

**First Data Corporation**  
**Charter of the Governance, Compensation and Nominations Committee**  
**of the Board of Directors**

**1.0 Purpose**

The purpose of the Governance, Compensation and Nominations Committee (Committee) of the Board of Directors (Board) of First Data Corporation is to: (1) oversee First Data's compensation and benefits plans generally, (2) evaluate and set compensation for First Data's Chief Executive Officer (CEO) and other members of the Management Committee (Executive Officers), (3) produce an annual report on executive compensation as part of First Data's proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (SEC), (4) identify individuals qualified to become members of the Board and recommend to the Board nominees for election as directors at each annual meeting of shareholders and to fill vacancies or newly created directorships on the Board that may occur between such meetings, (5) recommend to the Board directors for appointment to Board committees, (6) evaluate and recommend compensation for First Data's directors, (7) develop and recommend to the Board corporate governance guidelines for First Data, and (8) oversee the evaluation of the Board and its committees and management.

**2.0 Organization**

The Committee shall be formed by the Board and shall consist of two or more members of the Board. When First Data no longer is a "controlled company" within the meaning of the New York Stock Exchange (NYSE) listing standards, all of the Committee's members shall be "independent" as defined under the NYSE listing standards within the time period permitted for such a transition by the NYSE listing standards.

Members of the Committee shall be appointed by the Board for such term as the Board may determine and may be removed by the Board in its discretion. Unless a Chairperson is selected by the Board, the Committee members shall designate a Chairperson by the majority vote of the full Committee.

The Committee may, in its discretion, delegate for any purpose all or a portion of its duties and responsibilities to a subcommittee of the Committee that may be comprised of one or more members of the Board.

The Committee may delegate to one or more officers of First Data the authority to make grants and awards of cash or options or other equity securities to any non-Section 16 officer of First Data under First Data's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of First Data's jurisdiction. In the event of such delegation, at each meeting of the Committee, the delegated officer(s) shall report to the Committee the awards made since the prior meeting.

**3.0 Meetings**

Each year the Committee shall establish a schedule of meetings; additional meetings may be scheduled as required. The Chairperson of the Board or any member of the Committee may call

meetings of the Committee. The Committee may request any director, officer or employee of First Data or other persons it deems appropriate to carry out its responsibilities to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

A majority of the Committee shall constitute a quorum for the transaction of business unless the Committee consists of two members, in which event two members shall constitute a quorum, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. Any decision or determination of the Committee reduced to writing and signed or electronically approved by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. All meetings of the Committee may be held telephonically.

An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee before each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities.

#### **4.0 Duties and Responsibilities**

The Committee shall have the following duties and responsibilities and such other duties and responsibilities as may be assigned to the Committee from time to time by the Board. Except as otherwise noted, the Committee will determine the frequency with which it will perform the following duties and responsibilities as necessary to discharge its function. The Committee may perform such other duties and responsibilities as are consistent with its purpose and as the Board or the Committee deems appropriate.

#### **Setting Compensation for Executive Officers and Directors**

- 4.1 In consultation with senior management, establish First Data's compensation philosophy, and oversee management's development and implementation of First Data's compensation and benefits policies.
- 4.2 The Board has ultimate responsibility for determining the goals and objectives of First Data and for the CEO as well as evaluating the CEO's performance. To assist the Board in discharging that responsibility, the Committee shall develop a compensation program for the CEO and Executive Officers that incorporates the goals and objectives set by the Board so as to provide the CEO and Executive Officers with the appropriate motivation to achieve those goals and objectives.
- 4.3 Evaluate the performance of the CEO and Executive Officers in light of those goals and objectives, and review and approve (or recommend to the Board) the annual salary, bonus, equity, equity-based incentives and other benefits, direct or indirect, of the CEO and Executive Officers based on this evaluation and such other factors as the Committee deems appropriate and in the best interests of First Data.
- 4.4 In connection with executive compensation programs:

- 4.4.1. review and recommend to the Board, or approve, new or modified executive compensation programs;
  - 4.4.2. review on a periodic basis the operations of First Data's executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
  - 4.4.3. establish and periodically review policies for the administration of executive compensation programs; and
  - 4.4.4. take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- 4.5. Establish and periodically review policies in the area of senior management perquisites.
- 4.6. In consultation with First Data's CEO, periodically review First Data's management succession planning, including policies and practices for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO.
- 4.7. Review and recommend to the Board, or approve, any contracts or other transactions with current or former Directors and Executive Officers of First Data, including consulting arrangements, employment contracts, severance or termination arrangements and permitted loans made or guaranteed by First Data.
- 4.8. Discuss the results of the shareholder advisory vote on "say-on-pay," if any, with regard to the named executive officers.
- 4.9. Review and recommend to the Board the compensation of Directors, as well as director and officer indemnification and insurance matters.

### **Monitoring Incentive and Equity-Based Compensation Plans**

- 4.10. Review and approve, or recommend to the Board, First Data's incentive-compensation plans and equity-based plans that are subject to the approval of the Board, and oversee the activities of the individuals responsible for administering those plans.
- 4.11. Review and approve all equity compensation plans of First Data that are not otherwise subject to the approval of First Data's shareholders.
- 4.12. Review and recommend to the Board, or approve, all equity-based awards, including under First Data's equity-based plans.
- 4.13. Review First Data's regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility, and, as and when required, approving performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

### **Board and Committee Selection, Composition, and Evaluation**

- 4.14 Recommend to the Board criteria for Board and committee membership, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure), the perceived needs of the Board, and principles of diversity.
- 4.15 Review the size and composition of the Board and its committees and recommend changes to the Board as necessary.
- 4.16 Consider (in consultation with the Chairperson of the Board and the CEO) candidates for election to the Board, including any candidate recommended by the shareholders of First Data. The Committee shall recommend to the Board for approval director nominees to be presented for shareholder approval at the annual meeting. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board.
- 4.17 Recommend to the Board the re-election of current Directors. In making such recommendation, the Committee shall evaluate the independence and past performance of each such Director in accordance with any evaluation process that may be established by the Board.
- 4.18 Recommend to the Board the election of new candidates as Directors whenever necessary, including nominations for any vacancies that may arise before the annual meeting. In making such recommendation, the Committee shall evaluate the credentials and independence of each candidate in accordance with the NYSE listing standards and any other evaluation process that may be established by the Board.
- 4.19 Review and recommend to the Board appointments to committees whenever necessary and recommend additional committee members to fill vacancies as needed.
- 4.20 Consider questions of independence and possible conflicts of interest of the Board and Executive Officers.

### **Corporate Governance**

- 4.21 Develop and recommend First Data's corporate governance practices and guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its committees, including its oversight of management and consultations with management. The corporate governance guidelines shall be reviewed not less frequently than annually by the Committee, and the Committee shall make recommendations to the Board with respect to changes to the guidelines.
- 4.22 Advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board.

- 4.23 Review the adequacy of the certificate of incorporation and by-laws of First Data and recommend to the Board of Directors, as conditions dictate, proposed amendments to the certificate of incorporation and by-laws for consideration by the shareholders.
- 4.24 Review and advise the Board regarding proposals submitted by the shareholders of First Data for inclusion in First Data's proxy statement.
- 4.25 Establish and implement the annual evaluation of the Board and management and oversee the reporting to the Board by its committees.

## **Reports**

- 4.26 Oversee the preparation of a "Compensation Discussion and Analysis" (CD&A) for inclusion in First Data's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in First Data's annual proxy statement or annual report on Form 10-K, as applicable.
- 4.27 Prepare the Committee report or other disclosures required by the rules of the SEC to be included in First Data's annual proxy statement or annual report on Form 10-K filed with the SEC.
- 4.28 Report the activities of the Committee to the Board on a regular basis and review issues with the Board as the Committee deems appropriate.

## **5.0 Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. The Committee may, however, choose to forgo an annual self-evaluation under the exemption provided to "controlled companies" under the rules of the NYSE for so long as First Data remains a controlled company.

## **6.0 Resources and Authority**

The Committee shall have the authority to administer, interpret, and take any actions it deems appropriate in connection with any incentive compensation or equity based plans of First Data, any salary or other compensation plans for officers and other key employees of First Data and any employee benefit or fringe benefit plans, programs or policies of First Data.

The Committee shall have the resources provided by First Data and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, obtain the advice of, oversee, terminate, and approve the reasonable fees and other retention terms of legal counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or

management. With respect to search firms retained to assist in identifying director candidates and compensation consultants retained to assist the Committee in the evaluation of director, CEO or senior executive compensation, this authority shall be vested solely in the Committee.

Before retaining a compensation consultant or any other external advisor, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor from management, taking into consideration all factors relevant to such advisor's independence, including factors specified in the NYSE listing standards.