



NEWMARK GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES

August 2020

The business of Newmark Group, Inc. (the “Company”) is managed under the direction of its Board of Directors (the “Board”) pursuant to the Delaware General Corporation Law and the Company's Amended and Restated Bylaws. The Board has responsibility for establishing broad corporate policies and for overseeing the overall performance of the Company, the committees of the Board and management. The Board selects the senior management team that is responsible for the day-to-day operations of the Company and for keeping the Board advised of the Company's business. The Board acts as an advisor and counselor to senior management and ultimately monitors its performance.

Composition and Structure of the Board

1. **Size of the Board.** The Board currently considers the optimum size of the Board to be between four and six members. This range permits diversity of perspectives and experience without hindering effective discussion.
2. **Board Membership Criteria.** The Board is responsible for reviewing on an annual basis the appropriate criteria for membership on the Board. Generally, directors must (1) have the highest character and integrity, (2) be free of any conflict of interest which would violate applicable laws or regulations or interfere with the proper performance of the responsibilities of a director, (3) possess experience which would be of particular importance in the performance of the duties of a director, (4) have sufficient time available to devote to the Company's affairs in order to carry out the responsibilities of a director, and (5) have the capacity and desire to represent the best interests of the Company's stockholders. The Board generally values the broad business experience and independent business judgment in the financial services or in other fields of each member. In addition, the Board considers as one factor among many the diversity of Board candidates, which may include diversity of skills and experience as well as geographic, gender, age, and ethnic diversity.
3. **Selection of Directors.** The Board is responsible for evaluating candidates and recommending them for election by the stockholders. The invitation to join the Board shall be extended by the Chairman of the Board, on behalf of the entire Board.
4. **Directors Who Do Not Receive a Majority Vote.** If a director fails to receive a majority of votes cast in an uncontested election for which the number of candidates does not exceed the number of directors to be elected, the Board shall require and such director will agree to tender his or her resignation and take such other action with respect to such director as the Board deems advisable.

5. **Independent Directors.** The Board’s policy is that a substantial majority of its members qualify as independent directors as defined in the listing standards of the Nasdaq Stock Market, Inc. (“Nasdaq”). Only independent directors may serve on the Audit Committee, Compensation Committee and other committees of independent directors.

The Board shall make a subjective determination with respect to each independent director that no relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment by each such director in carrying out the responsibilities of a director. In making these determinations, the Board shall review and discuss information with regard to each director’s business and personal activities as they may relate to the Company, including participation on any boards of other organizations in which other members of the Board are members.

In addition, members of certain Board committees, such as the Audit Committee and the Compensation Committee, are subject to heightened standards of independence under various rules and regulations.

6. **No Personal Loans.** The Company will not make any personal loans or extensions of credit, or arrange to do the same, to directors that would be prohibited by Section 402 of the Sarbanes-Oxley Act of 2002.
7. **Chairman of the Board.** The Board of Directors shall annually elect the Chairman of the Board, which, if applicable, shall be the nominee of the shareholders who control a majority of the vote. The Chairman of the Board shall preside at all meetings of stockholders and shall chair all meetings of the Board of Directors. In addition, the Chairman of the Board shall perform all duties as may be required by law, and such other duties as specified by the Board.
8. **Directors Who Change Their Present Job Responsibility.** When a director’s principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, the director shall inform the Board. The Board will take into account, among other things, such director’s new occupational status in evaluating whether to recommend that such director be re-nominated for election as a director at the next Annual Meeting of Stockholders.
9. **Limits on Other Directorships.** It is the expectation of the Board that every member have sufficient time to commit to preparation for and attendance at Board and committee meetings. Unless the Board determines that the carrying out of a director's responsibilities to the Company will not be adversely affected by the director's other directorships, independent directors should not serve on more than three (3) other boards of public companies in addition to the Board, and the Chairman and Chief Executive Officer should not serve on more than two (2) other boards of public companies, excluding affiliates or entities which are or have previously been affiliated with or under common control with the Company or any affiliates.

Independent directors shall advise the Chairman of the Board in advance of accepting an invitation to serve on another board, including private company boards, non-profit boards,

boards of trustees, boards of overseers and advisory boards. The Board will take into account, among other things, the nature of and the time involved in a director's service on other boards in evaluating whether to recommend that such director be re-nominated for election as a director at the next Annual Meeting of Stockholders.

10. **Term Limits.** The Board's policy is not to establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have a unique insight into the business of the Company and its operations. To ensure that the Board continues to generate new ideas and to operate effectively, the Board shall monitor performance and take steps as necessary regarding continuing director tenure.
11. **Board Compensation.** The full Board under the direction of the Chairman of the Board is responsible for reviewing and establishing the compensation for independent directors on a periodic basis. In fulfilling this responsibility, the Board shall be guided by the following factors, among others: compensation should fairly pay directors for the responsibilities and duties undertaken in serving as a director of a company of the size and complexity of the Company; and compensation should align directors' interests with the long-term interests of stockholders. Additionally, as one factor for consideration, the Board may periodically obtain reports as to how the Company's director compensation practices compare with those of other large public and peer group corporations.

Duties and Responsibilities of Directors

1. **Duties of Directors.** Directors are expected to fulfill their fiduciary duties by exercising due care, becoming fully informed of the Company's business and operations and matters pertaining thereto and avoiding conflicts of interest, as described elsewhere in these Guidelines. Directors shall exercise their business judgment to act in the best interests of the Company and its stockholders. In carrying out this responsibility, the Board also considers the concerns of its other stakeholders and interested parties. The directors rely on the honesty and integrity of the Company's officers, employees, and the Board's outside advisors in making Board decisions. The directors are also responsible for acting as advisors to the senior management team.

Directors are expected to regularly attend Board meetings and meetings of committees on which they serve. In addition, directors are expected to attend the Annual Meeting of Stockholders.

2. **Director Orientation and Continuing Director Education.** The Company will make available orientation opportunities for new directors. The Company may offer from time to time continuing education programs for directors. The orientation programs may include meetings with senior management and may include written materials that cover, among other things, a discussion of the Company's strategic priorities, key risks and opportunities, legal requirements and key policies and practices. In addition to any continuing education programs offered to directors by the Company, the Board encourages its members to participate in appropriate continuing education programs offered by third parties.

3. **Evaluating the Performance of the Board and Its Committees.** The Board and its committees shall annually engage in an assessment evaluating their performance (as a group and individually) for the purpose of increasing the effectiveness of the Board and its committees. The Corporate Secretary is responsible for overseeing the process for such annual evaluations.
4. **Compliance, Ethics and Conflicts of Interest.** The Board and its committees are responsible for oversight of the processes designed by senior management regarding compliance. Each director shall comply with the Company's policies and procedures, including, without limitation, the Company's Code of Business Conduct and Ethics (the "Code of Conduct"), and Hedging Policy.

Directors are expected to deal at arm's length with the Company and avoid any action, position or interest that conflicts with an interest of the Company, consistent with the specific provisions of the Code of Conduct and other applicable policies. If any actual or potential conflict of interest arises for a director, the director shall promptly inform the Board. All directors will recuse themselves from any decision affecting their personal, business or professional interests.

Any waiver of the Code of Conduct with respect to directors and executive officers may be made only by the Audit Committee and/or where appropriate, the Board in accordance with the provisions of the Code of Conduct and must be promptly disclosed to stockholders in accordance with applicable law if required.

5. **Director Interaction with Institutional Investors, the Press, Customers, and Suppliers.** The Board believes that management speaks for the Company. Individual directors are not authorized to be a spokesperson for the Company and, particularly when market sensitive information is involved, should avoid responding to inquiries. A director should refer investors, market professionals, and the media to the Chairman, Chief Executive Officer, General Counsel, Corporate Secretary, Head of Investor Relations or other individual designated by the Company. If comments from the Board are appropriate, they should come from the Chairman of the Board.

Board Meeting Procedures

1. **Selection of Agenda Items for Board Meetings.** The Chairman of the Board will generally meet with the Corporate Secretary prior to each Board meeting to establish the agenda items for each Board meeting, and the Chairman of the Board may include such other Board members or officers in this meeting as he or she deems appropriate. The Chairman of the Board will approve meeting schedules to assure that there is sufficient time for discussion of all agenda items. Directors are encouraged to ask questions and communicate concerns at any time.
2. **Board Materials Distributed in Advance.** Information, data and presentation materials that are important to the Board's understanding of the business will be distributed in writing to the Board before the Board meets. The Board acknowledges that, under certain circumstances, written materials may be unavailable to directors in advance of a meeting, and that certain items to be discussed at the Board meetings are of an extremely sensitive nature such that the distribution of materials on these matters prior to the Board meeting may not be appropriate. Materials are generally distributed through a Board portal and log-on credentials will be provided to the directors by the Corporate Secretary. Directors are expected to review such meeting materials prior to Board and committee meetings.
3. **Executive Sessions of Independent Directors.** The independent directors of the Board shall meet in Executive Session without management present at least twice per year to discuss such topics as the independent directors determine, including evaluation of the performance of the Chairman and Chief Executive Officer. The independent directors may determine a chair to preside over these sessions.

Board and Committee Access to Management and Outside Advisors

1. **Attendance of Non-Directors at Board Meetings.** The Board welcomes the attendance at Board meetings of non-Board members who are present for the purpose of making presentations, responding to questions by the directors or providing counsel on specific matters within their area of expertise. The Chairman of the Board may invite additional people as attendees on a regular basis, or periodic basis.
2. **Board Access to Management and Outside Advisors.** The Board and the committees have access to the Company's management and the Board's outside advisors. Board member contact with such individuals shall be handled in a manner that would not be disruptive to the business operation of the Company. Any such contact that is in writing should be copied to the Chairman of the Board. Management of the Company will cooperate with any such engagement and will coordinate engagement of such advisors to ensure reasonable rates.

Furthermore, the Board encourages management to bring executives into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are executives with future potential that senior management believes should be given exposure to the Board.

Committee Matters

1. **Number, Structure and Independence of Committees.** It is the Board's philosophy that matters of significance should be considered and, where appropriate, acted on by the full Board. The Board's committees should function to perform the duties reserved to them by statute, regulation or charter, and to identify and focus issues for discussion by the full Board. The Board currently has two standing committees: the Audit Committee and the Compensation Committee. The Board may also form Special Committees from time to time for specific matters. From time to time, the Board may form a new committee or disband a current committee depending upon the circumstances.
2. Each of the Audit Committee and the Compensation Committee shall be comprised solely of independent directors, as that term is defined in the listing standards of Nasdaq. Each of these committees shall adopt a charter outlining the responsibilities of such committee.
3. **Assignment of Committee Members.** The Board is responsible for the assignment of Board members to various committees, including evaluating and selecting Board committee chairpersons, which shall be approved by the Chairman of the Board. Committee assignments may be considered for rotation periodically, but there may be reasons to maintain an individual director's membership on a particular committee for a longer period.
4. **Committee Chairs.** The committee chair shall preside in all meetings of the committee and perform all duties as specified in the committee's charter. If for any reason the committee chair is unable to attend a committee meeting, the committee member present with the longest tenure on the committee or such other committee member selected by the committee members shall preside.
5. **Frequency and Length of Committee Meetings.** The committee chair, with the Chairman of the Board, and in consultation with committee members, will determine the frequency and length of the meetings of the committee. The committee chair will report the highlights of their meetings to the full Board following each meeting, as necessary.
6. **Committee Agendas.** The committee chair, with the Chairman of the Board, and in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

Executive Officer Leadership Development

1. **Annual Evaluation of the Chairman and Chief Executive Officer.** The Compensation Committee shall perform an annual evaluation of the Chairman and the Chief Executive Officer. The evaluation should be based on objective criteria, which may include performance of the business, accomplishment of long-term strategic objectives and development of management succession. The evaluation will be used by the Compensation Committee in the course of its deliberations when considering the compensation of the Chairman and the Chief Executive Officer and shall be shared with the full Board as appropriate.

2. **Approving Chairman and Chief Executive Officer Compensation.** The Compensation Committee is responsible for evaluating annually the Chairman's and the Chief Executive Officer's performance against the approved performance goals and objectives. The Compensation Committee shall consider such information received from the Chairman and the Chief Executive Officer as it deems necessary or appropriate for its determination of such officer's compensation. The Chairman or Chief Executive Officer, as the case may be, shall not be present during deliberations relating to his or her compensation. The Compensation Committee shall approve the officer's compensation based on this evaluation.
3. **Succession Planning and Management Development.** The Chairman shall periodically discuss with the Board the Company's succession planning, which shall include recommendations or evaluations of potential senior managers having significant responsibility for business areas or as potential successors to the Company's executives as well as the identification of any management development plans that the Chairman recommends for such individuals.

Stockholder Engagement

1. **Annual Say-on-Pay Vote.** The Board shall solicit the views of the Company's stockholders on the Company's executive compensation program and philosophy by conducting a stockholder advisory vote on executive compensation (say-on-pay) on an annual basis. The Board and Compensation Committee shall consider the results of each say-on-pay vote in reviewing and maintaining the Company's executive compensation program and philosophy.
2. **Ratification of Independent Registered Public Accounting Firm.** The Board and the Audit Committee shall solicit the views of the Company's stockholders on the appointment of its independent registered public accounting firm by conducting an annual vote to ratify the appointment thereof.
3. **Environmental, Social and Governance.** The Board, or appropriate committee, shall oversee engagement by the executive officers with the stockholders regarding the Company's environmental, social and governance policies and practices.

Periodic Review

1. The Board is responsible for annually reviewing and considering any changes to these principles, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.