



## RE/MAX HOLDINGS, INC. REPORTS SECOND QUARTER 2025 RESULTS

*Total Revenue of \$72.8 Million, Adjusted EBITDA of \$26.3 Million*

**DENVER, July 29, 2025**

### **Second Quarter 2025 Highlights**

*(Compared to second quarter 2024 unless otherwise noted)*

- Total Revenue decreased 7.3% to \$72.8 million
- Revenue excluding the Marketing Funds<sup>1</sup> decreased 6.8% to \$54.5 million, driven by negative 5.7% organic revenue growth<sup>2</sup> and 1.1% adverse foreign currency movements
- Net income attributable to RE/MAX Holdings, Inc. of \$4.7 million and income per diluted share (GAAP EPS) of \$0.23
- Adjusted EBITDA<sup>3</sup> decreased 6.4% to \$26.3 million, Adjusted EBITDA margin<sup>3</sup> of 36.1% and Adjusted earnings per diluted share (Adjusted EPS<sup>3</sup>) of \$0.39
- Total agent count increased 2.5% to 147,073 agents
- U.S. and Canada combined agent count decreased 5.0% to 74,635 agents
- Total open Motto Mortgage franchises decreased 9.1% to 219 offices<sup>4</sup>

**RE/MAX Holdings, Inc.** (the “Company” or “RE/MAX Holdings”) (NYSE: RMAX), parent company of REMAX, one of the world’s leading franchisors of real estate brokerage services, and Motto Mortgage (“Motto”), the first and only national mortgage brokerage franchise brand in the U.S., today announced operating results for the quarter ended June 30, 2025.

“Our total agent count was at an all-time high at the end of the second quarter, and we had our best quarter of U.S. agent count performance since the second quarter of 2022, as agents recognize the power of our brand, scale, and continually improving value proposition,” said Erik Carlson, RE/MAX Holdings Chief Executive Officer. “Additionally, for the fifth consecutive quarter we delivered profit and margin performance that exceeded our expectations, driven by our ongoing commitment to operational excellence.”

Continued Carlson: “While we continue to navigate through existing uncertainty in the housing and macroeconomic climate, our team remains focused on delivering an exceptional customer experience. Our innovative onboarding program, ASPIRE, has been well received by our network, and we continue to lean into new ways for our affiliates to win more listings, save time, and build more profitable businesses. These include a new AI powered global referral system we launched during the second quarter to help REMAX agents harness the power, size and scale of our network and a new pricing engine to help our Motto loan officers increase their efficiency and better serve their customers.”

## Second Quarter 2025 Operating Results

### Agent Count

The following table compares agent count as of June 30, 2025 and 2024:

	As of June 30,		Change	
	2025	2024	#	%
U.S.	49,669	53,406	(3,737)	(7.0)
Canada	24,966	25,193	(227)	(0.9)
Subtotal	74,635	78,599	(3,964)	(5.0)
Outside the U.S. & Canada	72,438	64,943	7,495	11.5
Total	147,073	143,542	3,531	2.5

### Revenue

RE/MAX Holdings generated revenue of \$72.8 million in the second quarter of 2025, a decrease of \$5.7 million, or 7.3%, compared to \$78.5 million in the second quarter of 2024. Revenue excluding the Marketing Funds was \$54.5 million in the second quarter of 2025, a decrease of \$3.9 million, or 6.8%, versus the same period in 2024. The decrease in Revenue excluding the Marketing Funds was attributable to a decline in organic revenue of 5.7% and adverse foreign currency movements of 1.1%. The reduction in organic revenue was principally driven by a decrease in U.S. agent count, lower Broker Fees revenue, and a decline in revenue from previous acquisitions (excluding Independent Region acquisitions).

Recurring revenue streams, which consist of continuing franchise fees and annual dues, decreased \$1.8 million, or 4.7%, compared to the second quarter of 2024 and accounted for 67.3% of Revenue excluding the Marketing Funds in the second quarter of 2025 compared to 65.9% in the prior-year period.

### Operating Expenses

Total operating expenses were \$58.7 million for the second quarter of 2025, a decrease of \$3.6 million, or 5.7%, compared to \$62.3 million in the second quarter of 2024. Second quarter 2025 total operating expenses decreased primarily due to lower Marketing Funds, selling, operating and administrative and depreciation and amortization expenses.

Selling, operating and administrative expenses were \$33.9 million in the second quarter of 2025, a decrease of \$1.0 million, or 2.8%, compared to the second quarter of 2024 and represented 62.2% of Revenue excluding the Marketing Funds, compared to 59.7% in the prior-year period. Second quarter 2025 selling, operating and administrative expenses decreased primarily due to certain lower personnel expenses, partially offset by severance expenses from a restructuring in the current year and investments in our flagship websites.

### Net Income and GAAP EPS

Net income attributable to RE/MAX Holdings was \$4.7 million for the second quarter of 2025 compared to net income of \$3.7 million for the second quarter of 2024. Reported basic and diluted GAAP earnings per share were \$0.23 each for the second quarter of 2025 compared to basic and diluted GAAP earnings per share of \$0.20 and \$0.19, respectively, in the second quarter of 2024.

### Adjusted EBITDA and Adjusted EPS

Adjusted EBITDA was \$26.3 million for the second quarter of 2025, a decrease of \$1.8 million, or 6.4%, compared to the second quarter of 2024. Second quarter 2025 Adjusted EBITDA decreased primarily due to declines in U.S.

agent count, a decrease in Broker Fee revenue, lower revenue from previous acquisitions (excluding Independent Region acquisitions), lower Franchise sales revenue and an increase in property tax expense, partially offset by certain lower personnel expenses. Adjusted EBITDA margin was 36.1% in the second quarter of 2025, compared to 35.8% in the second quarter of 2024.

Adjusted basic and diluted EPS were \$0.39 each for the second quarter of 2025 compared to Adjusted basic and diluted EPS of \$0.41 each for the second quarter of 2024. The ownership structure used to calculate Adjusted basic and diluted EPS for the quarter ended June 30, 2025, assumes RE/MAX Holdings owned 100% of RMCO, LLC ("RMCO"). The weighted average ownership RE/MAX Holdings had in RMCO was 61.4% for the quarter ended June 30, 2025.

## **Balance Sheet**

As of June 30, 2025, the Company had cash and cash equivalents of \$94.3 million, a decrease of \$2.3 million from December 31, 2024. As of June 30, 2025, the Company had \$439.0 million of outstanding debt, net of an unamortized debt discount and issuance costs, compared to \$440.8 million as of December 31, 2024.

## **Share Repurchases and Retirement**

As previously disclosed, in January 2022 the Company's Board of Directors authorized a common stock repurchase program of up to \$100 million. During the three months ended June 30, 2025, the Company did not repurchase any shares. As of June 30, 2025, \$62.5 million remained available under the share repurchase program.

## **Outlook**

The Company's third quarter and full year 2025 Outlook assumes no further currency movements, acquisitions, or divestitures.

For the third quarter of 2025, RE/MAX Holdings expects:

- Agent count to increase 1.0% to 2.0% over third quarter 2024;
- Revenue in a range of \$71.0 million to \$76.0 million (including revenue from the Marketing Funds in a range of \$17.0 million to \$19.0 million); and
- Adjusted EBITDA in a range of \$23.5 million to \$26.5 million.

For the full year 2025, the Company now expects:

- Agent count in a range from 0.0% to positive 1.5% over full year 2024, a change from negative 1.0% to positive 1.0%;
- Revenue in a range of \$290.0 million to \$296.0 million (including revenue from the Marketing Funds in a range of \$72.0 million to \$74.0 million), a change from \$290.0 million to \$310.0 million (including revenue from the Marketing Funds in a range of \$71.0 million to \$75.0 million); and
- Adjusted EBITDA in a range of \$90.0 million to \$95.0 million, a change from \$90.0 million to \$100.0 million.

## **Webcast and Conference Call**

The Company will host a conference call for interested parties on Wednesday, July 30, 2025, beginning at 8:30 a.m. Eastern Time. Interested parties can register in advance for the conference call using the link below:

<https://registrations.events/direct/Q4I941156>

Interested parties also can access a live webcast through the Investor Relations section of the Company's website at <http://investors.remaxholdings.com>. Please dial in or join the webcast 10 minutes before the start of the conference call. An archive of the webcast will be available on the Company's website for a limited time as well.

## Basis of Presentation

Unless otherwise noted, the results presented in this press release are consolidated and exclude adjustments attributable to the non-controlling interest.

## Footnotes:

<sup>1</sup>Revenue excluding the Marketing Funds is a non-GAAP measure of financial performance that differs from U.S. Generally Accepted Accounting Principles ("U.S. GAAP") and a reconciliation to the most directly comparable U.S. GAAP measure is as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2025	2024	2025	2024
<b>Revenue excluding the Marketing Funds:</b>				
Total revenue	\$ 72,750	\$ 78,453	\$ 147,217	\$ 156,740
Less: Marketing Funds fees	18,273	20,027	37,137	40,233
Revenue excluding the Marketing Funds	<u>\$ 54,477</u>	<u>\$ 58,426</u>	<u>\$ 110,080</u>	<u>\$ 116,507</u>

<sup>2</sup>The Company defines organic revenue growth as revenue growth from continuing operations excluding (i) revenue from Marketing Funds, (ii) revenue from acquisitions, and (iii) the impact of foreign currency movements. The Company defines revenue from acquisitions as the revenue generated from the date of an acquisition to its second anniversary (excluding Marketing Funds revenue related to acquisitions where applicable).

<sup>3</sup>Adjusted EBITDA, Adjusted EBITDA margin and Adjusted EPS are non-GAAP measures. These terms are defined at the end of this release. Please see Tables 5 and 6 appearing later in this release for reconciliations of these non-GAAP measures to the most directly comparable GAAP measures.

<sup>4</sup>Total open Motto Mortgage franchises includes only "bricks and mortar" offices with a unique physical address with rights granted by a full franchise agreement with Motto Franchising, LLC and excludes any "virtual" offices or Branchise<sup>SM</sup> offices.

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## About RE/MAX Holdings, Inc.

RE/MAX Holdings, Inc. (NYSE: RMAX) is one of the world's leading franchisors in the real estate industry, franchising real estate brokerages globally under the REMAX<sup>®</sup> brand, and mortgage brokerages within the U.S. under the Motto<sup>®</sup> Mortgage brand. REMAX was founded in 1973 by Dave and Gail Liniger, with an innovative, entrepreneurial culture affording its agents and franchisees the flexibility to operate their businesses with great independence. Now with more than 145,000 agents in nearly 9,000 offices and a presence in more than 110 countries and territories, nobody in the world sells more real estate than REMAX, as measured by total residential transaction sides. Dedicated to innovation and change in the real estate industry, RE/MAX Holdings launched Motto Franchising, LLC, a ground-breaking mortgage brokerage franchisor, in 2016. Motto Mortgage, the first and only national mortgage brokerage franchise brand in the U.S., has over 210 offices across more than 40 states.

## Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are often identified by the use of words such as “believe,” “intend,” “expect,” “estimate,” “plan,” “outlook,” “project,” “anticipate,” “may,” “will,” “would” and other similar words and expressions that predict or indicate future events or trends that are not statements of historical matters. Forward-looking statements include statements related to agent count; Motto open offices; franchise sales; revenue; the Company’s outlook for the third quarter and full year 2025; non-GAAP financial measures; housing and mortgage market conditions; operational efficiencies; our focus on delivering an exceptional customer experience; new initiatives and strategic programs and the expected results thereof; our leaning into new ways for our affiliates to win more listings, save time, and build more profitable businesses; and agents recognizing the Company’s value proposition and brand. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily accurately indicate the times at which such performance or results may be achieved. Forward-looking statements are based on information available at the time those statements are made and/or management’s good faith belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. These risks and uncertainties include, without limitation, (1) changes in the real estate market or interest rates and availability of financing, (2) changes in business and economic activity in general, including enacted and proposed tariffs and other trade policies which could impact the global economy, (3) the Company’s ability to attract and retain quality franchisees, (4) the Company’s franchisees’ ability to recruit and retain real estate agents and mortgage loan originators, (5) changes in laws and regulations, (6) the Company’s ability to enhance, market, and protect its brands, (7) the Company’s ability to implement its technology initiatives, (8) risks related to the Company’s leadership transition, (9) fluctuations in foreign currency exchange rates, (10) the nature and amount of the exclusion of charges in future periods when determining Adjusted EBITDA is subject to uncertainty and may not be similar to such charges in prior periods, and (11) those risks and uncertainties described in the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission (“SEC”) and similar disclosures in subsequent periodic and current reports filed with the SEC, which are available on the investor relations page of the Company’s website at [www.remaxholdings.com](http://www.remaxholdings.com) and on the SEC website at [www.sec.gov](http://www.sec.gov). Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made. Except as required by law, the Company does not intend, and undertakes no obligation, to update this information to reflect future events or circumstances.

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TABLE 1

**RE/MAX Holdings, Inc.**  
**Consolidated Statements of Income (Loss)**  
*(In thousands, except share and per share amounts)*  
*(Unaudited)*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue:				
Continuing franchise fees	\$ 28,992	\$ 30,340	\$ 58,343	\$ 61,425
Annual dues	7,693	8,151	15,482	16,376
Broker fees	13,454	14,528	24,885	25,244
Marketing Funds fees	18,273	20,027	37,137	40,233
Franchise sales and other revenue	4,338	5,407	11,370	13,462
Total revenue	72,750	78,453	147,217	156,740
Operating expenses:				
Selling, operating and administrative expenses	33,888	34,851	76,916	80,556
Marketing Funds expenses	18,273	20,027	37,137	40,233
Depreciation and amortization	6,601	7,400	13,190	15,252
Settlement and impairment charges	(57)	—	562	—
Total operating expenses	58,705	62,278	127,805	136,041
Operating income (loss)	14,045	16,175	19,412	20,699
Other expenses, net:				
Interest expense	(7,982)	(9,191)	(15,906)	(18,447)
Interest income	841	949	1,749	1,950
Foreign currency transaction gains (losses)	(43)	(270)	240	(642)
Total other expenses, net	(7,184)	(8,512)	(13,917)	(17,139)
Income (loss) before provision for income taxes	6,861	7,663	5,495	3,560
Provision for income taxes	(163)	(1,473)	(2,033)	(2,977)
Net income (loss)	\$ 6,698	\$ 6,190	\$ 3,462	\$ 583
Less: net income (loss) attributable to non-controlling interest	2,013	2,485	735	231
Net income (loss) attributable to RE/MAX Holdings, Inc.	\$ 4,685	\$ 3,705	\$ 2,727	\$ 352
Net income (loss) attributable to RE/MAX Holdings, Inc. per share of Class A common stock				
Basic	\$ 0.23	\$ 0.20	\$ 0.14	\$ 0.02
Diluted	\$ 0.23	\$ 0.19	\$ 0.14	\$ 0.02
Weighted average shares of Class A common stock outstanding				
Basic	19,967,508	18,853,929	19,629,859	18,667,889
Diluted	20,174,365	19,003,962	20,052,596	18,853,020

TABLE 2

**RE/MAX Holdings, Inc.**  
**Consolidated Balance Sheets**  
*(In thousands, except share and per share amounts)*  
**(Unaudited)**

	<b>As of</b>	
	<b>June 30, 2025</b>	<b>December 31, 2024</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 94,313	\$ 96,619
Restricted cash	75,479	72,668
Accounts and notes receivable, net of allowances	31,422	27,807
Income taxes receivable	9,242	7,592
Other current assets	10,442	13,825
Total current assets	220,898	218,511
Property and equipment, net of accumulated depreciation	6,896	7,578
Operating lease right of use assets	15,167	17,778
Franchise agreements, net	74,840	81,186
Other intangible assets, net	11,804	13,382
Goodwill	239,548	237,239
Income taxes receivable, net of current portion	355	355
Other assets, net of current portion	5,289	5,565
<b>Total assets</b>	<b>\$ 574,797</b>	<b>\$ 581,594</b>
<b>Liabilities and stockholders' equity (deficit)</b>		
Current liabilities:		
Accounts payable	\$ 4,723	\$ 5,761
Accrued liabilities	98,800	110,859
Income taxes payable	96	541
Deferred revenue	22,694	22,848
Debt	4,600	4,600
Payable pursuant to tax receivable agreements	779	1,537
Operating lease liabilities	8,908	8,556
Total current liabilities	140,600	154,702
Debt, net of current portion	434,369	436,243
Deferred tax liabilities	8,454	8,448
Deferred revenue, net of current portion	13,558	14,778
Operating lease liabilities, net of current portion	18,220	22,669
Other liabilities, net of current portion	3,161	3,148
Total liabilities	618,362	639,988
Commitments and contingencies		
Stockholders' equity (deficit):		
Class A common stock, par value \$.0001 per share, 180,000,000 shares authorized; 20,028,058 and 18,971,435 shares issued and outstanding as of June 30, 2025 and December 31, 2024, respectively	2	2
Class B common stock, par value \$.0001 per share, 1,000 shares authorized; 1 share issued and outstanding as of June 30, 2025 and December 31, 2024, respectively	—	—
Additional paid-in capital	573,786	565,072
Accumulated deficit	(131,330)	(133,727)
Accumulated other comprehensive income (deficit), net of tax	(27)	(1,864)
Total stockholders' equity attributable to RE/MAX Holdings, Inc.	442,431	429,483
Non-controlling interest	(485,996)	(487,877)
Total stockholders' equity (deficit)	(43,565)	(58,394)
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$ 574,797</b>	<b>\$ 581,594</b>

TABLE 3

**RE/MAX Holdings, Inc.**  
**Consolidated Statements of Cash Flows**  
*(In thousands)*  
*(Unaudited)*

	Six Months Ended June 30,	
	2025	2024
Cash flows from operating activities:		
Net income (loss)	\$ 3,462	\$ 583
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	13,190	15,252
Equity-based compensation expense	9,314	9,825
Bad debt expense	1,966	1,552
Deferred income tax expense (benefit)	(143)	4,097
Fair value adjustments to contingent consideration	16	137
Settlement and impairment charges	562	—
Non-cash lease benefit	(1,633)	(1,378)
Non-cash debt charges	427	429
Payment of contingent consideration in excess of acquisition date fair value	—	(240)
Other, net	240	97
Changes in operating assets and liabilities	(17,188)	(5,088)
Net cash provided by operating activities	10,213	25,266
Cash flows from investing activities:		
Purchases of property, equipment and capitalization of software	(3,307)	(4,510)
Other	—	417
Net cash used in investing activities	(3,307)	(4,093)
Cash flows from financing activities:		
Payments on debt	(2,300)	(2,300)
Dividends and dividend equivalents paid to Class A common stockholders	(330)	(587)
Payments related to tax withholding for share-based compensation	(4,343)	(2,505)
Payment of contingent consideration	(791)	—
Other financing	(30)	5
Net cash used in financing activities	(7,794)	(5,387)
Effect of exchange rate changes on cash	1,393	(875)
Net increase in cash, cash equivalents and restricted cash	505	14,911
Cash, cash equivalents and restricted cash, beginning of period	169,287	125,763
Cash, cash equivalents and restricted cash, end of period	\$ 169,792	\$ 140,674



TABLE 4

**RE/MAX Holdings, Inc.**  
**Agent Count**  
*(Unaudited)*

	As of								
	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Agent Count:									
U.S.									
Company-Owned Regions	43,363	43,543	44,911	46,283	46,780	47,302	48,401	49,576	50,011
Independent Regions	6,306	6,311	6,375	6,525	6,626	6,617	6,730	6,918	6,976
U.S. Total	49,669	49,854	51,286	52,808	53,406	53,919	55,131	56,494	56,987
Canada									
Company-Owned Regions	20,060	20,227	20,311	20,515	20,347	20,151	20,270	20,389	20,354
Independent Regions	4,906	4,929	4,860	4,878	4,846	4,885	4,898	4,899	4,864
Canada Total	24,966	25,156	25,171	25,393	25,193	25,036	25,168	25,288	25,218
U.S. and Canada Total	74,635	75,010	76,457	78,201	78,599	78,955	80,299	81,782	82,205
Outside U.S. and Canada									
Independent Regions	72,438	71,116	70,170	67,282	64,943	64,332	64,536	63,527	62,305
Outside U.S. and Canada Total	72,438	71,116	70,170	67,282	64,943	64,332	64,536	63,527	62,305
Total	147,073	146,126	146,627	145,483	143,542	143,287	144,835	145,309	144,510

TABLE 5

**RE/MAX Holdings, Inc.**  
**Adjusted EBITDA Reconciliation to Net Income (Loss)**  
*(In thousands, except percentages)*  
*(Unaudited)*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income (loss)	\$ 6,698	\$ 6,190	\$ 3,462	\$ 583
Depreciation and amortization	6,601	7,400	13,190	15,252
Interest expense	7,982	9,191	15,906	18,447
Interest income	(841)	(949)	(1,749)	(1,950)
Provision for income taxes	163	1,473	2,033	2,977
EBITDA	20,603	23,305	32,842	35,309
Settlement and impairment charges <sup>(1)</sup>	(57)	—	562	—
Equity-based compensation expense	2,968	3,902	9,314	9,825
Fair value adjustments to contingent consideration <sup>(2)</sup>	(100)	103	16	137
Restructuring charges <sup>(3)</sup>	2,840	(9)	2,737	(41)
Other adjustments <sup>(4)</sup>	12	775	82	1,839
Adjusted EBITDA <sup>(5)</sup>	\$ 26,266	\$ 28,076	\$ 45,553	\$ 47,069
Adjusted EBITDA Margin <sup>(5)</sup>	36.1 %	35.8 %	30.9 %	30.0 %

- (1) Represents the settlement of an immaterial legal matter and an impairment recognized on an office lease in Canada in the first quarter of 2025.
- (2) Fair value adjustments to contingent consideration include amounts recognized for changes in the estimated fair value of the contingent consideration liabilities.
- (3) During the second quarter of 2025, the Company restructured its support services intended to further enhance the overall customer experience.
- (4) Other adjustments are primarily made up of employee retention-related expenses from the Company's CEO transition in the prior year.
- (5) Non-GAAP measure. See the end of this press release for definitions of non-GAAP measures.

TABLE 6

**RE/MAX Holdings, Inc.**  
**Adjusted Net Income (Loss) and Adjusted Earnings per Share**  
*(In thousands, except share and per share amounts)*  
**(Unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
<b>Net income (loss)</b>	\$ 6,698	\$ 6,190	\$ 3,462	\$ 583
Amortization of acquired intangible assets	4,416	4,943	8,800	10,413
Provision for income taxes	163	1,473	2,033	2,977
Add-backs:				
Settlement and impairment charges <sup>(1)</sup>	(57)	—	562	—
Equity-based compensation expense	2,968	3,902	9,314	9,825
Fair value adjustments to contingent consideration <sup>(2)</sup>	(100)	103	16	137
Restructuring charges <sup>(3)</sup>	2,840	(9)	2,737	(41)
Other adjustments <sup>(4)</sup>	12	775	82	1,839
Adjusted pre-tax net income	16,940	17,377	27,006	25,733
Less: Provision for income taxes at 25% <sup>(5)</sup>	(4,235)	(4,344)	(6,752)	(6,433)
<b>Adjusted net income <sup>(6)</sup></b>	<b>\$ 12,705</b>	<b>\$ 13,033</b>	<b>\$ 20,254</b>	<b>\$ 19,300</b>
Total basic pro forma shares outstanding	32,527,108	31,413,529	32,189,459	31,227,489
Total diluted pro forma shares outstanding	32,733,965	31,563,562	32,612,196	31,412,620
<b>Adjusted net income basic earnings per share <sup>(6)</sup></b>	<b>\$ 0.39</b>	<b>\$ 0.41</b>	<b>\$ 0.63</b>	<b>\$ 0.62</b>
<b>Adjusted net income diluted earnings per share <sup>(6)</sup></b>	<b>\$ 0.39</b>	<b>\$ 0.41</b>	<b>\$ 0.62</b>	<b>\$ 0.61</b>

- (1) Represents the settlement of an immaterial legal matter and an impairment recognized on an office lease in Canada in the first quarter of 2025.
- (2) Fair value adjustments to contingent consideration include amounts recognized for changes in the estimated fair value of the contingent consideration liabilities.
- (3) During the second quarter of 2025, the Company restructured its support services intended to further enhance the overall customer experience.
- (4) Other adjustments are primarily made up of employee retention-related expenses from the Company's CEO transition in the prior year and expenses related to prior period organizational restructuring.
- (5) The long-term tax rate assumes the exchange of all outstanding non-controlling interest partnership units for Class A Common Stock that (a) removes the impact of unusual, non-recurring tax matters and (b) does not estimate the residual impacts to foreign taxes of additional step-ups in tax basis from an exchange because that is dependent on stock prices at the time of such exchange and the calculation is impracticable.
- (6) Non-GAAP measure. See the end of this press release for definitions of non-GAAP measures.

TABLE 7

**RE/MAX Holdings, Inc.**  
**Pro Forma Shares Outstanding**  
*(Unaudited)*

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
<b>Total basic weighted average shares outstanding:</b>				
Weighted average shares of Class A common stock outstanding	19,967,508	18,853,929	19,629,859	18,667,889
Remaining equivalent weighted average shares of stock outstanding on a pro forma basis assuming RE/MAX Holdings owned 100% of RMCO	12,559,600	12,559,600	12,559,600	12,559,600
Total basic pro forma weighted average shares outstanding	32,527,108	31,413,529	32,189,459	31,227,489
<b>Total diluted weighted average shares outstanding:</b>				
Weighted average shares of Class A common stock outstanding	19,967,508	18,853,929	19,629,859	18,667,889
Remaining equivalent weighted average shares of stock outstanding on a pro forma basis assuming RE/MAX Holdings owned 100% of RMCO	12,559,600	12,559,600	12,559,600	12,559,600
Dilutive effect of unvested restricted stock units <sup>(1)</sup>	206,857	150,033	422,737	185,131
Total diluted pro forma weighted average shares outstanding	32,733,965	31,563,562	32,612,196	31,412,620

(1) In accordance with the treasury stock method.

TABLE 8

**RE/MAX Holdings, Inc.**  
**Adjusted Free Cash Flow & Unencumbered Cash**  
**(Unaudited)**

	Six Months Ended June 30,	
	2025	2024
Cash flow from operations	\$ 10,213	\$ 25,266
Less: Purchases of property, equipment and capitalization of software	(3,307)	(4,510)
(Increases) decreases in restricted cash of the Marketing Funds <sup>(1)</sup>	2,889	(3,970)
<b>Adjusted free cash flow <sup>(2)</sup></b>	<b>9,795</b>	<b>16,786</b>
Adjusted free cash flow <sup>(2)</sup>	9,795	16,786
Less: Tax/Other non-dividend distributions to RIHI	—	—
<b>Adjusted free cash flow after tax/non-dividend distributions to RIHI <sup>(2)</sup></b>	<b>9,795</b>	<b>16,786</b>
Adjusted free cash flow after tax/non-dividend distributions to RIHI <sup>(2)</sup>	9,795	16,786
Less: Debt principal payments	(2,300)	(2,300)
<b>Unencumbered cash generated <sup>(2)</sup></b>	<b>\$ 7,495</b>	<b>\$ 14,486</b>
<b>Summary</b>		
Cash flow from operations	\$ 10,213	\$ 25,266
Adjusted free cash flow <sup>(2)</sup>	\$ 9,795	\$ 16,786
Adjusted free cash flow after tax/non-dividend distributions to RIHI <sup>(2)</sup>	\$ 9,795	\$ 16,786
Unencumbered cash generated <sup>(2)</sup>	\$ 7,495	\$ 14,486
Adjusted EBITDA <sup>(2)</sup>	\$ 45,553	\$ 47,069
Adjusted free cash flow as % of Adjusted EBITDA <sup>(2)</sup>	21.5%	35.7%
Adjusted free cash flow less distributions to RIHI as % of Adjusted EBITDA <sup>(2)</sup>	21.5%	35.7%
Unencumbered cash generated as % of Adjusted EBITDA <sup>(2)</sup>	16.5%	30.8%

- (1) This line reflects any subsequent changes in the restricted cash balance (which under GAAP reflects as either (a) an increase or decrease in cash flow from operations or (b) an incremental amount of purchases of property and equipment and capitalization of developed software) to remove the impact of changes in restricted cash in determining adjusted free cash flow.
- (2) Non-GAAP measure. See the end of this press release for definitions of non-GAAP measures.

## Non-GAAP Financial Measures

The SEC has adopted rules to regulate the use in filings with the SEC and in public disclosures of financial measures that are not in accordance with U.S. GAAP, such as Revenue excluding the Marketing Funds, Adjusted EBITDA and the ratios related thereto, Adjusted net income (loss), Adjusted basic and diluted earnings per share (Adjusted EPS) and adjusted free cash flow. These measures are derived based on methodologies other than in accordance with U.S. GAAP.

Revenue excluding the Marketing Funds is calculated directly from our consolidated financial statements as Total revenue less Marketing Funds fees.

The Company defines Adjusted EBITDA as EBITDA (consolidated net income before depreciation and amortization, interest expense, interest income and the provision for income taxes, each of which is presented in the unaudited consolidated financial statements included earlier in this press release), adjusted for the impact of the following items that are either non-cash or that the Company does not consider representative of its ongoing operating performance: loss or gain on sale or disposition of assets and sublease, settlement and impairment charges, equity-based compensation expense, acquisition-related expense, gain on reduction in tax receivable agreement liability, expense or income related to changes in the estimated fair value measurement of contingent consideration, restructuring charges and other non-recurring items. Adjusted EBITDA margin represents Adjusted EBITDA as a percentage of revenue.

Because Adjusted EBITDA and Adjusted EBITDA margin omit certain non-cash items and other non-recurring cash charges or other items, the Company believes that each measure is less susceptible to variances that affect its operating performance resulting from depreciation, amortization and other non-cash and non-recurring cash charges or other items. The Company presents Adjusted EBITDA and the related Adjusted EBITDA margin because the Company believes they are useful as supplemental measures in evaluating the performance of its operating businesses and provides greater transparency into the Company's results of operations. The Company's management uses Adjusted EBITDA and Adjusted EBITDA margin as factors in evaluating the performance of the business.

Adjusted EBITDA and Adjusted EBITDA margin have limitations as analytical tools, and you should not consider these measures in isolation or as a substitute for analyzing the Company's results as reported under U.S. GAAP. Some of these limitations are:

- these measures do not reflect changes in, or cash requirements for, the Company's working capital needs;
- these measures do not reflect the Company's interest expense, or the cash requirements necessary to service interest or principal payments on its debt;
- these measures do not reflect the Company's income tax expense or the cash requirements to pay its taxes;

- these measures do not reflect the cash requirements to pay dividends to stockholders of the Company's Class A common stock and tax and other cash distributions to its non-controlling unitholders;
- these measures do not reflect the cash requirements pursuant to the tax receivable agreements;
- these measures do not reflect the cash requirements for share repurchases;
- these measures do not reflect the cash requirements for the settlements of certain industry class-action lawsuits and other legal settlements;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often require replacement in the future, and these measures do not reflect any cash requirements for such replacements;
- although equity-based compensation is a non-cash charge, the issuance of equity-based awards may have a dilutive impact on earnings per share; and
- other companies may calculate these measures differently so similarly named measures may not be comparable.

The Company's Adjusted EBITDA guidance does not include certain charges and costs. The adjustments to EBITDA in future periods are generally expected to be similar to the kinds of charges and costs excluded from Adjusted EBITDA in prior quarters, such as gain or loss on sale or disposition of assets and sublease, settlement and impairment charges, equity-based compensation expense, acquisition-related expense, gains or losses from changes in the tax receivable agreement liability, expense or income related to changes in the fair value measurement of contingent consideration, restructuring charges and other non-recurring items. The exclusion of these charges and costs in future periods will have a significant impact on the Company's Adjusted EBITDA. The Company is not able to provide a reconciliation of the Company's non-GAAP financial guidance to the corresponding U.S. GAAP measures without unreasonable effort because of the uncertainty and variability of the nature and amount of these future charges and costs.

Adjusted net income (loss) is calculated as Net income (loss) attributable to RE/MAX Holdings, assuming the full exchange of all outstanding non-controlling interests for shares of Class A common stock as of the beginning of the period (and the related increase to the provision for income taxes after such exchange), plus primarily non-cash items and other items that management does not consider to be useful in assessing the Company's operating performance (e.g., amortization of acquired intangible assets, gain on sale or disposition of assets and sub-lease, non-cash impairment charges, acquisition-related expense, restructuring charges and equity-based compensation expense).

Adjusted basic and diluted earnings per share (Adjusted EPS) are calculated as Adjusted net income (loss) (as defined above) divided by pro forma (assuming the full exchange of all outstanding non-controlling interests) basic and diluted weighted average shares, as applicable.

When used in conjunction with GAAP financial measures, Adjusted net income (loss) and Adjusted EPS are supplemental measures of operating performance that management believes are useful measures to evaluate the Company's performance relative to the performance of its competitors as well as performance period over period. By assuming the full exchange of all outstanding non-controlling interests, management believes these measures:

- facilitate comparisons with other companies that do not have a low effective tax rate driven by a non-controlling interest on a pass-through entity;
- facilitate period over period comparisons because they eliminate the effect of changes in Net income attributable to RE/MAX Holdings, Inc. driven by increases in its ownership of RMCO, LLC, which are unrelated to the Company's operating performance; and
- eliminate primarily non-cash and other items that management does not consider to be useful in assessing the Company's operating performance.

Adjusted free cash flow is calculated as cash flows from operations less capital expenditures and any changes in restricted cash of the Marketing Funds, all as reported under GAAP, and quantifies how much cash a company has to pursue opportunities that enhance shareholder value. The restricted cash of the Marketing Funds is limited in use for the benefit of franchisees and any impact to adjusted free cash flow is removed. The Company believes adjusted free cash flow is useful to investors as a supplemental measure as it calculates the cash flow available for working capital needs, re-investment opportunities, potential Independent Region and strategic acquisitions, dividend payments or other strategic uses of cash.

Adjusted free cash flow after tax and non-dividend distributions to RIHI, Inc. ("RIHI"), an entity majority owned and controlled by David Liniger, our Chairman and Co-Founder, and by Gail Liniger, our Vice Chair Emerita and Co-Founder, is calculated as adjusted free cash flow less tax and other non-dividend distributions paid to RIHI (the non-controlling interest holder) to enable RIHI to satisfy its income tax obligations. Similar payments would be made by the Company directly to federal and state taxing authorities as a component of the Company's consolidated provision for income taxes if a full exchange of non-controlling interests occurred in the future. As a result and given the significance of the Company's ongoing tax and non-dividend distribution obligations to its non-controlling interest, adjusted free cash flow after tax and non-dividend distributions, when used in conjunction with GAAP financial measures, provides a meaningful view of cash flow available to the Company to pursue opportunities that enhance shareholder value.

Unencumbered cash generated is calculated as adjusted free cash flow after tax and non-dividend distributions to RIHI less quarterly debt principal payments less annual excess cash flow payment on debt, as applicable. Given the significance of the Company's excess cash flow payment on debt, when applicable, unencumbered cash generated, when used in conjunction with GAAP financial measures, provides a meaningful view of the cash flow available to the Company to pursue opportunities that enhance shareholder value after considering its debt service obligations.