

# Investors Title

INNOVATIVE BY INSTINCT

## Board of Directors Independence Standards

---

### General Independence Criteria

In order to comply with SEC rules and regulations and Nasdaq listing standards, the Board of Directors must determine that a majority of the members of Investors Title Company's Board of Directors satisfy the following criteria:

1. Is not, and was not in the past three years, employed by the Company or its subsidiaries;
2. Is not the Family Member of anyone who is or has been an executive officer of the Company or its subsidiaries within the past three years;
3. In any twelve consecutive months of the last three fiscal years, has not (and a Family Member has not) received payments from the Company or its subsidiaries in excess of \$120,000, other than in connection with board service, compensation paid to a Family Member who is a non-executive employee of the Company or its subsidiaries, qualified retirement benefits, investment in Company securities and non-discretionary compensation, or loans permitted under Section 13(k) of the Securities Exchange Act of 1934;
4. Did not (and a Family Member did not) work on the Company's audit as an employee or partner of the Company's independent auditor at any time during the past three years, and is not a current partner of the independent auditor;
5. In the current fiscal year or any of the last three fiscal years, was not (and a Family Member was not) a partner, controlling shareholder or executive officer of an organization to which the Company made or received payments in excess of \$200,000 or 5% of the recipient's consolidated gross revenues, whichever is more, for the year other than payments arising solely from investment in that company's securities or under non-discretionary charitable contribution matching programs; and
6. Is not (and a Family Member is not) employed as an executive officer of another company where any of the Company's executive officers serve, or have served in the past three years, on the compensation committee.
7. Does not have any other relationships with the Company or its subsidiaries which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

As used herein, “Family Member” means a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the person’s home.

**Nominating Committee Requirements:**

All Nominating Committee members must meet the general independence criteria above.

**Compensation Committee Requirements:**

All Compensation Committee members must meet the general independence criteria above. In addition, the Board of Directors must determine that no member of the Compensation Committee has any relationship to the Company that is material to a director’s ability to be independent from management in connection with the duties of a Compensation Committee member. The Board must make this determination based on consideration of all specifically relevant factors, including, but not limited to:

1. The source of compensation of each director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and
2. Whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

**Audit Committee Requirements:**

All Audit Committee members must meet the general independence criteria above. In addition, no Audit Committee member may:

1. have participated in preparing financial statements for the Company or its subsidiaries in the past three years;
2. accept, directly or indirectly, any consulting, advisory or compensatory fee from the Company or its subsidiaries, other than in the capacity of a Board member or Board committee member; and
3. be an affiliated person of the Company or any of its subsidiaries other than in the capacity of a Board Member or Board Committee Member