

STEWART INFORMATION SERVICES CORPORATION
AUDIT COMMITTEE CHARTER

I. Purpose

The Audit Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) of Stewart Information Services Corporation (the “Company”) by providing oversight of (A) the quality and integrity of the Company’s financial statements; (B) the Company’s compliance with legal and regulatory requirements; (C) the independent auditors’ qualifications, independence and performance; (D) the performance of the internal audit function of the Company; (E) the Company’s financial and operational risk management; (F) the Company’s information technology security protections and procedures; (G) the Board’s evaluation and control of the Company’s risk profile; and (H) such other matters as directed by the Board or this Charter.

II. Committee Membership

The Committee shall consist of no fewer than three members of the Board, each of whom shall, in the sole judgment of the Board, meet the independence and other applicable requirements of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”).

The members of the Committee, including the Chair of the Committee, shall be appointed annually and may be removed by a majority vote of the Board after considering any recommendation of the Nominating and Corporate Governance Committee. Each member of the Committee shall serve for such term or terms as the Board may determine, until such member’s successor is duly elected and qualified or the member’s earlier resignation, removal or death. When a Chair is not elected by the Board, the members of the Committee may designate, by majority vote, a Chair to serve for a one-year term or until such shorter time as the Board shall elect a Chair.

The Chair of the Committee shall set the agenda for each meeting of the Committee and perform such activities as from time to time are requested by the Board, other Committee members, or as circumstances require.

Each member of the Committee must be financially literate, as such is determined by the Board in its judgment. At least one member of the Committee shall qualify, in the judgment of the Board, as an “audit committee financial expert” as defined by the rules and regulations of the SEC and at least one member (who may also serve as the “audit committee financial expert”) shall, in the judgment of the Board, have accounting or related financial management expertise in accordance with the NYSE listing standards. Committee members shall not simultaneously serve on the audit committees of more than two other public companies unless approved in advance by the Board and such determination is disclosed in accordance with the rules of the NYSE.

III. Meetings

The Committee shall meet as often as it determines necessary, but at least once each quarter. A majority of the Committee's members will constitute a quorum. The Committee may request any officer or employee of the Company, or the Company's outside counsel, or independent auditors to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee. The Committee shall meet periodically with management, the internal auditors (which may include any outsourcing of such function) and the independent auditors in separate executive sessions. The Committee shall maintain minutes of its meetings.

All actions of the Committee shall require an affirmative vote of a majority of the Committee's members. Subject to compliance with applicable law and the provisions of this Charter, if the Committee is unable to reach a majority decision on any action or item, such action or item will be presented to the Board for its review and vote instead of being acted upon by the Committee.

IV. Duties and Responsibilities

In performing its oversight responsibilities, the Committee shall perform the following functions:

A. Integrity of the Company's Financial Statements

1. Discuss with management and the independent auditors major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and the effects of such changes on the Company's financial reporting, any major issues as to the adequacy or effectiveness of the Company's internal controls and any actions taken in response to material control deficiencies.
2. Discuss with management the analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues, assumptions, estimates and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative Generally Accepted Accounting Principles ("GAAP") methods on the financial statements.
3. Discuss with management and the independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements, including the risks identified in the Company's financial statements.
4. Discuss the Company's annual audited financial statements and unaudited quarterly financial statements with management and the independent auditors, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and

Results of Operations” and recommend to the Board whether the audited financial statements should be included in the Company’s Annual Report on Form 10-K.

5. Discuss the type and presentation of information to be included in earnings press releases (with particular attention to any use of “pro forma” or “adjusted” non-GAAP information) as well as review any financial information and earnings guidance provided to analysts and rating agencies. Review earnings press releases and financial results in advance of release as deemed appropriate by the Committee.
6. Review with the Board any issues that arise with respect to the quality or integrity of the Company’s financial statements.

B. Compliance and Regulatory Matters

1. Obtain reports from management, the internal auditors, and the independent auditors regarding the Company’s compliance with and implementation of applicable legal requirements, the Company’s Code of Business Conduct and Ethics, the Guidelines on Corporate Governance and the Code of Ethics for Chief Executive Officer, Principal Financial Officer and Principal Accounting Officer and advise the Board regarding such reports.
2. Review reports and disclosures of related party transactions.
3. Establish and review procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters and federal securities laws matters as well as any material complaints submitted through the Company’s complaint hotline.
4. Review and discuss reports from management concerning significant operating and control issues identified in internal audit reports, management letters and regulatory authorities’ examination reports, and regarding the status of any significant special investigations concerning operating and control issues. Meet as necessary with management and the independent auditors to discuss any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company’s financial statements or accounting policies.
5. Meet periodically with the Company’s Chief Legal Officer (or other legal counsel) to discuss legal and other matters that may have an impact on the Company’s financial statements or compliance policies, including, without limitation, the Stewart Code of Business Conduct and Ethics.

6. Prepare any reports and disclosures of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.
7. Review litigation issues, contingent liabilities, any other risks and legal or regulatory exposures as deemed appropriate by the Committee. Review relevant major legislative and regulatory developments that could materially impact the Company's contingent liabilities and risks.
8. Perform such other duties as may be required by the SEC or the Board.

C. Independent Auditors

The Committee shall have the sole authority to:

1. Appoint, set the compensation, retain, oversee and, when appropriate, terminate the independent auditors engaged for the purpose of preparing or issuing an audit report or performing such other audit, review, or attest services for the Company. The independent auditors shall report directly to the Committee.
2. Evaluate the qualifications, performance, and independence of the independent auditors, including consideration of whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, taking into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent auditors to the Board.
3. Preapprove all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to the *de minimis* exceptions for non-audit services allowed by the SEC and which are approved by the Committee prior to the completion of the audit. Approve the Company's proxy disclosure with regard to fees for audit services and permitted non-audit services.
 - (a) The Chair of the Committee shall have the authority to approve in advance of a Committee meeting up to \$50,000 of fees in connection with audit services and permitted non-audit services performed for the Company by its independent auditors.
4. Meet with the independent auditors prior to the audit to discuss the planning and staffing of the audit.
5. Oversee and assess the effectiveness of the services provided by the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.

6. Review and discuss annual and quarterly reports from the independent auditors regarding (i) all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and (iii) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted audit differences.
7. Discuss with the independent auditors the matters required to be discussed by generally accepted auditing standards relating to the conduct of the audit, including any problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management and management's response thereto.
8. Discuss with the independent auditors any other matters required to be communicated to the Committee by the independent auditors under applicable law or listing standards, including the Public Company Accounting Oversight Board ("PCAOB") Auditing Standard 1301.
9. At least annually, obtain and review a report from the independent auditors describing (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditing firm; (iii) any steps taken to address any such issues; and (iv) all relationships between the independent auditors and the Company (to assess the auditors' independence and facilitate discussion with the independent auditors regarding the potential effects of any such relationships on the auditors' independence).
10. Review disclosures made to the Company's independent auditors and the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Annual Report on Form 10-K and Quarterly Reports on Forms 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls or its operations.
11. Ensure the rotation of the independent audit partners as required by applicable laws and regulations.

12. Set clear policies for the Company's hiring of employees or former employees of the independent auditors who have participated in any capacity in the audit of the Company.
13. If the Committee deems it appropriate, discuss with the national office of the independent auditors issues on which the national office was consulted by the Company's internal auditors or on matters of audit quality and consistency.

D. Internal Audit Function

1. Select, appoint, evaluate and, when appropriate, terminate the Company's internal auditors, including any outsourcing of such function.
2. Review and discuss with management and the independent auditors the scope, responsibilities, budget, management, and staffing of the Company's internal audit function. Assess the effectiveness of the internal audit effort through regular meetings conducted separately with the independent auditors and internal auditors.
3. Review the activities and organizational structure of the internal audit function and the qualifications of its personnel.
4. Review the significant reports to management prepared by the internal auditors and management's responses thereto.
5. Periodically review completion of corrective action agreed to be taken as a result of internal audit activities. Review with management and the internal auditors the adequacy and effectiveness of the system of internal controls, accounting practices and disclosure controls and procedures and the responsiveness of management in correcting audit-related deficiencies. Review, at least annually, procedures for implementing accepted recommendations made by the independent auditors.

V. Financial and Operational Risk Management

- A. At least annually, the Committee shall review the Company's policies as to financial and operational risk assessment and risk management.
- B. Periodically, the Committee shall review the Company's information technology security protections and procedures.
- C. At least annually, the Committee shall receive reports from each committee of the Board regarding its recommendations on risk management in their respective areas.

VI. Oversight of Committee Matters

- A. The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when the Committee deems it appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.
- B. The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Committee's authority to engage such advisors includes the authority to set the terms, including approval of fees and expenses, of all such engagements, and to terminate such engagements.
- C. The Company shall fund all Committee approved expenses for (i) the independent auditors, (ii) the internal auditors, (iii) any advisors employed by the Committee and (iv) any other expenditures incurred by the Committee.
- D. The Chair of the Committee will report to the Board, at each regular meeting thereof, with respect to the Committee actions since the last regular meeting of the Board.
- E. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Nominating and Corporate Governance Committee for submission to the Board for approval.
- F. The Committee shall conduct an annual performance evaluation of the Committee's purpose, duties and responsibilities under this Charter and its own performance.
- G. The Committee shall provide the Board with such other recommendations and reports as the Committee may deem appropriate. Recommendations and reports to the Board may take any form, including an oral report by the Committee Chair or any other member of the Committee designated by the Committee to make such report.

VII. Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations, nor is it the Committee's duty to conduct general investigations (without limiting the Committee's authority to authorize or oversee investigations as contemplated herein or in other Company policies) or to ensure compliance with laws and regulations. These are the responsibilities of management and the independent auditors.

Adopted April 28, 2017