

Altisource Portfolio Solutions S.A.  
Form DEF 14A  
April 06, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to ss.240.14a-12

**ALTISOURCE PORTFOLIO SOLUTIONS S.A.**

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(Name of Registrant as Specified in its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No Fee Required
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
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  - 2) Aggregate number of securities to which the transaction applies:  
N/A
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- 1) Amount Previously Paid:  
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- 2) Form, Schedule or Registration Statement No.:  
N/A
- 3) Filing Party:  
N/A
- 4) Date Filed:  
N/A
-

April 6, 2015

Dear Fellow Shareholder:

On behalf of the Board of Directors, we cordially invite you to attend the Annual Meeting of Shareholders of Altisource Portfolio Solutions S.A. which will be held at the registered office of the Company located at 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg on Wednesday, May 20, 2015, at 9:00 a.m., Central European Time. The matters to be considered by shareholders at the Annual Meeting of Shareholders are described in detail in the accompanying materials.

It is very important that you be represented at the Annual Meeting of Shareholders regardless of the number of shares you own or whether you are able to attend the Annual Meeting of Shareholders in person. We urge you to complete your proxy card in the manner described in the accompanying materials even if you plan to attend the Annual Meeting of Shareholders. This will not prevent you from voting in person but will ensure that your vote is counted if you are unable to attend.

Your support of and interest in Altisource Portfolio Solutions S.A. is sincerely appreciated.

Sincerely,

Timo Vättö  
Chairman of the Board of Directors

William B. Shepro  
Chief Executive Officer and Director

**ALTISOURCE PORTFOLIO SOLUTIONS S.A.**

**40, avenue Monterey  
L-2163 Luxembourg City  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B 72 391**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND  
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 20, 2015**

**NOTICE**

Our Annual Meeting of Shareholders will be held:

**Date:** Wednesday, May 20, 2015  
**Time:** 9:00 a.m., Central European Time  
**Location:** Altisource Portfolio Solutions S.A.  
40, avenue Monterey  
L-2163 Luxembourg City  
Grand Duchy of Luxembourg

**PURPOSE**

To elect four (4) Directors for a one (1) year term and/or until their successors are elected and qualified;

To approve the appointment by the Audit Committee of our Board of Directors of Deloitte & Touche LLP to be our independent registered certified public accounting firm for the year ending December 31, 2015 and Deloitte Audit S.à r.l. to be our certified auditor for all statutory accounts as required by Luxembourg law for the same period;

To approve Altisource Portfolio Solutions S.A.'s annual accounts prepared in accordance with accounting principles generally accepted in Luxembourg ("Luxembourg GAAP") for the year ended December 31, 2014 (the "Luxembourg Annual Accounts") and its consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") including a footnote reconciliation of equity and net income to International Financial Reporting Standards ("IFRS") as of and for the year ended December 31, 2014 (the "Consolidated Accounts") (together, the "Luxembourg Statutory Accounts");

To receive and approve the Directors' reports for the Luxembourg Statutory Accounts;

To allocate the profits in the Luxembourg Annual Accounts for the year ended December 31, 2014;

To discharge each of the current and past Directors of Altisource Portfolio Solutions S.A. for the performance of their mandate during the year ended December 31, 2014;

To ratify non-management Directors' compensation for the 2014 to 2015 service year and approve changes to non-management Directors' compensation;

To approve a share repurchase program whereby Altisource Portfolio Solutions S.A. is authorized, for a period of five years, to repurchase up to fifteen percent (15%) of the outstanding shares of its common stock (as of the close of business on the date of shareholder approval) at a minimum price of one dollar (\$1.00) per share and a maximum price of five hundred dollars (\$500.00) per share; and

To transact such other business as may properly come before the meeting and any adjournment of the meeting.

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**PROCEDURES**

Our Board of Directors has fixed March 23, 2015 as the record date for the determination of shareholders entitled to notice of the Annual Meeting of Shareholders.

Only shareholders of record at the close of business on that date, or holders of our common stock through a clearing agency as of midnight Central European Time on May 6, 2015, the fourteenth day prior to the meeting date will be entitled to vote at the Annual Meeting of Shareholders.

The proxy statement for our 2015 Annual Meeting of Shareholders and our annual report to shareholders on Form 10-K for the year ended December 31, 2014 are available on our website under Investor Relations-Financial Information at <http://ir.altisource.com/financials.cfm>. Additionally, and in accordance with Securities and Exchange Commission ("SEC") rules, you may access our proxy statement at <http://www.proxyvote.com>, a website that does not identify or track visitors of the site, by entering the Control Number found on your Beneficial Notice Card or on your proxy card in the space provided.

The Luxembourg Statutory Accounts, the Directors' reports for the Luxembourg Statutory Accounts and the statutory auditor's report on the Consolidated Accounts will be available for inspection from April 20, 2015 until the conclusion of the Annual Meeting of Shareholders at Altisource Portfolio Solutions S.A.'s registered office.

By Order of the Board of Directors,

Kevin J. Wilcox  
Corporate Secretary

April 6, 2015  
Luxembourg City, Grand Duchy of Luxembourg

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**ALTISOURCE PORTFOLIO SOLUTIONS S.A.**

**PROXY STATEMENT**

**ANNUAL MEETING OF SHAREHOLDERS**

**General Information**

We have made this proxy statement available to you on or about April 6, 2015 as a holder of common stock of Altisource Portfolio Solutions S.A. ("Altisource" or the "Company") because our Board of Directors is soliciting your proxy to be used at our Annual Meeting of Shareholders and at any adjournment or postponement thereof. The Annual Meeting of Shareholders will be held at our registered office located at 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg on Wednesday, May 20, 2015, at 9:00 a.m., Central European Time for the purposes listed in the Notice of Annual Meeting of Shareholders.

**How a Proxy Works**

If you properly complete, sign and return your proxy to Altisource and do not revoke it prior to its use, it will be voted in accordance with your instructions. Other than as discussed below with respect to broker "non-votes," if no contrary instructions are given, each proxy received will be voted for each of the nominees for Director; for approval of the appointment of Deloitte & Touche LLP to be our independent registered certified public accounting firm for the year ending December 31, 2015 and Deloitte Audit S.à r.l. to be our certified auditor for all statutory accounts as required by Luxembourg law for the same period; for approval of Altisource Portfolio Solutions S.A.'s annual accounts prepared in accordance with Luxembourg GAAP for the year ended December 31, 2014 and its consolidated financial statements prepared in accordance with U.S. GAAP including a footnote reconciliation of equity and net income to IFRS as of and for the year ended December 31, 2014; for receipt and approval of the Directors' reports for the Luxembourg Statutory Accounts; for allocation of the profits in the Luxembourg Annual Accounts for the year ended December 31, 2014; for approval of the discharge of each of the current and past Directors of Altisource Portfolio Solutions S.A. for the performance of their mandate during the year ended December 31, 2014; for ratification of non-management Directors' compensation for the 2014 to 2015 service year and approval of changes to non-management Directors' compensation; for approval of a share repurchase program whereby Altisource Portfolio Solutions S.A. is authorized, for a period of five years, to repurchase up to fifteen percent (15%) of the outstanding shares of its common stock (as of the close of business on the date of shareholder approval) at a minimum price of one dollar (\$1.00) per share and a maximum price of five hundred dollars (\$500.00) per share; and with regard to any other business that properly comes before the meeting in accordance with the best judgment of the persons appointed as proxies.

**How to Revoke a Proxy**

Your proxy may be used only at the Annual Meeting of Shareholders and any adjournment or postponement of this meeting and will not be used for any other meeting. You have the power to revoke your proxy at any time before it is exercised by:

filing written notice with our Corporate Secretary at the following address:

Kevin J. Wilcox, Corporate Secretary  
Altisource Portfolio Solutions S.A.  
40, avenue Monterey  
L-2163 Luxembourg City  
Grand Duchy of Luxembourg

submitting a properly executed proxy bearing a later date or

appearing at the Annual Meeting of Shareholders and giving the Corporate Secretary notice of your intention to vote in person.

## Who May Vote

Under Luxembourg law, you are entitled to vote at the Annual Meeting of Shareholders, or any adjournment or postponement thereof, if you are a holder of record of our common stock on the meeting date or, if you hold our common stock through a clearing agency, you are a holder as of midnight Central European Time on the fourteenth day prior to the meeting date. For purposes of establishing those holders to whom proxies will be mailed, our Board of Directors has set a record date and time of the close of business on March 23, 2015. At the close of business on March 23, 2015, there were 20,132,326 shares of common stock issued, outstanding and able to be voted and no other class of equity securities outstanding. Each share of our common stock is entitled to one (1) vote at the Annual Meeting of Shareholders on all matters properly presented.

## Quorum and Voting Information

The presence at the Annual Meeting of Shareholders of holders of thirty-three and one-third percent (33<sup>1</sup>/<sub>3</sub>%) of the votes of our common stock entitled to be cast, represented in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting of Shareholders. Abstentions and broker "non-votes" will be treated as present for purposes of a quorum.

Assuming a quorum, the four (4) nominees for Director will be elected as Directors of Altisource at the Annual Meeting so long as the votes cast in favor of each such person exceed the votes cast to withhold authority for such person. You may vote in favor of or withhold authority to vote for one (1) or more nominees for Director. The following proposals will be approved if the votes cast in favor of the action exceed the votes cast opposing the action: the proposal to approve the appointment of Deloitte & Touche LLP to be our independent registered certified public accounting firm for the year ending December 31, 2015 and Deloitte Audit S.à r.l. to be our certified auditor for all statutory accounts as required by Luxembourg law for the same period; the proposal to approve the Luxembourg Statutory Accounts; the proposal to receive and approve the Directors' reports for the Luxembourg Statutory Accounts; the proposal to allocate the profits in the Luxembourg Annual Accounts for the year ended December 31, 2014; the proposal to approve the discharge of each of the current and past Directors of Altisource Portfolio Solutions S.A. for the performance of their mandate during the year ended December 31, 2014; the proposal to ratify non-management Directors' compensation for the 2014 to 2015 service year and approve changes to non-management Directors' compensation; the proposal to approve a share repurchase program whereby Altisource Portfolio Solutions S.A. is authorized, for a period of five years, to repurchase up to fifteen percent (15%) of the outstanding shares of its common stock (as of the close of business on the date of shareholder approval) at a minimum price of one dollar (\$1.00) per share and a maximum price of five hundred dollars (\$500.00) per share; and any other matter properly submitted for your consideration at the Annual Meeting of Shareholders (other than the election of Directors).

Abstentions will not be counted in determining the votes cast in connection with the foregoing matters. Brokers may not vote on behalf of their clients in connection with the proposal regarding the election of Directors so any broker "non-votes" will not be counted in determining the votes cast in connection with this proposal. A broker "non-vote" occurs when a shareholder has not provided voting instructions to his or her broker on a non-routine item.

If the shares you own are held in "street name" by a bank or brokerage firm, your bank or brokerage firm, as the record holder of your shares, is required to vote your shares according to your instructions. To vote your shares, you will need to follow the directions your bank or brokerage firm provides you. You will receive a Notice of Internet Availability of Proxy Materials that will tell you how to access our proxy materials and vote your shares via the Internet. It also will tell you how to request a paper or e-mail copy of our proxy materials. Please contact your bank or brokerage firm for further information. If you are a shareholder of record, you will receive a proxy card that will tell you how to vote your shares via the Internet, telephone or mail.



**ELECTION OF DIRECTORS**

(Proposal One)

Our Articles of Association provide that our Board of Directors shall consist of no less than three (3) and no more than seven (7) members with the exact number to be decided by our Board of Directors.

We are proposing the four (4) nominees listed below for election as Directors at the Annual Meeting of Shareholders for a one (1) year term and/or until their successors are elected and qualified.

All nominees currently serve as our Directors. There are no arrangements or understandings between any nominee and any other person for selection as a nominee.

If any nominee is unable or unwilling to stand for election at the time of the Annual Meeting of Shareholders, the person or persons appointed as proxies may nominate and vote for a replacement nominee or nominees recommended by our Board of Directors. At this time, our Board of Directors knows of no reason why any of the nominees would not be able or willing to serve as Director if elected.

**Nominees for Director**

The following table sets forth certain information concerning our nominees for Director:

Name	Age <sup>(1)</sup>	Director Since	Executive Committee	Audit Committee	Compensation Committee	Compliance Committee	Nomination/Governance Committee
Timo Vättö	50	2009	X <sup>(2)</sup>	X	X <sup>(3)</sup>	X	X
William B. Shepro	46	2009	X				
Roland Müller-Ineichen	54	2009		X <sup>(3)</sup>	X	X	X
W. Michael Linn	66	2011		X	X	X <sup>(3)</sup>	X <sup>(4)</sup>

<sup>(1)</sup> As of March 23, 2015

<sup>(2)</sup> Mr. Vättö was appointed Chairman of the Executive Committee in February 2015

<sup>(3)</sup> Committee Chairperson for 2014

<sup>(4)</sup> Mr. Linn was appointed Chairman of the Nomination/Governance Committee in May 2014

The principal occupation for the last five (5) years and additional biographical information of each Director of Altisource is set forth below.

All of our Directors bring to Altisource's Board of Directors a wealth of executive leadership experience derived from their service as executives of large corporations.

**Timo Vättö.** Mr. Vättö was appointed to the Board of Directors of Altisource in August 2009, as Lead Independent Director in May 2014 and as Chairman of the Board of Directors in January 2015. He is the founder and owner of Cundo Management AG, a provider of independent corporate advisory services to corporations, institutional investors and private families, which was founded in November 2008. Mr. Vättö serves as Chairman of the Board of Directors of Evalueserve, a privately held global specialist in knowledge processes, which provides research and analytics services for leading-edge companies worldwide, and as Chairman of the Board of Directors of KYC Exchange Net AG, a privately held company that provides the financial services industry with a secure platform for Know Your Customer and Customer Due Diligence purposes. He also serves on the Board of Directors of IHAG Holding AG, an independent, family-owned group of companies that holds a diversified portfolio of majority and minority shareholdings in a variety of sectors. Previously, Mr. Vättö was employed by Citigroup in Switzerland and the U.S. for almost twenty years in senior client coverage and business head roles within Corporate and Investment Banking, most recently as Head of Swiss

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Investment Banking. In addition, from 2004 to 2009, Mr. Vättö served as a member of the Board of Directors, including as a member of the Audit Committee, of Citibank (Switzerland) AG, part of Citigroup's Wealth Management Business. Mr. Vättö holds a Master of Science, Economics and Business Administration from the University of Tampere (Finland).

Mr. Vättö's experience with Cundo Management AG and Citigroup makes him financially literate and qualifies him as a financial expert as required pursuant to NASDAQ listing standards and SEC rules, and his knowledge of the financial services industry provides the Board of Directors with subject matter expertise.

**William B. Shepro.** Mr. Shepro was appointed Chief Executive Officer and to the Board of Directors of Altisource in July 2009. Mr. Shepro previously served as the President and Chief Operating Officer of Ocwen Solutions, a business unit of Ocwen Financial Corporation ("Ocwen"). From 2003 to 2009, he served as President of Global Servicing Solutions, LLC, a joint venture between Ocwen and Merrill Lynch. Mr. Shepro also held the positions of Senior Vice President of Ocwen Recovery Group and Senior Vice President, Director and Senior Manager of Commercial Servicing at Ocwen. He joined Ocwen in 1997. Mr. Shepro serves on the Boards of Altisource and certain subsidiaries. He holds a Bachelor of Science in Business from Skidmore College and a Juris Doctorate from the Florida State University College of Law.

Mr. Shepro's day-to-day leadership and intimate knowledge of our business and operations provides the Board of Directors with Company-specific experience and expertise. Furthermore, Mr. Shepro's legal background and operational experience in the residential and commercial mortgage servicing industries provide the Board of Directors with valuable strategic, industry and operational insights.

**Roland Müller-Ineichen.** Mr. Müller-Ineichen was appointed to the Board of Directors of Altisource in July 2009. He also serves on the Board of Directors of Bank Arner SA, a provider of private banking services based in Lugano, Switzerland; of SWA Swiss Auditors AG, a private company based in Freienbach, Switzerland that provides auditing and consulting services for financial institutions in Switzerland; of Citibank (Switzerland) Ltd. based in Zurich and Geneva, Switzerland, a subsidiary of Citigroup that provides private banking services to High Net Worth individuals; and of Sberbank (Switzerland) Ltd, based in Zurich, Switzerland, a subsidiary of Sberbank Russia, offering trade finance and corporate banking services. In addition, from May 2010 to September 2011, Mr. Müller-Ineichen served as a member of the Board of Directors of Absolute Private Equity AG, a Switzerland-based investment company. Mr. Müller-Ineichen served as a Partner with KPMG Switzerland and KPMG Europe LLP where he was the lead partner on audits of national and international Banks, Security Dealers and Fund Management Companies. Mr. Müller-Ineichen began working in the Zurich office of KPMG in June 1995 as a Senior Manager in the audit department focused on the banking and financial services industries and served as a Partner from January 1999 until his retirement in December 2008. Prior to joining KPMG, Mr. Müller-Ineichen progressed through various audit and managerial roles with Switzerland-based financial institutions. Mr. Müller-Ineichen is a Swiss Certified Public Accountant. He completed a commercial and banking business apprenticeship with UBS in 1980. Mr. Müller-Ineichen holds a Business Commerce degree.

Mr. Müller-Ineichen's past employment experience provides the Board of Directors with accounting expertise, and his experience in the financial services industry provides the Board of Directors with valuable strategic and financial insights. Furthermore, Mr. Müller-Ineichen is financially literate and qualifies as a financial expert as required by NASDAQ listing standards and SEC rules.

**W. Michael Linn.** Mr. Linn was appointed to the Board of Directors of Altisource in May 2011. Mr. Linn also serves as Chairman of Panua Partners in Hope, a charitable organization dedicated to demonstrating a cost effective methodology for eliminating multigenerational poverty. In addition, Mr. Linn is a private investor in energy-related industries. Mr. Linn previously served as President and

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Chief Executive Officer of Greensleeves, LLC from January 2010 to April 2014. He also served on the Board of Directors of National Lime and Stone from 1994 through 2012. Mr. Linn served on the Board of Directors of Ocwen from August 2002 to May 2008 and as the Executive Vice President of Sales and Marketing of Ocwen from February 2004 to May 2007. Prior to joining Ocwen, Mr. Linn served on the Board of Directors and as the Executive Vice President of Sales and Marketing of Solomon Software, Inc., a corporation now owned by Microsoft Corporation. He has also served on the Board of Directors and as President and Chief Executive Officer of Saunders, Inc., a venture backed, privately held financial services and technology solutions company. Mr. Linn holds a Bachelor of Arts from Harvard College and a Master of Business Administration from Harvard University.

Mr. Linn's extensive experience in rolling out emerging technologies and in the development of strategic relationships brings valuable operational, sales and strategic expertise to our Board of Directors. Furthermore, Mr. Linn is financially literate and qualifies as a financial expert as required by NASDAQ listing standards and SEC rules.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS  
THAT YOU VOTE "FOR" EACH OF THE NOMINEES FOR DIRECTOR**

## **BOARD OF DIRECTORS AND CORPORATE GOVERNANCE**

### **Meetings of the Board of Directors**

The Board of Directors plays an active role in overseeing management and representing the interests of the shareholders. Directors are expected to attend all meetings of the Board of Directors, the meetings of committees on which they serve and the Annual Meeting of Shareholders. Directors are also consulted for advice and counsel between formal meetings.

Our Board of Directors held ten (10) meetings and took action pursuant to unanimous written consent three (3) times in 2014. Each incumbent Director attended at least 75% of these meetings as well as the meetings held by all committees of our Board of Directors on which they served during the period. Although we do not have a formal policy regarding Director attendance at the Annual Meeting of Shareholders, our Directors are expected to attend. All of the incumbent members of our Board of Directors attended our 2014 Annual Meeting of Shareholders.

### **Independence of Directors**

Our Corporate Governance Guidelines provide that our Board of Directors must be comprised of a majority of Directors who qualify as independent Directors under NASDAQ listing standards and applicable law.

Our Board of Directors annually reviews the direct and indirect relationships that we have with each Director. The purpose of this review is to determine whether any transactions or relationships are inconsistent with a determination that the Director is independent. Only those Directors who are determined by our Board of Directors to have no material relationship with Altisource are considered independent. This determination is based in part on the analysis of questionnaire responses that follow the independence standards and qualifications established by NASDAQ and applicable law. The Board of Directors also considers beneficial ownership of our common stock by each of the Directors, as set forth under "Security Ownership of Certain Beneficial Owners and Related Shareholder Matters," although our Board of Directors generally believes that stock ownership tends to further align a Director's interests with those of our other shareholders. Our current Board of Directors has determined that Messrs. Linn, Müller-Ineichen and Vättö are independent Directors.

### **Executive Sessions of Independent Directors**

Independent Directors met in executive session of the Board of Directors without management four (4) times in 2014.

### **Board Leadership Structure**

Our Board of Directors has no fixed policy with respect to the separation of the offices of Chairman of the Board of Directors and Chief Executive Officer. Our Board of Directors retains the discretion to make this determination on a case-by-case basis from time to time as it deems to be in the best interests of the Company and our shareholders at any given time. The Board of Directors currently believes that separating the positions of Chief Executive Officer and Chairman is the best structure to fit the Company's needs. The Chief Executive Officer is responsible for our day-to-day operations and for formulating and executing our long-term strategies in collaboration with the Board of Directors. The Chairman of the Board leads the Board and oversees meetings of the Board of Directors and the delivery of information necessary for the Board's informed decision-making.

### **Committees of the Board of Directors**

Our Board of Directors has established an Audit Committee, a Compensation Committee, a Compliance Committee, a Nomination/Governance Committee and an Executive Committee. A brief description of these committees is provided below.

**Audit Committee.** The Audit Committee of our Board of Directors oversees the relationship with our independent registered certified public accounting firm; reviews and advises our Board of Directors with respect to matters involving the accounting, auditing, financial reporting and internal control functions; monitors our compliance with laws and regulations applicable to our operations, including the evaluation of significant matters relating to the financial reporting process and our system of accounting, internal controls, auditing and federal securities law matters; reviews and approves transactions with related parties; reviews the scope and results of the annual audit conducted by the independent registered certified public accounting firm; and reviews the Company's internal audit plan and enterprise risk assessment on an ongoing basis.

The members of the Audit Committee for 2014 were Messrs. Müller-Ineichen, Linn and Vättö, with Mr. Müller-Ineichen serving as the Chairman. Each member of our Audit Committee is independent as defined in regulations adopted by the SEC and NASDAQ listing standards. Our Board of Directors has determined that all members of our Audit Committee are financially literate, possess accounting or related financial management experience that results in the individual's financial sophistication within the meaning of NASDAQ listing standards and qualify as audit committee financial experts as that term is defined in SEC rules. Our Audit Committee operates under a written charter approved by our Board of Directors, a copy of which is available on our website at [www.altisource.com](http://www.altisource.com) and is available in print to any shareholder who requests it. On an annual basis, the Audit Committee reviews and approves its charter. The Committee evaluates its performance under its charter and delivers a report to the Board setting forth the results of its evaluation, including an assessment of the adequacy of its charter and any recommendations for amendments. The charter was last reviewed by the Audit Committee in February 2015. The Committee met ten (10) times in 2014. The Committee met in executive session with both the Company's internal and external auditors five (5) times, solely with the Company's internal auditors two (2) times and solely with the Company's external auditors five (5) times in 2014.

**Compensation Committee.** The Compensation Committee of our Board of Directors oversees our compensation and employee benefit plans and practices. Our Compensation Committee also evaluates and makes recommendations to our Board of Directors for human resource and compensation matters relating to our executive officers. The Compensation Committee reviews with the Chief Executive Officer and the Chief Administration Officer (except as they relate to such executive officers) and subsequently approves all executive compensation plans, any executive severance or termination arrangements and any equity compensation plans that are not subject to shareholder approval. The Compensation Committee is also responsible for reviewing Director compensation and recommending changes, subject to the approval of our shareholders. The Compensation Committee also has the power to review our other compensation plans, including the goals and objectives thereof and to recommend changes to these plans to our Board of Directors. The Compensation Committee has the authority to administer awards under the 2009 Equity Incentive Plan. The Compensation Committee is also empowered to retain independent compensation consultants, counsel or other advisors as it deems necessary in connection with its responsibilities at the Company's expense. In determining whether a compensation consultant, counsel or other advisor is independent, the Compensation Committee considers all factors set forth in SEC rules and the NASDAQ listing standards with respect to advisor independence, as well as any other factors the Compensation Committee deems relevant. The Compensation Committee may request that any of our Directors, officers, employees or other persons attend its meetings to provide advice, counsel or pertinent information as the Committee requests.

Our Compensation Committee engaged its independent compensation consultant, Exequity LLP ("Exequity"), in the first quarter of 2014 to ensure that Altisource's peer group for any future compensation benchmarking study is comprised of the most appropriate benchmark companies. Additionally, in reviewing the compensation for our Chief Executive Officer, Chief Administration Officer, Chief Financial Officer and Board of Directors in 2014 and in 2015, our Compensation Committee conducted compensation benchmarking with the assistance of Exequity. Exequity reviewed

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the pay levels compared to pay levels among our peer companies, as analyzed by the Human Resources function with input from management, to help identify the competitive positioning of our pay practices. Please see "Role of Compensation Consultant" and "Setting Compensation Levels" in our Compensation Discussion and Analysis for further information.

The members of the Compensation Committee for 2014 were Messrs. Vättö, Linn and Müller-Ineichen, with Mr. Vättö serving as the Chairman. Each member of the Compensation Committee is independent as defined by NASDAQ listing standards, as revised in 2013. While we have no specific qualification requirements for members of the Compensation Committee, our members have knowledge and experience regarding compensation matters as developed through their respective business experience in both management and advisory roles, including general business management, executive compensation and employee benefits experience. We feel that their collective achievements and knowledge provide us with extensive diversity in experience, culture and viewpoints.

Our Compensation Committee operates under a written charter approved by our Board of Directors, a copy of which is available on our website at [www.altisource.com](http://www.altisource.com) and is available in print to any shareholder who requests it. On an annual basis, the Compensation Committee reviews and approves its charter. The Committee evaluates its performance under its charter and delivers a report to the Board setting forth the results of its evaluation, including an assessment of the adequacy of its charter and any recommendations for amendments. The charter was last reviewed by the Compensation Committee in February 2015. The Committee met six (6) times and took action pursuant to unanimous written consent two (2) times in 2014.

Certain executives are involved in the design and implementation of our executive compensation programs, including the Chief Executive Officer and the Chief Administration Officer, who may be present at Compensation Committee meetings, except that such executive officers may not be present during any voting or deliberations on their compensation. These executives annually review the performance of each executive officer (other than the Chief Executive Officer and the Chief Administration Officer whose performance is reviewed by the Compensation Committee without the presence of such executives) and present their conclusions and recommendations regarding incentive award amounts to the Compensation Committee for its consideration and approval. The Committee can exercise its discretion in accepting, rejecting and/or modifying any such executive compensation recommendations; however, executive compensation matters are generally delegated to the Chief Executive Officer and the Chief Administration Officer for development and execution.

**Compensation Committee Interlocks and Insider Participation.** No member of the Compensation Committee was at any time during the 2014 fiscal year or at any other time an officer or employee of the Company, and no member had any relationship with us requiring disclosure under Item 404 of SEC Regulation S-K. None of our named executive officers has served on the Board of Directors or compensation committee of any other entity that has or had one (1) or more named executive officers who served as a member of our Board of Directors or our Compensation Committee during the 2014 fiscal year.

**Compliance Committee.** The Compliance Committee of our Board of Directors establishes and oversees the compliance function for the Company and its subsidiaries, including its compliance management system, oversees the Company's compliance with applicable regulatory rules and requirements and performs such other duties as may be prescribed pursuant to its charter.

The members of the Compliance Committee for 2014 were Messrs. Linn, Müller-Ineichen and Vättö, with Mr. Linn serving as the Chairman. Each member of the Compliance Committee is independent as defined by NASDAQ listing standards.

Our Compliance Committee operates under a written charter approved by our Board of Directors, a copy of which is available on our website at [www.altisource.com](http://www.altisource.com) and is available in print to any shareholder who requests it. On an annual basis, the Compliance Committee reviews and approves its

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charter. The Compliance Committee evaluates its performance under its charter and delivers a report to the Board setting forth the results of its evaluation, including an assessment of the adequacy of its charter and any recommendations for amendments. The charter was last reviewed by the Committee in February 2015. The Committee met four (4) times in 2014.

***Nomination/Governance Committee.*** The Nomination/Governance Committee of our Board of Directors makes recommendations to our Board of Directors of individuals qualified to serve as Directors and committee members for our Board of Directors, advises our Board of Directors with respect to Board of Directors composition, procedures and committees, develops and presents our Board of Directors with a set of corporate governance principles and oversees the evaluation of our Board of Directors and our management.

The members of the Nomination/Governance Committee during 2014 were Messrs. William C. Erbey, Linn, Müller-Ineichen and Vättö, with Mr. Linn serving as the Chairman effective May 21, 2014. Mr. Erbey resigned as a member of the Nomination/Governance Committee effective May 21, 2014.

Our Nomination/Governance Committee operates under a written charter approved by our Board of Directors, a copy of which is available on our website at [www.altisource.com](http://www.altisource.com) and is available in print to any shareholder who requests it. On an annual basis, the Nomination/Governance Committee reviews and approves its charter. The Committee evaluates its performance under its charter and delivers a report to the Board setting forth the results of its evaluation, including an assessment of the adequacy of its charter and any recommendations for amendments. The charter was last reviewed by the Nomination/Governance Committee in February 2015. The Committee met five (5) times in 2014.

It is the policy of our Nomination/Governance Committee to consider candidates for Director recommended by you, our shareholders. In evaluating all nominees for Director, our Nomination/Governance Committee takes into account the applicable requirements for Directors under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and NASDAQ listing standards. In addition, our Nomination/Governance Committee takes into account Altisource's best interests as well as such factors as knowledge, experience, skills, expertise, diversity and the interplay of the candidate's experience with the background of other members of our Board of Directors.

Pursuant to the Company's Diversity Policy, the Nomination/Governance Committee considers diversity when it recommends Director nominees to the Board of Directors, viewing diversity in an expansive way to include differences in prior work experience, viewpoint, education and skill set. In particular, the Nomination/Governance Committee considers diversity in professional experience, skills, expertise, training, broad-based business knowledge and understanding of the Company's business environment when recommending Director nominees to the Board of Directors, with the objective of achieving a Board with diverse business and educational backgrounds. Board members should have individual backgrounds that, when combined, provide a portfolio of experience and knowledge that will serve the Company's governance and strategic needs. The Nomination/Governance Committee periodically reviews the skills and attributes of Board members within the context of the current make-up of the full Board of Directors as the Nomination/Governance Committee deems appropriate. The Nomination/Governance Committee does not discriminate against candidates for the Board of Directors based on race, color, religion, sex, sexual orientation or national origin.

The Nomination/Governance Committee regularly assesses the appropriate size of the Board of Directors and whether any vacancies on the Board of Directors are anticipated. Various potential candidates for Director are then identified. Candidates may come to the attention of the Nomination/Governance Committee through current members of the Board of Directors, professional search firms, shareholders or industry sources.

In evaluating a particular candidate, the Nomination/Governance Committee will consider factors other than the candidate's qualifications including the current composition of the Board of Directors, the

balance of management and independent Directors, the need for Audit Committee expertise and the evaluation of other prospective nominees.

In connection with this evaluation, one or more members of the Nomination/Governance Committee, and others as appropriate, interview prospective nominees. After completing this evaluation and interview, the Nomination/ Governance Committee makes a recommendation to the full Board of Directors as to the persons who should be nominated by the Board of Directors. The Board of Directors determines the nominees after considering the recommendation and report of the Nomination/Governance Committee. Should you recommend a candidate for Director, our Nomination/Governance Committee would evaluate such candidate in the same manner that it evaluates any other nominee. To date, we have not received any shareholder proposal relating to Director nominees for the 2015 Annual Meeting of Shareholders.

If you want to recommend persons for consideration by our Nomination/Governance Committee as nominees for election to our Board of Directors, you can do so by writing to our Corporate Secretary at Altisource Portfolio Solutions S.A., 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg. You should provide each proposed nominee's name, biographical data, qualifications and expertise. Your recommendation should also include a written statement from the proposed nominee consenting to be named as a nominee and, if nominated and elected, to serve as a Director. For consideration at the 2016 Annual Meeting of Shareholders, we must receive your recommendations by December 8, 2015.

**Executive Committee.** Our Executive Committee is generally responsible to act on behalf of our Board of Directors during the intervals between meetings of our Board of Directors. Our Board of Directors has authorized the Executive Committee to approve and/or to designate in writing certain individuals to approve ordinary course of business actions that are required to be documented by counterparties but do not require action by the Board of Directors or its committees. Such actions would include approving, signing and executing checks and electronic funds transmissions, dissolving or merging our wholly-owned subsidiaries and performing such other ministerial actions on such terms, conditions and limits as the Executive Committee deems appropriate in its sole discretion. The Executive Committee operates under a written charter, which is approved by our Board of Directors on an annual basis. The charter was last reviewed by the Board of Directors in February 2015. The Committee did not take any formal action in 2014 and, at its organizational meeting in May 2014, our Board of Directors did not establish an Executive Committee. The Executive Committee was reestablished in February 2015 with Messrs. Vättö and Shepro as members of the Committee, and Mr. Vättö serving as the Chairman.

#### **Corporate Governance Guidelines**

The Corporate Governance Guidelines adopted by our Board of Directors provide guidelines for us and our Board of Directors to ensure effective corporate governance. The Corporate Governance Guidelines cover topics such as Director qualification standards, Board of Directors and committee composition, Director responsibilities, Director access to management and independent advisors, Director compensation, Director orientation and continuing education, management succession and annual performance appraisals of the Board of Directors.

Our Nomination/Governance Committee reviews our Corporate Governance Guidelines at least once a year and, if necessary, recommends changes to our Board of Directors. Our Corporate Governance Guidelines were last reviewed by the Nomination/Governance Committee and the Board of Directors in February 2015. Our Corporate Governance Guidelines are available on our website at [www.altisource.com](http://www.altisource.com) and are available to any shareholder who requests them by writing to our Corporate Secretary at Altisource Portfolio Solutions S.A., 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg.



### **Communications with Directors**

If you desire to contact our Board of Directors or any individual Director regarding Altisource, you may do so by mail addressed to our Corporate Secretary at Altisource Portfolio Solutions S.A., 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg. Communications received in writing are distributed to our Board of Directors or to individual Directors, as appropriate, depending on the facts and circumstances outlined in the communication received.

### **Code of Ethics**

We have adopted a Code of Business Conduct and Ethics that applies to our Directors, officers and employees as required by SEC rules or NASDAQ listing standards. We have also adopted a Code of Ethics for Senior Financial Officers that applies to our Chief Executive Officer, our Chief Financial Officer and our Chief Accounting Officer. Any waivers from the Code of Business Conduct and Ethics for Directors or named executive officers or the Code of Ethics for Senior Financial Officers must be approved by our Board of Directors or the Audit Committee and will be subsequently disclosed when required by SEC rules or NASDAQ listing standards. The Code of Business Conduct and Ethics and the Code of Ethics for Senior Financial Officers are available on our website at [www.altisource.com](http://www.altisource.com) and are available to any shareholder who requests a copy by writing to our Corporate Secretary at 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg. On an annual basis, the Board of Directors reviews and approves the Code of Business Conduct and Ethics and the Code of Ethics for Senior Financial Officers. The Code of Business Conduct and Ethics and the Code of Ethics for Senior Financial Officers were last reviewed by the Board of Directors in February 2015. Any amendments to the Code of Business Conduct and Ethics or the Code of Ethics for Senior Financial Officers, as well as any waivers that are required to be disclosed under SEC rules or NASDAQ listing standards, either will be posted on our website or otherwise disclosed in accordance with such rules.

### **Risk Management and Oversight Process**

Our Board of Directors and each of its committees are involved in the oversight of the Company's risk management.

The Board of Directors and the Audit Committee monitor Altisource's credit risk, liquidity risk, operational risk, regulatory risk and enterprise risk by regular reviews with management and internal and external auditors. In its periodic meetings with internal and external auditors, the Audit Committee discusses the scope and plan for the internal audit department and includes management in its review of accounting and financial controls and assessment of business risks. The Board of Directors and the Compliance Committee monitor Altisource's overall compliance function, including the compliance management system, and Altisource's compliance with legal and regulatory requirements and related risks, by regular reviews with management and internal auditors. At least quarterly, the Compliance Committee reviews and discusses with management the Company's compliance with legal and regulatory requirements and compliance programs.

In its periodic meetings with the external auditors, the Audit Committee discusses the external audit scope, the external auditors' responsibility under the Standards of the Public Company Accounting Oversight Board ("PCAOB"), accounting policies and practices and other required communications. In addition, through regular reviews with management, the Nomination/Governance Committee assists the Board of Directors in monitoring the Company's governance and succession risks, and the Compensation Committee assists the Board of Directors in monitoring the Company's compensation policies and related risks.

The Board of Directors' role in risk oversight is consistent with the Company's leadership structure, with the Chief Executive Officer and other members of senior management having responsibility for assessing and managing the Company's risk exposure, and our Chairman, the Board of Directors and its committees providing oversight in connection with these efforts.

**BOARD OF DIRECTORS COMPENSATION**

The following table discloses compensation earned by each non-management member of our Board of Directors who served as a Director during fiscal year 2014. Our management Director does not receive an annual retainer or any other compensation for his service on the Board of Directors.

Name	Fees Earned or Paid in Cash <sup>(1)</sup>	Stock Awards <sup>(2)</sup>	All Other Compensation	Total
William C. Erbey <sup>(3)</sup>	\$104,000	\$47,078	-	\$151,078
W. Michael Linn Roland Müller-Ineichen <sup>(4)</sup>	\$74,673	\$47,078	-	\$121,751
Timo Vättö <sup>(5)</sup>	\$66,074	\$47,078	-	\$113,152
	\$65,099	\$47,078	-	\$112,177

(1) Consists of amounts earned in cash for service in fiscal year 2014, including amounts earned for service in the fourth quarter of 2014 and paid in the first quarter of 2015.

(2) Non-management Directors who attended an aggregate of at least 75% of all meetings of the Board of Directors and committees on which they served for such year received an award of Altisource common stock with an aggregate fair market value of \$45,000, as determined on the first day of the service year by the average of the high and low prices of the common stock as reported on the NASDAQ Global Select Market.

(3) Mr. Erbey stepped down from the Board of Directors effective January 16, 2015.

(4) Mr. Müller-Ineichen's cash compensation was paid in euros for the first, second and third quarters and in Swiss francs for the fourth quarter, using the exchange rate in effect on the 15th day of the last month of the quarter for which payment was made: for the first quarter, an exchange rate of 0.7203 euros to the U.S. dollar; for the second quarter, an exchange rate of 0.73813 euros to the U.S. dollar; for the third quarter, an exchange rate of 0.77128 euros to the U.S. dollar; and for the fourth quarter, an exchange rate of 0.96326 Swiss francs to the U.S. dollar.

(5) Mr. Vättö's cash compensation was paid in Swiss francs, using the exchange rate in effect on the 15th day of the last month of the quarter for which payment was made: for the first quarter, an exchange rate of 0.87391 Swiss francs to the U.S. dollar; for the second quarter, an exchange rate of 0.89948 Swiss francs to the U.S. dollar; for the third quarter, an exchange rate of 0.93323 Swiss francs to the U.S. dollar; and for the fourth quarter, an exchange rate of 0.96326 Swiss francs to the U.S. dollar.

**Cash Compensation**

Prior to May 21, 2014, we provided the following annual cash compensation to our non-management Directors in quarterly installments:

a retainer of \$49,000;

an additional \$50,000 to the Chairman of the Board of Directors;

an additional \$12,500 to the Audit Committee chairperson;

an additional \$10,000 to the Compliance Committee chairperson;

an additional \$5,000 to all committee chairpersons (other than the Audit Committee chairperson and the Compliance Committee chairperson) and

an additional \$5,000 to all Audit Committee members (other than the Audit Committee chairperson).

In the 2014 to 2015 service year, we are providing the following annual cash compensation to our non-management Directors in quarterly installments:

a retainer of \$54,000;

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an additional \$50,000 to the Chairman of the Board of Directors;

an additional \$15,000 to the Audit Committee chairperson;

an additional \$12,500 to the Compliance Committee chairperson;

an additional \$7,500 to all committee chairpersons (other than the Audit Committee chairperson and the Compliance Committee chairperson) and

an additional \$7,500 to all Audit Committee members (other than the Audit Committee chairperson).

### **Equity Compensation**

For the 2013 to 2014 service year, our non-management Directors who attended an aggregate of at least 75% of all meetings of the Board of Directors and committees on which they served received an award of shares of common stock of Altisource with an aggregate fair market value of \$45,000, as determined on the first day of the service year by the average of the high and low prices of the common stock as reported on the NASDAQ Global Select Market.

For the 2014 to 2015 service year, non-management Directors who attend an aggregate of at least 75% of all meetings of the Board of Directors and committees on which they serve will receive an award of shares of common stock of Altisource with an aggregate fair market value of \$60,000, subject to ratification by our shareholders at the Annual Meeting of Shareholders. "Fair market value" is defined as the average of the high and low prices of the common stock reported on the NASDAQ Global Select Market, as determined on the first day of the service year by the average of the high and low prices of the common stock as reported on the NASDAQ Global Select Market.

In addition, new non-management directors elected at the Annual Meeting of Shareholders are granted a one (1) time award of 500 shares of common stock, which vests 25% on each anniversary of the award date.

Our Director compensation policies were revised effective May 21, 2014, subject to ratification by our shareholders at our 2015 Annual Meeting of Shareholders. Please see the "Proposal for Change in Compensation" section below for further information regarding proposed changes in Director Compensation.

### **Proposal for Change in Compensation**

Under Luxembourg law and our Articles of Association, Directors' compensation is subject to review and adjustment by the shareholders from time to time.

In the second quarter of 2014, the Company engaged Exequity to assist in analyzing the competitiveness of its pay levels for non-management Directors. Please see "Role of Compensation Consultant" in our Compensation Discussion and Analysis for further information relating to the peer group companies used in the analysis.

Based on a review of the peer group data, the Compensation Committee concluded that the compensation of our Directors was below the median compensation of non-management Directors of our peer group companies. Therefore, our Director compensation policies were revised effective May 21, 2014, subject to ratification by our shareholders at our 2015 Annual Meeting of Shareholders. Please see the "Cash Compensation" and "Equity Compensations" sections above for further information regarding changes relating to the service year 2014 to 2015.

The Compensation Committee believes it is important to attract and retain the best possible candidates to serve on our Board of Directors. Accordingly, in the first quarter of 2015, the Company engaged Exequity to help further analyze the competitiveness of its pay levels for non-management Directors. Based on a review of the available data, the Compensation Committee concluded that the

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compensation of our Directors is below the median compensation of non-management Directors of our peer group companies by approximately 15.7%.

Therefore, we are including a proposal to our shareholders that:

the annual cash retainer to the Board of Directors chairperson be further increased from \$50,000 to \$85,000

the annual cash retainer to the Executive Committee chairperson be set at \$15,000

annual cash compensation to the Audit Committee chairperson be increased from \$15,000 to \$20,000

annual cash compensation to Compliance Committee members (other than the Compliance Committee chairperson) be set at \$5,000

Additionally, the Compensation Committee is proposing that the value of the annual award of shares of common stock to non-management Directors who attend an aggregate of at least 75% of all meetings of the Board of Directors and committees on which they serve be increased from \$60,000 to \$75,000, as determined on the first day of the service year by the average of the high and low prices of the common stock as reported on the NASDAQ Global Select Market.

The proposed changes will position overall compensation closer to the median compensation of non-management Directors of our peer group companies (4.6% lower than the median).

### Other Compensation

Directors are reimbursed for reasonable travel and other expenses incurred in connection with attending meetings of the Board of Directors and its committees.

Any Director compensation may be prorated for a Director serving less than a full one (1) year term as in the case of a Director joining the Board of Directors after an Annual Meeting of Shareholders but during the service year.

### EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS

The following table sets forth certain information with respect to each person who currently serves as one of our executive officers but does not serve on our Board of Directors. Our executive officers are elected annually by our Board of Directors and generally serve at the discretion of our Board of Directors. None of our Directors and/or executive officers are related to any other Director and/or executive officer of Altisource or any of its subsidiaries by blood, marriage or adoption.

Name <sup>(1)</sup>	Age	Position
Kevin J. Wilcox	51	Chief Administration Officer
Michelle D. Esterman	42	Chief Financial Officer
Vivek Bhandari	39	President, Financial Services
Joseph A. Davila	45	President, Mortgage Services
Mark J. Hynes	45	President, Technology Services
Gregory J. Ritts	46	General Counsel

(1) All information set forth herein is as of March 23, 2015

The principal occupation for the last five (5) years, as well as certain other biographical information, for each of our executive officers that is not a Director is set forth below.

**Kevin J. Wilcox.** Mr. Wilcox serves as Chief Administration Officer of Altisource. Before joining Altisource in August 2009, he served as Executive Vice President, Chief Administration Officer and Corporate Secretary for Ocwen since May 2008. Mr. Wilcox previously served as Senior Vice President

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of Human Resources and Corporate Services for Ocwen. He joined Ocwen in March 1998 as Senior Manager, Litigation in the Law Department, where he was responsible for the management and resolution of all corporate litigation. He holds a Bachelor of Science in Business Administration from the University of Florida and a Juris Doctorate from the Florida State University College of Law.

**Michelle D. Esterman.** Ms. Esterman serves as Chief Financial Officer of Altisource. Before joining Altisource in March 2012, she served as Senior Manager, Audit & Enterprise Risk Services for Deloitte & Touche LLP since 2003, including a two year rotation with Deloitte Touche Tohmatsu, and in various positions within Deloitte & Touche LLP from 1996 to 2003. Ms. Esterman began her career with Georgia Pacific Corporation in 1994 and is a Certified Public Accountant (Florida). She holds a Bachelor of Business Administration with a concentration in Accounting and a Master of Accountancy with a concentration in Tax from the University of North Florida.

Prior to hiring Ms. Esterman, the Company determined that her employment with Deloitte & Touche LLP presented no independence issues that could prevent her from assuming the position of Chief Financial Officer of the Company.

**Vivek Bhandari.** Mr. Bhandari serves as President, Financial Services of Altisource since October 2010. Mr. Bhandari previously served as Vice President, Operations, Financial Services since joining Altisource in August 2009. Before joining Altisource, he served as Vice President, Operations, Financial Services at Ocwen since April 2008 and in various other positions within Ocwen from 2005. Mr. Bhandari began his career with Tata Technologies India Ltd. as a consultant. He holds a Bachelor of Technology and Manufacturing Science and Engineering from the Indian Institute of Technology, Delhi and a Master of Business Administration from the Indian Institute of Management, Calcutta.

**Joseph A. Davila.** Mr. Davila serves as President, Mortgage Services of Altisource since February 2013. Mr. Davila previously served as Senior Vice President, Real Estate Services since joining Altisource in July 2011. Before joining Altisource, he served as Vice President of Operations of Capital One Financial Corporation. Mr. Davila began his career with Price Waterhouse and, subsequently, with Bain & Company as a consultant. He holds a Bachelor of Science from Southern Methodist University and a Master of Business Administration from Kellogg School of Management at Northwestern University.

**Mark J. Hynes.** Mr. Hynes serves as President, Technology Services of Altisource since January 2011. Mr. Hynes previously served as Vice President, Spend Management since joining Altisource in January 2010. Before joining Altisource, he served as President of Digi-Net Technologies, Inc., an early pioneer in marketing analytics software-as-a-service solutions. Mr. Hynes also co-founded Xevo, Inc., a leading provider of service provisioning technologies to application service providers, where he held the position of Chief Operating Officer. Mr. Hynes began his career with Bain & Company as a consultant. He holds a Bachelor of Business Administration from James Madison University and a Master of Business Administration from Harvard University.

**Gregory J. Ritts.** Mr. Ritts serves as General Counsel of Altisource. Before joining Altisource in October 2014, he served as Senior Vice President, Deputy General Counsel of Publicis Groupe. Mr. Ritts also served as Global Vice President of Business Affairs and Corporate Development at Razorfish LLC, and held various senior legal positions with aQuantive, Inc. and Microsoft Corporation. Mr. Ritts began his career with Nixon Peabody and Perkins Coie as an associate attorney. He holds a Bachelor of Arts from Miami University and a Juris Doctorate from the University of Michigan Law School.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS  
AND RELATED SHAREHOLDER MATTERS**

**Beneficial Ownership of Common Stock**

The following table sets forth certain information regarding the beneficial ownership of our common stock as of the record date by:

all persons known by Altisource to own beneficially 5% or more of the outstanding common stock;

each Director and named executive officer of Altisource; and

all Directors and executive officers of Altisource as a group.

The table is based upon information supplied to us by Directors, executive officers and principal shareholders and filings under the Exchange Act and is based on an aggregate of 20,132,326 shares issued and outstanding as of March 23, 2015. Unless otherwise indicated, the address of all persons below is: Altisource, 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg.

**Shares Beneficially Owned as of March 23, 2015<sup>(1)</sup>**

<b>Name of Beneficial Owner:</b>	<b>Amount</b>	<b>Percent</b>
William C. Erbey <sup>(2)</sup>	6,810,157	32.44%
Putnam Investments, LLC <sup>(3)</sup>		