

**DITECH HOLDING CORPORATION  
BOARD OF DIRECTORS**

**FINANCE COMMITTEE CHARTER  
Effective March 28, 2016**

**I. PURPOSE**

A. Purpose. The purpose of the Finance Committee (the “Committee”) shall be to assist the Board of Directors (the “Board”) of Ditech Holding Corporation (the “Company”) in carrying out its responsibilities relating to:

- Oversight of the Company’s policies and processes established by management to identify, assess, measure, monitor, and manage financial risk (excluding accounting and financial reporting), including risks relating to investments, derivatives, interest rates, asset liability management activities and compliance with financial regulatory requirements;
- Oversight of the Company’s annual operating, capital and budget plans and liquidity management;
- Reviewing and evaluating the Company’s financial performance, including particularly the financial results of its investments in MSR Assets (as defined below) and other Transactions (as defined below); and
- Oversight of the Company’s corporate development activities, including potential merger, acquisition, or disposition transactions.

Taking into account the need for timely and informed decision-making, the Board has also delegated to the Committee full power and authority to review and approve, on behalf of the Board, certain matters as set out in this Charter, including transactions with respect to MSR Assets, capital expenditures and unbudgeted operating expenses and other Transactions, subject to such further guidance as the Board may from time to time provide to the Committee by way of resolution or unanimous written consent.

B. Committee Resources and Expenses. The Board and management shall ensure that the Committee has adequate resources and authority to discharge its responsibilities. The Committee is authorized to obtain advice and assistance from internal or external legal, accounting, or other advisors at the Company’s expense without the prior approval of Board or management, including the authority to approve fees payable to such counsel or experts and any other terms of retention.

**II. COMPOSITION**

The Committee shall be comprised of three (3) 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, at least one of which independent directors shall have substantial experience in the area of finance, accounting, investment management or capital transactions.

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.

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

### **III. MEETINGS, REPORTS AND DELEGATION OF AUTHORITY**

The Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. A majority of the members of the Committee present in person or by means of telephone or other communications equipment on 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 Board. The reports to 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.

Any member of the Board who is not also member of the Committee may attend any meetings of the Committee at any time in a non-voting capacity. Additionally, the Committee may invite to its meetings any director, member of management of the Company or such other persons as it deems appropriate to carry out its responsibilities.

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 finance and transaction management.

### **IV. RESPONSIBILITIES AND DUTIES**

The functions set out below shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in the Purpose section of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. 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.

A. Mortgage Servicing Rights and Related Assets:

The Committee shall, as it sees fit, review, discuss with management and approve the Company’s investment policies and strategies with respect to MSR’s and related or similar mortgage servicing and mortgage-related assets (“MSR Assets”). The Committee’s activities may include:

- Review, discuss with management and approve minimum targets for rates of return to the Company on flow (or other recurrent) purchases and creation (through mortgage origination or otherwise) of MSR Assets.
- Review, discuss with management and approve the Company’s use of metrics to measure rates of return to the Company on MSR Assets in which the Company has invested, and evaluate from time to time the financial results of Company investments in MSR Assets.
- Review and approve on behalf of the Board purchases and other acquisitions by the Company of, and sales or other dispositions by the Company of, any MSR Assets; and/or delegate authority to management to purchase, acquire, sell or otherwise dispose of any MSR Assets, subject to such parameters and limits as the Committee may determine.

B. Transaction Oversight:

The Committee shall review and discuss with management the Company’s strategy with respect to corporate development matters, including Transactions (as defined below). The Committee shall also review, assess, approve and oversee Transactions on behalf of the Board, subject to and within the limits of any parameters or directions the Board may establish from time to time.

- “Transaction” shall include any (i) acquisition, in whole or in part, of a company, business, asset or property, including of MSR Assets or other financial assets (as determined by the Committee), (ii) any divestiture or disposition, in whole or in part, of any company, business, asset or property, including of MSR Assets or any other financial asset, (iii) entering into any transaction or arrangement pursuant to which the Company is obtaining any financing, including any loan or other borrowing, any agreement to issue debt or equity securities or any lease or similar financing arrangement, (iv) contractual commitments pursuant to which the Company will subservice MSR Assets on behalf of a third party, (v) other contractual commitment by the Company (above any dollar thresholds established by the Board) and (vi) any other matters the Committee or Board may designate as a Transaction subject to this Committee’s approval authority.
- In connection with any Transaction approved by the Committee, the Committee may also approve, ratify and authorize (i) the terms and execution and performance by the Company of all agreements, amendments, instruments or

documents they or management consider necessary or desirable, and (ii) the taking of any and all other actions they or management consider necessary or desirable to effectuate the Transaction. The Committee may also authorize and approve the engagement of any legal, financial, accounting or other advisors in connection with Transactions and the payment of their fees.

- The Committee may, from time to time, evaluate the execution and financial results of Company Transactions.
- The Committee may delegate authority to management (on a standing basis or in a specific case) to approve and cause the Company to enter into Transactions and take related actions upon such terms and within such parameters, limits or directions as the Committee may establish from time to time.
- In lieu of deciding whether to approve any Transaction, the Committee may refer such Transaction to the full Board for review and approval, with or without a recommendation from the Committee.

#### C. Other Matters:

The Committee shall oversee the financial risk management of the Company, including the Company's management of risks relating to investments, derivatives, interest rates, asset/liability management, capital management and compliance with financial regulatory requirements.

The Committee shall oversee the Company's liquidity management.

The Committee shall oversee the preparation of Company's annual operating and capital plans and budgets (or any similar annual planning or budgeting process undertaken by the Company), shall review such plans and shall make recommendations to the Board with respect to such plan.

The Committee may approve commitments to incur capital expenditures and unbudgeted operating expenses that, according to parameters or directions established by the Board, are above management's authority but below the threshold at which Board approval is required. In any event, Committee approval shall be required for all capital expenditure commitments exceeding \$5 Million. If the Board or Committee approves any annual or other operating or capital plan, budget or other similar plan for the Company, any capital expenditures included in such plan shall be deemed to have been approved by the Committee.

#### D. Reporting and General Duties:

The Committee shall ensure that the full Board receives appropriate reports and materials from time to time regarding significant financial risk and corporate development issues and shall undertake such other activities as are necessary or incidental to carrying out the foregoing duties and responsibilities.

If, in the course of its activities, the Committee identifies matter that relates to accounting, internal accounting controls, financial reporting 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.

#### **V. ANNUAL EVALUATION AND CHARTER REVEIW**

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.