



Charter of the Compensation Committee of the Board of Directors

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Charter of the Compensation Committee of the Board of Directors

I. Purpose

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Redfin Corporation ("**Redfin**") is to oversee compensation at Redfin, including reviewing and approving all forms of compensation for Redfin's executives and directors. The Committee has the authority to undertake any duties and responsibilities listed in this Charter and to undertake other specific duties as delegated from the Board from time to time.

II. Membership

The Committee will consist of two or more directors, with the exact number determined from time to time by the Board. Each member must be:

- The Committee will consist of two or more directors, with the exact number determined from time to time by the Board. Each member must be:
- "independent" as defined in any rules and regulations ("**Commission Rules**") promulgated by the Securities and Exchange Commission (the "**Commission**") under Section 10C of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), except as may otherwise be permitted by the Commission Rules;
- a "non-employee director," as defined in Rule 16b-3 under Section 16 of the Exchange Act;
- an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended;

- free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- meet any other requirements imposed by applicable law, regulations, or rules, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and may be replaced by, the Board. The Board, may appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chair**"), or if the Board does not appoint a Chair, the Committee members may designate a Chair by majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

III. Responsibilities and Duties

The principal responsibilities and duties of the Committee are set forth below. These duties are a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Redfin's needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures as it deems necessary or advisable in undertaking its duties and responsibilities listed in this Charter.

1. Annually review Redfin's overall compensation strategy, including base salary, incentive compensation and equity-based compensation, to assure that it promotes stockholder interests and supports Redfin's strategic and tactical objectives, and that it provides for appropriate rewards and incentives for Redfin management and employees.
2. Annually review and approve the goals and objectives to be considered in determining the compensation of the Chief Executive Officer (the "**CEO**") and other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the

Exchange Act (collectively with the CEO, the "**Executive Officers**"), and evaluate their performance in light of these goals and objectives.

Based on this evaluation, including an evaluation of Redfin's performance, the Committee will have the sole authority, subject to any approval by the Board which the Committee or legal counsel determines to be desirable or is required by applicable law or the Exchange Rules, to determine and approve (i) the salary paid to the Executive Officers, (ii) the grant of all cash-based incentive compensation and equity-based compensation to the Executive Officers, (iii) entry into or amendment or extension of any offer letter, employment contract or similar arrangement with the Executive Officers, (iv) entry into or amendment or extension of any severance or change in control arrangements with the Executive Officers, and (v) any other compensation matters with the Executive Officers; provided that, the Committee may take account of Board (or any Board member's) recommendations about Executive Officer compensation.

The Committee also may take account of the recommendations of the CEO regarding the compensation of other Executive Officers. The CEO may not be present during voting or deliberations regarding the CEO's compensation. In determining the long-term incentive component of Executive Officer compensation, the Committee may consider multiple factors, including Redfin's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Executive Officers in past years.

The Committee will also meet with the CEO annually to discuss the incentive compensation programs to be in effect for the other Executive Officers and for other employees of Redfin or any subsidiary for such fiscal year, and the corporate goals and objectives relevant to those

programs and performance targets applicable to the Executive Officers and, where appropriate, other employees of Redfin or any subsidiary.

3. Annually review and approve or make recommendations to the Board regarding adoption and approval of, or amendments to, all cash-based and equity-based incentive compensation plans and arrangements, and the cash amounts and aggregate numbers of shares reserved for issuance thereunder, after taking into consideration Redfin's strategies with respect to cash-based and equity-based compensation.
4. Review and approve policies and procedures relating to perquisites and expense accounts of Executive Officers.
5. Administer and interpret Redfin's cash-based and equity-based compensation plans and agreements thereunder, including establishing parameters for delegated authority to issue equity awards. The Committee may adopt an equity award policy and delegate to the CEO, including in conjunction with one or more officers, within the limits imposed by such policy and applicable law and the Exchange Rules, the authority to approve cash awards or make equity grants to employees of Redfin or any subsidiary who are not Executive Officers or directors of Redfin; provided that, in the case of grants of stock options or stock appreciation rights, the price per share of any grant made by the CEO (including in conjunction with one or more officers), is no less than the fair market value of Redfin's common stock on the date of grant; provided further that, while such delegation may include the authority to grant stock options, performance shares, stock appreciation rights, restricted stock units, and other types of equity awards that may be permitted under Redfin's equity incentive plan(s), such delegation will not include authority to grant restricted stock awards or stock bonus awards. The Committee members must be informed in writing (which includes email) of any equity

grants made pursuant to this provision, which notice must include each grantee's name, grant date, type of award, exercise price (if applicable), and number of shares.

6. Approve, adopt, amend or terminate, or recommend approval, adoption, amendment or termination of, Redfin's 401(k) plan and any deferred compensation plans and similar programs (collectively, the "**Designated Plans**"). Administer the Designated Plans, and, if desired, delegate the routine administration of the Designated Plans to an administrative committee consisting of Redfin employees named by the Committee.
7. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend to the Board the form and amount of such compensation, and any changes thereto.
8. When applicable, to review and recommend to the Board for approval the frequency with which Redfin will conduct stockholder advisory "say on pay" votes required by Section 14A of the Exchange Act ("**Say on Pay Vote**"), taking into account the results of the most recent stockholder advisory vote on frequency of the Say on Pay Vote . Following any such vote on the frequency of the Say on Frequency Vote, make recommendations to the Board regarding the frequency with which Say on Pay Votes will be included in Redfin's proxy statement pending the next such vote on the frequency of the Say on Pay Vote. When applicable, in connection with its evaluation of Executive Officer compensation, the Committee will consider the results of the most recent Say on Pay Vote and make such adjustments to Redfin compensation practices for Executive Officers as it deems appropriate in response thereto, if any.
9. For so long as Redfin is subject to the periodic reporting requirements of the Exchange Act:
 - (a) review and discuss with management the "Compensation Discussion and Analysis"

disclosure (“**CD&A**”) prepared in response to Item 402(b) of Regulation S-K, the narrative disclosure related to compensation consultants in determining or recommending the amount or form of executive and director compensation and the disclosure regarding any such consultant whose work has raised any conflict of interest in response to the requirements of Item 407(e)(3)(iii) and (iv) of Regulation S-K (or any successor disclosure items), and any other “say on pay” voting material to be included in the proxy statement; (b) based on such review, recommend to the Board whether such disclosure should be included in Redfin’s annual report on Form 10-K, proxy statement, information statement or similar document; and (c) prepare the compensation committee report to be included in Redfin’s proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Commission.

10. Oversee Redfin’s compliance with any regulatory requirements associated with compensation of its directors, officers and employees, and review Redfin’s compliance program relating to restrictions on and reporting of securities transactions by Redfin and its Executive Officers and directors.
11. Review with management Redfin’s major compensation-related risk exposures and the steps management has taken to monitor or mitigate such exposures.
12. Periodically consider and, if determined to be appropriate, make recommendations to the Board regarding adoption of policies regarding hedging and recovery of incentive-based compensation based on financial information required to be reported under the Exchange Act (or other federal securities laws) following restatement of such financial information or as may be required by the Commission, other applicable law, or as otherwise determined to be appropriate.

13. Periodically review Redfin's procedures with respect to employee loans. The Committee will not approve any arrangement in which Redfin, directly or indirectly, extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director or Executive Officer (or equivalent thereof) of Redfin. The Committee will assist the Board and Redfin management in complying with this prohibition. Review and discuss with the Board corporate succession plans for the CEO, the Executive Officers and other key employees, if appropriate.
14. Perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and rules and regulations of the Commission, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

IV. Studies and Advisers

The Committee, in discharging its responsibilities, has the sole authority to engage and obtain advice, reports, or opinions of a compensation consultant, independent legal counsel, or other adviser to assist the Committee in connection with its functions, including any studies or investigations, and will have direct oversight of the work performed by such advisers.

In connection with the retention of such advisers (other than in house legal counsel), the Committee must consider the factors related to the independence of such advisers, including with respect to each such adviser (or the adviser's employer): (a) the provision of other services to Redfin by such adviser (or their employer); (b) the amount of fees received from Redfin, as a percentage of the total revenue of such adviser (or their employer); (c) the policies and procedures of such adviser (or their employer) that are designed to prevent conflicts of interest; (d) any business or personal relationship of such adviser (or their employer) with a member of the Committee or an Executive Officer; (e) any

shares of Redfin capital stock or other Redfin securities owned by such adviser (or their employer); and (f) such other factors as the Committee deems relevant or may be required from time to time by Commission Rules or Exchange Rules; provided that compensation advisers are not required to be independent – rather that the Committee must consider these independence factors before selecting or consulting an adviser. The Committee will also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K (or any successor items).

The Committee is not required to assess the independence of any consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee will have the sole authority to approve the fees and other retention terms of such advisers. Redfin will provide for appropriate funding, as determined by the Committee, for

- payment of compensation to any legal and other consultants, accountants, experts and advisers retained by the Committee;
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions; and
- for necessary studies or surveys commissioned by the Committee concerning the levels of executive compensation payable in the industry in which Redfin is engaged and in other related industries or obtaining recommendations from compensation consultants concerning comparable compensation programs.

Irrespective of the retention of compensation and other consultants, legal counsel, accountants, experts and advisers to assist the Committee, the Committee must exercise its own judgment in fulfillment of its functions.

V. Delegation of Authority

The Committee may form and delegate authority to subcommittees as it deems appropriate and to the extent permitted under applicable laws, rules and regulations, and Redfin's Certificate of Incorporation and Bylaws, each as amended from time to time.

VI. Meetings, Minutes, and Reports

Meetings of the Committee will be held from time to time, as determined by the Committee. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committees by notice in accordance with Redfin's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephonic or video conference. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with Redfin's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any Redfin director, executive or employee, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary will provide the Committee such staff support as it may require.

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, which will be filed with the minutes of the Board. The Committee will report to the Board periodically as appropriate.

VII. Review of Committee Composition, Performance, and Charter

The Committee will annually evaluate the Committee's composition and performance and report its findings to the Board. The Committee will also periodically review and reassess the adequacy of this Charter and recommend to the Board any changes the Committee determines are appropriate.

VIII. Publication

Redfin will make this Charter freely available to stockholders on request and, provided that Redfin is subject to the periodic reporting requirements of the Exchange Act, will publish it on Redfin's website.