

Crawford & Company Governance Committee Charter

Purposes

The Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Crawford & Company (the “Company”) shall assist the full Board of Directors in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the best interests of the Company and its shareholders, including (a) identifying individuals qualified to become directors, consistent with criteria as may be approved by the Board from time to time; (b) recommending candidates to fill Board vacancies and newly-created director positions; (c) recommending whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms; (d) recommending to the Board corporate governance principles applicable to the Company including any changes to the Company’s Corporate Governance Guidelines; and (e) overseeing the evaluation of the Board and management.

Composition

- a. *Size.* The Committee shall consist of no fewer than three members.
- b. *Qualifications.* All Committee members will meet the membership requirements under the listing standards under the rules of the New York Stock Exchange (the “Listing Standards”), including as to independence. Desirable qualifications for Committee members include, but are not limited to, experience in corporate governance, business management, personnel or human resources management, and organizational behavior.
- c. *Selection.* The Board will select the members, and may select the Chair, of the Committee based on recommendations of the Committee. If a Chair is not elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- a. *Review Board Size.* The Committee will evaluate the number of directors on the Board from time to time and recommend to the full Board whether such number should be changed (within the scope of the range of number of directors set forth in the Company’s By-laws).
- b. *Recommend New Director Candidates.* The Committee shall consider individuals believed to be qualified to become directors and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider the qualifications of candidates such as business experience and other personal and professional abilities, attributes and skills that may appropriately



qualify the candidate to serve as a director of the Company in light of the Company's then-current or contemplated business and structure. The Committee shall consider such other factors as it deems appropriate, consistent with any factors that may from time to time be set out in the Company's Corporate Governance Guidelines. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's By-laws or otherwise. The Committee will consider all potential candidates in the same manner regardless of the source of recommendation.

- c. *Evaluate Incumbent Directors.* The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term. The Committee shall use the same factors established for new director candidates to make its evaluation and may also take into account the incumbent director's age and performance as a Board member. The Committee will periodically review the established retirement policy for directors pursuant to the By-laws of the Company to ensure that it remains appropriate in light of the Company's needs.
- d. *Evaluate Resignations.* The Committee shall evaluate and recommend to the Board the resignation of individual directors for appropriate reasons, as determined by the Committee in its discretion.
- e. *Recommend Committee Members.* The Committee will review the Board's committee structure and, following consultation with the Chairman of the Board, recommend to the Board for its approval directors to serve as members and Chair of each Committee. The Committee shall review and recommend committee slates annually and shall recommend committee members to fill any vacancies as needed. In connection with its recommendations for membership on the Audit Committee, the Committee shall indicate whether, in the Committee's business judgment, each proposed Audit Committee member is financially literate and shall specify a member or members who has or have accounting or related financial management expertise sufficient to meet the criteria of a financial expert as may be required by applicable rules or regulations.
- f. *Review Corporate Governance Guidelines.* At least annually, the Committee shall review the Company's Corporate Governance Guidelines and recommend changes, if appropriate.
- g. *Review Independence.* The Committee shall review any questions regarding the independence of Board members in accordance with the Director Independence Standards contained in the Company's Corporate Governance Guidelines, the Listing Standards and other applicable rules and regulations.
- h. *Review Information Provided to Board.* The Committee shall review periodically the quality, sufficiency and currency of information furnished by management to the directors in connection with Board meetings and other activities of the directors.
- i. *Review Developments.* The Committee shall review external developments in corporate governance matters generally and recommend action to management and the Board where appropriate.
- j. *Review of Code of Business Conduct and Ethics.* At least annually, the Committee shall review the Company's Code of Business Conduct and Ethics and recommend changes, if appropriate. Such review will include an assessment of whether the Code contains compliance standards and procedures that will facilitate the effective operation of the Code.



- k. *Waiver of Code of Business Conduct and Ethics.* The Board or this Committee may grant a waiver under the Code for directors or executive officers provided any waiver is promptly disclosed in a manner consistent with applicable rules or regulations.
- l. *Conflicts of Interest.* The Committee shall also review potential or actual conflicts of interest between Board members and between the Company and other companies on which a Board member of the Company may serve.
- m. *Risk Management.* Ensure that management has adopted an Enterprise Risk Management program, and regularly review and discuss the program with management.
- n. *Ethical Compliance.* Exercise oversight over the compliance function (as managed by the Company's Chief Ethics and Compliance Officer) and receive regular reports from management with respect to that area. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding ethics or compliance matters and (ii) the confidential, anonymous submissions by Company employees of concerns regarding ethics or compliance matters.
- o. *Administer Evaluations.* The Committee shall conduct an annual evaluation of the Board and oversee annual evaluations of its committees.
- p. *Board Reports.* The Committee shall regularly report its actions and recommendations to the Board.
- q. *Other Delegated Duties or Responsibilities.* The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

- a. The Committee shall meet at least annually or more frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's Articles of Incorporation or its By-laws. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting.
- b. The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee.



Delegation

The Committee may, in its discretion, form a subcommittee and delegate specific duties and responsibilities to such subcommittee or an individual Committee member, and may call upon other committees of the Board or individual Board members to provide assistance as necessary.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to engage and terminate any search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities. In the performance of its duties, the Committee and its members shall have unrestricted access to management.

Annual Review

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board, (b) review the charters of the standing committees of the Board and recommend any changes to the committees, and (c) evaluate its own performance in the manner prescribed by the Committee and report the results of this evaluation to the Board.

Publication

Consistent with New York Stock Exchange listing requirements, this Charter will be included on the Company's website and will be made available upon request sent to the Company's Corporate Secretary. The Company's annual report to shareholders will state that this Charter is available on the Company's website and will be available upon request sent to the Company's Corporate Secretary.