	(36)
Accounts payable, accrued expenses and other liabilities	(16)	(170)
Dividends received from unconsolidated entities	2	1
Other, net	(8)	(20)
Net cash used in operating activities	(20)	(205)
Investing Activities		
Property and equipment additions	(34)	(56)
Payments for acquisitions, net of cash acquired	(1)	(14)
Net proceeds from the sale of businesses	8	62
Investment in unconsolidated entities	—	(15)
Proceeds from the sale of investments in unconsolidated entities	6	13
Other, net	1	17
Net cash (used in) provided by investing activities	(20)	7
Financing Activities		
Proceeds from issuance of Senior Notes	—	1,000
Redemption of Senior Secured Second Lien Notes	—	(550)
Redemption and repurchase of Senior Notes	—	(609)
Amortization payments on term loan facilities	(7)	(4)
Net change in securitization obligations	38	57
Debt issuance costs	—	(18)
Cash paid for fees associated with early extinguishment of debt	—	(80)
Repurchase of common stock	—	(45)

Taxes paid related to net share settlement for stock-based compensation
Other, net
Net cash provided by (used in) financing activities
Effect of changes in exchange rates on cash, cash equivalents and restricted cash
Net decrease in cash, cash equivalents and restricted cash
Cash, cash equivalents and restricted cash, beginning of period
Cash, cash equivalents and restricted cash, end of period

	(4)	(16)
	(18)	(17)
	9	(282)
	1	(1)
	(30)	(481)
	218	743
	\$ 188	\$ 262

Supplemental Disclosure of Cash Flow Information

Interest payments (including securitization interest of \$6 and \$2 respectively)
Income tax payments, net

\$	82	\$	90
	3		44

Table 4a

ANYWHERE REAL ESTATE INC. 2023 vs. 2022 KEY DRIVERS

	Three Months Ended June 30,			Six Months Ended June 30,		
	2023	2022	% Change	2023	2022	% Change
Anywhere Brands - Franchise Group (a)						
Closed homesale sides	203,928	263,600	(23) %	354,419	481,364	(26) %
Average homesale price	\$ 473,312	\$ 475,361	— %	\$ 458,303	\$ 463,549	(1) %
Average homesale broker commission rate	2.46 %	2.43 %	3 bps	2.46 %	2.43 %	3 bps
Net royalty per side	\$ 451	\$ 450	— %	\$ 426	\$ 433	(2) %
Anywhere Advisors - Owned Brokerage Group						
Closed homesale sides	75,506	96,029	(21) %	129,303	167,400	(23) %
Average homesale price	\$ 709,764	\$ 735,013	(3) %	\$ 690,401	\$ 722,764	(4) %
Average homesale broker commission rate	2.43 %	2.41 %	2 bps	2.42 %	2.40 %	2 bps
Gross commission income per side	\$ 18,059	\$ 18,297	(1) %	\$ 17,525	\$ 17,947	(2) %
Anywhere Integrated Services - Title Group						
Purchase title and closing units	30,136	41,483	(27) %	51,885	72,350	(28) %
Refinance title and closing units	2,308	4,712	(51) %	4,506	12,780	(65) %
Average fee per closing unit	\$ 3,202	\$ 3,264	(2) %	\$ 3,170	\$ 3,158	— %

(a) Includes all franchisees except for Owned Brokerage Group.

Table 4b

ANYWHERE REAL ESTATE INC. 2022 KEY DRIVERS

	Quarter Ended				Year Ended
	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022	December 31, 2022
Anywhere Brands - Franchise Group (a)					
Closed homesale sides	217,764	263,600	243,494	186,219	911,077
Average homesale price	\$ 449,250	\$ 475,361	\$ 449,313	\$ 439,671	\$ 454,864
Average homesale broker commission rate	2.43 %	2.43 %	2.43 %	2.44 %	2.43 %
Net royalty per side	\$ 413	\$ 450	\$ 422	\$ 406	\$ 425
Anywhere Advisors - Owned Brokerage Group					
Closed homesale sides	71,371	96,029	86,022	64,178	317,600
Average homesale price	\$ 706,282	\$ 735,013	\$ 681,387	\$ 660,702	\$ 699,016
Average homesale broker commission rate	2.39 %	2.41 %	2.40 %	2.40 %	2.40 %

Gross commission income per side	\$ 17,475	\$ 18,297	\$ 17,070	\$ 16,592	\$ 17,435
Anywhere Integrated Services - Title Group					
Purchase title and closing units	30,867	41,483	35,045	25,660	133,055
Refinance title and closing units	8,068	4,712	3,339	2,351	18,470
Average fee per closing unit	\$ 3,033	\$ 3,264	\$ 3,127	\$ 3,137	\$ 3,146

(a) Includes all franchisees except for Owned Brokerage Group.

Table 5a

ANYWHERE REAL ESTATE INC.
NON-GAAP RECONCILIATION - OPERATING EBITDA
THREE MONTHS ENDED JUNE 30, 2023 AND 2022
(In millions)

Set forth in the table below is a reconciliation of Net income attributable to Anywhere to Operating EBITDA as defined in Table 9 for the three-month periods ended June 30, 2023 and 2022:

	Three Months Ended June 30,	
	2023	2022
Net income attributable to Anywhere	\$ 19	\$ 88
Income tax expense	8	32
Income before income taxes	27	120
Add: Depreciation and amortization	49	55
Interest expense, net	39	28
Restructuring costs, net (a)	6	3
Impairments (b)	4	—
Former parent legacy cost, net (c)	1	—
Gain on the sale of businesses, investments or other assets, net (d)	—	(4)
Operating EBITDA	\$ 126	\$ 202

The following table reflects Revenue, Operating EBITDA and Operating EBITDA margin by reportable segments:

	Revenues (e)		\$ Change	% Change	Operating EBITDA		\$ Change	% Change	Operating EBITDA Margin		Change
	2023	2022			2023	2022			2023	2022	
Franchise Group	\$ 284	\$ 339	\$ (55)	(16) %	\$ 164	\$ 204	\$ (40)	(20) %	58 %	60 %	(2)
Owned Brokerage Group	1,380	1,775	(395)	(22)	(10)	11	(21)	(191)	(1)	1	(2)
Title Group	100	144	(44)	(31)	10	21	(11)	(52)	10	15	(5)
Corporate and Other	(93)	(116)	23	(e)	(38)	(34)	(4)	(12)			
Total Company	\$ 1,671	\$ 2,142	\$ (471)	(22) %	\$ 126	\$ 202	\$ (76)	(38) %	8 %	9 %	(1)

(a) Restructuring charges incurred for the three months ended June 30, 2023 include \$4 million at Owned Brokerage Group, \$1 million at Title Group and \$1 million at Corporate and Other. Restructuring charges incurred for the three months ended June 30, 2022 include \$1 million at Franchise Group, \$1 million at Owned Brokerage Group and \$1 million at Corporate and Other.

(b) Impairments primarily relate to non-cash lease asset impairments.

- (c) Former parent legacy items is recorded in Corporate and Other.
(d) Gain on the sale of businesses, investments or other assets, net for the three months ended June 30, 2022 is recorded in Title Group and is related to the sale of a portion of the Company's ownership in the Title Insurance Underwriter Joint Venture.
(e) Revenues include the elimination of transactions between segments, which consists of intercompany royalties and marketing fees paid by Owned Brokerage Group of \$93 million and \$116 million during the three months ended June 30, 2023 and 2022, respectively, and are eliminated through the Corporate and Other line.

Table 5b

ANYWHERE REAL ESTATE INC.
NON-GAAP RECONCILIATION - OPERATING EBITDA
SIX MONTHS ENDED JUNE 30, 2023 AND 2022
(In millions)

Set forth in the table below is a reconciliation of Net (loss) income attributable to Anywhere to Operating EBITDA as defined in Table 9 for the six-month periods ended June 30, 2023 and 2022:

	Six Months Ended June 30,	
	2023	2022
Net (loss) income attributable to Anywhere	\$ (119)	\$ 111
Income tax (benefit) expense	(38)	44
(Loss) income before income taxes	(157)	155
Add: Depreciation and amortization	99	106
Interest expense, net	77	46
Restructuring costs, net (a)	31	7
Impairments (b)	8	—
Former parent legacy cost, net (c)	17	—
Loss on the early extinguishment of debt (c)	—	92
Gain on the sale of businesses, investments or other assets, net (d)	(1)	(135)
Operating EBITDA	\$ 74	\$ 271

The following table reflects Revenue, Operating EBITDA and Operating EBITDA margin by reportable segments:

	Revenues (e)		\$ Change	% Change	Operating EBITDA		\$ Change	% Change	Operating EBITDA Margin		Change
	2023	2022			2023	2022			2023	2022	
Franchise Group	\$ 491	\$ 606	\$ (115)	(19) %	\$ 261	\$ 342	\$ (81)	(24) %	53 %	56 %	(3)
Owned Brokerage Group	2,295	3,039	(744)	(24)	(85)	(29)	(56)	(193)	(4)	(1)	(3)
Title Group (f)	172	334	(162)	(49)	(7)	18	(25)	(139)	(4)	5	(9)
Corporate and Other	(156)	(202)	46	(e)	(95)	(60)	(35)	(58)			
Total Company	\$ 2,802	\$ 3,777	\$ (975)	(26) %	\$ 74	\$ 271	\$ (197)	(73) %	3 %	7 %	(4)

- (a) Restructuring charges incurred for the six months ended June 30, 2023 include \$6 million at Franchise Group, \$18 million at Owned Brokerage Group, \$1 million at Title Group and \$6 million at Corporate and Other. Restructuring charges incurred for the six months ended June 30, 2022 include \$2 million at Franchise Group, \$3 million at Owned Brokerage Group and \$2 million at Corporate and Other.
(b) Impairments primarily relate to non-cash lease asset impairments.
(c) Former parent legacy items and Loss on the early extinguishment of debt are recorded in Corporate and Other. Former parent legacy cost relates to recent developments in a legacy tax matter in the first quarter of 2023.
(d) Gain on the sale of businesses, investments or other assets, net is recorded in Title Group and is related to the sale of the Title Underwriter and subsequent sales of a portion of the Company's ownership in the Title Insurance Underwriter Joint Venture.
(e) Revenues include the elimination of transactions between segments, which consists of intercompany royalties and marketing fees paid by Owned Brokerage Group of \$156 million and \$202 million during the six months ended June 30, 2023 and 2022, respectively, and are eliminated through the Corporate and Other line.
(f) Title Group includes our title, escrow and settlement services (title agency) businesses, our minority-owned mortgage origination joint venture

and our minority-owned Title Insurance Underwriter Joint Venture. The sale of the Title Underwriter late in the first quarter of 2022 resulted in declines of \$80 million in underwriter revenue and \$6 million in Operating EBITDA during the six months ended June 30, 2023 compared to the same period in 2022, with \$2 million of equity in earnings attributable to the Title Insurance Underwriter Joint Venture partially offsetting the decline in earnings. The Operating EBITDA contribution from the mortgage origination joint venture improved \$9 million from losses of \$9 million for the six months ended June 30, 2022 to no earnings or losses for the six months ended June 30, 2023.

Table 6a

ANYWHERE REAL ESTATE INC.
SELECTED 2023 FINANCIAL DATA
(In millions)

	Three Months Ended	
	March 31, 2023	June 30, 2023
Net revenues (a)		
Franchise Group	\$ 207	\$ 284
Owned Brokerage Group	915	1,380
Title Group	72	100
Corporate and Other	(63)	(93)
Total Company	<u>\$ 1,131</u>	<u>\$ 1,671</u>
Operating EBITDA		
Franchise Group	\$ 97	\$ 164
Owned Brokerage Group	(75)	(10)
Title Group	(17)	10
Corporate and Other	(57)	(38)
Total Company	<u>\$ (52)</u>	<u>\$ 126</u>
Non-GAAP Reconciliation - Operating EBITDA		
Total Company Operating EBITDA	\$ (52)	\$ 126
Less: Depreciation and amortization	50	49
Interest expense, net	38	39
Income tax (benefit) expense	(46)	8
Restructuring costs, net (b)	25	6
Impairments (c)	4	4
Former parent legacy cost, net (d)	16	1
Gain on the sale of businesses, investments or other assets, net (e)	(1)	—
Net (loss) income attributable to Anywhere	<u>\$ (138)</u>	<u>\$ 19</u>

(a) Transactions between segments are eliminated in consolidation. Revenues for Franchise Group include intercompany royalties and marketing fees paid by Owned Brokerage Group of \$63 million and \$93 million for the three months ended March 31, 2023 and June 30, 2023. Such amounts are eliminated through the Corporate and Other line.

(b) Includes restructuring charges broken down by business unit as follows:

	Three Months Ended	
	March 31, 2023	June 30, 2023
Franchise Group	\$ 6	\$ —
Owned Brokerage Group	14	4
Title Group	—	1
Corporate and Other	5	1
Total Company	<u>\$ 25</u>	<u>\$ 6</u>

- (c) Impairments primarily relate to non-cash lease asset impairments.
(d) Former parent legacy cost is recorded in Corporate and Other and relates to recent developments in a legacy tax matter.
(e) Gain on the sale of businesses, investments or other assets, net is recorded in Title Group and is related to the sale of a portion of the Company's ownership in the Title Insurance Underwriter Joint Venture.

Table 6b

ANYWHERE REAL ESTATE INC.
SELECTED 2022 FINANCIAL DATA
(In millions)

	Three Months Ended				Year Ended
	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022	December 31, 2022
Net revenues (a)					
Franchise Group	\$ 267	\$ 339	\$ 306	\$ 233	\$ 1,145
Owned Brokerage Group	1,264	1,775	1,486	1,081	5,606
Title Group	190	144	113	83	530
Corporate and Other	(86)	(116)	(97)	(74)	(373)
Total Company	<u>\$ 1,635</u>	<u>\$ 2,142</u>	<u>\$ 1,808</u>	<u>\$ 1,323</u>	<u>\$ 6,908</u>
Operating EBITDA					
Franchise Group	\$ 138	\$ 204	\$ 202	\$ 126	\$ 670
Owned Brokerage Group	(40)	11	(1)	(56)	(86)
Title Group	(3)	21	9	(18)	9
Corporate and Other	(26)	(34)	(44)	(40)	(144)
Total Company	<u>\$ 69</u>	<u>\$ 202</u>	<u>\$ 166</u>	<u>\$ 12</u>	<u>\$ 449</u>
Non-GAAP Reconciliation - Operating EBITDA					
Total Company Operating EBITDA	\$ 69	\$ 202	\$ 166	\$ 12	\$ 449
Less: Depreciation and amortization	51	55	53	55	214
Interest expense, net	18	28	30	37	113
Income tax expense (benefit)	12	32	8	(120)	(68)
Restructuring costs, net (b)	4	3	16	9	32
Impairments (c)	—	—	3	480	483
Former parent legacy cost, net (d)	—	—	1	—	1
Loss on the early extinguishment of debt (d)	92	—	—	4	96
Gain on the sale of businesses, investments or other assets, net (e)	(131)	(4)	—	—	(135)
Net income (loss) attributable to Anywhere	<u>\$ 23</u>	<u>\$ 88</u>	<u>\$ 55</u>	<u>\$ (453)</u>	<u>\$ (287)</u>

- (a) Transactions between segments are eliminated in consolidation. Revenues for Franchise Group include intercompany royalties and marketing fees paid by Owned Brokerage Group of \$86 million, \$116 million, \$97 million and \$74 million for the three months ended March 31, 2022, June 30, 2022, September 30, 2022 and December 31, 2022, respectively. Such amounts are eliminated through the Corporate and Other line.
(b) Includes restructuring charges (reversals) broken down by business unit as follows:

	Three Months Ended				Year Ended
	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022	December 31, 2022
Franchise Group	\$ 1	\$ 1	\$ 2	\$ (3)	\$ 1
Owned Brokerage Group	2	1	8	8	19
Corporate and Other	1	1	6	4	12
Total Company	<u>\$ 4</u>	<u>\$ 3</u>	<u>\$ 16</u>	<u>\$ 9</u>	<u>\$ 32</u>

- (c) Non-cash impairments for the three months ended September 30, 2022 primarily relate to lease asset and software impairments. Non-cash impairments for the three months ended December 31, 2022 include an impairment of goodwill at the Owned Brokerage Group reporting unit of \$280 million, an impairment of goodwill at the Franchise Group segment of \$114 million related to the Cartus/Leads Group reporting unit, an impairment of franchise trademarks of \$76 million and \$10 million of other impairment charges related to lease asset, investment and software impairments.
- (d) Former parent legacy items and Loss on the early extinguishment of debt are recorded in Corporate and Other.
- (e) Gain on the sale of businesses, investments or other assets, net is recorded in Title Group related to the sale of the Title Underwriter during the first quarter of 2022 and the sale of a portion of the Company's ownership in the Title Insurance Underwriter Joint Venture during the second quarter of 2022.

Table 6c

ANYWHERE REAL ESTATE INC.
2022 CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)

	Three Months Ended				Year Ended
	March 31, 2022	June 30, 2022	September 30, 2022	December 31, 2022	December 31, 2022
Revenues					
Gross commission income	\$ 1,247	\$ 1,757	\$ 1,469	\$ 1,065	\$ 5,538
Service revenue	246	217	189	141	793
Franchise fees	99	125	114	79	417
Other	43	43	36	38	160
Net revenues	<u>1,635</u>	<u>2,142</u>	<u>1,808</u>	<u>1,323</u>	<u>6,908</u>
Expenses					
Commission and other agent-related costs	988	1,402	1,170	855	4,415
Operating	406	356	320	295	1,377
Marketing	64	72	59	57	252
General and administrative	98	107	92	91	388
Former parent legacy cost, net	—	—	1	—	1
Restructuring costs, net	4	3	16	9	32
Impairments	—	—	3	480	483
Depreciation and amortization	51	55	53	55	214
Interest expense, net	18	28	30	37	113
Loss on the early extinguishment of debt	92	—	—	4	96
Other income, net	(131)	(7)	(2)	—	(140)
Total expenses	<u>1,590</u>	<u>2,016</u>	<u>1,742</u>	<u>1,883</u>	<u>7,231</u>
Income (loss) before income taxes, equity in losses and noncontrolling interests	45	126	66	(560)	(323)
Income tax expense (benefit)	12	32	8	(120)	(68)
Equity in losses of unconsolidated entities	10	4	2	12	28
Net income (loss)	<u>23</u>	<u>90</u>	<u>56</u>	<u>(452)</u>	<u>(283)</u>
Less: Net income attributable to noncontrolling interests	—	(2)	(1)	(1)	(4)
Net income (loss) attributable to Anywhere	<u>\$ 23</u>	<u>\$ 88</u>	<u>\$ 55</u>	<u>\$ (453)</u>	<u>\$ (287)</u>
Earnings (loss) per share attributable to Anywhere shareholders:					
Basic earnings (loss) per share	\$ 0.20	\$ 0.76	\$ 0.49	\$ (4.14)	\$ (2.52)
Diluted earnings (loss) per share	\$ 0.19	\$ 0.75	\$ 0.48	\$ (4.14)	\$ (2.52)
Weighted average common and common equivalent shares of Anywhere outstanding:					
Basic	117.1	116.5	112.2	109.5	113.8
Diluted	120.4	117.8	113.5	109.5	113.8

Table 7

ANYWHERE REAL ESTATE INC.
NON-GAAP RECONCILIATION - FREE CASH FLOW
THREE AND SIX MONTHS ENDED JUNE 30, 2023 AND 2022
(In millions)

A reconciliation of net income (loss) attributable to Anywhere to Free Cash Flow as defined in Table 9 is set forth in the following table:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net income (loss) attributable to Anywhere	\$ 19	\$ 88	\$ (119)	\$ 111
Income tax expense (benefit)	8	32	(38)	44
Income tax payments	(2)	(42)	(3)	(44)
Interest expense, net	39	28	77	46
Cash interest payments	(43)	(32)	(82)	(90)
Depreciation and amortization	49	55	99	106
Capital expenditures	(16)	(27)	(34)	(56)
Restructuring costs and former parent legacy items, net of payments	(5)	(1)	24	(1)
Impairments	4	—	8	—
Loss on the early extinguishment of debt	—	—	—	92
Gain on the sale of businesses, investments or other assets, net	—	(4)	(1)	(135)
Working capital adjustments	45	3	62	(200)
Relocation receivables (assets), net of securitization obligations	7	(30)	(8)	(78)
Free Cash Flow	<u>\$ 105</u>	<u>\$ 70</u>	<u>\$ (15)</u>	<u>\$ (205)</u>

A reconciliation of net cash provided by (used in) operating activities to Free Cash Flow is set forth in the following table:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net cash provided by (used in) operating activities	\$ 93	\$ 28	\$ (20)	\$ (205)
Property and equipment additions	(16)	(27)	(34)	(56)
Net change in securitization obligations	27	70	38	57
Effect of exchange rates on cash, cash equivalents and restricted cash	1	(1)	1	(1)
Free Cash Flow	<u>\$ 105</u>	<u>\$ 70</u>	<u>\$ (15)</u>	<u>\$ (205)</u>
Net cash (used in) provided by investing activities	\$ (15)	\$ (29)	\$ (20)	\$ 7
Net cash (used in) provided by financing activities	\$ (17)	\$ (45)	\$ 9	\$ (282)

Table 8a

NON-GAAP RECONCILIATION - SENIOR SECURED LEVERAGE RATIO
FOR THE FOUR-QUARTER PERIOD ENDED JUNE 30, 2023
(In millions)

The senior secured leverage ratio is tested quarterly pursuant to the terms of the senior secured credit facilities*. For the trailing four-quarter period ended June 30, 2023, Anywhere Real Estate Group LLC ("Anywhere Group") was required to maintain a senior secured leverage ratio not to exceed 4.75 to 1.00. The senior secured leverage ratio is measured by dividing Anywhere Group's total senior secured net debt by the trailing four-quarter EBITDA calculated on a Pro Forma Basis, as those terms are defined in the Senior Secured Credit Agreement. Total senior secured net debt does not include our unsecured indebtedness, including the Unsecured Notes* and Exchangeable Senior Notes*, or the securitization obligations. EBITDA calculated on a Pro Forma Basis, as defined in the Senior Secured Credit Agreement, includes the bank adjustments set forth below. The Company was in compliance with the senior secured leverage ratio covenant at June 30, 2023 with a ratio of 1.04x to 1.00.

A reconciliation of net loss attributable to Anywhere Group to EBITDA calculated on a Pro Forma Basis, as those terms are defined in the Senior Secured Credit Agreement, for the four-quarter period ended June 30, 2023 is set forth in the following table:

Four-Quarter Period Ended
June 30, 2023

Net loss attributable to Anywhere Group (a)	\$	(517)
Bank covenant adjustments:		
Income tax benefit		(150)
Depreciation and amortization		207
Interest expense, net		144
Restructuring costs, net		56
Impairments		491
Former parent legacy cost, net		18
Loss on the early extinguishment of debt		4
Gain on asset dispositions, net		(4)
Pro forma effect of business optimization initiatives (b)		51
Non-cash stock compensation expense, other non-cash charges and extraordinary, nonrecurring or unusual charges (c)		103
Pro forma effect of acquisitions and new franchisees (d)		5
Incremental securitization interest costs (e)		11
EBITDA as defined by the Senior Secured Credit Agreement*	\$	419
Total senior secured net debt (f)	\$	435
Senior secured leverage ratio*		1.04 x

- (a) Net loss attributable to Anywhere Group consists of: (i) income of \$55 million for the third quarter of 2022, (ii) loss of \$453 million for the fourth quarter of 2022, (iii) loss of \$138 million for the first quarter of 2023 and (iv) income of \$19 million for the second quarter of 2023.
- (b) Represents the four-quarter pro forma effect of business optimization initiatives as if these initiatives had occurred at the beginning of the trailing twelve-month period.
- (c) Represents non-cash long term incentive compensation charges, other non-cash charges and extraordinary, nonrecurring or unusual litigation charges.
- (d) Represents the estimated impact of acquisitions and franchise sales activity, net of brokerages that exited our franchise system, as if these changes had occurred at the beginning of the trailing twelve-month period. Franchisee sales activity is comprised of new franchise agreements as well as growth through acquisitions and independent sales agent recruitment by existing franchisees with our assistance. We have made a number of assumptions in calculating such estimates and there can be no assurance that we would have generated the projected levels of Operating EBITDA had we owned the acquired entities or entered into the franchise contracts as of the beginning of the trailing twelve-month period.
- (e) Incremental borrowing costs incurred as a result of the securitization facilities refinancing for the four-quarter period ended June 30, 2023.
- (f) Represents total borrowings secured by a first priority lien on our assets of \$565 million under the Revolving Credit Facility and Term Loan A Facility plus \$23 million of finance lease obligations less \$153 million of readily available cash as of June 30, 2023. Pursuant to the terms of our senior secured credit facilities, total senior secured net debt does not include our securitization obligations or unsecured indebtedness, including the Unsecured Notes and Exchangeable Senior Notes.

* Our senior secured credit facilities include the facilities under our Amended and Restated Credit Agreement dated as of March 5, 2013, as amended from time to time (the "Senior Secured Credit Agreement"), and the Term Loan A Agreement dated as of October 23, 2015 (the "Term Loan A Agreement"), as amended from time to time. Our Unsecured Notes include our 5.75% Senior Notes due 2029 and 5.25% Senior Notes due 2030. Exchangeable Senior Notes refers to our 0.25% Exchangeable Senior Notes due 2026.

Table 8b

NET DEBT LEVERAGE RATIO
FOR THE FOUR-QUARTER PERIOD ENDED JUNE 30, 2023
(In millions)

Net corporate debt (excluding securitizations) divided by EBITDA calculated on a Pro Forma Basis, as those terms are defined in the Senior Secured Credit Agreement, for the four-quarter period ended June 30, 2023 (referred to as net debt leverage ratio) is set forth in the following table:

	As of June 30, 2023
Revolving Credit Facility	\$ 350
Extended Term Loan A	215
5.75% Senior Notes	900
5.25% Senior Notes	1,000
0.25% Exchangeable Senior Notes	403
Finance lease obligations	23
Corporate Debt (excluding securitizations)	2,891
Less: Cash and cash equivalents	179
Net Corporate Debt (excluding securitizations)	\$ 2,712
EBITDA as defined by the Senior Secured Credit Agreement (a)	\$ 419
Net Debt Leverage Ratio	6.5 x

(a) See Table 8a for a reconciliation of Net loss attributable to Anywhere Group to EBITDA as defined by the Senior Secured Credit Agreement.

Table 9

Non-GAAP Definitions

Adjusted net income (loss) is defined by us as net income (loss) before: (a) mark-to-market interest rate swap adjustments, whose fair value is subject to movements in LIBOR and the forward yield curve and therefore were subject to significant fluctuations (remaining interest rate swaps expired in November 2022); (b) former parent legacy items, which pertain to liabilities of the former parent for matters prior to mid-2006 and are non-operational in nature; (c) restructuring charges as a result of initiatives currently in progress; (d) impairments; (e) the (gain) loss on the early extinguishment of debt that results from refinancing and deleveraging debt initiatives; (f) the (gain) loss on the sale of businesses, investments or other assets and (g) the tax effect of the foregoing adjustments. We present Adjusted net income (loss) because we believe this measure is useful as a supplemental measure in evaluating the performance of our operating businesses and provide greater transparency into our operating results.

Operating EBITDA is defined by us as net income (loss) before depreciation and amortization, interest expense, net (other than relocation services interest for securitization assets and securitization obligations), income taxes, and other items that are not core to the operating activities of the Company such as restructuring charges, former parent legacy items, gains or losses on the early extinguishment of debt, impairments, gains or losses on discontinued operations and gains or losses on the sale of businesses, investments or other assets. Operating EBITDA is our primary non-GAAP measure.

We present Operating EBITDA because we believe it is useful as a supplemental measure in evaluating the performance of our operating businesses and provides greater transparency into our results of operations. Our management, including our chief operating decision maker, uses Operating EBITDA as a factor in evaluating the performance of our business. Operating EBITDA should not be considered in isolation or as a substitute for net income or other statement of operations data prepared in accordance with GAAP.

We believe Operating EBITDA facilitates company-to-company operating performance comparisons by backing out potential differences caused by variations in capital structures (affecting net interest expense), taxation, the age and book depreciation of facilities (affecting relative depreciation expense) and the amortization of intangibles, as well as other items that are not core to the operating activities of the Company such as restructuring charges, gains or losses on the early extinguishment of debt, former parent legacy items, impairments, gains or losses on discontinued operations and gains or losses on the sale of businesses, investments or other assets, which may vary for different companies for reasons unrelated to operating performance. We further believe that Operating EBITDA

is frequently used by securities analysts, investors and other interested parties in their evaluation of companies, many of which present an Operating EBITDA measure when reporting their results.

Operating EBITDA has limitations as an analytical tool, and you should not consider Operating EBITDA either in isolation or as a substitute for analyzing our results as reported under GAAP. Some of these limitations are:

- this measure does not reflect changes in, or cash required for, our working capital needs;
- this measure does not reflect our interest expense (except for interest related to our securitization obligations), or the cash requirements necessary to service interest or principal payments on our debt;
- this measure does not reflect our income tax expense or the cash requirements to pay our taxes;
- this measure does not reflect historical cash expenditures or future requirements for capital expenditures or contractual commitments;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often require replacement in the future, and this measure does not reflect any cash requirements for such replacements; and
- other companies may calculate this measure differently so they may not be comparable.

Free Cash Flow is defined as net income (loss) attributable to Anywhere before income tax expense (benefit), income tax payments, interest expense, net, cash interest payments, depreciation and amortization, capital expenditures, restructuring costs and former parent legacy costs (benefits), net of payments, impairments, (gain) loss on the sale of businesses, investments or other assets, (gain) loss on the early extinguishment of debt, working capital adjustments and relocation receivables (assets), net of change in securitization obligations. We use Free Cash Flow in our internal evaluation of operating effectiveness and decisions regarding the allocation of resources, as well as measuring the Company's ability to generate cash. Since Free Cash Flow can be viewed as both a performance measure and a cash flow measure, the Company has provided a reconciliation to both net income attributable to Anywhere and net cash provided by operating activities. Free Cash Flow is not defined by GAAP and should not be considered in isolation or as an alternative to net income (loss), net cash provided by (used in) operating, investing and financing activities or other financial data prepared in accordance with GAAP or as an indicator of the Company's operating performance or liquidity. Free Cash Flow may differ from similarly titled measures presented by other companies.

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