

WALTER INVESTMENT MANAGEMENT CORP.
BOARD OF DIRECTORS
COMPLIANCE COMMITTEE CHARTER
As Amended, December 12, 2014

I. PURPOSE

Walter Investment Management Corp. (the “Company”) values its reputation for honesty, fairness, and integrity. The Company holds its officers, directors, and employees to these standards and expects them to adhere to these values and demonstrate professionalism and respect in dealings with our customers, suppliers, business partners, shareholders and each other.

The purpose of the Committee shall be to assist the Board of Directors of the Company with oversight of

- the Company’s compliance management system, including its program for compliance with state and Federal consumer financial protection laws, rules and regulations and other laws, rules, regulations, guidance and standards governing its consumer-oriented businesses, including those governing its dealings with government sponsored enterprises (the “Consumer Business Regulations”),
- the Company’s regulatory relations and its handling of key regulatory matters,
- the Company’s management of risks relating to ethical, reputational and regulatory matters; and
- the performance of the Company’s compliance function.

II. COMPOSITION

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be “independent” as defined in the rules of the New York Stock Exchange, and at least one of which independent directors shall have substantial experience in risk management, regulatory compliance and/or compliance management.

Unless a Chairman is designated by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for the Committee meetings.

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

Any member of the Audit Committee of the Company who is not a member of the Committee may attend any meeting of the Committee at any time as he or she desires, in a non-voting capacity.

III. MEETINGS

The Committee shall meet once every fiscal quarter or more frequently as circumstances dictate. The Committee, in its discretion, may ask members of management, any directors or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. 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.

The Committee shall maintain minutes or other records of meetings and activities of the Committee and report regularly to the Audit Committee and the Board. The reports to the Audit Committee and the Board may take the form of an oral report by the Chairman or any member of the Committee designated by the Committee to make such report.

From time to time, the Committee and/or the Chairman of the Committee may, in their discretion, request information, reports or other communications to be presented in the Committee's meetings and/or on an informal basis from management and other personnel responsible for compliance and risk.

IV. RESPONSIBILITIES AND DUTIES

The functions set out below shall be the common recurring activities of the Committee. The Committee may alter its activities and amend or adopt policies and procedures as it considers appropriate. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in the "Purpose" section of this Charter.

The Committee is empowered to study or investigate any matter of interest or concern and shall have the sole authority to retain outside counsel, auditors, consultants or other experts for this purpose, including the authority to approve fees payable to such counsel or experts and any other terms of retention.

If, in the course of its activities, the Committee identifies matter that relates to accounting, internal accounting controls, or auditing matters, the Committee shall direct such matter to the Audit Committee for investigation or other appropriate action. The Committee shall coordinate with the Audit Committee in relation to any matter that could have a significant financial effect on the Company.

Compliance Function

- Monitor formulation and implementation of the Company's compliance management system, including the control components of (i) Board and management oversight, (ii) compliance program, (iii) response to consumer complaints, and (iv) compliance audit;

- Review and discuss with Company management (i) the Company's privacy and data security risk exposures, (ii) the potential impact of those exposures on the Company's business, operations and reputation, (iii) the steps management has taken to monitor and mitigate such exposures, (iv) the Company's information governance policies and programs, and (v) major legislative and regulatory developments that could materially impact the Company's privacy and data security risk exposure;
- Provide the Chief Compliance Officer direct access to the Chairman of the Committee at reasonable times and require the Chief Compliance Officer to report to the Committee at such times and with respect to such matters as the Committee may think fit;
- Require the Company to provide reports, from time to time, as to the resourcing of the Company's compliance function, including staffing, systems, auditing and monitoring;
- The CEO shall consult with the Committee, at least annually, concerning the performance, and the retention or replacement, of the Company's Chief Compliance Officer. From time to time the Committee shall assess the independence of the Chief Compliance Officer and the Company's compliance function from the Company's management.

Compliance Program

- Review and approve, at least annually, the Company's formal written compliance plan;
- Request and review periodic reports from management, including the Chief Compliance Officer, as to (i) the status of the Company's compliance with the Consumer Business Regulations and internal policies, procedures and controls and (ii) regulatory developments relevant to the Company's business;
- Request and review reports from management, including the Chief Compliance Officer, on the Company's compliance processes for (i) the preparation, implementation and updating of the Company's compliance policies, procedures, training and controls, (ii) the identification and implementation of new and modified regulatory requirements, (iii) the introduction of new consumer financial products or services, distribution channels or Company strategies and (iv) the Company's consumer complaint intake and resolution function;

Exams, Audits and Investigations

- Review periodic reports from the Chief Compliance Officer and the Company's General Counsel regarding (i) significant pending or threatened government investigations, examinations, inquiries, demands or proceedings and material litigation, in each case which cover or would be expected to cover compliance matters and/or involve allegations of potentially unlawful, unfair or discriminatory acts and practices, and (ii) any material claim or pattern of claims alleging that the Company is not in compliance with the Consumer Business Regulations or other applicable requirements;

- Review periodic reports on internal compliance reviews or audits conducted by the Company and on external compliance reviews or examinations conducted by regulators or counterparties;
- Review reports by management on its work to address any deficiencies, findings and recommendations identified in a compliance review or audit, an external examination (including any regulatory examination) or otherwise. The Committee may, as it sees fit, review and oversee the preparation and implementation of any remediation plans to address such deficiencies;
- Review and recommend to the Board any proposed compliance or regulatory settlement equal to or exceeding \$1 million;
- Monitor, through periodic reporting from management, the Company's efforts to implement legal obligations arising from any compliance-related settlement agreements and other similar documents or orders,
- If and when it sees fit, initiate (or require the Company to initiate) and oversee an independent review or audit of any compliance matter, including any potential or actual non-compliance with laws or with the Company's compliance programs, policies or procedures.

Reporting and General Duties

- Ensure that the full Board receives appropriate reports and materials from time to time regarding significant compliance issues;
- Hire and retain outside consultants, auditors or legal counsel as needed to assist the Committee in carrying out its duties and responsibilities; and
- Undertake such other activities as are necessary or incidental to carrying out the foregoing duties and responsibilities.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.