

STEWART INFORMATION SERVICES CORPORATION  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

**I. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) shall advise the Board of Directors (the “Board”) of Stewart Information Services Corporation (the “Company”) as to:

- A. individuals to become Board members at the next annual shareholder meeting, consistent with criteria approved by the Board;
- B. a set of corporate governance principles applicable to the Company;
- C. oversight of the Company’s corporate governance;
- D. directors to serve on Board committees and to serve as chairs of the Board committees;
- E. recommend policies relating to the tenure, compensation, succession and retirement of directors; and
- F. recommend policies relating to the tenure, succession and retirement of senior executives; and
- G. oversee the evaluation of the Board, its committees, and management.

**II. Committee Membership**

The Committee shall consist of no fewer than two members of the Board, each of whom shall, as determined by the Board in its sole discretion, meet the independence and other applicable requirements of the Securities and Exchange Commission 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. 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. 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.

### **III. Meetings**

The Committee shall meet as often as it determines necessary, but at least three times each fiscal year. 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 to attend a meeting of the Committee, or to meet with any members of, or consultants to, the Committee. 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**

#### **A. Nominees to the Board**

The Committee is responsible for reviewing and making recommendations with respect to the criteria established by the Board for selection of nominees for election as Directors by holders of the Company's Common Stock (the "Nominees"), as set forth in the Company's Guidelines on Corporate Governance. Consistent with those criteria, the Committee will identify individuals qualified to become Board members and recommend to the Board a slate of Nominees for election at each annual meeting of the shareholders of the Company. The Committee will review the qualifications, as provided for in the Company's Guidelines on Corporate Governance, of all candidates, including any candidates that may be proposed by holders of the Company's Common Stock. The Committee shall review and assess the independence of each candidate, taking into consideration the Company's independence guidelines and applicable listing standards of the NYSE.

#### **B. Director and Executive Officer Succession**

The Committee shall make recommendations with regard to resignations, tenure, succession and retirement policies for directors. The Committee shall have in place appropriate procedures to address emergency CEO succession and succession of the Company's Chief Executive Officer (the "CEO") in the ordinary course of business.

#### **C. Director Compensation**

On an annual basis, the Committee, in consultation with the Compensation Committee, shall review the form and amount of compensation paid to directors for service on the Board and its committees and recommend changes thereto as appropriate.

D. Self-Evaluation

The Committee shall recommend to the Board a process for the Board's and each committee's annual self-evaluation. The Committee will oversee the evaluation of the Board, its committees, and management, and recommend to the Board any changes as appropriate. The Committee shall also conduct an annual evaluation of its own performance.

E. Code of Business Conduct

The Committee shall review the Company's Code of Business Conduct and Ethics and the Code of Ethics for Chief Executive Officer, Principal Financial Officer and Principal Accounting Officer and recommend to the Board any changes to such codes as appropriate.

F. Guidelines on Corporate Governance

The Committee is responsible for reviewing and administering the Company's Guidelines on Corporate Governance and developing and making recommendations to the Board regarding any changes thereto as appropriate.

G. Annual Review of Committee Charters, Composition and Duties

The Committee shall review and assess the adequacy of this Charter annually, report the results thereof to the Board and recommend any proposed changes to the Board for approval. On an annual basis, the Committee shall oversee each Board committee's charter review and report the results of each to the Board, including any proposed changes.

The Committee shall make recommendations to the Board concerning the composition, functions and duties of the committees of the Board.

H. Report

The Chair will report to the Board, at each regular meeting thereof, actions taken by the Committee since the last regular meeting of the Board.

I. Search Firms

In the performance of its duties hereunder, the Committee will have sole authority to retain and terminate any search firm it may use to identify potential Nominees, including the sole authority to approve the reasonable fees and other terms of engagement of any such search firm.

J. Stock Ownership

The Committee, in consultation with the Compensation Committee, shall determine director stock ownership guidelines, which shall be set forth in Section

III.D. of the Company's Guidelines on Corporate Governance, and monitor compliance with such guidelines.

K. Other Duties

The Committee shall perform such other activities or functions relating to the nomination of directors and/or corporate governance as the Committee or the Board deem appropriate.

**V. Risk Management**

At least annually, the Committee shall discuss the Company's policies as to risk assessment and risk management, including the review of the guidelines and policies established by the Company to assess, monitor and mitigate the Company's significant risk exposures. At least annually, the Committee shall prepare a report regarding the Company's policies as to risk assessment and management, including its recommendations thereto, and present such report to the Board.

**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, provided that decisions of such subcommittee 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) any advisors employed by the Committee, and (ii) any other reasonable expenditures incurred by the Committee.
- D. The Committee shall make regular reports to the Board regarding its responsibilities under this Charter and actions taken in fulfillment thereof.
- E. 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.

*Adopted April 28, 2017*