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DELTA REPORT

10-Q

EXPI - EXP WORLD HOLDINGS, INC.

10-Q - SEPTEMBER 30, 2024 COMPARED TO 10-Q - JUNE 30, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 833

█ CHANGES 189

█ DELETIONS 376

█ ADDITIONS 268

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 30, 2024** **September 30, 2024**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: **001-38493**



Graphic

EXP WORLD HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

98-0681092

(I.R.S. Employer
Identification No.)

2219 Rimland Drive, Suite 301, Bellingham, WA

(Address of principal executive offices)

98226

(Zip Code)

(360) 685-4206

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

(Title of Each Class)

(Trading Symbol)

(Name of each exchange on which registered)

Common Stock, \$0.00001 par value per share

EXPI

The Nasdaq Stock Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (**§232.405** of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

There were **153,733,373** **153,551,386** shares of the registrant's Common Stock, \$0.00001 par value, outstanding as of **June 30, 2024** **September 30, 2024**.

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this "Quarterly Report") contains statements that are not historical fact and may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not based on historical facts but rather represent current expectations and assumptions of future events. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Many of these risks and other factors are beyond our ability to control or predict. Forward-looking statements can be identified by words such as "believe," "expect," "anticipate," "estimate," "project," "plan," "should," "intend," "may," "will," "could," "can," "would," "potential," "seek," "goal" and similar expressions of the future. These risks and uncertainties, as well as other risks and uncertainties that could cause our actual results to differ significantly from management's expectations, including, but not limited to:

- *the impact of macroeconomic conditions on the strength of the residential real estate market;*
- *the impact of monetary policies of the U.S. federal government and its agencies on our operations;*
- *the impact of changes in consumer attitudes on home sale transaction volume;*
- *the impact of excessive or insufficient home inventory supply on home sale transaction value;*
- *our ability to effectively manage rapid growth in our business;*
- *our ability to attract and retain additional qualified personnel;*
- *changes in tax laws and regulations that may have a material adverse effect on our business;*
- *our ability to protect our intellectual property rights;*
- *the impact of security breaches, interruptions, delays and failures in our systems and operations on our business;*
- *financial condition and reputation;*
- *our ability to predict the demand or growth of our new products and services;*
- *our ability to maintain our agent growth rate;*
- *the impact of adverse outcomes in litigation and regulatory actions against us and other companies and agents in our industry on our business; business, including the outcome of any proposed settlements related to those actions; and*
- *the effect of inflation and continuing high interest rates on real estate transaction values and our operating results, profits and cash flows.*

Other factors not identified above, including those described under the heading "Risk Factors" in Part I, Item 1A, and elsewhere in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Annual Report"), may also cause actual results to differ materially from those described in our forward-looking statements. Most of these factors are difficult to anticipate and are generally beyond our control. You should consider these factors in connection with considering any forward-looking statements that may be made by us.

Forward-looking statements are based on currently available operating, financial and market information and are inherently uncertain. Investors should not place undue reliance on forward-looking statements, which speak only as of the date they are made and are not guarantees of future performance. Actual future results and trends may differ materially from such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements whether as a result of new information, future developments or otherwise, except as may be required by law.

PART 1 – FINANCIAL INFORMATION

Item 1.

FINANCIAL STATEMENTS (UNAUDITED)

EXP WORLD HOLDINGS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

(UNAUDITED)

	June 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	\$ 108,395	\$ 125,873	\$ 130,432	\$ 125,873
Restricted cash	85,126	44,020	65,308	44,020
Accounts receivable, net of allowance for credit losses of \$1,527 and \$2,204, respectively	133,896	85,343		
Accounts receivable, net of allowance for credit losses of \$1,334 and \$2,204, respectively			105,148	85,343
Prepays and other assets	7,082	9,275	7,709	9,275
Current assets of discontinued operations	1,068	1,964	988	1,964
TOTAL CURRENT ASSETS	335,567	266,475	309,585	266,475
Property, plant, and equipment, net	11,789	12,967	11,488	12,967
Other noncurrent assets	10,815	7,410	10,832	7,410
Intangible assets, net	5,965	7,012	6,322	7,012
Deferred tax assets	66,916	69,253	69,937	69,253
Goodwill	19,673	16,982	19,866	16,982
Noncurrent assets of discontinued operations	6,706	5,569	4,599	5,569
TOTAL ASSETS	\$ 457,431	\$ 385,668	\$ 432,629	\$ 385,668
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Accounts payable	\$ 11,529	\$ 8,788	\$ 10,647	\$ 8,788
Customer deposits	86,496	44,550	67,060	44,550
Accrued expenses	122,497	86,483	109,531	86,483
Litigation contingency	16,000	-	34,000	-
Other liabilities	23	10	20	10
Current liabilities of discontinued operations	560	1,809	274	1,809
TOTAL CURRENT LIABILITIES	237,105	141,640	221,532	141,640
Long-term payable	-	20	-	20
TOTAL LIABILITIES	237,105	141,660	221,532	141,660
EQUITY				
Common Stock, \$0.00001 par value 900,000,000 shares authorized; 189,947,235 issued and 153,733,373 outstanding at June 30, 2024; 183,606,708 issued and 154,669,037 outstanding at December 31, 2023		2	2	
Common Stock, \$0.00001 par value 900,000,000 shares authorized; 192,559,288 issued and 153,551,386 outstanding at September 30, 2024; 183,606,708 issued and 154,669,037 outstanding at December 31, 2023			2	2
Additional paid-in capital	883,704	804,833	924,570	804,833
Treasury stock, at cost: 36,213,862 and 28,937,671 shares held, respectively	(626,825)	(545,559)		
Treasury stock, at cost: 39,007,902 and 28,937,671 shares held, respectively			(661,840)	(545,559)

Accumulated deficit	(35,100)	(16,769)	(51,095)	(16,769)
Accumulated other comprehensive (loss) income	(1,455)	332	(540)	332
Total eXp World Holdings, Inc. stockholders' equity	220,326	242,839	211,097	242,839
Equity attributable to noncontrolling interest	-	1,169	-	1,169
TOTAL EQUITY	220,326	244,008	211,097	244,008
TOTAL LIABILITIES AND EQUITY	\$ 457,431	\$ 385,668	\$ 432,629	\$ 385,668

The accompanying notes are an integral part of these condensed consolidated financial statements.

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EXP WORLD HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands, except share amounts and per share data)
(UNAUDITED)

	Three Months Ended June				Three Months Ended		Nine Months Ended	
	30,		Six Months Ended June 30,		September 30,	September 30,	September 30,	September 30,
	2024	2023	2024	2023	2024	2023	2024	2023
Revenues	\$ 1,295,244	\$ 1,231,116	\$ 2,238,298	\$ 2,079,569	\$ 1,231,187	\$ 1,212,793	\$ 3,469,485	\$ 3,292,362
Operating expenses								
Commissions and other agent-related costs	1,197,668	1,135,615	2,062,414	1,912,453	1,143,535	1,130,070	3,205,949	3,042,523
General and administrative expenses	61,160	64,917	123,742	119,543	61,390	60,363	185,132	179,905
Technology and development expenses	14,848	14,888	29,609	28,948	13,804	15,480	43,413	44,428
Sales and marketing expenses	3,031	2,860	6,170	5,787	2,792	3,175	8,962	8,962
Litigation contingency	-	-	16,000	-	18,000	-	34,000	-
Total operating expenses	1,276,707	1,218,280	2,237,935	2,066,731	1,239,521	1,209,088	3,477,456	3,275,818
Operating income	18,537	12,836	363	12,838				
Operating (loss) income					(8,334)	3,705	(7,971)	16,544
Other (income) expense								
Other (income) expense, net	(1,749)	(1,294)	(2,937)	(2,168)	(801)	(702)	(3,738)	(2,871)
Equity in losses of unconsolidated affiliates	374	143	523	485	281	354	804	839
Total other (income) expense, net	(1,375)	(1,151)	(2,414)	(1,683)	(520)	(348)	(2,934)	(2,032)
Income before income tax expense	19,912	13,987	2,777	14,521				
Income tax expense	8,146	2,632	4,841	1,174				
Net income (loss) from continuing operations	11,766	11,355	(2,064)	13,347				
Net income (loss) from discontinued operations	617	(1,933)	(1,192)	(2,472)				
Net income (loss)	\$ 12,383	\$ 9,422	(\$ 3,256)	\$ 10,875				
(Loss) income before income tax expense					(7,814)	4,053	(5,037)	18,576
Income tax (benefit) expense					(1,333)	1,788	3,508	2,962
Net (loss) income from continuing operations					(6,481)	2,265	(8,545)	15,614

Net loss from discontinued operations				(2,025)	(916)	(3,217)	(3,390)	
Net (loss) income				(\$ 8,506)	\$ 1,349	(\$ 11,762)	\$ 12,224	
Earnings (loss) per share								
Basic, net income (loss) from continuing operations	\$ 0.08	\$ 0.07	(\$ 0.01)	\$ 0.09				
Basic, net income (loss) from discontinued operations	\$ 0.00	(\$ 0.01)	(\$ 0.01)	(\$ 0.02)				
Basic, net income (loss)	\$ 0.08	\$ 0.06	(\$ 0.02)	\$ 0.07				
Diluted, net income (loss) from continuing operations	\$ 0.08	\$ 0.07	(\$ 0.01)	\$ 0.09				
Diluted, net income (loss) from discontinued operations	\$ 0.00	(\$ 0.01)	(\$ 0.01)	(\$ 0.02)				
Diluted, net income (loss)	\$ 0.08	\$ 0.06	(\$ 0.02)	\$ 0.07				
Basic, net (loss) income from continuing operations					(\$ 0.04)	\$ 0.01	(\$ 0.06)	\$ 0.10
Basic, net (loss) income from discontinued operations					(\$ 0.01)	(\$ 0.01)	(\$ 0.02)	(\$ 0.02)
Basic, net (loss) income					(\$ 0.06)	\$ 0.01	(\$ 0.08)	\$ 0.08
Diluted, net (loss) income from continuing operations					(\$ 0.04)	\$ 0.01	(\$ 0.06)	\$ 0.10
Diluted, net (loss) income from discontinued operations					(\$ 0.01)	(\$ 0.01)	(\$ 0.02)	(\$ 0.02)
Diluted, net (loss) income					(\$ 0.06)	\$ 0.01	(\$ 0.08)	\$ 0.08
Weighted average shares outstanding								
Basic	153,580,879	153,249,120	154,160,607	152,899,883	153,259,842	153,392,005	153,858,160	153,065,727
Diluted	155,984,147	156,693,959	154,160,607	156,119,627	153,259,842	158,183,888	153,858,160	156,834,985
Comprehensive income (loss):								
Net income (loss)	\$ 12,383	\$ 9,422	(\$ 3,256)	\$ 10,875				
Comprehensive (loss) income:								
Net (loss) income					(\$ 8,506)	\$ 1,349	(\$ 11,762)	\$ 12,224
Other comprehensive income (loss):								
Foreign currency translation gain (loss), net of tax	(898)	64	(1,787)	707	915	(527)	(872)	180
Comprehensive income (loss) attributable to eXp World Holdings, Inc.	\$ 11,485	\$ 9,486	(\$ 5,043)	\$ 11,582				
Comprehensive (loss) income attributable to eXp World Holdings, Inc.					(\$ 7,591)	\$ 822	(\$ 12,634)	\$ 12,404

The accompanying notes are an integral part of these condensed consolidated financial statements.

EXP WORLD HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(In thousands)
(UNAUDITED)

					Three Months Ended September 30, 2024		Nine Months Ended September 30, 2024	
	Three Months Ended June 30, 2024		Six Months Ended June 30, 2024		2024	2023	2024	2023
	2024	2023	2024	2023	2024	2023	2024	2023
Common stock:								
Balance, beginning of period	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2
Balance, end of period	2	2	2	2	2	2	2	2
Treasury stock:								
Balance, beginning of period	(578,591)	(414,926)	(545,559)	(385,010)	(626,825)	(463,738)	(545,559)	(385,010)
Repurchases of common stock	(48,234)	(48,812)	(81,266)	(78,728)	(35,015)	(55,897)	(116,281)	(134,625)
Balance, end of period	(626,825)	(463,738)	(626,825)	(463,738)	(661,840)	(519,635)	(661,840)	(519,635)
Additional paid-in capital:								
Balance, beginning of period	841,576	650,383	804,833	611,872	883,704	701,806	804,833	611,872
Shares issued for stock options exercised	75	946	1,052	1,253	592	3,507	1,644	4,761
Agent growth incentive stock compensation	9,495	9,236	17,403	17,903	8,747	10,238	26,150	28,142
Agent equity stock compensation	30,588	38,876	56,456	65,652	29,541	38,897	85,997	104,548
Stock option compensation	1,970	2,365	3,960	5,126	1,986	2,558	5,946	7,683
Balance, end of period	883,704	701,806	883,704	701,806	924,570	757,006	924,570	757,006
Accumulated (deficit) earnings:								
Balance, beginning of period	(39,993)	15,580	(16,769)	20,723	(35,100)	18,138	(16,769)	20,723
Net income (loss)	12,383	9,422	(3,256)	10,875				
Dividends declared and paid (\$0.05 and \$0.045 per share of common stock in Q2 2024 and Q2 2023, respectively)	(7,490)	(6,864)	(15,075)	(13,460)				
Net (loss) income					(8,506)	1,349	(11,762)	12,224
Dividends declared and paid (\$0.05 per share of common stock in each of Q3 2024 and Q3 2023)					(7,489)	(7,519)	(22,564)	(20,979)
Balance, end of period	(35,100)	18,138	(35,100)	18,138	(51,095)	11,968	(51,095)	11,968
Accumulated other comprehensive income (loss):								
Balance, beginning of period	(557)	879	332	236	(1,455)	943	332	236
Foreign currency translation gain (loss)	(898)	64	(1,787)	707	915	(527)	(872)	180
Balance, end of period	(1,455)	943	(1,455)	943	(540)	416	(540)	416
Noncontrolling interest:								
Balance, beginning of period	-	1,169	1,169	1,169	-	1,169	1,169	1,169
Transactions with noncontrolling interests	-	-	(1,169)	-	-	-	(1,169)	-
Balance, end of period	-	1,169	-	1,169	-	1,169	-	1,169
Total equity	\$ 220,326	\$ 258,320	\$ 220,326	\$ 258,320	\$ 211,097	250,926	\$ 211,097	250,926

The accompanying notes are an integral part of these condensed consolidated financial statements.

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EXP WORLD HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)
(UNAUDITED)

	Six Months Ended June 30,	
	2024	2023
OPERATING ACTIVITIES		
Net income (loss)	(\$ 3,256)	\$ 10,875
Reconciliation of net income (loss) to net cash provided by operating activities:		
Depreciation expense	3,950	4,163
Amortization expense - intangible assets	1,413	1,195
Allowance for credit losses on receivables/bad debt on receivables	(677)	(2,470)
Equity in loss of unconsolidated affiliates	523	485
Agent growth incentive stock compensation expense	18,157	18,148
Stock option compensation	3,975	5,126
Agent equity stock compensation expense	56,456	65,652
Deferred income taxes, net	2,337	3,370
Changes in operating assets and liabilities:		
Accounts receivable	(48,871)	(45,266)
Prepays and other assets	1,841	367
Customer deposits	41,946	50,854
Accounts payable	2,741	(3,069)
Accrued expenses	35,243	49,273
Long term payable	-	(4,692)
Litigation contingency	16,000	-
Other operating activities	23	157
NET CASH PROVIDED BY OPERATING ACTIVITIES	131,801	154,168
INVESTING ACTIVITIES		
Purchases of property, plant, equipment	(2,772)	(3,433)
Purchase of business	(3,150)	-
Investments in unconsolidated affiliates	(3,938)	(5,350)
Capitalized software development costs in intangible assets	(509)	(1,179)
NET CASH USED IN INVESTING ACTIVITIES	(10,369)	(9,962)
FINANCING ACTIVITIES		
Repurchase of common stock	(81,266)	(78,728)
Proceeds from exercise of options	1,052	1,253
Transactions with noncontrolling interests	(1,169)	-
Dividends declared and paid	(15,075)	(13,460)
NET CASH USED IN FINANCING ACTIVITIES	(96,458)	(90,935)
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	(1,346)	620
Net change in cash, cash equivalents and restricted cash	23,628	53,891
Cash, cash equivalents and restricted cash, beginning balance	169,893	159,383
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, ENDING BALANCE	\$ 193,521	\$ 213,274
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash paid for income taxes	\$ 1,542	\$ 1,833
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Termination of lease obligation - operating lease	-	837

Property, plant and equipment increase due to transfer of right-of-use lease asset	-	1,100
	Nine Months Ended September 30,	
	2024	2023
OPERATING ACTIVITIES		
Net income (loss)	(\$ 11,762)	\$ 12,224
Reconciliation of net income (loss) to net cash provided by operating activities:		
Depreciation expense	5,887	6,299
Amortization expense - intangible assets	1,855	1,849
Loss on disposition of business	-	472
Allowance for credit losses on receivables/bad debt on receivables	(870)	(2,211)
Equity in loss of unconsolidated affiliates	804	839
Agent growth incentive stock compensation expense	28,067	29,912
Stock option compensation	5,961	7,659
Agent equity stock compensation expense	85,997	104,548
Deferred income taxes, net	(684)	3,435
Changes in operating assets and liabilities:		
Accounts receivable	(18,935)	(23,401)
Prepays and other assets	1,978	(3,966)
Customer deposits	22,510	16,421
Accounts payable	1,858	(1,069)
Accrued expenses	21,114	28,039
Long term payable	-	(4,692)
Litigation contingency	34,000	-
Other operating activities	20	158
NET CASH PROVIDED BY OPERATING ACTIVITIES	177,800	176,516
INVESTING ACTIVITIES		
Purchases of property, plant, and equipment	(4,408)	(4,193)
Purchase of business	(3,150)	-
Proceeds from sale of business	-	330
Investments in unconsolidated affiliates	(4,236)	(5,525)
Capitalized software development costs in intangible assets	(1,165)	(1,930)
NET CASH USED IN INVESTING ACTIVITIES	(12,959)	(11,318)
FINANCING ACTIVITIES		
Repurchase of common stock	(116,281)	(134,625)
Proceeds from exercise of options	1,644	4,761
Transactions with noncontrolling interests	(1,169)	-
Dividends declared and paid	(22,564)	(20,979)
NET CASH USED IN FINANCING ACTIVITIES	(138,370)	(150,843)
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	(624)	403
Net change in cash, cash equivalents and restricted cash	25,847	14,758
Cash, cash equivalents and restricted cash, beginning balance	169,893	159,383
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, ENDING BALANCE	\$ 195,740	\$ 174,141
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash paid for income taxes	\$ 2,198	\$ 2,382
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Termination of lease obligation - operating lease	-	855
Contingent consideration for disposition of business	-	1,209
Property, plant and equipment increase due to transfer of right-of-use lease asset	-	1,100
Property, plant and equipment purchases in accounts payable	-	27

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eXp World Holdings, Inc.
Notes to the Condensed Consolidated Financial Statements
(UNAUDITED)

(Amounts in thousands, except share amounts and per share data or as noted otherwise)

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

eXp World Holdings, Inc. ("eXp," "eXp" or, collectively with its subsidiaries, the "Company," "we," "us," or "our") owns and operates a diversified portfolio of service-based businesses whose operations benefit substantially from utilizing our technology platform. We strategically prioritize our efforts to grow our real estate brokerage by strengthening our agent value proposition, developing immersive and cloud-based technology to enable our model and providing affiliate and media services supporting those efforts.

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements.

These interim financial statements should be read in conjunction with the audited consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 22, 2024 ("2023 Annual Report").

In our opinion, the accompanying interim unaudited condensed consolidated financial statements reflect all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation. Operating results for the three and **six** **nine** months ended **June 30, 2024** **September 30, 2024** are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

In the first quarter of 2024, the Company determined that there **has had** been a significant change to the Virbela business model. As our customers evolve post-COVID, including return-to-work-offices, and in light of ongoing internal and external demand for web-accessible platforms and artificial intelligence solutions, we **have** experienced a decline in demand for our application-based platform, Virbela, and a rising interest in our web-accessible platform, Virbela Frame®. Accordingly, the Company has begun the process of winding down the Virbela business, which includes closing out current contracts, and reducing its external customers and internal employee support. Further, the technology is being replaced with Virbela Frame® technology that will be primarily utilized internally within the Company. The Company expects the process to wind down the Virbela business to be completed by the fourth quarter of 2024. As a result of this change, the Company determined that winding down of the Virbela business qualifies for reporting as discontinued operations in the Company's condensed consolidated balance sheet and the Company's condensed consolidated statements of comprehensive income (loss).

Prior period financial statement information has been reclassified to reflect Virbela as discontinued operations. For more information See Note 3 – *Discontinued Operations*.

In prior years, Virbela represented an operating and reporting segment under ASC 280. As a result of the Company's decision to wind down the Virbela business in the first quarter of 2024, the Company determined that the remaining operations of Virbela do not meet the operating or reporting segment criteria; therefore, any operating results related to Virbela **and** **Virbela** Frame® technologies are included in the Other Affiliated Services segment beginning in the first quarter of 2024. All prior period segment disclosure information has been reclassified to conform to the current reporting structure in this Form 10-Q.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying interim unaudited condensed consolidated financial statements include the accounts of eXp and its consolidated subsidiaries, including those entities in which we have a variable interest of which we are the primary beneficiary. If the Company has a variable interest in an entity but it is not the primary beneficiary of the entity or does not exercise control over the operations and has less than 50% ownership, it will use the equity method or the cost method of accounting for investments. Entities in which the Company has less than a 20% investment and where the Company does not exercise significant influence are accounted for under the cost method. Intercompany transactions and balances are eliminated upon consolidation.

Variable interest entities and noncontrolling interests

A company is deemed to be the primary beneficiary of a variable interest entity ("VIE") and must consolidate the entity if the company has both: (i) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, and (ii) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

Joint ventures

A joint venture is a contractual arrangement whereby the Company and other parties undertake an economic activity through a jointly controlled entity. Joint control exists when strategic, financial, and operating policy decisions relating to the activities require the unanimous consent of the parties sharing control. Joint ventures are accounted for using the equity method and are recognized initially at cost. Joint ventures are typically included in the Other Affiliated Services **segment** unless the joint venture specifically supports one of the reportable segments.

The Company has several joint venture investments. The operations of these joint ventures are not material to the Company's financial position or results of operations.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to allowance for credit losses, legal contingencies, income taxes, revenue recognition, stock-based compensation, goodwill, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Reclassifications

When necessary, the Company will reclassify certain amounts in prior-period financial statements to conform to the current period's presentation. Prior year segment and financial statement information has been reclassified to reflect Virbela as discontinued operations.

Restricted cash

Restricted cash consists of cash held in escrow by the Company on behalf of real estate buyers. The Company recognizes a corresponding customer deposit liability until the funds are released. Once the cash transfers from escrow, the Company reduces the respective customers' deposit liability.

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The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown on the condensed consolidated statements of cash flows.

	Cash and cash equivalents	Restricted cash	Total	Cash and cash equivalents		
				Restricted cash	Total	
Balance, June 30, 2023	\$ 124,714	\$ 88,560	\$ 213,274			
Balance, September 30, 2023				\$ 120,141	\$ 54,000	\$ 174,141
Balance, December 31, 2023					\$ 125,873	\$ 44,020
Balance, June 30, 2024	\$ 108,395	\$ 85,126	\$ 193,521	\$ 169,893	125,873	44,020 169,893
Balance, September 30, 2024					\$ 130,432	\$ 65,308 195,740

3. DISCONTINUED OPERATIONS

In accordance with ASC 205-20 *Discontinued operations*, the results of the Virbela business are presented as discontinued operations in the condensed consolidated statements of comprehensive *income* *loss* and, as such, have been excluded from continuing operations. Further, the Company reclassified the assets and liabilities of the Virbela segment as assets and liabilities of discontinued operations in the condensed *consolidated* balance sheets. The following tables present the information for Virbela's operations for the three and *six* *nine* months ended *June 30, 2024* *September 30, 2024* and 2023, and the balance sheet information as of *June 30, 2024* *September 30, 2024* and December 31, 2023 (in thousands).

ASSETS AND LIABILITIES OF DISCONTINUED OPERATIONS (Unaudited)		
	June 30, 2024	December 31, 2023
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 684	\$ 991
Accounts receivable, net of allowance for credit losses of \$194 and \$99, respectively	289	626
Prepays and other assets	95	347

TOTAL CURRENT ASSETS OF DISCONTINUED OPERATIONS	1,068	1,964
Property, plant, and equipment, net	7	11
Intangible assets, net	2,753	3,469
Deferred tax assets	3,946	2,089
TOTAL ASSETS OF DISCONTINUED OPERATIONS	<u>\$ 7,774</u>	<u>\$ 7,533</u>

LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	\$ 7	\$ 110
Accrued expenses	553	1,699
TOTAL CURRENT LIABILITIES OF DISCONTINUED OPERATIONS	<u>560</u>	<u>1,809</u>
TOTAL LIABILITIES OF DISCONTINUED OPERATIONS	<u>\$ 560</u>	<u>\$ 1,809</u>

ASSETS		
CURRENT ASSETS		
	September 30, 2024	December 31, 2023
CASH AND CASH EQUIVALENTS		
Cash and cash equivalents	\$ 806	\$ 991
Accounts receivable, net of allowance for credit losses of \$189 and \$99, respectively	108	626
Prepays and other assets	74	347
TOTAL CURRENT ASSETS OF DISCONTINUED OPERATIONS	<u>988</u>	<u>1,964</u>
PROPERTY, PLANT, AND EQUIPMENT, NET	5	11
INTANGIBLE ASSETS, NET	1,553	3,469
DEFERRED TAX ASSETS	3,041	2,089
TOTAL ASSETS OF DISCONTINUED OPERATIONS	<u>\$ 5,587</u>	<u>\$ 7,533</u>
LIABILITIES		
CURRENT LIABILITIES		
ACCOUNTS PAYABLE	\$ 16	\$ 110
ACCRUED EXPENSES	258	1,699
TOTAL CURRENT LIABILITIES OF DISCONTINUED OPERATIONS	<u>274</u>	<u>1,809</u>
TOTAL LIABILITIES OF DISCONTINUED OPERATIONS	<u>\$ 274</u>	<u>\$ 1,809</u>

INCOME STATEMENT OF DISCONTINUED OPERATIONS

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenues	\$ 4	\$ 1,811	\$ 653	\$ 3,974
Operating expenses				
Cost of revenue	910	796	1,589	1,517
General and administrative expenses	309	2,578	2,074	5,308
Technology and development expenses	99	158	215	509
Sales and marketing expenses	1	18	(2)	54
Total operating expenses	<u>1,319</u>	<u>3,550</u>	<u>3,876</u>	<u>7,388</u>
Operating (loss)	<u>(1,315)</u>	<u>(1,739)</u>	<u>(3,223)</u>	<u>(3,414)</u>
Other income				
Other income, net	(6)	(5)	(23)	(11)
Total other income, net	<u>(6)</u>	<u>(5)</u>	<u>(23)</u>	<u>(11)</u>
(Loss) before income tax expense	<u>(1,309)</u>	<u>(1,734)</u>	<u>(3,200)</u>	<u>(3,403)</u>
Income tax benefit (expense)	1,926	(199)	2,008	931
Net income (loss) from discontinued operations	<u>\$ 617</u>	<u>(\$ 1,933)</u>	<u>(\$ 1,192)</u>	<u>(\$ 2,472)</u>

INCOME STATEMENT OF DISCONTINUED OPERATIONS

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues	\$ -	\$ 1,720	\$ 653	\$ 5,694
Operating expenses				
Cost of revenue	911	818	2,500	2,335
General and administrative expenses	102	2,469	2,165	7,778
Technology and development expenses	80	256	294	765
Sales and marketing expenses	0	19	(2)	73
Total operating expenses	<u>1,093</u>	<u>3,562</u>	<u>4,957</u>	<u>10,951</u>
Operating (loss)	<u>(1,093)</u>	<u>(1,842)</u>	<u>(4,304)</u>	<u>(5,257)</u>
Other income				
Other income, net	(6)	(6)	(17)	(16)
Total other income, net	<u>(6)</u>	<u>(6)</u>	<u>(17)</u>	<u>(16)</u>
(Loss) before income tax expense	<u>(1,087)</u>	<u>(1,836)</u>	<u>(4,287)</u>	<u>(5,241)</u>
Income tax benefit (expense)	(938)	920	1,070	1,851
Net loss from discontinued operations	<u>(\$ 2,025)</u>	<u>(\$ 916)</u>	<u>(\$ 3,217)</u>	<u>(\$ 3,390)</u>

4. EXPECTED CREDIT LOSSES

The Company is exposed to credit losses primarily through trade and other financing receivables arising from revenue transactions. The Company uses the aging schedule method to estimate current expected credit losses ("CECL") based on days of delinquency, including information about past events and current economic conditions. The Company's accounts receivable is separated into three categories to evaluate allowance under the CECL impairment model. The receivables in each category share similar risk characteristics. The three categories include agent non-commission based fees, agent short-term advances, and commissions receivable for real estate property settlements.

The Company increases the allowance for expected credits losses when the Company estimates all or a portion of a receivable is uncollectable. The Company recognizes recoveries as a decrease to the allowance for expected credit losses.

Receivables from real estate property settlements totaled \$128,814 \$99,988 and \$81,004 of which the Company recognized expected credit losses of \$88 \$30 and \$-, respectively as of June 30, 2024 September 30, 2024 and December 31, 2023. As of June 30, 2024 September 30, 2024 and December 31, 2023, agent non-commission based fees receivable and short-term advances totaled \$7,092 \$6,791 and \$7,268, of which the Company recognized expected credit losses of \$1,439 \$1,304 and \$2,204, respectively.

5. PLANT, PROPERTY AND EQUIPMENT, NET

Plant, property and equipment, net consisted of the following:

	June 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Computer hardware and software	\$ 38,830	\$ 37,444	\$ 41,740	\$ 37,444
Furniture, fixture, and equipment	2,221	2,254	2,220	2,254
Total depreciable property and equipment	41,051	39,698	43,960	39,698
Less: accumulated depreciation	(31,451)	(27,733)	(33,398)	(27,733)
Depreciable property, net	9,600	11,965	10,562	11,965
Discontinued operations	(7)	(11)	(5)	(11)
Assets under development	2,196	1,013	931	1,013
Property, plant, and equipment, net	\$ 11,789	\$ 12,967	\$ 11,488	\$ 12,967

For the three months ended June 30, 2024 September 30, 2024 and 2023, depreciation expense was \$1,891 \$1,937 and \$2,096 \$2,136, respectively. For the six nine months ended June 30, 2024 September 30, 2024 and 2023 depreciation expense was \$3,950 \$5,887 and \$4,163 \$6,299, respectively.

6. GOODWILL AND INTANGIBLE ASSETS

Goodwill was \$19,866 as of September 30, 2024 and \$16,982 as of December 31, 2023. During the second quarter of 2024, the Company acquired a small real estate business, resulting in recording goodwill of \$3,150. As of September 30, 2024,

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6. GOODWILL AND INTANGIBLE ASSETS

Goodwill was \$19,673 as of June 30, 2024 and \$16,982 as of December 31, 2023. During the second quarter of 2024, the Company acquired a small real estate business, resulting in recording goodwill of \$3,150. As of June 30, 2024, the Company recorded cumulative translation adjustment of (\$459) 266 related to Canadian goodwill. Additionally, if current assumptions and estimates, including projected revenues and income growth rates, terminal growth rates, competitive and consumer trends, market-based discount rates, and other market factors, are not met, or if valuation factors outside of the Company's control change unfavorably, the estimated fair value of goodwill could be adversely affected, leading to a potential impairment in the future. For the six nine months ended June 30, 2024 September 30, 2024, no events occurred that indicated it was more likely than not that goodwill was impaired. The following tables present definite-lived intangible assets as of June 30, 2024 September 30, 2024 and December 31, 2023, in thousands:

June 30, 2024			September 30, 2024		
Gross	Accumulated	Net Carrying	Gross	Accumulated	Net Carrying

	Amount	Amortization	Amount	Amount	Amortization	Amount
Trade name	\$ 2,655	(\$ 1,393)	\$ 1,262	\$ 2,663	(\$ 1,473)	\$ 1,190
Existing technology	3,345	(1,498)	1,847	3,439	(1,065)	2,374
Non-competition agreements	458	(347)	111	462	(378)	84
Customer relationships	1,284	(698)	586	1,284	(721)	563
Licensing agreement	210	(210)	-	210	(210)	-
Intellectual property	2,836	(677)	2,159	2,836	(725)	2,111
Total intangible assets	\$ 10,788	(\$ 4,823)	\$ 5,965	\$ 10,894	(\$ 4,572)	\$ 6,322

	December 31, 2023			December 31, 2023		
	Gross	Accumulated	Net Carrying	Gross	Accumulated	Net Carrying
	Operations	Amortization	Amount	Amount	Amortization	Amount
Trade name	\$ 2,672	(\$ 1,030)	\$ 1,642	\$ 2,672	(\$ 1,030)	\$ 1,642
Existing technology	3,263	(1,122)	2,141	3,263	(1,122)	2,141
Non-competition agreements	468	(125)	343	468	(125)	343
Customer relationships	1,285	(652)	633	1,285	(652)	633
Licensing agreement	210	(210)	-	210	(210)	-
Intellectual property	2,836	(583)	2,253	2,836	(583)	2,253
Total intangible assets	\$ 10,734	(\$ 3,722)	\$ 7,012	\$ 10,734	(\$ 3,722)	\$ 7,012

Definite-lived intangible assets are amortized using the straight-line method over an asset's estimated useful life. Amortization expense for definite-lived intangible assets for the three months ended **June 30, 2024** **September 30, 2024** and 2023 was **\$1,073** **\$442** and **\$683**, **\$654**, respectively. Amortization expense for definite-lived intangible assets for the **six** **nine** months ended **June 30, 2024** ended **September 30, 2024** and 2023 was **\$1,413** **\$1,855** and **\$1,195**, **\$1,849**, respectively.

7. STOCKHOLDERS' EQUITY

The following table represents a share reconciliation of the Company's common stock issued for the periods presented:

	Three Months Ended June 30, Six Months Ended June 30, Three Months Ended September 30, Nine Months Ended September			
	2024	2023	2024	2023
Common stock:				
Balance, beginning of quarter	186,361,476	174,532,043	183,606,708	171,656,030
Shares issued for stock options exercised	14,286	79,599	225,444	192,807
Agent growth incentive stock compensation	678,825	730,003	1,032,513	1,386,439
Agent equity stock compensation	2,892,648	2,558,438	5,082,570	4,664,807
Balance, end of quarter	189,947,235	177,900,083	189,947,235	177,900,083

The Company's equity programs described below **are** **were** administered under the stockholder approved 2015 Equity Incentive Plan, as **amended**, **amended**, for issuances prior to September 1, 2024, and under the stockholder approved 2024 Equity Incentive Plan for issuances on or after September 1, 2024. The purpose of the equity plan is to retain the services of valued employees, directors, officers, agents, and consultants and to incentivize such persons to make contributions to the Company and motivate excellent performance.

Agent Equity Program

The Company provides agents and brokers the opportunity to elect to receive 5% of commissions earned from each completed real estate transaction in the form of common stock (the "Agent Equity Program" or "AEP"). If agents and brokers

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elect to receive portions of their commissions in common stock, they are entitled to receive the equivalent number of shares

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of common stock, based on the fixed monetary value of the commission payable. The Company ~~recognizes~~ recognized a 10% discount on these issuances prior to February 29, 2024, and a 5% discount on these issuances beginning as of March 1, 2024, as an additional cost of sales charge during the periods presented.

During the three months ended ~~June 30, 2024~~ September 30, 2024 and 2023, the Company issued ~~2,892,648~~ 2,208,226 and ~~2,558,438~~ 1,985,169 shares of common stock, respectively, to agents and brokers with a value of ~~\$30,588~~ \$29,541 and ~~\$38,876~~ \$38,897, respectively, inclusive of discount. During the ~~six~~ nine months ended ~~June 30, 2024~~ September 30, 2024 and 2023, the Company issued ~~5,082,570~~ 7,290,796 and ~~4,664,807~~ 6,649,976 shares of common stock, respectively, to agents and brokers with a value of ~~\$56,456~~ \$85,997 and ~~\$65,652~~ \$104,548, respectively, inclusive of discount.

Agent Growth Incentive Program

The Company administers an equity incentive program whereby agents and brokers become eligible to receive awards of the Company's common stock through agent attraction and performance benchmarks (the "Agent Growth Incentive Program" or "AGIP"). The incentive program encourages greater performance and awards agents with common stock based on achievement of performance milestones. Awards typically vest after performance benchmarks are reached and three years of subsequent service is provided to the Company. Share-based performance awards are granted on a fixed-dollar amount of shares based on the achievement of performance metrics. As such, the awards are classified as liabilities until the number of share awards becomes fixed once the performance metric is achieved.

For the three months ended ~~June 30, 2024~~ September 30, 2024 and 2023 the Company's stock compensation expense attributable to the Agent Growth Incentive Program was ~~\$9,329~~ \$9,910 and ~~\$8,488~~ \$11,764, respectively, of which the total amount of stock compensation attributable to liability classified awards was ~~\$638~~ \$891 and ~~\$345~~ \$1,458, respectively. For the ~~six~~ nine months ended ~~June 30, 2024~~ September 30, 2024 and 2023 the Company's stock compensation expense attributable to the Agent Growth Incentive Program was ~~\$18,157~~ \$28,067 and ~~\$18,148~~ \$29,912, respectively, of which the total amount of stock compensation attributable to liability classified awards was ~~\$1,288~~ \$2,179 and ~~\$1,338~~ \$2,796, respectively.

Agent Thrive Program

Announced in October 2023, the Thrive program provides a stock incentive to the individual teams of leaders of culturally aligned teams that join the Company as part of the program. After affiliating with the Company, the team leader becomes eligible to receive an award of the Company's common stock through team performance benchmarks. Awards typically vest after production benchmarks are reached and three years of subsequent service is provided to the Company. Share-based performance awards are based on a fixed-dollar amount of shares based on the achievement of production metrics. As such, the awards are classified as liabilities until the number of share awards becomes fixed once the production metric is achieved.

The following table illustrates changes in the Company's stock compensation liability for the periods presented:

	Amount
Stock grant liability balance at December 31, 2022	\$ 3,885
Stock grant liability increase year to date	3,832
Stock grants reclassified from liability to equity year to date	(2,717)
Balance, December 31, 2023	\$ 5,000
Stock grant liability increase year to date	1,288 <ins>2,179</ins>
Stock grants reclassified from liability to equity year to date	(806)

Stock Option Awards

Stock options are granted to directors, officers, certain employees and consultants with an exercise price equal to the fair market value of common stock on the grant date and the stock options expire 10 years from the date of grant. These options typically have time-based restrictions with equal and periodically graded vesting over a three-year period.

During the three months ended June 30, 2024 September 30, 2024 and 2023, the Company granted 322,082 62,735 and 1,440,010 445,380 stock options, respectively, to employees with an estimated grant date fair value of \$6.35 \$6.21 and \$8.35 \$10.71 per share, respectively. The fair value was calculated using a Black Scholes-Merton option pricing model. During the six nine months ended June 30, 2024 September 30, 2024 and 2023 the Company granted 675,738 738,473 and 1,528,563 1,973,943 stock options, respectively, to employees with an estimated grant date fair

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grant date fair value of \$6.63 \$6.57 and \$8.34 \$8.87 per share, respectively. The fair value was calculated using a Black Scholes-Merton option pricing model.

Stock Repurchase Plan

In December 2018, the Company's board of directors (the "Board") approved a stock repurchase program authorizing the Company to purchase up to \$25.0 million of its common stock, which was later amended in November 2019 increasing the authorized repurchase amount to \$75.0 million. In December 2020, the Board approved another amendment to the repurchase plan, increasing the total amount authorized to be purchased from \$75.0 million to \$400.0 million. In May 2022, the Board approved an increase to the total amount of its buyback program from \$400.0 million to \$500.0 million. In June 2023, the Board approved an increase to the total amount of its buyback program from \$500.0 million to \$1.0 billion. Purchases under the repurchase program may be made in the open market or through a 10b5-1 plan and are expected to comply with Rule 10b-18 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The timing and number of shares repurchased depends upon market conditions. The repurchase program does not require the Company to acquire a specific number of shares. The cost of the shares that are repurchased is funded from cash and cash equivalents on hand.

10b5-1 Repurchase Plan

The Company maintains a stock repurchase program with program changes subject to Board consent. In June 2023, the Board approved increasing the stock repurchase program to \$1.0 billion. From time to time, the Company adopts written trading plans pursuant to Rule 10b5-1 of the Exchange Act to conduct repurchases on the open market.

On January 10, 2022, the Company and Stephens Inc. ("Stephens"), a financial services firm that acts as an agent authorized to purchase shares on behalf of the Company, entered into a form of Issuer Repurchase Plan ("Issuer Repurchase Plan") which authorized Stephens to repurchase shares of common stock of the Company, which is amended from time to time to adjust the monthly repurchase amount. Most recently, on June 19, 2024, the Board approved, and the Company entered into an eighth amendment to the Issuer Repurchase Plan which provides for the repurchase of up to (i) \$15.0 million during the calendar month commencing June 1, 2024 through and including June 30, 2024, (ii) \$11.7 million during the calendar months commencing July 1, 2024 through and including September 30, 2024, and (iii) \$8.3 million during the calendar months commencing October 1, 2024 through and including December 31, 2024.

For accounting purposes, common stock repurchased under the stock repurchase programs is recorded based upon the applicable trade date. Such repurchased shares are held in treasury and are presented using the cost method. These shares are considered issued but not outstanding.

The following table shows the share changes in treasury stock for the periods presented:

Three Months Ended June 30,	Six Months Ended June 30, Three Months Ended September 30, Nine Months Ended September 30,
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	2024	2023	2024	2023	2024	2023	2024	2023
Treasury stock:								
Balance, beginning of quarter	31,514,913	21,089,622	28,937,671	18,816,791	36,213,862	24,311,897	28,937,671	18,816,791
Repurchases of common stock	4,698,949	3,222,275	7,276,191	5,495,106	2,794,040	2,761,943	10,070,231	8,257,049
Forfeiture to treasury stock for acquisition					-	10,728	-	10,728
Balance, end of quarter	36,213,862	24,311,897	36,213,862	24,311,897	39,007,902	27,084,568	39,007,902	27,084,568

8. SEGMENT INFORMATION

The reportable segments presented below represent the Company's segments for which separate financial information is available and which is utilized on a regular basis by its chief operating decision maker to assess performance and to allocate resources. In identifying its reportable segments, the Company also considers the nature of services provided by its segments.

Management evaluates the operating results of each of its reportable segments based upon revenue and Adjusted Segment EBITDA. Adjusted Segment EBITDA is defined by us as a segment's operating profit (loss) from continuing operations plus depreciation and amortization, litigation contingency and stock-based compensation expenses. The Company's presentation of Adjusted Segment EBITDA may not be comparable to similar measures used by other companies. Historically, the Company has reported results for four reportable segments. In the first quarter of 2024, the Company determined that the Virbela segment qualified for reporting as discontinued operations. In prior years, Virbela represented an operating and reporting segment under ASC 280. Going forward, the remaining operations of Virbela will not meet the operating or reporting segment criteria, therefore, any operating results related to Virbela technology will be included in the

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Other Affiliated Services segment. Prior year segment information has been reclassified to remove Virbela from the segment disclosure, in accordance with discontinued operations treatment.

The Company's three reportable segments are as follows:

- North American Realty: includes real estate brokerage operations in the United States and Canada, as well as lead-generation and other real estate support services provided in North America.
- International Realty: includes real estate brokerage operations in all other international locations.
- Other Affiliated Services: includes our SUCCESS® Magazine, Virbela Frame® technology, and other smaller ventures.

The Company also reports corporate expenses, as further detailed below, as "Corporate and other" which include expenses incurred in connection with business development support provided to the agents as well as resources, including administrative, brokerage operations and legal functions.

All segments follow the same basis of presentation and accounting policies as those described throughout the Notes to the Condensed Consolidated Financial Statements included herein. The Company accounts for intersegment sales and transfers as if the sales or transfers were to third parties, that is, at current market prices. The following table provides information about the Company's reportable segments and a reconciliation of the total segment Revenues to consolidated Revenues and Adjusted Segment EBITDA to the consolidated operating profit (loss) from continuing operations and Goodwill (in thousands). Financial information for the comparable prior periods presented have been revised to conform with the current year presentation.

	Revenues		Revenues		Revenues			
	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
North American Realty	\$ 1,274,621	\$ 1,219,345	\$ 2,201,758	\$ 2,056,459	\$ 1,206,660	\$ 1,198,207	\$ 3,408,418	\$ 3,254,666
International Realty	20,316	11,991	35,912	22,748	24,230	14,896	60,142	37,644

Other Affiliated Services	1,467	1,072	3,255	2,749	1,426	980	4,681	3,729
Revenues reconciliation:								
Segment eliminations	(1,160)	(1,292)	(2,627)	(2,387)	(1,129)	(1,290)	(3,756)	(3,677)
Consolidated revenues	\$ 1,295,244	\$ 1,231,116	\$ 2,238,298	\$ 2,079,569	\$ 1,231,187	\$ 1,212,793	\$ 3,469,485	\$ 3,292,362

	Adjusted EBITDA		Adjusted EBITDA		Adjusted EBITDA			
	Three Months Ended June 30, Six Months Ended June 30, Three Months Ended September 30, Nine Months Ended September 30,				2024		2023	
	2024	2023	2024	2023	2024	2023	2024	2023
North American Realty	\$ 38,503	\$ 34,122	\$ 56,312	\$ 55,325	\$ 28,899	\$ 27,169	\$ 85,208	\$ 82,495
International Realty	(2,376)	(3,782)	(5,731)	(7,458)	(1,670)	(2,647)	(7,401)	(10,105)
Other Affiliated Services	(988)	(1,168)	(1,755)	(1,849)	(1,282)	(918)	(3,037)	(2,767)
Corporate expenses and other	(2,325)	(2,325)	(4,968)	(4,548)	(2,005)	(2,812)	(6,973)	(7,360)
Consolidated Adjusted EBITDA	\$ 32,814	\$ 26,847	\$ 43,858	\$ 41,470	\$ 23,942	\$ 20,792	\$ 67,797	\$ 62,263
Operating Profit Reconciliation:								
Depreciation and amortization expense	2,963	3,143	5,363	5,358	2,379	2,790	7,742	8,148
Litigation contingency	-	-	16,000	-	18,000	-	34,000	-
Stock compensation expense	9,329	8,488	18,157	18,148	9,910	11,764	28,067	29,912
Stock option expense	1,985	2,380	3,975	5,126	1,987	2,533	5,959	7,659
Consolidated operating profit	\$ 18,537	\$ 12,836	\$ 363	\$ 12,838				
Consolidated operating (loss) profit					(\$ 8,334)	\$ 3,705	(\$ 7,971)	\$ 16,544

	Goodwill		Goodwill	
	June 30, 2024		December 31, 2023	
	2024	2023	2024	2023
North American Realty	\$ 17,286		\$ 14,595	\$ 17,479
International Realty	-	-	-	-
Other Affiliated Services	2,387		2,387	2,387
Segment and consolidated total	19,673		16,982	19,866
				16,982

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The Company does not use segment assets to allocate resources or to assess performance of the segments and therefore, total segment assets have not been disclosed.

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9. EARNINGS PER SHARE

Basic earnings per share is computed based on net income attributable to eXp stockholders divided by the basic weighted-average shares outstanding during the period. Dilutive earnings per share is computed consistently with the basic computation while giving effect to all dilutive potential common shares and common share equivalents that were outstanding during the period. The Company uses the treasury stock method to reflect the potential dilutive effect of unvested stock awards and unexercised options.

The following table sets forth the calculation of basic and diluted earnings per share attributable to common stock during the periods presented:

	Three Months Ended June				Three Months Ended		Nine Months Ended	
	30,		Six Months Ended June 30,		September 30,	September 30,	September 30,	September 30,
	2024	2023	2024	2023	2024	2023	2024	2023
Numerator:								
Net income (loss) from continuing operations	\$ 11,766	\$ 11,355	(\$ 2,064)	\$ 13,347				
Net income (loss) from discontinued operations	\$ 617	(\$ 1,933)	(\$ 1,192)	(\$ 2,472)				
Net (loss) income from continuing operations					(\$ 6,481)	\$ 2,265	(\$ 8,545)	\$ 15,614
Net loss from discontinued operations					(\$ 2,025)	(\$ 916)	(\$ 3,217)	(\$ 3,390)
Denominator:								
Weighted average shares - basic	153,580,879	153,249,120	154,160,607	152,899,883	153,259,842	153,392,005	153,858,160	153,065,727
Dilutive effect of common stock equivalents	2,403,268	3,444,839	-	3,219,744	-	4,791,883	-	3,769,258
Weighted average shares - diluted	155,984,147	156,693,959	154,160,607	156,119,627	153,259,842	158,183,888	153,858,160	156,834,985
Earnings per share:								
Net income (loss) from continuing operations per share - basic	\$ 0.08	\$ 0.07	(\$ 0.01)	\$ 0.09	(\$ 0.04)	\$ 0.01	(\$ 0.06)	\$ 0.10
Net income (loss) from discontinued operations per share - basic	\$ 0.00	(\$ 0.01)	(\$ 0.01)	(\$ 0.02)	(\$ 0.01)	(\$ 0.01)	(\$ 0.02)	(\$ 0.02)
Net income (loss) from continuing operations per share - diluted	\$ 0.08	\$ 0.07	(\$ 0.01)	\$ 0.09	(\$ 0.04)	\$ 0.01	(\$ 0.06)	\$ 0.10
Net income (loss) from discontinued operations per share - diluted	\$ 0.00	\$ (0.01)	(\$ 0.01)	(\$ 0.02)	\$ (0.01)	\$ (0.01)	(\$ 0.02)	(\$ 0.02)

For three months ended **June 30, 2024** **September 30, 2024** and 2023 total outstanding shares of common stock excluded **447,005** **4,153,812** and **656,776** **192,684** shares, respectively, from the computation of diluted earnings per share because their effect would have been anti-dilutive. For **six** **nine** months ended **June 30, 2024** **September 30, 2024** and 2023 total outstanding shares of common stock excluded **3,037,309** **3,309,505** and **588,940** **679,425** shares, respectively, from the computation of diluted earnings per share because their effect would have been anti-dilutive.

10. INCOME TAXES

Our quarterly tax provision is computed by applying the estimated annual effective tax rate to the year-to-date pre-tax income or loss plus discrete tax items arising in the period. Our provision for income tax expense from continuing operations amounted to **\$4.8 million** **\$3.5 million** and **\$1.2 million** **\$3.0 million** for the **six** **nine** months ended **June 30, 2024** **September 30, 2024** and 2023, which

represent effective tax rates of negative (69.6%) and positive 174.3% and 8.1% 15.9% respectively. The provision for income tax expense was primarily attributable to deductible stock-based compensation shortfalls, research and development credit and non-deductible executive compensation. The effective tax rate differs from our statutory rates in both periods primarily due to the impact of the stock- based stock-based compensation, R&D research and development tax credit and non-deductible executive compensation.

The Company is subject to a wide variety of tax laws and regulations across the jurisdictions where it operates. Regulatory developments from the U.S. or international tax reform legislation could result in an impact to the Company's effective tax rate. The Company continues to monitor the Base Erosion and Profit Shifting (BEPS) Integrated Framework provided by the Organization for Economic Co-operation and Development (OECD) including the legislative adoption of Pillar II by countries, and all other tax regulatory changes, to evaluate the potential impact on future periods. The Company does not expect adoption of Pillar Two rules to have a significant impact on its condensed consolidated financial statements during fiscal year 2024.

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11. FAIR VALUE MEASUREMENT

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs. The fair value hierarchy prioritizes the quality and reliability of the information used to determine fair values. Categorization within

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the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is defined into the following three categories:

- Level 1 – Inputs are quoted market prices in active markets for identical assets or liabilities (these are observable market inputs).
- Level 2 – Inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability (includes quoted market prices for similar assets or identical or similar assets in markets in which there are few transactions, prices that are not current or prices that vary substantially).
- Level 3 – Inputs are unobservable inputs that reflect the entity's own assumptions in pricing the asset or liability (used when little or no market data is available).

The Company holds funds in a money market account, which are considered Level 1 assets. The Company values its money market funds at fair value on a recurring basis.

As of **June 30, 2024** **September 30, 2024** and December 31, 2023, the fair value of the Company's money market funds was **\$42,455** **\$42,967** and \$46,268, respectively.

There have been no transfers between Level 1, Level 2 and Level 3 in the period presented. The Company did not have any Level 2 or Level 3 financial assets or liabilities in the period presented.

12. COMMITMENTS AND CONTINGENCIES

From time to time, the Company is subject to potential liability under laws and government regulations and various claims and legal actions that may be asserted against us that could have a material adverse effect on the business, reputation, results of operations, cash flows or financial condition. Such litigation includes, but is not limited to, actions or claims relating to cyber-attacks, data breaches, the Real Estate Settlement Procedures Act ("RESPA"), the Telephone Consumer Protection Act of 1991 and state consumer protection laws, antitrust and anticompetition, worker classification, timely filing required SEC filings, stockholder derivative actions and non-compliance with contractual or other legal obligations.

Antitrust Litigation

The Company and its affiliated brokerage entities ~~are~~ were among several defendants in eight U.S. and one Canadian putative class action lawsuits alleging that the Company participated in a system that resulted in sellers of residential property paying inflated buyer broker commissions in violation of U.S. federal and state antitrust laws and federal Canadian antitrust laws, as applicable, ~~as discussed further in our 2023 Annual Report and below~~, and one U.S. putative class action lawsuit alleging that the Company participated in a system that resulted in buyers of residential property paying inflated home prices as a result of sellers paying inflated buyer broker commissions in violation of federal and Illinois antitrust laws ~~as discussed further below and in our 2023 Annual Report~~ (collectively, the "antitrust litigation").

As of June 30, 2024 On October 1, 2024, the Company entered into a Settlement Term Sheet (the "Settlement") with plaintiffs in the U.S. antitrust litigation filed by plaintiffs 1925 Hooper LLC and others in the Northern District of Georgia (the "Hooper Action"). The Company expects that the proposed Settlement would resolve all U.S. claims set forth in the Hooper Action, as well as all similar claims on a nationwide basis against the Company (collectively, the "Nationwide Claims") and would release the Company, its subsidiaries and affiliates, and their independent contractor real estate agents in the United States from the Nationwide Claims. By the terms of the Settlement, the Company agreed to make certain changes to its business practices and to pay a total settlement amount of \$34,000 (the "Settlement Amount") into a qualified settlement escrow fund (the "Settlement Fund"). The Settlement Amount is expected to be deposited into the Settlement Fund in installments, of which 50% of the settlement (or \$17,000) will be deposited into the Settlement Fund within thirty business days after preliminary court approval of the Settlement and the final 50% (for \$17,000) being deposited on or before the one-year anniversary of initial settlement payment. The Company intends to use available cash to pay the Settlement Amount. Management has determined that a \$34.0 million loss is probable and have included an \$18.0 million additional litigation contingency accrual recorded in the third quarter of 2024. While management has determined that loss in excess of the accrual is reasonably possible, it is ~~probable that a currently unable to reasonably estimate the possible additional loss associated with or range of possible additional loss because, among other reasons, (i) the antitrust litigation has occurred~~ settlement is subject to court approval and that the lower boundary of potential loss is reasonably estimable.

Based on an analysis of settlements negotiated by co-defendants companies in similar legal matters and ongoing appeals processes, (ii) further developments in the legal proceedings, including but not limited to motions, or rulings, could impact the Company's exposure, and/or (iii) potential changes in law or precedent could affect the final determination of liability.

The Settlement remains subject to preliminary and final court approval and will become effective following any appeals process, if applicable. The Settlement and any actions taken to carry out the Settlement are not an admission or concession of liability, or of the validity of any claim, defense, or point of fact or law on the part of any party. The Company continues to deny the material allegations of the complaints in the antitrust litigation. The Company entered into the Settlement after considering the risks and costs of continuing the litigation.

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The Company continues to vigorously defend against the claims in the Canadian antitrust litigation. Management is currently unable to reasonably estimate the possible loss or range of possible loss for the Canadian antitrust litigation because, among other reasons, (i) the proceeding is in preliminary stages, (ii) specific damage amounts have not been sought, (iii) damages sought are, in our opinion, unsupported and/or exaggerated, (iv) there are significant factual issues to be resolved; and/or (v) there are novel legal issues or unsettled legal theories presented. For the Canadian antitrust litigation, we have not recorded any accruals as of September 30, 2024. While the Company ~~has recorded a provision for loss of \$16.0 million in the first quarter of 2024, which represents the lower boundary of a reasonably possible range of loss. The high-end range of loss cannot be reasonably estimated at this time due to the dynamic nature of the lawsuit and the contingent nature of possible outcomes. We have determined that it is at least reasonably possible that the loss estimate provision could change in the near term and that such change could be material. Additionally,~~

we cannot provide any assurances that results of does not expect such litigation will not to have a material adverse effect on our business, results of operations, cash flows or financial condition.

The Company continues to vigorously defend against these claims. However, condition, due to the complexities inherent in such litigation, including the uncertainty of legal processes and potential developments in the cases, the ultimate liability may differ differ.

Derivative Litigation

Certain current and former directors and officers of the Company were named as defendants, and the Company was named as a nominal defendant, in a derivative lawsuit in the Court of Chancery of the State of Delaware, first filed on September 25, 2024, entitled *Los Angeles City Employees' Retirement System, on behalf of eXp World Holdings, Inc. v. Glenn Sanford, et. al.* (C.A. No. 2024-0998-KSJM). The lawsuit alleges that certain current and former directors and officers breached fiduciary duties related to the Company's response to reports of alleged sexual misconduct involving independent contractor real estate agents affiliated with the Company's subsidiaries and that certain defendants had improper compensation arrangements allowing them to profit from the Company's revenue share program in connection therewith. The complaint seeks a court declaration of fiduciary duty breaches, disgorgement of profits, damages with interest, injunctive relief for improved oversight of sexual misconduct allegations, and reimbursement of plaintiffs' costs, including expert and attorney fees. Although the Company does not anticipate that the outcome of such litigation will have a material adverse effect on its business, results of operations, cash flows, or financial condition, the inherent complexities and uncertainties of legal proceedings may result in a liability that differs from current provision. The Company will reassess expectations. Management is currently unable to reasonably estimate the possible loss or range of possible loss for this estimate as additional information becomes available matter because, among other reasons, (i) the proceeding is in preliminary stages, (ii) specific damage amounts have not been sought, (iii) there are significant factual issues to be resolved; and/or as circumstances change. (iv) there are novel legal issues or unsettled legal theories presented.

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On May 22, 2024, Texas Capital Bank ("TCB") entered into a Change in Terms Agreement (the "Change Agreement") with SUCCESS Lending, LLC ("SUCCESS Lending"), an indirect subsidiary and unconsolidated joint venture of the Company, to modify certain terms of that certain Mortgage Warehouse Agreement entered into by and between TCB and SUCCESS Lending in April 2022. The Change Agreement reduces the size of the warehouse credit line provided by TCB to SUCCESS Lending under the Mortgage Warehouse Agreement from \$25 million to \$10 million.

On July 22, 2024, Flagstar Bank FSB ("Flagstar") assigned that certain Mortgage Warehouse Agreement entered into in March 2022 (the "SUCCESS Credit Agreement") with SUCCESS Lending to JPMorgan Chase Bank, National Association ("JPMorgan"). The SUCCESS Credit Agreement provided SUCCESS Lending with a revolving warehouse credit line of up to \$25 million. In connection with the assignment of the SUCCESS Credit Agreement to JPMorgan, Flagstar also assigned to JPMorgan the related Capital Maintenance Agreement (the "Capital Maintenance Agreement"), pursuant to which the Company agreed to provide certain funds necessary to ensure that SUCCESS Lending is at all times in compliance with its financial covenants under the SUCCESS Credit Agreement. The material terms of the Capital Maintenance Agreement remain unchanged and the Company's capital commitment liability under the Capital Maintenance Agreement is limited to \$2,000,000. In the event SUCCESS Lending fails to comply with its financial covenants, the Company may have to contribute additional capital up to the limit.

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13. SUBSEQUENT EVENTS

Quarterly Cash Dividend

On **July 26, 2024** **November 4, 2024**, the Company's Board of Directors declared a dividend of \$0.05 per share which is expected to be payable on **August 30, 2024** **December 2, 2024**, to stockholders of record as of the close of business on **August 14, 2024** **November 18, 2024**. The ex-dividend date is expected to be on or around **August 13, 2024** **November 15, 2024**. The dividend will be paid in cash.

Commitments Antitrust Litigation

On **July 22, 2024** **October 1, 2024**, Flagstar Bank FSB ("Flagstar") assigned that certain Mortgage Warehouse Agreement the Company entered into the Settlement in March 2022 (the "SUCCESS Credit Agreement") with SUCCESS Lending the Hooper Action to JPMorgan Chase Bank, National Association ("JPMorgan"). The SUCCESS Credit Agreement provided SUCCESS Lending with a revolving warehouse credit line of up resolve the Nationwide Claims, as discussed further in *Note 12 – Commitments and Contingencies* to \$25 million. In connection with the assignment of the SUCCESS Credit Agreement to JPMorgan, Flagstar also assigned to JPMorgan the related Capital Maintenance Agreement (the "Capital Maintenance Agreement"), pursuant to which the Company agreed to provide certain funds necessary to ensure that SUCCESS Lending is at all times in compliance with its these unaudited consolidated financial covenants under the SUCCESS Credit Agreement. The material terms of the Capital Maintenance Agreement remain unchanged and the Company's capital commitment liability under the Capital Maintenance Agreement is limited to \$2,000,000. In the event SUCCESS Lending fails to comply with its financial covenants, the Company may have to contribute additional capital up to the limit. statements.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read together with our condensed consolidated financial statements and related notes included elsewhere in this report. Management's Discussion and Analysis of Financial Conditions and Results of Operations contain forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements. See "Item 1 A. – Risk Factors" in our 2023 Annual Report and "Item 1 A. – Risk Factors" in this Quarterly Report for a discussion of certain risks, uncertainties and assumptions associated with these statements.

This MD&A is divided into the following sections:

- Operational Highlights for the Three and **Six Nine** Months Ended **June 30, 2024** **September 30, 2024**
- Overview
- Market Conditions and Industry Trends
- Key Business Metrics
- Results of Operations
- Business Segment Disclosures
- Non-U.S. GAAP Financial Measures
- Liquidity and Capital Resources
- Critical Accounting Policies and Estimates

All dollar amounts are in USD thousands except share amounts and per share data and as otherwise noted.

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OPERATIONAL HIGHLIGHTS FOR THE THREE MONTHS ENDED **JUNE** **SEPTEMBER** 30, 2024

- eXp ended the **second** **third** quarter of 2024 with a global agent Net Promoter Score ("aNPS") of 76.
- Agents and brokers on the eXp Realty platform decreased **(1)** **(4)%** year-over-year to **87,111** **85,249**.
- Transactions increased **4%** **1%** year-over-year to **143,318** **140,780**.
- Transaction volume increased **7%** **5%** year-over-year to **\$51.9 billion** **\$50.8 billion**.

OPERATIONAL HIGHLIGHTS FOR THE **SIX NINE** MONTHS ENDED **JUNE** **SEPTEMBER** 30, 2024

- eXp ended the **six** **nine** months ended **June 30, 2024** **September 30, 2024** with a global aNPS of 75.

- Agents and brokers on the eXp Realty platform decreased **(1)(4)%** year-over-year to **87,111** **85,249**.
- Transactions increased **6% 4%** year-over-year to **254,294** **395,074**.
- Transaction volume increased **9% 7%** year-over-year to **\$89.1 billion** **\$139.9 billion**.

OVERVIEW

eXp World Holdings, Inc. (the "Company") was incorporated in Delaware on July 30, 2008 and launched the first cloud-based real estate brokerage offering agent-centric commission structure, revenue sharing, and agent equity opportunities in 2009. Today, the Company operates a diversified portfolio of service-based businesses whose operations benefit substantially from utilizing our enabling technology platform. A substantial portion of our revenue is derived from

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commissions received by our residential real estate brokerages which provide a full suite of brokerage and adjacent services (such as mortgage, title, and content creation) to our real estate agents and brokers. Our residential real estate agents and brokers affiliate their real estate licenses with us and operate their businesses utilizing our cloud-based technology platform to enhance their real estate business and optimize efficiencies. Our enabling and innovative technology platform is a robust suite of cloud-based applications and software services tailored for our real estate agents and brokers and targets business operations such as customer relationship management, marketing, client services, and brokerage functionalities. We succeed when our real estate professionals succeed and we remain focused on being the most agent-centric business on the planet.

Beginning in the first quarter of 2024, following the discontinuation of Virbela, eXp manages its operations in three operating business segments: North American Realty; International Realty; and Other Affiliated Services. While we do not consider acquisitions a critical element of our ongoing business, we seek opportunities to expand and enhance our portfolio of solutions and believe we are well-positioned to capture additional revenue from such solutions.

Discontinued Operations

In the first quarter of 2024, we determined that there **has had** been a significant change to the Virbela business model. We have begun the process of winding down the Virbela business, which includes closing out current contracts and reducing our external customers. Further, the technology is being replaced with Virbela Frame® technology that will be initially utilized internally within the Company. We expect the process to wind down the Virbela business to be completed by the fourth quarter of 2024. As a result of this change, the Company has determined that Virbela qualifies for reporting as discontinued operations and will be reported as discontinued operations in our consolidated balance sheet and condensed consolidated statements of comprehensive income. Prior year segment and financial statement information has been reclassified to reflect Virbela as discontinued operations. See *Note 3 – Discontinued Operations* to the condensed consolidated financial statements for additional information regarding the discontinuation of Virbela.

Strategy

Our strategy is to grow organically in North America and certain international markets by increasing our independent agent and broker network. Through our cloud-based operations and technology platform, we strive to achieve customer-focused efficiencies that allow us to increase market share and attain strong returns as we scale our business within the markets in which we operate. By building partnerships and strategically deploying capital, we seek to grow the business and enter attractive verticals and adjacent markets.

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The Company's primary emphasis is on achieving operational excellence for our real estate agents, which we monitor using the aNPs. We remain focused on optimizing our operating costs to match our revenue trends. One critical area of capital deployment during the ~~first~~ third quarter of 2024 remained our Sustainable Revenue Share Plan (the "Revenue Share Plan"), whereby we pay real estate professionals affiliated with the Company a portion of eXp Realty's commission for their contribution to Company growth. Regular evaluations are conducted to ensure the plan's continued alignment with the Company's overarching objectives and for regulatory compliance.

MARKET CONDITIONS AND INDUSTRY TRENDS

Our business is dependent on the levels of home sales transactions and prices, which can vary based on economic conditions within the markets for which we operate. Changes in these conditions can have a positive or negative impact on our business. The economic conditions influencing housing markets primarily include economic growth, interest rates, unemployment, consumer confidence, mortgage availability and supply and demand.

In periods of economic growth, rising consumer confidence and lower interest rates, demand typically increases resulting in higher home sales transactions and home sales prices. Conversely, in periods of economic recession, declining consumer confidence and higher interest rates, demand typically decreases, resulting in lower home sales transactions and home sale prices. Additionally, regulations imposed by local, state and federal government agencies and geopolitical instability can also negatively impact the housing markets in which we operate.

Over the last several quarters, several macroeconomic conditions have been contributing to the slowdown in the U.S. residential real estate market, which directly impacts our business and financial results. These conditions include, but are not limited to rising inflation, ~~rising continued higher than average~~ mortgage interest rates, ~~driven by the Federal Reserve Board increasing federal funds rate~~, volatility in the U.S. equity markets and continued unrest around the world.

In April 2019, the National Association of REALTORS® ("NAR") and certain brokerages and franchisors were named as defendants in a class action complaint alleging a conspiracy to violate federal antitrust laws by, among other things, requiring

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residential property sellers in Missouri to pay inflated commission fees to buyer brokers (the "NAR Class Action"). The Company ~~has been~~ was named as one of several defendants in similar class action suits, ~~and has since entered into a settlement term sheet with plaintiffs in the Hooper Action~~, as discussed further in *Note 12 – Commitments and Contingencies* to these unaudited consolidated financial statements. In March 2024, NAR entered a settlement agreement to resolve on a class wide basis the claims against NAR in the NAR Class Action (the "NAR Settlement"). In addition to a monetary payment, NAR agreed to change certain business practices, including changes to cooperative compensation and buyer agreements, which business practice changes ~~go~~ went into effect on August 17, 2024. eXp is ~~proactively preparing~~ empowering its agents ~~for the effective date~~ in light of the NAR Settlement by offering comprehensive training sessions focused on compliance and best practices, addressing the clarifications in commission transparency and buyer representation agreements, providing resources such as buyer-representation agreement forms, and providing trainings to agents so that they understand the new guidelines and can integrate them into their operations.

The Company believes it is well positioned to grow its market share in the current market conditions. We have a strong base of agent support, which should drive organic market share growth, retention and productivity. Additionally, we offer agents a low-cost, high-engagement model, which affords agents and brokers increased income and ownership opportunities while offering a scalable solution to brokerage owners who want to survive and thrive during market fluctuations. We have an efficient operating model with lower fixed costs driven by our cloud-based model, with no brick-and-mortar locations.

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National Housing Inventory

During the **second** **third** quarter of 2024, the continued **increase of higher** mortgage rates and higher home prices have contributed to a rise in inventory levels, as measured in months of supply. According to NAR, inventory of existing homes for sale in the U.S. was **1,320,000** **1.39 million** as of **June** **September** 2024 (preliminary) compared to **1,070,000** **1.13 million** at the end of **June** **September** 2023. This represents **4.1** **4.3** months of inventory in 2024 compared to **3.1** **3.4** months of inventory in the prior year.

Mortgage Interest Rates

Persistently high While mortgage rates **during the first quarter of 2024** continue to **be higher than historic averages** and negatively impact the demand for **homebuying**, **homebuying, mortgage rates during the third quarter of 2024** declined from the prior **year**. Based on Freddie Mac data, the average rate for a 30-year, conventional, fixed rate mortgage was **6.86%** **6.08%** in **June** **September** 2024 compared to **6.71%** **7.3%** in **June** **September** 2023.

Housing Affordability Index

According to NAR, the composite housing affordability index **decreased** **increased** to **93.1** **98.6** for **May** **August** 2024 (preliminary) from **99.6** **91.1** for **May** **August** 2023. When the index is above 100, it indicates that a family earning the median income has sufficient income to purchase a median-priced home, assuming a 20% down payment and ability to qualify for a mortgage. The housing affordability index has been declining year over year due to mortgage rate conditions and higher average home prices driven by constrained inventory levels.

Existing Home Sales Transactions and Prices

According to NAR, existing home sale transactions decreased to an annual rate of **3.89 million** **3.84 million** in **June** **September** 2024 (preliminary) compared to **4.11 million** **3.98 million** in **June** **September** 2023, a decrease of **5.4%** **3.5%**.

According to NAR, the nationwide existing home sales average price for **June** **September** 2024 (preliminary) was **\$426,900** **\$404,500** compared to **\$410,100** **\$392,700** in **June** **September** 2023, an increase of **4.1%** **3.0%**.

The declining home sales transactions and increased prices in the U.S. have negatively impacted our transaction metrics, and increased home sales prices have positively impacted our sales volume metrics.

Legal & Regulatory Environment

See Part II, Item 1 of this Quarterly Report for a discussion of the current legal environment and how such environment could potentially impact our business, results of operations, cash flows or financial condition.

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KEY BUSINESS METRICS

Management uses our results of operations, financial condition, cash flows, and key business metrics related to our business and industry to evaluate our performance and make strategic decisions.

The following table outlines the key business metrics that we periodically review to track the Company's performance:

Three Months Ended June 30, Six Months Ended June 30, Three Months Ended September 30, Nine Months Ended September 30,			
2024	2023	2024	2023

	(in thousands, except transactions and agent count)				(in thousands, except transactions and agent count)			
Performance:								
Agent NPS	76	72	75	71	76	74	75	72
Agent count	87,111	88,248	87,111	88,248	85,249	89,156	85,249	89,156
Real estate sales transactions	120,613	119,277	212,393	206,378	117,830	118,626	330,223	325,004
Real estate sales volume	\$ 51,915,639	\$ 48,570,132	\$ 89,070,389	\$ 81,811,749	\$ 50,798,695	\$ 48,526,164	\$ 139,869,084	\$ 130,337,913
Other real estate transactions	22,705	17,922	41,901	33,126	22,950	20,854	64,851	53,980
Real estate per transaction cost	\$ 488	\$ 533	\$ 559	\$ 567	\$ 494	\$ 497	\$ 536	\$ 541
Revenues	\$ 1,295,244	\$ 1,231,116	\$ 2,238,298	\$ 2,079,569	\$ 1,231,187	\$ 1,212,793	\$ 3,469,485	\$ 3,292,362
Operating profit (loss)	\$ 18,537	\$ 12,836	\$ 363	\$ 12,838				
Operating (loss) profit					(\$ 8,334)	\$ 3,705	(\$ 7,971)	\$ 16,544
Adjusted EBITDA ⁽¹⁾	\$ 32,814	\$ 26,847	\$ 43,858	\$ 41,470	\$ 23,942	\$ 20,792	\$ 67,797	\$ 62,263

⁽¹⁾ Adjusted EBITDA is not a measurement of our financial performance under generally accepted accounting principles in the U.S. and should not be considered as an alternative to net (loss) income (loss) from continuing operations, operating (loss) income, or any other measures derived in accordance with U.S. GAAP. For a definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net (loss) income (loss) from continuing operations, see "Non-U.S. GAAP Financial Measures".

Revenue and adjusted EBITDA are key financial measures, and we review these measures to evaluate and drive our core operating performance.

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Agent net promoter score (aNPS)

aNPS is a scale-based measure of customer satisfaction and an aNPS above 50 is considered excellent. aNPS plays a crucial role in attracting and retaining agents and teams, especially during a period marked by market contraction, due to lower transaction volumes and higher mortgage rates. Despite the challenging market conditions, the Company's aNPS was 76 and 75 for the three and **six** **nine** months ended **June 30, 2024** **September 30, 2024**, respectively compared to **72** **74** and **71** **72** for the same periods of 2023, respectively, due to our continuous investment in agent onboarding, expert care, transaction processing **process** and technology.

Agent count

One of our key strengths is attracting real estate agent and broker professionals that contribute to our growth. The rate of growth of our agent and broker base is difficult to predict and is subject to many factors outside of our control, including actions taken by our competitors and macroeconomic factors affecting the real estate industry in general including **rising** **interest** **rates**, **and** **declining** **transaction** **volume** **in** **the** **U.S.**, **and** **industry** **practice** **changes** **in** **light** **of** **the** **NAR** **Settlement**.

The number of agents declined **(1)** **(4)%** in the first **six** **nine** months of 2024, compared to the same period of 2023, as we continue to off board less productive agents. However, we are committed to retaining our most productive agents in the United States and Canada through the execution of our growth strategies and the end-to-end suite of services we offer our agents.

Real estate sales transactions and volume

Real estate sales transactions are based on the side (buyer or seller) of each real estate transaction and are recorded when our agents and brokers represent buyers **and** **or** sellers in the purchase or sale, respectively, of a home. The number of real estate

transactions is a key driver of our revenue and profitability. Transaction volume represents the total sales value for all transactions and is influenced by several market factors, including, but not limited to, the pricing and quality of our services and market conditions that affect home sales, such as macroeconomic factors, economic growth, local inventory levels, mortgage interest rates, and seasonality.

Our real estate sales transactions and volume typically fluctuate with changes in the market's existing home sales transactions as reported by NAR; however, company-specific initiatives influence the transaction volume and productivity of our agents. For the three months and six nine months ended June 30, 2024 September 30, 2024, compared to the same periods of 2023, our real estate sales transactions decreased (1)% and increased 1% and 3% 2%, respectively, due to our agents' improved productivity, and international growth, which more than offset the decline in existing home sales in the U.S. as reported by the NAR. For the three months and six nine months ended June 30, 2024 September 30, 2024, compared to the same periods of 2023, transaction volume increased

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5% and 7% and 9%, respectively, due to increased transactions for the nine-month period and increased home sale prices. prices for both periods in 2024.

Other real estate transactions

Other real estate transactions are recorded for leases, rentals and referrals that are undertaken by our agents and brokers. The increase in other real estate transactions reflects the productivity of our agents and brokers.

Real estate per transaction cost

Real estate per transaction cost is measured as selling, general and administrative, sales and marketing and technology and development expenses resulting from our services that directly support our agents and brokers, divided by total transactions (real estate and other). Real estate per transaction cost decreased (8)% and (1)% for both the three months and six nine months ended June 30, 2024 September 30, 2024, respectively, primarily due to increased transactions and lower costs due attributable to cost containment initiatives, partially offset by legal expenses related to the antitrust lawsuits.

Revenues

Revenues represent the commission revenue earned by the Company for closed brokerage real estate transactions. For the three months and six nine months ended June 30, 2024 September 30, 2024, compared to same periods of 2023, the Company's revenue increased primarily due to higher home sales prices in both periods and in the nine-month period, increased real estate transactions driven by increased improved agent productivity and higher home sales prices, which more than offset declines in the U.S. real estate markets. Our revenues also increased due to increased international production in previously launched markets.

Operating (Loss) Profit

The operating profit (loss) in the second third quarter of 2024 of \$18.5 million (\$8.3) million includes \$18.0 million additional litigation contingency accrual recorded in the third quarter of 2024, compared to operating profit of \$12.8 million \$3.7 million in the second third quarter of 2023. The third quarter of 2024 reflects increased revenues, net of agent commissions and other agent-related costs, and lower operating costs in 2024, partially offset by increased legal expenses related to the antitrust lawsuits. The operating profit (loss) for the six

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nine months ended **June 30, 2024** **September 30, 2024** of **\$0.4 million** **(\$8.0)** million includes **\$34.0 million** litigation contingency accrual, compared to operating profit of **\$12.8 million** **\$16.5 million** in the same period of 2023, reflects the litigation contingency accrual of **\$16 million**, and reflecting increased legal expenses related to the antitrust lawsuits, and increased severance and employee-related expenses, partially offset by increased revenues, net of agent commissions and other agent-related costs.

Adjusted EBITDA

Management reviews Adjusted EBITDA, which is a non-U.S. GAAP financial measure, to understand and evaluate our core operating performance. Adjusted EBITDA, for the three months ended **June 30, 2024** **September 30, 2024** was **\$32.8 million** **\$23.9 million** compared to **\$26.8 million** **\$20.8 million** for the three months ended **June 30, 2023** **September 30, 2023**. The increase in adjusted EBITDA reflects increased revenues, net of agent commissions and other agent-related costs, and lower operating costs, partially offset by legal expenses related to the antitrust lawsuits. Adjusted EBITDA for the **six** **nine** months ended **June 30, 2024** **September 30, 2024** was **\$43.9 million** **\$67.8 million** compared to **\$41.5 million** **\$62.3 million** for the same period of 2023. The increase in adjusted EBITDA reflects increased revenues, net of agent commissions and other agent-related costs, partially offset by legal expenses related to the antitrust lawsuits, as well as increased severance and employee-related expenses.

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RESULTS OF OPERATIONS

Three Months Ended June 30, 2024 **September 30, 2024** compared to the **Three Months Ended June 30, 2023** **September 30, 2023**

	Three Months	Three Months	Change		Three	Three	Change			
	Ended	Ended	2024 vs. 2023		Months	Months	2024 vs. 2023			
	June 30, 2024	June 30, 2023	\$	%	September	September	30, 2024	30, 2023	\$	%

Statement of Operations Data:	(In thousands, except share amounts and per share data)				(In thousands)			
	Revenues	Operating expenses	Sales and marketing expenses	Litigation contingency	Revenues	Operating expenses	Sales and marketing expenses	Litigation contingency
Revenues	\$ 1,295,244	\$ 1,231,116	\$ 64,128	5%	\$ 1,231,187	\$ 1,212,793	\$ 18,394	2%
Operating expenses	1,197,668	1,135,615	62,053	5%	1,143,535	1,130,070	13,465	1%
Commissions and other agent-related costs	61,160	64,917	(3,757)	(6)%	61,390	60,363	1,027	2%
General and administrative expenses	14,848	14,888	(40)	-%	13,804	15,480	(1,676)	(11)%
Technology and development expenses	3,031	2,860	171	6%	2,792	3,175	(383)	(12)%
Sales and marketing expenses					18,000	- 18,000		-%
Litigation contingency								
Total operating expenses	1,276,707	1,218,280	58,427	5%	1,239,521	1,209,088	30,433	3%

Operating income	18,537	12,836	5,701	44%			
Operating (loss) income					(8,334)	3,705 (12,039)	(325)%
Other (income) expense							
Total other (income) expense, net	(1,749)	(1,294)	(455)	(35)%	(801)	(702)	(99) (14)%
Equity in losses of unconsolidated affiliates	374	143	231	162%	281	354	(73) (21)%
Total other (income) expense, net	(1,375)	(1,151)	(224)	(19)%	(520)	(348)	(172) (49)%
Income before income tax expense	19,912	13,987	5,925	42%			
Income tax expense	8,146	2,632	5,514	209%			
Net income (loss) from continuing operations	11,766	11,355	411	4%			
(Loss) income before income tax expense					(7,814)	4,053 (11,867)	(293)%
Income tax (benefit) expense					(1,333)	1,788 (3,121)	(175)%
Net (loss) income from continuing operations					(6,481)	2,265 (8,746)	(386)%
Adjusted EBITDA ⁽¹⁾	\$ 32,814	\$ 26,847	\$ 5,967	22%	\$ 23,942	\$ 20,792 \$ 3,150	15%

⁽¹⁾ Adjusted EBITDA is not a measurement of our financial performance under U.S. GAAP and should not be considered as an alternative to net (loss) income (loss) from continuing operations, operating (loss) income or any other measures derived in accordance with U.S. GAAP. For a definition of Adjusted EBITDA, a reconciliation of Adjusted EBITDA to net (loss) income (loss) from continuing operations and a discussion of why we believe Adjusted EBITDA provides useful information to investors, see "Non-U.S. GAAP Financial Measures."

		Change				Change	
		2024 vs. 2023				2024 vs. 2023	
		\$	%			\$	%
June 30, 2024	June 30, 2023			September 30, 2024	September 30, 2023		

	(In thousands, except percentages)		(In thousands, except percentages)	
Revenues	\$ 1,295,244	\$ 1,231,116	\$ 64,128	5%

Total revenues increased 2% as a result of increased home sales prices, which more than offset a slight decline in real estate transactions compared to the same period in 2023. Despite declines in the U.S. real estate market in the third quarter of 2024 real estate transactions declined only slightly due to the superior productivity of our agents.

		Change			
		2024 vs. 2023			
		\$	%		
(In thousands, except percentages)					
Commissions and other agent-related costs	\$ 1,143,535	\$ 1,130,070	\$ 13,465	1%	

Commissions and other agent-related costs increased 1% primarily due to increased home sales prices. Commissions and other agent-related costs include sales commissions, revenue share and stock-based compensation paid to our agents.

		Change			
		2024 vs. 2023			
		\$	%		
(In thousands, except percentages)					
General and administrative expenses	\$ 61,390	\$ 60,363	\$ 1,027	2%	

General and administrative expenses increased 2% due to increased employee-related expenses and legal expenses related to the antitrust lawsuit. General and administrative expenses include costs related to wages, employee stock compensation, and other general overhead expenses.

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			Change	
			2024 vs. 2023	
	September 30, 2024	September 30, 2023	\$	%
(In thousands, except percentages)				
Technology and development expenses	\$ 13,804	\$ 15,480	(\$ 1,676)	(11)%

Technology and development expenses decreased (11%), primarily due to higher capitalized technology investments. These expenses include employee-related costs and other expenses for the maintenance and development of the technology used by both our agents and our employees.

			Change	
			2024 vs. 2023	
	September 30, 2024	September 30, 2023	\$	%
(In thousands, except percentages)				
Sales and marketing expenses	\$ 2,792	\$ 3,175	(\$ 383)	(12)%

Sales and marketing expenses decreased (12%) due to decreased advertising in the U.S. and Canada residential real estate market.

			Change	
			2024 vs. 2023	
	September 30, 2024	September 30, 2023	\$	%
(In thousands, except percentages)				
Total other (income) expense, net	(\$ 520)	(\$ 348)	(\$ 172)	(49)%

Other (income) expense, net increased (49%) primarily due to increased interest income when compared to the third quarter of 2023. Other (income) expense, net includes interest income earned on cash and cash equivalents, and (earnings) losses related to equity investments.

			Change	
			2024 vs. 2023	
	September 30, 2024	September 30, 2023	\$	%
(In thousands, except percentages)				
Income tax (benefit) expense	(\$ 1,333)	\$ 1,788	(\$ 3,121)	(175)%

The Company's provision for income tax (benefit) expense from continuing operations amounted to (\$1.3) million and \$1.8 million for the three months ended September 30, 2024 and 2023, respectively, which represented effective tax rates of positive 17.1% and 44.1%, respectively. The provision for income tax expense was primarily attributable to stock-based compensation shortfalls, research and development credit and non-deductible executive compensation.

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Nine Months Ended September 30, 2024 compared to the Nine Months Ended September 30, 2023

			Change	
	Nine Months Ended		2024 vs. 2023	
	September 30, 2024	September 30, 2023	\$	%
Statement of Operations Data:				
Revenues	\$ 3,469,485	\$ 3,292,362	\$ 177,123	5%
Operating expenses				
Commissions and other agent-related costs	3,205,949	3,042,523	163,426	5%
General and administrative expenses	185,132	179,905	5,227	3%
Technology and development expenses	43,413	44,428	(1,015)	(2)%
Sales and marketing expenses	8,962	8,962	-	-%
Litigation contingency	34,000	-	34,000	-%
Total operating expenses	3,477,456	3,275,818	201,638	6%
Operating (loss) income	(7,971)	16,544	(24,515)	(148)%
Other (income) expense				
Total other (income) expense, net	(3,738)	(2,871)	(867)	(30)%
Equity in losses of unconsolidated affiliates	804	839	(35)	(4)%
Total other (income) expense, net	(2,934)	(2,032)	(902)	(44)%
(Loss) income before income tax expense	(5,037)	18,576	(23,613)	(127)%
Income tax (benefit) expense	3,508	2,962	546	18%
Net (loss) income from continuing operations	(8,545)	15,614	(24,159)	(155)%
Adjusted EBITDA ⁽¹⁾	\$ 67,797	\$ 62,263	\$ 5,534	9%

(2) Adjusted EBITDA is not a measurement of our financial performance under U.S. GAAP and should not be considered as an alternative to net (loss) income from continuing operations, operating (loss) income or any other measures derived in accordance with U.S. GAAP. For a definition of Adjusted EBITDA, a reconciliation of Adjusted EBITDA to net (loss) income from continuing operations and a discussion of why we believe Adjusted EBITDA provides useful information to investors, see "Non-U.S. GAAP Financial Measures."

			Change	
	September 30, 2024		2024 vs. 2023	
	September 30, 2024	September 30, 2023	\$	%
<i>(In thousands, except percentages)</i>				
Revenues	\$ 3,469,485	\$ 3,292,362	\$ 177,123	5%

Total revenues increased 5% as a result of due to higher home sales prices and an increase in real estate transactions compared to the same period in 2023, because of the superior driven by improved agent productivity of our agents, which more than offset declines and increased international production in the U.S. real estate market in the second quarter of 2024. Our revenue also increased due to increased home sales prices previously launched markets.

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		Change				Change	
		2024 vs. 2023				2024 vs. 2023	
June 30, 2024	June 30, 2023	\$	%	September 30, 2024	September 30, 2023	\$	%

	<i>(In thousands, except percentages)</i>				<i>(In thousands, except percentages)</i>			
Commissions and other agent-related costs	\$ 1,197,668	\$ 1,135,615	\$ 62,053	5%	\$ 3,205,949	\$ 3,042,523	\$ 163,426	5%

Commissions and other agent-related costs increased 5% primarily because of the increase in real estate transactions and increased home sales prices. Commissions and other agent-related costs include sales commissions, revenue share and stock-based compensation paid to our agents.

	<i>(In thousands, except percentages)</i>				<i>Change</i>		<i>2024 vs. 2023</i>	
	<i>June 30, 2024</i>		<i>June 30, 2023</i>				<i>\$</i>	<i>%</i>
	<i>(In thousands, except percentages)</i>							
General and administrative expenses	\$ 61,160		\$ 64,917		(\$ 3,757)		(6%)	

General and administrative expenses decreased (6%) due to cost containment initiatives, reflected in lower expenses related to the shareholders summit in 2024, since it was conducted virtually, partially offset by increased legal expenses related to the antitrust lawsuit. General and administrative expenses include costs related to wages, employee stock compensation, and other general overhead expenses.

	<i>(In thousands, except percentages)</i>				<i>Change</i>		<i>2024 vs. 2023</i>	
	<i>June 30, 2024</i>		<i>June 30, 2023</i>				<i>\$</i>	<i>%</i>
	<i>(In thousands, except percentages)</i>							
Technology and development expenses	\$ 14,848		\$ 14,888		(\$ 40)		0%	

Technology and development expenses were relatively flat with prior year and include employee and other costs related to the maintenance and development of the technology used by our agents and our employees.

	<i>(In thousands, except percentages)</i>				<i>Change</i>		<i>2024 vs. 2023</i>	
	<i>June 30, 2024</i>		<i>June 30, 2023</i>				<i>\$</i>	<i>%</i>
	<i>(In thousands, except percentages)</i>							
Sales and marketing expenses	\$ 3,031		\$ 2,860		\$ 171		6%	

Sales and marketing expenses increased 6% due to increased advertising in the U.S. and Canada residential real estate market.

	<i>(In thousands, except percentages)</i>				<i>Change</i>		<i>2024 vs. 2023</i>	
	<i>June 30, 2024</i>		<i>June 30, 2023</i>				<i>\$</i>	<i>%</i>
	<i>(In thousands, except percentages)</i>							
Total other (income) expense, net	(\$ 1,375)		(\$ 1,151)		(\$ 224)		(19%)	

Other (income) increased (19%) primarily due to increased interest income when compared to the second quarter of 2023. Other (income) expense includes interest income earned on cash and cash equivalents, and (earnings) losses related to equity investments.

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	Change			
	2024 vs. 2023			
	June 30, 2024	June 30, 2023	\$	%
(In thousands, except percentages)				
Income tax expense	\$ 8,146	\$ 2,632	\$ 5,514	209%

The Company's provision for income tax expense from continuing operations amounted to \$8.1 million and \$2.6 million for the three months ended June 30, 2024 and 2023, respectively, which represented effective tax rates of positive 40.9% and 18.8%, respectively. The provision for income tax expense was primarily attributable to deductible stock-based compensation shortfalls, research and development credit and non-deductible executive compensation.

Six Months Ended June 30, 2024 compared to the Six Months Ended June 30, 2023

	Change			
	2024 vs. 2023			
	Six Months Ended	Six Months Ended	\$	%
(In thousands)				
Statement of Operations Data:				
Revenues	\$ 2,238,298	\$ 2,079,569	\$ 158,729	8%
Operating expenses				
Commissions and other agent-related costs	2,062,414	1,912,453	149,961	8%
General and administrative expenses	123,742	119,543	4,199	4%
Technology and development expenses	29,609	28,948	661	2%
Sales and marketing expenses	6,170	5,787	383	7%
Litigation contingency	16,000	-	16,000	-%
Total operating expenses	<u>2,237,935</u>	<u>2,066,731</u>	<u>171,204</u>	<u>8%</u>
Operating income	363	12,838	(12,475)	(97)%
Other (income) expense				
Total other (income) expense, net	(2,937)	(2,168)	(769)	(35)%
Equity in losses of unconsolidated affiliates	523	485	38	8%
Total other (income) expense, net	<u>(2,414)</u>	<u>(1,683)</u>	<u>(731)</u>	<u>(43)%</u>
Income before income tax expense	2,777	14,521	(11,744)	(81)%
Income tax expense	4,841	1,174	3,667	312%
Net income (loss) from continuing operations	(2,064)	13,347	(15,411)	(115)%
Adjusted EBITDA ⁽¹⁾	<u>\$ 43,858</u>	<u>\$ 41,470</u>	<u>\$ 2,388</u>	<u>6%</u>

⁽²⁾ Adjusted EBITDA is not a measurement of our financial performance under U.S. GAAP and should not be considered as an alternative to net income (loss) from continuing operations, operating income or any other measures derived in accordance with U.S. GAAP. For a definition of Adjusted EBITDA, a reconciliation of Adjusted EBITDA to net income (loss) from continuing operations and a discussion of why we believe Adjusted EBITDA provides useful information to investors, see "Non-U.S. GAAP Financial Measures."

	Change			
	2024 vs. 2023			
	June 30, 2024	June 30, 2023	\$	%
(In thousands, except percentages)				
Revenues	\$ 2,238,298	\$ 2,079,569	\$ 158,729	8%

Total revenues increased 8% as a result of an increase in real estate transactions compared to the same period in 2023, because of the superior productivity of our agents, which more than offset declines in the U.S. real estate market in the first half of 2024. Our revenue also increased due to increased home sales prices.

	Change			
	2024 vs. 2023			
	June 30, 2024	June 30, 2023	\$	%
(In thousands, except percentages)				

	June 30, 2024	June 30, 2023	\$	%
	(In thousands, except percentages)			
Commissions and other agent-related costs	\$ 2,062,414	\$ 1,912,453	\$ 149,961	8%

Commissions and other agent-related costs increased 8% primarily because of the increase in real estate transactions and increased home sales prices. Commissions and other agent-related costs include sales commissions, revenue share and stock-based compensation paid to our agents.

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	Change		Change				
	2024 vs. 2023		2024 vs. 2023				
June 30, 2024	June 30, 2023	\$	%	September 30, 2024	September 30, 2023	\$	%

General and administrative expenses	(In thousands, except percentages)				(In thousands, except percentages)			
	\$ 123,742	\$ 119,543	\$ 4,199	4%	\$ 185,132	\$ 179,905	\$ 5,227	3%

General and administrative expenses increased **4% 3%** due to increased severance and employee-related expenses and increased legal expenses related to the antitrust lawsuits, such increases were partially offset by lower costs related to the shareholders summit in 2024, since it was conducted virtually. General and administrative expenses include costs related to wages, employee stock compensation, and other general overhead expenses.

	Change		Change				
	2024 vs. 2023		2024 vs. 2023				
June 30, 2024	June 30, 2023	\$	%	September 30, 2024	September 30, 2023	\$	%
(In thousands, except percentages)							
Technology and development expenses	\$ 29,609	\$ 28,948	\$ 661	2%			

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	Change		Change				
	2024 vs. 2023		2024 vs. 2023				
September 30, 2024	September 30, 2023	\$	%	September 30, 2024	September 30, 2023	\$	%
(In thousands, except percentages)							

Technology and development expenses	\$ 43,413	\$ 44,428	(\$ 1,015)	(2)%
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Technology and development expenses increased 2% and decreased (2%), primarily due to higher capitalized technology investments. These expenses include employee-related costs and other costs related to the maintenance and development of the technology used by both our agents and our employees.

		Change 2024 vs. 2023		Change 2024 vs. 2023	
June 30, 2024	June 30, 2023	\$	%	September 30, 2024	September 30, 2023

		(In thousands, except percentages)				(In thousands, except percentages)	
Sales and marketing expenses		\$ 6,170	\$ 5,787	\$ 383	7%	\$ 8,962	\$ 8,962 \$ - 0%

Sales and marketing expenses increased 7% were flat in 2024 compared to 2023 due to increased advertising in the U.S. and Canada residential real estate market.

		Change 2024 vs. 2023		Change 2024 vs. 2023	
June 30, 2024	June 30, 2023	\$	%	September 30, 2024	September 30, 2023

		(In thousands, except percentages)				(In thousands, except percentages)	
Total other (income) expense, net		(\$ 2,414)	(\$ 1,683)	(\$ 731)	(43)%	(\$ 2,934)	(\$ 2,032)(\$ 902) (44)%

Other (income) expense, net increased (43%)(44%) primarily due to increased interest income when compared to the first quarter nine months of 2023. Other (income) expense, include net includes interest income earned on cash and cash equivalents, and (earnings) losses related to equity investments.

		Change 2024 vs. 2023		Change 2024 vs. 2023	
June 30, 2024	June 30, 2023	\$	%	September 30, 2024	September 30, 2023

	(In thousands, except percentages)					(In thousands, except percentages)			
Income tax expense	\$ 4,841	\$ 1,174	\$ 3,667	312%					
Income tax (benefit) expense					\$ 3,508	\$ 2,962	\$ 546	18%	

The Company's provision for income tax expense from continuing operations amounted to **\$4.8 million** **\$3.5 million** and **\$1.2 million** **\$3.0 million** for the **six** **nine** months ended **June 30, 2024** **September 30, 2024** and 2023, respectively, which represented effective tax rates of negative (69.6%) and positive **174.3%** and **8.1%** **15.9%**, respectively. The provision for income tax expense was primarily attributable to deductible stock-based compensation shortfalls, research and development credit and non-deductible executive compensation.

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BUSINESS SEGMENT DISCLOSURES

See Note 8 – *Segment Information* to the unaudited condensed consolidated financial statements for additional information regarding our business segments. The following table reflects the results of each of our reportable segments during the three months ended **June 30, 2024** **September 30, 2024** and 2023:

	Three Months Ended		Change		Three Months Ended		Change	
			2024 vs. 2023				2024 vs. 2023	
	June 30, 2024	June 30, 2023	\$	%	September 30, 2024	September 30, 2023	\$	%

Statement of Operations Data:	(In thousands)				(In thousands)				
	Revenues	North American Realty	International Realty	Other Affiliated Services	Segment eliminations	Total Consolidated Revenues	Adjusted Segment EBITDA ⁽¹⁾	Total Segment Adjusted EBITDA	
North American Realty	\$ 1,274,621	\$ 1,219,345	\$ 55,276	5%		\$ 1,206,660	\$ 1,198,207	\$ 8,453	1%
International Realty	20,316	11,991	8,325	69%		24,230	14,896	9,334	63%
Other Affiliated Services	1,467	1,072	395	37%		1,426	980	446	46%
Segment eliminations	(1,160)	(1,292)	132	10%		(1,129)	(1,290)	161	12%
Total Consolidated Revenues	\$ 1,295,244	\$ 1,231,116	\$ 64,128	5%		\$ 1,231,187	\$ 1,212,793	\$ 18,394	2%
Adjusted Segment EBITDA⁽¹⁾									
North American Realty	38,503	34,122	\$ 4,381	13%		28,899	27,169	\$ 1,730	6%
International Realty	(2,376)	(3,782)	1,406	37%		(1,670)	(2,647)	977	37%
Other Affiliated Services	(988)	(1,168)	180	15%		(1,282)	(918)	(364)	(40)%
Total Segment Adjusted EBITDA	35,139	29,172	5,967	20%		25,947	23,604	2,343	10%
Corporate expenses and other	(2,325)	(2,325)	(0)	-%		(2,005)	(2,812)	807	29%
Total Reported Adjusted EBITDA⁽¹⁾	\$ 32,814	\$ 26,847	\$ 5,967	22%		\$ 23,942	\$ 20,792	\$ 3,150	15%

⁽¹⁾ Adjusted Segment EBITDA and Adjusted EBITDA are not measurements of our financial performance under U.S. GAAP and should not be considered as alternatives to net (loss) income from continuing operations, operating income, or any other measures derived in accordance with U.S. GAAP. For a definition of Adjusted Segment EBITDA and Adjusted EBITDA and a reconciliation of such measures to operating (loss) profit from continuing operations and net (loss) income from continuing operations, respectively, see "Non-U.S. GAAP Financial Measures". Management evaluates the operating results of each of its reportable segments based upon revenue and Adjusted Segment EBITDA. Adjusted Segment EBITDA is defined by us as operating (loss) profit from continuing operations plus depreciation and amortization and stock-based compensation expenses. Adjusted EBITDA is defined by us as net (loss) income from continuing operations, excluding other income (expense), income tax benefit (expense), depreciation, amortization, impairment charges, litigation contingency expenses, stock-based compensation expense, and stock option expense and other items that are not core to the operating activities of the Company. The Company's presentation of Adjusted Segment EBITDA and Adjusted EBITDA may not be comparable to similar measures used by other companies.

North American Realty revenues increased 1% in the third quarter of 2024 compared to the same period in 2023 primarily due to increased home sales prices, despite the challenging market in the U.S. residential real estate markets. Adjusted EBITDA increased 6% due to improved business efficiencies and reduced costs.

International Realty revenues increased 63% in the third quarter of 2024 compared to the same period in 2023 primarily due to increased real estate transactions driven by improved agent production in previously launched markets. Adjusted EBITDA improved 37% in the third quarter of 2024 compared to the same period in 2023 due to increased revenue and improved business efficiencies and reduced costs.

Other Affiliated Services revenues increased 46% due to Virbela Frame® revenue, which more than offset lower SUCCESS® revenues. Adjusted EBITDA decreased (40%) due to increased costs partially offset by increased revenues.

Corporate expenses and other contain the costs incurred to operate the corporate parent of eXp Realty.

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The following table reflects the results of each of our reportable segments during the nine months ended September 30, 2024 and 2023:

			Change	
	Nine Months Ended		2024 vs. 2023	
	September 30, 2024	September 30, 2023	\$	%
<i>(In thousands)</i>				
Statement of Operations Data:				
Revenues				
North American Realty	\$ 3,408,418	\$ 3,254,666	\$ 153,752	5%
International Realty	60,142	37,644	22,498	60%
Other Affiliated Services	4,681	3,729	952	26%
Segment eliminations	(3,756)	(3,677)	(79)	(2)%
Total Consolidated Revenues	\$ 3,469,485	\$ 3,292,362	\$ 177,123	5%
Adjusted Segment EBITDA (1)				
North American Realty	85,208	82,495	\$ 2,713	3%
International Realty	(7,401)	(10,105)	2,704	27%
Other Affiliated Services	(3,037)	(2,767)	(270)	(10)%
Total Segment Adjusted EBITDA	74,770	69,623	5,147	7%
Corporate expenses and other	(6,973)	(7,360)	387	5%
Total Reported Adjusted EBITDA	\$ 67,797	\$ 62,263	\$ 5,534	9%

⁽¹⁾ Adjusted Segment EBITDA and Adjusted EBITDA are not measurements of our financial performance under U.S. GAAP and should not be considered as alternatives to net (loss) income from continuing operations, operating income, or any other measures derived in accordance with U.S. GAAP. For a definition of Adjusted Segment EBITDA and Adjusted EBITDA and a reconciliation of such measures to operating profit and net (loss) income (loss) from continuing operations, respectively, see "Non-U.S. GAAP Financial Measures". Management evaluates the operating results of each of its reportable segments based upon revenue and Adjusted Segment EBITDA. Adjusted Segment EBITDA is defined by us as operating (loss) profit (loss) from continuing operations plus depreciation and amortization and stock-based compensation expenses. Adjusted EBITDA is defined by us as net (loss) income (loss) from continuing operations, excluding other income (expense), income tax benefit (expense), depreciation, amortization, impairment charges, litigation contingency expenses, stock-based compensation expense, and stock option expense and other items that are not core to the operating activities of the Company. The Company's presentation of Adjusted Segment EBITDA and Adjusted EBITDA may not be comparable to similar measures used by other companies.

North American Realty revenues increased 5% **in** for the second quarter of 2024 **nine months ended September 30, 2024** compared to the same period in 2023 primarily due to increased real estate transactions and increased home sales prices, despite the challenging market in the U.S. residential real estate markets. Adjusted EBITDA increased 13% due to improved business efficiencies and reduced costs.

International Realty revenues increased 69% in the second quarter of 2024 compared to the same period in 2023 primarily due to increased real estate transactions driven by improved agent production in previously launched markets. Adjusted EBITDA improved 37% in the second quarter of 2024 compared to the same period in 2023 due to increased revenue and improved business efficiencies and reduced costs.

Other Affiliated Services revenues increased 37% due to Virbela Frame® revenue, which more than offset lower SUCCESS® revenues. Adjusted EBITDA improved 15% due to increased revenues and cost containment initiatives.

Corporate expenses and other contain the costs incurred to operate the corporate parent of eXp Realty.

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The following table reflects the results of each of our reportable segments during the six months ended June 30, 2024 and 2023:

	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023	Change			
			2024 vs. 2023			
			\$	%		
<i>(In thousands)</i>						
Statement of Operations Data:						
Revenues						
North American Realty	\$ 2,201,758	\$ 2,056,459	\$ 145,299	7%		
International Realty	35,912	22,748	13,164	58%		
Other Affiliated Services	3,255	2,749	506	18%		
Segment eliminations	(2,627)	(2,387)	(240)	(10)%		
Total Consolidated Revenues	\$ 2,238,298	\$ 2,079,569	\$ 158,729	8%		
Adjusted Segment EBITDA ⁽¹⁾						
North American Realty	56,312	55,325	\$ 987	2%		
International Realty	(5,731)	(7,458)	1,727	23%		
Other Affiliated Services	(1,755)	(1,849)	94	5%		
Total Segment Adjusted EBITDA	48,826	46,018	2,808	6%		
Corporate expenses and other	(4,968)	(4,548)	(420)	(9)%		
Total Reported Adjusted EBITDA	\$ 43,858	\$ 41,470	\$ 2,388	6%		

⁽¹⁾ Adjusted Segment EBITDA and Adjusted EBITDA are not measurements of our financial performance under U.S. GAAP and should not be considered as alternatives to net income (loss) from continuing operations, operating income, or any other measures derived in accordance with U.S. GAAP. For a definition of Adjusted Segment EBITDA and Adjusted EBITDA and a reconciliation of such measures to operating profit and net income (loss) from continuing operations, respectively, see "Non-U.S. GAAP Financial Measures". Management evaluates the operating results of each of its reportable segments based upon revenue and Adjusted Segment EBITDA. Adjusted Segment EBITDA is defined by us as operating profit (loss) from continuing operations plus depreciation and amortization and stock-based compensation expenses. Adjusted EBITDA is defined by us as net income (loss) from continuing operations, excluding other income (expense), income tax benefit (expense), depreciation, amortization, impairment charges, litigation contingency expenses, stock-based compensation expense, and stock option expense and other items that are not core to the operating activities of the Company. The Company's presentation of Adjusted Segment EBITDA and Adjusted EBITDA may not be comparable to similar measures used by other companies.

North American Realty revenues increased 7% for the six months ended June 30, 2024 compared to the same period in 2023 primarily due to increased real estate transactions and increased home sales prices, despite the challenging market in the U.S. residential real estate markets. Adjusted EBITDA increased 2% 3% due to increased revenues, net of agent commissions and other agent-related costs, partially offset by increased legal expenses, increased severance and employee-related expenses.

International Realty revenues increased 58% 60% for the six nine months ended June 30, 2024 September 30, 2024 compared to the same period in 2023 primarily due to increased real estate transactions driven by improved agent production in previously launched markets. Adjusted EBITDA improved 23% 27% for the six nine months ended June 30, 2024 September 30, 2024 compared to the same period in 2023 due to increased revenue and improved business efficiencies and reduced costs.

Other Affiliated Services revenues increased 18% 26% due to Virbela Frame® revenue, which more than offset lower SUCCESS® revenues. Adjusted EBITDA improved 5% decreased (10%) due to increased revenues, partially offset by increases in selling, general and administrative expenses related to investing in business initiatives, initiatives, partially offset by increased revenues.

Corporate expenses and other contain the costs incurred to operate the corporate parent of eXp Realty.

NON-U.S. GAAP FINANCIAL MEASURES

To supplement our condensed consolidated financial statements, which are prepared and presented in accordance with U.S. GAAP, we use Adjusted EBITDA, a non-U.S. GAAP financial measure, to understand and evaluate our core operating performance. This non-GAAP financial measure, which may be different than similarly titled measures used by other companies, is presented to enhance investors' overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with U.S.GAAP.

We define the non-U.S. GAAP financial measure of Consolidated Adjusted EBITDA to mean net (loss) income (loss) from continuing operations, excluding other income (expense), income tax benefit (expense), depreciation, amortization, impairment charges, litigation contingency expenses, stock-based compensation expense and stock option expense. Adjusted Segment EBITDA is defined as operating profit (loss) from continuing operations plus depreciation and

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amortization and stock-based compensation expenses. We believe that Consolidated Adjusted EBITDA and Adjusted Segment EBITDA provides useful information about our financial performance, enhances the overall understanding of our past performance and future prospects and allows for greater transparency with respect to a key metric used by our management for financial and operational decision-making. We believe that Adjusted Segment EBITDA helps identify underlying trends in our business that otherwise could be masked by the effect of the expenses that we exclude in Adjusted Segment EBITDA. In particular, we believe the exclusion of stock and stock option expenses, provides a useful supplemental measure in evaluating the performance of our underlying operations and provides better transparency into our results of operations.

We are presenting the non-U.S. GAAP measure of Adjusted EBITDA to assist investors in seeing our financial performance through the eyes of management, and because we believe this measure provides an additional tool for investors to use in comparing our core financial performance over multiple periods with other companies in our industry.

Adjusted EBITDA should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with U.S. GAAP. There are a number of limitations related to the use of Adjusted EBITDA compared to net (loss) income (loss) from continuing operations, the closest comparable U.S. GAAP measure. Some of these limitations are that:

- Adjusted EBITDA excludes stock-based compensation expense related to our agent growth incentive program and stock option expense, which have been, and will continue to be for the foreseeable future, significant recurring expenses in our business and an important part of our compensation strategy; and
- Adjusted EBITDA excludes certain recurring, non-cash charges such as depreciation of fixed assets, amortization of intangible assets, and impairment charges related to these long-lived assets, and, although these are non-cash charges, the assets being depreciated, amortized, or impaired may have to be replaced in the future.

The following tables present a reconciliation of Adjusted EBITDA to net (loss) income from continuing operations, the most comparable U.S. GAAP financial measure, for each of the periods presented:

					Three Months Ended September 30, 2024		Nine Months Ended September 30, 2024	
	Three Months Ended June 30,		Six Months Ended June 30,		Ended 30, 2024	Ended 30, 2023		
	2024	2023	2024	2023	(\$)	(\$)		
Net (loss) income from continuing operations	\$ 11,766	\$ 11,355	(\$ 2,064)	\$ 13,347	6,481)	2,265	8,545)	15,614
Total other (income) expense, net	(1,375)	(1,151)	(2,414)	(1,683)	(520)	(348)	(2,934)	(2,032)
Income tax (benefit) expense	8,146	2,632	4,841	1,174	(1,333)	1,788	3,508	2,962
Depreciation and amortization	2,963	3,143	5,363	5,358	2,379	2,790	7,742	8,148
Litigation contingency	-	-	16,000	-	18,000	-	34,000	-
Stock compensation expense ⁽¹⁾	9,329	8,488	18,157	18,148	9,910	11,764	28,067	29,912
Stock option expense	1,985	2,380	3,975	5,126	1,987	2,533	5,959	7,659
					\$	\$	\$	\$
Adjusted EBITDA	\$ 32,814	\$ 26,847	\$ 43,858	\$ 41,470	23,942	20,792	67,797	62,263

⁽¹⁾ This includes agent growth incentive stock compensation expense and stock compensation expense related to business acquisitions.

LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity are our cash and cash equivalents on hand and cash flows generated from our business operations. Our ability to generate sufficient cash flow from operations or to access certain capital markets, including banks, is necessary to fund our operations and capital expenditures, repurchase our common stock, and meet obligations as they become due. Our cash and cash equivalents balances and cash flows from operations have strengthened primarily due to transaction volume growth and improved cost leverage over the prior five years, attributable to the expansion of our independent agent and broker network and, to a lesser extent, increased average prices of home sales.

Currently, our primary use of cash on hand is to sustain and grow our business operations, including, but not limited to, commission and revenue share payments to agents and brokers and cash outflows for operating expenses and dividend payments. In addition, except for the \$34 million litigation contingency accrual, the Company has no known material cash requirements as of **June 30, 2024** **September 30, 2024**, relating to capital expenditures, commitments, or human capital (except as passthrough commissions to agents and brokers concurrent with settled real estate transactions). The Company intends to use available cash to pay the \$34 million antitrust litigation Settlement amount.

We believe that our existing balances of cash and cash equivalents and cash flows expected to be generated from our operations will be sufficient to satisfy our operating requirements for at least the next twelve months. Our future capital requirements will depend on many factors, including our level of investment in technology, our rate of growth into new markets, and cash used to repurchase shares of the Company's common stock. Our capital requirements may be affected.

by factors which we cannot control such as the changes in the residential real estate market, interest rates, **industry practice changes in light of the NAR Settlement**, and other monetary and fiscal policy changes to the manner in which we currently operate. In order to support and achieve our future

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growth plans, we may need or seek advantageously to obtain additional funding through equity or debt financing. We believe that our current operating structure will facilitate sufficient cash flows from operations to satisfy our expected long-term liquidity requirements beyond the next twelve months.

Net Working Capital

Net working capital is calculated as the Company's total current assets less its total current liabilities. The following table presents our net working capital as of **June 30, 2024** **September 30, 2024** and December 31, 2023:

	June 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Current assets	\$ 335,567	\$ 266,475	\$ 309,585	\$ 266,475
Current liabilities	(237,105)	(141,640)	(221,532)	(141,640)
Net working capital	\$ 98,462	\$ 124,835	\$ 88,053	\$ 124,835

For the **six** **three** months ended **June 30, 2024** **September 30, 2024**, net working capital decreased **(\$26.4)** **36.8** million, or **(21)** **(29)%**, compared to December 31, 2023, primarily due to increased accrued liabilities and accounts receivable, due to the increased revenues in the **first half** **third quarter** of 2024, compared to the **last half** **fourth quarter** of 2023.

Cash Flows

The following table presents our cash flows for the three months ended **June 30, 2024** **September 30, 2024** and 2023:

	Six Months Ended June 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net cash provided by operating activities	\$ 131,801	\$ 154,168	\$ 177,800	\$ 176,516
Net cash used in investment activities	(10,369)	(9,962)	(12,959)	(11,318)
Net cash used in financing activities	(96,458)	(90,935)	(138,370)	(150,843)
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	(1,346)	620	(624)	403
Net change in cash, cash equivalents and restricted cash	\$ 23,628	\$ 53,891	\$ 25,847	\$ 14,758

For the **six** **nine** months ended **June 30, 2024** **September 30, 2024**, net cash provided by operating activities **decreased** **(\$22.4)** **million** **increased** **\$1.3** million compared to the same period in 2023. The **decrease** **increase** in operating activities was primarily driven by **decreased** **net income**, **improved** **operating** **results**, **increased** **customer** **deposits**, **lower** **agent** **equity** **stock** **compensation** **expense** and **customer** **deposits**, partially offset by **favorable** **working** **capital** **changes**.

For the **six** **nine** months ended **June 30, 2024** **September 30, 2024**, net cash used in investing activities relates to cash used for purchases of property and equipment, acquisition of new business, and investments in affiliates and increased modestly compared to the same period of 2023.

For the **six** **nine** months ended **June 30, 2024** **September 30, 2024** and 2023 net cash flows used in financing activities **increased** **\$5.5** **million** **decreased** **\$12.5** million compared to the same period in 2023, primarily driven by **increased** **lower** **stock** **repurchases**

and the payment of cash dividends. repurchases.

Acquisitions

While we do not consider acquisitions a critical element of our ongoing business, we seek opportunities to expand and enhance our portfolio of solutions, access new revenue streams, or otherwise complement or accelerate the growth of our existing operations. We may fund acquisitions or investments in complementary businesses with various sources of capital including existing cash balances and cash flow from operations. Acquisitions during the first ~~six~~nine months of 2024 have not had a material impact on cash flow.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements included in the 2023 Annual Report, which provides a description of our critical accounting policies. There were no changes to critical accounting policies or estimates as reflected in our 2023 Annual Report. For additional information regarding our critical accounting policies and estimates, see the Critical Accounting Policies and Estimates section of MD&A included in our 2023 Annual Report.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our exposures to market risk since December 31, 2023. For details on the Company's interest rate and foreign currency exchange, see "Item 7A. Quantitative and Qualitative Information About Market Risks" in our 2023 Annual Report.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Management is responsible for establishing and maintaining disclosure controls and procedures that are designed to ensure that information required to be disclosed in its reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer (as the principal executive officer) and Principal Financial Officer, to allow timely decisions regarding required disclosures.

As of ~~June 30, 2024~~September 30, 2024, an evaluation was conducted by the Company under the supervision and with the participation of its management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, our Chief Executive Officer and Principal Financial Officer each concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of ~~June 30, 2024~~September 30, 2024.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended ~~June 30, 2024~~September 30, 2024 that have materially affected, or are reasonably believed to be likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

See Note 12 ~~– Commitments and Contingencies~~ and Note 13 – Subsequent Events to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report for additional information regarding the Company's legal proceedings, which is incorporated herein

by reference. We cannot provide any assurances that results of such litigation will not have a material adverse effect on our business, results of operations, cash flows or financial condition.

Litigation and other legal matters are inherently unpredictable and subject to substantial uncertainties and adverse resolutions could occur. In addition, litigation and other legal matters, including class action lawsuits, government investigations and regulatory proceedings can be costly to defend and, depending on the class size and claims, could be costly to settle. As such, the Company could incur judgments, penalties, sanctions, fines or enter into settlements of claims with liability that are materially in excess of amounts accrued and these settlements could have a material adverse effect on the Company's financial condition, results of operations or cash flows in any particular period.

Item 1A. RISK FACTORS

The business, financial condition and operating results of the Company can be affected by a number of risks, whether currently known or unknown. For a discussion of our potential risks and uncertainties, please see in Part I, Item 1A Risk Factors of the 2023 Annual Report. Additional risks not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or results of operations in future periods. Any of these factors, in whole or in part, could materially and adversely affect the Company's business, financial condition, operating results and stock price. Except for the risk factors disclosed in Part I, Item 1A of 2023 Annual Report, which are hereby incorporated by reference into this Part II, Item 1A of this Quarterly Report, the risk factor related to legal and regulatory matters and the modified risk factor related to our stock set forth below, there have been no material changes to the Company's risk factors as disclosed in the 2023 Annual Report. Modifications to the risk factors below are designated by underlined text and removals are designated by ~~stricken~~ text.

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Risks Related to Legal and Regulatory Matters

Adverse outcomes in litigation and regulatory actions against other companies and agents in our industry could adversely impact our financial results.

Adverse outcomes in legal and regulatory actions against other companies, brokers, and agents in the residential and commercial real estate industry may adversely impact the financial condition of the Company and our real estate brokers and agents when those matters relate to business practices shared by the Company, our real estate brokers and agents, or our industry at large. Such matters may include, without limitation, RESPA, Telephone Consumer Protection Act of 1991 and state consumer protection law, antitrust and anticompetition, and worker classification claims. Additionally, if plaintiffs or regulatory bodies are successful in such actions, this may increase the likelihood that similar claims are made against the Company and/or our real estate brokers and agents which claims could result in significant liability and be adverse to our financial results if we or our brokers and agents are unable to distinguish or defend our business practices.

As an example, in the matter of *Burnett v. National Association of Realtors* (U.S. District Court for the Western District of Missouri), a federal jury found NAR and certain other remaining brokerage defendants liable for \$1.8 billion in damages ~~related to allegations of breach of federal and state antitrust laws, which matter remains subject to final court approval. Additionally, certain other brokerage defendants settled with the plaintiffs, including both monetary and non-monetary settlement terms, which also remain subject to final court approval. Since that time, the Company has been named in multiple putative class action complaints; all defendants have since settled (some of which remain subject to final court approval). That same day, the Company, along with other brokerage and non-brokerage defendants, were named as defendants in *Gibson v. National Association of Realtors*, alleging a similar fact pattern and antitrust violations. Since that time, the Company has been~~ was named as a defendant in additional putative class action lawsuits alleging similar fact patterns and antitrust violations. NAR and certain brokerage defendants have settled certain of these lawsuits, which include both monetary and non-monetary settlement terms. ~~Those~~On October 1, 2024, the Company entered into a Settlement Term Sheet (the "Settlement") with plaintiffs in the U.S. antitrust litigation filed by plaintiffs 1925 Hooper LLC and others in the Northern District of Georgia (the "Hooper Action"). The Company expects that the proposed Settlement would resolve all U.S. claims set forth in the Hooper Action, as well as all similar claims on a nationwide basis against the Company (collectively, the "Nationwide Claims") and would release the

Company, its subsidiaries and affiliates, and their independent contractor real estate agents in the United States from the Nationwide Claims. By the terms of the Settlement, the Company agreed to make certain changes to its business practices and to pay a total settlement amount of \$34.0 million. The Settlement remains subject to preliminary and final court approval and will become effective following any appeals process, if applicable. Both the NAR and the Company's settlement terms may materially impact business practices within the industry which could adversely impact the Company's business, results of operations, and financial condition.

Risks Related to our Real Estate Business

The real estate market may be severely impacted by industry changes as the result of certain class action lawsuits, settlements, or government investigations.

The real estate industry faces significant pressure from private lawsuits and investigations by the Department of Justice (the "DOJ") into antitrust issues.

In April 2019, the National Association of REALTORS® ("NAR") and certain brokerages and franchisors (including Realogy Holdings Corp., HomeServices of America, Inc. RE/MAX, and Keller Williams Realty, Inc.) were named as defendants in a class action complaint alleging a conspiracy to violate federal antitrust laws by, among other things, requiring residential property sellers in Missouri to pay inflated commission fees to buyer brokers (the "NAR Class Action"). On October 31, 2023, a jury found NAR and various of its co-defendants liable and awarded plaintiffs nearly \$1.8 billion in damages (all defendants have since settled, some of which remain subject to final court approval). Class action suits raising similar claims are already pending in this and other jurisdictions and the outcome of the NAR Class Action may result in additional such actions being filed. The Company ~~has been~~was named as one of several defendants in similar class action suits, as discussed further in our 2023 Annual Report, but entered into a settlement term sheet on October 1, 2024 to resolve all U.S. Nationwide Claims. See, Note 12 – Commitments and Contingencies and Note 13 – Subsequent Events to these unaudited consolidated financial statements.

Defending against class action litigation is costly, may divert time and money away from our operations, and imposes a significant burden on management and employees. Also, the results of any such litigation or investigation cannot be

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predicted with certainty, and any negative outcome could result in payments of substantial monetary damages or fines, and/or undesirable changes to our operations or business practices, and accordingly, our business, financial condition, or results of operations could be materially and adversely affected.

On March 15, 2024, NAR entered a settlement agreement to resolve on a class wide basis the claims against NAR in the NAR Class Action. In addition to a monetary payment of \$418 million, NAR agreed to change certain business practices, including changes to cooperative compensation and buyer agreements. The NAR settlement agreement: (1) prohibits NAR and REALTOR® MLSs from requiring that listing brokers or sellers make offers of compensation to buyer brokers or other

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buyer representatives; (2) prohibits NAR, REALTOR® MLSs and MLS participants from making an offer of compensation on the MLS; and (3) requires all REALTOR® MLS participants to enter into a written buyer agreement specifying compensation before

taking a buyer on tour. The NAR settlement received preliminary court approval on April 23, 2024.

These revised NAR rules and practices have caused and may require additional changes to our business model, including changes to agent and broker compensation and how we meet home buyers. Without mandated commission sharing, for example, we may see the introduction of hourly or a la carte services. Or, if buyers now compensate brokers, they may be more likely to contact listing agents directly, which could drive down dual agent broker commissions. Home lending rules and norms do not currently allow buyers to include buyer's agent compensation in the balance of a home loan, which may impair the ability of homebuyers to pay their agent fees when purchasing a home. The amended rules and regulations also require us to get a buyer agreement signed before we take a home buyer on a first tour. This requirement may dissuade buyers from hiring the Company, thereby reducing the fees we receive from our agents. These and other shifts in the model for agent and broker compensation could significantly change the brokerage landscape overall and may adversely affect our financial condition and results of operations.

In addition to the NAR Class Action and various similar private actions already pending, beginning in 2018, the DOJ began investigating NAR for violations of the federal antitrust laws. The DOJ and NAR appeared to reach a resolution in November 2020, resulting in the filing of a Complaint and Proposed Consent Judgment pursuant to which NAR agreed to adopt certain rule changes, such as increased disclosure of commission offers. The DOJ has since sought to continue its investigation of NAR, and on April 5, 2024 a federal appeals court decided that the DOJ could reopen its investigation. It is uncertain what effect, if any, the resumption of the DOJ's investigation could have on the larger real estate industry, including any further settlement that may result therefrom.

Risks Related to Our Stock

Because we can issue additional shares of common stock and because we issue stock under equity incentive plans, our stockholders may experience dilution in the future.

We are authorized to issue up to 900,000,000 shares of common stock, of which 183,606,708 shares were issued and 154,669,037 shares were outstanding as of December 31, 2023. Additionally, the Company maintains a 2015 Equity Incentive Plan and a 2024 Equity Incentive Plan from which employees, agents, brokers and certain service providers of the Company and its affiliates can receive awards of the Company's common stock. As of December 31 June September 30, 2024, there no additional issuances were 88,596,220 shares registered and authorized under being made out of the 2015 Equity Incentive Plan, of which 1,782,991 20,760,284 are available for future issuance. Plan. As of June 30, 2024 September 30, 2024, there were 150,000,000 shares authorized and 36,000,000 shares registered under the 2024 Equity Incentive Plan, of which 150,000,000 147,766,310 are available for future issuance, subject to registration. The Company will cease issuing shares under the 2015 Equity Incentive Plan once Plan. when it switches to issuing shares under the 2024 Equity Incentive Plan which is anticipated to occur during the fiscal quarter ended September 30, 2024 on September 1, 2024. Our Board of Directors has the authority to cause us to issue additional shares of common stock without consent of any of our stockholders, subject to applicable Nasdaq listing rules. Consequently, current stockholders may experience more dilution in their ownership of our common stock in the future.

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Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

The following table provides information about repurchases of our common stock through the quarter ended June 30, 2024 September 30, 2024:

Period									Total	
									number of shares purchased	Approximate dollar value of shares that may yet be purchased
	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or under the plans or programs (1)	Approximate dollar value of shares that may yet be purchased under the plans or programs	Total number of shares purchased	Average price paid per share	Number of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs		
4/1/2024-4/30/2024	2,002,515	\$ 10.12	2,002,515	\$ 379,074,101						
5/1/2024-5/31/2024	1,327,188	11.91	1,327,188	364,074,109						
6/1/2024-6/30/2024	1,369,246	10.90	1,369,246	349,080,915						
7/1/2024-7/31/2024					984,278	12.87	984,278	337,380,927		
8/1/2024-8/31/2024					941,746	12.40	941,746	325,683,880		
9/1/2024-9/30/2024					868,016	13.46	868,016	313,984,244		
Total	4,698,949	\$ 10.98	4,698,949		2,794,040	\$ 12.91	2,794,040			

(1) In December 2018, the Board approved a stock repurchase program authorizing the Company to purchase its common stock. In November 2019, the Board amended the repurchase program, increasing the total amount authorized to be purchased from \$25.0 million to \$75.0 million. In December 2020, the Board approved another amendment to the repurchase program increasing the total amount authorized to be purchased from \$75.0 million to \$400.0 million. In May

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2022, the Board approved another amendment to the repurchase program increasing the total amount authorized to be purchased from \$400.0 million to \$500.0 million. In June 2023, the Board approved another amendment to the repurchase program increasing the total amount authorized to be purchased from \$500.0 million to \$1.0 billion. The stock repurchase program is more fully disclosed in *Note 7 – Stockholders' Equity* to the condensed consolidated financial statements.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

During the three months ended **June 30, 2024** **September 30, 2024**, no directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408 of Regulation S-K.

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Item 6. EXHIBITS

Exhibit Number	Exhibit Description	Form	Exhibit	Incorporated by Reference Description	Form	Exhibit	Incorporated by Reference Description
3.1	Restated Certificate of Incorporation	10-K	3.1	2/28/2023			Restated Certificate of Incorporation
3.2	Restated Bylaws	10-K	3.2	2/28/2023			Restated Bylaws
10.1	Eighth Amendment to eXp World Holdings, Inc. Stock Repurchase Plan	8-K	10.1	6/20/2024			
10.2*†	eXp World Holdings, Inc. 2024 Equity Incentive Plan						
31.1*	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934						Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2*	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934						Certification of the Chief Accounting Officer (Principal Financial Officer) pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934

32.1**	<u>Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>	<u>Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2**	<u>Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>	<u>Certification of the Chief Accounting Officer (Principal Financial Officer) pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.INS*	Inline XBRL Instance Document	Inline XBRL Instance Document
101.SCH *	Inline XBRL Taxonomy Extension Schema Document	* Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document	Inline XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith

** Furnished herewith and not "filed" for purposes of Section 18 of the Exchange Act

† Management contract or compensatory plan or arrangement

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

July 31, November 7, 2024

eXp World Holdings, Inc.
(Registrant)

/s/ Kent Cheng
Kent Cheng

Exhibit 10.2**eXp World Holdings, Inc. 2024 Equity Incentive Plan**

1. PURPOSE. eXp World Holdings, Inc., a Delaware corporation (the "Company") has established this Plan to provide incentives to attract, retain and motivate eligible persons whose present and potential contributions are important to the success of the Company, and any Parents and Subsidiaries that exist now or in the future, by offering them an opportunity to participate in the Company's future performance through the grant of equity based Awards. Capitalized terms not defined herein are defined in Appendix 2.

2. SHARES SUBJECT TO THE PLAN.

2.1 Number of Shares Available. Subject to Sections 2.4 and 20 and any other applicable provisions hereof, the total number of Shares reserved and available for grant and issuance pursuant to this Plan, including Shares that may be made subject to ISOs, is 150,000,000 Shares. The aggregate number of Shares reserved for grant and issuance hereunder will automatically increase on January 1 of each year, commencing on January 1, 2024, and ending on (and including) January 1, 2034, in an amount equal to the lesser of (i) three percent (3%) of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, or (ii) such number of shares of Common Stock as determined by the Board.

2.2 Lapsed, Returned Awards. Shares subject to Awards, and Shares issued under the Plan under any Award, will again be available for grant and issuance in connection with subsequent Awards under this Plan to the extent such Shares: (i) are subject to issuance upon exercise of an Option granted under this Plan but which cease to be subject to the Option for any reason other than exercise of the Option; (ii) are subject to Awards granted under this Plan that are forfeited or are repurchased by the Company at (a) the original issue price or (b) the lower of the original issue price or current fair market value, as applicable; or (iii) are subject to Awards granted under this Plan that otherwise terminate without such Shares being issued. To the extent an Award under the Plan is paid out in cash rather than Shares, such cash payment will not result in reducing the number of Shares available for issuance under the Plan. Shares used or withheld to pay the exercise price of an Award or to satisfy the tax withholding obligations related to an Award (such as through a "net exercise") will remain available for future grant or sale under the Plan. No fractional Shares shall be issued under the Plan.

2.3 Minimum Share Reserve. At all times the Company shall reserve and keep available a sufficient number of Shares as shall be required to satisfy the requirements of all outstanding Awards granted under this Plan.

2.4 Adjustment of Shares. If the number of outstanding Shares is changed by a stock dividend, recapitalization, stock split, reverse stock split, subdivision, combination, reclassification or similar change in the capital structure of the Company, without the receipt of consideration, or in the event of an extraordinary cash dividend, then (i) the number and kind of Shares reserved for issuance and future grant under the Plan set forth in Section 2.1, (ii) the Exercise Prices of outstanding Options or Purchase Prices (if applicable) for Other Stock-Based Awards, (iii) the number and kind of Shares and Performance Factors subject to outstanding Awards and (iv) any other terms that the Board or its delegate hereunder determines require adjustment, shall be appropriately adjusted consistent with such change or event in such manner as the Board may determine. Fractional Shares resulting from any adjustment in Awards shall be eliminated by rounding down.

3. ELIGIBILITY. ISOs may be granted only to Employees. All other Awards may be granted to Employees, Consultants and Directors of the Company or any Parent or Subsidiary of the Company whose participation in the Plan the Board or its delegate

hereunder determines to be in the company's best interests.

4. ADMINISTRATION.

4.1 Authority. This Plan will be administered by the Board. The Board, in its discretion, may delegate the granting of Awards and other administration of the Plan to a committee of the Board or to officers of the Company or other persons, subject to any applicable legal limitations and, in such event, references to the Board shall be references to such delegate(s), subject to the terms and conditions of such delegation. Subject to the general purposes, terms and conditions of this Plan, the Board will have full power to implement and carry out this Plan. The Board will have the authority, without limitation, to:

- (i) determine eligible Employees, Consultants and Directors to whom Awards shall be granted from time to time and the number of Shares to be covered by each Award;
- (ii) determine, from time to time, the Fair Market Value of Shares;
- (iii) determine, and to set forth in Award Agreements, the terms and conditions of all Awards, including any applicable exercise or purchase price, the installments and conditions under which an Award shall become vested (which may be based on performance), terminated, expired, cancelled, or replaced, and the circumstances for vesting acceleration or waiver of forfeiture restrictions, and other restrictions and limitations, which terms and conditions need not be uniform among Awards or Participants;
- (iv) approve the forms of Award Agreements and all other documents, notices and certificates in connection therewith which need not be identical either as to type of Award or among Participants;
- (v) construe and interpret the terms of the Plan and any Award Agreement, to determine the meaning of their terms, and to prescribe, amend, and rescind rules and procedures relating the Plan and its administration;
- (vi) delegate any of the foregoing to a subcommittee consisting of one or more executive officers pursuant to a specific delegation; and
- (vii) grant Awards to eligible Employees, Consultants and Directors residing outside the U.S. or to otherwise adopt or administer such procedures or sub-plans for such Awards on such terms and conditions different from those specified in the Plan.

4.2 Board Interpretation and Discretion. Any determination made by the Board with respect to any Award shall be made in its sole discretion at the time of grant of the Award or, unless in contravention of any express term of the Plan or Award, at any later time, and such determination shall be final and binding on the Company and all persons having an interest in any Award under the Plan. Any dispute regarding the interpretation of the Plan or any Award Agreement shall be submitted by the Participant or Company to the Board for review. The resolution of such a dispute by the Board shall be final and binding on the Company and the Participant. The Board may delegate to one or more executive officers the authority to review and resolve disputes with respect to Awards held by Participants who are not Insiders, and such resolution shall be final and binding on the Company and the Participant.

4.3 Documentation. The Award Agreement for a given Award, the Plan and any other documents may be delivered to, and accepted by, a Participant or any other person in any manner (including electronic distribution or posting) that meets applicable legal requirements.

5. OPTIONS. The Board may grant Options to Participants and will determine whether such Options will be Incentive Stock Options within the meaning of the Code ("ISOs") or Nonqualified Stock Options ("NQSOs"), the number of Shares subject to the Option, the Exercise Price of the Option, the period during which the Option may vest and be exercised, and all other terms and conditions of the Option, subject to the following:

5.1 Option Grant. Each Option granted under this Plan will identify the Option as an ISO or an NQSO. An Option may be, but need not be, awarded upon satisfaction of such Performance Factors during any Performance Period as are set out in the Participant's individual Award Agreement. If the Option is being

earned upon the satisfaction of Performance Factors, then the Board will: (x) determine the nature, length and starting date of any Performance Period for each Option; and (y) select from among the Performance Factors to be used to measure the performance. Performance Periods may overlap and Participants may participate simultaneously with respect to Options that are subject to different performance goals and other criteria.

5.2 Exercise Period. Options may be vested and exercisable within the times or upon the conditions as set forth in the Award Agreement governing such Option; provided, however, that no Option will be exercisable after the expiration of ten (10) years from the date the Option is granted; and provided further that no ISO granted to a person who, at the time the ISO is granted, directly or by attribution owns more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or of any Parent or Subsidiary of the Company as described in Section 422(b)(6) of the Code ("Ten Percent Stockholder") will be exercisable after the expiration of five (5) years from the date the ISO is granted. The Board also may provide for Options to become exercisable at one time or from time to time, periodically or otherwise, in such number of Shares or percentage of Shares as the Board determines.

5.3 Exercise Price. The Exercise Price of an Option will be determined by the Board when the Option is granted; provided that:

(i) the exercise price per share of an ISO shall not be less than 100% (or, with respect to ISOs granted to a Ten Percent Stockholder, 110%) of the Fair Market Value per share of the Common Stock on the date of grant; and

(ii) Options granted in substitution for outstanding options of another company in connection with the merger, consolidation, acquisition of property or stock or other reorganization involving such other company and the Company or any Subsidiary may be granted with an exercise price equal to the exercise price for the substituted option of the other company, subject to any adjustment consistent with the terms of the transaction pursuant to which the substitution is to occur.

(iii) The Board may issue Awards in settlement or assumption of, or in substitution for, outstanding Awards in connection with the Company or a Subsidiary acquiring another entity, an interest in another entity or an additional interest in a Subsidiary whether by merger, stock purchase, asset purchase or other form of transaction. Any Shares issuable pursuant to such Awards shall not be counted against the Share limit set forth in Section 2.1.

5.4 Method of Exercise. Any Option granted hereunder will be vested and exercisable according to the terms of the Plan and at such times and under such conditions as determined by the Board and set forth in the Award Agreement. An Option may not be exercised for a fraction of a Share. An Option will be deemed exercised when the Company receives: (i) notice of exercise (in such form as the Board may specify from time to time) from the person entitled to exercise the Option, and (ii) full payment for the Shares with respect to which the Option is exercised (together with applicable withholding taxes). Shares issued upon exercise of an Option will be issued in the name of the Participant. Until the Shares are issued (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a stockholder will exist with respect to the Shares, notwithstanding the exercise of the Option. The Company will issue (or cause to be issued) such Shares promptly after the Option is exercised. No adjustment will be made for a dividend or other right for which the record date is prior to the date the Shares are issued, except as provided in Section 2.4 of the Plan. Payment for Stock purchased upon any exercise of an Option shall be made in full in cash concurrently with such exercise, except that, if the Board shall have authorized it and the Company is not then legally prohibited from receiving such consideration, any other method in accordance with Section 9 of the Plan.

5.5 Termination. The exercise of an Option will be subject to the following (except as may be otherwise provided in an Award Agreement or authorized by the Board):

(i) If the Participant is Terminated for any reason except for Cause or the Participant's death or Disability, then the Participant may exercise such Participant's Options only to the extent that such Options would

have been exercisable by the Participant on the Termination Date no later than ninety (90) days after the Termination Date, but in any event no later than the expiration date of the Options.

(ii) If the Participant is Terminated because of the Participant's death (or the Participant dies within ninety (90) days after a Termination other than for Cause or because of the Participant's Disability), then the Participant's Options may be exercised only to the extent that such Options would have been exercisable by the Participant on the Termination Date and must be exercised by the Participant's legal representative, or authorized assignee, no later than twelve (12) months after the Termination Date, but in any event no later than the expiration date of the Options.

(iii) If the Participant is Terminated because of the Participant's Disability, then the Participant's Options may be exercised only to the extent that such Options would have been exercisable by the Participant on the Termination Date and must be exercised by the Participant (or the Participant's legal representative or authorized assignee) no later than twelve (12) months after the Termination Date, but in any event no later than the expiration date of the Options.

(iv) If the Participant is terminated for Cause, then Participant's Options shall expire on such Participant's Termination Date.

5.6. Limitations on Exercise. The Board may specify a minimum number of Shares that may be purchased on any exercise of an Option, provided that such minimum number will not prevent any Participant from exercising the Option for the full number of Shares for which it is then exercisable.

5.7. Limitations on ISOs. With respect to Awards granted as ISOs, to the extent that the aggregate Fair Market Value of the Shares with respect to which such ISOs are exercisable for the first time by the Participant during any calendar year (under all plans of the Company and any Parent or Subsidiary) exceeds one hundred thousand dollars (\$100,000), such Options will be treated as NQSOs. For purposes of this Section 5.7, ISOs will be taken into account in the order in which they were granted. The Fair Market Value of the Shares will be determined as of the date the Option with respect to such Shares is granted. In the event that the Code or the regulations promulgated thereunder are amended after the Effective Date to provide for a different limit on the Fair Market Value of Shares permitted to be subject to ISOs, such different limit will be automatically incorporated herein and will apply to any Options granted after the effective date of such amendment.

5.8. Modification, Extension or Renewal. The Board may modify, extend or renew outstanding Options, subject to applicable law, provided that any such action may not, without the written consent of a Participant, materially impair any of such Participant's rights under any Option previously granted. Any outstanding ISO that is modified, extended, renewed or otherwise altered will be treated in accordance with Section 424(h) of the Code.

6. RESTRICTED STOCK AWARDS.

6.1 Awards of Restricted Stock. A Restricted Stock Award is an offer by the Company to sell to, or a grant to, a Participant Shares that are subject to restrictions ("Restricted Stock"). The Board will determine to whom an offer will be made, the number of Shares the Participant may purchase, the Purchase Price (if any), the restrictions under which the Shares will be subject and all other terms and conditions of the Restricted Stock Award, subject to the Plan.

6.2 Purchase Price. The Purchase Price for a Restricted Stock Award will be determined by the Board and may be less than Fair Market Value on the date the Restricted Stock Award is granted (including zero). Payment of the Purchase Price (if any) must be made in accordance with Section 9 of the Plan, and the Award Agreement and in accordance with any procedures established by the Company.

6.3 Terms of Restricted Stock Awards. Restricted Stock Awards will be subject to such restrictions as the Board may impose or are required by law. These restrictions may be based on completion of a specified

number of years of service with the Company or upon completion of Performance Factors, if any, during any Performance Period as set out in the Participant's Award Agreement. Prior to the grant of a Restricted Stock Award, the Board shall: (a) determine the nature, length and starting date of any Performance Period for the Restricted Stock Award; (b) select from among the Performance Factors to be used to measure performance goals, if any; and (c) determine the number of Shares that may be

awarded to the Participant. Performance Periods may overlap and a Participant may participate simultaneously with respect to Restricted Stock Awards that are subject to different Performance Periods and having different performance goals and other criteria.

6.4 Termination of Participant. Except as may be set forth in the Participant's Award Agreement, vesting ceases on such Participant's Termination Date (unless determined otherwise by the Board).

7. RESTRICTED STOCK UNITS.

7.1 Awards of Restricted Stock Units. A Restricted Stock Unit ("RSU") is an award to a Participant covering a number of Shares that may be settled in cash, or by issuance of those Shares (which may consist of Restricted Stock). All RSUs shall be made pursuant to an Award Agreement.

7.2 Terms of RSUs. The Board will determine the terms of an RSU including, without limitation: (i) the number of Shares subject to the RSU; (ii) the time or times at which the RSU vests; (iii) the consideration to be distributed on settlement; and (iv) the effect of the Participant's Termination on each RSU. An RSU may vest upon satisfaction of such performance goals based on Performance Factors during any Performance Period as are set out in the Participant's Award Agreement. If the RSU vests upon satisfaction of Performance Factors, then the Board will: (x) determine the nature, length and starting date of any Performance Period for the RSU; (y) select from among the Performance Factors to be used to measure the performance, if any; and (z) determine the number of Shares deemed subject to the RSU. Performance Periods may overlap and participants may participate simultaneously with respect to RSUs that are subject to different Performance Periods and different performance goals and other criteria.

7.3 Form and Timing of Settlement. The Board, in its sole discretion, may settle earned RSUs in cash, Shares, or a combination of both. The Board may also permit a Participant to defer settlement under a RSU to a date or dates after the RSU vests, provided that the terms of the RSU and any deferral satisfy the requirements of Section 409A of the Code.

7.4 Termination of Participant. Except as may be set forth in the Participant's Award Agreement, vesting ceases on such Participant's Termination Date (unless determined otherwise by the Board).

8. OTHER STOCK-BASED AWARDS.

8.1 Other Stock-Based Awards. The Board is authorized to grant to Participants Other Stock-Based Awards, including shares of Common Stock awarded purely as a bonus and not subject to any restrictions or conditions, shares of Common Stock in payment of the amounts due under an incentive or performance plan sponsored or maintained by the Company, stock equivalent units, deferred stock units, and Awards valued by reference to the value of shares of Common Stock. The Board may condition the grant or vesting of Other Stock-Based Awards upon the attainment of specified Performance Factors or such other factors as the Board may determine. The Board may also provide for the grant of Common Stock under such Awards upon the completion of a specified Performance Period. Other Stock-Based Awards may be granted either alone or in addition to or in tandem with other Awards granted under this Plan.

8.2 Terms of Other Stock-Based Awards. The Board will determine, and each Award Agreement shall set forth, the terms of each Other Stock-Based Award including, without limitation: (i) any vesting conditions; (ii) the number of Shares upon which such Other Stock-Based Award is based; (iii) the Performance Factors and Performance Period (if any) that shall determine the time and extent to which each Performance Award shall be vested or granted; (d) the consideration to be distributed on settlement; and (iv) the effect of the Participant's Termination on each Other Stock-Based Award. In establishing Performance Factors and the

Performance Period (if any) the Board will: (x) determine the nature, length and starting date of any Performance Period; and (y) select from among the Performance Factors to be used. Prior to settlement the Board shall determine the extent to which Other Stock-Based Awards have been earned. Performance Periods may overlap and Participants may participate simultaneously with respect to Other Stock-Based Awards that are subject to different Performance Periods and different performance goals and other criteria.

8.3 Deferral of Other-Stock Based Awards. To the extent permitted by law, the Board may permit Participants to defer all or a portion of their compensation in the form of Other Stock-Based Awards granted under this Plan, subject to the terms and conditions of any deferred compensation arrangement established by the Company, which shall be in a manner intended to comply with Section 409A of the Code.

8.4 Termination of Participant. Except as may be set forth in the Participant's Award Agreement, vesting ceases on such Participant's Termination Date (unless determined otherwise by the Board).

9. PAYMENT FOR SHARE PURCHASES.

Payment from a Participant for Shares purchased pursuant to this Plan may be made in cash or by check or, where expressly approved for the Participant by the Board and where permitted by law (and to the extent not otherwise set forth in the applicable Award Agreement):

- (i) by forgiveness of indebtedness owed by the Company to the purchaser;
- (ii) by surrender of shares of the Company held by the Participant that have a Fair Market Value on the date of surrender equal to the aggregate exercise price or purchase price of the Shares as to which said Award will be exercised or settled;
- (iii) by reducing the number of shares of Stock to be delivered to the Participant upon exercise of the Option or settlement of an Award, with the reduction valued on the basis of the aggregate Fair Market Value on the Date of Exercise or purchase of the additional shares of Stock that would otherwise have been delivered to the Participant upon the Option exercise or Award settlement;
- (iv) by the delivery, concurrently with such exercise and in accordance with Regulation T promulgated under the Securities Exchange Act of 1934, or any successor rule or regulation, of a properly executed exercise notice for the Option and irrevocable instructions to a broker promptly to deliver to the Company to pay the exercise price a specified amount of the proceeds of a sale of the Option shares or loan secured by the Option shares;
- (v) by waiver of compensation due or accrued to the Participant for services rendered or to be rendered to the Company or a Parent or Subsidiary of the Company; and/or
- (vi) by any combination of the foregoing or by other means determined by the Board to be consistent with this Plan's purposes.

Subject to any Board approval requirements or other limitations under applicable laws, the Board may also assist any Participant in the payment for Shares by authorizing a loan from the Company, permitting the Participant to pay the exercise price or purchase price in installments or authorizing a guarantee by the Company of a third party loan to the Participant, and the terms and conditions of any such loan, installment sale or guarantee will be determined by the Board.

10. WITHHOLDING TAXES.

10.1 Withholding Generally. Whenever Shares are to be issued in satisfaction of Awards granted under this Plan, the Company may require the Participant to remit to the Company, or to the Parent or Subsidiary employing the Participant, an amount sufficient to satisfy applicable U.S. federal, state, local and international withholding tax requirements or any other tax liability legally due from the Participant prior to

the delivery of Shares pursuant to exercise or settlement of any Award. Whenever payments in satisfaction of Awards granted under this Plan are to be made in cash, such payment will be net of an amount sufficient to satisfy applicable U.S. federal, state, local and international withholding tax requirements or any other tax liability legally due from the Participant.

10.2 Stock Withholding. The Board, in its sole discretion and pursuant to such procedures as it may specify from time to time and to limitations of local law, may require or permit a Participant to satisfy such tax withholding obligation or any other tax liability legally due from the Participant, in whole or in part by (without limitation) (i) paying cash, (ii) electing to have the Company withhold otherwise deliverable cash or Shares having a Fair Market Value up to the maximum statutory amount required to be

withheld, or (iii) delivering to the Company already-owned Shares having a Fair Market Value equal to the minimum amount required to be withheld.

11. TRANSFERABILITY. An Award may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution. Notwithstanding the foregoing, the Board may determine that an Award, other than an ISO, may be transferred to a Permitted Transferee, upon such additional terms and conditions as the Board deems appropriate. All Awards shall be exercisable: (i) during the Participant's lifetime only by (a) the Participant, or (b) the Participant's guardian or legal representative; (ii) after the Participant's death, by the legal representative of the Participant's heirs or legatees; and (iii) in the case of all Awards except ISOs, by a Permitted Transferee.

12. PRIVILEGES OF STOCK OWNERSHIP; RESTRICTIONS ON SHARES.

12.1 Voting and Dividends. No Participant will have any of the rights of a stockholder with respect to any Shares until the Shares are issued to the Participant, except for any dividend equivalent rights permitted by an applicable Award Agreement. After Shares are issued to the Participant, the Participant will be a stockholder and have all the rights of a stockholder with respect to such Shares, including the right to vote and receive all dividends or other distributions made or paid with respect to such Shares.

12.2 Restrictions on Shares. At the discretion of the Board, the Company may reserve to itself and/or its assignee(s) a right to repurchase (a "Right of Repurchase") a portion of any or all Shares held by a Participant following such Participant's Termination at any time after the later of the Participant's Termination Date and the date the Participant purchases Shares under this Plan, for cash and/or cancellation of purchase money indebtedness, at the Participant's Purchase Price or Exercise Price, as the case may be.

13. CERTIFICATES. All Shares or other securities whether or not certificated, delivered under this Plan will be subject to such stock transfer orders, legends and other restrictions as the Board may deem necessary or advisable, including restrictions under any applicable U.S. federal, state or foreign securities law, or any rules, regulations and other requirements of the SEC or any stock exchange or automated quotation system upon which the Shares may be listed or quoted and any non-U.S. exchange controls or securities law restrictions to which the Shares are subject.

14. ESCROW; PLEDGE OF SHARES. To enforce any restrictions on a Participant's Shares, the Board may require the Participant to deposit all certificates representing Shares, together with stock powers or other instruments of transfer approved by the Board, appropriately endorsed in blank, with the Company or an agent designated by the Company to hold in escrow until such restrictions have lapsed or terminated, and the Board may cause a legend or legends referencing such restrictions to be placed on the certificates. Any Participant who is permitted to execute a promissory note as partial or full consideration for the purchase of Shares under this Plan will be required to pledge and deposit with the Company all or part of the Shares so purchased as collateral to secure the payment of the Participant's obligation to the Company under the promissory note; provided, however, that the Board may require or accept other or additional forms of collateral to secure the payment of such obligation. In connection with any pledge of the Shares, the Participant will be required to execute and deliver a written pledge agreement in such form as the Board will from time to time approve. The Shares purchased with the promissory note may be released from the pledge on a pro rata basis as the promissory note is paid.

15. SECURITIES LAW AND OTHER REGULATORY COMPLIANCE. An Award will not be effective unless such Award is in compliance with all applicable U.S. and foreign federal and state securities laws, rules and regulations of any governmental body, and the requirements of any stock exchange or automated quotation system upon which the Shares may then be listed or quoted, as they are in effect on the date of grant of the Award and also on the date of exercise or other issuance. Notwithstanding any other provision in this Plan, the Company will have no obligation to issue or deliver certificates for Shares under this Plan prior to: (i) obtaining any approvals from governmental agencies that the Company determines are necessary or advisable; and/or (ii) completion of any registration or other qualification of such Shares under any state or federal or foreign law or ruling of any governmental body that the Company determines to be necessary or advisable. The Company will be under no obligation to register the Shares with the SEC or to effect compliance with the registration, qualification or listing requirements of any foreign or state securities laws, stock exchange or automated quotation system, and the Company will have no liability for any inability or failure to do so.

16. NO OBLIGATION TO EMPLOY. Nothing in this Plan or any Award granted under this Plan will confer or be deemed to confer on any Participant any right to continue in the employ of, or to continue any other relationship with, the Company or any Parent or Subsidiary of the Company or limit in any way the right of the Company or any Parent or Subsidiary of the Company to terminate Participant's employment or other relationship at any time.

17. CORPORATE TRANSACTIONS.

In the event of (i) the dissolution or liquidation of the Company, (ii) a reorganization, merger or consolidation as a result of which the Company is not the surviving entity or as a result of which the outstanding shares of Stock are changed into or exchanged for cash, property or securities not of the Company's issue, except for a merger or consolidation with a wholly-owned subsidiary of the Company or a transaction effected primarily to change the state of the Company's incorporation, or (iii) a sale or other transfer in one or a series of transactions of all or substantially all of the assets of the Company, or of more than fifty percent (50%) of the voting stock of the Company then outstanding, to any person or entity or to persons or entities which are affiliated or acting in concert with respect to such sale or transfer (each, a "Change in Control"), the Board may, but shall not be obligated to:

- (a) accelerate, vest or cause the restrictions to lapse with respect to all or any portion of an Award;
- (b) cancel Awards for fair value (as determined by the Board) which, in the case of Options may equal the excess, if any, of the per share value of the consideration to be paid in the Change in Control transaction for Common Stock over the Exercise Price of such Options (or, if such Exercise Price is greater than the consideration paid in the Change in Control transaction, the Board may cancel such Options for no consideration);
- (c) provide for the assumption of Awards or the issuance of substitute Awards that will substantially preserve the otherwise applicable terms of any affected Award previously granted hereunder as determined by the Board;
- (d) provide advance notice of such Change in Control transaction to holders of Options, after which any Options not exercised prior to such Change in Control may be cancelled; or
- (e) cancel Awards (whether vested or unvested).

Any Award granted under this Plan shall automatically terminate upon the closing of a Change in Control, unless provision shall be made in connection with such Change in Control for the assumption of the Award by, or the substitution for such Award of a new Award covering the stock or other equity securities of, the surviving, successor or purchasing entity or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares or other securities or property to be issued upon exercise of the Award and the exercise price, as applicable. This paragraph shall not restrict the Board from permitting or requiring other accelerations of vesting upon transactions described in this paragraph or any other acquisitions of

the Company's shares or business or changes in control of the Company or any other event. The treatment of Awards upon a Change in Control need not be uniform among Awards or Participants.

Notwithstanding anything in this Section 17 to the contrary, if a payment under an Award Agreement is subject to Section 409A of the Code and if the change in control definition contained in the Award Agreement or other written agreement related to the Award does not comply with the definition of "change in control" for purposes of a distribution under Section 409A of the Code, then any payment of an amount that otherwise is accelerated under this Section 17 will be delayed until the earliest time that such payment would be permissible under Section 409A of the Code without triggering any penalties applicable under Section 409A of the Code.

18. ADOPTION AND STOCKHOLDER APPROVAL. This Plan shall be submitted for the approval of the Company's stockholders, consistent with applicable laws, within twelve (12) months before or after the date this Plan is adopted by the Board.

19. TERM OF PLAN/GOVERNING LAW. Unless earlier terminated as provided herein, this Plan will become effective on the Effective Date and will terminate ten (10) years from the date this Plan is adopted by the Board or is approved by the Company's

stockholders, whichever is earlier. This Plan and all Awards granted hereunder shall be governed by and construed in accordance with the laws of the State of Delaware.

20. AMENDMENT OR TERMINATION OF PLAN. The Board shall have complete power and authority to alter, amend, suspend or terminate this Plan, provided that no such action shall materially impair a Participant, without his or her consent, of any Award or any rights granted thereunder or hereunder. Stockholder approval of amendments shall be required only to permit the issuance of Incentive Options or otherwise to comply with applicable laws or regulatory requirements.

21. AWARD AGREEMENTS AND AMENDMENTS. Each Award granted under this Plan shall be evidenced by an agreement between the Company and the Participant, which shall be approved by the Board or an executive officer of the Company. The Award Agreement shall comply with the provisions of this Plan and the terms of the Award's grant by the Board and may contain additional terms not inconsistent with this Plan and such grant which are deemed necessary or desirable by the Board or the executive officer. Subject to the terms and limitations set forth in this Plan, the Board and the Participant may without approval modify, extend, renew or terminate any outstanding Award or Award Agreement.

22. NONEXCLUSIVITY OF THE PLAN. Neither the adoption of this Plan by the Board, the submission of this Plan to the stockholders of the Company for approval, nor any provision of this Plan will be construed as creating any limitations on the power of the Company to adopt such additional compensation arrangements as it may deem desirable, including, without limitation, the granting of stock awards and bonuses otherwise than under this Plan, and such arrangements may be either generally applicable or applicable only in specific cases.

23. COMPLIANCE WITH SECTION 409A OF THE CODE. Awards will be designed and operated in such a manner that they are either exempt from the application of, or comply with, the requirements of Section 409A of the Code such that the grant, payment, settlement or deferral will not be subject to the additional tax or interest applicable under Section 409A of the Code, except as otherwise determined in the sole discretion of the Board or its delegate hereunder. The Plan and each Award Agreement under the Plan is intended to be either exempt from the application of or meet the requirements of Section 409A of the Code and will be construed and interpreted in accordance with such intent, except as otherwise determined in the sole discretion of the Board or its delegate hereunder. To the extent that an Award or payment, or the settlement or deferral thereof, is subject to Section 409A of the Code, the Award will be granted, paid, settled or deferred in a manner that will meet the requirements of Section 409A of the Code, such that the grant, payment, settlement or deferral will not be subject to the additional tax or interest applicable under Section 409A of the Code. In no event will the Company or any of its Subsidiaries or Parents have any obligation or liability under the terms of the Plan to reimburse, indemnify, or hold harmless any Participant

or any other person in respect of Awards, for any taxes, interest or penalties imposed, or other costs incurred, as a result of Section 409A of the Code.

Appendix 2: Definitions

As used in the Plan, the following definitions shall apply:

"Award" means any award under the Plan, including any Option, Restricted Stock, or Other Stock-Based Award.

"Award Agreement" means, with respect to each Award, the written or electronic agreement between the Company and the Participant setting forth the terms and conditions of the Award, which shall be in substantially a form (which need not be the same for each Participant) that the Board has from time to time approved, and will comply with and be subject to the terms and conditions of this Plan.

"Board" means the Board of Directors of the Company.

"Cause" means (a) in the case where there is no employment agreement, consulting agreement, change in control agreement or similar agreement in effect between the Company and the Participant at the time of the grant of the Award (or where there is such

an agreement but it does not define "cause" (or words of like import), (i) Participant's willful failure substantially to perform his or her duties and responsibilities to the Company or deliberate violation of a Company policy; (ii) Participant's commission of any act of fraud, embezzlement, dishonesty or any other willful misconduct that has caused or is reasonably expected to result in material injury to the Company; (iii) unauthorized use or disclosure by Participant of any proprietary information or trade secrets of the Company or any other party to whom the Participant owes an obligation of nondisclosure as a result of his or her relationship with the Company; or (iv) Participant's willful breach of any of his or her obligations under any written agreement or covenant with the Company; or (b) in the case where there is an employment agreement, consulting agreement, change in control agreement or similar agreement in effect between the Company and the Participant at the time of the grant of the Award that defines "cause" (or words of like import), "cause" as defined under such agreement. The determination as to whether a Participant is being terminated for Cause shall be made in good faith by the Company and shall be final and binding on the Participant. The foregoing definition does not in any way limit the Company's ability to terminate a Participant's employment or consulting relationship at any time as provided in Section 16 above, and the term "Company" will be interpreted to include any Subsidiary or Parent, as appropriate.

"Code" means the United States Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

"Common Stock" means the Company's Common Stock, par value \$0.00001 per share.

"Company" means eXp World Holdings, Inc., a Delaware corporation, or any successor corporation.

"Consultant" means any person or entity, including an advisor or independent contractor, engaged by the Company or a Parent or Subsidiary to render services to such entity other than in connection with the offer or sale of securities in a capital raising transaction.

"Director" means a member of the Board.

"Disability" means in the case of ISOs, total and permanent disability as defined in Section 22(e)(3) of the Code and in the case of other Awards, that the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

"Effective Date" means the date on which the Plan has received approval by the Company's stockholders required in accordance with the Company's governing documents and applicable law.

"Employee" means any person, including Officers and Directors, employed by the Company or any Parent or Subsidiary of the Company. Neither service as a Director nor payment of a director's fee by the Company will be sufficient to constitute "employment" by the Company.

"Exchange Act" means the United States Securities Exchange Act of 1934, as amended.

"Exercise Price" means the price at which a holder may purchase the Shares issuable upon exercise of an Option.

"Fair Market Value" means, as of any date, the value of a share of the Company's Common Stock determined as follows: (i) If the Common Stock is traded on an established securities market, the closing price of a share of the Common Stock on such date on the composite transactions report of the principal securities market on which the Common Stock is so traded, or, if there is no sale of the Common Stock on such date, then on the last previous date on which there was a sale; or, (ii) if the Common Stock is not then traded on an established securities market, the fair market value of a share of the Common Stock as determined by the Board in a manner it considers reasonable or appropriate under the circumstances, taking into account the requirements of Section 409A or 422 of the Code, as applicable. The determination of fair market value for purposes of tax withholdings may be made in the Board's (or its delegate's) discretion subject to applicable laws and is not required to be consistent with the determination of Fair Market Value described above or for other purposes.

"Insider" means any person providing services to the Company or a Subsidiary whose transactions in the Company's Common Stock are subject to Section 16 of the Exchange Act.

"Option" means an award of an option to purchase Shares pursuant to Section 5.

"Other Stock-Based Award" means an Award under Section 8 that is valued in whole or part by reference to, or is payable in or otherwise based on, Common Stock.

"Parent" means any corporation (other than the Company) in an unbroken chain of corporations ending with the Company if each of such corporations other than the Company owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

"Participant" means a person who holds an Award under this Plan.

"Performance Factors" means any performance goal, metric or measure, individually or in combination, as determined by the Board or its delegate hereunder.

"Performance Period" means the period of service determined by the Board, during which years of service or performance is to be measured for the Award.

"Permitted Transferee" means any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law (including adoptive relationships) of the Participant, any person sharing the Participant's household (other than a tenant or employee), a trust in which these persons (or the Participant) have more than 50% of the beneficial interest, a foundation in which these persons (or the Participant) control the management of assets, and any other entity in which these persons (or the Participant) own more than 50% of the voting interests.

"Plan" means this eXp World Holdings, Inc. 2024 Equity Incentive Plan.

"Purchase Price" means the price to be paid for Shares acquired under the Plan, other than Shares acquired upon exercise of an Option.

"Restricted Stock Award" means an award of Shares pursuant to Section 6 or Section 8 of the Plan, or issued pursuant to the early exercise of an Option.

"Restricted Stock Unit" means an Award granted pursuant to Section 7 or Section 8 of the Plan.

"SEC" means the United States Securities and Exchange Commission.

"Securities Act" means the United States Securities Act of 1933, as amended.

"Shares" means shares of the Company's Common Stock and the common stock of any successor security.

"Subsidiary" means any subsidiary corporation of the Company, whether now or hereafter existing, as defined in Section 424(f) of the Code.

"Termination" or "Terminated" means, for purposes of this Plan with respect to a Participant, that the Participant has for any reason ceased to provide services as an employee, officer, director, consultant, independent contractor or advisor to the Company or a Parent or Subsidiary of the Company. An employee will not be deemed to have ceased to provide services in the case of (i) sick leave, (ii) military leave, or (iii) any other leave of absence approved by the Board; provided, that such leave is for a period of not more than 90 days, unless reemployment upon the expiration of such leave is guaranteed by contract or statute or unless provided otherwise pursuant to formal policy adopted from time to time by the Company and issued and promulgated to employees in writing. In the case of any employee on an approved leave of absence, the Board may make such provisions respecting suspension of vesting of the Award while on leave from the employ of the Company or a Parent or Subsidiary of the

Company as it may deem appropriate, except that in no event may an Award be exercised after the expiration of the term set forth in the applicable Award Agreement. In the event of military leave, if required by applicable laws, vesting shall continue for the longest period that vesting continues under any other statutory or Company approved leave of absence and, upon a Participant's returning from military leave (under conditions that would entitle him or her to protection upon such return under the Uniform Services Employment and Reemployment Rights Act), he or she shall be given vesting credit with respect to Awards to the same extent as would have applied had the Participant continued to provide services to the Company throughout the leave on the same terms as he or she was providing services immediately prior to such leave. An employee shall have terminated employment as of the date he or she ceases to be employed (regardless of whether the termination is in breach of local laws or is later found to be invalid) and employment shall not be extended by any notice period or garden leave mandated by local law. The Board will have sole discretion to determine whether a Participant has ceased to provide services for purposes of the Plan and the effective date on which the Participant ceased to provide services (the "Termination Date").

Exhibit 31.1

**Certification of the Chief Executive Officer pursuant to Rule
13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Glenn Sanford, hereby certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of eXp World Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **July 31, November 7, 2024**

By: **/s/ Glenn Sanford**

Glenn Sanford

Exhibit 31.2

**Certification of the Chief Accounting Officer (Principal Financial Officer) pursuant to Rule
13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Kent Cheng, hereby certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of eXp World Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **July 31, November 7, 2024**

By: **/s/ Kent Cheng**

Kent Cheng

Chief Accounting Officer (Principal Financial Officer)

Exhibit 32.1

**Certification of Chief Executive Officer pursuant to 18 U.S.C.
1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the quarterly report of eXp World Holdings, Inc. (the "Company") on Form 10-Q for the period ended **June 30, 2024** **September 30, 2024** as filed with the Securities and Exchange Commission (the "Report"), I, Glenn Sanford, the Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **July 31, November 7, 2024**

By: /s/ Glenn Sanford
Glenn Sanford
Chief Executive Officer (Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission ("SEC") or its staff upon request.

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

/div>

Exhibit 32.2

**Certification of Chief Accounting Officer (Principal Financial Officer) pursuant to 18 U.S.C.
1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the quarterly report of eXp World Holdings, Inc. (the "Company") on Form 10-Q for the period ended **June 30, 2024** **September 30, 2024** as filed with the Securities and Exchange Commission (the "Report"), I, Kent Cheng, the Chief Accounting Officer (Principal Financial Officer) of the Company, hereby certify pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **July 31, November 7, 2024**

By: /s/ Kent Cheng
Kent Cheng
Chief Accounting Officer (Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission ("SEC") or its staff upon request.

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

DISCLAIMER

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