

**First Data Corporation
Charter of the Risk Committee
of the Board of Directors**

1.0 Purpose

The purpose of the Risk Committee (Committee) of the Board of Directors (Board) of First Data Corporation is to assist the Board and the other Board committees in fulfilling their oversight responsibilities for the risk management function of First Data and its subsidiaries.

2.0 Organization

The Committee shall be formed by the Board and shall consist of two or more members of the Board. 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.

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 officer or employee of First Data 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.

- 4.1 To review and discuss with management First Data's risk governance structure, risk assessment and risk management practices and the guidelines, policies and processes for risk assessment and risk management.
- 4.2 To review and discuss with management First Data's risk appetite and strategy relating to key risks, as well as the guidelines, policies, and processes for monitoring and mitigating such risks.
- 4.3 To discuss with First Data's Chief Control Officer, First Data's risk assessment and risk management guidelines, policies and processes, as deemed necessary. The Committee periodically shall meet in private with First Data's Chief Control Officer.
- 4.4 To receive reports from First Data's enterprise risk management function on the results of risk management reviews and assessments.
- 4.5 To receive reports from First Data's other assurance areas including, but not limited to, internal audit, compliance, business continuity and disaster recovery, and third party risk management on key risk topics.
- 4.6 To review the status of regulatory exams relating to First Data's risk management governance, as applicable.
- 4.7 To oversee the appointment and, when and if appropriate, replacement of First Data's Chief Control Officer, whom shall have a reporting relationship with the Committee.
- 4.8 To review disclosure regarding risk(s) contained in First Data's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, as well as contained in any proxy statements.
- 4.9 To review reports on selected risk topics as the Committee deems appropriate from time to time.
- 4.10 Report the activities of the Committee to the Board after each Committee meeting 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.

6.0 Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, or other experts as it deems appropriate, without seeking approval of the Board or management.