Crawford & Company
Audit Committee Charter

Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Crawford & Company (the "Company") to assist the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the compliance by the Company with legal and regulatory requirements, (3) the independent auditor's qualifications and independence and (4) the performance of the Company's internal audit function and independent auditors.

Members

The members of the Committee shall be directors who meet the independence and experience requirements of the Sarbanes-Oxley Act of 2002, the rules promulgated by the Securities and Exchange Commission and the listing standards of the New York Stock Exchange. No member of the Committee may serve on the audit committee of more than three public companies. All Committee members will be financially literate, and at least one member of the Committee will have accounting or related financial management expertise, as each such qualification is interpreted by the Board in its business judgment.

Structure and Meetings

The Committee shall meet at least quarterly. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the Committee. Committee members may be removed from the Committee by the Board in its discretion. The Committee may request any officer or employee of the Company or the Company's independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

Responsibilities

The Committee shall:

1. Be directly responsible for the appointment, compensation and oversight of the work of the independent auditor, which shall report directly to the Committee, including resolution of disagreements, if any, between management and the independent auditor regarding financial reporting.

2. Receive periodic reports from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, and if so determined by the Committee, take appropriate action to ensure the independence of the auditor.

3. Obtain and review annually a report by the independent auditor describing (1) the independent auditor's quality-control procedures; (2) material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (3) to further assess the auditor's independence, all relationships between the independent auditor and the Company.

4. In light of the reports referred to above and the independent auditor's work throughout the year, evaluate the qualifications, performance and independence of the independent auditor, including a review and evaluation of the lead partner of the independent auditor, taking into account the opinions of Company management and the Company's internal audit personnel, and, if so determined by the Committee, replace the independent auditor.

5. Annually examine whether regular rotation of the audit partners of the Company's independent auditor has occurred as required by law.

6. Discuss with the independent auditor the matters required to be discussed under applicable requirements of the Public Company Accounting Oversight Board, and applicable SEC rules.

7. Establish policies and procedures for the engagement of the independent auditor to provide permissible non-audit services, which shall include pre-approval of permissible non-audit services to be provided by the independent auditors. The Committee shall approve in advance all permissible non-audit services to be provided by the independent auditors.

8. Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.

9. Obtain from the independent auditor assurance that Section 10A of the Securities Exchange Act of 1934, as amended, has not been implicated.

10. Annually review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Company's response to that letter. Such review should include:

    a. any restrictions on the scope of the independent auditor's activities or on access to requested information,

    b. any significant disagreements with management,

    c. any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise),

    d. any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement,

e. any changes required in the planned scope of the internal audit, and

f. the internal audit department responsibilities, budget and staffing.

11. Review and discuss the Company's (A) annual audited financial statements, (B) quarterly unaudited financial statements, (C) Annual Reports on Form 10-K and (D) Quarterly Reports on Form 10-Q with management and the independent auditor, such discussions to include:

    a. major issues regarding accounting and auditing principles and practices,

    b. the adequacy of internal controls that could significantly affect the Company's financial statements,

    c. an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analysis of the effects of alternative GAAP methods,

    d. the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and

    e. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

12. Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. These discussions may be had generally and need not include advance discussion of each earnings release. Discussions will include the type and presentation of information to be included in earnings press releases, with particular attention to any use of pro forma or adjusted non-GAAP information.

13. Review major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor, internal auditors or management.

14. Review and approve the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

15. Authorize the appointment and removal of the Chief Audit Executive, review the Chief Audit Executive's performance and approve the remuneration of the Chief Audit Executive.

16. Ensure the Chief Audit Executive has unrestricted access to and communicates and interacts directly with the Board, including in private meetings without senior management present.

17. Participate in discussions with the Chief Audit Executive and senior management about the "essential conditions," described in the Global Internal Audit Standards, which establish the foundation that enables an effective internal audit function.

18. Review and approve the Internal Audit Charter annually with the Chief Audit Executive.

19. Annually approve the risk-based internal audit plan and review the internal audit performance relative to its plan. Make appropriate inquiries of senior management and the Chief Audit

Executive to determine whether scope or resource limitations are inappropriate.

20. Review and approve annually the internal audit staffing and budget.

21. Ensure a quality assurance and improvement program has been established and review the results annually with the Chief Audit Executive.

22. Review the significant reports to management prepared by the internal auditing department and management's responses.

23. Review and discuss with management, including the Chief Information Security Officer (CISO) and the Chief Privacy Officer (CPO), the Company's physical and data security (including cybersecurity), data privacy and other technology-related operational risks, as well as management's plans to mitigate such risks. Additionally, periodically review the Company's policies and procedures with respect to the Company's facilities, operations, information technology systems, cybersecurity measures and handling of employee and third-party data.

24. Discuss guidelines and policies by which risk management and assessment is handled, and meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

25. Meet separately, at least annually, with management, the internal auditors (or other personnel responsible for the Company's internal audit function) and the independent auditors.

26. Report regularly to the Board.

27. Set policies for the Company's hiring of employees or former employees of the Company's independent auditor.

28. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.

29. Request that the Company maintain a copy of this Charter on the Company's website.

30. Review and assess the adequacy of this Charter annually and submit it to the Board for approval.

31. Evaluate the performance of the Committee annually.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Management is also responsible for designing, implementing and operating the Company's cybersecurity, data privacy, technology, risk management, compliance and internal control programs. The Committee's role is one of oversight and does not relieve management or the full Board of their respective responsibilities.