

CHARTER OF THE COMPENSATION COMMITTEE OF STEWART INFORMATION SERVICES CORPORATION

I. Purpose

1. The Compensation Committee is appointed by the Board of Directors (“Board”) of Stewart Information Services Corporation (the “Company”) to assist the Board in discharging its responsibilities relating to the compensation policies of the Company and the compensation of officers and senior managers and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations. The committee will also review and discuss with management any major compensation related risks to the Company to include compliance with applicable laws and regulations. The committee will have all the powers of the Board which are necessary or desirable to perform these functions and responsibilities to the extent that these powers may be delegated to a committee by the Board under Delaware Law.

II. Committee Membership

1. The Committee shall consist of no fewer than three members of the Board, each of whom shall:
 - a. Satisfy the definition of "independent" under the listing standards of the New York Stock Exchange and applicable law.
 - b. Not be:
 - i. A present or former officer of the Company or any of its subsidiaries, or
 - ii. 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 one of such entity’s executive officers is a member of the Board;
 - c. Each member shall be free from any relationships or conflicts of interest with respect to the Company or the Company’s staff that may impair, or appear to impair, the member’s ability to make independent judgments regarding compensation policies.
2. The Committee members will be appointed by the Board upon the recommendation of the Company’s Nominating and Corporate Governance Committee.
3. The entire Committee or any individual Committee member may be removed from office at any time, without cause, upon an affirmative vote of at least six members of the Board.
4. Any Committee member may resign at any time upon giving notice to the Chairman of the Board. The Board may elect a successor to take office when the resignation becomes effective.

5. The committee may create subcommittees of independent directors and delegate to them such responsibilities as it may determine from time to time.

III. Chairperson

1. A Chairperson of the Committee (“Chairperson”) shall be designated by the Board, based upon a recommendation of the Company’s Nominating and Corporate Governance Committee.
2. The Chairperson shall determine the agenda of Committee meetings and preside over those meetings.
3. The Chairperson shall establish, from time to time, such rules as may be necessary and proper for the conduct of the Committee meetings.
4. The Chairperson will report to the Board, at each regular Board meeting, the committee’s actions since the last regular meeting of the Board.

IV. Duties and Responsibilities:

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

1. The Committee, with Board oversight, shall establish and monitor the basic philosophy and policies governing the compensation of executive officers, senior managers, and officers of the Company who are also serving as Board members.
2. The Committee will make compensation recommendations to the Board with respect to the compensation for executive officers, senior managers, and officers of the company who are also serving as Board members. . These recommendations may include any incentive compensation plans and equity-based plans. Nothing in this provision should be construed as precluding discussion of officer compensation with the Board generally, as it is not the intent of this standard to impair communication among members of the Board.
3. Recommend a pay-for-performance based CEO compensation plan to the Board. Said plan to 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 annually.

4. Oversee administration of CEO compensation based on the approved plan to include evaluating the CEO's performance in light of these goals, objectives, and metrics and then review and recommend the CEO's compensation based on this evaluation. The committee may only apply negative discretion in adjusting any plan payouts.
5. In determining the long-term incentive component of CEO compensation, the committee should consider the Company's performance and relative shareholder return, 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. To avoid confusion, note that the compensation committee is not precluded from approving awards (with or without ratification of the Board) as may be required to comply with applicable tax laws (i.e., Rule 162m).
6. Work with the Chairman of the Board to negotiate an employment agreement with the CEO.
7. Review and approve employment agreements, severance agreements and change in control agreements with the executive officers and any officers of the Company who are also serving as Board members..
8. Make recommendations to the Board for its approval with respect to non-CEO executive officer compensation, including incentive compensation and equity-based plans. Some factors considered may include the short and long term performance of the Company, each officer's performance in light of established goals and objectives, and compensation comparisons with other companies.
9. 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).
10. Administer the equity-based compensation plans which have been (or may be) adopted by the Company. This includes recommending and administering short and long term incentive plans. The committee may delegate to management any plan administrative functions the committee deems appropriate, but must retain administrative oversight.
11. Perform such other activities and functions related to the compensation of the Company's officers and employees as the Committee or the Board deem appropriate.
12. Review and discuss with management the disclosures in the Proxy Statement's 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.
13. The Committee shall have the sole authority to retain and terminate any compensation consultant who assists the company in establishing and reviewing a compensation policy and plan and who aids in evaluating director, executive and senior officers'

compensation, to include comparative analysis, computation of the value of stock options, and issuance of a fairness letter upon completion of the firm's study.

14. The committee shall have authority to direct the work of the compensation consultants and establish consultant's fees. It may also obtain advice and assistance from other advisors it determines necessary for effective completion of its duties.

V. Duties and Responsibilities:

Specific duties and responsibilities related to the review and evaluation of the following risks:

1. Compliance with applicable laws and regulations (international, federal, state and local) governing employee relations, employment practices, and compensation.
2. The maintenance of appropriate employment and compensation-related data on employees, particularly international employees.
3. The public disclosure and understanding of the Company's compensation philosophy, structure and philosophy necessary to maintain shareholder confidence.
4. The programs, policies, plans and incentives to provide appropriate compensation to attract and retain highly qualified associates.
5. Third party reviews (including those of proxy advisory firms) of the Company's compensation practices and the potential impact of those reviews.

VI. Meetings

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

VII. Self-Evaluation and Charter Review

1. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Nominating and Corporate Governance Committee of the Company for review and presentation to the Board for approval.
2. Perform annually a self-evaluation of the Committee's performance to determine whether it is functioning effectively and report its conclusions to the Board.