

LEAD INDEPENDENT DIRECTOR CHARTER

In the event that the Chair ("Chair") of the board of directors of Service Corporation International ("Board") is not an independent director, the Board considers it appropriate and useful to designate an independent director to serve in a lead capacity ("Lead Director") to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine from time to time. The Board supports the role of Lead Director as an enhancement of, rather than a substitution for, the responsible functioning of each director in carrying out his or her fiduciary obligations to the company and its stockholders.

The Nominating & Corporate Governance Committee of the Board will review and assess the adequacy of this approach annually and recommend any proposed changes to the full Board.

Qualifications and Appointment:

- *Independence.* The Lead Director must have been determined by the Board to be independent as defined in the NYSE listing standards, as they may be amended from time to time.
- *Advisory capacity.* The Lead Director will be available to effectively work in an advisory capacity to the Chair. The Lead Director will also help ensure the effectiveness of the Board and that it operates independently of management.
- *Appointment.* Annually the independent directors will appoint a Lead Director by a majority vote.
- *Absence of Lead Director.* If the Lead Director is not present at any meeting of the Board, the Chair of the Nominating and Corporate Governance Committee shall act as Lead Director for the purpose and duration of such meeting.

Duties and Responsibilities:

The duties and responsibilities of the Lead Director include, but are not limited to, the following:

- *Call Meetings of the Board.* The Lead Director will have authority to call meetings of the Board, upon proper notice given to the members in accordance with the bylaws.
- *Preside over executive sessions.* The Lead Director will preside at all meetings of the Board at which the Chair is not present, including all meetings and executive sessions of the independent directors.
- *Serve as liaison to the Chair.* The Lead Director will serve as the principal liaison between the independent directors and the Chair. The Lead Director will be available to discuss any concerns the other independent directors may have and to relay those

concerns, where appropriate, to the Chair.

- *Board information, agendas and meeting schedules.* The Lead Director will consult with the Chair regarding the information sent to the Board, including the quality, quantity, appropriateness and timeliness of such information and will consult with the Chairman on the scheduling and agendas of Board meetings.
- *Engage in performance evaluation of directors and CEO.* The Lead Director will work with the Nominating & Corporate Governance Committee in the process of evaluating the performance of the CEO and the directors, including conveying evaluation feedback to those persons.
- *Interview director candidates.* The Lead Director will interview director candidates along with the nominating and corporate governance committee. The Lead Director will also provide guidance on the orientation process for new directors.
- *Communicate with stockholders.* As requested and deemed appropriate by the Board, the Lead Director will be available for consultation and direct communication with stockholders and other stakeholders.
- *Serve as the Board Chair on an interim basis.* The Lead Director will serve as the Chair on an interim basis in the event of the death or disability of the Chair or if circumstances arise in which the Chair may have an actual or perceived conflict of interest.
- *Perform other duties as requested.* The Lead Director will perform such other duties as the Board may from time to time delegate in order to assist the Board in fulfilling its responsibilities.
- *Consult with committee chairs.* In performing the duties described above, the Lead Director is expected to consult with the chairs of the appropriate Board committees as needed and solicit their participation in order to avoid diluting the authority or responsibilities of such committee chairs.