

FIDELITY NATIONAL INFORMATION SERVICES, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Fidelity National Information Services, Inc. (the “Company”) is to approve and monitor the executive compensation plans, policies and programs of the Company that are applicable to the Company’s section 16 officers (i.e., an officer subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)).

The Company’s executive compensation programs emphasize pay for performance, help accomplish business objectives and foster a high performance culture. The Company’s compensation programs are designed to attract and retain high performing executives. The Company accomplishes these objectives by providing executives with total compensation that is competitive relative to the compensation paid to similarly situated executives at similarly sized companies, and which is sufficient to motivate, reward and retain those individuals with the leadership abilities and skills necessary for achieving the Company’s ultimate objective: the creation of long-term shareholder value. Key elements of the Company’s executive compensation program include:

- Offering market competitive total compensation opportunities to attract and retain talented executives;
- Providing strong links between Company performance and total compensation earned – i.e., paying for performance;
- Emphasizing long-term performance of the Company, thus enhancing shareholder value; and,
- Promoting and facilitating executive officer stock ownership, thereby aligning the personal interests of the executive officers with those of the shareholders.

The Committee will monitor the executive compensation program to ensure that it supports the Company’s overall objective of paying section 16 officers for performance and motivating section 16 officers to work to enhance shareholder value. The Committee will also approve goals and awards under the compensation plans of the Company as required by Section 162(m).

II. COMPOSITION

The Committee will consist of three or more directors as determined by the Board. Each member of the Committee will be a non-employee of the Company, and will

meet the criteria for being a “non-employee director” under Rule 16b-3 of the Exchange Act, and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code. Further, each member shall be independent in accordance with New York Stock Exchange rules and free from any material relationship with the Company (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Company).

III. MEETINGS

The Committee will meet at least once annually, or more frequently as circumstances dictate. The Committee will report its activities and findings to the Board on a regular basis.

The Board may appoint a Chair of the Committee. The Chair will preside, when present, at all meetings of the Committee. One-third of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

IV. PERFORMANCE EVALUATION

The Committee shall provide to the Board an annual performance self-evaluation of the Committee to ensure that the Committee is fulfilling its responsibilities in a manner that effectively serves the interests of the shareholders of the Company. The self-evaluation shall include an assessment of the performance of the Committee based on the duties and responsibilities set forth in this charter and such other matters as the Committee may determine. The evaluation report may take the form of an oral report to the Board by the Committee chairperson or any other member of the Committee designated by the Committee to make the report.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall 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 compensation consultants, independent legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel or other adviser retained by it, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such compensation consultant, independent legal counsel or other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person’s independence from management, including, without limitation:

- (A) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (B) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (C) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (D) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (E) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (F) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Notwithstanding the foregoing, nothing contained in this Section V shall (i) be construed to require the Committee to implement or act consistent with the advice or recommendations of any compensation consultant, independent legal counsel or other adviser to the Committee, or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee, or (ii) require a compensation consultant, legal counsel or other compensation adviser to be independent, provided that the Committee considers the independence factors listed in clauses (A) through (F) above before selecting or receiving advice from a compensation adviser. The Committee may select or receive advice from any compensation adviser they prefer, including ones that are not independent, after considering the independence factors outlined in clauses (A) through (F) above.

The Committee shall conduct the independence assessment outlined in this Section VI with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than (i) any in-house legal counsel and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (x) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees or (y) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant and about which the compensation consultant does not provide advice.

The Committee has the authority to delegate to management the responsibility for the day-to-day management of the Company's executive compensation programs.

VI. RESPONSIBILITIES AND DUTIES

The specific duties and responsibilities of the Committee include:

A. Section 16 Officer Compensation Matters.

1. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"); evaluate the CEO's performance in light of those goals and objectives; and determine and approve the CEO's compensation based on such evaluation. In performing its responsibilities under this paragraph, the Committee may consult with the other independent members of the Board.
2. Set salaries and approve incentive compensation awards and compensation policies for all other section 16 officers.
3. In determining the long-term incentive component of section 16 officer compensation, consider, as deemed necessary or appropriate by the Committee from time to time, the Company's performance and shareholder return; the value of similar incentive awards to executives at comparable companies; awards given in previous years; and other relevant matters.
4. Authorize and approve any employment agreements (including change-in-control and severance agreements) with section 16 officers.
5. Approve all equity compensation awards made to section 16 officers.
6. Review all equity compensation awards made to non-section 16 executives by the CEO acting as a one person committee pursuant to a delegation of authority by the Board of Directors.
7. Approve the aggregate total of equity awards made to non-section 16 executives as part of the Company's annual equity grant.

B. Plan Matters.

1. Create, authorize, approve, amend and/or terminate any new or existing compensation and benefit plans uniquely applicable to section 16 officers.
2. Recommend action to the Board to create, authorize, approve, amend and/or terminate any new or existing compensation and benefit plans that apply to the non-employee members of the Board of Directors.

3. Determine and set the Company discretionary matching contribution to the Company's 401(k) plan and approve any material change to or termination of the Company's 401(k) plan, Deferred Compensation Plan or Employee Stock Purchase Plan. The Committee may delegate the powers and functions described in this Section B.3 to an appropriate committee of Company employees constituted by this Committee, or the respective plan administrators (who will be appointed by this Committee or a committee constituted by it), or other appropriate individuals, if such delegation is consistent with the Company's overall compensation policies, provided however that the Committee may not delegate the power to: create, authorize, approve, amend and/or terminate any new or existing incentive compensation or equity-based plan that is unique to section 16 officers.

C. Plan Funding.

1. Create, authorize, approve, amend and/or terminate any funding mechanisms or trusts for new or existing compensation plans that are unique to section 16 officers, provided however that the issuance of shares of Company stock for such purposes will require approval of the Board.
2. For compensation plans covered by this section, the Committee may delegate to an appropriate committee of Company employees constituted by this Committee the authority to change, substitute, add, or eliminate funding agents for such purposes (e.g., trustees, custodians, and insurance companies), and to add or delete investment alternatives to plans that provide such alternatives.

D. Other Matters.

1. Review and approve on an annual basis the Compensation Discussion and Analysis and Executive and Director Compensation sections for inclusion in the Company's Annual Proxy Statement.
2. Perform any other activities in its discretion that are consistent with this Charter, the Company's Articles and Bylaws, any governing law, or as the Board determines necessary or appropriate.

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