

STEWART INFORMATION SERVICES CORPORATION

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Compensation Committee (“Committee”) shall review and make recommendations to the Board of Directors (“Board”) of Stewart Information Services Corporation (“Company”) relating to compensation of the Company’s executive officers, as more specifically set forth below. The Committee shall have overall responsibility for reviewing and evaluating the compensation plans, policies and programs of the Company. To that end, the Committee shall have the responsibility, power and authority to determine distributions and grant awards under and administer the Company’s various incentive plans, and assume responsibility for all matters related to all of the foregoing.

II. Organization

A. The Committee will be composed of at least three Directors, all of whom satisfy the definition of “independent” under the listing standards of the New York Stock Exchange. All Committee members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934. No Committee member may be a present or former officer of the Company or any of its subsidiaries. No executive officer of the Company may be a member of any compensation committee (or board of directors or other body performing the functions of a compensation committee) of another entity if any of its executive officers is a member of the Board. Committee members shall otherwise 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.

B. The Committee members will be appointed by the Board and may be removed by the Board in its discretion.

III. Duties and Responsibilities

The Committee shall establish and monitor the basic philosophy and policies governing the compensation of the Company’s executive officers and senior managers. The Committee will make recommendations to the Board with respect to compensation, incentive compensation plans and equity-based plans.

Specific duties and responsibilities of the Committee include, but are not limited to, the following:

A. Review and approve the Company’s goals and objectives relevant to the compensation of the Co-Chief Executive Officers, evaluate the Co-Chief Executive Officers’ performance in light of those goals and objectives, and recommend to the Board the Co-Chief Executive Officers’ compensation levels based on this evaluation.

B. Administer the stock-based compensation plans which have been (or may be) adopted by the Company.

C. Review and approve employment, severance and change in control agreements with the executive officers of the Company.

D. Review the overall compensation structure and programs for all employees (including a review of any risks to the Company that may arise from such structure or programs) and make recommendations to the Board with respect to non-Chief Executive Officer compensation, incentive-compensation plans and equity-based plans.

E. Retain in its discretion and on behalf of the Company one or more firms that specialize in officer compensation to (i) compare compensation paid by the Company to its officers with comparable compensation paid by competitors and the market in general, (ii) compute the value of stock options and (iii) issue a fairness letter upon completion of the firm's study.

F. Review and discuss with management the disclosures in the Compensation Discussion and Analysis (the "CD&A"), make a recommendation to the Board regarding the inclusion of the CD&A in the Company's proxy statement, and produce a Compensation Committee Report for inclusion in the Company's proxy statement, each in accordance with the requirements of the Securities and Exchange Commission.

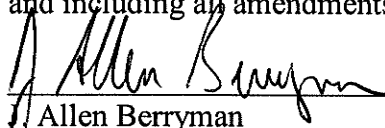
G. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

H. Perform annually an evaluation of the Committee's performance to determine whether it is functioning effectively and report its conclusions to the Board.

IV. Meetings

The Committee shall meet at such times as deemed necessary by the Chairman of the Committee or any number of members constituting a majority of the Committee.

As adopted by the Board of Directors
and including all amendments through March 10, 2010


Allen Berryman
Secretary