

**DITECH HOLDING CORPORATION
BOARD OF DIRECTORS**

**TECHNOLOGY AND OPERATIONS COMMITTEE CHARTER
Effective February 9, 2018**

I. PURPOSE

The Technology and Operations Committee (the "Committee") was established by the Board of Directors (the "Board") of Ditech Holding Corporation (the "Company") to assist the Board in fulfilling its oversight responsibilities with respect to the overall role of technology and operations in executing the business strategy of the Company including, but not limited to, technology investment, technology strategy, operational performance, technology and operations risks and technology trends that may affect the Company.

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 areas of technology and operations.

The members of the Committee shall be appointed by the Board 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 majority vote of the Board.

Unless a Chairman of the Committee (the "Chairman") is designated by majority vote of the Board, 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 four (4) 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 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 technology and operations management.

IV. RESPONSIBILITIES AND DUTIES

The functions set forth below shall be the common recurring activities of the Committee in carrying out its responsibilities and duties outlined herein. 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 technology, operations, 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 from time to time related to the purpose of the Committee as set forth in the "Purpose" section of this charter.

The Committee will have the responsibility to:

- review and discuss with management the Company's technology and operations planning and strategy, and associated budget;
- review, assess, approve (or recommend that the Board approve) and oversee, on behalf of the Board, any technology investment and/or expenditure by the Company involving an amount in excess of a dollar amount to be established by, and updated from time to time by, the Committee, in its discretion;
- monitor and evaluate existing and future trends in technology that may affect the Company's strategic plans, including monitoring of overall mortgage industry trends, and as appropriate discuss such trends with the Board and/or management;

- receive reports from management, as and when appropriate or upon request of the Committee, on technology and operations matters, including relevant metrics;
- review the technology and operations related policies of the Company and, in the Committee's discretion, recommend to management or the Board, as appropriate, new, or changes to existing, policies;
- review and discuss with management significant technology and operations risk exposures of the Company, including information security and cybersecurity risks, the Company's related risk assessment guidelines and policies, and actions management has taken or is planning to take to monitor and control such exposures;
- receive reports from management regarding the Company's business continuity planning and related matters, as requested by the Committee; and
- make recommendations to the Board and/or management with respect to any of the matters set forth above or any other matters the Committee deems appropriate.

Nothing in this charter shall be construed as delegating ultimate responsibility to the Committee for the oversight of, or otherwise altering the responsibility of the Board or any other committee of the Board with respect to, risks associated with technology and operations, including risk assessment and risk management.

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

V. COMMITTEE RESOURCES AND GENERAL CONSIDERATIONS

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, technology, finance, business or other advisors at the Company's expense without the prior approval of the Board or management, including the authority to approve fees payable to such counsel or advisors and any other terms of retention.

In carrying out its oversight responsibilities, each Committee member shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy.

VI. ANNUAL EVALUATION AND CHARTER REVIEW

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.