

REALOGY

Q1 2017 EARNINGS CALL

May 4, 2017



Management Presenters

Richard A. Smith

Chairman, Chief Executive Officer & President

Tony Hull

Executive Vice President, Chief Financial Officer
& Treasurer

Alicia Swift

Senior Vice President, Investor Relations and
Financial Planning & Analysis

Important Disclosures

Forward-Looking Statements

This presentation contains forward-looking statements. The Company desires to take advantage of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995 and is including this statement for the express purpose of availing itself of the protections of the safe harbor with respect to all forward-looking statements. Therefore, the Company wishes to caution each participant to consider carefully the specific factors discussed with each forward-looking statement in this presentation and other factors contained in the Company's filings with the Securities and Exchange Commission under the captions "Forward-Looking Statements", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" as such factors in some cases have affected, and in the future (together with other factors) could affect, the ability of the Company to implement its business strategy and may cause actual results to differ materially from those contemplated by the statements expressed herein. The information contained in this presentation is as of May 4, 2017. The Company assumes no obligation to update the information or the forward-looking statements contained herein, whether as a result of new information or otherwise. RECIPIENTS ARE STRONGLY ADVISED TO READ THE COMPANY'S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION BECAUSE THEY CONTAIN IMPORTANT INFORMATION.

Non-GAAP Financial Measures

Certain financial measures, as used in this presentation, are supplemental measures of the Company's performance that are not Generally Accepted Accounting Principles ("GAAP") measures. Refer to slides 19-22 of this presentation, the Company's 10-K covering the year ended December 31, 2016, and Tables 1a, 5, 6, 7 and 8 of the May 4 press release announcing first quarter 2017 financial results for the definitions of these non-GAAP financial measures, a reconciliation of these measures to their most comparable GAAP measures, and the Company's explanation of why it believes these non-GAAP measures are useful to investors.

Operational and Financial Highlights

Financial Results

- Combined Q1 homesales transaction volume of 9%
- Revenue of \$1.2 billion
- Operating EBITDA of \$61 million

NRT

- Top agent retention rate approaching 94%

RFG

- Approximately 70% of eligible franchisees launched with Zap platform

Capital Deployment

- Repurchased 10 million shares to date for a total of \$279 million



Q1 2017 Results

Financial Metrics

Net Revenue:	Revenue was \$1.2 billion, an increase of 6% compared with Q1 2016
Operating EBITDA:	Operating EBITDA was \$61 million, compared with \$65 million in Q1 2016
Net Loss and Loss per Share:	Net Loss was \$(28) million, or \$(0.20) per share, compared with \$(42) million or \$(0.29) per share in Q1 2016
Adjusted Net Loss and Adjusted Loss Per Share¹:	Adjusted Net Loss was \$(23) million or \$(0.16) per share, compared with \$(17) million, or \$(0.12) per share in Q1 2016
Net Leverage²:	4.0x, reflective of \$3.5 billion of Net Debt at March 31, 2017

¹ See Slide 19 for a reconciliation from Net Loss attributable to the Company to Operating EBITDA. See Table 1a of our May 4, 2017 press release for a reconciliation from Net Loss to Adjusted Net Loss.

² Defined as net corporate debt to Adjusted (Covenant) EBITDA. See 2016 Form 10-K for a definition of Adjusted (Covenant) EBITDA, a reconciliation of that term to its most comparable GAAP term and the Company's explanation of why it believes that non-GAAP measure is useful to investors.

Q1 2017 Key Revenue Drivers

	<u>Q1 2017 vs. Q1 2016</u>	
	<u>Amount</u>	<u>% Change</u>
Realty Franchise Group		
Closed Homesale Sides	225,250	3%
Average Homesale Price	\$275,828	6%
Average Broker Commission Rate	2.50%	(1) bps
NRT		
Closed Homesale Sides	66,570	4%
Average Homesale Price	\$509,197	3%
Average Broker Commission Rate	2.45%	(1) bps
Cartus		
Initiations	36,515	(2%)
Referrals	15,203	(10%)
Title Resource Group		
Purchase Title and Closing Units	31,297	7%
Refinance Title and Closing Units	8,533	(12%)
Average Fee per Closing Unit	\$2,001	8%



RFG and NRT Combined Revenue and Operating EBITDA

Net Revenue (\$ in millions)	<u>Q1 2017</u>	<u>Q1 2016</u>	<u>\$ Change</u>	<u>% Change</u>
Combined RFG/NRT Revenue	\$1,006	\$ 940	\$ 66	7%
Operating EBITDA (\$ in millions)	<u>Q1 2017</u>	<u>Q1 2016</u>	<u>\$ Change</u>	<u>% Change</u>
Combined RFG/NRT Operating EBITDA	\$81	\$ 73	\$ 8	11%
Operating EBITDA Margin	<u>Q1 2017</u>	<u>Q1 2016</u>	<u>\$ Change</u>	<u>% Change</u>
Combined RFG/NRT Margin	8%	8%	NA	—

Business Unit Revenue and Operating EBITDA

Net Revenue (\$ in millions)	Q1 2017	Q1 2016	\$ Change	% Change
RFG	\$ 170	\$ 157	\$ 13	8%
NRT	897	841	56	7%
Cartus	77	83	(6)	(7)%
TRG	120	111	9	8%
Intercompany Eliminations	(61)	(58)	(3)	*
Total Revenue	\$ 1,203	\$ 1,134	\$ 69	6%
Operating EBITDA (\$ in millions)	Q1 2017	Q1 2016	\$ Change	% Change
RFG	\$ 102	\$ 92	\$ 10	11%
NRT	(21)	(19)	(2)	(11)%
NRT excl. PHH HL JV	(17)	(19)	2	10%
Cartus	1	7	(6)	(86)%
TRG	2	—	2	*
Corporate	(23)	(15)	(8)	*
Total Operating EBITDA	\$ 61	\$ 65	(4)	(6)%

Note: Operating EBITDA excludes restructuring, legacy and early extinguishment of debt charges. See Slides 19-21 for a reconciliation of Operating EBITDA to Net Income.

* not meaningful

Q2 2017 Guidance

	Q2 2017 Guidance Ranges
Transaction Volume (both RFG and NRT)	5% to 8%
Sides growth	2% to 3%
Price growth	3% to 5%
RFG transaction volume	5% to 8%
NRT transaction volume	4% to 7%

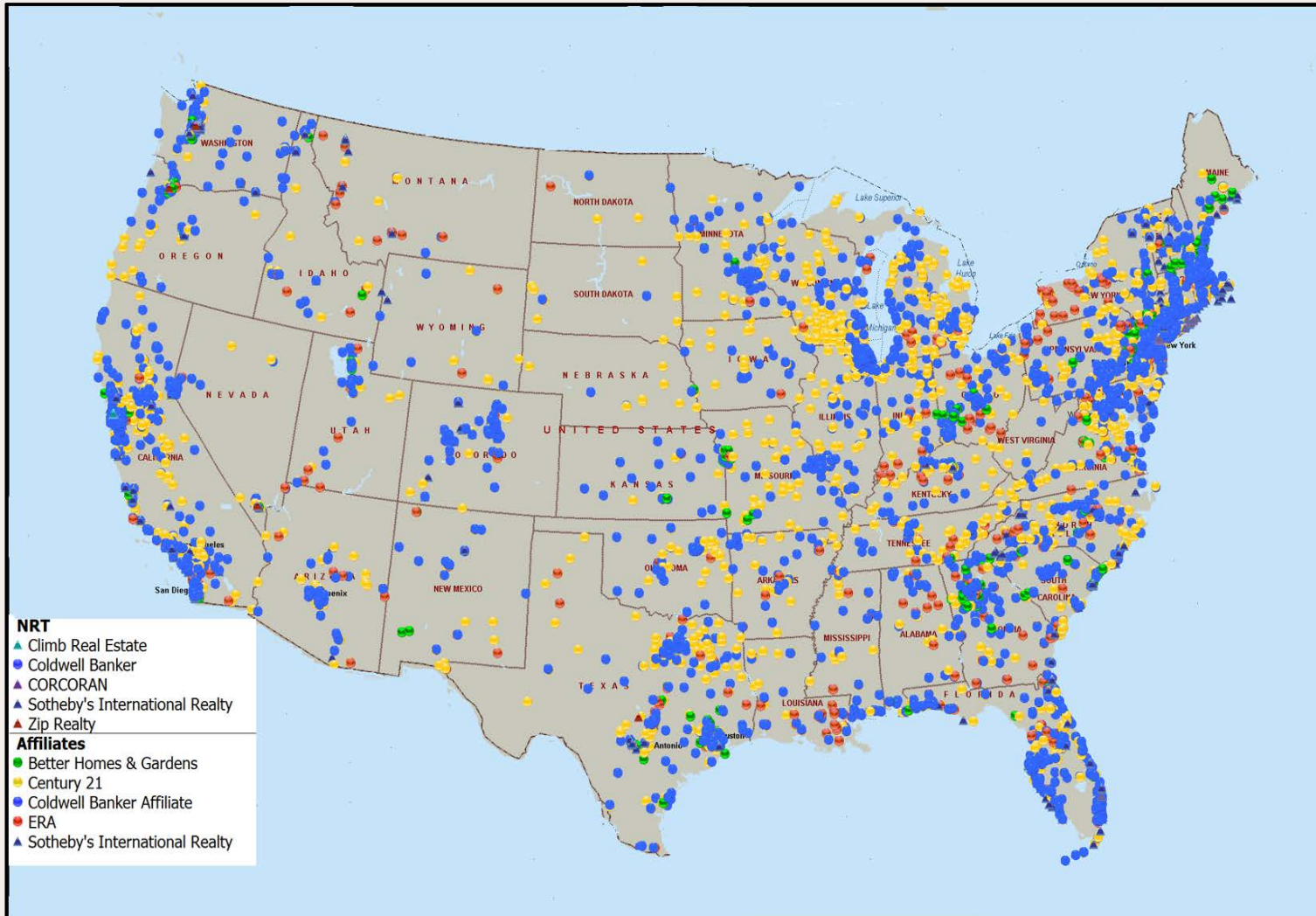
2017 Cash Flow Items

- Corporate cash interest expense of approximately \$165 million
- Cash taxes of \$20 to \$25 million
- Capital expenditures between \$90 and \$100 million
- Ordinary course M&A of approximately \$60 million (about half from expected earnouts due in 2017 from prior acquisitions)
- Once the mortgage JV transactions are complete, the Company expects to realize approximately \$25 million of net cash.

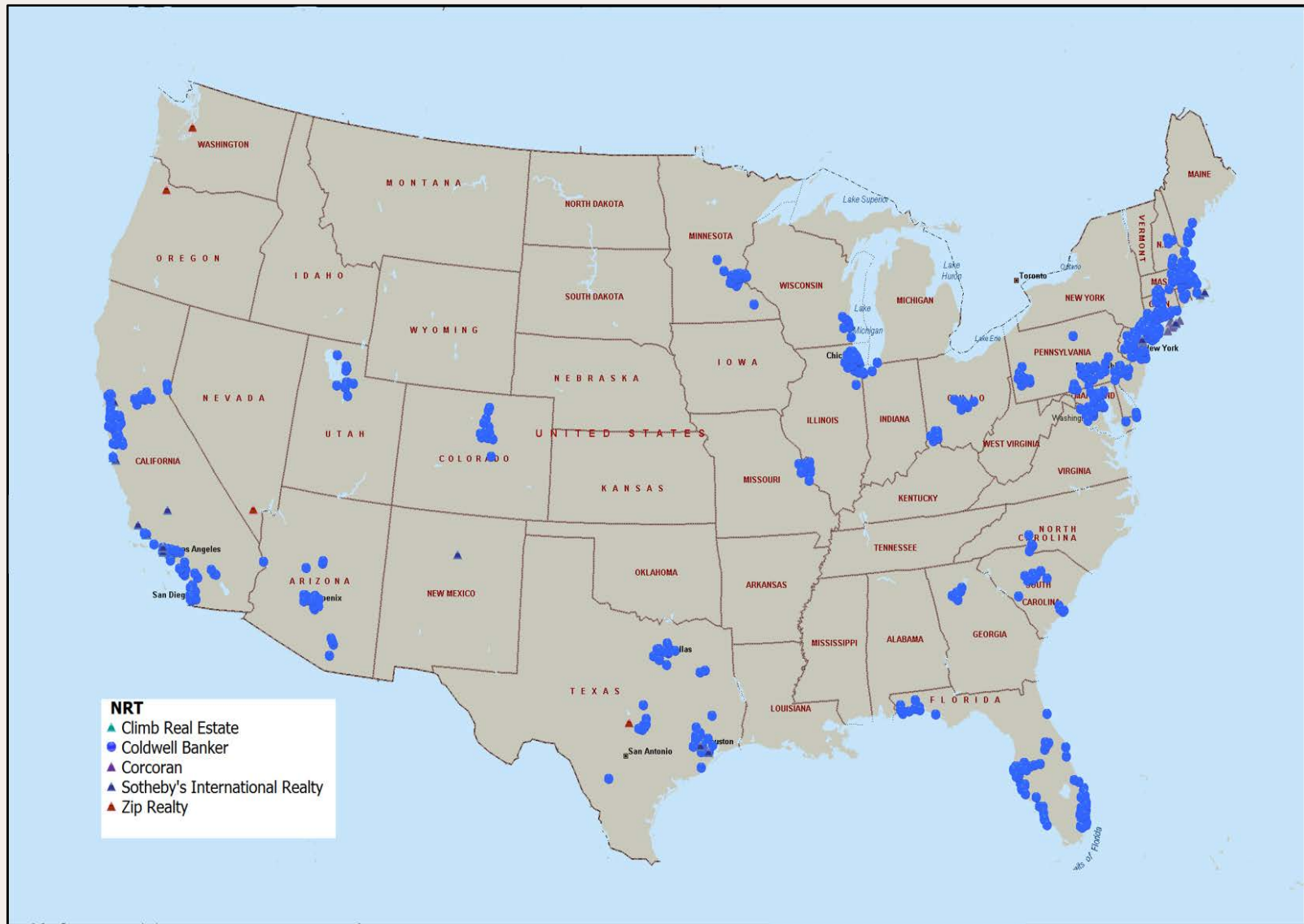
Appendix



Total Realty U.S. Footprint

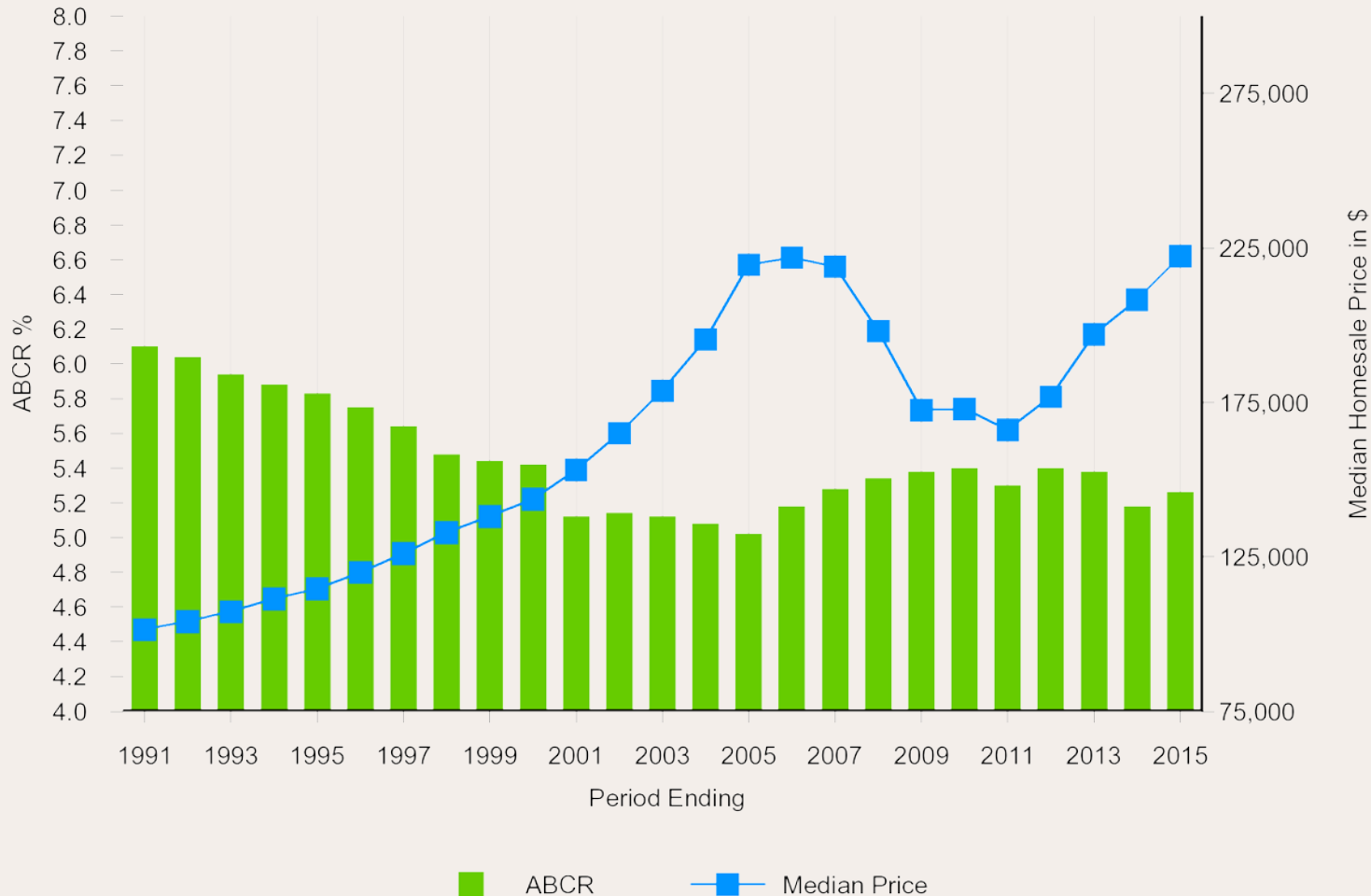


NRT - U.S. Footprint



Historical Average Broker Commission Rate

Average Broker Commission Rate and NAR Median Homesale Price Trends



Source: RealTrends, National Association of Realtors



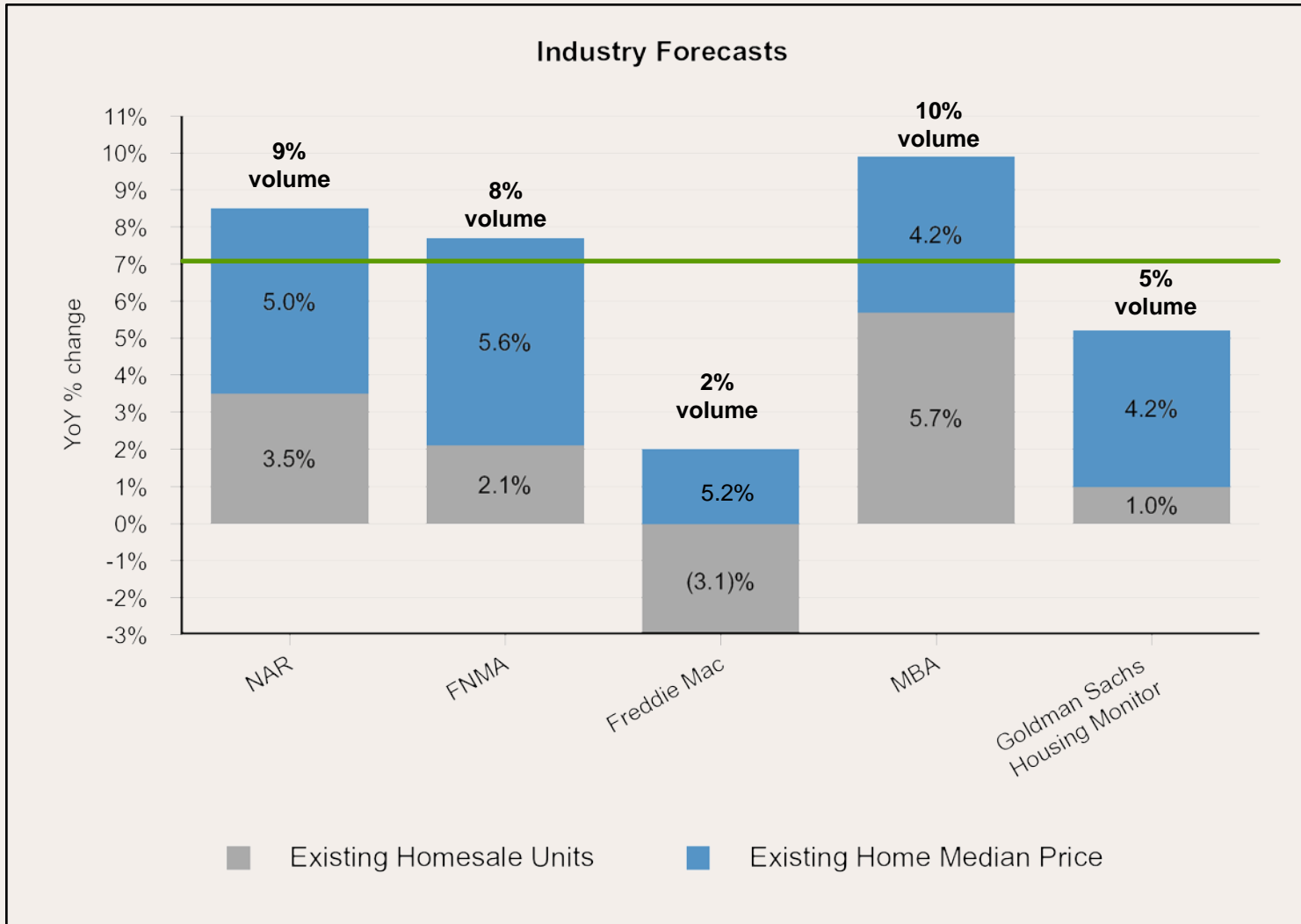
Capitalization Table

(\$ in millions)	Rate	Maturity Date	As of March 31, 2017
Cash and Cash Equivalents			\$205
Revolver	L+200 ⁽¹⁾	October 2020	310
Term Loan A	L+200 ⁽¹⁾	October 2020	408
Term Loan A-1	L+200 ⁽¹⁾	July 2021	348
Term Loan B	L+225 ⁽¹⁾⁽²⁾	July 2022	1,092
Senior Notes	4.50%	April 2019	450
Senior Notes	5.250%	December 2021	550
Senior Notes	4.875%	June 2023	500
Net Debt			\$3,453
Net Debt to Adjusted (Covenant) EBITDA of \$865 million			4.0x

¹⁾ Adjusts up or down based on senior secured leverage ratio

²⁾ Reflects January 2017 repricing and includes 75 basis point LIBOR floor.

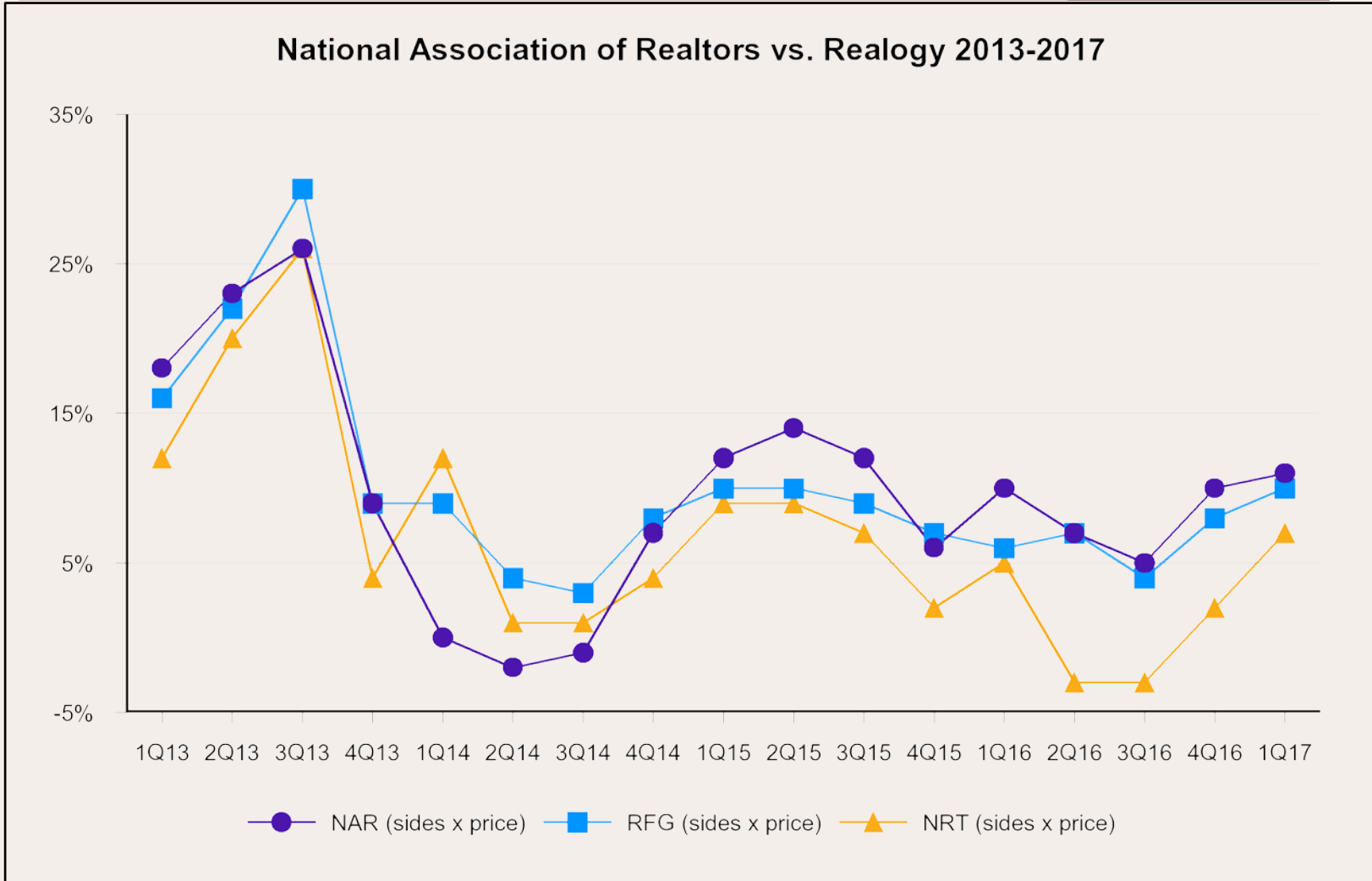
2017 Industry Forecasts



**7%
average
volume
increase**



Existing Home Sale Transaction Volume

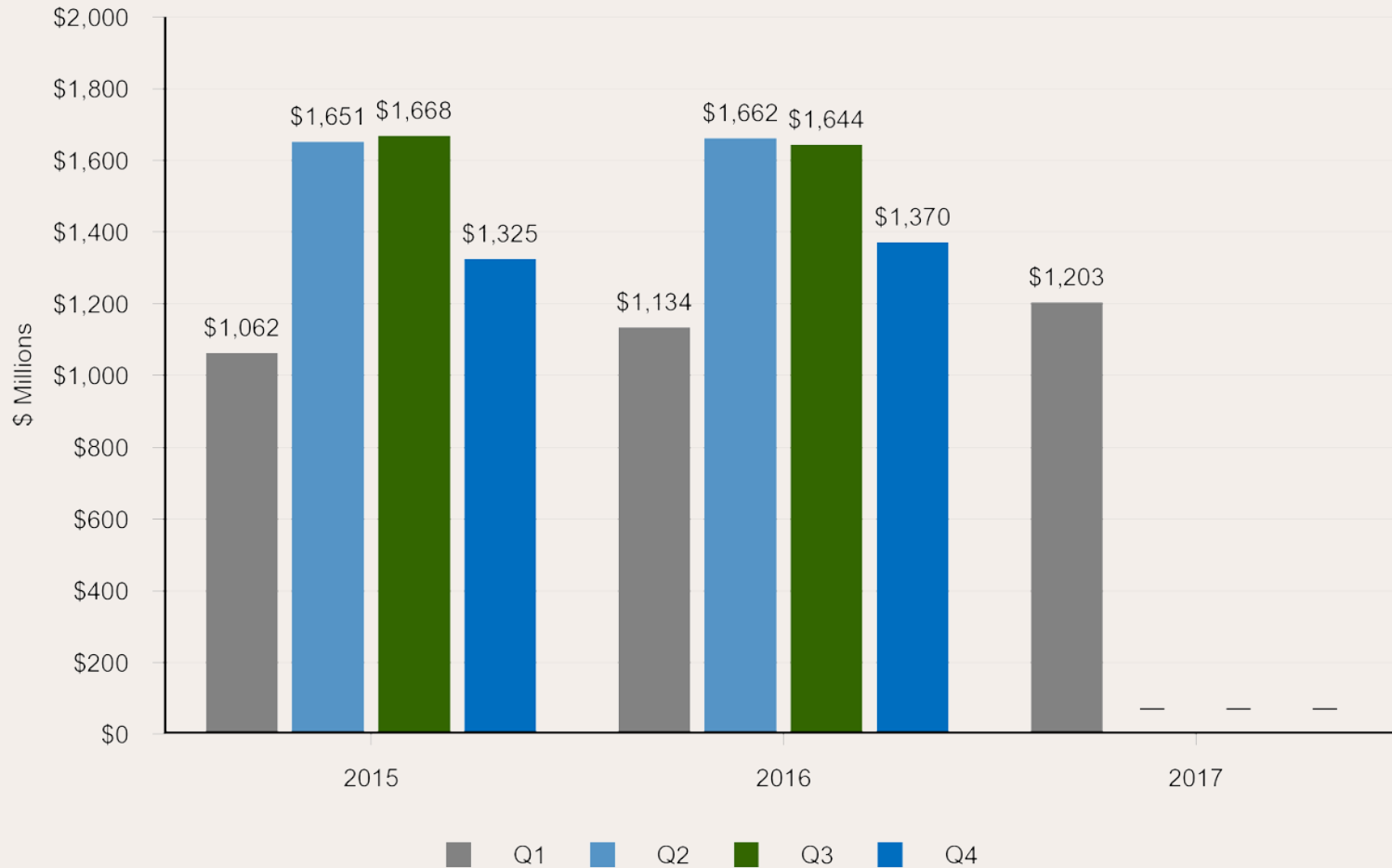


Source: National Association of Realtors, Realogy data



Seasonal Revenue Trends

Quarterly Revenue 2015-2017



GAAP Reconciliation

(\$ in millions)	Three months ended	
	March 31, 2017	March 31, 2016
Net loss attributable to Realogy	(\$28)	(\$42)
Income tax benefit	(9)	(24)
Loss before income taxes	(37)	(66)
Interest expense, net	39	73
Depreciation and amortization	50	48
EBITDA	\$52	\$55
EBITDA adjustments:		
Restructuring costs	5	9
Former parent legacy cost, net	—	1
Loss on the early extinguishment of debt	4	—
Operating EBITDA	\$61	\$65

Note: Refer to Table 8 of the Press Release dated May 4, 2017 for the definitions of certain non-GAAP financial measures and the Company's explanation of why it believes those non-GAAP measures are useful to investors.

GAAP Reconciliation

(\$ in millions)	Three months ended	
	March 31, 2017	March 31, 2016
RFG	\$102	\$92
NRT	(21)	(19)
Cartus	1	7
TRG	2	0
Corporate and Other	(23)	(15)
Operating EBITDA Total Company	\$61	\$65
Less: Restructuring costs	5	9
Former parent legacy cost, net	0	1
Loss on the early extinguishment of debt	4	0
Depreciation and amortization	50	48
Interest expense, net	39	73
Income tax benefit	(9)	(24)
Net loss attributable to Realogy Holdings	\$(28)	\$(42)

Note: Refer to Table 8 of the Press Release dated May 4, 2017 for the definitions of certain non-GAAP financial measures and the Company's explanation of why it believes those non-GAAP measures are useful to investors.

GAAP Reconciliation

(\$ in millions)	For the Year Ended			
	December 31, 2013	December 31, 2014	December 31, 2015	December 31, 2016
Net income attributable to Realogy	\$438	\$143	\$184	\$213
Income tax expense (benefit)	(242)	87	110	144
Income before income taxes	196	230	294	357
Interest expense, net	281	267	231	174
Depreciation and amortization	176	190	201	202
EBITDA	\$653	\$687	\$726	\$733
EBITDA adjustments:				
Restructuring costs, net	4	(1)	10	39
Former parent legacy costs (benefit), net	(4)	(10)	(15)	(2)
Loss on the early extinguishment of debt	68	47	48	—
Operating EBITDA	\$721	\$723	\$769	\$770

Note: Refer to Table 8 of the Press Release dated May 4, 2017 for the definitions of certain non-GAAP financial measures and the Company's explanation of why it believes those non-GAAP measures are useful to investors.

GAAP Reconciliation

(\$ in millions)	Three months ended	
	March 31, 2017	March 31, 2016
Net loss attributable to Realogy	(\$28)	(\$42)
Income tax benefit, net of payments	(11)	(26)
Interest expense, net	39	73
Cash interest payments	(24)	(28)
Depreciation and amortization	50	48
Capital expenditures	(28)	(22)
Restructuring costs and former parent legacy items, net of payments	(3)	2
Working capital adjustments	(60)	(82)
Relocation receivables (assets), net of securitization obligations	(11)	(36)
Free Cash Flow	\$(72)	\$(113)

Note: Refer to Table 8 of the Press Release dated May 4, 2017 for the definitions of certain non-GAAP financial measures and the Company's explanation of why it believes those non-GAAP measures are useful to investors.