



RELATED PERSON TRANSACTION POLICY

I. Introduction

The Board of Directors (the “Board”) of Fidelity National Financial, Inc. (the “Company”), acting on the recommendation of its Related Person Transaction Committee (the “Committee”), has developed and adopted this Related Person Transaction Policy (the “Policy”) to address the reporting, review and approval or ratification of transactions with related persons. Although Related Person Transactions (as defined below) can involve potential or actual conflicts of interest, the Company recognizes that such transactions may occur in the normal course of business and/or provide an opportunity that is in the best interests of the Company. This Policy is not designed to prohibit Related Person Transactions; rather, it is to provide for timely internal review of prospective transactions, approval or ratification of transactions, and appropriate oversight and public disclosure of such transactions.

With respect to persons and transactions subject to this Policy, the procedures set forth herein for reporting, review, oversight and public disclosure of related person transactions shall apply. In addition, the provisions of the Company’s Code of Business Conduct and Ethics and the Code of Ethics for Senior Financial Officers may apply to potential conflict of interest situations.

A Related Person (as defined below) shall report any transaction or arrangement that could be a Related Person Transaction (as defined below) in advance (or otherwise at the earliest possible opportunity) to the Company’s Executive Vice President & Chief Legal Officer (the “Chief Legal Officer”), the Company’s Executive Vice President, General Counsel & Corporate Secretary (the “General Counsel”) or the Chair of the Committee for review.

II. Persons Covered By This Policy

This Policy applies to any person (each, a “Related Person” and, collectively, “Related Persons”) who at any time since the beginning of the last fiscal year of the Company was:

- a director of the Company;
- an executive officer of the Company;
- a nominee for election as a director of the Company;
- an immediate family member (as defined in Item 404 of Regulation S-K) of any of the above foregoing persons;
- a security holder who is known to the Company to own beneficially more than five percent of any class of the Company’s voting securities and, if such security

holder is a natural person, an immediate family member (as defined in Item 404 of Regulation S-K) of such security holder; or

- any firm, corporation, or other entity in which any director or executive officer of the Company is a partner, principal, managing member, or executive officer, or in which such person has a 50% or greater beneficial ownership interest.

III. Transactions and Arrangements Covered By This Policy

A “Related Person Transaction” is a transaction or arrangement or series of transactions or arrangements in which the Company (including, for the avoidance of doubt, its direct and indirect subsidiaries and controlled entities) participates (whether or not the Company is a party), the amount involved exceeds \$120,000, and a Related Person has a direct or indirect interest in such transaction. An amendment to an arrangement that is considered a Related Person Transaction (even though such arrangement has been reviewed under this Policy) shall be considered a separate Related Person Transaction for review, approval or ratification in accordance with this Policy, unless immaterial in nature.

This Policy covers transactions in which the Company participates with an entity (i) that employs or is controlled by a Related Person, or (ii) in which a Related Person has an ownership or financial interest material to such Related Person. For this purpose, the term “controlled by,” with respect to an entity, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such entity, whether through the ownership of voting power, by contract, or otherwise. A person does not have control of an entity solely by reason of being a director (or member of the governing body) or an executive officer of such entity.

This Policy applies to any transaction that occurs any time during the year in which a person is or was a Related Person, even if such person ceased to have such status or did not have such status at the time of the transaction.

IV. Review, Approval And Ratification By The Committee

The Chief Legal Officer or General Counsel (together with the Chair of the Committee) will review reported transactions to determine whether the proposed transaction could be a Related Person Transaction as defined in and for purposes of this Policy. If it is determined that a proposed transaction could be a Related Person Transaction, the Chief Legal Officer or General Counsel will report the transaction, along with a summary of the material facts, to the full Committee for review and approval or ratification at the next Committee meeting or sooner if determined to be necessary by the Chief Legal Officer or General Counsel.

The Committee may, in its discretion based upon such considerations and determinations as the Committee deems appropriate, (i) approve or ratify such transaction, (ii) request that the transaction be modified as a condition to the Committee’s approval or ratification, or (iii) reject the transaction.

In the event the Company and/or a Related Person enters into or otherwise participates in a Related Person Transaction without the pre-approval of the Committee, such transaction shall

promptly be presented to the Chief Legal Officer or General Counsel (together with the Chair of the Committee) who shall evaluate the transaction and prepare a presentation to the full Committee. The Committee shall then consider whether to (i) ratify such transaction, (ii) direct management to rescind or modify the transaction, and/or (iii) make changes to the Company's controls and procedures in connection with such transaction.

If a member of the Committee has an interest in or is involved in a Related Person Transaction, such person shall recuse himself or herself from the deliberation and voting on such transaction by the Committee; provided, however, that such person may be counted in determining the presence of a quorum at a meeting of the Committee acting on the transaction. If after such Committee member recuses himself or herself from deliberation and voting on the transaction, there would be fewer than one member of the Committee available to review the transaction, the transaction shall instead be reviewed by the Board or an ad hoc committee of at least two independent directors designated by the Board (which shall be considered "the Committee" for purposes of this policy).

V. Authority To Pre-Approve; Transactions That Need Not Be Reported To The Committee

The Committee shall have the authority to approve in advance certain transactions or categories of transactions with Related Persons that (unless the Committee determines otherwise in a particular instance) need not be individually reported to, reviewed by, and/or approved or ratified by the Committee but that will instead be reported to and reviewed by the Committee collectively on a periodic basis, which will be at least annually, and will not require ratification by the Committee, it being understood that such transactions may be reportable under applicable law.

Transactions specifically excluded pursuant to Item 404(a) of Regulation S-K are not considered Related Person Transactions for purposes of this Policy and are not required to be reported to, reviewed by, and approved or ratified by the Committee under this Policy. Additionally, for the avoidance of doubt, ordinary course, arm's-length business transactions between the Company and a Related Person for Company services (*e.g.*, title insurance, escrow services, life insurance, etc.) are not required to be reported to, reviewed by, and approved or ratified by the Committee under this Policy. Notwithstanding the above, the Committee shall annually review, on a cumulative basis, such transactions otherwise excluded from transaction specific review pursuant to this Article V.

VI. Delegation

The Committee may delegate its authority to review, approve or ratify specified Related Person Transactions or categories of Related Person Transactions, other than a transaction involving a member of the Committee, to one or more members of the Committee where the Committee determines that such action is warranted between scheduled Committee meetings. The Committee may delegate its authority to review, approve or ratify specified Related Person Transactions or categories of Related Person Transactions to the Company's Chief Legal Officer or General Counsel, provided that the amount involved in the transaction is less than \$120,000 and provided the transaction does not involve the Chief Legal Officer or General Counsel. Any

determinations made by such Committee member or members or the General Counsel pursuant to such delegated authority shall be presented to the full Committee for review at the next regular meeting of the Committee.

VII. Standards

In connection with approving or ratifying a Related Person Transaction, the Committee (or its delegate) will, in its judgment, consider in light of the relevant facts and circumstances whether the transaction is in, or not inconsistent with, the best interests of the Company.

VIII. Advisors; Meetings

As set forth in its charter, the Committee may, in its sole discretion and at the expense of the Company, engage independent legal, accounting or other advisors to review certain Related Person Transactions. In addition, the Committee may request that the full Board consider the approval or ratification of Related Person Transactions if the Committee deems it advisable to do so. The Committee shall be able to make decisions either through a meeting at which a quorum is present or by unanimous written consent. Written minutes of Committee meetings shall be maintained.

IX. Disclosure

The Company will publicly disclose Related Person Transactions to the extent and in the manner required by applicable legal requirements and listing standards.

X. Changes In Policy

This Policy may be changed at any time by action of the Board upon the recommendation of the Committee.