

**FATHOM HOLDINGS INC.**  
**AUDIT COMMITTEE CHARTER**

**Organization**

The Audit Committee (the “Committee”) of the Board of Directors of Fathom Holdings Inc. (the “Company”) is established pursuant to Section 3.9 of the Bylaws of the Company. Except as otherwise permitted by the rules of the Company’s principal stock exchange or market, the Committee will be composed of not less than three nor more than five independent members of the Board of Directors. The Board of Directors will appoint Committee members annually for a term of one year and will appoint a chairperson for the Committee. The Board of Directors may remove or replace any Committee member at any time. A majority of the Committee members will constitute a quorum. The Committee will meet at least four times each year, or more frequently as required, and at such times and places as it deems advisable. Any one or more members of the Committee may participate in a meeting of the Committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting. The Committee will report to the Board of Directors after each meeting of the Committee.

Each Committee member must be able to read and understand the Company’s fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have employment experience in finance or accounting, professional certification in accounting, or comparable experience or background that results in the individual’s financial sophistication. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of “audit committee financial expert” will also be presumed to have financial sophistication. Except as otherwise permitted by the rules of the Company’s principal stock exchange or market, if applicable, each Committee member (a) must be independent as defined in such stock exchange’s rules, (b) must not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (other than in his or her capacity as a member of the Board of Directors, the Committee or any other Board committee), (c) must not be an affiliated person of the Company or any of its subsidiaries, and (d) must not have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

**Purpose**

The Committee will assist the Board of Directors in fulfilling its oversight responsibilities. The Committee will oversee the financial reporting process, the audit process, and the Company’s process for monitoring compliance with laws and regulations and with the Company’s codes of conduct and ethics. In performing its duties, the Committee will maintain effective working relationships with the Board of Directors, management, any internal audit provider, and the independent registered public accounting firm. To properly perform his or her

role, each Committee member will have an understanding of the responsibilities of Committee membership as well as familiarity with the Company's business, operations, and risks.

Although the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the independent registered public accounting firm. Nor is it the duty of the Committee to assure compliance with laws and regulations and the Company's codes of conduct and ethics.

### **Authority, Duties and Responsibilities**

- The independent registered public accounting firm and any internal audit provider will have the right to appear before and be heard by the Committee.
- The Committee will have the right, for the purpose of the proper performance of its functions, to meet at any reasonable time with the independent registered public accounting firm or any of the officers or employees of the Company.
- The Committee shall have the authority to engage, and the Company must provide for, appropriate funding for the payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company; (ii) compensation to any independent counsel and other advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall also have the following specific duties and responsibilities:

### **Internal Controls**

- Evaluate whether management is appropriately communicating the importance of internal controls.
- Discuss with management its process and conclusion for evaluating and certifying to adequate internal controls over financial reporting ("ICFR"), including any significant deficiencies management has recognized in ICFR before the required officers make their certifications.

### **Financial Reporting**

#### *General*

- Oversee the accounting and financial reporting processes of the Company.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.

- Discuss with management and the independent registered public accounting firm and any internal audit provider significant risks and exposures and the plans to minimize such risks.
- Discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- Obligate the independent registered public accounting firm to communicate certain required matters to the Committee.

#### *Annual Financial Statements*

- Consider the annual financial statements and determine whether they are consistent with the information known to Committee members.
- Discuss judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of revenue recognition, tax valuation allowances and tax liabilities, long-lived assets and share-based compensation.
- Meet with management and the independent registered public accounting firm together and separately to discuss the financial statements and the results of the audit.
- Review the annual report before its release and consider whether the information contained therein is consistent with members' knowledge about the Company and its operations.
- Review, upon completion of the audit, the Company's financial statements and recommend to the Board whether such financial statements should be included in the Company's annual report on Form 10-K, when such form is required to be filed by the Company.
- Prepare the Committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

#### *Interim Financial Statements*

- Be briefed on how management develops and summarizes quarterly financial information, and the extent to which the independent registered public accounting firm reviews quarterly financial information.
- Meet with management and, if a pre-issuance review was completed, with the independent registered public accounting firm, either telephonically or in person, to discuss the interim financial statements and the results of the review (this may be done by the Committee chairperson or the entire Committee).

## **Compliance with Laws and Regulations**

- Appraise the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) on any fraudulent acts or accounting irregularities.
- Periodically obtain updates from management, the corporate compliance liaison and the Company's tax director regarding compliance.
- Review the findings of any examinations by regulatory agencies such as the Securities and Exchange Commission.

## **Codes of Conduct and Ethics**

- Ensure that a code of conduct is formalized in writing and obligate management to communicate it to all employees.
- Evaluate whether management is appropriately communicating the importance of the code of conduct and the guidelines for acceptable business practices.
- Review the program for monitoring compliance with the code of conduct.
- Periodically obtain updates from management and the corporate compliance liaison regarding compliance with the code of conduct.
- Investigate possible violations of the Company's codes of conduct and ethics, including conflicts of interest, and report the results and recommendations to the Board of Directors.
- Review and approve any potential conflict of interest under the Company's codes of conduct and ethics.

## **Internal Audit**

- Review the qualifications of any internal audit provider and concur in the appointment, replacement, reassignment or dismissal of that party.
- Review the activities of any internal audit provider.

## **Independent Registered Public Accounting Firm**

- The Committee shall be solely responsible for the appointment, compensation, retention, termination and oversight of the independent registered public accounting firm.
- The independent registered public accounting firm for the Company is accountable to the Board of Directors and the Committee, as representatives of the stockholders, and shall report directly to the Committee.

- Review the independent registered public accounting firm’s proposed audit scope and approach.
- Oversee the audit of the Company’s financial statements.
- Approve all audit engagement fees and terms, and to pre-approve all audit and permitted non-auditing and tax services that may be provided by the Company’s independent registered public accounting firm.
- At least annually, review the performance of the independent registered public accounting firm, including an evaluation of the lead audit partner.
- Obtain from the independent registered public accounting firm a formal written statement delineating all relationships between the independent registered public accounting firm and the Company, consistent with applicable rules of the Public Company Accounting Oversight Board, and actively engage in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm.
- Pre-approve the provision by the independent registered public accounting firm to the Company of all audit and permitted non-audit services.
- At least annually, obtain and review a report by the Company's independent registered public accounting firm that describes (1) the auditor's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the independent registered public accounting firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.
- Obtain from the independent registered public accounting firm reports required under the Sarbanes-Oxley Act of 2002.

### **Other Responsibilities**

- Meet with the independent registered public accounting firm, any internal audit provider and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately.
- Ensure that significant findings and recommendations made by the independent registered public accounting firm are dealt with in a timely fashion.
- Review and approve related-party transactions before the Company engages in them.

- Review periodically with executive officers or their appropriate delegates and other members of management, significant litigations and investigations outstanding against the Company or its subsidiaries and other regulatory or legal matters that may have a material impact on the Company's financial statements.
- Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) confidential, anonymous submissions by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Periodically review with management the terms, coverage, adequacy and effectiveness of the Company's director and officer liability insurance policies.
- Perform other oversight functions as requested by the Board of Directors.
- Review annually and update the charter of the Committee and receive approval of changes from the Board of Directors.

### **Reporting Responsibilities**

- Regularly update the Board of Directors about Committee activities and recommendations.

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Adopted by the Board of Directors on August 6, 2019.