



## **CORPORATE GOVERNANCE GUIDELINES**

### **I. Introduction**

The Board of Directors (the “Board”) of Fidelity National Financial, Inc. (the “Company”), acting on the recommendation of its Corporate Governance and Nominating Committee, has developed and adopted a set of corporate governance principles (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

### **II. Board Composition**

The composition of the Board should balance the following goals:

- The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully;
- The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company’s business;
- A majority of the Board shall consist of directors who the Board has determined have no material relationship with the Company and who are otherwise “independent” under the rules of the New York Stock Exchange (“NYSE”).

### **III. Selection of Chairman of the Board and Chief Executive Officer**

The Board is free to select its Chairman and the Company’s Chief Executive Officer (“CEO”) in the manner it considers in the best interests of the Company at any given point in time. These positions may be filled by one individual or by two different individuals. In the event that the position of Chairman is filled by a non-independent director, the Board shall appoint an independent director to serve as Lead Director. The responsibilities of the Lead Director are to:

- preside at meetings of the Board in the absence of, or upon the request of, the Chairman;
- call and preside over all executive meetings of non-employee directors and independent directors and report to the Board, as appropriate, concerning such meetings;

- review Board meeting agendas and schedules in collaboration with the Chairman and recommend matters for the Board to consider and information to be provided to the board;
- serve as a liaison and supplemental channel of communication between non-employee/independent directors and the Chairman without inhibiting direct communications between the Chairman and other directors;
- serve as the principal liaison for consultation and communication between the non-employee/independent directors and shareholders;
- advise the Chairman concerning the retention of advisors and consultants who report directly to the Board; and
- be available to major shareholders for consultation and direct communication.

#### **IV. Selection of Directors**

*Nominations.* The Board is responsible for determining the size of the Board and selecting the nominees for election to the Company's Board. The Company's Corporate Governance and Nominating Committee is responsible for recommending to the Board a slate of directors for nomination at the Company's annual meetings of shareholders, or one or more nominees to fill vacancies occurring between annual meetings of shareholders.

*Criteria.* The Board should, based on the recommendation of the Corporate Governance and Nominating Committee, select nominees for director after considering the below criteria.

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to Board and committee matters;
- The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Diversity of viewpoints, background, experience, and other demographics. In considering the diversity of a potential nominee, the Board will consider all aspects of diversity, including candidates with a diversity of age, gender, nationality, race, ethnicity, and sexual orientation, in order to enable the Board to perform its duties and responsibilities effectively.

*Orientation and Continuing Education.* Management, working with the Board, will provide an

orientation process for new directors, including background material on the Company, its business plan and its risk profile, and meetings with senior management. Periodically, management may prepare additional educational sessions for directors on matters relevant to the Company, its business plan and risk profile.

*Director Resignation Policy:* The Bylaws of the Company (the “Bylaws”) provide that the vote required for election of a director by the shareholders shall, except in a contested election, be a majority of votes cast (as defined in the Bylaws). If an election is contested (as defined in the Bylaws), directors shall be elected by a plurality of votes cast.

In an uncontested election of directors, any incumbent director who does not receive a majority of the votes cast will promptly tender his resignation to the Board of Directors. The Board of Directors will decide, after considering the recommendation of the Corporate Governance and Nominating Committee, whether to accept or reject the tendered resignation, or whether other action should be taken. The nominee in question will not participate in the recommendation or decision making process. The explanation by the Board of Directors of its decision will be publicly disclosed within 90 days from the date of publication of the election results. The Corporate Governance and Nominating Committee and the Board of Directors may consider any factor deemed appropriate in making this determination. If a director’s resignation is accepted by the Board of Directors pursuant to terms of the Bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.2 of the Bylaws.

## **V. Board Meetings**

The Board currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. The meetings will usually consist of committee meetings and the Board meeting.

The agenda for each Board meeting will be prepared by the Office of the Corporate Secretary in consultation with the Chairman. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the directors to make an informed judgment.

## **VI. Executive Sessions**

To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet in executive sessions periodically, with no members of management present. The Chairman, if an independent director, or alternatively the Lead Director, will preside over these executive sessions. Non-management directors who are not independent under the rules of the NYSE may participate in these executive sessions, but independent directors should meet separately in executive session at least once per year.

## **VII. The Committees of the Board**

The Company shall have an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. Each of these three committees must have a written charter satisfying the rules of the NYSE. The Audit Committee's charter must also satisfy the requirements of Rule 10A-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the Board. Each committee chair will report periodically, but no less frequently than annually, to the Board on his or her committee's activities.

Each of the Corporate Governance and Nominating Committee, the Audit Committee and the Compensation Committee shall be composed of directors who the Board has determined have no material relationship with the Company and who are otherwise "independent" under the rules of NYSE. Members of the Audit Committee must satisfy the additional eligibility requirements of Rule 10A-3 under the Exchange Act. Members of the Compensation Committee must also satisfy the additional "independence" requirements applicable to compensation committees under the rules of the NYSE, and the Board may also consider whether each Compensation Committee member (i) is a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, and/or (ii) satisfies the requirements of an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. The minimum number of committee members and required committee member qualifications for each committee shall be set out in their respective charters. A director may serve on more than one committee for which he or she qualifies.

## **VIII. Management Succession**

The Board shall discuss management succession planning periodically. These discussions should include the policies and principles for evaluating performance and selecting a successor to the CEO, and policies regarding succession in the event of an emergency or the retirement of the CEO.

## **IX. Board Compensation**

The Board, acting through the Compensation Committee, should conduct a review annually of the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

## **X. Expectations of Directors**

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Delaware law. In performing their duties, the primary responsibility of the

directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. *Commitment and Attendance.* All independent and management directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend by telephone or video conference to mitigate conflicts. Directors are encouraged to attend the annual meeting of shareholders.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a director.

The Company has adopted a Code of Business Conduct and Ethics ("Code"), including a compliance program to enforce the Code. Certain portions of the Code deal with activities of directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, the taking of corporate opportunities for personal use, and competing with the Company. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's General Counsel or Chief Compliance Officer in the event of any issues.

4. *Other Directorships.* The Company values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability and may present conflicts or legal issues. A director should advise the Chairman and/or the Corporate Secretary in the event he or she joins a new board of directors or undertakes other significant commitments involving affiliation with other businesses or governmental agencies.

5. *Contact with Management.* All directors are invited to contact the Chairman or CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

Further, the Board encourages management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas, and/or (b) are managers with

future potential who senior management believes should be given exposure to the Board.

6. *Contact with Other Constituencies.* It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson. The Board will designate appropriate spokespersons from time to time.

7. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

## **XI. Evaluating Board Performance**

The Board should conduct a self-evaluation at least annually to determine whether it is functioning effectively, which may be overseen by the Corporate Governance and Nominating Committee. As part of the self-evaluation, the Board should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board. Each committee's evaluation should compare the performance of the committee with the requirements of its written charter.

## **XII. Reliance on Management and Outside Advice**

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.