

**FleetCor Technologies, Inc.**  
**Compensation, Nominating and Corporate Governance Committee Charter**

**1. Purpose of Committee**

The purpose of the Compensation, Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of FleetCor Technologies, Inc. (the “Company”) is to:

- a. discharge the Board’s responsibilities relating to compensation of the Company’s executives and directors, including overseeing the administration of the Company’s compensation programs and reviewing the compensation of the Company’s executives;
- b. oversee or prepare any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”);
- c. identify individuals qualified to become Board members and recommendation of director nominees to the Board prior to each annual meeting of stockholders;
- d. recommend nominees for committees of the Board; and
- e. assist the Board with matters concerning corporate governance practices.

**2. Committee Membership**

The Committee will consist of no fewer than three members of the Board. Subject to any applicable “phase in” provisions relating to the composition of the Committee, the members of the Committee will each have been determined by the Board to be “independent” under the rules of the New York Stock Exchange (the “NYSE”), including the additional independence considerations applicable to compensation committee members (as applicable), and the Company’s Corporate Governance Guidelines. In addition, unless the Board of Directors determines otherwise, each member shall qualify as a “Non-Employee Director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time (“Rule 16b-3”), and as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time (“Section 162(m”). No member of the Committee may receive any compensation from the Company other than (i) director’s fees, which may be received in cash, stock options, common stock, equity-based awards, or other in-kind consideration ordinarily available to directors; (ii) a pension or other deferred compensation for prior service that is not contingent on future service; and (iii) any other regular benefits that other directors receive.

Members will be appointed by the Board based on the recommendations of the Committee and will serve at the pleasure of the Board and for such term or terms as the Board may determine.

### **3. Committee Structure and Operations**

The Board will designate one member of the Committee as its chairperson. The Committee will meet at least two times a year, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate; provided, however, that the Company's Chief Executive Officer (the "CEO") shall not be present during any voting or deliberations related to CEO compensation. 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.

### **4. Committee Duties and Responsibilities**

The following are the duties and responsibilities of the Committee:

- a. Compensation.
  - i. Set the overall compensation strategy and compensation policies for the Company's executive officers and directors. The Committee shall have the authority to determine the forms and amount of compensation appropriate to achieve the Company's strategic objectives, including salary, bonus, incentive or performance-based compensation, and equity awards. The Committee shall review its compensation strategy annually to confirm that it supports the Company's objectives and shareholders' interests and that executives are being rewarded in a manner that is consistent with the Company's strategy.
  - ii. Make recommendations, as appropriate, to the Board with respect to the Company's incentive compensation plans and equity-based plans, to oversee the activities of the individuals and committees responsible for administering these plans, and to discharge any responsibilities imposed on the Committee by these plans.
  - iii. Review and approve those corporate goals and objectives that are relevant to the compensation of the CEO and those other senior executive officers of the Company whom the Committee shall deem it appropriate to review (together with the CEO, the "Executive Officers"), to evaluate the performance of the Executive Officers in light of those goals and objectives, and to set the Executive Officers' compensation levels based upon this evaluation. If directed by the Board, other independent members of the Board may assist the Committee with the determination of compensation levels.
  - iv. For the Executive Officers of the Company, review and approve or, with respect to the non-CEO Executive Officers, if the Committee deems it advisable, make recommendations to the Board with respect to: (a) the annual base salary level; (b) the annual incentive opportunity level; (c) the long-term incentive opportunity level; (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when, and if appropriate; and (e) any special or supplemental benefits or perquisites. In determining the long-term incentive component of the compensation of the CEO, the Committee shall consider (i) the Company's performance and relative stockholder return, (ii) the value of similar incentive awards to chief executive officers at comparable companies, and (iii) the awards given to the CEO in past years.

- v. Review and approve general salary and annual incentive levels for the Company as a whole.
  - vi. Grant stock options, restricted stock, and other discretionary awards under the Company's incentive-compensation and equity based plans.
  - vii. Review periodically the form and amounts of director compensation and make recommendations to the Board with respect thereto.
  - viii. Oversee the preparation of the compensation discussion and analysis in accordance with SEC rules and regulations for inclusion in the Company's annual proxy statement and annual report on Form 10-K, and review and discuss the compensation discussion and analysis with management each year.
  - ix. Prepare and issue the evaluations and reports required under "Committee Reports" below.
  - x. Assist the Board in developing and evaluating candidates for executive positions, including the CEO, and oversee the development of executive succession plans.
  - xi. Discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.
- b. Nominating.
- i. Retain, as deemed necessary, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to select such search firm and approve its fees and other retention terms.
  - ii. Recommend to the Board for approval desired board skills and attributes and any other criteria to be considered with regards to director nominees. The Committee shall consider personal and professional integrity, ability, accountability, judgment and perspective, desired experience, gender and racial diversity, and such other factors deemed appropriate.
  - iii. Actively seek individuals whose skills and attributes reflect those desired and evaluate and propose nominees for election to the Board based on the director nominee criteria approved by the Board.
  - iv. Review the slate of directors who are to be re-nominated to determine whether they are meeting the Board's expectations of them.
  - v. Make recommendations to the full Board for appointments to fill vacancies of any unexpired term on the Board.
  - vi. Review and recommend policies with respect to the size of the Board.
  - vii. Annually recommend to the Board nominees for submission to stockholders for approval at the time of the annual meeting of stockholders.

- viii. Annually review committee chairs and membership and recommend any changes to the full Board.
- c. Corporate Governance.
- i. Evaluate and recommend to the Board the resignation of individual directors for appropriate reasons, as determined by the Committee in its discretion.
  - ii. Review any questions regarding the independence of Board members in accordance with the rules of the NYSE, the Company's Corporate Governance Guidelines, and other applicable rules and regulations.
  - iii. Advise and make recommendations to the Board on matters concerning corporate governance and directorship practices. The Committee shall review at least annually the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
  - iv. 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.
  - v. Oversee director orientation and continuing education.
- d. General.
- i. Report periodically to the Board, summarizing the Committee's actions and any significant issues considered by the Committee.
  - ii. Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
  - iii. Annually evaluate the performance of the Committee, which evaluation will compare the performance of the Committee with the requirements of this Charter. The performance evaluation will be conducted in such manner as the Committee deems appropriate.
  - iv. Annually oversee and assist the Board in conducting a self-evaluation in order to determine whether the Board and its Committees are functioning effectively.
  - v. Annually oversee an evaluation of management.
  - vi. Perform any other activities consistent with this Charter, the Company's certificate of incorporation and bylaws, and applicable laws, as the Committee deems appropriate or as requested by the Board.

## **5. Committee Reports**

The Committee will produce an annual Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

## **6. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, whether or not such delegation is specifically contemplated under any plan or program. In particular, the Committee may delegate the approval of award grants and other transactions and other responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the Committee who are (i) “Non-Employee Directors” for the purposes of Rule 16b-3, and/or (ii) “outside directors” for the purposes of Section 162(m). Any actions taken by a subcommittee of the Committee shall be reported to the Committee at its next scheduled meeting.

## **7. Resources and Authority of the Committee**

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee. The Committee shall have access to appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person’s independence from the Company’s management, including the following:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, independent legal counsel or other adviser to the Committee and the Committee shall exercise its own judgment in fulfillment of its duties. In addition, any compensation consultant retained by the Committee shall not perform other services for the Company unless such services are pre-approved by the chairperson of the Committee, and the Committee is updated regularly as to the services being provided by such consultants.