

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

**SCHEDULE 14A**

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 under §240.14a-12

**DREAM FINDERS HOMES, INC.**

(Name of Registrant as Specified in Its Charter)

N/A

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**From our Chairman & CEO**

Dear Fellow Shareholders,

In our 13<sup>th</sup> year of business we concluded another record year at Dream Finders. 2021 began with our initial public offering in January, marking a significant milestone in the Company's history. Our record results include top line growth of 70%, supported by closings of 4,874 homes, representing 33% organic growth year over year and inclusive of the strategic acquisition of McGuyer Homebuilders, Inc. ("MHI"), overall growth of 55%. I am proud of our team and the ongoing efforts and look forward to another year of great execution.

My full thoughts on 2021 and the year ahead are included in my previously published annual letter, which can be accessed on the Company's Investor Relations website.

**2021 Highlights**

**Key statistics reaching all-time highs.**

- **Completed Initial Public Offering (IPO) in January 2021**, with \$134.0 million of net proceeds
- Concluded 2021 with the **largest backlog** in the Company's history, valued at nearly **\$3.0 billion**
- Successfully **completed the acquisition** of Texas homebuilder McGuyer Homebuilders, Inc. ("MHI")
- Organic growth of **32.6%**
- Home closings increased by 54.5% to 4,874 homes, inclusive of MHI
- Achieved a **record** \$1.9 billion in homebuilding revenues
- Total revenues increased 70.0% for the full year
- Achieved homebuilding gross margin of 16.0%, **up 140 basis points** from prior year
- Ended 2021 with a **controlled lot pipeline** of 38,495, an **increase of 99.7%**
- **Industry leading** return on shareholders' equity of **44.3%**
- Pre-tax income attributable to DFH **increased 87.9%** to \$148.6 million

[TABLE OF CONTENTS](#)

**About Dream Finders Homes, Inc.**

Dream Finders Homes is one of the nation's fastest growing homebuilding companies, with industry leading returns on shareholders' equity. Dream Finders Homes is headquartered in Jacksonville, Florida and builds homes in Florida, Texas, North Carolina, South Carolina, Georgia, Colorado, Virginia and Maryland. Dream Finders Homes achieves its industry leading growth and returns by maintaining an asset light homebuilding model. As of December 31, 2021 we operated in 8 states as well as Washington, DC ("DC Metro") as depicted below.





14701 Philips Highway, Suite 300  
Jacksonville, Florida 32256

**NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS**

**to be held on:  
June 9, 2022  
10:00 a.m., Eastern Time**

Dear Stockholder:

You are cordially invited to attend our 2022 Annual Meeting of Stockholders, which will be held at 10:00 a.m., Eastern Time, on June 9, 2022 (the “Annual Meeting”), at our headquarters at 14701 Philips Highway, Jacksonville, Florida 32256 in Suite 300.

We are holding the Annual Meeting for the following purposes, which are more fully described in the accompanying proxy statement:

1. To elect the nominees named in the accompanying proxy statement to our Board of Directors;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022;
3. To approve, in a non-binding vote, an advisory resolution approving executive compensation for fiscal year 2021; and
4. To transact such other business as may properly come before the Annual Meeting, or any adjournment thereof.

Only stockholders of record as of the close of business on April 11, 2022 are entitled to notice and to vote at the Annual Meeting or any adjournment thereof. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at our headquarters during the 10-day period prior to the Annual Meeting. If you would like to view this stockholder list, please contact Investor Relations at [investors@dreamfindershomes.com](mailto:investors@dreamfindershomes.com).

Each share of our Class A common stock entitles the holder thereof to cast one vote on each matter brought before the Annual Meeting and each share of our Class B common stock entitles the holder thereof to cast three votes on each matter brought before the Annual Meeting. Your vote as a stockholder of Dream Finders Homes, Inc. is very important. If you are a registered stockholder and have questions regarding your stock ownership, you may contact our transfer agent, Broadridge Corporate Issuer Solutions, Inc., by email at [shareholder@broadridge.com](mailto:shareholder@broadridge.com), through its website at [www.broadridge.com](http://www.broadridge.com) or by phone at 1-844-998-0339 (within the U.S. and Canada) or 1-303-562-9304 (outside the U.S. and Canada).

TABLE OF CONTENTS

**Our Board of Directors has approved the proposals described in the accompanying proxy statement and recommends that you vote:**

**FOR the election of all nominees for director in Proposal 1;**

**FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022 in Proposal 2; and**

**FOR the approval of the executive compensation for fiscal year 2021 in Proposal 3.**

BY ORDER OF THE BOARD OF DIRECTORS

Robert E. Riva

Vice President, General Counsel and Corporate  
Secretary

Jacksonville, Florida

April 28, 2022

[TABLE OF CONTENTS](#)

**YOUR VOTE IS IMPORTANT**

Instructions for submitting your proxy are provided in the Notice of Internet Availability of Proxy Materials, the accompanying proxy statement and your proxy card. It is important that your shares of our common stock be represented and voted at the Annual Meeting. Please submit your proxy through the Internet, by telephone or by completing the proxy card. You may revoke your proxy at any time prior to its exercise at the Annual Meeting. **Please do not return the proxy card if you are voting through the Internet or by telephone.**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Stockholder Meeting to be Held on June 9, 2022:**

The accompanying proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 are available for review online at [www.proxyvote.com](http://www.proxyvote.com), which can also be accessed using the link at <https://www.investors.dreamfindershomes.com>.

TABLE OF CONTENTS

**TABLE OF CONTENTS**

<u>NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS</u>	<u>ii</u>
<u>PROXY STATEMENT</u>	<u>1</u>
<u>PROPOSAL 1-ELECTION OF DIRECTORS</u>	<u>6</u>
<u>PROPOSAL 2-RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>10</u>
<u>PROPOSAL 3-NON-BINDING, ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	<u>12</u>
<u>CORPORATE GOVERNANCE AND DIRECTOR INDEPENDENCE</u>	<u>13</u>
<u>CODE OF BUSINESS CONDUCT AND ETHICS</u>	<u>15</u>
<u>BOARD LEADERSHIP STRUCTURE AND BOARD'S ROLE IN RISK OVERSIGHT</u>	<u>15</u>
<u>BOARD AND COMMITTEE MEETINGS</u>	<u>17</u>
<u>NON-EMPLOYEE DIRECTOR COMPENSATION</u>	<u>19</u>
<u>STOCK OWNERSHIP POLICY FOR NON-EMPLOYEE DIRECTORS</u>	<u>20</u>
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	<u>20</u>
<u>CONTACTING THE BOARD</u>	<u>22</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS</u>	<u>23</u>
<u>DELINQUENT SECTION 16(a) REPORTS</u>	<u>24</u>
<u>ANTI-HEDGING AND INSIDER TRADING POLICY</u>	<u>24</u>
<u>EXECUTIVE OFFICERS</u>	<u>26</u>
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	<u>27</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>34</u>
<u>EXECUTIVE COMPENSATION</u>	<u>35</u>
<u>ADDITIONAL INFORMATION</u>	<u>38</u>

**DREAM FINDERS HOMES, INC.**

**2022 ANNUAL MEETING OF STOCKHOLDERS**

**PROXY STATEMENT**

**INFORMATION CONCERNING VOTING AND SOLICITATION**

The accompanying proxy is solicited on behalf of the Board of Directors (the “Board” or “Board of Directors”) of Dream Finders Homes, Inc. (“Dream Finders,” the “Company” or “we”) for use at the Company’s 2022 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at the Company’s headquarters located at **14701 Philips Highway, Jacksonville, Florida 32256, in Suite 300** on June 9, 2022, at 10:00 a.m., Eastern Time, and any adjournment thereof.

On or about April 28, 2022, we will mail to our stockholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”) containing instructions on how to access this proxy statement (this “Proxy Statement”) and our Annual Report on Form 10-K for the year ended December 31, 2021 (our “2021 Annual Report”), and how to vote online, via the Internet. The Notice of Internet Availability will also contain instructions on how you can receive a paper copy of the proxy materials. Our 2021 Annual Report, Notice of Internet Availability and the proxy card are first being made available online on or about April 28, 2022.

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

**What is the purpose of the Annual Meeting?**

At the Annual Meeting, our stockholders will act upon the proposals described in this Proxy Statement.

**What proposals are scheduled to be voted on at the Annual Meeting?**

Our stockholders will be asked to vote on the following proposals:

- Proposal 1:** To elect Patrick O. Zalupski, Megha H. Parekh, W. Radford Lovett II, Justin W. Udelhofen and William H. Walton, III to the Board until our next annual meeting of stockholders, until such director’s successor is elected or appointed and qualified or until such director’s earlier death, resignation or removal;
- Proposal 2:** To ratify the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022;
- Proposal 3:** To approve, in a non-binding vote, an advisory resolution approving executive compensation for fiscal year 2021; and

To transact such other business as may properly come before the Annual Meeting, or any adjournment thereof.

We are not aware of any other business to be brought before the Annual Meeting. If any additional business is properly brought before the Annual Meeting, proxies will be voted on those matters in accordance with the judgment of the person or persons acting under the proxies.

**What is the recommendation of the Board on each of the proposals scheduled to be voted on at the Annual Meeting?**

The Board recommends that you vote:

- **FOR** the election of each of the nominees for director named in Proposal 1;
  - **FOR** the ratification of the appointment of PwC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022 in Proposal 2; and
  - **FOR** the approval of executive compensation for fiscal year 2021.
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## TABLE OF CONTENTS

### **Voting of Proxies**

When you vote by proxy, you authorize our officers listed on the proxy card to vote your shares of our common stock on your behalf as you direct. In the absence of such direction, your shares will be voted:

- **FOR the election of each of the nominees for director named in Proposal 1;**
- **FOR the ratification of the appointment of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022 in Proposal 2; and**
- **FOR the approval of executive compensation for fiscal year 2021 in Proposal 3.**

### **Voting and Ownership of Shares**

At the close of business on the record date, April 11, 2022, the Company had 32,532,785 shares of Class A common stock outstanding and entitled to vote and 60,226,153 shares of Class B common stock outstanding and entitled to vote. Each share of our Class A common stock is entitled to one vote, and each share of our Class B common stock is entitled to three votes, on each matter brought before the Annual Meeting. The Class A common stock and Class B common stock vote together as a single class on all matters. The following votes are required to approve each of the proposals at the Annual Meeting.

- **Election of Directors.** Proposal 1 regarding the election of directors requires the approval of a plurality of the shares of our common stock entitled to vote at the Annual Meeting that are present in person, by remote communication or by proxy at the Annual Meeting that are voted on Proposal 1. This means that the five nominees receiving the highest number of affirmative **FOR** votes will be elected as directors.
- **Ratification of the Appointment of Independent Registered Public Accounting Firm.** Proposal 2 regarding the ratification of the appointment of PwC as the Company's independent registered public accounting firm requires the approval of a majority of the shares of our common stock entitled to vote at the Annual Meeting that are present in person, by remote communication or by proxy at the Annual Meeting.
- **Non-binding Advisory Vote on Executive Compensation for Fiscal Year 2021.** Proposal 3 regarding the non-binding advisory resolution approving executive compensation for fiscal year 2021 requires the approval of a majority of the shares of our common stock entitled to vote at the Annual Meeting that are present in person, by remote communication or by proxy at the Annual Meeting. Although this advisory vote is non-binding, our Board and Compensation Committee will review the voting results and take them into account when considering future executive compensation arrangements.

### **Who can vote at the Annual Meeting?**

Stockholders as of the close of business on the record date for the Annual Meeting (April 11, 2022) are entitled to vote at the Annual Meeting. At the close of business on the record date, there were 32,532,785 shares of our Class A common stock outstanding and entitled to vote and 60,226,153 shares of our Class B common stock outstanding and entitled to vote.

#### *Stockholder of Record: Shares Registered in Your Name*

If, at the close of business on the record date for the Annual Meeting (April 11, 2022), your shares of our common stock were registered directly in your name with our transfer agent, Broadridge Corporate Issuer Solutions, Inc., then you are considered the stockholder of record with respect to those shares.

As a stockholder of record, you may vote at the Annual Meeting or vote by proxy. Regardless of whether you plan to attend the Annual Meeting, we urge you to vote over the Internet, by telephone or, if you request paper proxy materials, by filling out and returning the proxy card.

#### *Beneficial Owner: Shares Registered in the Name of a Broker or Nominee*

If, at the close of business on the record date for the Annual Meeting (April 11, 2022), your shares of our common stock were held in an account with a brokerage firm, bank or other nominee, then you are the beneficial owner of the shares of our common stock held in street name. As a beneficial owner, you have the right to direct your nominee on how to vote the shares of our common stock held in your account, and your nominee has enclosed or

## TABLE OF CONTENTS

provided voting instructions for you to use in directing it on how to vote your shares of our common stock. However, the organization that holds your shares of our common stock is considered the stockholder of record for purposes of voting at the Annual Meeting. Because you are not the stockholder of record, you may not vote your shares of our common stock at the Annual Meeting unless you request and obtain a valid proxy from the organization that is the record stockholder of your shares of our common stock giving you the right to vote the shares of our common stock at the Annual Meeting.

### **How do I vote?**

If you are a stockholder of record at the close of business on the record date for the Annual Meeting (April 11, 2022), you may:

- vote in person—we will provide a ballot to any such stockholders who attend the Annual Meeting and wish to vote in person;
- vote by mail—if you request a paper proxy card, simply complete, sign and date the proxy card, then follow the instructions on the proxy card; or
- vote via the Internet or via telephone—follow the instructions on the Notice of Internet Availability or proxy card and have the Notice of Internet Availability or proxy card available when you access the website or place your telephone call.

Votes submitted via the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on June 8, 2022. Submitting your proxy, whether via the Internet, by telephone or by mail, if you requested a paper proxy card, will not affect your right to vote at the Annual Meeting if you were a stockholder of record as of the close of business on the record date for the Annual Meeting (April 11, 2022), should you decide to attend the Annual Meeting and vote your shares of our common stock at the Annual Meeting. If you are not a stockholder of record as of the close of business on the record date for the Annual Meeting (April 11, 2022), you may still attend the Annual Meeting if you have already voted by proxy.

If you are not a stockholder of record as of the close of business on the record date for the Annual Meeting (April 11, 2022), please refer to the voting instructions provided by your nominee to direct it how to vote your shares of our common stock.

Your vote is important. Regardless of whether you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure that your vote is counted.

### **How do I revoke my proxy?**

A stockholder giving a proxy has the power to revoke it at any time before it is voted by providing written notice to the Corporate Secretary of the Company, by delivering a later-dated proxy or by voting during the Annual Meeting.

### **What is the quorum requirement for the Annual Meeting?**

A majority in voting power of the outstanding shares of our Class A and B common stock (as a single class) as of the record date must be present in person, by remote communication or by proxy at the Annual Meeting in order to hold the Annual Meeting and conduct business. This presence is called a quorum.

### **How are votes counted?**

An automated system administered by Broadridge Financial Solutions, Inc. (“Broadridge”) will tabulate stockholder votes submitted by proxy instructions submitted by beneficial owners over the Internet, by telephone or by proxy cards mailed to Broadridge. Broadridge will also tabulate stockholder votes submitted by proxies submitted by stockholders of record. Also, as the inspector of elections for the Annual Meeting, Broadridge will tabulate votes cast at the 2022 Annual Meeting.

### **How are abstentions and broker non-votes treated?**

Abstentions (shares of our common stock present at the Annual Meeting that voted “abstain”) are counted for purposes of determining whether a quorum is present at the Annual Meeting and have no effect on the election of directors (Proposal 1). Abstentions will be counted toward the tabulation of the shares of our common stock entitled to vote at the Annual Meeting and will have the same effect as a negative vote on the ratification of the appointment of auditors (Proposal 2) and the advisory vote on 2021 executive compensation (Proposal 3).

## TABLE OF CONTENTS

Broker non-votes occur when shares of our common stock held by a broker, bank or other nominee for a beneficial owner are not voted either because (i) the broker, bank or other nominee did not receive voting instructions from the beneficial owner or (ii) the broker, bank or other nominee lacked discretionary authority to vote such shares. Broker non-votes are counted for purposes of determining whether a quorum is present and have no effect on the matters voted upon. Note that if you are a beneficial holder and do not provide specific voting instructions to your broker, bank or other nominee, the broker, bank or other nominee that holds your shares of our common stock will not be authorized to vote on the election of directors (Proposal 1) or on the advisory vote on 2021 executive compensation (Proposal 3). Ratification of the appointment of auditors (Proposal 2) is considered to be a routine matter and, accordingly, if you do not instruct your broker, bank or other nominee on how to vote the shares of our common stock in your account for Proposal 2, such broker, bank or other nominee will be permitted to exercise its discretionary authority to vote on the ratification of the appointment of auditors. Accordingly, we encourage you to provide voting instructions to your broker, bank or other nominee, regardless of whether you plan to attend the Annual Meeting.

### **What if I return a proxy card, but do not make specific choices?**

All proxies will be voted in accordance with the instructions specified on the proxy card. If you sign a physical proxy card and return it without instructions as to how your shares of our common stock should be voted on a particular proposal at the Annual Meeting, your shares of our common stock will be voted in accordance with the recommendations of the Board of Directors stated above.

If you do not vote and you hold your shares of our common stock in street name, and your broker, bank or other nominee does not have discretionary power to vote your shares of our common stock, your shares may constitute “broker non-votes” (as described above). Shares that constitute broker non-votes will be counted for the purpose of establishing a quorum for the Annual Meeting. Voting results will be tabulated and certified by the inspector of elections appointed for the Annual Meeting.

### **Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?**

Pursuant to rules adopted by the SEC, the Company uses the Internet as the primary means of furnishing proxy materials to stockholders of record as of the record date for the Annual Meeting (April 11, 2022). Accordingly, on or about April 28, 2022, the Company will mail a Notice of Internet Availability to the Company’s stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice of Internet Availability or request a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice of Internet Availability and [www.proxyvote.com](http://www.proxyvote.com). The Notice of Internet Availability also contains instructions on how to receive, free of charge, paper copies of the proxy materials. If you received the Notice of Internet Availability, then you will not receive paper copies of the proxy materials unless you request them. The Company encourages stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce cost to the Company associated with the physical printing and mailing of proxy materials.

## TABLE OF CONTENTS

### **How can I get electronic access to the proxy materials?**

The Notice of Internet Availability will provide you with instructions regarding how to use the Internet to:

- View the Company's proxy materials for the Annual Meeting;  
and
- Instruct the Company to send future proxy materials to you by email.

The Company's proxy materials are also available at <https://www.investors.dreamfindershomes.com>. This website address is included for reference only. The information contained on the Company's website is not incorporated by reference into this Proxy Statement.

Choosing to receive future proxy materials by email will save the Company the cost of printing and mailing documents to you. If you choose to receive future proxy materials by email, you will receive an email message next year with instructions containing a link to those materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

### **Who is paying for this proxy solicitation?**

The Company is paying the costs of the solicitation of proxies. Proxies may be solicited on behalf of the Company by our directors, officers, employees or agents in person or by telephone or other electronic means. We will also reimburse brokerage firms and other custodians, nominees and fiduciaries, upon request, for their reasonable expenses incurred in sending proxies and proxy materials to beneficial owners of our common stock. We have not retained an outside proxy solicitation firm to assist us with the solicitation of proxies.

[TABLE OF CONTENTS](#)

**PROPOSAL 1-ELECTION OF DIRECTORS**

Our Amended and Restated Certificate of Incorporation (our “Certificate of Incorporation”) provides that the number of directors on the Board will be no less than three, as established from time to time by resolution of the Board. The Board currently has set the size of the Board at five members. Each person listed below has been nominated to be re-elected to hold office as a director for a one-year term ending at the Company’s 2023 Annual Meeting of Stockholders (the “2023 Annual Meeting”) and until his or her successor is duly elected or appointed and qualified or, if earlier, such nominee’s earlier death, resignation or removal.

Each nominee listed below currently serves on the Board, has consented to being named as a nominee for election and has indicated an intention to continue to serve on the Board if re-elected. The Board does not anticipate that any nominee will be unable to serve as a director, but, in the event that any such nominee is unable to serve as a director or should otherwise become unavailable, the Board may either elect to reduce the size of the Board or propose an alternate nominee, in which case the proxies will be voted for the alternate nominee unless directed to withhold from voting.

There are no familial relationships among our directors and executive officers.

**Director Nominees**

The Board of Directors believes that it is necessary for its members to possess qualities, attributes and skills that contribute to a diverse range of views and perspectives among the directors and enhance the overall effectiveness of the Board. As prescribed in its committee charter and described further under “Corporate Governance and Director Independence—Selection and Evaluation of Director Candidates,” our Nominating and Governance Committee (the “Nominating and Governance Committee”) considers all factors it deems relevant when evaluating prospective candidates or current board members for nomination to the Board of Directors. The Board is comprised of highly qualified individuals with unique and special skills that assist in effective management of the Company for the benefit of our stockholders.

Each of our directors possesses certain experience, qualifications, attributes and skills, as further described below, that led to our conclusion that he or she should serve as a member of the Board. In addition to the foregoing biographical information with respect to each of our directors, the following tables evidences additional diversity, experience and qualifications of our individual directors.

**Board Diversity Matrix (as of April 11, 2022)**

Total Number of Directors	5			
	Female	Male	Non-Binary	Did Not Disclose Gender
<b>Part I: Gender Identity</b>				
Directors	1	4	—	—
<b>Part II: Demographic Background</b>				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	1	—	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	—	4	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ	—	—	—	—
Did Not Disclose Demographic Background	—	—	—	—

[TABLE OF CONTENTS](#)

**Directors’ Experience and Skills**

	Age	Management Experience	Accounting	Financing/Capital Markets	IT/Cybersecurity	Risk Management	Human Resources	Corporate Governance	Legal/Regulatory	Public Company Director	Marketing	Retail & Wholesale Sales	Construction/Supply Chain	Real Estate Transactions
<b>Patrick O. Zalupski*</b>	41	•			•					•	•	•	•	
<b>W. Radford Lovett II*</b>	61	•		•	•		•		•					•
<b>Megha H. Parekh</b>	36	•		•	•	•	•	•						•
<b>Justin W. Udelhofen</b>	42	•	•	•		•		•						•
<b>William H. Walton, III</b>	69	•		•		•	•		•					•

\* Non-independent director

**Directors’ Biographies**

**Patrick O. Zalupski**

**President, Chief Executive Officer, Director**

Mr. Zalupski, age 41, is our President and Chief Executive Officer and has served as Chairman of the Board of Directors since January 2021. He has served as the Chief Executive Officer of our primary operating subsidiary, Dream Finders Homes LLC, a Florida limited liability company (“DFH LLC”), since forming the company in December 2008, and as the Chief Executive Officer and a member of the board of managers of DFH LLC since its formation in 2014. He is responsible for our overall operations and management and is heavily involved in the origination, underwriting and structuring of all investment activities. Under Mr. Zalupski’s leadership, we have grown from closing 27 homes in Jacksonville, Florida during our inaugural year in 2009 to establishing operations in markets across the state of Texas and the Southeast, Mid-Atlantic and Mountain Regions of the United States and closing over 15,300 homes since our inception through the end of 2021. Prior to founding DFH LLC, Mr. Zalupski was a Financial Auditor for FedEx Corporation’s Internal Audit Department in Memphis, Tennessee and worked in the real estate sales and construction industry as Managing Partner of Bay Street Condominiums, LLC from 2006 to 2008. He has served on the investment committee of DF Capital Management, LLC, a Florida limited liability company (“DF Capital”), an investment manager focused on investments in land banks and land development joint ventures to deliver finished lots to us and other homebuilders for the construction of new homes, since April 2018 and on the board of directors for our mortgage banking joint venture, Jet Home Loans, LLC, a Florida limited liability company, since December 2017. Mr. Zalupski holds an inactive Florida Real Estate License.

Mr. Zalupski brings extensive leadership, along with industry and operational experience to the Board of Directors. Through his experience, his knowledge of our operations and our markets and his professional relationships within the homebuilding industry, Mr. Zalupski is highly qualified to identify important matters for review and deliberation by the Board of Directors and is instrumental in determining our corporate strategy. In addition, by serving as both the Chairman of the Board and our Chief Executive Officer, Mr. Zalupski serves as an invaluable bridge between our management and the Board of Directors and ensures that both parties act with a common purpose.

Mr. Zalupski’s financial acumen, extensive industry experience and demonstrated leadership capabilities throughout our growth as a company make him highly qualified to continue to serve as our Chairman of the Board.

**W. Radford Lovett II**

**Director**

Mr. Lovett, age 61, has served as a member of the Board of Directors since January 2021. He has also served on the board of managers of DFH LLC from December 2014 to January 2021. Mr. Lovett was the founder, Chairman and Chief Executive Officer of two highly successful growth companies: TowerCom, Ltd, an owner and developer

## TABLE OF CONTENTS

of broadcast communication towers that he founded in 1994, and TowerCom Development, LP, a developer of wireless communications infrastructure that he founded in 1997. TowerCom, Ltd and TowerCom Development, LP have each generated over 90% compounded annual rates of return for their investors. In 2007, he founded TowerCom, LLC and has since served as its Chairman and Chief Executive Officer. Mr. Lovett also co-founded Lovett Miller & Co. in 1997, a venture capital firm that focuses in technology-enhanced services and healthcare companies. Prior to co-founding Lovett Miller & Co., he served as the President of Southcoast Capital Corporation, a family holding company that invests in private equities, public equities and real estate. Prior to serving as President of Southcoast Capital Corporation, Mr. Lovett worked for the Lincoln Property Company and in the Corporate Finance Department of Merrill Lynch. Mr. Lovett has made venture capital investments in the following companies: RxStrategies, Inc., EverBank Financial Corporation, Healthcare Solutions, Inc. (formerly Cypress Care, Inc.), Care Anywhere, Inc., K&G Men's Centers, Inc., Sigma International Medical Apparatus, Go Software, Inc., Main Bank Corporation, PowerTel, Inc. and Southcoast Boca Associates. He currently serves on the board of directors of the following companies: DocuFree Corporation and TowerCom, LLC. Mr. Lovett also currently serves on the board of directors for Florida Prepaid College Board. Mr. Lovett previously served on the board of trustees and was co-chairman of the Capital Campaign for the University of North Florida. Mr. Lovett also previously served on the board of directors of EverBank Financial Corporation (formerly a publicly traded company) and was the chairman of the Youth Crisis Center and the Jacksonville Jaguars Honor Rows Program.

Mr. Lovett's extensive experience serving on boards of directors and 20 years of executive leadership experience and management experience make him qualified to serve on the Board of Directors. Mr. Lovett is the chair of our Compensation Committee and a member of our Nominating and Governance Committee.

### **Megha H. Parekh**

**Director**

Ms. Parekh, age 36, has served as a member of the Board of Directors since January 2021. In 2013, Ms. Parekh joined the Jacksonville Jaguars, a professional football franchise based in Jacksonville, Florida, as Vice President and General Counsel and, in 2016, was promoted to her current position as Senior Vice President and Chief Legal Officer. Ms. Parekh manages the legal, technology, security, capital improvements and people development teams at the Jacksonville Jaguars. Since joining the Jacksonville Jaguars, Ms. Parekh has also worked on a number of other acquisitions and business ventures for Shad Khan, the Jacksonville Jaguars' owner, including serving as Chief Legal Officer for Iguana Investments Florida, LLC and Chief Legal Officer for All Elite Wrestling, LLC. Prior to joining the Jacksonville Jaguars, Ms. Parekh worked in the New York office of the international law firm Proskauer Rose LLP, where she practiced corporate law and worked on public and private acquisitions and financings and securities offerings. Ms. Parekh currently serves on the board of directors of the Jacksonville Jaguars Foundation, Inc. and the Florida Sports Foundation, Inc. and on the board of managers of the Black News Channel, an American broadcast television news channel based in Tallahassee, Florida targeting the African American demographic.

Ms. Parekh's 12 years of experience in acquisitions and business ventures and her legal expertise make her qualified to serve on the Board of Directors. Ms. Parekh is the chair of our Nominating and Governance Committee and a member of our Audit Committee and our Compensation Committee.

### **Justin W. Udelhofen**

**Director**

Mr. Udelhofen, age 42, has served as a member of the Board of Directors since January 2021. He also served on the board of managers of DFH LLC from December 2014 to January 2021. Mr. Udelhofen has been a private investor since July 2020. He previously founded Durant Partners LLC in October 2016, an investment fund that focuses on small-to-mid-capitalization equities, and served as Principal until June 2020. Prior to founding Durant Partners LLC, Mr. Udelhofen worked from 2006 to April 2016 at Water Street Capital, a multi-billion-dollar private investment firm in Jacksonville, Florida. Prior to joining Water Street Capital, Mr. Udelhofen researched businesses at growth-oriented mutual fund, Fred Alger Management. Prior to his services at Fred Alger Management, Mr. Udelhofen worked at Needham & Company, where he provided strategic insights to publicly traded companies, several initial public offerings and secondary offerings. He previously served on the board of managers of Durant Partners LLC.

Mr. Udelhofen's extensive leadership experience, his investment expertise, his background of providing strategic insights to publicly traded companies and his involvement with initial public offerings and secondary

## TABLE OF CONTENTS

offerings make him qualified to serve on the Board of Directors. Mr. Udelhofen is the chair of our Audit Committee and a member of our Nominating and Governance Committee. The Board of Directors has determined that Mr. Udelhofen qualifies as an “audit committee financial expert,” as such term is defined in Item 407(d) of Regulation S-K.

### **William H. Walton, III**

**Director**

Mr. Walton, age 69, has served as a member of the Board of Directors since January 2021. In 2003, he co-founded, and has since served as a managing member of Rockpoint Group, LLC. (“Rockpoint”), a global real estate private equity firm that sponsors real estate investment funds capitalized by domestic and foreign institutional investors. Mr. Walton is responsible for the overall operations and management of Rockpoint, as well as overseeing the origination, structuring and asset management of all of Rockpoint’s investment activities. The Rockpoint founding managing members have invested more than \$60 billion of real estate since 1994. In 1994, Mr. Walton also co-founded Westbrook Real Estate Partners, L.L.C. (“Westbrook”), a similar real estate investment management firm. Prior to co-founding Rockpoint and Westbrook, Mr. Walton served as a managing director in the real estate group of Morgan Stanley & Company, Inc., which he joined in 1979. Mr. Walton is involved with several real estate industry organizations and serves on the board of directors of Boston Properties, Inc. (NYSE: BXP), Crow Holdings and FRP Holdings, Inc. (NASDAQ: FRPH). He also serves or has served as a member of or trustee on the board of directors for several non-profit organizations, with a particular interest in educational and policy entities.

Mr. Walton’s 40 years of investment and real estate industry experience make him qualified to serve on the Board of Directors. Mr. Walton is a member of our Audit Committee, Compensation Committee and Nominating and Governance Committee.

### **Required Vote**

The proposal regarding the election of directors requires the approval of a plurality of the shares of our common stock entitled to vote at the Annual Meeting that are present in person, by remote communication or by proxy at the Annual Meeting that are voted on this proposal. This means that the five nominees receiving the highest number of affirmative FOR votes will be elected as directors of the Company. Broker non-votes will have no effect on the outcome of the vote on this proposal. If you own shares of our common stock through a broker, bank or other nominee, you must instruct your broker, bank or other nominee how to vote in order for such broker, bank or other nominee to vote your shares so that your vote can be counted on this proposal.

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE  
FOR EACH OF THE NOMINATED DIRECTORS.**

[TABLE OF CONTENTS](#)

**PROPOSAL 2-RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

PwC was the Company's independent registered public accounting firm for the year ended December 31, 2021. At the Annual Meeting, our stockholders will be asked to ratify the appointment of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022, or until such firm's earlier resignation or removal. While stockholder ratification of the appointment of the Company's independent registered public accounting firm is not required, we value the opinions of our stockholders and believe that stockholder ratification of our appointment is a good corporate governance practice. Even if the appointment of PwC is ratified, our Audit Committee retains the discretion to select and appoint a different independent registered public accounting firm at any time if it determines that such a change would be in the best interest of the Company.

We have been advised that a representative of PwC will be present at the Annual Meeting to answer appropriate questions and to have an opportunity to make a statement, if desired.

**Fees Paid to PwC**

The following table shows the fees paid or accrued by the Company for the audit and other services provided by PwC for the years ended December 31, 2021 and 2020.

	<u>2021</u>	<u>2020</u>
<b>Audit Fees<sup>(1)</sup></b>	\$1,395,000	\$1,970,093
<b>Audit-Related Fees</b> – aggregate fees for audit-related services	—	—
<b>Tax Fees<sup>(2)</sup></b>	225,000	199,050
<b>All Other Fees</b> – aggregate fees for all other services	—	—
<b>Total</b>	<u>\$1,620,000</u>	<u>\$2,169,143</u>

(1) Audit Fees include the annual audit, services related to the review of quarterly financial information, and the issuance of consents and comfort letters to underwriters in connection with our IPO and filings with the SEC.

(2) Tax Fees generally consist of fees for tax compliance and return preparation, and tax planning and advice.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services**

It is our Audit Committee's policy to pre-approve all audit, audit-related and permissible non-audit services rendered to us by our independent registered public accounting firm. The fees set forth in the tables above were pre-approved by our Audit Committee.

**Report of the Audit Committee**

Our Audit Committee meets the definition of an audit committee as set forth in the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and operates under a written charter adopted by the Board. Each member of our Audit Committee is independent and financially literate in the judgment of the Board and as required by the Sarbanes-Oxley Act of 2002, as amended, and applicable SEC and Nasdaq Global Select Market ("NASDAQ") rules. The Board has also determined that Mr. Udelhofen qualifies as an "audit committee financial expert," as defined under SEC regulations.

Management is responsible for our internal controls and the financial reporting process. Our Audit Committee is responsible for the appointment, compensation and oversight of the Company's independent registered public accounting firm. PwC, the Company's independent registered public accounting firm, is responsible for performing an independent audit of the Company's consolidated financial statements and internal controls in accordance with standards of the Public Company Accounting Oversight Board (the "PCAOB") and for issuing reports thereon.

Our Audit Committee has reviewed and discussed with management the Company's audited consolidated financial statements for the year ended December 31, 2021. Further, our Audit Committee has discussed with PwC the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, including the Company's audited consolidated financial statements for the year ended December 31, 2021, the Company's independent registered public accounting firm's responsibility under generally accepted auditing standards, significant accounting policies, management's judgments and accounting estimates, any audit adjustments, related party transactions and other unusual transactions, other information in documents containing audited financial statements and other matters.

TABLE OF CONTENTS

Finally, our Audit Committee has received and reviewed the written disclosures and the letter from PwC in accordance with the applicable requirements of the PCAOB regarding PwC's communications with our Audit Committee concerning independence and has discussed the topic of independence with PwC.

Based on its review and discussion described above, our Audit Committee has recommended to the Board that the audited consolidated financial statements for the year ended December 31, 2021 be included in the 2021 Annual Report for filing with the SEC.

Justin W. Udelhofen (Chair)

Megha H. Parekh

William H. Walton, III

*The foregoing report is not soliciting material, is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*

**Required Vote**

Ratification of the appointment of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022 requires the affirmative vote of a majority of the shares of our common stock entitled to vote at the Annual Meeting that are present in person, by remote communication or by proxy at the Annual Meeting. Abstentions will be counted toward the tabulation of the shares of our common stock entitled to vote at the Annual Meeting on the ratification of the appointment of PwC and will have the same effect as a negative vote.

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE  
FOR THIS PROPOSAL.**

[TABLE OF CONTENTS](#)

**PROPOSAL 3-NON-BINDING, ADVISORY VOTE ON  
EXECUTIVE COMPENSATION**

We are asking our stockholders to cast a non-binding advisory vote on the Company's 2021 executive compensation as reported in this proxy statement.

We urge stockholders to read the "Compensation Discussion and Analysis" and "Executive Compensation" sections, the Summary Compensation Table and other related compensation tables and narrative in this proxy statement, which provide detailed information on the compensation of our named executive officers (NEOs).

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended, and as a matter of good corporate governance, we are asking stockholders to approve the following advisory resolution:

RESOLVED, that the stockholders of Dream Finders Homes, Inc. (the "Company") approve, on an advisory basis, the 2021 compensation of the Company's named executive officers disclosed in the Proxy Statement for the Company's 2022 Annual Meeting of Stockholders.

**Required Vote**

Approval of the non-binding advisory resolution on executive compensation for 2021 requires the affirmative vote of a majority of the shares of our common stock entitled to vote at the Annual Meeting that are present in person, by remote communication or by proxy at the Annual Meeting. Abstentions will be counted toward the tabulation of the shares of our common stock entitled to vote at the Annual Meeting on the 2021 executive compensation approval and will have the same effect as a negative vote. Because this vote is advisory only, it will not be binding on the Compensation Committee. Although this advisory vote is non-binding, our Compensation Committee will review the voting results and take them into account when considering future executive compensation arrangements. Broker non-votes will have no effect on the outcome of the vote on this proposal. If you own shares of our common stock through a broker, bank or other nominee, you must instruct your broker, bank or other nominee how to vote in order for such broker, bank or other nominee to vote your shares so that your vote can be counted on this proposal.

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE  
FOR THIS PROPOSAL.**

## CORPORATE GOVERNANCE AND DIRECTOR INDEPENDENCE

### Corporate Governance Guidelines

The Board has adopted the Dream Finders Homes, Inc.'s Corporate Governance Guidelines (the "Corporate Governance Guidelines"), which describe the Board's view on a number of governance topics. The Corporate Governance Guidelines, along with the charters of the Board committees and the Company's Code of Business Conduct and Ethics (the "Code of Business Conduct and Ethics"), provide the framework for the corporate governance of the Company. The significant corporate governance initiatives adopted by the Board are discussed below. Our Corporate Governance Guidelines can be found under the "Investor Relations—Governance" link on our website at [www.dreamfindershomes.com](http://www.dreamfindershomes.com).

### Composition of the Board

Our Certificate of Incorporation provides that the number of directors on the Board will be no less than three, as established from time to time by resolution of the Board. The Board currently has set the size of the Board at five members. Each director is elected to serve a one-year term and will hold office until his or her successor is duly elected or appointed and qualified or, if earlier, such nominee's death, resignation or removal. In the event of a vacancy on the Board, such vacancy will be filled solely by the affirmative vote of a majority of our remaining directors then in office, and not by our stockholders. Each of our directors is elected annually.

Our Nominating and Governance Committee is responsible for conducting an annual review of the composition of the Board, including a review of the size and structure of the Board or any committee thereof, performing an annual performance evaluation of the effectiveness of the Board and its committees and identifying any opportunities for improvement with respect to the Board's performance. The findings of such annual review and evaluation are presented to and discussed with the full Board.

### Selection and Evaluation of Director Candidates

Our Nominating and Governance Committee is responsible for identifying and recommending individuals who are qualified to become members of the Board and for filling vacancies that may arise on the Board. To facilitate the search process, our Nominating and Governance Committee may obtain the advice of, or retain the services of, outside legal counsel and such other advisors, including director search firms, as it deems necessary to help identify qualified candidates. Our Nominating and Governance Committee may also consider director candidates recommended by our stockholders. Our Nominating and Governance Committee seeks to identify a diverse slate of potential candidates, consisting of diverse skills, expertise, backgrounds and experiences, among other factors. Our Nominating and Governance Committee is also responsible for developing and recommending to the Board the standards to be applied when evaluating potential candidates' independence from the Company and potential conflicts of interest, which is used by the Board when determining whether a candidate is suitable for election as director.

Our Nominating and Governance Committee annually reviews and evaluates with the Board the appropriate skills and experience required for the Board, as a whole, and its individual members. In such evaluation and resulting recommendation of director candidates, our Nominating and Governance Committee will consider such factors and criteria as it deems appropriate, including such director candidate's judgment, skill, integrity, diversity and business or other experience.

We believe that diverse skills, expertise, backgrounds and experiences are important components of director qualifications and characteristics. These qualifications and characteristics are discussed further below.

### *Key Director Qualifications and Experiences*

- Experience in corporate management, such as serving as an officer, former officer or other leadership role for a publicly held company or large private company;
- Experience as a board member of another publicly held company or large private company;
- Real estate industry professional and academic expertise, including homebuilding, land development, sales, marketing and operations;
- Experience in accounting, finance, capital markets transactions and/or technology;

## TABLE OF CONTENTS

- Legal, regulatory and/or risk management expertise; and
- Information technology and cybersecurity exposure or expertise.

### ***Key Director Characteristics***

- High personal and professional ethical standards, integrity and values;
- Strong leadership skills and solid business judgment;
- Commitment to representing the long-term interests of our stockholders;
- The time required for preparation, participation and attendance at Board meetings and committee meetings, as applicable; and
- Lack of potential conflicts of interest with other personal and professional pursuits.

We consider director candidates recommended by our stockholders in the same manner as those recommendations made by directors, executive officers, outside advisors or search firms. Pursuant to Article II, Section 2(b) of our Bylaws, any stockholder desiring to recommend a director candidate to our Nominating and Governance Committee for consideration should deliver written notice and the other required information to the Corporate Secretary of the Company. Any such notice should be delivered by the date required by such section of our Bylaws in order to permit our Nominating and Governance Committee to complete its review in a timely fashion.

### **Director Tenure and Retirement Policy**

We have not established term limits for directors serving on the Board because we place a high value on having directors who are knowledgeable about the Company and its operations. Additionally, we have not established a mandatory retirement age for directors serving on the Board. In connection with the director nomination recommendations, however, our Nominating and Governance Committee and the Board will review each director candidate's position on the Board upon reaching the age of 75 and each year thereafter.

The Board has also enacted a policy whereunder each director (including a management director) of the Company must promptly offer to tender his or her resignation to the Board in the event of (i) a significant change in such director's affiliation or position of principal employment or (ii) a disabling health condition if, in each case, such change adversely affects his or her ability to perform the essential functions and responsibilities as a director. Our Nominating and Governance Committee is responsible for reviewing how such change will impact the director's qualification to continue to serve on the Board and making a recommendation to the Board on whether to accept or reject such resignation.

### **Election of Directors**

In accordance with our Bylaws, the election of directors requires the approval of a plurality of the shares of our common stock entitled to vote at the Annual Meeting that are present in person, by remote communication or by proxy at the Annual Meeting that are voted on the election of directors. This means that the five nominees receiving the highest number of affirmative **FOR** votes at the Annual Meeting will be elected as directors. The Board believes that the plurality voting standard continues to be in the best interests of the Company and our stockholders; however, the Board will periodically re-evaluate the merits of a change to such voting standard.

### **Director Independence**

In accordance with the NASDAQ listing requirements, the Board is composed of a majority of independent directors. The Board has determined that, with the exception of Messrs. Lovett and Zalupski, all members of the Board are independent. In making such determination, the Board affirmed that each of the independent directors meets the objective requirements for independence set forth by the NASDAQ listing requirements. The independent directors are Messrs. Udelhofen and Walton and Ms. Parekh. Mr. Zalupski is not independent because he serves as our President and Chief Executive Officer. Mr. Lovett is not independent because he is the managing partner of several joint ventures that the Company formed with DFH Investors, LLC ("DFH Investors").

The independence standards included in the NASDAQ listing requirements specify the criteria by which the independence of our directors is determined, including strict guidelines for directors and their immediate family members with respect to past employment or affiliation with the Company, its management or its independent registered public accounting firm.

## TABLE OF CONTENTS

In evaluating and determining the independence of our directors, the Board considered that the Company may have certain relationships with its directors. Specifically, the Board considered, among other things, the transactions described under “Certain Relationships and Related Party Transactions”.

### **CODE OF BUSINESS CONDUCT AND ETHICS**

All of our employees, officers and directors, including those responsible for financial reporting, operate under a written Code of Business Conduct and Ethics. All employees are required, upon their initial employment with the Company and annually thereafter, to affirm in writing their receipt and review of the Code of Business Conduct and Ethics and their compliance with its provisions. Additionally, the Corporate Governance Guidelines prohibit directors and executive officers from entering into any form of hedging or other monetization transaction involving shares of our common stock.

The Code of Business Conduct and Ethics was adopted in January 2021 and can be accessed under the “Investor Relations—Governance” link on our website at [www.dreamfindershomes.com](http://www.dreamfindershomes.com). We intend to satisfy any disclosure requirements pursuant to Item 5.05 of Form 8-K and the NASDAQ rules regarding any amendment to, or waiver from, certain provisions of the Code of Business Conduct and Ethics by posting such information on our website.

### **Stockholder Engagement**

Our executive management team expects to actively engage in communications throughout the year with stockholders of all ownership levels. Generally, these communications involve participating in investor presentations and question and answer sessions, meeting with investors and stockholders one-on-one and in small groups and responding to investor and stockholder letters, emails and telephone calls. Management’s discussions with stockholders and the investment community address numerous aspects of our business and matters of importance or concern to our stockholders. Observations, questions or comments from our stockholders are generally shared with the Board so that the Board can then consider these matters as part of its oversight responsibilities.

### **Complaint Procedures for Accounting, Internal Control, Auditing and Financial Matters**

In accordance with SEC rules, our Audit Committee oversees the Company’s established procedures for the confidential, anonymous submission of complaints to the Company regarding (i) questionable accounting or auditing matters and internal controls and (ii) compliance with the Code of Business Conduct and Ethics. Our Audit Committee, in consultation with management and the Board, investigates such complaints and, if necessary, enforces the provisions of the Code of Business Conduct and Ethics. Anonymous complaints may be submitted by calling EthicsPoint at 1-844-964-1669 or by visiting <http://dreamfindershomes.ethicspoint.com>.

## **BOARD LEADERSHIP STRUCTURE AND BOARD’S ROLE IN RISK OVERSIGHT**

### **Board Leadership Structure**

The Board exercises discretion in combining or separating the roles of Chief Executive Officer and Chairman of the Board as it deems appropriate in light of prevailing circumstances. The Board believes that the combination or separation of these positions should continue to be considered as part of our succession planning process. The two roles are currently combined, with Mr. Zalupski serving as our Chief Executive Officer and Chairman of the Board. Mr. Zalupski’s financial acumen, extensive industry experience and demonstrated leadership capabilities throughout our growth as a company make him highly qualified to continue to serve as our Chief Executive Officer and the Chairman of the Board.

### **Role in Risk Oversight**

The Board is responsible for high-level oversight of our risk management process, but our executive management team is responsible for providing day-to-day risk management. The Board oversees management’s implementation of risk mitigation strategies to ensure that such strategies focus on both general risk management and management of the Company’s most significant risks. The Board also contributes to the mitigation of risk via its general oversight responsibilities and the requirement for the Board’s approval of corporate matters and significant transactions. Additionally, each committee of the Board is particularly responsible, as indicated in its respective charter, for risk management in its area of responsibility and such other areas of responsibility as may be delegated to it by the Board from time to time.

## TABLE OF CONTENTS

The risk management process established and overseen by the Company's executive management team includes centralized corporate review of the market, real estate, financial, cybersecurity, supply chain and other risks associated with transactions and approval of funds disbursed.

### *Homebuilding Operations*

**Land and Lots.** Our Land Acquisition Committee, consisting of Patrick O. Zalupski, our Chief Executive Officer and Chairman of the Board; J. Douglas Moran, our Chief Operations Officer; L. Anabel Fernandez, our Chief Financial Officer; Batey McGraw, our National Head of Land; Michelle Murree, our Director of Finance; Robert E. Riva, our General Counsel and Corporate Secretary; and John Blanton, our Chief Accounting Officer; is responsible for the review, approval and eventual allocation of capital for the acquisition and development of land and lots to support our homebuilding operations. All new market expansion opportunities, however, are first discussed with the Board, which we believe adequately manages our risks related to our land and lot acquisitions.

**Homebuilding.** Our philosophy is to build homes efficiently, leveraging our industry-leading systems and processes and offering a set number of floor plans in each community with standardized features. Our experienced local management team serves as the general contractor for the homes we build, with centralized corporate oversight for purchasing, budget variances, scheduling and overall community performance. On a quarterly basis, the Board is informed of the quarterly home closings by division. At each quarterly meeting, management reviews with Board members the operating results and home closings by division and market, as well as new potential markets and significant operational issues. We believe this analysis provides the Board with the appropriate information to provide sufficient oversight of our operating risks.

### *Financing and Liquidity*

The Board oversees risk related to financing and liquidity by routinely monitoring the Company's financing and liquidity to ensure that the Company has the necessary financial resources to fund its homebuilding operations, land and lot acquisition strategy, projected growth and any other financing and operating expenses that may arise. Management provides Board members at each quarterly meeting an overview of the Company's financial and liquidity position, including projected short- and long-term liquidity needs, availability under the Company's revolving credit facility and other capital sources. We believe these procedures provide adequate risk oversight of financing and liquidity matters affecting the Company.

### *Financial Reporting, Internal Control and Regulatory Compliance*

**Audit Committee Risk Oversight.** Our Audit Committee reviews and oversees risk related to financial reporting, internal control over financial reporting and related regulatory compliance matters. Our Audit Committee meets with our independent registered public accounting firm on a quarterly basis to discuss its review of our interim financial information and, after our fiscal year-end, to discuss its audit of our annual consolidated financial statements, including our procedures on internal control over financial reporting. Our Audit Committee also periodically meets in executive session (without the presence of management) with our independent registered public accounting firm to discuss any matters related to the audit of our annual consolidated financial statements and our internal control over financial reporting.

**Compensation Risk Oversight.** Our Compensation Committee reviews and oversees risk related to compensation of the Company's employees, including NEOs and other key officers. We believe that our short- and long-term compensation structure properly incentivizes desired performance and discourages undesirable risk-taking.

### *Succession Planning*

The Board is responsible for creating a succession plan for the Chief Executive Officer and other NEOs in the event of an emergency, retirement or otherwise. Our Nominating and Governance Committee has been delegated the responsibility of identifying, developing and evaluating potential executive position successors and periodically reports to the Board on such succession planning activities.

## BOARD AND COMMITTEE MEETINGS

### Board Meetings

The Board and its committees meet throughout the year and also hold special meetings and act by written consent from time to time. The Board of Directors, met six times in 2021, including telephonic meetings, and acted three times by unanimous written consent. The Corporate Governance Guidelines state that Board members are invited and generally expected to attend our annual meeting of stockholders and all of the directors attended the shareholder meeting in 2021 virtually.

Agendas and topics for Board and committee meetings are developed through discussions among management and members of the Board and its committees. Information and data that are important to the issues to be considered are distributed in advance of each meeting. Board meetings and background materials focus on key strategic, operational, financial, governance, risk and compliance matters applicable to us.

### Controlled Company Status

Mr. Zalupski, our President, Chief Executive Officer and Chairman of the Board, holds more than a majority of the voting power of our common stock eligible to vote in the election of our directors. As a result, we are a “controlled company” within the meaning of the NASDAQ corporate governance standards. Under these corporate governance standards, a company of which more than 50% of the voting power is held by an individual, group or another company is a “controlled company” and may elect not to comply with certain NASDAQ corporate governance standards, including the requirements that (1) a majority of such company’s board of directors consist of independent directors, (2) such company’s board of directors have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities, (3) such company’s board of directors have a nominating and governance committee that is composed entirely of independent directors with a written charter addressing the committee’s purpose and responsibilities and (4) such company conduct an annual performance evaluation of the nominating and governance and compensation committees. We have elected to utilize certain of these exemptions. As a result, no committees of the Board, other than our Audit Committee, is composed entirely of independent directors. In addition, we have not conducted an annual performance evaluation of the nominating and governance and compensation committees during 2021. In the event that we cease to be a “controlled company” and shares of our common stock continue to be listed on NASDAQ, we will be required to comply with these provisions within the applicable transition periods.

### Board Committees

The Board has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. The Board may also establish special committees as necessary to address specific issues. Each of these committees reports to the Board as it deems appropriate and as the Board may request. The Board has adopted written charters for each of the committees, which are posted under the “Investor Relations —Governance—Documents & Charters” link on the Company’s website at [www.dreamfindershomes.com](http://www.dreamfindershomes.com). The information contained in, or that can be accessed through, our website is not incorporated by reference and is not a part of this Proxy Statement.

The Board does not currently have a lead director. However, because of its capable and experienced independent directors and its strong committee system (as described more fully below), we believe this leadership structure is appropriate for the Company and allows the Board to maintain effective oversight and management and, therefore, a lead director is not necessary at this time.

## TABLE OF CONTENTS

The table below sets forth the membership of the Board, its standing committees and the number of meetings held during 2021.

Director Name	Board of Directors	Audit Committee	Compensation Committee	Nominating and Governance Committee
Patrick O. Zalupski**	Chair	—	—	—
William H. Walton, III	X	X	X	X
W. Radford Lovett II**	X	—	Chair	X
Justin W. Udelhofen*	X	Chair	—	X
Megha H. Parekh	X	X	X	Chair
Number of 2021 meetings	6	4	5	1***

\* Financial Expert

\*\* Non-independent Director

\*\*\* Held in conjunction with a Board of Directors meeting

### ***Audit Committee***

Our Audit Committee consists of Mr. Udelhofen, who serves as chair of the committee, Ms. Parekh and Mr. Walton. The Board has determined that the members of our Audit Committee are independent for purposes of serving on such committee under the NASDAQ listing standards and applicable federal law, including Rule 10A-3 promulgated under the Exchange Act. In addition, the Board has determined that each current member of our Audit Committee is financially literate under the NASDAQ listing standards and that Mr. Udelhofen qualifies as an “audit committee financial expert,” as such term is defined in Item 407(d) of Regulation S-K.

Our Audit Committee operates pursuant to an Audit Committee Charter, which was approved and adopted by the Board and is posted under the “Investor Relations—Governance—Documents & Charters” link on the Company’s website at [www.dreamfindershomes.com](http://www.dreamfindershomes.com). The duties and responsibilities of our Audit Committee are set forth in its charter. Our Audit Committee is responsible for, among other matters:

- overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC and earnings press releases;
- appointing, compensating, retaining, evaluating, terminating and overseeing our independent registered public accounting firm;
- delineating relationships between our independent registered public accounting firm and us and requesting information from our independent registered public accounting firm and management to determine the presence or absence of a conflict of interest;
- reviewing with our independent registered public accounting firm the scope and results of their audit;
- approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm;
- reviewing and monitoring our accounting principles, accounting policies, financial and accounting controls and our compliance with legal and regulatory requirements;
- establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters;
- reviewing and discussing with management cybersecurity, risk assessment and risk management and monitoring controls related to such exposures; and
- reviewing and approving related-person transactions.

### ***Compensation Committee***

Our Compensation Committee consists of Mr. Lovett, who serves as chair of the committee, Ms. Parekh and Mr. Walton. Pursuant to our controlled company status, we have elected to utilize our exemption to the requirement that each of the members of our Compensation Committee be an independent director under the NASDAQ listing

## TABLE OF CONTENTS

standards, qualify as an “outside director” in accordance with Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and be a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act.

The Compensation Committee Charter has been posted under the “Investor Relations—Governance—Documents & Charters” link on the Company’s website at [www.dreamfindershomes.com](http://www.dreamfindershomes.com). The Compensation Committee Charter provides that our Compensation Committee is responsible for, among other matters:

- establishing the Company’s compensation programs and the compensation of the Company’s executive officers;
- monitoring incentive and equity-based compensation plans;
- reviewing and approving director compensation; and
- monitoring director and executive officer compliance with the stock ownership guidelines.

### *Nominating and Governance Committee*

Our Nominating and Governance Committee consists of Ms. Parekh, who serves as chair of the committee, and Messrs. Walton, Lovett and Udelhofen. Pursuant to our controlled company status, we have elected to utilize our exemption to the requirement that each of the members of our Nominating and Governance Committee be an independent director under the NASDAQ listing standards.

The Nominating and Governance Committee Charter has been posted under the “Investor Relations—Governance—Documents & Charters” link on the Company’s website at [www.dreamfindershomes.com](http://www.dreamfindershomes.com). The Nominating and Governance Committee’s primary purpose, as described in its charter, is to provide assistance to the Board in fulfilling its responsibility to our stockholders by:

- overseeing the evaluation of the Board and its committees;
- identifying and recommending to the Board individuals qualified, consistent with criteria approved by the Board, for directorships to be filled by the Board or by our stockholders;
- overseeing the size, composition and structure of the Board in order to discharge the Board’s duties and responsibilities properly and efficiently;
- developing and recommending to the Board a set of corporate governance guidelines and principles; and
- reviewing the disclosure regarding corporate governance and the operation of the committee included in our proxy statements and other filings required by the SEC, as applicable.

### **NON-EMPLOYEE DIRECTOR COMPENSATION**

For 2021, the DFH Board was comprised of Patrick O. Zalupski, William H. Walton, W. Radford Lovett II, Justin Udelhofen and Megha H. Parekh.

On January 29, 2021, (i) each of Messrs. Lovett and Walton and Ms. Parekh was granted a restricted stock award covering 3,846 shares of our Class A common stock, with a grant date fair value of approximately \$89,035, in consideration for their appointment and future service on the Board; and (ii) Mr. Udelhofen was granted a restricted stock award covering 11,538 shares of our Class A common stock, with a grant date fair value of approximately \$267,105, in consideration for his past service as a manager of our predecessor, DFH LLC, and his appointment as chair of the Audit Committee and future service on the Board. Each of these restricted stock awards was granted under the terms of the Dream Finders Homes, Inc. 2021 Equity Incentive Plan (our “2021 Equity Incentive Plan”) and will vest in three equal annual installments measured from January 21, 2021 (the date of our IPO), subject to such director’s continued service on the Board.

## TABLE OF CONTENTS

Our Compensation Committee is responsible for evaluating and approving compensation for our non-employee directors. For 2021, our Compensation Committee has approved the following compensation for our non-employee directors:

- an annual cash retainer of \$50,000; and
- an annual restricted stock award granted under our 2021 Equity Incentive Plan with an aggregate fair market value of approximately \$50,000 on the date of grant.

We also reimburse our directors for reasonable out-of-pocket expenses such as those incurred for travel in connection with attendance in-person at Board or committee meetings.

### **Director Compensation**

The following table provides information regarding compensation earned by our directors for services rendered during the year ended December 31, 2021. Mr. Zalupski, our President, Chief Executive Officer and Chairman of the Board, received no additional compensation for serving on the Board, and his 2021 compensation is disclosed under “Executive Compensation.”

<b>Name</b>	<b>Fees earned or paid in cash (\$)(1)</b>	<b>Stock awards (\$)(2)</b>	<b>Total (\$)</b>
William H. Walton, III	50,000	89,035	139,035
W. Radford Lovett II	50,000	89,035	139,035
Justin W. Udelhofen	50,000	267,105	317,105
Megha H. Parekh	50,000	89,035	139,035

(1) Represents annual retainers which directors received in cash.

(2) Based on grant date fair value of restricted stock awards granted during 2021 and calculated in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 10 to our consolidated financial statements for the fiscal year ended December 31, 2021, included herewith.

### **STOCK OWNERSHIP POLICY FOR NON-EMPLOYEE DIRECTORS**

In order to evidence the financial alignment of the Company’s directors with the interest of the Company’s stockholders, the Board has established a stock ownership policy for non-employee directors. Under these guidelines, each director is required to own shares of our common stock that have a fair market value (determined as of each annual meeting of the Company’s stockholders) equal to five times the annual cash retainer paid to the applicable independent director, and each director shall have five years from his or her initial appointment or election to the Board within which to satisfy the foregoing stock ownership policy.

### **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

None of our executive officers serves, or in the past has served, as a member of the board or compensation committee, or other committee serving an equivalent function, of any entity that has one or more executive officers who serve as members of the Board or our Compensation Committee. None of the members of our Compensation Committee is, or has ever been, an officer or employee of the Company. Information regarding certain related party transactions involving Mr. Lovett, our director and member of the Compensation Committee, is contained in our Certain Relationships and Related Party Transactions section below.

**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

**Review and Approval of Transactions with Related Persons**

The Board has adopted the Dream Finders Homes, Inc. Related Party Transaction Policy (the “Related Party Transaction Policy”) in writing, which provides that our executive officers, directors, holders of more than 5% of any class of our voting securities and any member of the immediate family of, and any entity affiliated with, any of the foregoing persons are not permitted to enter into a related-party transaction with us without the prior consent of our Audit Committee, or other independent members of the Board in the event it is inappropriate for our Audit Committee to review such transaction due to a conflict of interest. In addition, any member of our Audit Committee who is a related person with respect to a transaction under review is not permitted to participate in the deliberations or vote on approval or ratification of such transaction. Any request for us to enter into a transaction with an executive officer, director or holder of more than 5% of any class of our voting securities, or any of their immediate family members or affiliates, in which the amount involved exceeds \$120,000 must first be presented to our Audit Committee for review, consideration and approval. In approving or rejecting any such proposal, our Audit Committee considers the relevant facts and circumstances available and deemed relevant to our Audit Committee, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related party’s interest in the transaction.

Notwithstanding the foregoing, as further discussed below, the Related Party Transaction Policy provides that we may enter into land acquisition and/or financing transactions with DF Capital, any funds managed by DF Capital and any other joint venture that meets the preapproved transaction criteria established from time to time by our Audit Committee and that such transaction shall be deemed to have been approved by our Audit Committee. If any proposed transaction involving the Company, on the one hand, and DF Capital or any funds managed by DF Capital, on the other hand, does not meet the preapproved transaction criteria established by our Audit Committee, then our Audit Committee would be required to review such transaction as required by the Related Party Transaction Policy.

***DF Capital***

The Company has a 49.9% ownership interest in DF Capital, an investment manager focused on investments in land banks and land development joint ventures to deliver finished lots to the Company and other homebuilders for the construction of new homes. Certain of the Company’s directors, officers and employees have invested in certain of the funds managed by DF Capital. Management and the Board believe that the Company’s relationship with DF Capital allows the Company to act quickly as lot acquisition opportunities are presented and, therefore, put in place a mechanism to preapprove certain related-party transactions involving DF Capital, any of the funds that it manages or any DF Capital affiliated entity (collectively, the “DF Capital Entities”).

At least quarterly, the Company provides our Audit Committee with a list of current transactions involving the Company, on the one hand, and any DF Capital Entity, on the other hand. The list sets forth all investments and commitments in any DF Capital Entity made by any of the Company’s directors, officers and employees.

So long as a new related-party transaction involving any DF Capital Entity meets the criteria set forth below (the “DF Capital Transaction Criteria”), it is deemed to have been approved by our Audit Committee. If any related-party transaction involving any DF Capital Entity does not meet the criteria set forth below, such related-party transaction will require approval under the Related Party Transaction Policy as set forth above.

*DF Capital Transaction Criteria*

<i>Lot Deposit Amount</i>	<i>Lot Option Fees</i>
Up to 20% of the total transaction price of all lots.	Up to 15% paid currently or 20% accrued and paid at lot purchase.

Our Audit Committee periodically reviews the DF Capital Transaction Criteria to confirm that such criteria are consistent with comparable land bank financing transactions with or involving unaffiliated third parties.

**Related Party Transactions**

***DF Residential I, LP, DF Residential II, LP and DF Capital Management, LLC***

DFH LLC, our primary operating subsidiary, has entered into joint ventures and land bank projects with funds managed by DF Capital. The Company owns 49% of the membership interests in DF Capital and Christopher Butler,

## TABLE OF CONTENTS

a non-affiliated third party, serves as the managing member and owns the remaining 51% of the membership interests in DF Capital. See “Business - DF Residential I, LP, DF Residential II, LP and DF Capital Management, LLC” and Note 16. Related Parties to the consolidated financial statements for detail discussion on these related party joint ventures.

The general partner of Fund I is DF Management GP, LLC (“DF Management”), for which Mr. Butler is the managing member. DFH LLC is one of four members of DF Management with a 26.13% membership interest and an 85% carried interest. Mr. Lovett, one of our directors, has invested \$0.5 million in DF Management and holds a 32.26% membership interest and a 5% carried interest therein. For Fund I investments are sourced by Mr. Butler, however, DFH LLC’s carried interest decreases to 80%.

Mr. Lovett, one of our directors, has invested \$0.5 million in Fund I through his investment in DF Management and holds a 1.36% limited partnership interest in Fund I. Through its investment in DF Management, DFH LLC has invested \$0.4 million in Fund I and holds a 1.09% limited partnership interest therein.

Since Fund I became fully committed in early 2019, DF Capital has agreed to provide land bank financing for a total of ten other projects. Mr. Moran, our Senior Vice President and Chief Operations Officer, has invested \$0.5 million in one of these funds managed by DF Capital and holds a 16.29% limited partnership interest therein. As of December 31, 2021, funds managed by DF Capital (other than Fund I and Fund II) controlled an additional 347 lots. During the year ended December 31, 2021, we purchased 248 of these lots for \$15.6 million and the outstanding lot deposit balance in relation to these projects was \$3.7 million.

DF Residential II, LP, a Delaware limited partnership (“Fund II”), launched on March 11, 2021. DF Management GP II, LLC, a Florida limited liability company (“DF Management II”), will serve as the general partner of Fund II. DF Management II has raised approximately \$322.1 million in capital commitments and is considered fully funded as of January 31, 2022. DF Capital is the investment manager of Fund II.

The Company has invested \$3.0 million in Fund II as a limited partner and indirectly owns 72% of the membership interests in DF Management II and receives 72% of the economic interests. DF Management II is controlled by unaffiliated parties. The Company’s investment commitment in Fund II is of \$3.0 million or 0.9% of the total expected commitment of Fund II.

As of March 16, 2022, certain directors, executive officers and other officers have made investment commitments as limited partners in Fund II in an aggregate amount of \$33.9 million, or 10.5% of the total expected commitment of Fund II. The individual investments exceeding \$120,000 are as follows:

<b>Name</b>	<b>Commitment Amount (S)</b>
Rockpoint Group, LLC <sup>(1)</sup>	100,000,000
Patrick O. Zalupski	25,000,000
W. Radford Lovett II	5,000,000
J. Douglas Moran	500,000
L. Anabel Fernandez	175,000

(1) Mr. Walton is the founding principal of Rockpoint Group, LLC

## **CONTACTING THE BOARD**

Any stockholder or any other interested party who wishes to communicate directly with (i) the Board or (ii) the non-management directors as a group may do so by sending correspondence to the following address: Dream Finders Homes, Inc., 14701 Philips Highway, Suite 300, Jacksonville, Florida 32256, Attn: Corporate Secretary. The Company will forward any such communication to the intended recipients, unless the communication is clearly of a marketing nature or is unduly hostile, threatening, illegal or similarly inappropriate.

[TABLE OF CONTENTS](#)

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

The following table sets forth certain information regarding the beneficial ownership of shares of our common stock as of April 11, 2022, by (i) each of our directors and NEOs, individually and as a group, and (ii) each person known to our management to be the beneficial owner of more than 5% of the outstanding shares of our common stock.

	Shares Beneficially Owned <sup>(1)</sup>					
	Class A Common Stock		Class B Common Stock		Combined Voting Power <sup>(2)</sup>	
	Number	%	Number	%	Number	%
<b>5% Stockholders:</b>						
Patrick O. Zalupski <sup>(3)(4)</sup>	115,170	*%	60,687,691	100.0%	182,178,243	84.7%
W. Radford Lovett II <sup>(9)(10)</sup>	5,069,729	15.4%	—	0.0%	5,069,729	2.4%
Kayne Anderson Rudnick Investment Management LLC <sup>(15)</sup>	4,438,593	13.5%	—	0.0%	4,438,593	2.1%
Boston Omaha Corporation <sup>(13)</sup>	2,868,037	8.7%	—	0.0%	2,868,037	1.3%
William H. Walton, III <sup>(7)(8)</sup>	2,536,787	7.7%	—	0.0%	2,536,787	1.2%
The Vanguard Group <sup>(14)</sup>	1,646,559	5.0%	—	0.0%	1,646,559	*%
<b>Directors and Named Executive Officers:</b>						
Patrick O. Zalupski <sup>(3)(4)</sup>	115,170	*%	60,687,691	100.0%	182,178,243	84.7%
J. Douglas Moran <sup>(5)</sup>	993,785	3.0%	—	0.0%	993,785	*%
L. Anabel Fernandez <sup>(6)</sup>	73,622	*%	—	0.0%	73,622	*%
William H. Walton, III <sup>(7)(8)</sup>	2,536,787	7.7%	—	0.0%	2,536,787	1.2%
W. Radford Lovett II <sup>(9)(10)</sup>	5,069,729	15.4%	—	0.0%	5,069,729	2.7%
Justin W. Udelhofen <sup>(11)</sup>	86,538	*%	—	0.0%	86,538	*%
Megha H. Parekh <sup>(12)</sup>	5,846	*%	—	0.0%	5,846	*%
Directors and executive officers as a group (7 persons)	8,881,477	26.9%	60,687,691	100%	190,944,550	88.8%

\* Less than 1%

- Subject to the terms of our Certificate of Incorporation and our Bylaws, our Class B common stock is convertible at any time by the holder into shares of our Class A common stock on a share-for-share basis. The table above does not reflect shares of our Class A common stock issuable upon conversion of our Class B common stock. As of April 11, 2022, there were 32,965,902 shares of our Class A common stock and 60,687,691 shares of our Class B common stock outstanding, including unvested restricted shares of Class A and Class B common stock, respectively.
- Represents percentage of voting power of our Class A common stock and our Class B common stock, voting together as a single class, reflecting (i) all shares of our Class A common stock held by such holder and (ii) all shares of our Class B common stock held by such holder. The table above does not reflect voting power of shares of our Class A common stock issuable upon conversion of our Class B common stock. Each holder of our Class A common stock shall be entitled to one vote per share of our Class A common stock, and each holder of our Class B common stock shall be entitled to three votes per share of our Class B common stock. Holders of our Class A common stock and our Class B common stock will vote together as a single class on all matters (including the election of directors) submitted to a vote of stockholders, unless otherwise required by law, our Certificate of Incorporation or our Bylaws.
- Includes 596,158 shares of our Class B common stock held by POZ Holdings, Inc., an entity Mr. Zalupski controls, and 809,409 shares of our Class B common stock owned by a trust established for the benefit of Mr. Zalupski's children. The address for POZ Holdings, Inc. is 14701 Philips Highway, Suite 300, Jacksonville, FL 32256.
- Includes 461,538 shares of our Class B common stock granted to Mr. Zalupski on January 29, 2021 pursuant to a restricted stock award. Such shares of our Class B common stock will vest in three equal annual installments beginning on January 21, 2022 and each anniversary thereof. Also includes 106,180 shares of our Class A common stock granted to Mr. Zalupski on April 1, 2022 pursuant to a restricted stock award. Such shares of our Class A common stock will vest in three equal annual installments beginning on April 1, 2023 and each anniversary thereof.
- Includes 48,077 shares of our Class A common stock granted to Mr. Moran on January 29, 2021 pursuant to a restricted stock award. Such shares of our Class A common stock will vest in three equal annual installments beginning on January 21, 2022 and each anniversary thereof. Also includes 106,180 shares of our Class A common stock granted to Mr. Moran on April 1, 2022 pursuant to a restricted stock award. Such shares of our Class A common stock will vest in three equal annual installments beginning on April 1, 2023 and each anniversary thereof. 407,745 shares are owned indirectly by the John Douglas Moran, Jr. Revocable Trust dated November 30, 2021 and 407,745 shares are owned indirectly by Nicole L. Moran Revocable Trust dated November 30, 2021.
- Includes 9,615 shares of our Class A common stock granted to Ms. Fernandez on January 29, 2021 pursuant to a restricted stock award. Such shares of our Class A common stock will vest in three equal annual installments beginning on January 21, 2022 and each anniversary thereof. Also includes 41,007 shares of our Class A common stock granted to Ms. Fernandez on April 1, 2022 pursuant to a restricted stock award. 29,291 of such shares of our Class A common stock will vest in five equal annual installments beginning on April 1, 2023 and each anniversary thereof, and 11,716 of such shares of our Class A common stock will vest in three equal annual installments beginning on April 1, 2023 and each anniversary thereof.
- Consists of (i) 633,235 shares of our Class A common stock owned directly by William H. Walton, III Living Trust, u/a dated 6/6/2014, of which Mr. Walton is the sole trustee, and (ii) 1,899,706 shares of our Class A common owned directly by The Theodora D. and William H. Walton, III Irrevocable Trust, of which Mr. Walton's brother is one of three trustees.
- Includes 2,564 shares of our Class A common stock granted to Mr. Walton on January 29, 2021 pursuant to a restricted stock award. Such shares of our Class A common stock will vest in three equal annual installments beginning on January 21, 2022 and each anniversary thereof.

## TABLE OF CONTENTS

- (9) Consists of 5,065,883 shares of our Class A common stock owned directly by the W. Radford Lovett II GST Exempt Trust u/a dated 12/28/2004, of which Mr. Lovett is the sole trustee.
- (10) Includes 2,564 shares of our Class A common stock granted to Mr. Lovett on January 29, 2021 pursuant to a restricted stock award. Such shares of our Class A common stock will vest in three equal annual installments beginning on January 21, 2022 and each anniversary thereof.
- (11) Includes 7,692 shares of our Class A common stock granted to Mr. Udelhofen on January 29, 2021 pursuant to a restricted stock award. Such shares of our Class A common stock will vest in three equal annual installments beginning on January 21, 2022 and each anniversary thereof.
- (12) Includes 2,564 shares of our Class A common stock granted to Ms. Parekh on January 29, 2021 pursuant to a restricted stock award. Such shares of our Class A common stock will vest in three equal annual installments beginning on January 21, 2022 and each anniversary thereof.
- (13) Information from Schedule 13G/A filed on October 7, 2021. Boston Omaha Corporation has shared voting power and shared dispositive power with regard to 2,868,037 shares. United Casualty & Surety Insurance Company has shared voting power and shared dispositive power with regard to 120,000 shares. BOC DFH LLC has shared voting power and shared dispositive power with regard to 2,748,037 shares. The address of Boston Omaha Corporation is 1411 Harney St., Suite 200, Omaha, NE 68102.
- (14) Information from Schedule 13G filed on February 9, 2022. The Vanguard Group, Inc.'s clients, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities included herein. The Vanguard Group, Inc.'s address is 100 Vanguard Blvd., Malvern, PA 19355.
- (15) Information from Schedule 13G/A filed on April 8, 2022. Kayne Anderson Rudnick Investment Management LLC has sole voting power and sole dispositive power over 964,847 and 1,092,485 shares, respectively, and has shared voting power and shared dispositive power over 3,346,108 shares with (Virtus Investment Advisers, Inc. and Virtus Equity Trust, on behalf of Virtus KAR Small Cap Growth Fund) . Kayne Anderson Rudnick Investment Management LLC's address is 2000 Avenue of the Stars, Suite 1110, Los Angeles, CA 90067.

Additionally, our director Mr. Lovett, his brother Philip Lovett, and The William H. Walton Living Trust U/A Dated 6/6/2014, for which our director Mr. Walton is the sole trustee, each hold interests in certain of our subsidiaries as follows: DFH Amelia, LLC (each hold a 9.28% interest); DFH Clover, LLC (each hold a 3.86% interest); DFH Leyden, LLC (each hold an 8.33% interest); DFH Leyden 2, LLC (each hold a 7.15% interest); and DCE DFH JV, LLC (each hold a 5.80% interest). The transactions related to these interests were immaterial in 2021.

### Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth information as of December 31, 2021, with respect to the Company's compensation plans under which its Common Stock is authorized for issuance:

	(a)	(b)	(c)
	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights <sup>(1)</sup> (\$)	Number of Securities remaining available for future issuance (excluding securities reflected in column (a))
<b>Directors, Nominees and Executive Officers</b>			
<b>Equity Compensation Plans:</b>			
Approved by security holders	721,598	—	8,378,402
Not approved by security holders	—	—	—
<b>Total</b>	<u>721,598</u>	<u>—</u>	<u>8,378,402</u>

- (1) All of the outstanding shares are restricted stock awards, which do not have exercise prices.

### DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act ("Section 16(a)") requires our officers, directors and persons who own more than 10% of our Class A common stock to file reports of ownership and changes in ownership with the SEC. These officers, directors and persons who own more than 10% of our Class A common stock are also required by SEC rules to furnish the Company with copies of all Section 16(a) reports they file. Based solely on a review of copies of Forms 3, 4 or 5 filed by the Company on behalf of its directors and officers or otherwise provided to the Company, the Company believes that its officers, directors and persons who own more than 10% of our Class A common stock complied with all applicable Section 16(a) filing requirements during 2021 except as follows: W. Radford Lovett II, William H. Walton, III and L. Anabel Fernandez each filed their initial Form 3 report late due to a delay in their receipt of the required Edgar access codes.

### ANTI-HEDGING AND INSIDER TRADING POLICY

Our directors, executive officers and employees are required to comply with the Dream Finders Homes, Inc. Insider Trading Policy (our "Insider Trading Policy") and may not use any strategies or products (such as derivative securities or short-selling techniques) to hedge against the potential decrease of any of our securities or enter into any

TABLE OF CONTENTS

form of hedging or monetization transaction involving any of our securities. Securities are defined in our Insider Trading Policy to include shares of our Class A common stock, Class B common stock, preferred stock, stock options, stock appreciation rights, restricted stock, restricted stock units, performance-based stock units, debt securities and any other type of securities or equity interests that the Company may issue, as well as derivative securities that are not issued by the Company, such as exchange-traded put or call options or swaps relating to the Company's securities. Under our Insider Trading Policy, our directors, officers and employees can pledge shares of our common stock as collateral for a loan or hold shares of our common stock in a margin account if the director, officer or employee obtains pre-clearance from the designated compliance officer.

[TABLE OF CONTENTS](#)

**EXECUTIVE OFFICERS**

Set forth below is information regarding the Company’s current executive officers who are not also directors. Information concerning Mr. Zalupski, our President, Chief Executive Officer and Chairman of the Board, may be found above in the section entitled “Proposal 1—Election of Directors.”

<b>Name</b>	<b>Age</b>	<b>Position</b>
Patrick O. Zalupski	41	President, Chief Executive Officer and Chairman of the Board of Directors
J. Douglas Moran	50	Senior Vice President and Chief Operations Officer
L. Anabel Fernandez	40	Senior Vice President and Chief Financial Officer

**J. Douglas Moran—Senior Vice President and Chief Operations Officer.** Doug Moran has served as our Senior Vice President and Chief Operations Officer since our formation in September 2020, and has served as the Chief Operations Officer of DFH LLC since January 2017. He joined Dream Finders as the Division President in Northeast Florida in August 2015 while also overseeing the management and growth of our business in other markets. Mr. Moran is responsible for sales, marketing, land acquisition and development, home construction, operations and purchasing. Under his direction, we have grown from closing 500 homes per year to over 4,800 homes per year, expanding into multiple new markets across the United States. Mr. Moran has over 20 years of broad industry experience in all aspects of operating a real estate company, including as an executive with publicly traded homebuilders, and has overseen the construction of over 15,000 homes throughout his career. He previously worked at Richmond American Homes (“RAH”), a subsidiary of M.D.C. Holdings, Inc. (NYSE: MDC), from 2012 to 2015, where he served as Regional President for Florida. Prior to joining RAH, Mr. Moran worked at KB Home (NYSE: KBH) from 2007 to 2012, where he served as DC Metro Division President. Prior to joining KB Home, Mr. Moran served his first of two stints at RAH from 1997 to 2007, where he joined as a member of the Mergers & Acquisitions team that acquired two homebuilders in Florida, before ascending the ranks to become RAH’s Southeast Regional Division President. Mr. Moran received B.S. in Business from the University of Maryland.

**L. Anabel Fernandez—Senior Vice President and Chief Financial Officer.** Anabel Fernandez joined us 2018, serving in the position of Treasurer and Vice President and as a member of the Asset Management Committee and was appointed Interim Chief Financial Officer on October 6, 2021 and promoted to Chief Financial Officer on April 1, 2022. Ms. Fernandez has been responsible for balance sheet management, capital allocation, cash forecasting and overall supervision of our treasury functions, including overall management of our debt, compliance, and reporting for lenders, investors and shareholders. Post-IPO, Ms. Fernandez developed the Company’s Investor Relations function. Prior to joining us, Ms. Fernandez served as the Vice President of Finance for the Americas region at Macquarie Group Limited, an Australian multinational independent investment bank and financial services company, from April 2016 to May 2018, overseeing financial and internal tax reporting for over 200 U.S. legal entities in the energy, capital and credit markets space and subsequently managing the financial audit process for Macquarie Group Limited’s aircraft leasing business. Prior to joining Macquarie Group Limited, Ms. Fernandez served as the Corporate Accounting Manager at Fidelity National Financial, a provider of title insurance and settlement services to the real estate and mortgage industries, in the title insurance business from 2014 to April 2016. Ms. Fernandez started her career at Aeroflex Incorporated (NASDAQ: ARX INC), a publicly listed aerospace and defense electronics manufacturer, where she worked from 2002 to 2014. Ms. Fernandez serves on the Board of the Jacksonville Housing Authority, an agency dedicated to creating and sustaining healthy communities through its public housing programs. Ms. Fernandez is a Certified Public Accountant. Ms. Fernandez received a B.B.A in Accounting, Financial Economics and Economics from Lincoln Memorial University.

## COMPENSATION DISCUSSION AND ANALYSIS

In this Compensation Discussion and Analysis, we provide an overview of our executive compensation program and describe the material components of our executive compensation program for our 2021 named executive officers (NEOs), whose compensation is set forth in the Summary Executive Compensation Table and other compensation tables contained in this Proxy Statement. Our NEOs for 2021 were:

- Patrick O. Zalupski, our President, Chief Executive Officer and Chairman of the Board;
- J. Douglas Moran, our Senior Vice President and Chief Operations Officer;
- L. Anabel Fernandez, our Senior Vice President and Chief Financial Officer<sup>(1)</sup>;  
and
- Rick A. Moyer, our Former Senior Vice President and Chief Financial Officer<sup>(2)</sup>.

(1) On October 6, 2021 Ms. Fernandez was appointed to the position of Senior Vice President and Interim Chief Financial Officer and on April 1, 2022 was promoted to Chief Financial Officer.

(2) Mr. Moyer resigned from his position as Senior Vice President and Chief Financial Officer, effective September 30, 2021.

### Executive Summary

#### Overview

We are one of the nation's fastest growing homebuilders by revenue and home closings since 2014, which we attribute to our asset-light acquisition strategy, exemplary customer service and our proven expertise in understanding the design needs of our homebuyer. Our long-term success depends on our ability to attract, engage, incentivize and retain highly talented individuals who possess the expertise necessary to create long-term value for our stockholders, expand our business and assist in the achievement of our strategic goals.

To support these objectives and deliver strong execution, we strive to provide an executive compensation program that attracts and retains talented and qualified senior executives to manage and lead our business and motivates them to pursue and achieve our business objectives. For this purpose, we have historically used a mix of compensation elements including base salary, annual cash bonuses and profit sharing or special purposes bonuses, long-term equity incentives, and benefits, to incentivize our NEOs.

#### 2021 Business Highlights

Calendar year 2021 was a year of exceptional growth, both through organic expansion and acquisitions and successful integration of two other homebuilders. Our team of senior executives have been, and continue to be, instrumental in our strategic growth.

We achieved the following key financial and business results as of and for the year ended December 31, 2021, as compared to the year ended December 31, 2020:

- Net and comprehensive income attributable to Dream Finders Homes, Inc. for 2021 was \$121.1 million, an increase of 53.2% when compared to the \$79.1 million generated in 2020.
- Return on participating equity for 2021 was an industry leading 44.3% compared to 47.0%.
- Total revenues grew to \$1.9 billion, an increase of 69.7% when compared to the \$1.1 billion in 2020.
- Gross margin as a percentage of homes sales revenues was 16.0%, an increase of 140 bps when compared to the 2020 gross margin percentage of 14.6%.
- Net profit margin as a percentage of total revenues was 6.3%, a decrease of 70 bps when compared to the 2020 net profit margin percentage of 7.0%. The Company's net profit margin percentage decreased as a result of income tax expense of \$27.5 million for 2021, which was not applicable to DFH, LLC in 2020 as it was taxed as a pass-through entity.
- Net new orders increased to 6,804 homes, an increase of 62.5% over the 4,186 received in 2020. This increase was driven by increases in active communities and in the average monthly sales per community, including the contributions from the MHI acquisition.
- Home closings were 4,874 homes, an increase of 54.5% over the 3,154 home closings in 2020

## TABLE OF CONTENTS

- Jet HomeLoans, LLC, our mortgage banking joint venture (“Jet”) originated and funded 2,256 home loans with an aggregate principal amount of approximately \$729.0 million, resulting in net income to the Company of approximately \$6.3 million. In 2020, Jet originated 1,961 home loans with an aggregate principal of approximately \$564.0 million, resulting in net income to the Company of \$8.0 million

Our achievements in 2021 also included:

- Completed our acquisition of McGuyer Homebuilders, Inc. (“MHI”) in October 2021, expanding our business into the Texas markets.
- Completed our acquisition of Century Homes Florida, LLC, a leading builder of homes in Orlando, Florida, in January 2021.
- Climbed the ranks to become the nation’s 27<sup>th</sup> largest homebuilder on *Pro Builder’s* 2021 Housing Giants list based on 2020 revenues (up from 35<sup>th</sup> in 2020).
- Obtained \$150.0 million in proceeds from the sale of 150,000 shares of newly-created convertible preferred stock to partially fund the acquisition of MHI.

### **Our Executive Compensation Practices**

#### ***Philosophy and Context of Our Executive Compensation Program***

Our executive compensation program has been designed to motivate, reward, attract and retain the talent necessary to ensure our continued success as the Company evolves. The program seeks to align executive compensation with our short- and long-term objectives, business strategy, financial performance and long-term value creation for our stockholders.

In connection with our IPO, our overall executive pay strategy began to shift in early 2021 to better align with competitive market practices for a publicly traded company, while maintaining a significant emphasis on equity awards. In connection with this shift in our executive pay strategy:

- We increased base salaries to reflect competitive market levels, individual merit and internal parity considerations;
- We paid certain IPO-related bonuses and will pay certain future bonuses in the form of equity awards that contain a three-year time-based vesting schedule as a retention mechanism; and
- We transitioned away from a profit sharing model for certain executives and toward an incentive structure that considers achievement of Company specific performance factors.

## TABLE OF CONTENTS

### **Compensation Governance Practices**

In addition to these compensation practices, we are dedicated to the highest standards of good governance for our executive compensation plans, and we are in the process of establishing our governance framework for executive pay.

<u>What We Do</u>	<u>What We Don't Do</u>
✓ <b>Annual Compensation Review.</b> The Compensation Committee conducts an annual review of compensation for our NEOs and a review of compensation-related risks.	✗ <b>No “Single Trigger” Change of Control Arrangements.</b> No change of control payments or benefits are triggered simply by the occurrence of a change of control.
✓ <b>Compensation At-Risk and Performance-based.</b> A significant portion of our NEO's compensation is subject to variable pay arrangements that are determined by the Compensation Committee in connection with our performance.	✗ <b>No Tax “Gross Ups.”</b> We do not provide any tax reimbursement payments (including “gross ups”) on any tax liability that our NEOs might owe, including as a result of the application of Sections 280G and 4999 of the Code.
✓ <b>Multi-Year Vesting Requirements.</b> Time-based restricted stock awards granted to our NEOs generally vest over three years.	✗ <b>No Special Executive Benefit Plans.</b> Our NEOs participate in the same company-sponsored benefit programs as our other full time, salaried employees.
✓ <b>Rigorous Share Ownership Guidelines.</b> We have established minimum share ownership requirements of 5x base salary for our Chief Executive Officer and 3x base salary for our other NEOs.	✗ <b>No Hedging.</b> We have a policy that restricts employees from hedging our securities.
✓ <b>Limited Perquisites.</b> We provide minimal perquisites and other personal benefits to our NEOs, except where they serve a legitimate business purpose.	

### **Compensation Decision-making Process**

#### ***Role of the Compensation Committee***

We formed the Compensation Committee of our Board of Directors in January 2021 in connection with our corporate reorganization and IPO. Our Compensation Committee is responsible for setting and overseeing our executive compensation policies and programs, and for determining the compensation of our executives, including our NEOs. Our Compensation Committee is guided by our charter found on our website at <https://investors.dreamfindershomes.com>.

#### ***Role of Management***

Our Chief Executive Officer and other members of management provide information, data, analysis, updates and compensation recommendations to our Compensation Committee. In addition, our Chief Executive Officer makes recommendations to our Compensation Committee on compensation arrangements for executives (other than for himself), as well as the design of all material compensation and benefit plans.

#### ***Role of Compensation Consultant***

DFH retained Compensation Advisory Partners (“CAP”) to assist it by providing information, analysis and other advice relating to our executive compensation program. CAP provided the following advisory services in 2021:

- consulting with the Chairman of the Compensation Committee between board meetings;
- providing competitive market data for our NEO positions;
- advising on market practices for compensation of founder CEOs with significant ownership; and
- reviewing incentive plan design features and market practices for equity plan pool size
- assisting in evaluation of the effectiveness of our overall executive compensation program.

CAP did not provide any services to us other than the consulting services to the Compensation Committee of the Board of Directors.

## TABLE OF CONTENTS

### **Competitive Considerations**

In 2021 with the assistance of CAP, the Board of Directors reviewed and considered the compensation levels and practices of a group of comparable homebuilding companies within a reasonable size range as compared to our company. The peer companies that our Board of Directors considered consisted of the following:

Beazer Homes USA	Hovnarian Enterprises	Skyline Champion
Cavco Industries	LGI Homes	The New Home Company
Century Communities	M.D.C Holdings	TRI Pointe Group
Green Brick Partners	M/I Homes	

In addition, CAP collected market data from nationally recognized compensation surveys for general industry companies with revenues between \$1.0 billion and \$3.0 billion.

The purpose of the comparison was to gain an additional point of reference, but was just one of several analytic tools that were used in making compensation decisions. The Compensation Committee did not target any specific positioning or percentile, or utilize a formulaic approach in designing our overall executive compensation packages. Rather, the Compensation Committee considered the comparative peer data together with a number of factors, including market practices, company and individual performance and internal parity, when making compensation decisions for 2021, without placing any particular weight on any one factor.

### **2021 Executive Compensation Program Detail**

We believe our executive compensation program emphasizes variable pay and promotes long-term stockholder value, but as described above, our Compensation Committee does not target a particular pay mix. Our Compensation Committee endeavors to balance pay for performance objectives with retention considerations so that, even during a temporary downturn in the economy and the homebuilding industry, the program continues to ensure that qualified, successful, performance-driven employees stay committed to increasing our long-term value. Furthermore, to attract and retain highly skilled management, our executive compensation program must remain competitive with those of comparable employers who compete with us for talent.

The following is a summary of the elements of our compensation arrangements paid to our NEOs for 2021.

#### **Base Salary**

We pay our NEOs an annual base salary to provide them with a fixed and stable level of pay that compensates them for their scope of responsibility, skill level and performance. Base salaries are generally reviewed annually and may be adjusted depending on an NEO's job responsibilities and performance, as well as taking Company growth, total pay mix and internal parity into consideration. Following our IPO and through consultation with CAP, we increased the annual base salaries of our NEOs in order to provide market-competitive salaries more in line with our new status as a public company. Base salaries for 2021 were as follows:

<b>Name</b>	<b>2021 (\$)</b>
Patrick O. Zalupski	1,050,000
J. Douglas Moran	650,000
L. Anabel Fernandez <sup>(1)</sup>	400,000

(1) Effective October 6, 2021 when Ms. Fernandez was appointed to the position of Senior Vice President and Interim Chief Financial Officer.

## TABLE OF CONTENTS

### ***Short-Term Incentive—Annual Cash Bonus***

Annual cash bonuses are designed to incentivize our NEOs at a variable level of compensation based on the Company's performance as well as the individual's performance. For 2021, our Compensation Committee established the following annual incentive targets for our NEOs:

<b>Name</b>	<b>Target Bonus 2021 (\$)</b>
Patrick O. Zalupski	2,012,500
J. Douglas Moran	1,812,500
L. Anabel Fernandez <sup>(1)</sup>	400,000

(1) In connection with her appointment as Interim CFO, Ms. Fernandez's target bonus was established as 100% of her base salary.

In 2021, the Compensation Committee established a process to evaluate performance for short-term incentives that includes a comprehensive review of Company performance, with a focus on Adjusted Pre-Tax Income, and individual NEO performance. The Compensation Committee set a 2021 Adjusted Pre-Tax income target of \$145M as the primary measure when determining bonuses. The committee established a threshold level of performance at 80% of target and a maximum level of performance at 125% of target that would result in a short-term incentive payout at 50% and 140% of target bonus, respectively. Performance below 80% of target would result in a 0% payout. Ultimately, the short-term incentive awards are determined by the Compensation Committee through the use of its structured discretion. The Compensation Committee believes that it is important to retain its discretion to determine NEO compensation in the first few years as a public company in order to build stockholder value while promoting the stability and growth of the Company. This process for determining compensation provides the Compensation Committee flexibility to make appropriate compensation decisions.

The Company achieved an Adjusted Pre-Tax Income of \$169.0M, which reflects 117% of target performance. When determining actual Adjusted Pre-Tax Income, the committee may decide to exclude one-time items including merger/acquisition costs, litigation expense, restructuring costs, changes in accounting, etc. Based on the committee's review of Company and NEO performance, Messrs. Zalupski and Moran, and Ms. Fernandez, received annual cash bonuses equal to \$2.5 million, \$2.3 million and \$0.2 million, respectively for 2021. Ms. Fernandez's bonus is reflective of her appointment occurring in October 2021, and was payable 50% in cash and 50% in the form of restricted shares of Class A common stock vesting in equal annual installments over three years, subject to continued service.

### ***Long-Term Incentive—Equity Awards***

In 2021 annual equity awards became a component of our compensation structure for executives in order to more effectively align the interests of executive officers and our stockholders and increase retention through ensuring long-term incentive arrangements remain in place.

As noted below under the heading "Executive Employment Agreements—Special Bonus Rights", following our IPO we granted restricted stock awards to each of our NEOs from our 2021 Equity Incentive Plan. In the case of Messrs. Zalupski and Moyer, such awards were granted as special one-time bonuses in connection with our IPO, and in the case of Mr. Moran, his equity award was granted as part of his profit sharing bonus for 2020. All such awards provide for a three-year vesting schedule.

### ***Benefits***

Our NEOs are eligible for the benefits generally available to full-time Company employees, including, without limitation: 401(k), disability, dental vision, group sickness, accident and/or health insurance programs of the Company as well as any other fringe benefit programs that may be established by the Company. We believe many of these benefits are required to remain competitive in attracting and retaining executive talent.

We pay the premiums for key man life insurance for Mr. Zalupski. Senior executives, including the NEOs, are encouraged to occasionally have their spouses accompany them at business functions in connection with certain business meetings and other corporate-sponsored events, and the Company pays all expenses associated with their spouses' travel to and attendance at these business-related functions.

Our NEO's are afforded personal use of private, chartered aircrafts and it is Company policy that 100% of the associated costs are reimbursed by the executives.

## TABLE OF CONTENTS

### **Executive Employment Agreements**

In connection with our IPO, we entered into new executive employment agreements in January 2021 with each of our NEOs. As of April 1, 2022 and in conjunction with Ms. Fernandez' appointment to Chief Financial Officer, we entered into a new executive employment agreement with her. Each such agreement provides for "at-will" employment and contains customary confidentiality, invention assignment and non-competition and other restrictive covenants. In addition, such agreements provide for increased base salaries, certain special bonus rights and severance benefits as described below.

#### ***Special Bonus Rights***

*IPO Bonuses.* As contemplated in the employment agreements with Messrs. Zalupski and Moyer, in January 2021, the Board approved the grant of restricted stock awards for each of Messrs. Zalupski, Moyer and Moran in consideration of their substantial contributions leading to the successful completion of our IPO (the "IPO Bonus Awards"), effective on the date of our IPO. Mr. Zalupski's IPO Bonus Award consisted of 461,538 shares of our Class B common stock, representing a target value of \$6,000,000 based on our initial offering price of \$13.00. Mr. Moyer's and Mr. Moran's IPO Bonus Award covered 38,462 and 72,115 shares of our Class A common stock, respectively, representing a target value of \$500,000 and \$937,500, respectively based on our initial offering price of \$13.00 per share. The IPO Bonus Awards were granted on January 29, 2021. All of the IPO Bonus Awards vest in three equal annual installments measured from the date of our IPO, subject to continued service with the Company on the vesting date.

#### ***Severance and Change in Control Benefits***

Messrs. Zalupski's and Ms. Fernandez' executive employment agreements provide for the payment of three months' worth of Company-paid Consolidated Omnibus Budget Reconciliation Act ("COBRA") premiums as severance benefits in the event of an involuntary termination by us without cause.

Under her agreement with us as Interim Chief Financial Officer, in the event the Company hired a full time Chief Financial Officer and Ms. Fernandez terminated her employment with the Company, the Company would have paid Ms. Fernandez \$150,000. In the event Ms. Fernandez was terminated by the Company without cause prior to the payment of any bonus for 2021, Ms. Fernandez would have received a severance payment of \$350,000. In connection with her promotion to Chief Financial Officer, the Board of Directors approved a new employment agreement with Ms. Fernandez effective as of April 1, 2022. The employment agreement provides that she will receive an annual base salary of \$500,000, participate in the Company's annual bonus plan, with bonuses payable 50% in cash and 50% in the form of restricted shares of Class A common stock (with a target bonus of \$700,000 for 2022) and will be entitled to participate in all benefit plans generally available to the Company's other executives. In addition, Ms. Fernandez received a sign-on equity award consisting of restricted Class A common stock valued at \$500,000, with 20% vesting annually over a period of five years, subject to continued service. In the event that Ms. Fernandez is terminated without Cause (as defined in the employment agreement), the Company will provide for the payment of three months' worth of COBRA premiums as severance.

Mr. Moran's employment agreement provides that if we terminate Mr. Moran's employment involuntarily without cause, he would be entitled to receive severance payments equal to 12 months' worth of his then-current base salary as in effect at the time of such termination, plus 12 months' worth of company-paid COBRA premiums. If we terminate Mr. Moran's employment involuntarily without cause within the 24-month period following a change in control of the Company, Mr. Moran would be entitled to receive severance payments equal to two years' then-current base salary as in effect at the time of such termination, plus 24 months' worth of company-paid COBRA premiums.

All severance and change in control benefits are subject to execution by the executive officer of an effective general release of claims in our favor, and continued compliance with certain non-competition and other restrictive covenants.

### **Tax and Accounting Considerations**

#### ***Deductibility of Executive Compensation***

Section 162(m) of the Code limits the amount of compensation that may be deducted per covered employee to \$1 million per taxable year. Following the enactment of the Tax Cuts and Jobs Act (the "TCJA"), beginning with the 2018 calendar year, this \$1.0 million annual deduction limitation applies to compensation paid to any individual who

## TABLE OF CONTENTS

serves as the chief executive officer, chief financial officer or one of the other three most highly compensated executive officers for 2017 or any subsequent calendar year, and there is no longer any exception to this limitation for qualified performance-based compensation (as was the case for periods prior to 2018). Thus, it is expected that any compensation deductions for any covered employee will be subject to a \$1.0 million annual deduction limitation. The Compensation Committee considers the applicability of Section 162(m) of the Code in designing our compensation programs but also considers numerous factors that may in some cases lead to the payment of compensation that is not deductible as result of the application of Section 162(m) of the Code.

### ***Accounting for Stock-Based Compensation***

We follow the Financial Accounting Standard Board's Accounting Standards Codification Topic 718 ("FASB ASC Topic 718") for our stock-based compensation awards. FASB ASC Topic 718 requires us to measure the compensation expense for all share-based payment awards made to our employees and members of our Board of Directors, including restricted stock awards, options to purchase our equity securities, and other stock awards, based on the grant date fair value of these awards. This calculation is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient of the awards may never realize any value from their awards.

### **Stock Ownership Guidelines**

Ownership of our common stock by our directors and executive officers is very important to align their interests with those of our stockholders. We have stock ownership guidelines requiring that our executive officers acquire and continuously hold a specified minimum level of our common stock. For our executive officers, we express these requirements as a multiple of annual base salary.

The minimum stock ownership requirements by level are as follows:

#### **Stock Ownership Guidelines**

Chief Executive Officer	5X Base Salary
Chief Operating Officer and Chief Financial Officer	3X Base Salary
Other Executive Officers	1X Base Salary

Upon the appointment or election of a new executive officer, such executive officer will be expected to reach full compliance with these requirements by the date that is five years after his or her appointment or election. Until the targeted ownership levels are attained, executive officers covered by this policy are required to retain at least 50% of the shares of our common stock acquired upon the vesting of share-based awards.

### **Anti-Hedging Policy**

We have an Insider Trading Policy that prohibits, among other things, short sales, hedging of stock ownership positions, and transactions involving derivative securities relating to our common stock. See "Anti-Hedging and Insider Trading Policy" for a discussion of our anti-hedging policy.

### **Compensation Risk Assessment**

The Compensation Committee monitors the Company's incentive and equity-based compensation plans for both executive and non-executive employees, and annually reviews the programs against the Company's strategic goals, industry practices and emerging trends in order to ensure alignment with stockholder interests. As part of this evaluation, the Compensation Committee considers whether the program components encourage or otherwise promote the taking of inappropriate or unacceptable risks that could threaten the Company's long-term value. Based on a review by our Compensation Committee, such directors determined that the mix and design of the elements of such programs do not encourage our employees to assume excessive risks and accordingly are not reasonably likely to have a material adverse effect on the Company.

[TABLE OF CONTENTS](#)

**COMPENSATION COMMITTEE REPORT**

Our Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussions, our Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

W. Radford Lovett II (Chair)

Megha H. Parekh

William H. Walton, III

The foregoing report is not soliciting material, is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

**EXECUTIVE COMPENSATION**

**Summary Compensation Table**

The following table provides information concerning compensation of NEOs as of December 31, 2021. Because we only have three “executive officers” as such term is defined in Rule 3b-7 of the Exchange Act, we only have three “named executive officers,” and the compensation for each is disclosed in the following table. The amounts shown below are discussed further under “Compensation Discussion and Analysis—2021 Executive Compensation Program in Detail.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Non-equity Incentive Plan Compensation (\$)(2)	All Other Compensation (\$)(5)	Total (\$)
Patrick O. Zalupski <sup>(3)</sup> <i>President, Chief Executive Officer and Chairman of the Board</i>	2021	1,220,389	2,465,625	10,684,605	—	21,045	14,391,664
	2020	450,000	4,000,000	—	—	96,813	4,546,813
	2019	375,000	—	—	—	159,980	534,980
Rick A. Moyer <i>Former Senior Vice President and Chief Financial Officer</i>	2021	487,500	—	890,395	—	6,051	1,383,946
	2020	450,000	500,000	—	—	12,856	962,856
	2019	400,000	400,000	—	—	9,800	809,800
J. Douglas Moran <i>Senior Vice President and Chief Operating Officer</i>	2021	627,507	2,265,625	1,669,462	—	10,150	4,572,744
	2020	350,000	—	—	937,500	11,958	1,299,458
	2019	300,000	—	—	1,015,450	9,800	1,325,250
L. Anabel Fernandez <i>Senior Vice President and Chief Financial Officer</i> <sup>(4)</sup>	2021	240,923	200,000	222,587	—	10,150	673,660
	2020	—	—	—	—	—	—
	2019	—	—	—	—	—	—

- (1) Based on grant date fair value of restricted stock awards and calculated in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 10 to our consolidated financial statements for the fiscal year ended December 31, 2021, included herewith. Mr. Moyer’s stock awards were forfeited upon his resignation.
- (2) Mr. Moran earned a profit sharing bonus for 2020 and 2019 in an amount equal to 2.5% of the yearly pre-tax net profits of DFH LLC, as provided in his prior employment agreement. Such profit sharing bonus amount in 2020 and 2021 was paid 50% in cash and 50% in the form of a restricted stock award with a three-year vesting schedule, while such profit sharing bonus amount was paid in cash for 2019.
- (3) Mr. Zalupski does not receive any additional compensation for serving as the Chairman of our Board.
- (4) Ms. Fernandez was appointed to the position of Senior Vice President and Interim Chief Financial Officer on October 6, 2021 and on April 1, 2022 was promoted to Chief Financial Officer.
- (5) Amounts reflected within the “All Other Compensation” column are comprised of the following amounts:

Name and Principal Position	Year	Employer Contributions to 401(k) Plan (\$)	Key Man Life Insurance Premiums (\$)	Reimbursements for Personal Expenses (\$)	Total (\$)
Patrick O. Zalupski	2021	10,150	10,895	—	21,045
	2020	11,112	16,342	65,000	92,454
	2019	9,800	16,342	126,202	152,344
Rick A. Moyer	2021	6,051	—	—	6,051
	2020	12,856	—	—	12,856
	2019	9,800	—	—	9,800
J. Douglas Moran	2021	10,150	—	—	10,150
	2020	11,958	—	—	11,958
	2019	9,800	—	—	9,800
L. Anabel Fernandez	2021	10,150	—	—	10,150
	2020	—	—	—	—
	2019	—	—	—	—

**Pay Ratio**

We have estimated the ratio between our 2021 CEO’s total compensation and the median annual total compensation of all employees (except the chief executive officer). In searching for the median employee, we considered taxable compensation totals in 2021. We identified the “Median Employee” based on the taxable compensation of all full-time, part-time, and temporary employees employed by us on December 31, 2021, excluding MHI, as the MHI acquisition occurred on October 1, 2021. Then we calculated the Median Employee’s compensation

## TABLE OF CONTENTS

under the Summary Compensation Table rules. Our Chief Executive Officer in 2021 had annual total compensation of \$14,221,275 and our Median Employee had annual total compensation of \$77,286. Therefore, we estimate that our Chief Executive Officer's annual total compensation in 2021 is 184 times that of the median of the annual total compensation of all of our employees. We believe that the CEO pay ratio will be lower in future periods, as our CEO's compensation during 2021 was significantly impacted by special bonus rights in connection with our IPO.

### **Grants of Plan-Based Awards During 2021**

The following table sets forth information with respect to plan-based awards made to NEOs during the year ended December 31, 2021:

Name	Type	Grant Date	All Other Stock Awards (\$)	Grant Date Fair Value of Stock Awards (\$) <sup>(1)</sup>
Patrick O. Zalupski	Restricted stock - 2021 Equity Incentive Plan	1/29/2021	—	10,684,605
J. Douglas Moran	Restricted stock - 2021 Equity Incentive Plan	1/29/2021	—	1,669,462
L. Anabel Fernandez	Restricted stock - 2021 Equity Incentive Plan	1/29/2021	—	222,587
Rick A. Moyer	Restricted stock - 2021 Equity Incentive Plan	1/29/2021	—	890,395

- (1) Based on grant date fair value of restricted stock awards and calculated in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 10 to our consolidated financial statements for the fiscal year ended December 31, 2021, included herewith. Mr. Moyer's stock awards were forfeited upon his resignation.

### **Outstanding Equity Awards at December 31, 2021**

Name	Stock Awards	
	Number of shares that have not vested <sup>(#)</sup> (1)	Value of shares that have not vested <sup>(\$)</sup> (2)
Patrick O. Zalupski	461,538	8,976,923
J. Douglas Moran	72,115	1,402,637
L. Anabel Fernandez	9,615	187,019

- (1) Restricted stock awards as of December 31, 2021, which were granted under the 2021 Equity Incentive Plan in connection with our IPO in January 2021.
- (2) Market value of unvested restricted stock awards is based on a closing price of \$19.45 for a share of our common stock on the Nasdaq Global Select Market on December 31, 2021.

### **Options Exercised and Stock Vested in 2021**

No restricted stock awards of DFH, Inc. held by NEOs vested during the year ended December 31, 2021. These stock grants vest over a period of three years, ratably in one third increments at the end of each year of a three-year term, which started on January 21, 2021, the grant date. In addition, our NEOs do not have any options outstanding and did not exercise any options in 2021.

### **Nonqualified Deferred Compensation**

The following table sets forth information with respect to the deferred portions of Mr. Moran's profit sharing bonus during the year ended December 31, 2021. Such deferred amounts do not earn interest.

Name	Executive contributions in last fiscal year <sup>(\$)</sup> (1)	Aggregate withdrawals/distributions <sup>(\$)</sup> (2)	Aggregate balance at last fiscal year end <sup>(\$)</sup> (3)
J. Douglas Moran	—	195,182	101,546

- (1) For the year ended December 31, 2021, Mr. Moran's bonus structure transitioned from profit sharing to an incentive structure comprised of a cash bonus and equity awards in line with the other NEOs. The cash portion is included in the Summary Compensation Table under the heading "Bonus" and the equity award portion is included in "Long Term Incentive Plan Compensation."

## TABLE OF CONTENTS

- (2) Represents deferred amounts paid to Mr. Moran in 2021 attributable to his 2018 and 2019 profit sharing bonuses.
- (3) Represents remaining deferred amounts as of December 31, 2021 attributable to Mr. Moran's 2019 profit sharing bonuses.

### **Potential Payments Upon Termination or Change in Control**

The following table quantifies the amount of cash payments and the value of any equity acceleration and other benefits NEOs would have received in connection with certain terminations of employment or in connection with a change in control of DFH, Inc. as if such event had occurred on December 31, 2021. Additional information regarding the prior and current employment agreements for NEOs and our 2021 Equity Incentive Plan is contained in our Compensation Discussion and Analysis under the headings "Executive Employment Agreements" and "Long-Term Incentive—Equity Awards."

Mr. Zalupski's and Ms. Fernandez' executive employment agreements provide for the payment of three months' worth of Company-paid Consolidated Omnibus Budget Reconciliation Act ("COBRA") premiums as severance benefits in the event of an involuntary termination by us without cause.

Additionally, under her agreement in effect as of December 31, 2021, in the event the Company hired a full time Chief Financial Officer and Ms. Fernandez terminated her employment with the Company, the Company would have paid Ms. Fernandez \$150,000. In the event Ms. Fernandez was terminated by the Company without cause prior to the payment of any bonus for 2021, Ms. Fernandez would have received a severance payment of \$350,000.

Mr. Moran's employment agreement provides that if we terminate Mr. Moran's employment involuntarily without cause, he would be entitled to receive severance payments equal to 12 months' worth of his then-current base salary as in effect at the time of such termination, plus 12 months' worth of company-paid COBRA premiums. If we terminate Mr. Moran's employment involuntarily without cause within the 24-month period following a change in control of the Company, Mr. Moran would be entitled to receive severance payments equal to two years' then-current base salary as in effect at the time of such termination, plus 24 months' worth of company-paid COBRA premiums.

The actual amounts that would be paid to any NEO can only be determined at the time of an actual termination of employment and would vary from those listed below. Generally, in the event of a termination for "cause" or a resignation for any reason (other than retirement, in the case of Mr. Moran under his prior employment agreement and voluntary termination, in the case of Ms. Fernandez under her employment agreement), NEOs are entitled only to earned but unpaid salary, vested benefits under applicable benefit plans and reimbursement of business expenses. The amounts shown in the table below assume that all applicable contingencies, such as execution of a release of claims and continuing compliance with any restrictive covenants, as applicable, will be satisfied.

Name	Event	Salary (\$)	Bonus (\$)	Health/Welfare Benefits (\$)	Other Benefits (\$)	Equity Acceleration (\$)	Total (\$)
L. Anabel Fernandez	Voluntary Termination <sup>(1)</sup>	—	—	—	150,000	—	150,000
	Involuntary Termination <sup>(2)</sup>	350,000	—	2,681	—	—	352,681
J. Douglas Moran <sup>(3)</sup>	Involuntary Termination	350,000	—	22,572	—	—	372,572
	Change in Control	604,444	—	—	—	—	604,444
	Retirement <sup>(4)</sup>	—	—	—	101,546	—	101,546
Patrick O. Zalupski	Involuntary Termination	—	—	4,191	—	—	4,191

(1) In the event the Company hired a full time Chief Financial Officer and Ms. Fernandez terminated her employment with the Company within 30 days thereafter, the Company would have paid Ms. Fernandez \$150,000 following the execution by Ms. Fernandez of a general release.

(2) In the event Ms. Fernandez was terminated by the Company without Cause (as defined in her prior employment agreement) prior to the payment of any bonus for 2021, Ms. Fernandez would have received a severance payment of \$350,000 following the execution by Ms. Fernandez of a general release.

(3) Mr. Moran's employment agreement provides that if we terminate Mr. Moran's employment involuntarily without cause, he would be entitled to receive severance payments equal to 12 months' worth of his then-current base salary as in effect at the time of such termination, plus 12 months' worth of company-paid COBRA premiums. If we terminate Mr. Moran's employment involuntarily without cause within the 24-month period following a change in control of the Company, Mr. Moran would be entitled to receive severance payments equal to two years' then-current base salary as in effect at the time of such termination, plus 24 months' worth of company-paid COBRA premiums.

(4) Mr. Moran's prior employment agreement provided for accelerated payment of accrued, unpaid profit sharing bonuses on his "Retirement," which was generally defined as a voluntary resignation after reaching age 65.

## ADDITIONAL INFORMATION

### **Stockholder Proposals and Nominations for Director for the 2023 Annual Meeting of Stockholders**

Stockholder proposals intended for inclusion in next year's proxy materials related to the 2023 Annual Meeting pursuant to SEC Rule 14a-8 must be received at the Company's principal executive offices on or before December 29, 2022, or, if the date of the 2023 Annual Meeting has been changed by more than 30 days from the date of the anniversary of the 2022 Annual Meeting (*i.e.*, June 9, 2023), then the deadline is a reasonable time before the Company begins to print and send its proxy materials related to the 2023 Annual Meeting. Stockholder proposals received after December 29, 2022 will be considered untimely under Rule 14a-8.

Stockholder proposals intended to be presented at the 2023 Annual Meeting must be submitted in accordance with the specific procedures and requirements set forth in Article II, Section 2 of our Bylaws, and any director nominations must be submitted in accordance with the specific procedures and requirements also set forth in Article II, Section 2 of our Bylaws. These procedures require that any nominations or proposals must be delivered to, or mailed and received at, the Company's principal executive offices no earlier than February 9, 2023 and no later than March 11, 2023, in order to be considered.

In the event the date of the 2023 Annual Meeting is more than 30 days before or after June 9, 2023, any nominations or proposals must be delivered to, or mailed and received at, the Company's principal executive offices not earlier than the 120<sup>th</sup> day before the date of the 2023 Annual Meeting and not later than the 90<sup>th</sup> day prior to the 2023 Annual Meeting or the close of business on the 10<sup>th</sup> day following the day on which the first public disclosure of the date of the 2023 Annual Meeting was made.

As allowed under the rules of the Exchange Act, the persons named in the proxy for the 2023 Annual Meeting may use discretionary authority to vote with respect to any proposal not included in the Company's proxy materials that is presented by a stockholder in person at the 2023 Annual Meeting if the stockholder making the proposal has not given timely notice of the proposal to the Company.

### **Householding**

The SEC has adopted rules that permit companies and intermediaries, such as brokers and banks, to provide notice to an address shared by two or more stockholders by delivering a single notice to those stockholders. This procedure is referred to as "householding." We do not household our Notice of Internet Availability with respect to our stockholders of record. However, if you hold your shares in street name, your intermediary, such as a broker or bank, may rely on householding and you may receive a single notice if you share an address with another stockholder.

Once you have received notice from your broker that they will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate copy of the Notice of Internet Availability, or if you are receiving multiple copies of the Notice of Internet Availability and wish to receive only one, please notify your broker. Stockholders who currently receive multiple Notices of Internet Availability at their address and would like to request "householding" of their communication should contact their broker.

### **Other Matters**

We do not know of any matters other than those stated above that are to be brought before the Annual Meeting. However, if any other matters should be properly presented for consideration and voting, it is the intention of the persons named in the proxy to vote on those matters in accordance with their judgment.

### **Obtaining Copies of the Company's 2021 Annual Report**

**STOCKHOLDERS OF THE COMPANY MAY OBTAIN, WITHOUT CHARGE, A COPY OF THE 2021 ANNUAL REPORT BY SENDING A WRITTEN REQUEST FOR THE 2021 ANNUAL REPORT TO INVESTOR RELATIONS, DREAM FINDERS HOMES, INC., 14701 PHILIPS HIGHWAY, SUITE 300, JACKSONVILLE, FLORIDA 32256.**

By Order of the Board of Directors  
Dream Finders Homes, Inc.  
Jacksonville, Florida  
April 28, 2022

**TABLE OF CONTENTS**

DREAM FINDERS HOMES, INC.  
 C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS  
 PO BOX 1342  
 BRENTWOOD, NY 11717



**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above**  
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on June 8, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**VOTE BY PHONE - 1-800-690-6903**  
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on June 8, 2022. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**  
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D82242-P74211

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

<b>DREAM FINDERS HOMES, INC.</b>			
<b>The Board of Directors recommends you vote FOR the following:</b>			
	<b>1. Election of Directors</b>		
	<b>Nominees</b>	<b>For</b>	<b>Against Abstain</b>
1a.	Patrick O. Zalupski	<input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
1b.	W. Radford Lovett II	<input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
1c.	Megha H. Parekh	<input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
1d.	Justin W. Udelhofen	<input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
1e.	William H. Walton, III	<input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
<b>The Board of Directors recommends you vote FOR Proposals 2 and 3:</b>			
		<b>For</b>	<b>Against Abstain</b>
2.	Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022.	<input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
3.	Approval of an advisory resolution approving executive compensation for fiscal year 2021.	<input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.			
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.			
Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice, Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

D82243-P74211

**Dream Finders Homes, Inc.  
Annual Meeting of Stockholders  
June 9, 2022 10:00 AM ET  
This proxy is solicited by the Board of Directors**

The undersigned hereby appoints L. Anabel Fernandez and Robert E. Riva, or either of them, as proxies, each with the power to appoint his/her substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Class A Common Stock and Class B Common Stock of Dream Finders Homes, Inc. (the "Company") that the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held at 10:00 AM ET on June 9, 2022, at the Company's headquarters, 14701 Philips Highway, Suite 300, Jacksonville, Florida 32256, and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**