

LANDAMERICA FINANCIAL GROUP, INC.

Corporate Governance Committee Charter

1. *Organization*

The Corporate Governance Committee shall be appointed by the Board of Directors and shall consist of at least three directors. Unless a Chairman is elected by the full Board of Directors, the members of the Committee may designate a Chairman by majority of the full Committee membership. A person may serve on the Corporate Governance Committee only if the Board of Directors determines that he or she is (i) “independent” in accordance with the rules and regulations of the New York Stock Exchange and (ii) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

2. *Statement of Purpose and Responsibilities*

The purpose of the Corporate Governance Committee is to promote the effective and efficient governance of the Company. In discharging its responsibilities, the Committee shall make recommendations to the Board concerning (i) the Company’s corporate governance principles, practices and processes, (ii) the persons qualified to become Board members and (iii) the form and amount of compensation to be paid to directors. The Committee’s responsibilities include:

- developing, drafting and recommending corporate governance guidelines for Board review and approval;
- periodically reviewing the effectiveness of the Company’s corporate governance policies and procedures;
- making recommendations to the Board regarding the criteria for Board membership and planning for director succession;
- identifying and recruiting director candidates to fill positions on the Board;
- reviewing director candidates recommended by shareholders;
- conducting the appropriate and necessary inquiries into backgrounds and qualifications of possible candidates;
- recommending the director nominees for approval by the Board and the shareholders;
- reviewing annually the compensation of directors, including cash, equity-based awards and other compensation considering (a) maintenance of independent status of independent directors, (b) customary compensation for non-management directors at similarly situated companies, and (c) use of the compensation program to align the interests of Board members with shareholders;
- reviewing the Board committee structure, including recommending new or special committees, assignments of Committee members and Committee Chairs, and planning for Committee member and Committee Chair succession;
- oversee the annual evaluation of the Board, its committees, and the directors;
- oversee the annual evaluation of any Lead Director by the independent directors;
- making recommendations on the structure of Board meetings;

- performing any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the governance of the Company; and
- reviewing this Charter at least annually to determine whether any amendment shall be recommended to the Board for adoption.

3. *Resources*

Management shall assist the Corporate Governance Committee in discharging its responsibilities and shall provide the Committee full access to all books, records, facilities and personnel of the Company. The Committee shall have the authority, without obtaining the prior authorization of the Board of Directors, to retain and terminate outside counsel, search firms, consultants and other experts as it deems necessary or appropriate and to approve fees and other retention terms relating to such engagements.

4. *Meetings, Reports and Records*

The Corporate Governance Committee shall meet at least three times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall have the authority to delegate matters within its purview to subcommittees composed solely of members of the Committee as it deems appropriate. The Committee shall regularly report its activities to the Board and maintain adequate minutes and records thereof. The Committee may meet in executive session or with management/other advisors.

5. *Appointment and Removal*

Each member of the Corporate Governance Committee shall serve at the pleasure of the Board of Directors. Members of the Committee shall be appointed by the Board of Directors at the annual Board meeting held immediately after the conclusion of the annual meeting of shareholders. Such members shall serve for one year terms, unless earlier removed, ending upon the appointment of new members to the Committee immediately following the next annual meeting of shareholders. Members of the Committee may be removed from the Committee at any time by an affirmative vote of a majority of the Board.

6. *Annual Performance Evaluation of the Corporate Governance Committee*

On an annual basis, not less than 30 days prior to the annual meeting of shareholders, the Corporate Governance Committee shall perform an evaluation of the Committee's performance for the year to date. The evaluation will address the performance of the Committee as a whole based on a review of the Committee's goals, policies and processes and such other criteria as the Committee deems appropriate. The Chairman of the Committee shall report the results of the evaluation to the full Board prior to the appointment of members of the Committee for the ensuing year.

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This charter shall not be construed in a manner that imposes, upon the Corporate Governance Committee or its members, additional duties and responsibilities or a higher standard of conduct or care than that imposed upon directors or committees of boards of directors generally, pursuant to applicable law.

Revised Charter approved on December 12, 2007 by the Board of Directors of LandAmerica Financial Group, Inc.