




**Fidelity National Financial, Inc.**

FNF NYSE

Insurance - Property / Casualty

Market Capitalization USD:

**\$3,389.19 mm****CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: George Scanlon****Age: 54****CEO Since: 2010**

	2009	2010	2011
<b>Base Salary</b>	\$642,000	\$494,000	\$600,000
<b>Discretionary Bonus</b>	\$0	\$75,000	\$0
<b>Annual Cash Incentive</b>	\$2,562,637	\$1,071,865	\$4,955,625
<b>Benefits and Perquisites</b>	\$269,771	\$246,846	\$207,900
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$3,474,408</b>	<b>\$1,887,711</b>	<b>\$5,763,525</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$498,630	\$0	\$0
<b>Stock Awards</b>	\$1,406,000	\$0	\$2,867,941
<b>TOTAL COMPENSATION</b>	<b>\$5,379,038</b>	<b>\$1,887,711</b>	<b>\$8,631,466</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$7,596,961	\$5,508,444	\$6,498,477
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$753,238	\$0
<b>Value Realized on Vesting of Stock</b>	\$1,650,365	\$1,055,647	\$777,870
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$1,650,365</b>	<b>\$1,808,885</b>	<b>\$777,870</b>

Proxy Date: 13 Apr 2012

Annual Meeting Date: 23 May 2012

Equity Reserves: 11.37%

Stock Option Run Rate: 0.41%

# Fidelity National Financial, Inc.

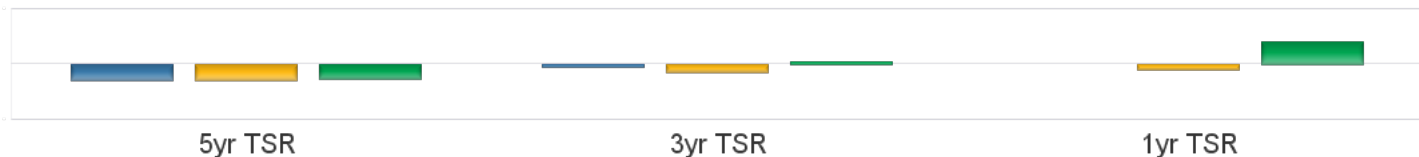
FNF NYSE

Insurance - Property / Casualty

Market Capitalization USD: \$3,389.19 mm

## Performance Comparison

■ S&P500 ■ Industry ■ FNF



## Peer Comparisons (TRBC) = Insurance - Property / Casualty

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>FNF</b>	<b>Fidelity National Financial, Inc.</b>	<b>\$5,379,038</b>	<b>\$1,887,711</b>	<b>\$8,631,466</b>	<b>\$3,389,186,623</b>
CNA	CNA Financial Corporation	\$10,431,113	\$9,485,586	\$8,363,417	\$6,050,599,340
VRSK	Verisk Analytics, Inc.	\$11,636,561	\$7,144,832	\$7,598,137	\$5,730,593,384
XL	XL Group plc	\$6,212,437	\$10,481,557	\$8,936,065	\$5,599,725,173
ACGL	Arch Capital Group, Ltd.	\$7,675,615	\$9,474,938	\$9,287,412	\$4,353,762,240
CINF	Cincinnati Financial Corporation	\$1,409,796	\$2,314,728	\$1,754,487	\$4,295,637,787
WRB	W. R. Berkley Corporation	\$17,810,079	\$24,633,641	\$15,198,137	\$4,160,529,887

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

American Financial Group, Aon Corp., Arch Capital Group Ltd., Assurant Inc., Automatic Data Processing, Inc., CNA Financial Corporation, Discover Financial Services, Everest Re Group Ltd., First American Financial Corporation, Genworth Financial, Inc., Lincoln National Corp., Marsh & McLennan Companies, Inc., Principal Financial Group, Transatlantic Holdings, Unum Group, White Mountains Insurance Group Ltd., W.R. Berkley Corporation.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Daniel D. Lane	Chairman	77	Male	23	Outside Related
Carv H. Thompson	Member	55	Male	20	Outside Related
Richard Mashev	Member	56	Male	6	Outside