

## **APPENDIX 2**

### **Audit Committee Procedures for Handling Confidential Complaints Regarding Accounting or Auditing Matters**

The Audit Committee has established the following procedures for the handling of Confidential Complaints regarding accounting or auditing matters.

1. Submission of Confidential Complaints. Any person who wishes to:
  - (a) submit a Confidential Complaint regarding accounting, internal accounting controls, or auditing matters, or
  - (b) bring to the attention of the Audit Committee his or her concerns regarding what that person believes are questionable or erroneous accounting or auditing matters,

may make such submission confidentially and anonymously by sending pertinent information in writing directly to the Audit Committee as follows:

Audit Committee - M.D.C. Holdings, Inc.

Attention: Chair

4350 S. Monaco Street

Denver, CO 80237

Fax Number: (303) 488-4700

Submission of complaints may also be made by calling the Compliance Committee at:

(303) 804-7716 – Michael Touff, General Counsel

(720) 977-3431 – Robert N. Martin, CFO

(303) 804-7730 – Joseph Fretz, Secretary

The procedures of this Section 1 are to be posted on the Company website.

2. Handling of Complaints. If the Compliance Committee receives a submission pursuant to Section 1 above, it shall promptly forward the submission to the Audit Committee. The Compliance