

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
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 No. 001-35674
Anywhere Real Estate Inc.
(Exact name of registrant as specified in its charter)
20-8050955
(I.R.S. Employer Identification Number)

Commission File No. 333-148153
Anywhere Real Estate Group LLC
(Exact name of registrant as specified in its charter)
20-4381990
(I.R.S. Employer Identification Number)

Delaware
(State or other jurisdiction of incorporation or organization)
(973) 407-2000
(Registrants' telephone number, including area code)

175 Park Avenue
Madison, New Jersey 07940
(Address of principal executive offices, including zip code)

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

	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Anywhere Real Estate Inc.	Common Stock, par value \$0.01 per share	HOUS	New York Stock Exchange
Anywhere Real Estate Group LLC	None	None	None

Indicate by check mark whether the Registrants (1) have 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) have been subject to such filing requirements for the past 90 days.

Anywhere Real Estate Inc. Yes ☒ No ☐ Anywhere Real Estate Group LLC Yes ☐ No ☒

Indicate by check mark whether the Registrants have 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 Registrants were required to submit such files).

Anywhere Real Estate Inc. Yes ☒ No ☐ Anywhere Real Estate Group LLC Yes ☒ No ☐

Indicate by check mark whether the Registrants are large accelerated filers, accelerated filers, non-accelerated filers, smaller reporting companies, or emerging growth companies. 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
Anywhere Real Estate Inc.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anywhere Real Estate Group LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 mark whether the Registrants are a shell company (as defined in Rule 12b-2 of the Exchange Act).

Anywhere Real Estate Inc. Yes ☐ No ☒ Anywhere Real Estate Group LLC Yes ☐ No ☒

There were 111,273,147 shares of Common Stock, \$0.01 par value, of Anywhere Real Estate Inc. outstanding as of July 30, 2024.

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INTRODUCTORY NOTE

Except as otherwise indicated or unless the context otherwise requires, the terms "we," "us," "our," "our company," "Anywhere" and the "Company" refer to Anywhere Real Estate Inc., a Delaware corporation, and its consolidated subsidiaries, including Anywhere Intermediate Holdings LLC, a Delaware limited liability company ("Anywhere Intermediate"), and Anywhere Real Estate Group LLC, a Delaware limited liability company ("Anywhere Group"). Neither Anywhere, the indirect parent of Anywhere Group, nor Anywhere Intermediate, the direct parent company of Anywhere Group, conducts any operations other than with respect to its respective direct or indirect ownership of Anywhere Group. As a result, the consolidated financial positions, results of operations and cash flows of Anywhere, Anywhere Intermediate and Anywhere Group are the same.

As used in this Quarterly Report on Form 10-Q:

- "Senior Secured Credit Agreement" refers to the Amended and Restated Credit Agreement dated as of March 5, 2013, as amended, amended and restated, modified or supplemented from time to time, that governs the senior secured credit facility, or "Senior Secured Credit Facility", which includes the "Revolving Credit Facility";
- "Term Loan A Agreement" refers to the Term Loan A Agreement, dated as of October 23, 2015, as amended, amended and restated, modified or supplemented from time to time, also referred to as the "Term Loan A Facility";
- "7.00% Senior Secured Second Lien Notes" refers to our 7.00% Senior Secured Second Lien Notes due 2030;
- "5.75% Senior Notes" and "5.25% Senior Notes" refer to our 5.75% Senior Notes due 2029 and 5.25% Senior Notes due 2030, respectively, and are referred to collectively as the "Unsecured Notes"; and
- "Exchangeable Senior Notes" refers to our 0.25% Exchangeable Senior Notes due 2026.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as "believe," "expect," "anticipate," "intend," "project," "estimate," "plan," and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could."

In particular, information appearing under "Management's Discussion and Analysis of Financial Condition and Results of Operations" includes forward-looking statements. Forward-looking statements inherently involve many risks and uncertainties that could cause actual results to differ materially from those projected in these statements. Where, in any forward-looking statement, we express an expectation or belief as to future results or events, it is based on management's current plans and expectations, expressed in good faith and believed to have a reasonable basis. However, we can give no assurance that any such expectation or belief will result or will be achieved or accomplished.

The following include some, but not all, of the risks and uncertainties that could affect our future results and cause actual results to differ materially from those expressed in the forward-looking statements:

- The residential real estate market is cyclical, and we are negatively impacted by adverse developments or the absence of sustained improvement in the U.S. residential real estate markets, either regionally or nationally, which could include, but are not limited to factors that impact homesale transaction volume (homesale sides times average homesale price), such as:
 - prolonged periods of a high mortgage rate environment;
 - high rates of inflation;
 - continued or accelerated reductions in housing affordability, including but not limited to rising or high mortgage rates, the impact of increasing home prices, and the failure of wages to keep pace with inflation;
 - continued or accelerated increases in the costs of home ownership, including but not limited to rising or high insurance costs; continued or increasing challenging in securing homeowners insurance, especially in areas affected by climate changes, and increases in other fees and taxes;
 - continued or accelerated declines in consumer demand;
 - continued or accelerated declines in inventory or excessive inventory;
 - homeowners retaining their homes for longer periods of time, including as a result of the high mortgage rate environment, resulting in inventory shortages in new and existing housing;

- continued or accelerated declines, or the absence of significant increases, in the number of home sales; and
- stagnant or declining home prices;
- We are negatively impacted by adverse developments or the absence of sustained improvement in macroeconomic conditions (such as business, economic or political conditions) on a global, domestic or local basis, which could include, but are not limited to:
 - contraction, stagnation or uncertainty in the U.S. economy;
 - economic instability, including as related to foreign conflicts and supply chain disruptions;
 - continued or accelerated increases in inflation;
 - the potential or actual shutdown of the U.S. government due to a failure to enact debt ceiling legislation; and
 - monetary policies of the federal government and its agencies, particularly those that may result in unfavorable changes to the interest rate environment;
- We are subject to risks related to industry structure changes that disrupt the functioning of the residential real estate market, including as a result of litigation, legislative or regulatory developments, such as a change in the manner in which broker commissions are communicated, negotiated or paid, including potentially significant restrictions or bans on offers of compensation by the seller or listing agent to the buy-side agent, as well as a potential increase in buyers transacting without a broker;
- Risks related to the impact of evolving competitive and consumer dynamics, whether driven by competitive or regulatory factors or other changes to industry rules, which could include, but are not limited to:
 - meaningful decreases in the average broker commission rate (including the average buy-side commission rate);
 - continued erosion of our share of the commission income generated by homesale transactions;
 - our ability to compete against traditional and non-traditional competitors;
 - our ability to adapt our business to changing consumer preferences; and
 - further disruption in the residential real estate brokerage industry related to listing aggregator market power and concentration, including with respect to ancillary services;
- Our business and financial results may be materially and adversely impacted if we are unable to execute our business strategy, including if we are not successful in our efforts to:
 - recruit and retain productive independent sales agents and teams, and other agent-facing talent;
 - continued strength and benefits in our franchise model (relative to other business options) to attract and retain franchisees or renew existing franchise agreements without reducing contractual royalty rates or increasing the amount and prevalence of sales incentives;
 - simplify the transaction process for agents and consumers;
 - develop or procure products, services and technology that support our strategic initiatives;
 - successfully adopt and integrate artificial intelligence (AI) and other machine learning technology into our products and services;
 - achieve or maintain cost savings and other benefits from our cost-saving initiatives;
 - generate a meaningful number of high-quality leads for independent sales agents and franchisees; and
 - complete, integrate or realize the expected benefits of acquisitions and joint ventures;
- Adverse developments or outcomes in current or future litigation, in particular class action antitrust litigation and litigation related to the Telephone Consumer Protection Act ("TCPA"), that may materially harm our business, results of operations and financial condition;
- Our substantial indebtedness, alone or in combination with other factors, particularly heightened during industry downturns or broader recessions, could (i) adversely limit our operations, including our ability to grow our business, (ii) adversely impact our liquidity including, but not limited to, with respect to our interest obligations and the negative covenant restrictions contained in our debt agreements and/or (iii) adversely impact our ability, and any actions we may take, to refinance, restructure or repay our indebtedness or incur additional indebtedness;
- An event of default under our material debt agreements would adversely affect our operations and our ability to satisfy obligations under our indebtedness;

- Our financial condition and/or results of operations may be adversely impacted by risks related to our business structure, including, but not limited to:
 - the operating results of affiliated franchisees and their ability to pay franchise and related fees;
 - continued consolidation among our top 250 franchisees;
 - challenges relating to the owners of the two brands we do not own;
 - the geographic and high-end market concentration of our company owned brokerages;
 - the loss of our largest real estate benefit program client or multiple significant relocation clients;
 - the failure of third-party vendors or partners to perform as expected or our failure to adequately monitor them;
 - our reliance on information technology to operate our business and maintain our competitiveness; and
 - the negligence or intentional actions of affiliated franchisees and their independent sales agents or independent sales agents engaged by our company owned brokerages, which are traditionally outside of our control, and any resulting direct claims against us based on theories of vicarious liability, negligence, joint operations or joint employer liability;
- We are subject to risks related to legal and regulatory matters, which may cause us to incur increased costs and/or result in adverse financial, operational or reputational consequences to us, including but not limited to, our failure or alleged failure to comply with laws, regulations and regulatory interpretations and any changes or stricter interpretations of any of the foregoing, including but not limited to: (1) antitrust laws and regulations, (2) the Real Estate Settlement Procedures Act ("RESPA") or other federal or state consumer protection or similar laws, (3) state or federal employment laws or regulations that would require reclassification of independent contractor sales agents to employee status, (4) the TCPA and any related laws limiting solicitation of business, and (5) privacy or cybersecurity laws and regulations;
- We face reputational, business continuity and legal and financial risks associated with cybersecurity incidents;
- Our goodwill and other long-lived assets are subject to further impairment which could negatively impact our earnings;
- We could be subject to significant losses if banks do not honor our escrow and trust deposits;
- Changes in accounting standards and management assumptions and estimates could have a negative impact on us;
- We face risks related to potential attrition among our senior executives or other key employees and related to our ability to develop our existing workforce and to recruit talent in order to advance our business strategies;
- We face risks related to our Exchangeable Senior Notes and exchangeable note hedge and warrant transactions;
- We face risks related to severe weather events or natural disasters, which may be exacerbated by climate change and may cause increased homeowners insurance costs, and other catastrophic events, including public health crises;
- Increasing scrutiny and changing expectations related to corporate sustainability practices may impose additional costs on us or expose us to reputational or other risks;
- Market forecasts and estimates, including our internal estimates, may prove to be inaccurate; and
- We face risks related to our common stock, including that price of our common stock may fluctuate significantly.

More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the Securities and Exchange Commission ("SEC"), including this Quarterly Report and our Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K"), particularly under the captions "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Legal Proceedings." Most of these factors are difficult to anticipate and are generally beyond our control. You should consider these factors in connection with any forward-looking statements that may be made by us and our businesses generally.

All forward-looking statements herein speak only as of the date of this Quarterly Report. Except as is required by law, we expressly disclaim any obligation to publicly release any revisions to forward-looking statements to reflect events after the date of this Quarterly Report. For any forward-looking statement contained in this Quarterly Report, our public filings or other public statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Anywhere Real Estate Inc.

Results of Review of Interim Financial Statements

We have reviewed the accompanying condensed consolidated balance sheet of Anywhere Real Estate Inc. and its subsidiaries (the "Company") as of June 30, 2024, and the related condensed consolidated statements of operations and of comprehensive income (loss) for the three-month and six-month periods ended June 30, 2024 and 2023 and the condensed consolidated statement of cash flows for the six-month periods ended June 30, 2024 and 2023, including the related notes (collectively referred to as the "interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2023, and the related consolidated statements of operations, of comprehensive (loss) income, of equity and of cash flows for the year then ended (not presented herein), and in our report dated February 20, 2024, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2023, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

These interim financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ PricewaterhouseCoopers LLP
Florham Park, New Jersey
August 1, 2024

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholder of Anywhere Real Estate Group LLC

Results of Review of Interim Financial Statements

We have reviewed the accompanying condensed consolidated balance sheet of Anywhere Real Estate Group LLC and its subsidiaries (the "Company") as of June 30, 2024, and the related condensed consolidated statements of operations and of comprehensive income (loss) for the three-month and six-month periods ended June 30, 2024 and 2023 and the condensed consolidated statement of cash flows for the six-month periods ended June 30, 2024 and 2023, including the related notes (collectively referred to as the "interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) and in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of the Company as of December 31, 2023, and the related consolidated statements of operations, of comprehensive (loss) income and of cash flows for the year then ended (not presented herein), and in our report dated February 20, 2024, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2023, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

These interim financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our reviews in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial information. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB or in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ PricewaterhouseCoopers LLP
Florham Park, New Jersey
August 1, 2024

ANYWHERE REAL ESTATE INC. AND ANYWHERE REAL ESTATE GROUP LLC
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenues				
Gross commission income	\$ 1,376	\$ 1,363	\$ 2,283	\$ 2,266
Service revenue	159	163	278	290
Franchise fees	101	102	171	171
Other	33	43	63	75
Net revenues	1,669	1,671	2,795	2,802
Expenses				
Commission and other agent-related costs	1,108	1,092	1,834	1,815
Operating	285	299	558	585
Marketing	47	56	92	105
General and administrative	93	104	192	227
Former parent legacy cost, net	1	1	2	17
Restructuring costs, net	7	6	18	31
Impairments	2	4	8	8
Depreciation and amortization	48	49	103	99
Interest expense, net	40	39	79	77
Other income, net	—	(1)	(1)	(2)
Total expenses	1,631	1,649	2,885	2,962
Income (loss) before income taxes, equity in earnings and noncontrolling interests	38	22	(90)	(160)
Income tax expense (benefit)	11	8	(17)	(38)
Equity in earnings of unconsolidated entities	(3)	(5)	(2)	(3)
Net income (loss)	30	19	(71)	(119)
Less: Net income attributable to noncontrolling interests	—	—	—	—
Net income (loss) attributable to Anywhere and Anywhere Group	\$ 30	\$ 19	\$ (71)	\$ (119)
Earnings (loss) per share attributable to Anywhere shareholders:				
Basic earnings (loss) per share	\$ 0.27	\$ 0.17	\$ (0.64)	\$ (1.08)
Diluted earnings (loss) per share	\$ 0.27	\$ 0.17	\$ (0.64)	\$ (1.08)
Weighted average common and common equivalent shares of Anywhere outstanding:				
Basic	111.2	110.4	110.9	110.1
Diluted	111.9	111.3	110.9	110.1

See Notes to Condensed Consolidated Financial Statements.

ANYWHERE REAL ESTATE INC. AND ANYWHERE REAL ESTATE GROUP LLC
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In millions)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net income (loss)	\$ 30	\$ 19	\$ (71)	\$ (119)
Currency translation adjustment	—	—	(1)	—
Defined benefit pension plan—amortization of actuarial gain (loss) to periodic pension cost	—	—	—	1
Other comprehensive (loss) income, before tax	—	—	(1)	1
Income tax expense related to items of other comprehensive income amounts	—	—	—	—
Other comprehensive (loss) income, net of tax	—	—	(1)	1
Comprehensive income (loss)	30	19	(72)	(118)
Less: comprehensive income attributable to noncontrolling interests	—	—	—	—
Comprehensive income (loss) attributable to Anywhere and Anywhere Group	<u>\$ 30</u>	<u>\$ 19</u>	<u>\$ (72)</u>	<u>\$ (118)</u>

See Notes to Condensed Consolidated Financial Statements.

ANYWHERE REAL ESTATE INC. AND ANYWHERE REAL ESTATE GROUP LLC
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except share data)
(Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 128	\$ 106
Restricted cash	9	13
Trade receivables (net of allowance for doubtful accounts of \$ 18 for both periods presented)	126	105
Relocation receivables	209	138
Other current assets	219	218
Total current assets	691	580
Property and equipment, net	254	280
Operating lease assets, net	361	380
Goodwill	2,499	2,499
Trademarks	586	586
Franchise agreements, net	854	887
Other intangibles, net	117	127
Other non-current assets	484	500
Total assets	\$ 5,846	\$ 5,839
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 105	\$ 99
Securitization obligations	152	115
Current portion of long-term debt	606	307
Current portion of operating lease liabilities	112	113
Accrued expenses and other current liabilities	523	573
Total current liabilities	1,498	1,207
Long-term debt	2,054	2,235
Long-term operating lease liabilities	314	333
Deferred income taxes	189	207
Other non-current liabilities	177	176
Total liabilities	4,232	4,158
Commitments and contingencies (Note 6)		
Equity:		
Anywhere preferred stock: \$0.01 par value; 50,000,000 shares authorized, none issued and outstanding at June 30, 2024 and December 31, 2023	—	—
Anywhere common stock: \$0.01 par value; 400,000,000 shares authorized, 111,243,246 shares issued and outstanding at June 30, 2024 and 110,488,093 shares issued and outstanding at December 31, 2023	1	1
Additional paid-in capital	4,818	4,813
Accumulated deficit	(3,162)	(3,091)
Accumulated other comprehensive loss	(45)	(44)
Total stockholders' equity	1,612	1,679
Noncontrolling interests	2	2
Total equity	1,614	1,681
Total liabilities and equity	\$ 5,846	\$ 5,839

See Notes to Condensed Consolidated Financial Statements.

ANYWHERE REAL ESTATE INC. AND ANYWHERE REAL ESTATE GROUP LLC
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six Months Ended June 30,	
	2024	2023
Operating Activities		
Net loss	\$ (71)	\$ (119)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	103	99
Deferred income taxes	(19)	(39)
Impairments	8	8
Amortization of deferred financing costs and debt premium	4	4
Gain on the sale of businesses, investments or other assets, net	—	(1)
Equity in earnings of unconsolidated entities	(2)	(3)
Stock-based compensation	8	8
Other adjustments to net loss	(2)	(3)
Net change in assets and liabilities, excluding the impact of acquisitions and dispositions:		
Trade receivables	(21)	58
Relocation receivables	(71)	(46)
Other assets	40	36
Accounts payable, accrued expenses and other liabilities	(52)	(16)
Dividends received from unconsolidated entities	1	2
Other, net	(9)	(8)
Net cash used in operating activities	(83)	(20)
Investing Activities		
Property and equipment additions	(36)	(34)
Payments for acquisitions, net of cash acquired	—	(1)
Net proceeds from the sale of businesses	—	8
Proceeds from the sale of investments in unconsolidated entities	—	6
Other, net	1	1
Net cash used in investing activities	(35)	(20)
Financing Activities		
Net change in Revolving Credit Facility	125	—
Amortization payments on term loan facilities	(10)	(7)
Net change in securitization obligations	37	38
Taxes paid related to net share settlement for stock-based compensation	(3)	(4)
Other, net	(13)	(18)
Net cash provided by financing activities	136	9
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	—	1
Net increase (decrease) in cash, cash equivalents and restricted cash	18	(30)
Cash, cash equivalents and restricted cash, beginning of period	119	218
Cash, cash equivalents and restricted cash, end of period	\$ 137	\$ 188
Supplemental Disclosure of Cash Flow Information		
Interest payments (including securitization interest of \$ 4 and \$6 respectively)	\$ 79	\$ 82
Income tax payments, net	1	3

See Notes to Condensed Consolidated Financial Statements.

ANYWHERE REAL ESTATE INC. AND ANYWHERE REAL ESTATE GROUP LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unless otherwise noted, all amounts are in millions)
(Unaudited)

1. BASIS OF PRESENTATION

Anywhere Real Estate Inc. ("Anywhere" or the "Company") is a holding company for its consolidated subsidiaries including Anywhere Intermediate Holdings LLC ("Anywhere Intermediate") and Anywhere Real Estate Group LLC ("Anywhere Group") and its consolidated subsidiaries. Anywhere, through its subsidiaries, is a global provider of residential real estate services. Neither Anywhere, the indirect parent of Anywhere Group, nor Anywhere Intermediate, the direct parent company of Anywhere Group, conducts any operations other than with respect to its respective direct or indirect ownership of Anywhere Group. As a result, the consolidated financial positions, results of operations, comprehensive income (loss) and cash flows of Anywhere, Anywhere Intermediate and Anywhere Group are the same.

The accompanying Condensed Consolidated Financial Statements include the financial statements of Anywhere and Anywhere Group. Anywhere's only asset is its investment in the common stock of Anywhere Intermediate, and Anywhere Intermediate's only asset is its investment in Anywhere Group. Anywhere's only obligations are its guarantees of certain borrowings and certain franchise obligations of Anywhere Group. All expenses incurred by Anywhere and Anywhere Intermediate are for the benefit of Anywhere Group and have been reflected in Anywhere Group's Condensed Consolidated Financial Statements.

The Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America and with Article 10 of Regulation S-X. Interim results may not be indicative of full year performance because of seasonal and short-term variations. The Company has eliminated all material intercompany transactions and balances between entities consolidated in these financial statements. In presenting the Condensed Consolidated Financial Statements, management makes estimates and assumptions that affect the amounts reported and the related disclosures. Estimates, by their nature, are based on judgment and available information. Accordingly, actual results could differ materially from those estimates.

In management's opinion, the accompanying unaudited Condensed Consolidated Financial Statements reflect all normal and recurring adjustments necessary for a fair statement of Anywhere and Anywhere Group's financial position as of June 30, 2024 and the results of operations and comprehensive income (loss) for the three and six months ended June 30, 2024 and 2023 and cash flows for the six months ended June 30, 2024 and 2023. The Consolidated Balance Sheet at December 31, 2023 was derived from audited annual financial statements but does not contain all of the footnote disclosures from the annual financial statements. The Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2023.

The Company reports its operations in the following three business segments:

- **Anywhere Brands ("Franchise Group")**—franchises a portfolio of well-known, industry-leading franchise brokerage brands, including Better Homes and Gardens® Real Estate, Century 21®, Coldwell Banker®, Coldwell Banker Commercial®, Corcoran®, ERA®, Sotheby's International Realty®, This segment also includes the Company's global relocation services operation through Cartus® Relocation Services ("Cartus") and lead generation activities through Anywhere Leads Inc. ("Leads Group").
- **Anywhere Advisors ("Owned Brokerage Group")**—operates a full-service real estate brokerage business under the Coldwell Banker®, Corcoran® and Sotheby's International Realty® brand names in many of the largest metropolitan areas in the U.S. This segment also includes the Company's share of equity earnings or losses from the Company's minority-owned real estate auction joint venture.
- **Anywhere Integrated Services ("Title Group")**—provides full-service title, escrow and settlement services to consumers, real estate companies, corporations and financial institutions primarily in support of residential real estate transactions. This segment also includes the Company's share of equity earnings or losses from Guaranteed Rate Affinity, the Company's minority-owned mortgage origination joint venture, and from the Company's minority-owned title insurance underwriter joint venture.

Fair Value Measurements

The following tables present the Company's assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value.

Level Input:	Input Definitions:
Level I	Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The availability of observable inputs can vary from asset to asset and is affected by a wide variety of factors, including, for example, the type of asset, whether the asset is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level III. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The fair value of financial instruments is generally determined by reference to quoted market values. In cases where quoted market prices are not available, fair value is based on estimates using present value or other valuation techniques, as appropriate. The fair value of interest rate swaps is determined based upon a discounted cash flow approach.

The Company measures financial instruments at fair value on a recurring basis and recognizes transfers within the fair value hierarchy at the end of the fiscal quarter in which the change in circumstances that caused the transfer occurred.

The following table summarizes fair value measurements by level at June 30, 2024 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Deferred compensation plan assets (included in other non-current assets)	\$ 1	\$ —	\$ —	\$ 1
Contingent consideration for acquisitions (included in accrued expenses and other current liabilities and other non-current liabilities)	—	—	3	3

The following table summarizes fair value measurements by level at December 31, 2023 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Deferred compensation plan assets (included in other non-current assets)	\$ 1	\$ —	\$ —	\$ 1
Contingent consideration for acquisitions (included in accrued expenses and other current liabilities and other non-current liabilities)	—	—	4	4

The fair value of the Company's contingent consideration for acquisitions is measured using a probability weighted-average discount rate to estimate future cash flows based upon the likelihood of achieving future operating results for individual acquisitions. These assumptions are deemed to be unobservable inputs and as such the Company's contingent consideration is classified within Level III of the valuation hierarchy. The Company reassesses the fair value of the contingent consideration liabilities on a quarterly basis.

The following table presents changes in Level III financial liabilities measured at fair value on a recurring basis:

	Level III
Fair value of contingent consideration at December 31, 2023	\$ 4
Additions: contingent consideration related to acquisitions completed during the period	—
Reductions: payments of contingent consideration	(1)
Changes in fair value (reflected in general and administrative expenses)	—
Fair value of contingent consideration at June 30, 2024	\$ 3

The following table summarizes the principal amount of the Company's indebtedness compared to the estimated fair value, primarily determined by quoted market values, at:

	June 30, 2024		December 31, 2023	
Debt	Principal Amount	Estimated Fair Value (a)	Principal Amount	Estimated Fair Value (a)
Revolving Credit Facility	\$ 410	\$ 410	\$ 285	\$ 285
Term Loan A Facility	196	195	206	205
7.00% Senior Secured Second Lien Notes	640	523	640	590
5.75% Senior Notes	576	349	576	448
5.25% Senior Notes	457	271	457	336
0.25% Exchangeable Senior Notes	403	324	403	314

(a) The fair value of the Company's indebtedness is categorized as Level II.

Equity Method Investments

At June 30, 2024, the Company had various equity method investments totaling \$ 179 million recorded on the other non-current assets line on the accompanying Condensed Consolidated Balance Sheets. Although the Company holds certain governance rights, it lacks controlling financial or operational interests in these investments.

The Company recorded equity in (earnings) losses from its equity method investments as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Guaranteed Rate Affinity (1)	\$ —	\$ (2)	\$ 2	\$ —
Title Insurance Underwriter Joint Venture (2)	(1)	(1)	(1)	(2)
Other equity method investments (3)	(2)	(2)	(3)	(1)
Equity in earnings of unconsolidated entities	\$ (3)	\$ (5)	\$ (2)	\$ (3)

- (1) The Company's 49.9% minority-owned mortgage origination joint venture with Guaranteed Rate, Inc. ("Guaranteed Rate Affinity") at Title Group had an investment balance of \$65 million and \$67 million at June 30, 2024 and December 31, 2023, respectively.
- (2) The Company's 25% equity interest in the Title Insurance Underwriter Joint Venture at Title Group had an investment balance of \$5 million and \$74 million at June 30, 2024 and December 31, 2023, respectively.
- (3) The Company's various other equity method investments at Title Group and Brokerage Group had a total investment balance of \$9 million and \$37 million at June 30, 2024 and December 31, 2023, respectively.

Income Taxes

The Company's provision for income taxes in interim periods is computed by applying its estimated annual effective tax rate against the income before income taxes for the period. In addition, non-recurring or discrete items are recorded in the period in which they occur. The provision for income taxes was an expense of \$11 million and \$8 million for the three months ended June 30, 2024 and 2023, respectively, and a benefit of \$ 17 million and \$38 million for the six months ended June 30, 2024 and 2023, respectively.

Revenue

Revenue is recognized upon the transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services in accordance with the revenue accounting standard. The Company's revenue is disaggregated by major revenue categories on our Condensed Consolidated Statements of Operations and further disaggregated by business segment as follows:

Three Months Ended June 30,									
	Franchise Group		Owned Brokerage Group		Title Group		Corporate and Other		Total Company
	2024	2023	2024	2023	2024	2023	2024	2023	2024 2023
Gross commission income (a)	\$ —	\$ —	\$ 1,376	\$ 1,363	\$ —	\$ —	\$ —	\$ —	\$ 1,376 \$ 1,363
Service revenue (b)	55	62	7	6	97	95	—	—	159 163
Franchise fees (c)	190	191	—	—	—	—	(89)	(89)	101 102
Other (d)	20	31	10	11	6	5	(3)	(4)	33 43
Net revenues	<u>\$ 265</u>	<u>\$ 284</u>	<u>\$ 1,393</u>	<u>\$ 1,380</u>	<u>\$ 103</u>	<u>\$ 100</u>	<u>\$ (92)</u>	<u>\$ (93)</u>	<u>\$ 1,669 \$ 1,671</u>

Six Months Ended June 30,									
	Franchise Group		Owned Brokerage Group		Title Group		Corporate and Other		Total Company
	2024	2023	2024	2023	2024	2023	2024	2023	2024 2023
Gross commission income (a)	\$ —	\$ —	\$ 2,283	\$ 2,266	\$ —	\$ —	\$ —	\$ —	\$ 2,283 \$ 2,266
Service revenue (b)	101	117	11	10	166	163	—	—	278 290
Franchise fees (c)	321	320	—	—	—	—	(150)	(149)	171 171
Other (d)	43	54	18	19	8	9	(6)	(7)	63 75
Net revenues	<u>\$ 465</u>	<u>\$ 491</u>	<u>\$ 2,312</u>	<u>\$ 2,295</u>	<u>\$ 174</u>	<u>\$ 172</u>	<u>\$ (156)</u>	<u>\$ (156)</u>	<u>\$ 2,795 \$ 2,802</u>

- (a) Gross commission income at Owned Brokerage Group is recognized at a point in time at the closing of a homesale transaction
- (b) Service revenue primarily consists of title and escrow fees at Title Group and are recognized at a point in time at the closing of a homesale transaction. Service revenue at Franchise Group includes relocation fees, which are recognized as revenue when or as the related performance obligation is satisfied dependent on the type of service performed, and fees related to leads and related services, which are recognized at a point in time at the closing of a homesale transaction or at the completion of the related service.
- (c) Franchise fees at Franchise Group primarily include domestic royalties which are recognized at a point in time when the underlying franchisee revenue is earned (upon close of the homesale transaction).
- (d) Other revenue is comprised of brand marketing funds received from franchisees at Franchise Group and other miscellaneous revenues across all of the business segments.

The following table shows the change in the Company's contract liabilities (deferred revenue) related to revenue contracts by reportable segment for the period:

	Beginning Balance at January 1, 2024	Additions during the period	Recognized as Revenue during the period	Ending Balance at June 30, 2024
Franchise Group:				
Deferred area development fees (a)	\$ 39	\$ 1	\$ (3)	\$ 37
Deferred brand marketing fund fees (b)	19	35	(34)	20
Deferred outsourcing management fees (c)	3	22	(20)	5
Other deferred income related to revenue contracts	8	17	(11)	14
Total Franchise Group	69	75	(68)	76
Owned Brokerage Group:				
Advanced commissions related to development business (d)	12	4	(3)	13
Other deferred income related to revenue contracts	3	3	(1)	5
Total Owned Brokerage Group	15	7	(4)	18
Total	<u>\$ 84</u>	<u>\$ 82</u>	<u>\$ (72)</u>	<u>\$ 94</u>

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- (a) The Company collects initial area development fees ("ADF") for international territory transactions, which are recorded as deferred revenue when received and recognized into franchise revenue over the average 25 year life of the related franchise agreement as consideration for the right to access and benefit from Anywhere's brands. In the event an ADF agreement is terminated prior to the end of its term, the unamortized deferred revenue balance will be recognized into revenue immediately upon termination.
 - (b) Revenues recognized include intercompany marketing fees paid by Owned Brokerage Group.
 - (c) The Company earns revenues from outsourcing management fees charged to clients that may cover several of the various relocation services according to the clients' specific needs. Outsourcing management fees are recorded as deferred revenue when billed (usually at the start of the relocation) and are recognized as revenue over the average time period required to complete the transferee's move, or a phase of the move that the fee covers, which is typically 3 to 6 months depending on the move type.
 - (d) New development closings generally have a development period of between 18 and 24 months from contracted date to closing.

Allowance for Doubtful Accounts

The Company estimates the allowance necessary to provide for uncollectible accounts receivable. The estimate is based on historical experience, combined with a review of current conditions and forecasts of future losses, and includes specific accounts for which payment has become unlikely. The process by which the Company calculates the allowance is performed in the individual business units where specific problem accounts are identified and reserved primarily based upon the age profile of the receivables and specific payment issues, combined with reasonable and supportable forecasts of future losses.

Supplemental Cash Flow Information

Significant non-cash transactions included finance lease additions of \$ 3 million and \$4 million during the six months ended June 30, 2024 and 2023, respectively, which resulted in non-cash additions to property and equipment, net and other non-current liabilities.

Leases

The Company's lease obligations as of June 30, 2024 have not changed materially from the amounts reported in the 2023 Form 10-K.

Recently Issued Accounting Pronouncements

The Company systematically reviews and evaluates the relevance and implications of all Accounting Standards Updates ("ASUs"). While recently issued standards not expressly listed below were scrutinized, they were deemed either inapplicable or anticipated to not have a material impact on the Company's consolidated financial position or results of operations.

The FASB issued ASU 2023-07, " *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ". This standard does not alter the methodology employed by the Company in identifying its operating segments, aggregating those operating segments or applying the quantitative thresholds to determine its reportable segments. Instead, the new standard adds required disclosures concerning significant segment expenses that are regularly provided to or easily computed from information regularly provided to by the chief operating decision maker ("CODM") and included within the Company's reported measure of segment profit or loss, as well as certain other disclosures. The new standard also allows disclosure of multiple measures of segment profitability if those measures are used to allocate resources and assess performance by the CODM. Furthermore, certain annual disclosures will be required on an interim basis. The new standard is effective for annual financial statements of public business entities for fiscal years beginning after December 15, 2023 and in interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The new guidance should be adopted retrospectively unless impracticable. The Company is currently evaluating the impact of the new guidance on its financial statement disclosures.

The FASB issued ASU 2023-09, " *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ". This standard includes enhanced income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid for annual periods. The new standard is effective for annual financial statements of public business entities for fiscal years beginning after December 15, 2024, with early adoption permitted. The new guidance should be adopted on a prospective basis with retrospective application permitted. The Company is currently evaluating the impact of the new guidance on its financial statement disclosures.

SEC Rule on Climate-Related Disclosures

In March 2024, the SEC adopted final regulations aimed at improving and streamlining climate-related disclosures for publicly traded companies and in public offerings. These regulations represent the SEC's response to investors' calls for more uniform, comparable, and trustworthy data regarding the financial implications of climate-related risks on a company's operations, as well as its strategies for managing such risks. The registrants will be required to provide disclosure, subject to existing audit requirements, regarding the effects of severe weather events and other natural conditions on the financial statements; financial information related to certain carbon offsets and renewable energy certificates; and material impacts on financial estimates and assumptions that are due to severe weather events and other natural conditions or disclosed climate-related targets or transition plans. Additional disclosure requirements will include: material direct and indirect (Scope 1 and Scope 2) greenhouse gas emissions; governance and oversight of material climate-related risks; the material impact of climate risks on the company's strategy, results of operations and financial condition; risk management processes for material climate-related risks; and material climate targets and goals. The final rule was scheduled to become effective May 28, 2024, however, the SEC has voluntarily stayed the rule's effective date pending judicial review of consolidated challenges to those rules by the U.S. Court of Appeals for the Eighth Circuit. Pending the resolution of the legal challenges, the final rule provides phase-in periods for compliance with the earliest compliance period applying to large accelerated filers for their annual reports for fiscal year 2025 (filed in 2026). The compliance period begins for annual reports for fiscal year 2026 (filed in 2027) for accelerated filers, with additional delays for smaller companies and greenhouse gas emissions related and certain other disclosures. The SEC final rules follow on the heels of the California climate legislation that will require public and private companies that do business in California to disclose their greenhouse gas emissions and their climate-related financial risks. The Company is currently evaluating the impact of the new laws and regulations.

2. GOODWILL AND INTANGIBLE ASSETS

Goodwill

Changes in the carrying amount of Goodwill and Accumulated impairment losses by reportable segment are as follows:

	Franchise Group	Owned Brokerage Group	Title Group	Total Company
Goodwill (gross) at December 31, 2023	\$ 3,953	\$ 1,089	\$ 455	\$ 5,497
Goodwill acquired	—	—	—	—
Goodwill reduction	—	—	—	—
Goodwill (gross) at June 30, 2024	3,953	1,089	455	5,497
Accumulated impairment losses at December 31, 2023	(1,586)	(1,088)	(324)	(2,998)
Goodwill impairment	—	—	—	—
Accumulated impairment losses at June 30, 2024 (a)	(1,586)	(1,088)	(324)	(2,998)
Goodwill (net) at June 30, 2024	\$ 2,367	\$ 1	\$ 131	\$ 2,499

(a) Includes impairment charges which reduced goodwill by \$25 million during 2023, \$394 million during 2022, \$540 million during 2020, \$253 million during 2019, \$1,279 million during 2008 and \$507 million during 2007.

Intangible Assets

Intangible assets are as follows:

	As of June 30, 2024			As of December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable—Franchise agreements (a)	\$ 2,010	\$ 1,156	\$ 854	\$ 2,010	\$ 1,123	\$ 887
Indefinite life—Trademarks (b)	\$ 586		\$ 586	\$ 586		\$ 586
Other Intangibles						
Amortizable—License agreements (c)	\$ 45	\$ 16	\$ 29	\$ 45	\$ 16	\$ 29
Amortizable—Customer relationships (d)	454	396	58	454	385	69
Indefinite life—Title plant shares (e)	29		29	28		28
Amortizable—Other (f)	7	6	1	7	6	1
Total Other Intangibles	\$ 535	\$ 418	\$ 117	\$ 534	\$ 407	\$ 127

- (a) Generally amortized over a period of 30 years.
- (b) Primarily related to real estate franchise, title and relocation trademarks which are expected to generate future cash flows for an indefinite period of time.
- (c) Relates to the Sotheby's International Realty® and Better Homes and Gardens® Real Estate agreements which are being amortized over 50 years (the contractual term of the license agreements).
- (d) Relates to the customer relationships which are being amortized over a period of 10 to 20 years.
- (e) Ownership in a title plant is required to transact title insurance in certain states. The Company expects to generate future cash flows for an indefinite period of time.
- (f) Consists of covenants not to compete which are amortized over their contract lives and other intangibles which are generally amortized over periods ranging from 3 to 5 years.

Intangible asset amortization expense is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Franchise agreements	\$ 17	\$ 16	\$ 33	\$ 33
Customer relationships	5	6	11	11
Other	1	—	1	1
Total	\$ 23	\$ 22	\$ 45	\$ 45

Based on the Company's amortizable intangible assets as of June 30, 2024, the Company expects related amortization expense for the remainder of 2024, the four succeeding years and thereafter to be approximately \$ 45 million, \$89 million, \$89 million, \$74 million, \$68 million and \$577 million, respectively.

3. OTHER CURRENT ASSETS AND ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Other current assets consisted of:

	June 30, 2024	December 31, 2023
Prepaid contracts and other prepaid expenses	\$ 90	\$ 78
Prepaid agent incentives	43	49
Franchisee sales incentives	29	30
Other	57	61
Total other current assets	\$ 219	\$ 218

Accrued expenses and other current liabilities consisted of:

	June 30, 2024	December 31, 2023
Accrued payroll and related employee costs	\$ 119	\$ 158
Advances from clients	28	29
Accrued volume incentives	21	28
Accrued commissions	44	34
Restructuring accruals	14	14
Deferred income	65	53
Accrued interest	36	34
Current portion of finance lease liabilities	8	9
Due to former parent	40	38
Other	148	176
Total accrued expenses and other current liabilities	\$ 523	\$ 573

4. SHORT AND LONG-TERM DEBT

Total indebtedness is as follows:

	June 30, 2024	December 31, 2023
Revolving Credit Facility	\$ 410	\$ 285
Term Loan A Facility	196	206
7.00% Senior Secured Second Lien Notes	629	627
5.75% Senior Notes	576	576
5.25% Senior Notes	451	451
0.25% Exchangeable Senior Notes	398	397
Total Short-Term & Long-Term Debt	<u>\$ 2,660</u>	<u>\$ 2,542</u>
Securitization Obligations:		
Apple Ridge Funding LLC	\$ 152	\$ 115

Indebtedness Table

As of June 30, 2024, the Company's borrowing arrangements were as follows:

	Interest Rate	Expiration Date	Principal Amount	Unamortized Premium and Debt Issuance Costs	Net Amount
Revolving Credit Facility (1)	(2)	July 2027 (3)	\$ 410	\$ *	\$ 410
Term Loan A Facility	(4) (5)	February 2025	196	—	196
Senior Secured Second Lien Notes	7.00%	April 2030	640	11	629
Senior Notes	5.75%	January 2029	576	—	576
Senior Notes	5.25%	April 2030	457	6	451
Exchangeable Senior Notes	0.25%	June 2026	403	5	398
Total Short-Term & Long-Term Debt			<u>\$ 2,682</u>	<u>\$ 22</u>	<u>\$ 2,660</u>
Securitization obligations: (6)					
Apple Ridge Funding LLC		May 2025	\$ 152	\$ *	\$ 152

* The debt issuance costs related to our Revolving Credit Facility and securitization obligations are classified as a deferred financing asset within other assets.

- As of June 30, 2024, the Company had \$1,100 million of borrowing capacity under its Revolving Credit Facility. As of June 30, 2024, there were \$10 million of outstanding borrowings under the Revolving Credit Facility and \$33 million of outstanding undrawn letters of credit. On July 30, 2024, the Company had \$100 million of outstanding borrowings under the Revolving Credit Facility and \$33 million of outstanding undrawn letters of credit.
- The interest rate with respect to revolving loans under the Revolving Credit Facility at June 30, 2024 is based on, at the Company's option, Term Secured Overnight Financing Rate ("SOFR") plus a 10 basis point credit spread adjustment or JP Morgan Chase Bank, N.A.'s prime rate ("ABR") plus (in each case) an additional margin subject to adjustment based on the then current senior secured leverage ratio. Based on the previous quarter's senior secured leverage ratio, the SOFR margin was 1.75% and the ABR margin was 0.75% for the three months ended June 30, 2024.
- The maturity date of the Revolving Credit Facility is July 27, 2027 and may spring forward to an earlier date as follows: (i) if on or before March 16, 2026, the 0.25% Exchangeable Senior Notes have not been extended, refinanced or replaced to have a maturity date after October 26, 2027 (or are not otherwise discharged, defeased or repaid by March 16, 2026), the maturity date of the Revolving Credit Facility will be March 16, 2026; and (ii) if on or before November 9, 2024, the "term A loans" under the Term Loan A Agreement have not been extended, refinanced or replaced to have a maturity date after October 26, 2027 (or are not otherwise repaid by November 9, 2024), the maturity date of the Revolving Credit Facility will be November 9, 2024.
- The interest rate with respect to outstanding borrowings under the Term Loan A Facility at June 30, 2024 is based on, at the Company's option, Term SOFR plus a 10 basis point credit spread adjustment or ABR, plus (in each case) an additional margin subject to adjustment based on the then current senior secured leverage ratio. Based on the previous quarter's senior secured leverage ratio, the SOFR margin was 1.75% and the ABR margin was 0.75% for the three months ended June 30, 2024.
- The Term Loan A Facility provides for quarterly amortization payments based on a percentage of the original principal amount of \$37 million as follows: 1.25% per quarter from June 30, 2022 to March 31, 2023; 1.875% per quarter from June 30, 2023 to March

31, 2024; and 2.50% per quarter for periods ending on or after June 30, 2024, with the balance of the Term Loan A Facility due at maturity on February 8, 2025.

- (6) In May 2024, Anywhere Group extended the existing Apple Ridge Funding LLC securitization program until May 30, 2025. As of June 30, 2024, the Company had \$200 million of borrowing capacity under the Apple Ridge Funding LLC securitization program with \$152 million being utilized leaving \$48 million of available capacity subject to maintaining sufficient relocation related assets to collateralize the securitization obligation. Certain of the funds that Anywhere Group receives from relocation receivables and related assets are required to be utilized to repay securitization obligations. These obligations are collateralized by \$214 million and \$146 million of underlying relocation receivables and other related relocation assets at June 30, 2024 and December 31, 2023, respectively. Substantially all relocation related assets are realized in less than twelve months from the transaction date. Accordingly, all of Anywhere Group's securitization obligations are classified as current in the accompanying Condensed Consolidated Balance Sheets. Interest incurred in connection with borrowings under the facility amounted to \$2 million and \$3 million for the three months ended June 30, 2024 and 2023, respectively, as well as \$4 million and \$6 million for the six months ended June 30, 2024 and 2023, respectively. This interest is recorded within net revenues in the accompanying Condensed Consolidated Statements of Operations as related borrowings are utilized to fund Anywhere Group's relocation operations where interest is generally earned on such assets. The securitization obligations represent floating rate debt for which the average weighted interest rate was 8.4% and 7.1% for the six months ended June 30, 2024 and 2023, respectively.

Maturities Table

As of June 30, 2024, the combined aggregate amount of maturities for long-term borrowings for the remainder of 2024 and each of the next four years is as follows:

Year	Amount
Remaining 2024 (a)	\$ 422
2025	184
2026	403
2027	—
2028	—

- (a) Remaining 2024 includes amortization payments totaling \$12 million for the Term Loan A Facility, as well as \$410 million of outstanding borrowings under the Revolving Credit Facility which expires in July 2027 (subject to earlier spring maturity) but is classified on the balance sheet as current due to the revolving nature and terms and conditions of the facility. The current portion of long-term debt of \$606 million shown on the Condensed Consolidated Balance Sheets consists of \$410 million of outstanding borrowings under the Revolving Credit Facility and \$196 million of outstanding borrowings under the Term Loan A Facility expiring February 8, 2025.

5. RESTRUCTURING COSTS

Restructuring charges were \$7 million and \$18 million for the three and six months ended June 30, 2024, respectively, and \$ 6 million and \$31 million for the three and six months ended June 30, 2023, respectively. The components of the restructuring charges were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Personnel-related costs (1)	\$ 5	\$ 2	\$ 10	\$ 13
Facility-related costs (2)	2	4	8	18
Total restructuring charges (3)	\$ 7	\$ 6	\$ 18	\$ 31

- (1) Personnel-related costs consist of severance costs provided to employees who have been terminated.
- (2) Facility-related costs consist of costs associated with planned facility closures such as contract termination costs, amortization of lease assets that will continue to be incurred under the contract for its remaining term without economic benefit to the Company, accelerated depreciation on asset disposals and other facility and employee relocation related costs.
- (3) Restructuring charges for the three months ended June 30, 2024 include \$6 million of expense related to the Operational Efficiencies Plan and \$1 million of expense related to prior restructuring plans.
- Restructuring charges for the three months ended June 30, 2023 include \$5 million of expense related to the Operational Efficiencies Plan and \$1 million of expense related to prior restructuring plans.

Restructuring charges for the six months ended June 30, 2024 include \$16 million of expense related to the Operational Efficiencies Plan and \$2 million of expense related to prior restructuring plans.

Restructuring charges for the six months ended June 30, 2023 include \$28 million of expense related to the Operational Efficiencies Plan and \$3 million of expense related to prior restructuring plans.

Operational Efficiencies Plan

The Company is actively executing its strategic Operational Efficiencies Plan ("the Plan"). In response to housing market trends, a significant workforce reduction occurred in January 2023. Additional costs in 2024 relate primarily to facility closures as part of ongoing Plan execution. The Company's broader cost reduction initiatives include digital transformation efforts and technology investments in efforts to support its independent sales agents, franchisees and consumers.

The following is a reconciliation of the beginning and ending reserve balances related to the Plan:

	Personnel-related costs	Facility-related costs	Total
Balance at December 31, 2023	\$ 10	\$ 4	\$ 14
Restructuring charges (1)	10	6	16
Costs paid or otherwise settled	(8)	(7)	(15)
Balance at June 30, 2024	<u>\$ 12</u>	<u>\$ 3</u>	<u>\$ 15</u>

(1) In addition, the Company incurred \$6 million of facility-related costs for lease asset impairments in connection with the Plan during the six months ended June 30, 2024.

The following table shows the total costs currently expected to be incurred by type of cost related to the Plan:

	Total amount expected to be incurred	Amount incurred to date	Total amount remaining to be incurred
Personnel-related costs	\$ 47	\$ 45	\$ 2
Facility-related costs	41	34	7
Total	<u>\$ 88</u>	<u>\$ 79</u>	<u>\$ 9</u>

The following table shows the total costs currently expected to be incurred by reportable segment related to the Plan:

	Total amount expected to be incurred	Amount incurred to date	Total amount remaining to be incurred
Franchise Group	\$ 16	\$ 16	\$ —
Owned Brokerage Group	54	46	8
Title Group	6	5	1
Corporate and Other	12	12	—
Total	<u>\$ 88</u>	<u>\$ 79</u>	<u>\$ 9</u>

Prior Restructuring Plans

During 2019, the Company took various strategic initiatives to reduce costs and institute operational and facility related efficiencies to drive profitability. During 2020, as a result of the COVID-19 pandemic, the Company transitioned substantially all of its employees to a remote-work environment which allowed the Company to reevaluate its office space needs. As a result, additional facility and operational efficiencies were identified and implemented which included the transformation of its corporate headquarters in Madison, New Jersey to an open-plan innovation hub. At December 31, 2023, the remaining liability related to these initiatives was \$9 million. During the six months ended June 30, 2024, the Company incurred \$2 million of costs and paid or settled \$ 2 million of costs resulting in a remaining accrual of \$ 9 million at June 30, 2024. The remaining accrual of \$ 9 million and total amount remaining to be incurred of \$17 million primarily relate to the transformation of the Company's corporate headquarters.

6. COMMITMENTS AND CONTINGENCIES

Litigation

The Company is involved in various claims, legal proceedings, alternative dispute resolution and governmental inquiries or regulatory actions, including the matters described below.

Litigation and other disputes are inherently unpredictable and subject to substantial uncertainties. Even cases brought by us can involve counterclaims asserted against us and even in matters in which we are not a named party, regulatory investigations and other litigation can have significant implications for the Company, particularly to the extent that changes in industry rules and practices can directly impact us. In addition, litigation and other legal matters, including class action lawsuits, multi-party litigation and regulatory proceedings challenging practices that have broad impact, can be costly to defend and, depending on the class size and claims, could be costly to settle. Certain types of claims, such as RESPA and antitrust laws, generally provide for joint and several liability and treble damages. Insurance coverage may be unavailable for certain types of claims (including antitrust and Telephone Consumer Protection Act ("TCPA") litigation), insurance carriers may dispute coverage, and even where coverage is provided, it may not cover the full amount of losses the Company incurs.

The Company believes that it has adequately accrued for legal matters as appropriate. The Company records litigation accruals for legal matters when it is both probable that a liability will be incurred, and the amount of the loss can be reasonably estimated. Where the reasonable estimate of the probable loss is a range, the Company records as an accrual in its financial statements the most likely estimate of the loss, or the low end of the range if there is no "most likely" estimate. For other litigation described on the following pages, management is unable to provide a meaningful estimate of the possible loss or range of possible losses that could potentially result from such litigation.

The captioned matters described herein cover evolving, complex litigation and the Company assesses its accruals on an ongoing basis taking into account the procedural stage and developments in the litigation. The Company could incur charges or judgments or enter into settlements of claims, based upon future events or developments, with liabilities that are materially in excess of amounts accrued and these judgments or settlements could have a material adverse effect on the Company's financial condition, results of operations or cash flows in any particular period. As such, an increase in accruals for one or more of these matters in any reporting period may have a material adverse effect on the Company's results of operations and cash flows for that period.

From time to time, even if the Company believes it has substantial defenses, it may consider litigation settlements based on a variety of circumstances.

All of these matters are presented as currently captioned, but as noted elsewhere in this Quarterly Report, Realogy Holdings Corp. has been renamed Anywhere Real Estate Inc.

Antitrust Litigation

As disclosed in Note 15, "Commitments and Contingencies—Litigation" to the Consolidated Financial Statements in our 2023 Form 10-K, the Company has been named in a number of class actions covering sellers of homes utilizing a broker during the class period that challenge residential real estate industry rules and practices that require an offer of compensation and payment of buyer-broker commissions and certain alleged associated practices, including in the following cases:

- *Burnett, Hendrickson, Breit, Trupiano, and Keel v. The National Association of Realtors, Realogy Holdings Corp., Homeservices of America, Inc., BHH Affiliates LLC, HSF Affiliates, LLC, RE/MAX LLC, and Keller Williams Realty, Inc.* (U.S. District Court for the Western District of Missouri) (formerly captioned as *Sitzer*);
- *Moehrl, Cole, Darnell, Ramey, Umpa and Ruh v. The National Association of Realtors, Realogy Holdings Corp., Homeservices of America, Inc., BHH Affiliates, LLC, The Long & Foster Companies, Inc., RE/MAX LLC, and Keller Williams Realty, Inc.* (U.S. District Court for the Northern District of Illinois); and
- *Nosalek, Hirschorn and Hirschorn v. MLS Property Information Network, Inc., Realogy Holdings Corp., Homeservices of America, Inc., BHH Affiliates, LLC, HSF Affiliates, LLC, RE/MAX LLC, and Keller Williams Realty, Inc.* (U.S. District Court for the District of Massachusetts).

In October 2023, the Company agreed to a settlement, on a nationwide basis, of all claims asserted or that could have been asserted against Anywhere in the *Burnett*, *Moehrl* and *Nosalek* cases, including claims asserted on behalf of home sellers in similar matters (the "Anywhere Settlement") and the court granted final approval of the Anywhere Settlement on

May 9, 2024. The final approval has been appealed by several parties, including a plaintiff class member from the *Batton* buy-side case (described below), specifically claiming that the release in the Anywhere Settlement should not release any buy-side claims that sellers may also have.

The Anywhere Settlement releases the Company, all subsidiaries, brands, affiliated agents, and franchisees from all claims that were or could have been asserted by all persons who sold a home that was listed on a multiple listing service anywhere in the United States where a commission was paid to any brokerage in connection with the sale of the home in the relevant class period. The Anywhere Settlement is not an admission of liability, nor does it concede or validate any of the claims asserted against Anywhere.

Under the terms of the nationwide Anywhere Settlement, Anywhere has agreed to injunctive relief as well as monetary relief of \$ 83.5 million, of which \$30 million has been paid and the remaining \$ 53.5 million will be due within 21 business days after all appellate rights are exhausted.

The Anywhere Settlement includes injunctive relief for a period of five years, requiring practice changes in the Company owned brokerage operations and that the Company recommend and encourage these same practice changes to its independently owned and operated franchise network. The injunctive relief, includes but is not limited to, reminding Company owned brokerages, franchisees and their respective agents that Anywhere has no rule requiring offers of compensation to buyer brokers; prohibiting Company owned brokerages (and recommending to franchisees) and agents from using technology (or manually) to sort listings by offers of compensation, unless requested by the client; eliminating any minimum client commission for Company owned brokerages; and refraining from adopting any requirement that Company owned brokerages, franchisees or their respective agents belong to National Association of Realtors ("NAR") or follow NAR's Code of Ethics or MLS handbook. The practice changes are to take place no later than six months after the Anywhere Settlement receives final court approval and all appellate rights are exhausted.

More recent settlements by NAR, other Realtor® associations or MLSs involve injunctive relief that, if approved and implemented, will impact the entire industry, including our owned brokerages and those of our franchisees. Specifically, NAR entered into a nationwide class action settlement (the "NAR Settlement"), which has been preliminarily approved by the court, under which it has agreed to certain practice changes and to pay \$418 million. These practice changes include, but are not limited to, prohibiting offers of compensation to buyer brokers from being made on listings on an MLS, requiring Realtors® representing a buyer to enter into a written agreement with a buyer, setting forth the buyer broker's fee and obligations before showing the buyer a property, and prohibiting Realtors® from representing their services as free, or collecting greater compensation than set forth in the written agreement with the buyer. The NAR Settlement allowed for participation by non-NAR MLSs, but a number of those MLSs have elected not to participate in the NAR Settlement, and as such, they will continue to operate on their own rules regarding broker compensation and will not be restricted by the constraints in the NAR Settlement. A hearing for final approval of the NAR settlement is scheduled for November 26, 2024.

In addition, since late October 2023, more than thirty additional lawsuits with similar or related claims have been filed against various real estate brokerages, NAR, MLSs, and/or state and local Realtor Associations, about a third of which name Anywhere, its subsidiaries or franchisees (the "Copycat Litigation"). In those cases, plaintiffs have generally either agreed to dismiss or stay the actions against Anywhere, its subsidiaries or franchisees pending the conclusion of the appeals of the trial court's grant of final approval of the Anywhere Settlement.

McFall v. Canadian Real Estate Association, et al., Federal Court, Canada, Court File No. T-119-24 . In this putative class action, filed on January 18, 2024, plaintiff alleges that Coldwell Banker Canada, amongst other brokers, franchisors, Regional Real Estate Boards ("RREB") and the Canadian Real Estate Board ("CREB") conspired to fix the price of buyer brokerage services in violation of civil and criminal statutes. On March 14, 2024, the Court entered an order functionally staying the matter pending further order of the court. We believe the court will reexamine this order upon conclusion of the appeal in a previously filed matter involving similar allegations but different parties.

Separately, a putative nationwide class action on behalf of home buyers (instead of sellers) captioned *Batton, Bolton, Brace, Kim, James, Mullis, Bisbicos and Parsons v. The National Association of Realtors, Realty Holdings Corp., Homeservices of America, Inc., BHH Affiliates, LLC, HSF Affiliates, LLC, The Long & Foster Companies, Inc., RE/MAX LLC, and Keller Williams Realty, Inc.* (U.S. District Court for the Northern District of Illinois Eastern Division) was filed on January 25, 2021 ("*Batton*", formerly captioned as *Leeder*), in which the plaintiffs take issue with certain NAR policies, including those related to buyer-broker compensation at issue in the *Moehrl* and *Burnett* matters, but claim the alleged conspiracy has harmed buyers (instead of sellers), and seek a permanent injunction enjoining NAR from establishing in the future the same or similar rules, policies, or practices as those challenged in the action as well as an award of damages and/

or restitution, interest, and reasonable attorneys' fees and expenses. The only claims remaining outstanding are state law claims. The Company's motion to dismiss remains pending. The Company disputes the allegations against it in this case, believes it has substantial defenses to plaintiffs' claims, and is vigorously defending this litigation. In addition to these substantial defenses, the final approval of the Anywhere Settlement limited the size of the *Batton* case because the settling plaintiffs are releasing claims of the type alleged in *Batton*. As noted above, the named plaintiffs in the *Batton* case have filed an appeal of the final approval of the Anywhere Settlement, objecting to the release of buy-side claims in that settlement.

The Company believes that additional antitrust litigation and investigations related to other industry practices may be possible beyond what has already been filed. We believe, for example, the DOJ is continuing to focus on the manner in which broker commissions are communicated, negotiated and paid, including how MLSs and state associations are implementing the changes required by the NAR settlement and potentially broader restrictions or bans on offers of compensation. Their focus has also expanded to include the comingling rule, which is a non-mandatory rule that precludes the joint display of MLS and non-MLS listings. The DOJ may expand its focus to include certain other rules, such as the clear cooperation policy, which is a NAR-mandated policy that requires a listing broker to submit a listing to the MLS for cooperation with other MLS participants within a specified time of marketing a property to the public.

Telephone Consumer Protection Act Litigation

Bumpus, et al. v. Realogy Holdings Corp., et al. (U.S. District Court for the Northern District of California, San Francisco Division). In this class action filed on June 11, 2019, plaintiffs allege that independent sales agents affiliated with Anywhere Advisors LLC violated the Telephone Consumer Protection Act of 1991 (TCPA) using dialers provided by Mojo Dialing Solutions, LLC and others. Plaintiffs seek relief on behalf of a National Do Not Call Registry class, an Internal Do Not Call class, and an Artificial or Prerecorded Message class.

While the Court certified the classes in March 2022, the plaintiffs filed a motion in early 2023 seeking to narrow the classes, which the Company opposed, seeking to decertify the classes. The plaintiffs, in response to the Company's request to decertify the classes and the court's order, have provided a Declaration with a detailed explanation of the bases for their request to reduce the class sizes. Those and other pre-trial motions remain pending.

The Company disputes the allegations against it in this case, believes it has substantial defenses to both plaintiffs' liability claims and damage assertions, and is vigorously defending this action.

Other

Examples of other legal matters involving the Company may include but are not limited to:

- antitrust and anti-competition claims;
- TCPA claims;
- claims alleging violations of RESPA, state consumer fraud statutes, federal consumer protection statutes or other state real estate law violations;
- employment law claims, including claims that independent residential real estate sales agents engaged by our company owned brokerages or by affiliated franchisees—under certain state or federal laws—are potentially employees instead of independent contractors, and they or regulators therefore may bring claims against our Owned Brokerage Group for breach of contract, wage and hour classification claims, wrongful discharge, unemployment and workers' compensation and could seek benefits, back wages, overtime, indemnification, penalties related to classification practices and expense reimbursement available to employees or make similar claims against Franchise Group as an alleged joint employer of an affiliated franchisee's independent sales agents;
- other employment law matters, including other types of worker classification claims as well as wage and hour claims and retaliation claims;
- claims regarding non-competition, non-solicitation and restrictive covenants together with claims of tortious interference and other improper recruiting conduct;
- information privacy and security claims, including claims under new and emerging data privacy laws related to the protection of customer, employee or third-party information, claims related to the implementation of various consumer opt-out rights, and claims under biometric data laws such as the Illinois Biometric Information Privacy Act;

- cyber-crime claims, including claims related to the diversion of homesale transaction closing funds;
- vicarious or joint liability claims based upon the conduct of individuals or entities traditionally outside of our control, including franchisees and independent sales agents, under joint employer claims or other theories of actual or apparent agency;
- claims by current or former franchisees that franchise agreements were breached, including improper terminations;
- claims generally against the company owned brokerage operations for negligence, misrepresentation or breach of fiduciary duty in connection with the performance of real estate brokerage or other professional services as well as other brokerage claims associated with listing information and property history;
- claims related to intellectual property or copyright law, including infringement actions alleging improper use of copyrighted photographs on websites or in marketing materials without consent of the copyright holder or claims challenging our trademarks;
- claims concerning breach of obligations to make websites and other services accessible for consumers with disabilities;
- claims against the title agent contending that the agent knew or should have known that a transaction was fraudulent or that the agent was negligent in addressing title defects or conducting the settlement;
- claims related to disclosure or securities law violations as well as derivative suits; and
- fraud, defalcation or misconduct claims.

Other ordinary course legal proceedings that may arise from time to time include those related to commercial arrangements, indemnification (under contract or common law), franchising arrangements, the fiduciary duties of brokers, standard brokerage disputes like the failure to disclose accurate square footage or hidden defects in the property such as mold, claims under the False Claims Act (or similar state laws), consumer lending and debt collection law claims, state auction law, and violations of similar laws in countries where we operate around the world with respect to any of the foregoing. In addition, with the increasing requirements resulting from government laws and regulations concerning data breach notifications and data privacy and protection obligations, claims associated with these laws may become more common. While most litigation involves claims against the Company, from time to time the Company commences litigation, including litigation against former employees, franchisees and competitors when it alleges that such persons or entities have breached agreements or engaged in other wrongful conduct.

Cendant Corporate Liabilities and Guarantees to Cendant and Affiliates

Anywhere Group (then Realogy Corporation) separated from Cendant on July 31, 2006 (the "Separation"), pursuant to a plan by Cendant (now known as Avis Budget Group, Inc.) to separate into four independent companies—one for each of Cendant's business units—real estate services (Anywhere Group, formerly referred to as Realogy Group), travel distribution services ("Travelport"), hospitality services, including timeshare resorts ("Wyndham Worldwide"), and vehicle rental ("Avis Budget Group"). Pursuant to the Separation and Distribution Agreement dated as of July 27, 2006 among Cendant, Anywhere Group, Wyndham Worldwide and Travelport (the "Separation and Distribution Agreement"), each of Anywhere Group, Wyndham Worldwide and Travelport have assumed certain contingent and other corporate liabilities (and related costs and expenses), which are primarily related to each of their respective businesses. In addition, Anywhere Group has assumed 62.5% and Wyndham Worldwide has assumed 37.5% of certain contingent and other corporate liabilities (and related costs and expenses) of Cendant. The due to former parent balance was \$40 million at June 30, 2024 and \$38 million at December 31, 2023, respectively. The due to former parent balance was comprised of the Company's portion of the following: (i) Cendant's remaining contingent tax liabilities, (ii) potential liabilities related to Cendant's terminated or divested businesses, and (iii) potential liabilities related to the residual portion of accruals for Cendant operations.

In December 2022, a hearing was held with the California Office of Tax Appeals ("OTA") on a Cendant legacy tax matter involving Avis Budget Group that related to a 1999 transaction. The case presented two issues: (i) whether the notices of proposed assessment issued by the California Franchise Tax Board were barred by the statute of limitations; and (ii) whether a transaction undertaken by Avis Budget Group in tax year 1999 constituted a tax-free reorganization under the Internal Revenue Code. In March 2023, the OTA decided in favor of the California Franchise Tax Board on both issues. As a result, the Company increased its accrual for this legacy tax matter in the first quarter of 2023 and as of June 30, 2024 the

accrual is \$40 million. On April 10, 2024, the Company's petition for rehearing was denied by the OTA, and the tax assessment is anticipated to become payable as early as the third quarter of 2024, even if judicial relief is sought.

Tax Matters

The Company is subject to income taxes in the United States and several foreign jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes and recording related assets and liabilities. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by tax authorities whereby the outcome of the audits is uncertain. The Company believes there is appropriate support for positions taken on its tax returns. The liabilities that have been recorded represent the best estimates of the probable loss on certain positions and are adequate for all open years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter. However, the outcomes of tax audits are inherently uncertain.

Escrow and Trust Deposits

As a service to its customers, the Company administers escrow and trust deposits which represent undisbursed amounts received for the settlement of real estate transactions. Deposits at FDIC-insured institutions are insured up to \$250,000. These escrow and trust deposits totaled approximately \$ 844 million at June 30, 2024 and while these deposits are not assets of the Company (and, therefore, are excluded from the accompanying Condensed Consolidated Balance Sheets), the Company remains contingently liable for the disposition of these deposits.

7. EQUITY

Condensed Consolidated Statement of Changes in Equity for Anywhere

Three Months Ended June 30, 2024							
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Non- controlling Interests	Total Equity
	Shares	Amount					
Balance at March 31, 2024	111	\$ 1	4,814	(3,152)	(45)	\$	1,580
Income	—	—	—	30	—	—	30
Stock-based compensation	—	—	4	—	—	—	4
Issuance of shares for vesting of equity awards	0.1	—	—	—	—	—	—
Dividends	—	—	—	—	—	(1)	(1)
Contributions from non-controlling interests	—	—	—	—	—	1	1
Balance at June 30, 2024	111	\$ 1	4,818	(3,122)	(45)	\$	1,614

Three Months Ended June 30, 2023							
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Non- controlling Interests	Total Equity
	Shares	Amount					
Balance at March 31, 2023	110	\$ 1	4,805	(3,152)	(47)	\$	1,630
Income	—	—	—	19	—	—	19
Stock-based compensation	—	—	4	—	—	—	4
Issuance of shares for vesting of equity awards	0.1	—	—	—	—	—	—
Shares withheld for taxes on equity awards	(0.1)	—	—	—	—	—	—
Balance at June 30, 2023	110	\$ 1	4,809	(3,133)	(47)	\$	1,653

Six Months Ended June 30, 2024							
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Non-controlling Interests	Total Equity
	Shares	Amount					
Balance at December 31, 2023	110.5	\$ 1	\$ 4,813	\$ (3,091)	\$ (44)	\$ 2	\$ 1,681
Net loss	—	—	—	(71)	—	—	(71)
Other comprehensive loss	—	—	—	—	(1)	—	(1)
Stock-based compensation	—	—	8	—	—	—	8
Issuance of shares for vesting of equity awards	1.2	—	—	—	—	—	—
Shares withheld for taxes on equity awards	(0.5)	—	(3)	—	—	—	(3)
Dividends	—	—	—	—	—	(1)	(1)
Contributions from non-controlling interests	—	—	—	—	—	1	1
Balance at June 30, 2024	111.2	\$ 1	\$ 4,818	\$ (3,162)	\$ (45)	\$ 2	\$ 1,614

Six Months Ended June 30, 2023							
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Non-controlling Interests	Total Equity
	Shares	Amount					
Balance at December 31, 2022	109.5	\$ 1	\$ 4,805	\$ (2,994)	\$ (48)	\$ 3	\$ 1,767
Net loss	—	—	—	(119)	—	—	(119)
Other comprehensive income	—	—	—	—	1	—	1
Stock-based compensation	—	—	8	—	—	—	8
Issuance of shares for vesting of equity awards	1.5	—	—	—	—	—	—
Shares withheld for taxes on equity awards	(0.6)	—	(4)	—	—	—	(4)
Balance at June 30, 2023	110.4	\$ 1	\$ 4,809	\$ (3,113)	\$ (47)	\$ 3	\$ 1,653

Condensed Consolidated Statement of Changes in Equity for Anywhere Group

The Company has not included a statement of changes in equity for Anywhere Group as the operating results of Anywhere Group are consistent with the operating results of Anywhere as all revenue and expenses of Anywhere Group flow up to Anywhere and there are no incremental activities at the Anywhere level. The only difference between Anywhere Group and Anywhere is that the \$1 million in par value of common stock in Anywhere's equity is included in additional paid-in capital in Anywhere Group's equity.

Stock Repurchases

The Company may repurchase shares of its common stock under authorizations from its Board of Directors. Shares repurchased are retired and not displayed separately as treasury stock on the condensed consolidated financial statements. The par value of the shares repurchased and retired is deducted from common stock and the excess of the purchase price over par value is first charged against any available additional paid-in capital with the balance charged to retained earnings. Direct costs incurred to repurchase the shares are included in the total cost of the shares.

The Company's Board of Directors authorized a share repurchase program of up to \$ 300 million of the Company's common stock in February 2022. The Company has not repurchased any shares under the share repurchase programs since 2022. As of June 30, 2024, \$203 million remained available for repurchase under the share repurchase program. The Company is subject to limitations on share repurchases, which include compliance with the terms of our debt agreements.

Stock-Based Compensation

During the first quarter of 2024, the Company granted restricted stock units related to 1.3 million shares with a grant date fair value of \$ 6.09 and performance share units ("PSU") related to 1.3 million shares with a grant date fair value of \$ 6.44. The Company granted all time-based equity awards in the form of restricted stock units which are subject to ratable vesting over a three-year period.

During the first quarter of 2024, the Company incorporated investor feedback in the design of its 2024 long-term incentive program in an effort to reduce volatility of payouts. The Company redesigned the PSU award tied to free cash flow

achieved over a three-year period. Specifically, free cash flow targets are now set annually instead of a three-year cumulative goal set at the beginning of the three-year cycle, with the actual payout being the average of the payouts of the three separate annual achievements, subject to further adjustment based upon how Anywhere's common stock performed against a peer group over the three-year period. The actual payout, if any, will be subject to a 15% +/- adjustment if the total stockholder return of Anywhere's common stock is at or above the 75th percentile or below the 25th percentile of the total stockholder return of the peer group the Company's Compensation and Talent Management Committee uses to benchmark executive compensation (subject to additional weighting for the Company's direct peers in that peer group). With the foregoing change, the Company eliminated the separate PSU awards tied to the total stockholder return of Anywhere's common stock relative to the total stockholder return of the S&P MidCap 400 index, referred to as our RTSR PSU units.

8. EARNINGS (LOSS) PER SHARE

Earnings (loss) per share attributable to Anywhere

Basic earnings (loss) per common share is computed based on net income (loss) attributable to Anywhere stockholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per common share is computed consistently with the basic computation plus the effect of dilutive potential common shares outstanding during the period. Dilutive potential common shares include shares that the Company could be obligated to issue from its Exchangeable Senior Notes and warrants if dilutive and outstanding stock-based compensation awards. For purposes of computing diluted earnings (loss) per common share, weighted average common shares do not include potentially dilutive common shares if their effect is anti-dilutive. As such, the shares that the Company could be obligated to issue from its stock options, warrants and Exchangeable Senior Notes are excluded from the earnings (loss) per share calculation if the exercise or exchangeable price exceeds the average market price of common shares.

The Company uses the treasury stock method to calculate the dilutive effect of outstanding stock-based compensation. If dilutive, the Company uses the if converted method to calculate the dilutive effect of its Exchangeable Senior Notes. These notes will have a dilutive impact when the average market price of the Company's common stock exceeds the initial exchange price of \$24.49 per share. The Exchangeable Senior Notes were not dilutive as of June 30, 2024 as the closing price of the Company's common stock as of June 30, 2024 was less than the initial exchange price.

The following table sets forth the computation of basic and diluted earnings (loss) per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
<i>(In millions, except per share data)</i>				
Numerator:				
Net income (loss) attributable to Anywhere shareholders	\$ 30	\$ 19	\$ (71)	\$ (119)
Denominator:				
Weighted average common shares outstanding (denominator for basic earnings (loss) per share calculation)	111.2	110.4	110.9	110.1
Dilutive effect of stock-based compensation awards (a)	0.7	0.9	—	—
Dilutive effect of Exchangeable Senior Notes and warrants (b)	—	—	—	—
Weighted average common shares outstanding (denominator for diluted earnings (loss) per share calculation)	111.9	111.3	110.9	110.1
Earnings (loss) per share attributable to Anywhere shareholders:				
Basic earnings (loss) per share	\$ 0.27	\$ 0.17	\$ (0.64)	\$ (1.08)
Diluted earnings (loss) per share	\$ 0.27	\$ 0.17	\$ (0.64)	\$ (1.08)

- (a) The three months ended June 30, 2024 and 2023, exclude 7.4 million and 6.6 million shares of common stock, respectively, issuable for incentive equity awards which includes performance share units based on the achievement of target amounts that are anti-dilutive to the diluted earnings per share computation. The Company was in a net loss position for the six months ended June 30, 2024 and 2023 and therefore, the impact of incentive equity awards was excluded from the computation of dilutive loss per share as the inclusion of such amounts would be anti-dilutive.
- (b) Shares to be provided to the Company from the exchangeable note hedge transactions purchased concurrently with its issuance of Exchangeable Senior Notes are anti-dilutive and therefore they are not treated as a reduction to its diluted shares.

9. SEGMENT INFORMATION

The reportable segments presented represent those for which the Company maintains separate financial information regularly reviewed and utilized by its chief operating decision maker for performance assessment and resource allocation. The classification of reportable segments also considers the distinctive nature of services offered by each segment.

Management's evaluation of individual reportable segment performance centers on two key metrics: revenue and Operating EBITDA. Operating EBITDA is defined as net income (loss) adjusted for depreciation and amortization, interest expense, net (excluding relocation services interest for securitization assets and securitization obligations), income taxes, and certain non-core items. Non-core items include restructuring charges, former parent legacy items, gains or losses on the early extinguishment of debt, impairments, and gains or losses on discontinued operations or the sale of businesses, investments, or other assets.

The Company's presentation of Operating EBITDA may not align with similar measures employed by other entities. Variations may arise due to differences in the inclusion or exclusion of specific items and the interpretation of non-core elements within the calculation. This disclosure provides insight into the Company's approach to segment reporting and the metrics pivotal to its strategic decision-making processes.

	Revenues (a)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Franchise Group	\$ 265	\$ 284	\$ 465	\$ 491
Owned Brokerage Group	1,393	1,380	2,312	2,295
Title Group	103	100	174	172
Corporate and Other (b)	(92)	(93)	(156)	(156)
Total Company	\$ 1,669	\$ 1,671	\$ 2,795	\$ 2,802

(a) Transactions between segments are eliminated in consolidation. Revenues for Franchise Group include intercompany royalties and marketing fees paid by Owned Brokerage Group of \$92 million and \$156 million for the three and six months ended June 30, 2024, respectively, and \$93 million and \$156 million for the three and six months ended June 30, 2023, respectively. Such amounts are eliminated through the Corporate and Other line.

(b) Includes the elimination of transactions between segments.

Set forth in the table below is Operating EBITDA presented by reportable segment and a reconciliation to Net income (loss) attributable to Anywhere and Anywhere Group for the three and six months ended June 30, 2024 and 2023:

	Operating EBITDA			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Franchise Group	\$ 159	\$ 164	\$ 248	\$ 261
Owned Brokerage Group	4	(10)	(55)	(85)
Title Group	9	10	(6)	(7)
Corporate and Other (a)	(33)	(38)	(65)	(95)
Total Company	\$ 139	\$ 126	\$ 122	\$ 74
Less: Depreciation and amortization	48	49	103	99
Interest expense, net	40	39	79	77
Income tax expense (benefit)	11	8	(17)	(38)
Restructuring costs, net (b)	7	6	18	31
Impairments (c)	2	4	8	8
Former parent legacy cost, net (d)	1	1	2	17
Gain on the sale of businesses, investments or other assets, net	—	—	—	(1)
Net income (loss) attributable to Anywhere and Anywhere Group	\$ 30	\$ 19	\$ (71)	\$ (119)

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- (a) Includes the elimination of transactions between segments.
- (b) The three months ended June 30, 2024 includes restructuring charges of \$2 million at Franchise Group, \$1 million at Owned Brokerage Group, \$1 million at Title Group and \$3 million at Corporate and Other.
The three months ended June 30, 2023 includes restructuring charges of \$4 million at Owned Brokerage Group , \$1 million at Title Group and \$1 million at Corporate and Other.
The six months ended June 30, 2024 includes restructuring charges of \$3 million at Franchise Group, \$7 million at Owned Brokerage Group, \$1 million at Title Group and \$7 million at Corporate and Other.
The six months ended June 30, 2023 includes restructuring charges of \$6 million at Franchise Group, \$18 million at Owned Brokerage Group, \$1 million at Title Group and \$6 million at Corporate and Other.
- (c) Non-cash impairments primarily related to leases and other assets.
- (d) Former parent legacy cost is recorded in Corporate and Other and relates to a legacy tax matter.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with our Condensed Consolidated Financial Statements and accompanying notes thereto included elsewhere herein and with our Consolidated Financial Statements and accompanying notes included in the 2023 Form 10-K. Unless otherwise noted, all dollar amounts in tables are in millions. Neither Anywhere, the indirect parent of Anywhere Group, nor Anywhere Intermediate, the direct parent company of Anywhere Group, conducts any operations other than with respect to its respective direct or indirect ownership of Anywhere Group. As a result, the condensed consolidated financial positions, results of operations and cash flows of Anywhere, Anywhere Intermediate and Anywhere Group are the same. This Management's Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, contains forward-looking statements. See "Forward-Looking Statements" in this Quarterly Report as well as our 2023 Form 10-K for a discussion of the uncertainties, risks and assumptions associated with these statements. Actual results may differ materially from those contained in any forward-looking statements.

OVERVIEW

We, through our subsidiaries, are a global provider of residential real estate services and report our operations in the following three business segments:

- **Anywhere Brands ("Franchise Group")**—franchises a portfolio of well-known, industry-leading franchise brokerage brands, including Better Homes and Gardens® Real Estate, Century 21®, Coldwell Banker®, Coldwell Banker Commercial®, Corcoran®, ERA® and Sotheby's International Realty®. As of June 30, 2024, our real estate franchise systems and proprietary brands had approximately 316,000 independent sales agents worldwide, including approximately 182,900 independent sales agents operating in the U.S. (which included approximately 54,500 company owned brokerage independent sales agents). As of June 30, 2024, our real estate franchise systems and proprietary brands had approximately 18,000 offices worldwide in 118 countries and territories, including approximately 5,500 brokerage offices in the U.S. (which included approximately 610 company owned brokerage offices). This segment also includes our global relocation services operation through Cartus® Relocation Services ("Cartus") and lead generation activities through Anywhere Leads Inc. ("Leads Group").
- **Anywhere Advisors ("Owned Brokerage Group")**—operates a full-service real estate brokerage business with approximately 610 owned and operated brokerage offices with approximately 54,500 independent sales agents under the Coldwell Banker®, Corcoran® and Sotheby's International Realty® brand names in many of the largest metropolitan areas in the U.S. This segment also includes our share of equity earnings or losses from our minority-owned real estate auction joint venture.
- **Anywhere Integrated Services ("Title Group")**—provides full-service title, escrow and settlement services to consumers, real estate companies, corporations and financial institutions primarily in support of residential real estate transactions. This segment also includes the Company's share of equity earnings or losses from Guaranteed Rate Affinity, our minority-owned mortgage origination joint venture, and from our minority-owned title insurance underwriter joint venture.

Our technology and data organization is dedicated to providing innovative technology products and solutions that support the productivity and success of Anywhere's businesses, brands, brokers, agents, and consumers.

CURRENT BUSINESS AND INDUSTRY TRENDS

The residential real estate market is at historic lows. According to data from NAR, homesale transactions in 2023 totaled 4.09 million compared to 5.03 million transactions in 2022 and 6.12 million in 2021, marking the lowest amount since 1995. For the Company, combined closed homesale sides for Franchise Group and Owned Brokerage Group decreased by 36% in 2023 compared to 2021 (20% in 2022 and by another 20% in 2023 compared to the previous year).

Market conditions in the residential real estate industry remained weak in the first half of 2024. NAR reported that existing homesale transactions decreased 3% for the first half of 2024 as compared to the same period in 2023. For 2024, as of its most recently released forecast, Fannie Mae is forecasting existing homesale transactions to increase 2% to 4.17 million.

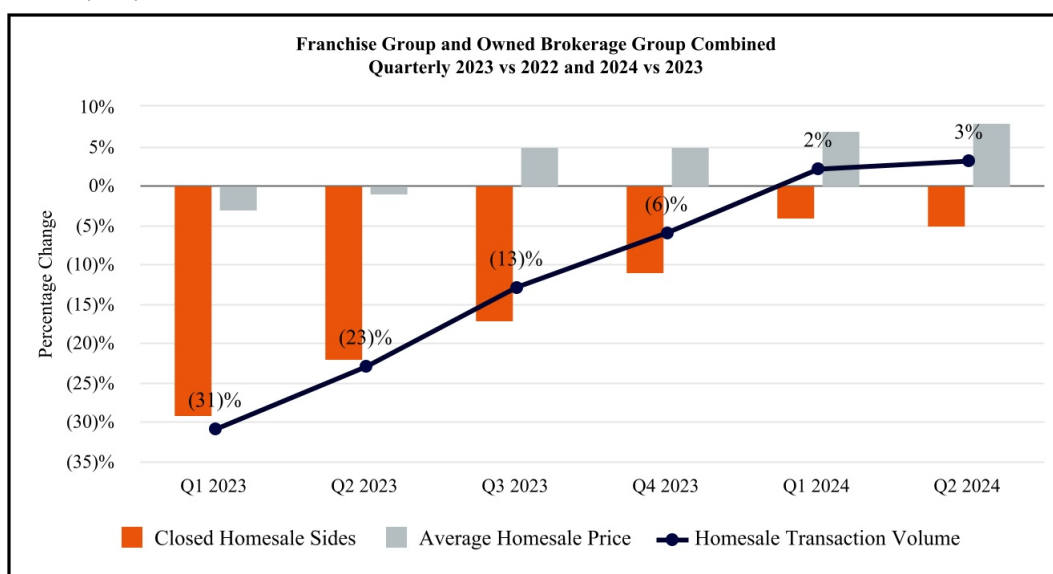
Several market factors contributed to the substantial declines in homesale transactions, the reduced activity in purchase and refinancing units and the reduced mortgage origination volume. These factors include the rapid escalation of mortgage rates starting in March 2022, persistent high inflation over the past two years, low housing inventory, reduced housing affordability, and broader macroeconomic concerns. The low housing inventory environment not only led to a decrease in closed homesale sides but also contributed to an elevation in the average homesale price over the past two years.

The table below sets forth changes in homesale transaction volume, closed homesale sides (homesale transactions) and average homesale price at Franchise Group and Owned Brokerage Group, both on a combined and individual basis, for the three and six months ended June 30, 2024 as compared with the same period in 2023:

	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024
Anywhere Combined		
Homesale transaction volume*	3%	3%
Closed homesale sides	(5)%	(5)%
Average homesale price	8%	7%
Anywhere Brands - Franchise Group		
Homesale transaction volume*	2%	3%
Closed homesale sides	(5)%	(4)%
Average homesale price	7%	7%
Anywhere Advisors - Owned Brokerage Group		
Homesale transaction volume*	4%	3%
Closed homesale sides	(5)%	(5)%
Average homesale price	9%	8%

* Homesale transaction volume is measured by multiplying closed homesale sides by average homesale price.

The graphic below shows the improvement in combined homesale transaction volume for the Company by quarter in 2023 and 2024 as compared with the same period in the prior year:



Furthermore, refinancing title and closing units declined 2% and purchase title and closing units declined 1% at Title Group during the first half of 2024 compared with the same period in 2023 as a result of the high interest rate environment.

Operational Efficiencies and Cost Savings. We continue to execute on our strategic plan to optimize operational efficiency, reduce office footprint costs, centralize certain aspects of our operational support structure and drive changes in how we serve our affiliated independent sales agents, franchisees and consumers. During the second quarter of 2024, we realized cost savings of approximately \$30 million and approximately \$60 million year to date of which approximately half related to specific restructuring activities.

Mortgage Rates. Freddie Mac's data shows that average mortgage rates for a 30-year, conventional, fixed-rate mortgage more than doubled in 2022, reaching a peak of 7.79% in the fourth quarter of 2023, the highest since 2000. Although rates began to decrease slightly in early 2024, they have remained high. As of the week ending July 25, 2024, mortgage rates averaged 6.78%.

Mortgage rates are influenced by a multitude of factors, including federal interest rates, Treasury note yields, inflation, demand, consumer income, unemployment levels, foreclosure rates, and fiscal and monetary policies. Since March 2022, the U.S. Federal Reserve Board has taken action intended to try to control inflation raising the target federal funds rate by over 400 basis points in 2022 and an additional 100 basis points in 2023. The Federal Reserve has kept rates unchanged since July 2023. In their most recent press release in July 2024, they conveyed their anticipation that inflation will gradually align with their target, prompting a reduction in rates. However, the timing of these cuts remains uncertain. As of June 30, 2024 yields on the 10-year Treasury note were 4.36% compared to 3.81% as of June 30, 2023.

The interest rate environment has adversely affected various aspects of our business. Higher mortgage rates typically lead to reduced homesale transaction volume, decreased housing affordability, and lower activity in both purchase and refinancing units and mortgage origination. We anticipate that our business will continue to be negatively impacted by the current high mortgage rate environment until there is an improvement in the interest rate environment. For example, we believe the high mortgage rate environment is contributing to decreased homesale transaction volume, as potential home sellers choose to stay with their lower mortgage rate rather than sell their home and pay a higher mortgage rate with the purchase of another home and potential home buyers choose to rent rather than pay higher mortgage rates.

Inflation. The prevailing inflationary environment has affected U.S. consumers and the repercussions may persist. As evidenced by the Consumer Price Index for All Urban Consumers (CPI), a gauge employed by the U.S. Bureau of Labor Statistics, there was a 3% (not seasonally adjusted) increase for the 12-month period ended June 30, 2024. The CPI serves as a metric for capturing the average fluctuations in prices paid by urban consumers across a diverse array of consumer goods and services. The macroeconomic landscape, including on-going conflicts around the world, introduces an additional layer of complexity to the inflationary dynamics. These geopolitical disruptions have the potential to intensify inflationary pressures, contributing to the volatility witnessed in the broader economic context. As consumers navigate this challenging landscape, the potential for continued impact on their purchasing power remains a significant consideration.

Affordability. The combination of higher mortgage rates and inflation has negatively impacted housing affordability. This is further exacerbated by the significant increase in home prices due to inventory constraints. Future periods may see further negative impacts on housing affordability due to persistent inflation, potential increases in mortgage rates, rising homesale prices, the cost of homeowners and flood insurance, further declines in housing inventory, stagnant or declining wages and other economic challenges.

Inventory & Turnover. Continued declines in inventory have and may continue to result in insufficient supply to meet demand. Housing inventory levels have been a persistent industry-wide concern for years, particularly in certain sought-after geographies and at lower price points. Additional inventory pressure arises from periods of slow new housing construction, potential home sellers choosing to stay with their lower mortgage rate rather than sell their home, real estate investment firms that purchase homes for rental use, and alternative competitors, such as iBuying models. These pressures have led to a significant increase in the average sales price over the past two years, which we believe has contributed to further deterioration of inventory at lower price points.

Recruitment and Retention of Independent Sales Agents; Commission Income. Recruitment and retention of independent sales agents and independent sales agent teams are critical to the business and financial results of a brokerage, including our company owned brokerages and those operated by affiliated franchisees. We've seen modest declines in our independent sales agents which we believe are consistent with a broader market trend of agents leaving the industry. Moreover, ongoing legal issues and changes in industry practices suggest that less experienced agents may continue to exit the industry.

Aggressive competition for the affiliation of independent sales agents in this industry continues to make recruitment and retention efforts at both Franchise Group and Owned Brokerage Group challenging, in particular with respect to more productive sales agents, and had and may continue to have a negative impact on our market share. These competitive market factors along with other trends (such as changes in the spending patterns of independent sales agents, as more agents purchase services from third parties outside of their affiliated broker) are expected to continue to put upward pressure on the average share of commissions earned by independent sales agents. If independent sales agents affiliated with our company owned brokerages are paid a higher proportion of the commissions earned on a homesale transaction or the level of commission income we receive from a homesale transaction is otherwise reduced, the operating margins of our company owned brokerages could continue to be adversely affected. Similarly, franchisees have and may continue to seek reduced royalty fee arrangements or other incentives from us to offset the continued business pressures on such franchisees, which would result in a reduction in royalty fees paid to us.

Competition and Industry Disruption. See Part I., "Item 1.—Business—Competition" in our 2023 Form 10-K for a discussion of the current competitive environment, including with respect to competition for independent sales agents and franchisees as well as non-traditional competition and industry disruption.

Litigation & Regulatory Matters. As further described in Note 6, "Commitments and Contingencies" to the Condensed Consolidated Financial Statements, the final court approval of our nationwide settlement in the *Burnett* antitrust sell-side class action litigation (the "Anywhere Settlement") has been appealed, which delays our final payment of the remaining \$53.5 million due under the Anywhere Settlement until 21 business days after all appellate rights are exhausted (we previously paid the first \$30 million due). We are on track to implement the NAR Settlement (as defined in Note 6) requirements by the mid-August 2024 deadline.

In addition, we believe the DOJ is continuing to focus on the manner in which broker commissions are communicated, negotiated and paid, including how MLSs and state associations are implementing the changes required by the NAR settlement, and on broader restrictions or bans on offers of compensation. We believe the DOJ has also begun focusing on certain other rules and may continue to expand the scope of its scrutiny.

For a further discussion of these matters, see Part II., "Item 1.—Legal Proceedings" and Note 6, "Commitments and Contingencies—Litigation", to the Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report, as well as Part I., "Item 1.—Business—Government and Other Regulations", Part I., "Item 1A.—Risk Factors", Part I. and "Item 3.—Legal Proceedings" in our 2023 Form 10-K, and Note 15, "Commitments and Contingencies—Litigation", to the Consolidated Financial Statements in our 2023 Form 10-K.

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Other Third Party Data. This Quarterly Report includes data and information obtained from independent sources such as the Federal Home Loan Mortgage Corporation ("Freddie Mac"), the U.S. Bureau of Labor Statistics, the U.S. Federal Reserve Board, the National Association of Realtors ("NAR") and the Federal National Mortgage Association ("Fannie Mae"). We caution that such information is subject to change and do not endorse or suggest reliance on this data or information alone.

KEY DRIVERS OF OUR BUSINESSES

Within Franchise Group and Owned Brokerage Group, our assessment of operating performance relies on the following key operating metrics:

- **Closed Homesale Sides:** This metric captures the number of transactions representing either the "buy" or "sell" side of a homesale transaction.
- **Average Homesale Price:** This metric reflects the average selling price of closed homesale transactions.
- **Average Homesale Broker Commission Rate:** This metric indicates the average commission rate earned on either the "buy" or "sell" side of a homesale transaction.

For Franchise Group, an additional metric, Net Royalty Per Side, is utilized. This metric represents the royalty payment to the Franchise Group for each homesale transaction side factoring in royalty rates, homesale prices, average homesale broker commission rates, volume incentives and other incentives. Net royalty per side is a comprehensive measure that accounts for changes in average homesale prices and all incentives and represents the royalty revenue impact of each incremental side.

For Owned Brokerage Group, we also gauge performance using Gross Commission Income Per Side. This metric is derived by dividing gross commission income (comprising commissions from homesale transactions and other activities, primarily leasing transactions) by closed homesale sides. Owned Brokerage Group, as a franchisee of Franchise Group, pays a royalty fee of approximately 6% per transaction to Franchise Group. The remaining gross commission income is distributed between the broker (Owned Brokerage Group) and independent sales agents based on their respective independent contractor agreements, specifying the agents share of the broker commission.

For Title Group, our assessment of operating performance centers on key metrics related to title and closing units differentiating between Purchase Title and Closing Units (resulting from home purchases), and Refinance Title and Closing Units (stemming from homeowners refinancing their home loans). The Average Fee Per Closing Unit metric represents the average fee earned on both purchase and refinancing title sides.

The following table presents our drivers for the three and six months ended June 30, 2024 and 2023. See "Results of Operations" below for a discussion as to how these drivers affected our business for the periods presented.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2024	2023	% Change	2024	2023	% Change
Anywhere Brands - Franchise Group (a)						
Closed homesale sides	194,372	203,928	(5)%	339,147	354,419	(4)%
Average homesale price	\$ 506,676	\$ 473,312	7 %	\$ 491,070	\$ 458,303	7 %
Average homesale broker commission rate	2.42 %	2.46 %	(4) bps	2.43 %	2.46 %	(3) bps
Net royalty per side	\$ 462	\$ 451	2 %	\$ 443	\$ 426	4 %
Anywhere Advisors - Owned Brokerage Group						
Closed homesale sides	71,895	75,506	(5)%	122,408	129,303	(5)%
Average homesale price	\$ 775,453	\$ 709,764	9 %	\$ 748,239	\$ 690,401	8 %
Average homesale broker commission rate	2.36 %	2.43 %	(7) bps	2.38 %	2.42 %	(4) bps
Gross commission income per side	\$ 19,141	\$ 18,059	6 %	\$ 18,648	\$ 17,525	6 %
Anywhere Integrated Services - Title Group						
Purchase title and closing units	29,816	30,136	(1)%	51,141	51,885	(1)%
Refinance title and closing units	2,394	2,308	4 %	4,419	4,506	(2)%
Average fee per closing unit	\$ 3,323	\$ 3,202	4 %	\$ 3,287	\$ 3,170	4 %

(a) Includes all franchisees except for Owned Brokerage Group.

Declines in the number of closed homesale sides and/or declines in average homesale price adversely affect our results of operations by: (i) reducing the royalties we receive from our franchisees, (ii) reducing the commissions our company owned brokerage operations earn, and (iii) reducing the demand for services offered through Title Group, including title, escrow and settlement services or the services of our mortgage origination, title underwriter insurance, or other joint ventures. Additionally, declining closed homesale sides and/or declines in average homesale price increase the risk of franchisee default due to lower homesale volume. Further, our results have been and may continue to be negatively affected by a decline in commission rates charged by brokers, greater commission payments to independent sales agents, lower royalty rates from franchisees or an increase in other incentives paid to franchisees, among other factors.

Average homesale broker commission rate declined for the three months ended June 30, 2024, as compared with the same period in 2023, for both Franchise Group and Owned Brokerage Group partially related to an increase of homesale transactions individually in excess of \$10 million that occurred in the second quarter of 2024 and the increase in average homesale broker commission in the second quarter of 2023.

Royalty fees are charged to all franchisees pursuant to the terms of the relevant franchise agreements and franchisees may receive volume incentives described in each of the real estate brands' franchise disclosure documents. Other incentives may also be used as consideration to attract new franchisees, grow franchisees (including through independent sales agent recruitment) or extend existing franchise agreements, although in contrast to volume incentives, the majority of other incentives are not homesale transaction based. See Part I., "Item 1.—Business—Anywhere Brands—Franchise Group—Operations—Franchising" in our 2023 Form 10-K for additional information.

Over the past several years, our top 250 franchisees have grown faster than our other franchisees through organic growth and market consolidation, which has had, and may continue to, put pressure on our ability to renew or negotiate franchise agreements with favorable terms due to their size and scale, and that has had, and could, adversely impact our royalty revenue.

We face significant competition from other national real estate brokerage brand franchisors for franchisees and we expect that the trend of increasing incentives will continue in the future in order to attract, retain, and help grow certain franchisees. Taking into account competitive factors, from time to time, we have and may continue to introduce pilot programs or restructure or revise the model used at one or more franchised brands, including with respect to fee structures, minimum production requirements or other terms. We expect to experience pressures on net royalty per side, largely due to the impact of competitive market factors noted above and continued concentration among our top 250 franchisees.

Owned Brokerage Group has a significant concentration of real estate brokerage offices and transactions in geographic regions where home prices are at the higher end of the U.S. real estate market, particularly the east and west coasts, while Franchise Group has franchised offices that are more widely dispersed across the United States. Accordingly, operating results and homesale statistics may differ between Owned Brokerage Group and Franchise Group based upon geographic presence and the corresponding homesale activity in each geographic region. In addition, the share of commissions earned by independent sales agents directly impacts the margin earned by Owned Brokerage Group. Such share of commissions earned by independent sales agents varies by region and commission schedules are generally progressive to incentivize sales agents to achieve higher levels of production.

RESULTS OF OPERATIONS

Discussed below are our condensed consolidated results of operations and the results of operations for each of our reportable segments. The reportable segments presented represent those for which we maintain separate financial information regularly reviewed and utilized by our chief operating decision maker for performance assessment and resource allocation. The classification of reportable segments also considers the distinctive nature of services offered by each segment. Management's evaluation of individual reportable segment performance centers on two key metrics: revenue and Operating EBITDA. Operating EBITDA is a non-GAAP financial measure and is defined as net income (loss) adjusted for depreciation and amortization, interest expense, net (excluding relocation services interest for securitization assets and securitization obligations), income taxes, and certain non-core items. Non-core items include restructuring charges, former parent legacy items, gains or losses on the early extinguishment of debt, impairments, and gains or losses on discontinued operations or the sale of businesses, investments or other assets. Operating EBITDA Margin is defined as Operating EBITDA as a percentage of revenues. Our presentation of Operating EBITDA may not align with similar measures employed by other entities. Variations may arise due to differences in the inclusion or exclusion of specific items and the interpretation of non-core elements within the calculation.

Our results of operations should be read in conjunction with our other disclosures in this Item 2, including under the heading *Current Business and Industry Trends*.

Three Months Ended June 30, 2024 vs. Three Months Ended June 30, 2023

Our consolidated results comprised the following:

	Three Months Ended June 30,		
	2024	2023	Change
Net revenues	\$ 1,669	\$ 1,671	\$ (2)
Total expenses	1,631	1,649	(18)
Income before income taxes, equity in earnings and noncontrolling interests	38	22	16
Income tax expense	11	8	3
Equity in earnings of unconsolidated entities	(3)	(5)	2
Net income	30	19	11
Less: Net income attributable to noncontrolling interests	—	—	—
Net income attributable to Anywhere and Anywhere Group	\$ 30	\$ 19	\$ 11

Net revenues remained relatively flat for the three months ended June 30, 2024 compared to the three months ended June 30, 2023 driven by a decrease in revenue at Franchise Group primarily from our relocation operations and leads business as a result of lower relocation volume, partially offset by an increase in revenue at Owned Brokerage Group primarily due to higher homesale transaction volume.

Total expenses decreased \$18 million or 1% for the second quarter of 2024 compared to the second quarter of 2023 primarily due to:

- a \$25 million net decrease in operating and general and administrative expenses primarily attributable to a decrease in employee-related and other operating costs due to cost savings initiatives in the second quarter of 2024 compared to the second quarter of 2023; and
- a \$9 million decrease in marketing costs as a result of cost savings initiatives,

partially offset by a \$16 million increase in commission and other sales agent-related costs primarily due to higher homesale transaction volume at Owned Brokerage Group.

Equity in earnings were \$3 million during the second quarter of 2024 compared to earnings of \$5 million during the second quarter of 2023. Equity in earnings during the second quarter of 2024 consisted of \$1 million of earnings for the Title Insurance Underwriter Joint Venture and \$2 million of earnings for the operations of our other equity method investments. Equity in earnings during the second quarter of 2023 consisted of \$2 million of earnings for Guaranteed Rate Affinity, \$1 million of earnings for the Title Insurance Underwriter Joint Venture and \$2 million of earnings for the operations of our other equity method investments.

The Company continues to execute on its strategic plan ("the Operational Efficiencies Plan") to optimize operational efficiency, reduce its office footprint costs, centralize certain aspects of its operational support structure and drive changes in how it serves its affiliated independent sales agents, franchisees and consumers. Under the Operational Efficiencies Plan we incurred \$6 million of costs, including \$5 million of personnel related costs and \$1 million of facility related costs, during the second quarter of 2024 compared to \$5 million of costs during the second quarter of 2023. Total expected restructuring costs under the Operational Efficiencies Plan are currently anticipated to be \$88 million with \$79 million incurred to date through the second quarter of 2024. During the second quarter of 2024, we realized cost savings of approximately \$30 million and approximately \$60 million year to date of which approximately half related to specific restructuring activities. Furthermore, in connection with prior restructuring programs, we incurred \$1 million of costs during both the second quarter of 2024 and 2023 primarily related to the transformation of our corporate headquarters. See Note 5, "Restructuring Costs", in the Condensed Consolidated Financial Statements for additional information.

The Company's provision for income taxes in interim periods is computed by applying its estimated annual effective tax rate against the income or loss before income taxes for the period. In addition, non-recurring or discrete items are recorded in the period in which they occur. The provision for income taxes was an expense of \$11 million for the three months ended June 30, 2024 compared to an expense of \$8 million for the three months ended June 30, 2023. Our effective tax rate was 27% and 30% for the three months ended June 30, 2024 and 2023, respectively.

The following table reflects a reconciliation of Net income attributable to Anywhere and Anywhere Group to Operating EBITDA and the results of each of our reportable segments during the three months ended June 30, 2024 and 2023:

	Three Months Ended June 30,	
	2024	2023
Net income attributable to Anywhere and Anywhere Group	\$ 30	\$ 19
Income tax expense	11	8
Income before income taxes	41	27
Add: Depreciation and amortization	48	49
Interest expense, net	40	39
Restructuring costs, net (a)	7	6
Impairments (b)	2	4
Former parent legacy cost, net (c)	1	1
Operating EBITDA	\$ 139	\$ 126

	Revenues (d)				Operating EBITDA				Operating EBITDA Margin		
	2024	2023	\$ Change	% Change	2024	2023	\$ Change	% Change	2024	2023	Change
Franchise Group	\$ 265	\$ 284	\$ (19)	(7) %	\$ 159	\$ 164	\$ (5)	(3) %	60 %	58 %	2
Owned Brokerage Group	1,393	1,380	13	1	4	(10)	14	140	—	(1)	1
Title Group	103	100	3	3	9	10	(1)	(10)	9	10	(1)
Corporate and Other	(92)	(93)	1	(d)	(33)	(38)	5	13			
Total Company	\$ 1,669	\$ 1,671	\$ (2)	— %	\$ 139	\$ 126	\$ 13	10 %	8 %	8 %	—

(a) Restructuring charges incurred for the three months ended June 30, 2024 include \$2 million at Franchise Group, \$1 million at Owned Brokerage Group, \$1 million at Title Group and \$3 million at Corporate and Other. Restructuring charges incurred for the three months ended June 30, 2023 include \$4 million at Owned Brokerage Group, \$1 million at Title Group and \$1 million at Corporate and Other.

(b) Non-cash impairments primarily related to leases and other assets.

(c) Former parent legacy cost is recorded in Corporate and Other.

(d) Revenues include the elimination of transactions between segments, which consists of intercompany royalties and marketing fees paid by Owned Brokerage Group of \$92 million and \$93 million during the three months ended June 30, 2024 and 2023, respectively, and are eliminated through the Corporate and Other line.

As described in the aforementioned table, Operating EBITDA margin for "Total Company" expressed as a percentage of revenues remained flat for the three months ended June 30, 2024 compared to the same period in 2023. Franchise Group's margin increased 2 percentage points primarily due to lower employee-related and other operating costs as a result of cost savings initiatives, partially offset by lower revenue from our relocation operations and leads business as a result of lower volume. Owned Brokerage Group's margin increased 1 percentage point primarily due to cost savings initiatives. Title Group's margin decreased 1 percentage point primarily due to an increase in employee-related and other operating costs.

Corporate and Other Operating EBITDA for the three months ended June 30, 2024 improved \$5 million to a loss of \$33 million primarily attributable to lower expense in 2024 related to cost savings initiatives.

Anywhere Brands—Franchise Group

Revenues decreased \$19 million to \$265 million and Operating EBITDA decreased \$5 million to \$159 million for the three months ended June 30, 2024 compared to the same period in 2023.

Revenues decreased \$19 million primarily due to an \$8 million decrease in revenue from our relocation operations and leads business as a result of lower relocation volume and a \$5 million decrease in other franchise revenue primarily related to the timing of registration fees for meetings and conferences. Royalty revenue decreased \$2 million driven by a 5% decrease in existing homesale transactions and a decline in the average homesale broker commission rate, partially offset by a 7% increase in average homesale price. Furthermore, brand marketing fund revenue and related expense decreased \$4 million primarily due to lower advertising costs for the three months ended June 30, 2024 as compared with the same period in 2023.

Franchise Group's revenue includes intercompany royalties received from Owned Brokerage Group of \$89 million during both the second quarter of 2024 and 2023 which are eliminated in consolidation against the expense reflected in Owned Brokerage Group's results.

Operating EBITDA decreased \$5 million primarily due to the \$19 million decrease in revenues discussed above, partially offset by a \$6 million decrease in employee-related and other operating costs primarily as a result of cost savings initiatives, a \$4 million decrease in brand marketing fund expense discussed above and a \$4 million decrease in meetings and conferences expenses due to timing.

Anywhere Advisors—Owned Brokerage Group

Revenues increased \$13 million to \$1,393 million and Operating EBITDA increased \$14 million to \$4 million for the three months ended June 30, 2024 compared with the same period in 2023.

The revenue increase of \$13 million was primarily driven by a 4% increase in homesale transaction volume at Owned Brokerage Group which consisted of a 9% increase in average homesale price, partially offset by a 5% decrease in existing homesale transactions and a decline in the average homesale broker commission rate.

Operating EBITDA increased \$14 million primarily due to:

- a \$13 million increase in revenues as discussed above;
- a \$10 million decrease in other operating costs primarily related to a decrease in employee-related costs due to lower employee headcount as a result of cost savings initiatives; and
- a \$6 million decrease in marketing expense as a result of cost savings initiatives,

partially offset by a \$16 million increase in commission expenses paid to independent sales agents primarily as a result of higher homesale transaction volume.

Anywhere Integrated Services—Title Group

Revenues increased \$3 million to \$103 million and Operating EBITDA decreased \$1 million to \$9 million for the three months ended June 30, 2024 compared with the same period in 2023.

Revenues increased \$3 million primarily due to an increase in the average fee per closing unit and refinance units partially offset by a decrease in purchase units.

Operating EBITDA decreased \$1 million primarily due to a decrease in equity in earnings primarily related to Guaranteed Rate Affinity. The increase in revenue discussed above was offset by operating expenses.

Six Months Ended June 30, 2024 vs. Six Months Ended June 30, 2023

Our consolidated results comprised the following:

	Six Months Ended June 30,		
	2024	2023	Change
Net revenues	\$ 2,795	\$ 2,802	\$ (7)
Total expenses	2,885	2,962	(77)
Loss before income taxes, equity in earnings and noncontrolling interests	(90)	(160)	70
Income tax benefit	(17)	(38)	21
Equity in earnings of unconsolidated entities	(2)	(3)	1
Net loss	(71)	(119)	48
Less: Net income attributable to noncontrolling interests	—	—	—
Net loss attributable to Anywhere and Anywhere Group	\$ (71)	\$ (119)	\$ 48

Net revenues decreased \$7 million for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 driven by a decrease in revenue at Franchise Group primarily from our relocation operations and leads business as a result of lower relocation volume, partially offset by an increase in revenue at Owned Brokerage Group primarily due to higher homesale transaction volume.

Total expenses decreased \$77 million or 3% for the six months ended June 30, 2024 compared to the six months ended June 30, 2023 primarily due to:

- a \$62 million decrease in operating and general and administrative expenses primarily attributable to higher expense in 2023 related to accruals for legal matters, as well as a decrease in employee-related and other operating costs due to cost savings initiatives in the first half of 2024 compared to the first half of 2023;
- a \$15 million decrease of former parent legacy costs due to the absence of expense for a legacy tax matter recorded during the first quarter of 2023;
- a \$13 million decrease in marketing costs as a result of cost savings initiatives; and
- \$13 million of lower restructuring costs,

partially offset by a \$19 million increase in commission and other sales agent-related costs primarily due to higher homesale transaction volume at Owned Brokerage Group.

Equity in earnings were \$2 million for the six months ended June 30, 2024 compared to earnings of \$3 million during the same period of 2023. Equity in earnings for the six months ended June 30, 2024 consisted of \$1 million of earnings for the Title Insurance Underwriter Joint Venture and \$3 million of earnings for the operations of our other equity method investments, partially offset by \$2 million of losses for Guaranteed Rate Affinity. Equity in earnings for the six months ended June 30, 2023 consisted of \$2 million of earnings for the Title Insurance Underwriter Joint Venture and \$1 million of earnings for the operations of our other equity method investments.

During the six months ended June 30, 2024, we incurred \$16 million of costs related to the Operational Efficiencies Plan, including \$10 million of personnel related costs and \$6 million of facility related costs, compared to \$28 million of costs during the six months ended 2023. Furthermore, in connection with prior restructuring programs, we incurred \$2 million of costs during the six months ended June 30, 2024 compared to \$3 million during the six months ended June 30, 2023 primarily related to the transformation of our corporate headquarters. See Note 5, "Restructuring Costs", in the Condensed Consolidated Financial Statements for additional information.

The Company's provision for income taxes in interim periods is computed by applying its estimated annual effective tax rate against the income or loss before income taxes for the period. In addition, non-recurring or discrete items are recorded in the period in which they occur. The provision for income taxes was a benefit of \$17 million for the six months ended June 30, 2024 compared to a benefit of \$38 million for the six months ended June 30, 2023. Our effective tax rate was 19% and 24% for the six months ended June 30, 2024 and June 30, 2023, respectively. The effective tax rate for the six months ended June 30, 2024 was primarily impacted by non-deductible executive compensation and equity awards for which the market value at vesting was lower than at the date of grant.

The following table reflects a reconciliation of Net loss attributable to Anywhere and Anywhere Group to Operating EBITDA and the results of each of our reportable segments during the six months ended June 30, 2024 and 2023:

	Six Months Ended June 30,	
	2024	2023
Net loss attributable to Anywhere and Anywhere Group	\$ (71)	\$ (119)
Income tax benefit	(17)	(38)
Loss before income taxes	(88)	(157)
Add: Depreciation and amortization	103	99
Interest expense, net	79	77
Restructuring costs, net (a)	18	31
Impairments (b)	8	8
Former parent legacy cost, net (c)	2	17
Gain on the sale of businesses, investments or other assets, net	—	(1)
Operating EBITDA	\$ 122	\$ 74

	Revenues (d)		\$ Change	% Change	Operating EBITDA		\$ Change	% Change	Operating EBITDA Margin		Change
	2024	2023			2024	2023			2024	2023	
Franchise Group	\$ 465	\$ 491	\$ (26)	(5) %	\$ 248	\$ 261	\$ (13)	(5) %	53 %	53 %	—
Owned Brokerage Group	2,312	2,295	17	1	(55)	(85)	30	35	(2)	(4)	2
Title Group	174	172	2	1	(6)	(7)	1	14	(3)	(4)	1
Corporate and Other	(156)	(156)	—	(d)	(65)	(95)	30	32			
Total Company	\$ 2,795	\$ 2,802	\$ (7)	— %	\$ 122	\$ 74	\$ 48	65 %	4 %	3 %	1

(a) Restructuring charges incurred for the six months ended June 30, 2024 include \$3 million at Franchise Group, \$7 million at Owned Brokerage Group, \$1 million at Title Group and \$7 million at Corporate and Other. Restructuring charges incurred for the six months ended June 30, 2023 include \$6 million at Franchise Group, \$18 million at Owned Brokerage Group, \$1 million at Title Group and \$6 million at Corporate and Other.

(b) Non-cash impairments primarily related to leases and other assets.

(c) Former parent legacy cost is recorded in Corporate and Other and relates to a legacy tax matter.

(d) Revenues include the elimination of transactions between segments, which consists of intercompany royalties and marketing fees paid by Owned Brokerage Group of \$156 million during both the six months ended June 30, 2024 and 2023 and are eliminated through the Corporate and Other line.

As described in the aforementioned table, Operating EBITDA margin for "Total Company" expressed as a percentage of revenues increased 1 percentage point for the six months ended June 30, 2024 compared to the same period in 2023. Franchise Group's margin remained flat primarily due to lower revenue from our relocation operations and leads business as a result of lower volume, offset by lower employee-related and other operating costs as a result of cost savings initiatives. Owned Brokerage Group's margin increased 2 percentage points primarily due to cost savings initiatives. Title Group's margin increased 1 percentage point primarily due to an increase in revenue as a result of an increase in the average fee per closing unit.

Corporate and Other Operating EBITDA for the six months ended June 30, 2024 improved \$30 million to a loss of \$65 million primarily attributable to higher expense in 2023 related to accruals for legal matters and lower expense in 2024 related to cost savings initiatives.

Anywhere Brands - Franchise Group

Revenues decreased \$26 million to \$465 million and Operating EBITDA decreased \$13 million to \$248 million for the six months ended June 30, 2024 compared to the same period in 2023.

Revenues decreased \$26 million primarily due to a \$17 million decrease in revenue from our relocation operations and leads business as a result of lower relocation volume and a \$5 million decrease in other franchise revenue primarily related to the timing of registration fees for meetings and conferences. Furthermore, brand marketing fund revenue and related

expense decreased \$4 million primarily due to lower advertising costs during the six months ended June 30, 2024 as compared with the same period in 2023. Royalty revenue remained flat driven by a 4% decrease in existing homesale transactions and a decline in the average homesale broker commission rate, partially offset by a 7% increase in average homesale price.

Franchise Group's revenue includes intercompany royalties received from Owned Brokerage Group of \$150 million and \$149 million during the six months ended June 30, 2024 and 2023, respectively, which are eliminated in consolidation against the expense reflected in Owned Brokerage Group's results.

Operating EBITDA decreased \$13 million primarily due to the \$26 million decrease in revenues discussed above, partially offset by a \$5 million decrease in employee-related and other operating costs primarily as a result of cost savings initiatives, a \$4 million decrease in brand marketing fund expense discussed above and a \$4 million decrease in meetings and conferences expenses due to timing.

Anywhere Advisors - Owned Brokerage Group

Revenues increased \$17 million to \$2,312 million and Operating EBITDA increased \$30 million to a loss of \$55 million for the six months ended June 30, 2024 compared with the same period in 2023.

The revenue increase of \$17 million was primarily driven by a 3% increase in homesale transaction volume at Owned Brokerage Group which consisted of an 8% increase in average homesale price, partially offset by a 5% decrease in existing homesale transactions and a decline in the average homesale broker commission rate.

Operating EBITDA increased \$30 million primarily due to:

- a \$20 million decrease in other operating costs primarily related to a decrease in employee-related costs due to lower employee headcount as a result of cost savings initiatives;
- a \$17 million increase in revenues as discussed above; and
- a \$10 million decrease in marketing expense as a result of cost savings initiatives,

partially offset by a \$19 million increase in commission expenses paid to independent sales agents primarily as a result of higher homesale transaction volume.

Anywhere Integrated Services - Title Group

Revenues increased \$2 million to \$174 million and Operating EBITDA increased \$1 million to a loss of \$6 million for the six months ended June 30, 2024 compared with the same period in 2023.

Revenues increased \$2 million primarily due to an increase in the average fee per closing unit partially offset by the decrease in purchase units.

Operating EBITDA increased \$1 million due to the increase in revenue as discussed above and lower employee-related and other operating costs primarily as a result of cost savings partially offset by a decrease in equity in earnings primarily related to Guaranteed Rate Affinity.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Financial Condition

	June 30, 2024	December 31, 2023	Change
Total assets	\$ 5,846	\$ 5,839	\$ 7
Total liabilities	4,232	4,158	74
Total equity	1,614	1,681	(67)

For the six months ended June 30, 2024, total assets increased \$7 million primarily due to:

- a \$92 million increase in relocation and trade receivables primarily due to timing; and
- a \$22 million increase in cash and cash equivalents as discussed below under the header "Cash Flows",

partially offset by:

- a \$44 million net decrease in franchise agreements and other amortizable intangible assets primarily due to amortization;
- a \$26 million decrease in property and equipment primarily due to asset depreciation;
- a \$19 million net decrease in operating lease assets primarily due to asset depreciation; and
- a \$15 million net decrease in other current and non-current assets primarily due to prepaid contracts and independent sales agent incentives.

Total liabilities increased \$74 million primarily due to:

- a \$118 million net increase in corporate debt primarily related to additional borrowings under the Revolving Credit Facility; and
- a \$37 million increase in securitization obligations,

partially offset by:

- a \$50 million decrease in accrued expenses and other current liabilities primarily due to payment of employee-related liabilities in the first quarter of 2024 which were fully accrued as of December 31, 2023 and payments of previously accrued legal matters;
- a \$20 million decrease in operating lease liabilities; and
- an \$18 million decrease in deferred tax liabilities.

Total equity decreased \$67 million due to net loss of \$71 million for the six months ended June 30, 2024.

Liquidity and Capital Resources

Cash flows from operations, supplemented by funds available under our Revolving Credit Facility and Apple Ridge securitization facility are our primary sources of liquidity, along with, from time to time, distributions from our unconsolidated joint ventures.

Our primary uses of liquidity include working capital, business investment and capital expenditures, as well as debt service (includes contractual amortization and interest payments). We have used and may also use future cash flows to repurchase or redeem outstanding indebtedness and to acquire stock under our share repurchase program.

Business investments may include investments in strategic initiatives, including our existing or future joint ventures, products and services that are designed to simplify the home sale and purchase transaction, independent sales agent recruitment and retention, and franchisee system growth and acquisitions.

From time to time, we seek to repay, refinance or restructure all or a portion of our debt or to repurchase our outstanding debt through, as applicable, tender offers, exchange offers, open market purchases, privately negotiated transactions or otherwise. Such transactions, if any, will depend on a number of factors, including prevailing market conditions, our liquidity requirements and contractual requirements (including compliance with the terms of our debt agreements), among other factors. We plan to extend, refinance, replace or repay our Term Loan A Facility by November 2024. See Note 4, "Short and Long-Term Debt", to the Condensed Consolidated Financial Statements for further information.

On May 9, 2024, we received final court approval of a settlement agreement the Company has entered into to settle all claims asserted against it or that could have been asserted against it in the *Burnett* and *Moehrl* antitrust class action litigation. The final approval has been appealed by several parties. Under the terms of the nationwide settlement we agreed to injunctive relief as well as monetary relief of \$83.5 million, of which \$30 million has been paid and the remaining \$53.5 million will be due within 21 business days after all appellate rights are exhausted. See Note 6, "Commitments and Contingencies", to the Condensed Consolidated Financial Statements for more information.

As further described in Note 6, "Commitments and Contingencies—Litigation—Cendant Corporate Liabilities and Guarantees to Cendant and Affiliates", the California Office of Tax Appeals has declined the Company's petition for a rehearing of its legacy tax matter, and the tax assessment, which as of June 30, 2024 is accrued at \$40 million, is anticipated to become payable when Avis Budget Group receives notice from California which could be as early as the third quarter of 2024, even if the Company seeks further judicial relief.

Our material cash requirements from known contractual and other obligations as of June 30, 2024 have not changed materially from the amounts reported in our 2023 Form 10-K.

Other material factors that may impact our liquidity, include, but are not limited to, the following:

Market and Macroeconomic Conditions. Our earnings have significantly decreased since mid 2022. This decline has been driven by the rapid downturn in the residential real estate market and has resulted in a substantial increase in our net debt leverage ratio. If the residential real estate market or the economy as a whole does not improve or further weakens, our business, financial condition and liquidity are likely to continue to be adversely affected. In particular, we may experience higher leverage as a result of lower earnings and/or increased borrowing under our Revolving Credit Facility, and our ability to access capital, grow our business and return capital to stockholders may be adversely impacted.

Material Litigation. We are a party to certain material litigation, as described in Note 6, "Commitments and Contingencies—Litigation", to the Condensed Consolidated Financial Statements. We dispute the allegations against the Company in each of these matters, believe we have substantial defenses against plaintiffs' claims and are vigorously defending these actions, however it is not feasible to predict the ultimate outcome of litigation. Adverse outcomes in these matters could have a material adverse effect, individually or in the aggregate, on our business, results of operations and financial condition, in particular with respect to liquidity.

Seasonality. Historically, operating results and revenues for all of our businesses have been strongest in the second and third quarters of the calendar year. A significant portion of the expenses we incur in our real estate brokerage operations are related to marketing activities and commissions and therefore, are variable. However, many of our other expenses, such as interest payments, facilities costs and certain personnel-related costs, are fixed and cannot be reduced during the seasonal fluctuations in the business. Consequently, our need to borrow under the Revolving Credit Facility and corresponding debt balances are generally at their highest levels at or around the end of the first quarter of every year but a continued downturn in the residential real estate market or other factors impacting our liquidity could require us to incur additional borrowings under the Revolving Credit Facility.

We believe that we will continue to meet our cash flow needs during the next twelve months through the sources outlined above. In the event that our liquidity assumptions change or we seek to provide incremental liquidity, we may explore additional debt financing, debt exchanges, private or public offerings of debt or common stock or consider asset disposals.

Cash Flows

At June 30, 2024, we had \$137 million of cash, cash equivalents and restricted cash, an increase of \$18 million compared to the balance of \$119 million at December 31, 2023. The following table summarizes our cash flows for the six months ended June 30, 2024 and 2023:

	Six Months Ended June 30,		
	2024	2023	Change
Cash provided by (used in):			
Operating activities	\$ (83)	\$ (20)	\$ (63)
Investing activities	(35)	(20)	(15)
Financing activities	136	9	127
Effects of change in exchange rates on cash, cash equivalents and restricted cash	—	1	(1)
Net change in cash, cash equivalents and restricted cash	<u>\$ 18</u>	<u>\$ (30)</u>	<u>\$ 48</u>

For the six months ended June 30, 2024, \$63 million more cash was used in operating activities compared to the same period in 2023 principally due to:

- \$104 million less cash provided by the net change in relocation and trade receivables due to timing; and
- \$36 million more cash used for accounts payable, accrued expenses and other liabilities primarily related to the payment of higher employee incentive compensation in the first quarter of 2024 and payments of previously accrued legal matters,

partially offset by \$75 million more cash provided by operating results.

For the six months ended June 30, 2024, \$15 million less cash was provided by investing activities compared to the same period in 2023 primarily due to the absence in 2024 of \$8 million proceeds from the sale of business in 2023 and \$6 million proceeds received from investments in 2023.

For the six months ended June 30, 2024, \$136 million of cash was provided by financing activities compared to \$9 million of cash provided by financing activities during the same period in 2023. For the six months ended June 30, 2024, \$136 million of cash was provided by financing activities primarily due to:

- \$125 million of additional borrowings under the Revolving Credit Facility; and
- \$37 million net increase in securitization borrowings,

partially offset by:

- \$13 million of other financing payments primarily related to contracts and finance leases; and
- \$10 million of quarterly amortization payments on the term loan facilities.

For the six months ended June 30, 2023, \$9 million of cash was provided by financing activities as follows:

- \$38 million net increase in securitization borrowings,

partially offset by:

- \$18 million of other financing payments primarily related to finance leases and contracts; and
- \$7 million of quarterly amortization payments on the term loan facilities.

Financial Obligations

See Note 4, "Short and Long-Term Debt", to the Condensed Consolidated Financial Statements, for information on the Company's indebtedness as of June 30, 2024.

Covenants under the Senior Secured Credit Facility, Term Loan A Facility and Indentures; Events of Default

The Senior Secured Credit Agreement, Term Loan A Agreement, and the indentures governing the Unsecured Notes and 7.00% Senior Secured Second Lien Notes contain various covenants that limit (subject to certain exceptions) Anywhere Group's ability to, among other things:

- incur or guarantee additional debt or issue disqualified stock or preferred stock;
- pay dividends or make distributions to Anywhere Group's stockholders, including Anywhere;
- repurchase or redeem capital stock;
- make loans, investments or acquisitions;
- incur restrictions on the ability of certain of Anywhere Group's subsidiaries to pay dividends or to make other payments to Anywhere Group;
- enter into transactions with affiliates;
- create liens;
- merge or consolidate with other companies or transfer all or substantially all of Anywhere Group's and its material subsidiaries' assets;
- transfer or sell assets, including capital stock of subsidiaries; and
- prepay, redeem or repurchase subordinated indebtedness.

As a result of the covenants to which we remain subject, we are limited in the manner in which we conduct our business and we may be unable to engage in favorable business activities or finance future operations or capital needs. In addition, the Senior Secured Credit Agreement and Term Loan A Agreement require us to maintain a senior secured leverage ratio.

Senior Secured Leverage Ratio applicable to our Senior Secured Credit Facility and Term Loan A Facility

The senior secured leverage ratio is tested quarterly and may not exceed 4.75 to 1.00. The senior secured leverage ratio is measured by dividing Anywhere Group's total senior secured net debt by the trailing four quarters EBITDA calculated on a Pro Forma Basis, as those terms are defined in the Senior Secured Credit Agreement. Total senior secured net debt does not include the 7.00% Senior Secured Second Lien Notes, our unsecured indebtedness, including the Unsecured Notes and Exchangeable Senior Notes, or the securitization obligations. EBITDA calculated on a Pro Forma Basis, as defined in the Senior Secured Credit Agreement, includes adjustments for restructuring, retention and disposition costs, former parent legacy cost (benefit) items, net, loss (gain) on the early extinguishment of debt, stock-based compensation expense, non-cash charges, extraordinary, nonrecurring or unusual items and incremental securitization interest costs, as well as pro forma cost savings for restructuring initiatives, the pro forma effect of business optimization initiatives and the pro forma effect of acquisitions and new franchisees, in each case calculated as of the beginning of the trailing four-quarter period. The Company was in compliance with the senior secured leverage ratio covenant at June 30, 2024.

Events of Default

Certain events would constitute an event of default under the Senior Secured Credit Facility or Term Loan A Facility as well as the indentures governing the 7.00% Senior Secured Second Lien Notes, Unsecured Notes and Exchangeable Senior Notes. Such events of default include, without limitation, nonpayment of principal or interest, insolvency, bankruptcy, nonpayment of certain material judgments, change of control, and cross-events of default on material indebtedness as well as, under the Senior Secured Credit Facility and Term Loan A Facility, material misrepresentations, failure to comply with the senior secured leverage ratio covenant and failure to obtain an unqualified audit opinion by 90 days after the end of any fiscal year. If such an event of default were to occur and the Company failed to obtain a waiver from the applicable lenders or holders of the 7.00% Senior Secured Second Lien Notes, Unsecured Notes or Exchangeable Senior Notes, our financial condition, results of operations and business would be materially adversely affected.

Non-GAAP Financial Measures

The SEC has adopted rules to regulate the use in filings with the SEC and in public disclosures of "non-GAAP financial measures," such as Operating EBITDA. These measures are derived on the basis of methodologies other than in accordance with GAAP.

Operating EBITDA is defined as net income (loss) adjusted for depreciation and amortization, interest expense, net (excluding relocation services interest for securitization assets and securitization obligations), income taxes, and certain non-

core items. Non-core items include restructuring charges, former parent legacy items, gains or losses on the early extinguishment of debt, impairments, and gains or losses on discontinued operations or the sale of businesses, investments or other assets. Operating EBITDA is our primary non-GAAP measure. Operating EBITDA Margin is defined as Operating EBITDA as a percentage of revenues.

We present Operating EBITDA because we believe it is useful as a supplemental measure in evaluating the performance of our operating businesses and provides greater transparency into our results of operations. Our management, including our chief operating decision maker, uses Operating EBITDA as a factor in evaluating the performance of our business. Operating EBITDA should not be considered in isolation or as a substitute for net income or other statement of operations data prepared in accordance with GAAP.

We believe Operating EBITDA facilitates company-to-company operating performance comparisons by backing out potential differences caused by variations in capital structures (affecting net interest expense), taxation, the age and book depreciation of facilities (affecting relative depreciation expense) and the amortization of intangibles, as well as other items that are not core to the operating activities of the Company such as restructuring charges, gains or losses on the early extinguishment of debt, former parent legacy items, impairments, gains or losses on discontinued operations and gains or losses on the sale of businesses, investments or other assets, which may vary for different companies for reasons unrelated to operating performance. We further believe that Operating EBITDA is frequently used by securities analysts, investors and other interested parties in their evaluation of companies, many of which present an Operating EBITDA measure when reporting their results.

Operating EBITDA has limitations as an analytical tool, and you should not consider Operating EBITDA either in isolation or as a substitute for analyzing our results as reported under GAAP. Some of these limitations are:

- this measure does not reflect changes in, or cash required for, our working capital needs;
- this measure does not reflect our interest expense (except for interest related to our securitization obligations), or the cash requirements necessary to service interest or principal payments on our debt;
- this measure does not reflect our income tax expense or the cash requirements to pay our taxes;
- this measure does not reflect historical cash expenditures or future requirements for capital expenditures or contractual commitments;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often require replacement in the future, and this measure does not reflect any cash requirements for such replacements; and
- other companies may calculate this measure differently so they may not be comparable.

Critical Accounting Estimates

In presenting our financial statements in conformity with generally accepted accounting principles, we are required to make estimates and assumptions that affect the amounts reported therein. Several of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. However, events that are outside of our control cannot be predicted and, as such, they cannot be contemplated in evaluating such estimates and assumptions. If there is a significant unfavorable change to current conditions, it could result in a material adverse impact to our combined results of operations, financial position and liquidity. We believe that the estimates and assumptions we used when preparing our financial statements were the most appropriate at that time.

These Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2023, which includes a description of our critical accounting policies that involve subjective and complex judgments that could potentially affect reported results.

Impairment of goodwill and other indefinite-lived intangible assets

Goodwill and other indefinite-lived intangible assets are subject to an impairment assessment annually as of October 1, or whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. The impairment assessment involves the use of accounting estimates and assumptions, changes in which could materially impact our financial condition or operating performance if actual results differ from such estimates and assumptions. Although management believes that assumptions are reasonable, actual results may vary significantly.

Furthermore, significant negative industry or economic trends, disruptions to our business, unexpected significant changes or planned changes in use of the assets, a decrease in our business results, growth rates that fall below our assumptions, divestitures, and a sustained decline in our stock price and market capitalization may have a negative effect on the fair values and key valuation assumptions. Such changes could result in changes to our estimates of our fair value and a material impairment of goodwill or other indefinite-lived intangible assets. To address this uncertainty, a sensitivity analysis is performed on key estimates and assumptions.

Recently Issued Accounting Pronouncements

See Note 1, "Basis of Presentation", to the Condensed Consolidated Financial Statements for a discussion of recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures about Market Risks.

We are exposed to market risk from changes in interest rates primarily through our senior secured debt. At June 30, 2024, our primary interest rate exposure was to interest rate fluctuations, specifically SOFR, due to its impact on our borrowings under the Revolving Credit Facility and Term Loan A Facility. We do not have significant exposure to foreign currency risk, nor do we expect to have significant exposure to foreign currency risk in the foreseeable future.

We assess our market risk based on changes in interest rates utilizing a sensitivity analysis. The sensitivity analysis measures the potential impact on earnings, fair values and cash flows based on a hypothetical change (increase and decrease) in interest rates. We exclude the fair values of relocation receivables and advances and securitization borrowings from our sensitivity analysis because we believe the interest rate risk on these assets and liabilities is mitigated as the rate we earn on relocation receivables and advances and the rate we incur on our securitization borrowings are based on similar variable indices.

At June 30, 2024, we had variable interest rate debt outstanding under our Revolving Credit Facility and Term Loan A Facility of \$606 million. The interest rate with respect to the Revolving Credit Facility and Term Loan A Facility, which was 7.19% at June 30, 2024, is based on Term SOFR plus a 10 basis point credit spread adjustment plus an additional margin subject to adjustment based on the current senior secured leverage ratio. Based on the June 30, 2024 senior secured leverage ratio, the margin was 1.75%. At June 30, 2024, the one-month SOFR was 5.34%; therefore, we have estimated that a 0.25% increase in SOFR would have an approximately \$2 million impact on our annual interest expense.

Item 4. Controls and Procedures.

Controls and Procedures for Anywhere Real Estate Inc.

- (a) Anywhere Real Estate Inc. ("Anywhere") maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its filings under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission and that such information is accumulated and communicated to its management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Anywhere's management, including the Chief Executive Officer and the Chief Financial Officer, recognizes that any set of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.
- (b) As of the quarterly period ended June 30, 2024 covered by this report on Form 10-Q, Anywhere has carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that Anywhere's disclosure controls and procedures are effective at the "reasonable assurance" level.
- (c) There has not been any change in Anywhere's internal control over financial reporting during the quarterly period ended June 30, 2024 covered by this report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

Controls and Procedures for Anywhere Real Estate Group LLC

- (a) Anywhere Real Estate Group LLC ("Anywhere Group") maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its filings under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission and that such information is accumulated and communicated to its management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Anywhere Group's management, including the Chief Executive Officer and the Chief Financial Officer, recognizes that any set of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.
- (b) As of the quarterly period ended June 30, 2024 covered by this report on Form 10-Q, Anywhere Group has carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that Anywhere Group's disclosure controls and procedures are effective at the "reasonable assurance" level.
- (c) There has not been any change in Anywhere Group's internal control over financial reporting during the quarterly period ended June 30, 2024 covered by this report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

Other Financial Information

The Condensed Consolidated Financial Statements as of June 30, 2024 and for the three and six-month periods ended June 30, 2024 and 2023 have been reviewed by PricewaterhouseCoopers LLP, an independent registered public accounting firm. Their reports, dated August 1, 2024, are included on pages 4 and 5. The reports of PricewaterhouseCoopers LLP state that they did not audit and they do not express an opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. PricewaterhouseCoopers LLP is not subject to the liability provisions of Section 11 of the Securities Act for their report on the unaudited financial information because that report is not a "report" or a "part" of the registration statement prepared or certified by PricewaterhouseCoopers LLP within the meaning of Sections 7 and 11 of the Securities Act.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

See Note 6, "Commitments and Contingencies—Litigation", to the Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report and "Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview and Industry Trends" for additional information on the Company's legal proceedings. The Company disputes the allegations against it in each of the captioned matters set forth in Note 6, believes it has substantial defenses against plaintiffs' claims and is vigorously defending these actions (though the courts have stayed its defense in the *Burnett* and *Moehrl* cases as part of the settlement of those cases described in Note 6).

See Part I., "Item 1.—Business—Government and Other Regulations" in our 2023 Form 10-K for additional information on important legal and regulatory matters that impact our business, including a summary of the current legal and regulatory environment.

Litigation, investigations, claims and regulatory proceedings against other participants in the residential real estate industry or relocation industry—or against companies in other industries—may impact the Company and its affiliated franchisees when the rulings or settlements in those cases cover practices common to the broader industry or business community (such as in the areas of worker classification and antitrust and competition, among others) and may generate litigation or investigations for the Company. For example, see Note 6, "Commitments and Contingencies—Litigation" for additional information about the NAR Settlement and the DOJ's continuing focus on the manner in which broker commissions are communicated, negotiated and paid, including how MLSs and state associations are implementing the changes required by the NAR settlement, and on broader restrictions or bans on offers of compensation and other industry rules. See Part I., "Item 1A.—Risk Factors" in our 2023 Form 10-K and Part I., "Item 2.—Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Quarterly Report for additional disclosure regarding potential industry structure changes.

Item 5. Other Information.

Amended and Restated Bylaws

On July 30, 2024, the Board approved amendments to the Company's Sixth Amended and Restated Bylaws (the "Bylaw Amendments"), which became immediately effective, to clarify the definition of "competitor" and "affiliate" and narrow the definition of who is required to provide various information as part of a stockholder director nomination.

The foregoing description of the Bylaw Amendments is qualified in its entirety by reference to the Seventh Amended and Restated Bylaws, a copy of which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Securities Trading Plans of Directors and Executive Officers

During the three months ended June 30, 2024, there were no Rule 10b5-1 plans or non-Rule 10b5-1 trading arrangements adopted, modified or terminated by any director or officer of the Company.

Item 6. Exhibits.

Exhibit	Description
3.1*	Seventh Amended and Restated Bylaws of Anywhere Real Estate Inc.
15.1*	Letter Regarding Unaudited Interim Financial Statements.
31.1*	Certification of the Chief Executive Officer of Anywhere Real Estate Inc. pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2*	Certification of the Chief Financial Officer of Anywhere Real Estate Inc. pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.3*	Certification of the Chief Executive Officer of Anywhere Real Estate Group LLC pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.4*	Certification of the Chief Financial Officer of Anywhere Real Estate Group LLC pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1*	Certification for Anywhere Real Estate Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification for Anywhere Real Estate Group LLC pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial information from Anywhere's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 formatted in iXBRL (Inline eXtensible Business Reporting Language) includes: (i) the Condensed Consolidated Statements of Operations, (ii) the Condensed Consolidated Statements of Comprehensive Income (Loss), (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) Notes to the Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

SIGNATURES

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

ANYWHERE REAL ESTATE INC.
and
ANYWHERE REAL ESTATE GROUP LLC
(Registrants)

Date: August 1, 2024

/S/ CHARLOTTE C. SIMONELLI
Charlotte C. Simonelli
Executive Vice President and
Chief Financial Officer

Date: August 1, 2024

/S/ TIMOTHY B. GUSTAVSON
Timothy B. Gustavson
Senior Vice President,
Chief Accounting Officer and
Controller

SEVENTH AMENDED AND RESTATED BYLAWS
OF
ANYWHERE REAL ESTATE INC.

AS ADOPTED BY THE BOARD OF DIRECTORS,
EFFECTIVE JULY 30, 2024

ARTICLE I

OFFICES AND RECORDS

SECTION 1.1 Delaware Office . The registered office of Anywhere Real Estate Inc. (the "Corporation") in the State of Delaware shall be located in the City of Wilmington, County of New Castle, and the name and address of its registered agent is c/o Corporation Services Company, 251 Little Falls Drive, in Wilmington, Delaware, 19808.

SECTION 1.2 Other Offices . The Corporation may have such other offices, either within or without the State of Delaware, as the Board of Directors of the Corporation (the "Board of Directors") may designate or as the business of the Corporation may from time to time require.

SECTION 1.3 Books and Records . The books and records of the Corporation may be kept outside the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

ARTICLE II

STOCKHOLDERS

SECTION 2.1 Annual Meeting . The annual meeting of the stockholders of the Corporation shall be held on such date and at such place and time as may be fixed by resolution of the Board of Directors.

SECTION 2.2 Special Meeting . Subject to the rights of the holders of any series of stock having a preference over the Common Stock of the Corporation as to dividends or upon liquidation ("Preferred Stock") with respect to such series of Preferred Stock, special meetings of the stockholders may be called only by the Chairman of the Board or by a majority of the total number of directors which the Corporation would have if there were no vacancies (the "Whole Board") pursuant to a resolution approved by the Board of Directors. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

SECTION 2.3 Place of Meeting . The Board of Directors or the Chairman of the Board, as the case may be, may designate the place of meeting for any annual meeting or for any special meeting of the stockholders called by the Board of Directors or the Chairman of the Board. If no designation is so made, the place of meeting shall be the principal office of the Corporation.

SECTION 2.4 Notice of Meeting . Written or printed notice, stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called, shall be delivered by the Corporation not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally, by electronic transmission in the manner provided in Section 232 of the General Corporation Law of the State of Delaware (except to the extent prohibited by Section 232(e) of the General Corporation Law of the State of Delaware) or by mail, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the stockholder at his or her address as it appears on the stock transfer books of the Corporation. If notice is given by electronic

transmission, such notice shall be deemed to be given at the times provided in the General Corporation Law of the State of Delaware. Such further notice shall be given as may be required by law. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Meetings may be held without notice if all stockholders entitled to vote are present, or if notice is waived by those not present in accordance with Section 6.4 of these Bylaws. Any previously scheduled meeting of the stockholders may be postponed, and (unless otherwise provided in the Amended and Restated Certificate of Incorporation, as may be amended from time to time (the "Certificate of Incorporation")) any special meeting of the stockholders may be cancelled, by resolution of the Board of Directors upon public notice given prior to the date previously scheduled for such meeting of stockholders.

SECTION 2.5 Quorum and Adjournment . Except as otherwise provided by law or by the Certificate of Incorporation, the holders of a majority of the outstanding shares of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), represented in person or by proxy, shall constitute a quorum at a meeting of stockholders, except that when specified business is to be voted on by a class or series of stock voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum of such class or series for the transaction of such business. The Chairman of the meeting, the Chief Executive Officer or a President may adjourn the meeting from time to time, whether or not there is such a quorum. No notice of the time and place of adjourned meetings need be given except as required by law. At any such adjourned meeting at which the requisite amount of stock entitled to vote shall be represented, any business may be transacted that might have been transacted at the meeting as originally noticed; but only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof. The stockholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

SECTION 2.6 Proxies . At all meetings of stockholders, a stockholder may vote by proxy executed in writing (or in such manner prescribed by the General Corporation Law of the State of Delaware) by the stockholder, or by his or her duly authorized attorney in fact.

SECTION 2.7 Notice of Stockholder Business and Nominations .

(A) *Annual Meetings of Stockholders* .

(1) At any annual meeting of the stockholders, only such nominations of persons for election to the Board of Directors and only other business shall be considered or conducted, as shall have been properly brought before the meeting. For nominations to be properly made at an annual meeting, and proposals of other business to be properly brought before an annual meeting, nominations and proposals of other business must be: (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors, (c) by any stockholder of the Corporation who (i) was a stockholder of record at the time of giving of notice provided for in this Bylaw and at the time of the annual meeting, (ii) is entitled to vote at the meeting and (iii) complies with the notice procedures set forth in this Section 2.7 and Section 2.8, as applicable, as to such business or nomination or (d) with respect to nominations, by any Eligible Stockholder(s) (as defined in Section 2.12) whose Stockholder Nominee(s) (as defined in Section 2.12) are included in the Corporation's proxy materials for the relevant annual meeting in accordance with the procedures set forth in Section 2.12; clauses (c) and (d) shall be the exclusive means for a stockholder to make nominations or submit other business (other than matters properly brought under Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and included in the Corporation's notice of meeting) before an annual meeting of stockholders.

(2) Without qualification or limitation, for any nominations or any other business to be properly brought before an annual meeting by a stockholder pursuant to paragraph (A)(1)(c) of this Bylaw, the stockholder

must have given timely notice thereof in writing to the Secretary and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall any adjournment or postponement of an annual meeting or the announcement thereof commence a new time period for the giving of a stockholder's notice as described above. In addition, to be timely, a stockholder's notice shall further be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the Secretary at the principal executive offices of the Corporation not later than five (5) business days after the record date for the meeting in the case of the update and supplement required to be made as of the record date, and not later than eight (8) business days prior to the date for the meeting, any adjournment or postponement thereof in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof. To be in proper form, a stockholder's notice (whether given pursuant to this paragraph (A)(2) or paragraph (B)) to the Secretary must: (a) set forth, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, of such beneficial owner, if any, and of their respective affiliates or others knowingly acting in concert therewith, (ii) (A) the class or series and number of shares of the Corporation which are, directly or indirectly, owned beneficially and of record by such stockholder, such beneficial owner, and of their respective affiliates or others knowingly acting in concert therewith, (B) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, any derivative or synthetic arrangement having the characteristics of a long position in any class or series of shares of the Corporation, or any contract, derivative, swap or other transaction or series of transactions designed to produce economic benefits and risks that correspond substantially to the ownership of any class or series of shares of the Corporation, including due to the fact that the value of such contract, derivative, swap or other transaction or series of transactions is determined by reference to the price, value or volatility of any class or series of shares of the Corporation, whether or not such instrument, contract or right shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise, through the delivery of cash or other property, or otherwise, and without regard of whether the stockholder of record, the beneficial owner, if any, or any affiliates or others knowingly acting in concert therewith, may have entered into transactions that hedge or mitigate the economic effect of such instrument, contract or right (any of the foregoing, a "Derivative Instrument") directly or indirectly owned beneficially by such stockholder, the beneficial owner, if any, or any affiliates or others knowingly acting in concert therewith and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation, (C) any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder has a right to vote any shares of any security of the Corporation, (D) any contract, arrangement, understanding, relationship or otherwise, including any repurchase or similar so-called "stock borrowing" agreement or arrangement, engaged in, directly or indirectly, by such stockholder, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of the shares of the

Corporation by, manage the risk of share price changes for, or increase or decrease the voting power of, such stockholder with respect to any class or series of the shares of the Corporation, or which provides, directly or indirectly, the opportunity to profit or share in any profit derived from any decrease in the price or value of any security of the Corporation (any of the foregoing, a "Short Interest"), (E) any rights to dividends on the shares of the Corporation owned beneficially by such stockholder that are separated or separable from the underlying shares of the Corporation, (F) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership, (G) any performance-related fees (other than an asset-based fee) that such stockholder is entitled to based on any increase or decrease in the value of shares of the Corporation or Derivative Instruments, if any, as of the date of such notice, including without limitation any such interests held by members of such stockholder's immediate family sharing the same household, (H) any significant equity interests or any Derivative Instruments or Short Interests in any competitor (as defined in Section 8 of the Clayton Antitrust Act of 1914) of the Corporation held by such stockholder, and (I) any direct or indirect interest of such stockholder in any contract with the Corporation, any affiliate of the Corporation or any competitor of the Corporation (including, in any such case, any employment agreement, collective bargaining agreement or consulting agreement), and (iii) any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement and form of proxy or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; (b) if the notice relates to any business other than a nomination of a director or directors that the stockholder proposes to bring before the meeting, set forth (i) a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such stockholder and beneficial owner, if any, in such business, (ii) the text of the proposal or business (including the text of any resolutions proposed for consideration) and (ii) a description of all agreements, arrangements and understandings between such stockholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such stockholder; (c) set forth, as to each person, if any, whom the stockholder proposes to nominate for election or reelection to the Board of Directors (i) all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and (ii) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such stockholder and beneficial owner, if any, and their respective affiliates or others knowingly acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates or others knowingly acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the stockholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, or any affiliate thereof or person knowingly acting in concert therewith, were the "registrant" for purposes of such rule and the nominee were a director or executive officer of such registrant; and (d) with respect to each nominee for election or reelection to the Board of Directors, include a completed and signed questionnaire, representation and agreement required by Section 2.8 of these Bylaws. The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such nominee. For purposes of this Section 2.7, the term "affiliate" or "affiliates" shall have the meaning ascribed thereto under the General Rules and Regulations under the Exchange Act.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this Bylaw to the contrary, in the event that the number of directors to be elected to the Board of Directors is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board of Directors at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Bylaw shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

(B) *Special Meetings of Stockholders* . Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting or otherwise by or at the direction of the Board of Directors. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (a) by or at the direction of the Board of Directors or (b) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who (i) is a stockholder of record at the time of giving of notice provided for in this Bylaw and at the time of the special meeting, (ii) is entitled to vote at the meeting, and (iii) complies with the notice procedures set forth in this Bylaw as to such nomination. The immediately preceding sentence shall be the exclusive means for a stockholder to make nominations (other than matters properly brought under Rule 14a-8 under the Exchange Act and included in the Corporation's notice of meeting) before a special meeting of stockholders. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this Bylaw with respect to any nomination (including the completed and signed questionnaire, representation and agreement required by Section 2.8 of this Bylaw) shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 120th day prior to the date of such special meeting and not later than the close of business on the later of the 90th day prior to the date of such special meeting or, if the first public announcement of the date of such special meeting is less than 100 days prior to the date of such special meeting, the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall any adjournment or postponement of a special meeting or the announcement thereof commence a new time period for the giving of a stockholder's notice as described above.

(C) *General* .

(1) Only such persons who are nominated in accordance with the procedures set forth in this Bylaw shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Bylaw. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Bylaw and, if any proposed nomination or business is not in compliance with this Bylaw, to declare that such defective proposal or nomination shall be disregarded. Unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to make a nomination or present a proposal of other business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Bylaw, to be considered a qualified representative of the stockholder, a person must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such

stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(2) For purposes of this Bylaw, "public announcement" shall mean disclosure in a press release reported by a national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Notwithstanding the foregoing provisions of this Bylaw, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Bylaw; provided, however, that any references in these Bylaws to the Exchange Act or the rules promulgated thereunder are not intended to and shall not limit the requirements applicable to nominations or proposals as to any other business to be considered pursuant to paragraph (A)(1)(c) or paragraph (B) of this Bylaw. Nothing in this Bylaw shall be deemed to affect any rights (i) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock if and to the extent provided for under law, the Certificate of Incorporation or these Bylaws. Subject to Rule 14a-8 under the Exchange Act, nothing in these Bylaws shall be construed to permit any stockholder, or give any stockholder the right, to include or have disseminated or described in the Corporation's proxy statement any nomination of director or directors or any other business proposal.

SECTION 2.8 Submission of Questionnaire, Representation and Agreement . To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.7 or Section 2.12, as applicable, of these Bylaws) to the Secretary at the principal executive offices of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (2) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (B) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, (C) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation, and (D) will make such other acknowledgements, enter into such agreements and provide such information as the Board of Directors requires of all directors, including promptly submitting all completed and signed questionnaires required of the Corporation's directors.

SECTION 2.9 Procedure for Election of Directors; Required Vote . Election of directors at all meetings of the stockholders at which directors are to be elected shall be by ballot. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election (with "abstentions" and "broker non-votes" not counted as votes cast either "for" or "against" that director's

election) at any meeting for the election of directors at which a quorum is present; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting for the election of directors at which a quorum is present for which the Secretary determines that the number of nominees exceeds the number of directors to be elected as of the date seven days prior to the scheduled mailing date of the proxy statement for such meeting (regardless of whether thereafter revised or supplemented).

Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, in all matters other than the election of directors, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders.

SECTION 2.10 Inspectors of Elections; Opening and Closing the Polls . The Board of Directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of stockholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of stockholders, the Chairman of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have the duties prescribed by law.

The Chairman of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

SECTION 2.11 Remote Meetings . If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication:

(A) participate in a meeting of stockholders; and

(B) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication; provided , that (i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (ii) the Corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

In the case of any annual meeting of stockholders or any special meeting of stockholders called upon order of the Board of Directors, the Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communications as authorized by this Section 2.11.

SECTION 2.12 Proxy Access for Director Nominations.

(A) Whenever the Board of Directors solicits proxies with respect to the election of directors at an annual meeting of stockholders, subject to the provisions of this Section 2.12, the Corporation shall include in its proxy statement for such annual meeting, in addition to any persons nominated for election by or at the direction of the Board of Directors (or any duly authorized committee thereof), the name, together with the Required Information (as defined below), of any person nominated for election to the Board of Directors by an Eligible Stockholder

pursuant to and in accordance with this Section 2.12 (a "Stockholder Nominee"). For purposes of this Section 2.12, the "Required Information" that the Corporation will include in its proxy statement is (i) the information provided to the Secretary concerning the Stockholder Nominee and the Eligible Stockholder that is required to be disclosed in the Corporation's proxy statement pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder and (ii) if the Eligible Stockholder so elects, a Supporting Statement (as defined in Section 2.12(H)). For the avoidance of doubt, nothing in this Section 2.12 shall limit the Corporation's ability to solicit against any Stockholder Nominee or include in its proxy materials the Corporation's own statements or other information relating to any Eligible Stockholder or Stockholder Nominee, including any information provided to the Corporation pursuant to this Section 2.12. Subject to the provisions of this Section 2.12, the name of any Stockholder Nominee included in the Corporation's proxy statement for an annual meeting of stockholders shall also be set forth on the form of proxy distributed by the Corporation in connection with such annual meeting.

(B) In addition to any other applicable requirements, for a nomination to be made by an Eligible Stockholder pursuant to this Section 2.12, the Eligible Stockholder must have given timely notice of such nomination (a "Notice of Proxy Access Nomination") in proper written form to the Secretary and must expressly request in the Notice of Proxy Access Nomination to have such nominee included in the Corporation's proxy materials pursuant to this Section 2.12. To be timely, a Notice of Proxy Access Nomination must be delivered to or be mailed and received at the principal executive offices of the Corporation not less than one-hundred twenty (120) days nor more than one-hundred fifty (150) days prior to the anniversary of the date that the Corporation first distributed its proxy statement to stockholders for the immediately preceding annual meeting of stockholders. In no event shall the adjournment or postponement of an annual meeting, or the public disclosure of such an adjournment or postponement, commence a new time period (or extend any time period) for the giving of a Notice of Proxy Access Nomination as described above.

(C) The maximum number of Stockholder Nominees nominated by all Eligible Stockholders that will be included in the Corporation's proxy materials with respect to an annual meeting of stockholders shall not exceed the greater of (i) two (2) or (ii) twenty percent (20%) of the number of directors in office as of the last day on which a Notice of Proxy Access Nomination may be delivered pursuant to and in accordance with this Section 2.12 (the "Final Proxy Access Nomination Date") or, if such amount is not a whole number, the closest whole number below twenty percent (20%) (such greater number, as it may be adjusted pursuant to this Section 2.12(C), the "Permitted Number"). In the event that one or more vacancies for any reason occurs on the Board of Directors after the Final Proxy Access Nomination Date but before the date of the annual meeting and the Board of Directors resolves to reduce the size of the Board of Directors in connection therewith, the Permitted Number shall be calculated based on the number of directors in office as so reduced. In addition, the Permitted Number shall be reduced by (i) the number of individuals who will be included in the Corporation's proxy materials as nominees recommended by the Board of Directors pursuant to an agreement, arrangement or other understanding with a stockholder or group of stockholders (other than any such agreement, arrangement or understanding entered into in connection with an acquisition of stock from the Corporation by such stockholder or group of stockholders) and (ii) the number of directors in office as of the Final Proxy Access Nomination Date who were included in the Corporation's proxy materials as Stockholder Nominees for any of the two (2) preceding annual meetings of stockholders (including any persons counted as Stockholder Nominees pursuant to the immediately succeeding sentence) and whose re-election at the upcoming annual meeting is being recommended by the Board of Directors. For purposes of determining when the Permitted Number has been reached, any individual nominated by an Eligible Stockholder for inclusion in the Corporation's proxy materials pursuant to this Section 2.12 whose nomination is subsequently withdrawn or whom the Board of Directors decides to nominate for election to the Board of Directors shall be counted as one of the Stockholder Nominees. Any Eligible Stockholder submitting more than one Stockholder Nominee for inclusion in the Corporation's proxy materials pursuant to this Section 2.12 shall rank such

Stockholder Nominees based on the order in which the Eligible Stockholder desires such Stockholder Nominees to be selected for inclusion in the Corporation's proxy materials in the event that the total number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this Section 2.12 exceeds the Permitted Number. In the event that the number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this Section 2.12 exceeds the Permitted Number, the highest ranking Stockholder Nominee who meets the requirements of this Section 2.12 from each Eligible Stockholder will be selected for inclusion in the Corporation's proxy materials until the Permitted Number is reached, going in order of the amount (largest to smallest) of shares of common stock of the Corporation each Eligible Stockholder disclosed as Owned in its Notice of Proxy Access Nomination. If the Permitted Number is not reached after the highest ranking Stockholder Nominee who meets the requirements of this Section 2.12 from each Eligible Stockholder has been selected, then the next highest ranking Stockholder Nominee who meets the requirements of this Section 2.12 from each Eligible Stockholder will be selected for inclusion in the Corporation's proxy materials, and this process will continue as many times as necessary, following the same order each time, until the Permitted Number is reached. Notwithstanding anything to the contrary contained in this Section 2.12, the Corporation shall not be required to include any Stockholder Nominees in its proxy materials pursuant to this Section 2.12 for any meeting of stockholders for which the Secretary receives a notice (whether or not subsequently withdrawn) that a stockholder intends to nominate one or more persons for election to the Board of Directors pursuant to clause (c) of the first paragraph of Section 2.7(A).

(D) An "Eligible Stockholder" is a stockholder or group of no more than twenty (20) stockholders (counting as one stockholder, for this purpose, any two (2) or more funds that are part of the same Qualifying Fund Group (as defined below)) that (i) has Owned (as defined in Section 2.12(E)) continuously for at least three years (the "Minimum Holding Period") a number of shares of common stock of the Corporation that represents at least three percent (3%) of the outstanding shares of common stock of the Corporation as of the date the Notice of Proxy Access Nomination is received at the principal executive offices of the Corporation in accordance with this Section 2.12 (the "Required Shares"), (ii) continues to Own the Required Shares through the date of the annual meeting and (iii) satisfies all other requirements of, and complies with all applicable procedures set forth in, this Section 2.12. A "Qualifying Fund Group" means two (2) or more funds that are (i) under common management and investment control, (ii) under common management and funded primarily by the same employer or (iii) a "group of investment companies" as such term is defined in Section 12(d)(1)(G)(ii) of the Investment Company Act of 1940, as amended. Whenever the Eligible Stockholder consists of a group of stockholders (including a group of funds that are part of the same Qualifying Fund Group), (i) each provision in this Section 2.12 that requires the Eligible Stockholder to provide any written statements, representations, undertakings, agreements or other instruments or to meet any other conditions shall be deemed to require each stockholder (including each individual fund) that is a member of such group to provide such statements, representations, undertakings, agreements or other instruments and to meet such other conditions (except that the members of such group may aggregate the shares that each member has Owned continuously throughout the Minimum Holding Period in order to meet the three percent (3%) Ownership requirement of the "Required Shares" definition) and (ii) a breach of any obligation, agreement or representation under this Section 2.12 by any member of such group shall be deemed a breach by the Eligible Stockholder. No stockholder may be a member of more than one group of stockholders constituting an Eligible Stockholder with respect to any annual meeting.

(E) For purposes of this Section 2.12, a stockholder shall be deemed to "Own" only those outstanding shares of common stock of the Corporation as to which the stockholder possesses both (i) the full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit from and risk of loss on) such shares; provided that the number of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (a) sold by such stockholder or any of its affiliates in any transaction that has not been settled or closed, (b) borrowed by such stockholder or any of its affiliates for any purposes or

purchased by such stockholder or any of its affiliates pursuant to an agreement to resell, or (c) subject to any option, warrant, forward contract, swap, contract of sale, or other derivative or similar instrument or agreement entered into by such stockholder or any of its affiliates, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of shares of outstanding common stock of the Corporation, in any such case which instrument or agreement has, or is intended to have, the purpose or effect of (1) reducing in any manner, to any extent or at any time in the future, such stockholder's or its affiliates' full right to vote or direct the voting of any such shares and/or (2) hedging, offsetting or altering to any degree any gain or loss realized or realizable from maintaining the full economic ownership of such shares by such stockholder or affiliate. A stockholder shall "Own" shares held in the name of a nominee or other intermediary so long as the stockholder retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A stockholder's Ownership of shares shall be deemed to continue during any period in which (i) the stockholder has loaned such shares, provided that the stockholder has the power to recall such loaned shares on five (5) business days' notice and includes in the Notice of Proxy Access Nomination an agreement that it (a) will promptly recall such loaned shares upon being notified that any of its Stockholder Nominees will be included in the Corporation's proxy materials and (b) will continue to hold such recalled shares through the date of the annual meeting or (ii) the stockholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement which is revocable at any time by the stockholder. The terms "Owned," "Owning" and other variations of the word "Own" shall have correlative meanings. Whether outstanding shares of common stock of the Corporation are "Owned" for these purposes shall be decided by the Board of Directors (or any duly authorized committee thereof). For purposes of this Section 2.12, the term "affiliate" or "affiliates" shall have the meaning ascribed thereto under the General Rules and Regulations under the Exchange Act.

(F) To be in proper written form, a Notice of Proxy Access Nomination must include or be accompanied by the following:

(1) a written statement by the Eligible Stockholder (a) setting forth and certifying as to the number of shares it Owns and has Owned continuously throughout the Minimum Holding Period, (b) agreeing to continue to Own the Required Shares through the date of annual meeting, (c) indicating whether it intends to continue to own the Required Shares for at least one year following the annual meeting, and (d) confirming its intention to notify the Corporation of any defects in, and otherwise update and supplement, the information provided to the Corporation pursuant to this Section 2.12;

(2) one or more written statements from the record holder of the Required Shares (and from each intermediary through which the Required Shares are or have been held during the Minimum Holding Period) verifying that, as of a date within seven (7) calendar days prior to the date the Notice of Proxy Access Nomination is delivered to or mailed and received at the principal executive offices of the Corporation, the Eligible Stockholder Owns, and has Owned continuously throughout the Minimum Holding Period, the Required Shares, and the Eligible Stockholder's agreement to provide, within five (5) business days following the later of the record date for determining the stockholders entitled to receive notice of the annual meeting and the date notice of the record date is first publicly disclosed, one or more written statements from the record holder and such intermediaries verifying the Eligible Stockholder's continuous Ownership of the Required Shares through the record date;

(3) a copy of the Schedule 14N that has been or is concurrently being filed with the Securities and Exchange Commission as required by Rule 14a-18 under the Exchange Act;

(4) the information, representations, agreements and other documents that would be required to be set forth in or included with a nomination notice pursuant to Section 2.7(A) (including the written consent of each

Stockholder Nominee to being named as a nominee and to serving as a director if elected) and the written representation and agreement of each Stockholder Nominee required by Section 2.8;

(5) a representation that the Eligible Stockholder (a) did not acquire, and is not holding, any securities of the Corporation for the purpose or with the intent of changing or influencing control of the Corporation, (b) has not nominated and will not nominate for election to the Board of Directors at the annual meeting any person other than the Stockholder Nominee(s) it is nominating pursuant to this Section 2.12, (c) has not engaged and will not engage in, and has not and will not be a "participant" in another person's, "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the annual meeting other than its Stockholder Nominee(s) or a nominee of the Board of Directors, (d) has not distributed and will not distribute to any stockholder of the Corporation any form of proxy for the annual meeting other than the form distributed by the Corporation, (e) has complied and will comply with all laws, rules and regulations applicable to solicitations and the use, if any, of soliciting material in connection with the annual meeting and (f) has provided and will provide facts, statements and other information in all communications with the Corporation and its stockholders that are or will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;

(6) an undertaking that the Eligible Stockholder agrees to (a) assume all liability stemming from any legal or regulatory violation arising out of the Eligible Stockholder's communications with the stockholders of the Corporation or out of the information that the Eligible Stockholder provided to the Corporation, (b) indemnify and hold harmless the Corporation and each of its directors, officers and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the Corporation or any of its directors, officers or employees arising out of any nomination submitted by the Eligible Stockholder pursuant to this Section 2.12 or any solicitation or other activity in connection therewith and (c) file with the Securities and Exchange Commission any solicitation or other communication with the stockholders of the Corporation relating to the meeting at which its Stockholder Nominee(s) will be nominated, regardless of whether any such filing is required under Regulation 14A of the Exchange Act or whether any exemption from filing is available for such solicitation or other communication under Regulation 14A of the Exchange Act;

(7) in the case of a nomination by a group of stockholders together constituting an Eligible Stockholder, the designation by all group members of one member of the group that is authorized to receive communications, notices and inquiries from the Corporation and to act on behalf of all members of the group with respect to all matters relating to the nomination under this Section 2.12 (including withdrawal of the nomination); and

(8) in the case of a nomination by a group of stockholders together constituting an Eligible Stockholder, in which two (2) or more funds are intended to be treated as one stockholder for purposes of qualifying as an Eligible Stockholder, documentation reasonably satisfactory to the Corporation that demonstrates that the funds are part of the same Qualifying Fund Group.

(G) In addition to the information required or requested pursuant to Section 2.12(F) or any other provision of these Bylaws, (i) the Corporation may require any proposed Stockholder Nominee to furnish any other information (a) that may reasonably be requested by the Corporation to determine whether the Stockholder Nominee would be independent under the rules and listing standards of the principal United States securities exchanges upon which the common stock of the Corporation is listed or traded, any applicable rules of the U.S. Securities and Exchange Commission or any publicly disclosed standards used by the Board of Directors in determining and

disclosing the independence of the Corporation's directors (collectively, the "Independence Standards,"), (b) that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such Stockholder Nominee or (c) that may reasonably be requested by the Corporation to determine the eligibility of such Stockholder Nominee to be included in the Corporation's proxy materials pursuant to this Section 2.12 or to serve as a director of the Corporation, and (ii) the Corporation may require the Eligible Stockholder to furnish any other information that may reasonably be requested by the Corporation to verify the Eligible Stockholder's continuous Ownership of the Required Shares throughout the Minimum Holding Period and through the date of the annual meeting.

(H) For each of its Stockholder Nominees, the Eligible Stockholder may, at its option, provide to the Secretary, at the time the Notice of Proxy Access Nomination is provided, a written statement, not to exceed five hundred (500) words, in support of such Stockholder Nominee's candidacy (a "Supporting Statement"). Only one Supporting Statement may be submitted by an Eligible Stockholder (including any group of stockholders together constituting an Eligible Stockholder) in support of each of its Stockholder Nominee(s). Notwithstanding anything to the contrary contained in this Section 2.12, the Corporation may omit from its proxy materials any information or Supporting Statement (or portion thereof) that it, in good faith, believes would violate any applicable law, rule or regulation.

(I) In the event that any information or communications provided by an Eligible Stockholder or a Stockholder Nominee to the Corporation or its stockholders is not, when provided, or thereafter ceases to be true and correct in all material respects or omits to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, such Eligible Stockholder or Stockholder Nominee, as the case may be, shall promptly notify the Secretary of any such defect and of the information that is required to correct any such defect. Without limiting the foregoing, an Eligible Stockholder shall provide immediate notice to the Corporation if the Eligible Stockholder ceases to Own any of the Required Shares prior to the date of the annual meeting. In addition, any person providing any information to the Corporation pursuant to this Section 2.12 shall further update and supplement such information, if necessary, so that all such information shall be true and correct as of the record date for determining the stockholders entitled to receive notice of the annual meeting, and such update and supplement shall be delivered to or be mailed and received by the Secretary at the principal executive offices of the Corporation not later than five (5) business days following the later of the record date for determining the stockholders entitled to receive notice of the annual meeting and the date notice of the record date is first publicly disclosed. For the avoidance of doubt, no notification, update or supplement provided pursuant to this Section 2.12(I) or otherwise shall be deemed to cure any defect in any previously provided information or communications or limit the remedies available to the Corporation relating to any such defect (including the right to omit a Stockholder Nominee from its proxy materials pursuant to this Section 2.12).

(J) Notwithstanding anything to the contrary contained in this Section 2.12, the Corporation shall not be required to include in its proxy materials, pursuant to this Section 2.12, any Stockholder Nominee (i) who would not be an independent director under the Independence Standards, (ii) whose election as a member of the Board of Directors would cause the Corporation to be in violation of these Bylaws, the Certificate of Incorporation, the rules and listing standards of the securities exchanges upon which the stock of the Corporation is listed or traded, or any applicable law, rule or regulation, (iii) who is or has been, within the past three (3) years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, (iv) who is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past ten (10) years, (v) who is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act of 1933, as amended, or (vi) who shall have provided any information to the Corporation or its stockholders that was untrue in any material respect or that omitted to state

a material fact necessary to make the statements made, in light of the circumstances in which they were made, not misleading.

(K) Notwithstanding anything to the contrary set forth herein, if (i) a Stockholder Nominee and/or the applicable Eligible Stockholder breaches any of its agreements or representations or fails to comply with any of its obligations under this Section 2.12 or (ii) a Stockholder Nominee otherwise becomes ineligible for inclusion in the Corporation's proxy materials pursuant to this Section 2.12, or dies, becomes disabled or otherwise becomes ineligible or unavailable for election at the annual meeting, in each case as determined by the Board of Directors (or any duly authorized committee thereof) or the chairman of the annual meeting, (a) the Corporation may omit or, to the extent feasible, remove the information concerning such Stockholder Nominee and the related Supporting Statement from its proxy materials and/or otherwise communicate to its stockholders that such Stockholder Nominee will not be eligible for election at the annual meeting, (b) the Corporation shall not be required to include in its proxy materials any successor or replacement nominee proposed by the applicable Eligible Stockholder or any other Eligible Stockholder and (c) the Board of Directors (or any duly authorized committee thereof) or the chairman of the annual meeting shall declare such nomination to be invalid and such nomination shall be disregarded, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

(L) Any Stockholder Nominee who is included in the Corporation's proxy materials for a particular annual meeting of stockholders but either (i) withdraws from or becomes ineligible or unavailable for election at the annual meeting, or (ii) does not receive at least twenty-five percent (25%) of the votes cast in favor of such Stockholder Nominee's election, will be ineligible to be a Stockholder Nominee pursuant to this Section 2.12 for the next two (2) annual meetings of stockholders. For the avoidance of doubt, the immediately preceding sentence shall not prevent any stockholder from nominating any person to the Board of Directors pursuant to clause (c) of the first paragraph of Section 2.7(A).

(M) This Section 2.12 provides the exclusive method for a stockholder to include nominees for election to the Board of Directors in the Corporation's proxy materials.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1 General Powers . The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws required to be exercised or done by the stockholders.

SECTION 3.2 Number, Tenure and Qualifications . Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, the number of directors shall be fixed from time to time exclusively pursuant to a resolution adopted by a majority of the Whole Board. Subject to Section 3.9 of these Bylaws, each director shall serve for a term ending on the date of the annual meeting following the annual meeting at which such director was elected; provided, that the term of each director shall continue until the election and qualification of his or her successor and be subject to his or her earlier death, resignation or removal.

SECTION 3.3 Regular Meetings . A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the Annual Meeting of Stockholders. The Board of Directors may, by resolution, provide the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 3.4 Special Meetings . Subject to the notice requirements in Section 3.5, special meetings of the Board of Directors shall be called at the request of the Chairman of the Board, the Lead Independent Director, if any, or a majority of the Board of Directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix the place and time of the meetings.

SECTION 3.5 Notice . Notice of any special meeting of directors shall be given to each director at his or her business or residence in writing by hand delivery, first-class or overnight mail or courier service, facsimile or electronic transmission, or orally by telephone. If mailed by first-class mail, such notice shall be deemed adequately delivered when deposited in the United States mails so addressed, with postage thereon prepaid, at least five (5) days before such meeting. If by overnight mail or courier service, such notice shall be deemed adequately delivered when the notice is delivered to the overnight mail or courier service company at least twenty-four (24) hours before such meeting. If by facsimile or electronic transmission, such notice shall be deemed adequately delivered when the notice is transmitted at least twelve (12) hours before such meeting. If by telephone or by hand delivery, the notice shall be given at least twelve (12) hours prior to the time set for the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except for amendments to these Bylaws, as provided under Section 8.1. A meeting may be held at any time without notice if all the directors are present or if those not present waive notice of the meeting in accordance with Section 6.4 of these Bylaws.

SECTION 3.6 Action by Consent of Board of Directors . Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

SECTION 3.7 Conference Telephone Meetings . Members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

SECTION 3.8 Quorum . A majority of the members of the Whole Board shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Certificate of Incorporation or these Bylaws shall require the vote of a greater number. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

SECTION 3.9 Vacancies . Subject to applicable law and the rights of the holders of any series of Preferred Stock with respect to such series of Preferred Stock, and unless the Board of Directors otherwise determines, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, and a director so chosen shall hold office for a term expiring at the next annual meeting of stockholders, and in each case shall serve until such director's successor shall have been duly elected and qualified, subject to such director's earlier death, resignation or removal. No decrease in the number of authorized directors constituting the Whole Board shall shorten the term of any incumbent director.

SECTION 3.10 Executive and Other Committees The Board of Directors may, by resolution adopted by a majority of the Whole Board, designate an Executive Committee to exercise, subject to applicable provisions of law, all the powers of the Board in the management of the business and affairs of the Corporation when the Board is not in session, including without limitation the power to declare dividends, to authorize the issuance of the Corporation's capital stock and to adopt a certificate of ownership and merger pursuant to Section 253 of the General Corporation Law of the State of Delaware, and may, by resolution similarly adopted, designate one or more other committees. The Executive Committee and each such other committee shall consist of two or more directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, other than the Executive Committee (the powers of which are expressly provided for herein), may to the extent permitted by law exercise such powers and shall have such responsibilities as shall be specified in the designating resolution. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Each committee shall keep written minutes of its proceedings and shall report such proceedings to the Board when required.

A majority of any committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. Notice of such meetings shall be given to each member of the committee in the manner provided for in Section 3.5 of these Bylaws. The Board shall have power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee. Nothing herein shall be deemed to prevent the Board from appointing one or more committees consisting in whole or in part of persons who are not directors of the Corporation; provided , however , that no such committee shall have or may exercise any authority of the Board.

SECTION 3.11 Records . The Board of Directors shall cause to be kept a record containing the minutes of the proceedings of the meetings of the Board and of the stockholders, appropriate stock books and registers and such books of records and accounts as may be necessary for the proper conduct of the business of the Corporation.

SECTION 3.12 Chairman of the Board . The Board of Directors shall designate from among the directors a Chairman of the Board, who may be an officer of the Corporation. The Chairman of the Board shall preside at all meetings of the Board of Directors and of stockholders and shall have such other powers and perform such other duties as may be assigned to him or her by the Board of Directors.

SECTION 3.13 Lead Independent Director . The Board of Directors may designate from among the directors a Lead Independent Director who at the time he or she is so designated shall have been determined by the Board of Directors to be independent under standards approved by the Board of Directors. In the absence of the Chairman of the Board, the Lead Independent Director shall preside at all meetings of the Board of Directors and of stockholders and shall have such other powers and perform such other duties as may be assigned to him or her by the Board of Directors.

ARTICLE IV

OFFICERS

SECTION 4.1 Officers . The elected officers of the Corporation shall be a Chief Executive Officer, a President, a Chief Financial Officer, a Secretary and any other officers of the Corporation that report directly to the Chief Executive Officer, all of whom shall be elected by the Board of Directors and shall hold office until their successors are duly elected and qualified. All officers elected by the Board of Directors shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of this ARTICLE IV. Such officers shall also have such powers and duties as from time to time may be conferred by the Board of

Directors or by any committee thereof. In addition, the Board of Directors or any committee thereof may from time to time elect, or the Chief Executive Officer may appoint, such other officers (including one or more Vice Presidents and Assistant Secretaries) and such agents, as may be necessary or desirable for the conduct of the business of the Corporation. Any number of offices may be held by the same person. Such other officers and agents shall have such duties and shall hold their offices for such terms as shall be provided in these Bylaws or as may be prescribed by the Board of Directors or such committee or by the Chief Executive Officer, as the case may be.

SECTION 4.2 Election and Term of Office . The elected officers of the Corporation shall be elected by the Board of Directors and shall hold office until such officer's successor shall have been duly elected and qualified or until such officer's death, resignation or removal.

SECTION 4.3 Chief Executive Officer . The Chief Executive Officer of the Corporation shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. Unless there shall have been elected one or more Presidents of the Corporation, the Chief Executive Officer shall be the President of the Corporation.

SECTION 4.4 President . Subject to the oversight of the Board of Directors and the supervision and authority of the Chief Executive Officer, the President shall have such general powers and duties of supervision and management as shall be assigned to him or her by the Board of Directors or by the Chief Executive Officer, as the case may be.

SECTION 4.5 Vice-Presidents . Each Vice President, if any, shall have such powers and shall perform such duties as shall be assigned to him or her by the Board of Directors, the Chief Executive Officer or the President, as the case may be.

SECTION 4.6 Chief Financial Officer . The Chief Financial Officer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, the Chairman of the Board, the Chief Executive Officer or the President, taking proper vouchers for such disbursements. He or she shall render to the Chairman of the Board, the Chief Executive Officer, the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as Chief Financial Officer and of the financial condition of the Corporation. He or she shall have such other powers and perform such other duties as shall be assigned to him or her by the Board of Directors, the Chairman of the Board, the Chief Executive Officer or the President.

SECTION 4.7 Secretary . The Secretary shall keep or cause to be kept in one or more books provided for that purpose, the minutes of all meetings of the Board, the committees of the Board and the stockholders; he or she shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; he or she shall be custodian of the records and the seal of the Corporation and affix and attest the seal to all stock certificates of the Corporation (unless the seal of the Corporation on such certificates shall be a facsimile, as hereinafter provided) and affix and attest the seal to all other documents to be executed on behalf of the Corporation under its seal; and he or she shall see that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and in general, he or she shall perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board, the Chairman of the Board, the Chief Executive Officer or the President.

SECTION 4.8 Removal . Any officer elected, or agent appointed, by the Board of Directors may be removed by the affirmative vote of a majority of the Whole Board whenever, in their judgment, the best interests of the Corporation would be served thereby. Any officer or agent appointed by the Chief Executive Officer may be removed by him or her whenever, in his or her judgment, the best interests of the Corporation would be served thereby. No elected officer shall have any contractual rights against the Corporation for compensation by virtue of such election beyond the date of the election of his or her successor or his or her death, resignation or removal, whichever event shall first occur, except as otherwise provided in any incentive plan, including but not limited to, any employment contract or under an employee deferred compensation plan.

SECTION 4.9 Vacancies . A newly created elected office and a vacancy in any elected office because of death, resignation, or removal may be filled by the Board of Directors. Any vacancy in an office appointed by the Chief Executive Officer because of death, resignation, or removal may be filled by the Chief Executive Officer.

ARTICLE V

STOCK CERTIFICATES AND TRANSFERS

SECTION 5.1 Certificated and Uncertificated Stock; Transfers . The interest of each stockholder of the Corporation may be evidenced by certificates for shares of stock in such form as the appropriate officers of the Corporation may from time to time prescribe or be uncertificated.

The shares of the stock of the Corporation shall be transferred on the books of the Corporation, in the case of certificated shares of stock, by the holder thereof in person or by his attorney duly authorized in writing, upon surrender for cancellation of certificates for at least the same number of shares, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require; and, in the case of uncertificated shares of stock, upon receipt of proper transfer instructions from the registered holder of the shares or by such person's attorney duly authorized in writing, and upon compliance with appropriate procedures for transferring shares in uncertificated form. No transfer of stock shall be valid as against the Corporation for any purpose until it shall have been entered in the stock records of the Corporation by an entry showing from and to whom transferred.

The certificates of stock shall be signed, countersigned and registered in such manner as the Board of Directors may by resolution prescribe, which resolution may permit all or any of the signatures on such certificates to be in facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

Notwithstanding anything to the contrary in these Bylaws, at all times that the Corporation's stock is listed on a stock exchange, the shares of the stock of the Corporation shall comply with all direct registration system eligibility requirements established by such exchange, including any requirement that shares of the Corporation's stock be eligible for issue in book-entry form. All issuances and transfers of shares of the Corporation's stock shall be entered on the books of the Corporation with all information necessary to comply with such direct registration system eligibility requirements, including the name and address of the person to whom the shares of stock are issued, the number of shares of stock issued and the date of issue. The Board of Directors shall have the power and authority to make such rules and regulations as it may deem necessary or proper concerning the issue, transfer and registration of shares of stock of the Corporation in both the certificated and uncertificated form.

SECTION 5.2 Lost, Stolen or Destroyed Certificates . No certificate for shares of stock in the Corporation shall be issued in place of any certificate alleged to have been lost, destroyed or stolen, except on production of such evidence of such loss, destruction or theft and on delivery to the Corporation a bond of indemnity in such amount, upon such terms and secured by such surety, as the Board of Directors or any financial officer may in its or his or her discretion require.

SECTION 5.3 Record Owners . The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise required by law.

SECTION 5.4 Transfer and Registry Agents . The Corporation may from time to time maintain one or more transfer offices or agencies and registry offices or agencies at such place or places as may be determined from time to time by the Board of Directors.

ARTICLE VI

MISCELLANEOUS PROVISIONS

SECTION 6.1 Fiscal Year . The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

SECTION 6.2 Dividends . The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Certificate of Incorporation.

SECTION 6.3 Seal . The corporate seal shall be in such form as shall be determined by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise imprinted upon the subject document or paper.

SECTION 6.4 Waiver of Notice . Whenever any notice is required to be given to any stockholder or director of the Corporation under the provisions of the General Corporation Law of the State of Delaware or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the stockholders or the Board of Directors or committee thereof need be specified in any waiver of notice of such meeting. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6.5 Audits . The accounts, books and records of the Corporation shall be audited upon the conclusion of each fiscal year by an independent certified public accountant selected by the Board of Directors, and it shall be the duty of the Board of Directors to cause such audit to be done annually.

SECTION 6.6 Resignations . Any director or any officer, whether elected or appointed, may resign at any time by giving notice in writing or by electronic transmission of such resignation to the Chairman of the Board, the Chief Executive Officer or the Secretary, and such resignation shall be deemed to be effective as of the close of business on the date said notice is received by the Chairman of the Board, the Chief Executive Officer or the

Secretary, or at such later time or upon the happening of an event or events as is specified therein. No formal action shall be required of the Board of Directors or the stockholders to make any such resignation effective.

ARTICLE VII

CONTRACTS, PROXIES, ETC.

SECTION 7.1 Contracts . Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, any contracts or other instruments may be executed and delivered in the name and on the behalf of the Corporation by the Chairman of the Board or such officer or officers of the Corporation as the Board of Directors may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine. The Chairman of the Board, the Chief Executive Officer, the President, the Chief Financial Officer or any Vice President may execute bonds, contracts, deeds, leases and other instruments to be made or executed for or on behalf of the Corporation. Subject to any restrictions imposed by the Board of Directors or the Chairman of the Board, the Chairman of the Board, the Chief Executive Officer, the President, the Chief Financial Officer or any Vice President of the Corporation may delegate contractual powers to others under his or her jurisdiction, it being understood, however, that any such delegation of power shall not relieve the delegating person of responsibility with respect to the exercise of such delegated power.

SECTION 7.2 Proxies . Unless otherwise provided by resolution adopted by the Board of Directors, the Chairman of the Board, the Chief Executive Officer, the President, the Chief Financial Officer or any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper in the premises.

ARTICLE VIII

AMENDMENTS

SECTION 8.1 Amendments . These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors or of the stockholders, provided notice of the proposed change was given in the notice of the meeting and, in the case of a meeting of the Board of Directors, in a notice given not less than two days prior to the meeting.

August 1, 2024

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We are aware that our report dated August 1, 2024 on our review of interim financial information of Anywhere Real Estate Inc., which appears in this Quarterly Report on Form 10-Q, is incorporated by reference in the Registration Statements on Form S-8 dated October 12, 2012 (No. 333-184383), May 5, 2016 (No. 333-211160), October 23, 2017 (No. 333-221080), May 2, 2018 (No. 333-224609), May 5, 2021 (No. 333-255779), and May 3, 2023 (No. 333-271615) of Anywhere Real Estate Inc.

Very truly yours,

/s/ PricewaterhouseCoopers LLP
Florham Park, New Jersey

CERTIFICATION

I, Ryan M. Schneider, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Anywhere Real Estate 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 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 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: August 1, 2024

/s/ RYAN M. SCHNEIDER
CHIEF EXECUTIVE OFFICER

CERTIFICATION

I, Charlotte C. Simonelli, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Anywhere Real Estate 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 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 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: August 1, 2024

/s/ CHARLOTTE C. SIMONELLI
CHIEF FINANCIAL OFFICER

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CERTIFICATION

I, Ryan M. Schneider, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Anywhere Real Estate Group LLC;
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 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 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: August 1, 2024

/s/ RYAN M. SCHNEIDER
CHIEF EXECUTIVE OFFICER

CERTIFICATION

I, Charlotte C. Simonelli, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Anywhere Real Estate Group LLC;
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 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 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: August 1, 2024

/s/ CHARLOTTE C. SIMONELLI
CHIEF FINANCIAL OFFICER

**CERTIFICATION OF CEO AND CFO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Anywhere Real Estate Inc. (the "Company") on Form 10-Q for the period ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Ryan M. Schneider, as Chief Executive Officer of the Company, and Charlotte C. Simonelli, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his or her knowledge:

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

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002 be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

/s/ RYAN M. SCHNEIDER
RYAN M. SCHNEIDER
CHIEF EXECUTIVE OFFICER
August 1, 2024

/s/ CHARLOTTE C. SIMONELLI
CHARLOTTE C. SIMONELLI
EXECUTIVE VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER
August 1, 2024

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**CERTIFICATION OF CEO AND CFO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Anywhere Real Estate Group LLC (the "Company") on Form 10-Q for the period ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Ryan M. Schneider, as Chief Executive Officer of the Company, and Charlotte C. Simonelli, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his or her knowledge:

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

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002 be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

/s/ RYAN M. SCHNEIDER
RYAN M. SCHNEIDER
CHIEF EXECUTIVE OFFICER
August 1, 2024

/s/ CHARLOTTE C. SIMONELLI
CHARLOTTE C. SIMONELLI
EXECUTIVE VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER
August 1, 2024

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