

Position Specification

EVP, General Counsel & Corporate Secretary

Mr. CooperGroupSM

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COMPANY:

Mr. Cooper Group Inc. (NASDAQ: COOP) provides quality servicing, origination and transaction-based services related principally to single-family residences throughout the United States with operations under its primary brands: Mr. Cooper® and Xome®. Mr. Cooper is one of the largest home loan servicers in the country focused on delivering a variety of servicing and lending products, services and technologies. Xome provides technology and data enhanced solutions to homebuyers, home sellers, real estate agents and mortgage companies. For more information, visit www.mrcoopergroup.com.

Mr. Cooper Group Receives Great Place to Work Certification:

<https://finance.yahoo.com/news/mr-cooper-group-receives-great-130000605.html>

Mr. Cooper Group Earnings Deck:

<http://investors.mrcoopergroup.com/Cache/1001255202.PDF?O=PDF&T=&Y=&D=&FID=1001255202&iid=4401869>

POSITION SUMMARY

Title: EVP, General Counsel & Corporate Secretary

Location: Coppell, Texas (Dallas Area)

Relationship: Reports to the Vice Chairman

KEY RESPONSIBILITIES

The General Counsel (GC) is responsible for all legal matters affecting the company. The GC will advise the Board of Directors and senior management on legal issues related to the development and implementation of Mr. Cooper Group's business strategy, corporate governance, compliance policies, general corporate matters and litigation. The GC will also supervise the work of outside counsel retained in legal matters involving the Company.

Other responsibilities include:

- Implementing and managing an effective compliance program for each stage of the company development, in partnership with the Chief Compliance Officer
- Drafting, reviewing and interpreting general business contracts
- Identifying legal risks and developing mitigation plans to eliminate or at least reduce those risks
- Assisting with the interpretation, implementation and administration of Labor agreements
- Managing all external legal resources, including outside counsel and experts
- Advising Senior Leadership on key industry trends pertaining to legal, compliance and policy matters
- Managing legal vendor contracts
- Providing guidance and insight on the business to key constituents

QUALIFICATIONS

- Ten years of experience in a regulated industry. Five years of experience with a publicly traded entity
- Significant knowledge of and practical experience in capital markets and structured finance preferred
- Proven ability to go toe to toe with and gain credibility with regulators

- Ten plus years of experience as legal counsel in a business of at least \$1 billion of revenue
- Proven success creating discipline around structured deals. Experience with deals in a highly regulated industry. Must have taken a significant role in the due diligence process
- Experience reducing spend and litigation
- Demonstrated experience transforming a team to greater accountability. Ability to drive a team to play offense versus defense
- Credibility as a trusted advisor and confidant to senior management on business issues and business strategy
- Has record for maintaining the highest ethical standards and sets an example in his/her own conduct
- Excellent judgment and ability to quickly assess and weigh risks/rewards. Enhances leadership decision-making through incisive and prudent counsel
- Experience as a strategist and able to show how his/her programs and policies have contributed to the growth and bottom line profitability of an organization

COMPETENCIES/SKILLS

- Has a strong bias for action, can communicate vision clearly and be a driver of change. Results-oriented and self-motivated
- Ability to provide innovative leadership that enables a true competitive advantage for the company and its customers
- Excellent analytical, strategic and implementation skills
- Ability to manage multiple projects simultaneously and expeditiously, yet is hands-on and detail-oriented
- Team player, capable of building strong and effective relationships through excellent interpersonal communication, both internally and externally
- Commanding presence, with the ability to influence constituencies across internal functions, customers and partners
- Garners immediate credibility as a decision maker and hands-on leader
- Strong quality orientation
- Thrives in environments undergoing significant transformation and growth. High tolerance for change
- Highest level of integrity and character

COMPENSATION: The selected candidate will receive an attractive compensation package, which will be commensurate with experience and will include a base salary, annual target cash bonuses, and equity

EDUCATION: Law degree from an accredited law school

MORGAN SAMUELS CONTACT

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