

MARCUS & MILLICHAP, INC.

COMPENSATION COMMITTEE CHARTER

Amended and restated on August 2, 2018

Purpose

The purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Marcus & Millichap, Inc., a Delaware corporation (the “Company”), is to discharge certain responsibilities of the Board with respect to compensation and to make such decisions with respect of compensation practices and related matters as may be required of a compensation committee under the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the listing requirements of the New York Stock Exchange.

Membership & Organization

The Committee shall be comprised of at least two (2) members of the Board. Such members shall be appointed by the Board annually based on recommendations from the Nominating & Corporate Governance Committee and each member of the Committee shall serve at the pleasure of the Board and may be replaced by the Board. Unless a chair is designated by the Board, the members of the Committee may appoint a chair of the Committee.

At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, each member of the Committee will be:

- (i) “independent” as defined under applicable rules of the New York Stock Exchange (except as otherwise permitted under such rules), including any enhanced standards or requirements of the New York Stock Exchange for Committee members; and
- (ii) a “non-employee director” under Rule 16b-3(b)(3)(i) promulgated under the Exchange Act.

In the event that the Committee has more than two (2) members and one (1) or more members of the Committee are absent from a meeting of the Committee, or, being present at a meeting, recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two (2) such members), acting unanimously, shall have the power to take any necessary action. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two (2) members of the Committee. No employee-member of the Committee shall participate in any discussions or deliberations relating to such person’s own compensation or other matters in which such person has a material interest.

The Committee may also act by unanimous written consent of the then-serving members of the Committee.

Authority & Responsibilities

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder.

1. The Committee shall review the Company's employee compensation policies and practices at least annually to assess the adequacy in promoting the long-term interests of the Company and its stockholders and to further assess whether such compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

2. The Committee has exclusive authority to determine the amount and form of compensation paid to the Company's Chief Executive Officer, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the Chief Executive Officer in a manner consistent with its determinations. The Committee will review and approve corporate goals and objectives relevant to CEO compensation at least annually, evaluate the Chief Executive Officer's performance in light of such goals and objectives, including the relationship of such compensation to corporate performance, and based on this evaluation determine the level of the Chief Executive Officer's compensation and incentive-compensation and equity-based plan awards. In evaluating and determining the compensation of the Company's Chief Executive Officer, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.

3. With respect to "executive officers" (as defined in Rule 3b-7 under the Exchange Act) and "officers" (as defined in Rule 16a-1(f) under the Exchange Act) of the Company, other than the Company's Chief Executive Officer (the "Other Executive Officers"), the Committee has authority to determine the amount and form of compensation paid to the Other Executive Officers, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the Other Executive Officers in a manner consistent with its determinations. The Committee will review and approve corporate goals and objectives relevant to the Other Executive Officers' compensation at least annually, evaluate the Other Executive Officers' performance in light of such goals and objectives, including the relationship of such compensation to corporate performance, and based on such evaluation determine the level of the Other Executive Officers' compensation and incentive-compensation and equity-based plan awards. In evaluating and determining the compensation of the Other Executive Officers, the Committee shall consider the results of the most recent Say on Pay Vote.

4. The Committee has authority to determine the amount and form of compensation paid to the Company's other officers, employees and advisors and to review the performance of such persons in order to determine appropriate compensation, as well as to establish the Company's general compensation policies and practices and to adopt, administer, amend and terminate plans and arrangements established pursuant to such policies and practices. The Committee has authority to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons and to implement such policies and

practices in a manner consistent with its determinations. It is expected that the Committee may delegate its authority on these matters with regard to non-officer employees of the Company to officers and other appropriate Company supervisory personnel.

5. The Committee shall have the authority to review and approve any change in control, severance or termination agreement, plan or arrangement to be entered into with the Company's Chief Executive Officer or any Other Executive Officer, which includes the ability to adopt, amend and terminate such agreement, plan or arrangement.

6. The Committee will periodically review and make recommendations to the Board as to compensation for the non-employee directors of the Board.

7. The Committee has authority to administer the Company's equity and incentive compensation plans, including without limitation to approve the adoption of such plans, to reserve shares of Common Stock for issuance thereunder in the case of equity plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.

8. The Committee has authority to select, engage, compensate and terminate compensation consultants, legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes. The Committee shall also have the authority for approving the material terms of all arrangements between the Company and compensation consultants unless the Committee has retained its own consultant or the services relate only to consulting on broad-based plans. Before selecting any compensation consultants, legal counsel or other advisors described above (other than in-house legal counsel) the Committee will consider the following factors:

(a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser;

(b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;

(c) the policies and procedures of the person that employs the compensation consultant, legal counsel, or other adviser that are designed to prevent conflicts of interest;

(d) any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;

(e) any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and

(f) any business or personal relationship of the compensation consultant, legal counsel, or other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any disclosable conflict of interest in accordance with Item 407(e)(3) of Regulation S-K.

9. Except with respect to the responsibilities set forth in paragraph 2 above, the Committee may delegate its authority granted under this Charter to a subcommittee of the Committee (consisting either of a subset of members of the Committee or, after giving due consideration to whether the eligibility criteria described above with respect to Committee members and whether such other Board members satisfy such criteria, any members of the Board). In addition, to the extent permitted by applicable law, the Committee may delegate to one or more officers of the Company (or other appropriate supervisory personnel) the authority to grant stock options and other stock awards to employees (who are not executive officers or members of the Board) of the Company or of any subsidiary of the Company.

10. At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, the Committee shall review and discuss with management the Company's proposed disclosure under the "Compensation Discussion and Analysis" required by Regulation S-K under the Exchange Act and recommend to the Board whether such Compensation Discussion and Analysis should be included in the Company's proxy statement and Annual Report on Form 10-K, and produce an annual report of the Compensation Committee for inclusion in the Company's proxy statement and Annual Report on Form 10-K unless in each case the Company is a "smaller reporting company" and elects to omit the disclosure. The Committee has the authority to perform such other activities and functions as are required by law, New York Stock Exchange rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

Except with respect to matters relating to compensation of the Company's Chief Executive Officer, with respect to which the Board delegates to the Committee exclusive authority during such period of time that the Committee is empanelled with at least two (2) qualifying members as required above, the Board has simultaneously reserved to itself all authority delegated under this Charter to the Committee, subject to any restrictions under applicable law and listing rules, as applicable from time to time. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it under this Charter.

Meetings

The Committee shall meet as often as it determines necessary, but it is anticipated that the Committee shall meet not less frequently than two (2) times each year. The Committee Chair may call Committee meetings and, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Committee Chair, a majority of the members of the Committee may call a meeting of the Committee.

Minutes & Reports

The Committee shall make regular reports to the Board with respect to significant actions and determinations made by the Committee. The Committee shall maintain written minutes of its meetings and shall, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form. The minutes and the recommendations, as applicable, shall be incorporated as part of the minutes of the Board. To the extent required by applicable law, the Committee will also prepare and sign a Report of the Committee for inclusion in the Company's proxy statement for its Annual Meeting of Stockholders.

Periodic Review

The Committee will periodically, but no less frequently than annually, review its own performance and report on its conclusions in this regard to the Board. In addition, the Committee will periodically review this Charter and make recommendations to the Board with regard to appropriate changes to the Charter.

CURRENT DEFINITIONS OF KEY TERMS
(Provided for convenience only; not a part of the Charter)

The following sets forth the current definitions of certain key terms used in the Charter as of the date referenced above, but are not part of the Charter and each of such terms, as used in the Charter, have the meanings given them in the applicable rules and regulations as the same may be amended from time to time.

1. **Independent Director.** The Compensation Committee must be comprised solely of “independent” directors, as defined in NYSE Listed Company Manual 303A.02. Under NYSE Listed Company Manual 303A.02:

(a) No director qualifies as “independent” unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Companies must identify which directors are independent and disclose the basis for that determination.

(b) In addition, a director is not independent if:

(i) The director is, or has been within the last three years, an employee of the listed company, or an immediate family member is, or has been within the last three years, an executive officer, of the listed company.

(ii) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

(iii) (A) The director is a current partner or employee of a firm that is the company’s internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the listed company’s audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the listed company’s audit within that time.

(iv) The director or an immediate family member is, or has been with the last three years, employed as an executive officer of another company where any of the listed company’s present executive officers at the same time serves or served on that company’s compensation committee.

(v) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the listed company for property or services in an amount which, in any of the

last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

2. **Additional Considerations for Compensation Committee Members.** In affirmatively determining the independence of any director who will serve on the Compensation Committee, the Company's Board of Directors must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to: (1) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (2) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

3. **Non-Employee Director.** Rule 16b-3(b)(3)(i) of the Securities Exchange Act of 1934 defines a Non-Employee Director as a director who:

(a) Is not currently an officer (as defined in Rule 16a-1(f)) of the issuer or a parent or subsidiary of the issuer, or otherwise currently employed by the issuer or a parent or subsidiary of the issuer;

(b) Does not receive compensation, either directly or indirectly, from the issuer or a parent or subsidiary of the issuer, for services rendered as a consultant or in any capacity other than a director, except for an amount that does not exceed the dollar amount for which disclosure would be required pursuant to Rule 404(a) [*i.e.*, \$120,000];

(c) Does not possess an interest in any other transaction for which disclosure would be required pursuant to Rule 404(a) [*i.e.*, related party transactions with a dollar amount in excess of \$120,000]; and

(d) Is not engaged in a business relationship for which disclosure would be required pursuant to Rule 404(b) [*i.e.*, related party transactions with a dollar amount in excess of \$120,000 as to which the Company's related party transaction policies and procedures did not apply or were not followed].