

STEWART INFORMATION SERVICES CORPORATION
COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) shall review, evaluate and make recommendations to the Board of Directors (the “Board”) of Stewart Information Services Corporation (the “Company”) for matters relating to:

- A. the compensation of the Company’s executive officers;
- B. in consultation with the Nominating and Corporate Governance Committee, the compensation of the Company’s directors;
- C. the compensation plans, policies, and programs of the Company (and, where appropriate, its subsidiaries), including the responsibility, power, and authority to determine distributions and grant awards to officers (as such term is defined in Rule 16a-1(f) of the Exchange Act (the “Section 16 Officers”)) and administer the Company’s various equity incentive plans with respect to all other employees;
- D. the Company’s human resource and compensation risk; and
- E. such other matters as directed by the Board or this Charter.

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:

- A. meet the independence and other applicable requirements of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”);
- B. be a “non-employee director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
- C. meet all independence requirements of law, including federal tax law for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

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 meet periodically, but at least once per year, in executive session. 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. The Committee will establish and monitor the basic philosophy and policies governing the compensation of the Chief Executive Officer (the "CEO"), the Section 16 Officers and officers of the Company who are also serving as Board members.
- B. In accordance with applicable regulations, the Committee shall review the Company's compensation practices to ensure that they do not encourage excessive risk taking. At least annually, the Committee shall prepare a report regarding the risks inherent in the Company's compensation practices, including its recommendations thereto, and present such report to the Board.
- C. The Committee will review recommendations submitted by the CEO, then approve and submit to the Board for formal ratification any decisions with respect to the compensation for the Section 16 Officers. These recommendations may include base pay, incentive compensation plans, perquisites, pension plans and awards, grants and related actions under the Company's various equity-based plans as well as relevant metrics and target award levels. The Committee shall oversee management's decisions regarding performance and compensation of the Company's other key employees.
- D. The Committee will approve and submit to the Board for formal ratification compensation decisions with respect to the compensation plan of the CEO, which plan may include short and long term performance targets based on selected financial, operational, and individually targeted objectives, as well as the payout opportunities based on accomplishments above and below the pre-established

performance targets. Relevant metrics and target award levels will be established as the Committee deems necessary. The Committee's determinations with regard to the performance goals and objectives, and the compensation of the CEO and Section 16 Officers shall be reviewed and ratified by the independent members of the Board.

- E. The Committee shall oversee administration of the CEO compensation plan, including the evaluation of the CEO's performance in light of the goals, objectives, and metrics, and the approval and submission to the Board for ratification the CEO's compensation based on such evaluation.
- F. In determining the CEO compensation plan, the Committee will consider items including, but not limited to, the Company's performance, the value of similar incentive awards to CEOs at peer and comparable companies, and the awards given to the Company's CEO in past years.
- G. The Committee shall at least annually evaluate the performance of the CEO and review and approve the CEO's evaluation of the performance of the other Section 16 Officers in light of the approved performance goals and objectives.
- H. Notwithstanding anything in this Charter to the contrary, the Committee shall have sole discretion and authority with respect to any action regarding compensation payable to any of the senior executives that the Committee intends to constitute "qualified performance-based compensation" for purposes of Section 162(m) of the Code.
- I. The Committee shall review, approve and amend, when appropriate, employment agreements, offers of employment, severance agreements and change-in-control agreements with (i) the Section 16 Officers, including the CEO, and (ii) any officers of the Company who are also serving as Board members.
- J. On an annual basis, the Committee, in consultation with the Nominating and Corporate Governance 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.
- K. With respect to the Company's incentive-compensation plans, equity-based plans and employee pension, profit sharing and benefit plans ("Company Plans"), the Committee shall:
 - 1. review and make recommendations to the Board with respect to each Company Plan and oversee the activities of the individuals responsible for administering such Company Plan (if the Committee itself is not responsible for administering such Company Plan);
 - 2. review and approve all Company Plans that are not otherwise subject to the approval of the Company's stockholders;

3. review and make recommendations to the entire Board for approval, or approve as appropriate, awards of shares or share options pursuant to the Company Plans as such plans may from time to time require; and
 4. monitor compliance with the rules and guidelines of the Company Plans.
- L. The Committee shall review and approve the creation or revision of any “clawback” policy allowing the Company to recoup compensation paid to employees.
- M. The Committee shall review and discuss with management the disclosures in the Company’s Compensation Discussion and Analysis (the “CD&A”) and, based on that review, make a recommendation to the Board regarding the inclusion of the CD&A in the Company’s annual proxy statement, each in accordance with the requirements of the SEC.
- N. The Committee shall oversee the Company’s submissions to shareholders on executive compensation matters, including shareholder advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the NYSE listing standards).
- O. The Committee shall produce a Compensation Committee Report for inclusion in the Company’s annual proxy statement in accordance with the requirements of the SEC.
- P. The Committee shall have the sole authority to retain and terminate any independent compensation consultant who assists the Company and/or Committee in establishing and reviewing a compensation policy and/or plan and who aids in evaluating director, executive and senior officers’ compensation, including comparative analysis, computation of the value of stock options, and issuance of a fairness letter upon completion of such study. The Committee is responsible for determining the independence of such advisors by taking into consideration all factors relevant to advisor independence, including the factors set forth in the NYSE Listed Company Manual.
- Q. The Committee shall have authority to direct the work of the compensation consultants and establish such consultants’ fees. It may also obtain advice and assistance from other advisors it determines necessary for effective completion of its duties.
- R. The Company shall fund (i) Committee-approved expenses for any independent advisors employed by the Committee and (ii) any other reasonable expenses incurred by the Committee.
- S. The Committee should annually oversee those risks assigned to it by the Board.

- T. The Committee, along with the CEO and Chief Human Resource Officer, as requested, shall act as the liaison and point of communication with external shareholders and proxy advisory firms regarding the Company's executive compensation policies and plans.
- U. The Committee, in consultation with the Nominating and Corporate Governance Committee, shall determine officer stock ownership guidelines and monitor compliance with such guidelines.

V. 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 compensation and permitted non-compensation 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. In its sole business judgment, the Committee shall determine the independence of these 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 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.
- D. 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.
- E. The Committee shall participate in an annual performance evaluation of the Committee's purpose, duties and responsibilities under this Charter and its own performance.
- F. 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