

CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Executive Committee of the Board of Directors of Marcus & Millichap, Inc. (the “Company”) shall consist of at least three members of the Board of Directors and shall perform the following functions:

1. Take any and all actions which may be taken by the Board of Directors of the Company, including acting upon recommendations of other Committees of the Board of Directors, and administering the Company's stock plans (including the granting of stock options and stock awards thereunder), but excluding the following matters:

- (a) declaring dividends or other distributions of stock not in connection with the Company's stock plans;
- (b) amending the certificate of incorporation;
- (b) adopting an agreement of merger or consolidation;
- (c) recommending to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
- (d) recommending to the stockholders a dissolution of the Company or a revocation of a dissolution;
- (e) amendment, repeal or adoption of new bylaws;
- (f) termination or hiring of a President and/or Chief Executive Officer;
- (g) filing of any petition of bankruptcy or relief from creditors;
- (h) the fixing of compensation of directors for serving on the Board or on any committee;
- (i) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (j) the appointment of other committees of the Board or the members thereof; and,
- (k) recommending to the stockholders any action which requires stockholder approval

2. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

Minutes of each meeting of the Executive Committee shall be prepared and distributed to each director of the Company promptly after such meeting. The operation of the Executive Committee shall be subject to the Bylaws of the Company as in effect from time to time and the provisions of the Delaware General Corporation Law.