



## INVESTORS TITLE COMPANY

### **BOARD OF DIRECTORS STANDARD COMMITTEE CHARTER PROVISIONS**

Each Committee of Investors Title Company's Board of Directors has its own charter. Set forth below are provisions that are applicable to every charter of a Committee of the Board of Directors.

**I. Committee Member Qualifications.** In order to be eligible to serve on a Committee, a Board member must meet the following requirements:

- A. S/he must have, or obtain within a reasonable period of time after appointment to the Committee, familiarity with the key issues relevant to the work of the Committee.
- B. For the Audit, Compensation, and Nominating Committees, s/he must be independent as determined by the Board in accordance with applicable listing standards and legislation.
- C. For the Audit Committee:
  - 1. Except for his/her director's fees, s/he and members of his/her immediate family and entities of which s/he is a partner, member, officer, director, or significant (greater than 10%) shareholder must not receive any compensation from the Company including, but not limited to, fees paid for accounting, consulting, legal, investment banking, or financial advisory services;
  - 2. S/he must not be the beneficial owner, directly or indirectly, of more than ten percent (10%) of any class of the Company's voting equity securities, or be an executive officer of the Company.
  - 3. S/he must not be serving simultaneously on the audit committees of more than three (3) other companies, unless the Board determines that such service will not impair his/her ability to serve on the company's Audit Committee.
  - 4. S/he must be financially literate, as determined by the Board.
  - 5. S/he must not have participated in the preparation of the financial statements of the Company in the past three years.
- D. For the Compensation Committee, s/he will qualify as (1) a "non-employee" director as defined by Rule 16b-3 under the Securities and Exchange Act of 1934 and (2) an "outside director" as defined by Section 162(m) of the Internal Revenue Code.

**II. Committee Member Appointment and Removal.**

- A. **Appointment.** At the first meeting of the Board following the annual meeting of shareholders, the Board will, by resolution, designate an Audit Committee, a Compensation Committee, and a Nominating Committee of the Board, each having at least

three (3) members. The Board may appoint additional Committee members throughout the year as it deems necessary or advisable.

- B. **Removal.** The Board may remove a member from the Committee at any time; provided, however, that if removing a member of the Committee would cause the Committee to have fewer than three (3) qualified members, then the Board must at the same time appoint an additional member to the Committee so that the Committee will have at least three (3) qualified members.

### III. **Committee Structure and Operation.**

- A. **Appointment of Chair.** At the time the Board appoints members of the Committee, it will appoint one of the members to act as Chair of the Committee and may, in its discretion, also appoint a Vice Chair of the Committee. In addition to chairing meetings of the Committee, the Chair (i) will be the liaison to Company management, (ii) will be responsible for working with Company management to set meeting agendas, (iii) will report to the Board pursuant to Section IV below, and (iv) will be available to answer questions at annual meetings of shareholders. The Chair may temporarily delegate his or her responsibilities to the Vice Chair and, if there is not a Vice Chair, to another Committee member if s/he is not available to perform them.
- B. **Removal of Chair.** The Board may remove the Chair at any time, provided that the Board appoints a new Chair at the same time.
- C. **Quorum.** A majority of the Committee will constitute a quorum.
- D. **Voting.** Each member of the Committee will have one vote.
- E. **Required Vote.** Action may be taken with the approval of a majority of the Committee present at a duly constituted meeting. Action also may be taken with the unanimous written approval of all Committee members.
- F. **Delegation.** Except as otherwise prohibited, the Committee may delegate to the Chair or to a subcommittee the right to review and determine any issue on behalf of the entire Committee, and the Committee may also delegate administrative tasks to employees of the Company; provided, however, that no such delegation can alter the fundamental duties and responsibilities of the Committee.
- G. **Meetings.** Unless the Committee determines that fewer meetings are required in a particular year, the Audit Committee will meet four (4) times per year. The Committee will meet at the request of any member of the Committee or any two (2) members of the Board, at the time specified in the request. Meetings may be held in person, by telephone or by other form of interactive real-time electronic communication. Notice of meetings will be given to each member, normally at least two days before the meeting. Any meeting at which all members are present will be a duly called meeting, whether or not notice was given. The Audit and Compensation Committees shall meet at least once per year without the Chief Executive Officer or other employees of the Company or its subsidiaries present to discuss any matters that the Committee deems appropriate.

- IV. **Committee Reports to the Board.** At the next meeting of the Board after any Committee meeting, the Chair or his/her nominee will provide the Board with a report on the matters addressed at the Committee meeting.

- V. **Definitions.** As used herein and in each Committee charter, “Company” means Investors Title Company and its subsidiaries and “Board” means the Board of Directors of Investors Title Company.