

# STEWART INFORMATION SERVICES CORPORATION

## CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

### I. Purpose and Organization

The Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of Stewart Information Services Corporation (“Company”) will consist of two or more independent Directors of the Company. The members of the Committee will be elected by the Board annually and will serve until the next election or until removed by a majority vote of the Board. A majority of the members of the Committee will constitute a quorum. The Committee is responsible for reviewing and administering the Company’s “Guidelines on Corporate Governance” and developing and making recommendations to the Board with respect thereto. The Committee may create subcommittees and delegate to them such duties and responsibilities as it will determine from time to time. The Chairman of the Committee will report to the Board, at each regular meeting thereof, with respect to its actions since the last regular meeting of the Board.

### II. Duties

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 (“Common Stock 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, including Advisory Directors, and recommend to the Board a slate of Common Stock 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 that may be proposed by holders of the Company’s Common Stock. The Nominating and Corporate Governance Committee, in preparing its annual slate of Common Stock Nominees for recommendation to the Board for election or reelection by the holders of the Company’s Common Stock, will review and consider all relevant factors as to the qualifications of each proposed nominee.

In addition, the Committee will oversee the self-evaluation of the Board and the Compensation Committee’s evaluations as to the performance of management as reported to the Board. It will also conduct an annual performance evaluation of its own activities and report its conclusions to the Board. The Committee will also be responsible for reviewing the Company’s Code of Business Conduct and Ethics and recommending to the Board any changes in such Code, including any changes that are necessary or appropriate to reflect all legal and stock exchange requirements in effect from time to time and other provisions reflective of current “best practices”, including those suggested by Federal Sentencing Guideline principles, a copy of which is attached.

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 Common Stock Nominees, including the sole authority to approve the reasonable fees and other terms of engagement of any such search firm.

As Adopted by the Board of Directors  
and including all amendments through \_\_\_\_\_

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Max Crisp  
Secretary  
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