



## **Related Person Transaction Committee Charter**

### **I. Committee Membership**

The Related Person Transaction Committee (the “Committee”) of the Board of Directors (the “Board”) of Fidelity National Financial, Inc. (the “Company”) shall consist of two or more independent directors from the Board. 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 death, retirement, resignation or removal by the Board in its discretion.

All of the Committee members shall be “independent” as determined in accordance with the independence criteria in the Company’s Corporate Governance Guidelines and as defined in the listing standards of the New York Stock Exchange.

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### **II. Committee Purpose and Responsibilities**

The purpose and responsibilities of the Committee shall be to:

- Review and consider the approval or ratification of transactions that arise under the Company’s Related Person Transaction Policy (the “Policy”);
- Conduct an annual review of all Related Person Transactions (as defined in the Policy); and
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

### **III. Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson.

The Committee shall meet as often as it determines during intervals between Board meetings. Any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held by conference call, video conference, or similar communications equipment by which all persons participating in the meeting can hear each other, and any Committee member may participate in any Committee meeting by such means. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee.

The Committee shall report to the Board on Committee determinations and recommendations and any other matters the Committee deems appropriate or that the Board requests, and the Committee shall maintain minutes or other records of Committee meetings and activities.

### **III. Committee Authority and Responsibilities**

The Committee shall review, consider, and approve or ratify any Related Person Transaction (as defined in the Policy), and no such Related Person Transaction shall be effected without the approval or ratification of the Committee; provided, however, that any transaction excluded from Committee review under the Policy shall not be subject to review and approval or ratification by the Committee.

### **IV. Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties in accordance with the Policy.

### **V. Resources and Authority of the Committee**

In discharging its responsibilities, the Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including (i) the authority to select, retain, terminate, and approve the fees and other retention terms of any legal or other advisor, as it deems appropriate, without seeking approval of the Board or management, and (ii) full access to all Company books, records, facilities, and personnel.