

FIRST AMERICAN FINANCIAL CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of First American Financial Corporation (the "Company") shall include the following:

- A. Identifying individuals qualified to become directors of the Company consistent with criteria approved by the Board;
- B. Recommending to the Board candidates for election at annual meetings by the stockholders and to fill vacancies and newly created directorships;
- C. Developing, recommending to the Board and annually reviewing the corporate governance guidelines applicable to the Company; and
- D. Otherwise taking a leadership role in shaping the corporate governance of the Company as provided herein.

II. STRUCTURE AND OPERATIONS

A. Composition and Qualifications

The Committee shall be comprised of two or more members of the Board, each of whom is determined by the Board to be "independent" under the rules of the New York Stock Exchange.

B. Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the independent directors.

C. Chairperson

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties. The Chairperson shall chair all regular sessions of the Committee and set the agendas for Committee meetings.

D. Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate responsibilities to a subcommittee consisting of two or more Committee members.

III. MEETINGS

The Committee shall meet at least twice annually at such times and places as the Committee determines, and more frequently if circumstances dictate. The Chairperson or any member of the Committee may call meetings of the Committee. The majority of the Committee constitutes a quorum.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take any form, including the form of an oral report by the Chairperson or any member of the Committee designated by the Committee to make such report.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee.

A. Board Selection, Composition and Operations

1. Develop and recommend to the Board criteria for the identification and evaluation of director candidates and periodically review these criteria.
2. Identify, review the qualifications of, and recruit individuals qualified as candidates for election to the Board in accordance with the Company's Corporate Governance Guidelines. If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend default, stockholder agreements, and management agreements), the selection and nomination of such directors shall not be subject to the Committee process.
3. Accept and consider, in the Committee's discretion, director recommendations from any stockholder holding in excess of five percent of the Company's outstanding shares of common stock. Such recommendations must include the name and credentials of the recommended nominee and should be submitted to the secretary of the Company. The Committee will evaluate director candidates recommended by stockholders for election to the Board in the same manner and using the same criteria as used for any other director candidate (as described above). If the Committee determines that a stockholder-

recommended candidate is suitable for membership on the Board, the Committee will include the candidate in the pool of candidates to be considered for nomination upon the occurrence of the next vacancy on the Board or in connection with the next annual meeting of stockholders.

4. Recommend to the Board nominees identified by the Committee for election by the stockholders at the annual meeting and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
5. Review and make recommendations to the full Board as to whether members of the Board should stand for re-election.
6. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to provide that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Oversee the annual self-evaluation of the Board and its committees.
8. Annually evaluate each director's individual performance and assess the director's independence when considering whether to recommend to the full Board that the director stand for re-election.
9. Consider policies relating to meetings of the Board, including meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
10. Review directorships in other public companies held by or offered to directors and senior officers of the Company.
11. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

B. Committee Selection, Composition and Evaluation

1. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
2. Recommend members of the Board to serve as the Chairpersons of the committees of the Board.
3. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation among the committees and impose any term limitations of service on any Board committee.

4. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

C. Corporate Governance; Code of Ethics and Conduct

1. Annually review and reassess the corporate governance guidelines adopted by the Board and recommend changes to the Board as may be appropriate.
2. Oversee compliance with the Company's Code of Ethics and Conduct, review and reassess the Code from time to time and recommend changes to the Board as appropriate, and report as necessary to the Audit Committee regarding compliance with the Code.
3. Consider questions of independence and possible conflicts of interest relating to the Board and executive officers.

D. Succession Planning

1. Oversee the Company's succession plans relating to the Chief Executive Officer (“CEO”) and other senior officers.

V. POLICY REGARDING OUTSIDE ADVISORS

The Committee shall have the authority to retain outside counsel, search firms or other advisors as it deems necessary or appropriate to assist it in the full performance of its functions, and to approve the outside advisors' fees and other retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to any advisors retained by the Committee.

VI. ANNUAL PERFORMANCE EVALUATION AND CHARTER REVIEW

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or advisable.