

February 9, 2015

FLEETCOR TECHNOLOGIES, INC.
INFORMATION TECHNOLOGY AND SECURITY COMMITTEE CHARTER

I. PURPOSE

The Information Technology and Security Committee (the “Committee”) of the Board of Directors (the “Board”) of FleetCor Technologies, Inc. (the “Company”) is responsible for providing oversight and leadership for the Company’s information technology and security (IT) planning processes, policies, priorities and objectives. In furtherance of this role, the primary purpose of the Technology Committee will be to review, assess and make recommendations regarding the long term strategy for global information security and the evolution of Company’s technology direction in a competitive environment. To accomplish this purpose the Committee will have four (4) roles: (1) to understand the security controls and assessments conducted on major card platforms and concur that such controls are comparable to industry best practices and standards as appropriate; (2) to assess technology modernization plans and processing platform strategies to validate proper investment in multi-year initiatives that maintain effective and efficient use of Company resources; (3) to review progress on significant IT projects against milestones and quality indicators and evaluate actions intended to drive quality and timeliness; and (4) to evaluate the prioritization of strategies for intellectual property protection.

The Committee will consist of no fewer than three directors. The members of the Committee are not required to be “independent” under the rules of the New York Stock Exchange (the “NYSE”) and the Company’s Corporate Governance Guidelines. Members will be appointed by the Board based on the recommendations of the Compensation, Nominating and Corporate Governance Committee and will serve at the pleasure of the Board and for such term or terms as the Board may determine. Unless a chair of the Committee is appointed by the board, the members of the Committee may designate a chair by majority vote.

II. MEETINGS

The Committee will generally meet four times during each fiscal year or as circumstances dictate. Meetings of the Committee may be called by the Chief Executive Officer of the Company, the chair of the Committee or any two or more of the members of the Committee. A majority of the Committee will constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present will be the action of the Committee.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. Members may participate in a meeting of the Committee by conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee may also act by unanimous written consent.

The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more Committee members. Any such subcommittee will report any action to the Committee at its next meeting or otherwise as circumstances dictate. The Committee will keep a record of its actions and proceedings and make a report thereof from time to time to the Board.

III. DUTIES AND RESPONSIBILITIES

The Committee will have the power, duty and responsibility to:

1. Review IT security initiatives and report to the Board from time to time regarding the sufficiency of Company's enterprise wide information and data security policies and business continuity and disaster recovery programs.
2. Review development and maintenance of IT strategic roadmaps for global technology operations and evaluate the selection of and investment in strategic product platforms.
3. Review larger IT product development initiatives and report to the Board on the effectiveness of IT processes to optimize product delivery.
4. Review and evaluate the continuing development by management of appropriate protection for intellectual property, including outside review where appropriate.
5. The Committee will 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, advisors, accountants or other experts, as it deems appropriate to carry out its duties, without seeking approval of the Board or management.
6. Perform any other activities consistent with this Charter, the Company's bylaws and applicable law, as the Committee deems appropriate or as requested by the Board.
7. The Committee will produce the following reports and provide them to the Board:
 - a. An annual performance evaluation of the Committee. The performance evaluation will be conducted in such manner as the Committee deems appropriate.
 - b. An annual review of the adequacy of this Charter, which review will recommend to the Board any revisions the Committee deems necessary or desirable, although the Board will have the sole authority to amend this Charter.