



THE FIRST AMERICAN CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The First American Corporation (the “Company”) shall include the following:

- A. Identifying individuals qualified to become directors of the Company;
- B. Recommending that the Board select the nominees identified by the Committee for all directorships to be filled by the Board or by the shareholders;
- C. Developing, recommending to the Board and periodically reviewing the corporate governance principles applicable to the Company; and
- D. Otherwise taking a leadership role in shaping the corporate governance of the Company as provided herein.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board (as determined by the Board from time to time) each of whom is determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by majority vote of the independent directors.

Chairperson

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee consisting of two or more Committee members.

III. MEETINGS

The Committee shall meet as frequently as circumstances dictate, including upon the occurrence of a vacancy on the Board and in connection with the selection of a slate of directors to be presented at the annual shareholder meeting. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its purposes. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee.

The Committee, in discharging its oversight role, is empowered to retain outside counsel and/or other experts to assist the Committee, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

Board Selection, Composition and Evaluation

Establish criteria for the selection of new directors to serve on the Board.

Identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select the nominees identified by the Committee for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate including some or all of the following: strength of character, an inquiring and independent mind, practical wisdom, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board. If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend

default, shareholder agreements, and management agreements), the selection and nomination of such directors shall not be subject to the Committee process.

Review and make recommendations to the full Board as to whether members of the Board should stand for re-election.

Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Review and reassess from time to time the Company's code of business conduct and ethics and recommend to the Board any changes the Committee considers necessary or advisable with respect to such code; consider questions of independence and possible conflicts of interest of members of the Board and executive officers; grant such waivers of the code for directors or executive officers as the Committee may deem appropriate; and report each such waiver to the Board.

Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

Oversee the Board's annual self-evaluation and the Board's evaluation of management.

Committee Selection, Composition and Evaluation

Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

Recommend members of the Board to serve as the Chair of the committees of the Board.

Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation among the committees and impose any term limitations of service on any Board committee.

Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

Corporate Governance

Consider the adequacy of the articles of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the articles of incorporation and bylaws for consideration by the shareholders.

Review and reassess from time to time the corporate governance principles adopted by the Board and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.

Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Continuity / CEO Succession Planning Process

Assist the Board during any CEO succession scenario, including by making recommendations to the Board with respect to the selection of a qualified successor CEO.

Reports

Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take any form, including the form of an oral report by the Chairperson or any member of the Committee designated by the Committee to make such report.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform and review an evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, from time to time, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or advisable.