

Vantiv, Inc.

Corporate Governance Guidelines

**Adopted March 21, 2012
Last Amended October 25, 2016**

A. Introduction

The Board of Directors (the “**Board**”) of Vantiv, Inc. (the “**Company**”) has adopted these Corporate Governance Guidelines (“**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines supersede any existing Board policies or guidelines covering the subject matter of these Guidelines. These Guidelines should be interpreted in the context of applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these Guidelines from time to time.

B. Board Composition and Director Qualifications

1. **Classification and Number.** The Company’s Certificate of Incorporation provides that the Board will be divided into three classes of Directors elected to staggered terms of three years. The number of Directors that make up the whole Board at any given time is determined by the Board in accordance with the Company’s Certificate of Incorporation and will be reviewed by the Board periodically to ensure that the Board can efficiently discharge its fiduciary duties and regulatory responsibilities.

2. **Skills and Characteristics.** The responsibilities of the Nominating and Corporate Governance Committee (the “**Governance Committee**”) include reviewing with the Board from time to time the appropriate experience, qualifications, attributes and skills required of Board members in the context of the Company’s needs and the existing make-up of the Board and developing and recommending to the Board criteria for identifying and evaluating candidates for the Board. These criteria may include, among other things, an individual’s business experience, qualifications, attributes and skills such as relevant industry knowledge; specific experience with technology, accounting, finance, leadership, operations, strategic planning, and international markets; independence; judgment; integrity; the ability to commit sufficient time and attention to the activities of the Board; diversity of occupational and personal backgrounds on the Board; and the absence of potential conflicts with the Company’s interests. The Governance Committee should consider these criteria in the context of an assessment of the operation and goals of the Board as a whole.

3. **Nomination and Selections.** Subject to the rights of certain classes of the Company’s stockholders to elect Directors, the Board is responsible for selecting candidates to fill vacancies on the Board and for nominating individuals for election as Directors by the stockholders, in each case, based on the recommendation of the Governance Committee. The Governance Committee considers recommendations for Board candidates submitted by

stockholders using substantially the same criteria it applies to recommendations from the Governance Committee, current Directors and members of management. Stockholders may submit recommendations by providing the person's name and appropriate background and biographical information by writing to the Governance Committee at Vantiv, Inc., Attn: Nominating and Corporate Governance Committee, 8500 Governor's Hill Drive, Symmes Township, Ohio 45249. To nominate a candidate for election as a Director, a stockholder must follow the procedures set forth in the Company's Bylaws.

4. ***Independence.*** A majority of the Board must be comprised of Directors who meet the New York Stock Exchange ("NYSE") definition of "independence," as determined by the Board. The NYSE definition of independence is the standard the Board has adopted for determining the independence of its members. The Board may, from time to time, adopt specific additional criteria to assist in its determination of Director independence. The Board assesses on a regular basis and at least annually the independence of each Director and, based on the recommendation of the Governance Committee, makes a determination of whether such Director is independent in accordance with the rules of the NYSE and has no material relationship with the Company.

In addition to the independence standards applicable to Directors generally, Audit Committee members must also satisfy the additional independence requirements for audit committee members under the rules of the NYSE and the applicable rules of the United States Securities and Exchange Commission. In addition, Compensation Committee members must also satisfy the additional independence requirements for compensation committee members under the rules of the NYSE.

5. ***Board Leadership.*** The Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall be free to choose its Chairman of the Board in any way that it deems best for the Company at any given point in time. The positions of Chairman of the Board and Chief Executive Officer are currently held by different persons. The Board periodically reviews and assesses its leadership structure.

6. ***Board Orientation and Continuing Education.*** The Company shall provide new Directors with a director orientation program to familiarize such Directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditor(s) and independent auditors. The Company will make appropriate opportunities for continuing education available to Directors to enable them to maintain the necessary level of expertise to perform their responsibilities as Directors.

7. ***Continuation of Service.***

- **Term Limits and Mandatory Retirement Age.** As an alternative to term limits, the Governance Committee reviews the performance of each Director and other factors the Governance Committee considers relevant in determining whether to renominate directors for election. No person may be nominated for election to the Board or appointed to fill a vacancy

on the Board if such person would be age 75 or older at the time of such election or appointment, although the Board may waive this provision in special circumstances.

- Change of Responsibility of Director or Other Significant Events. When a Director's (whether a management or non-management Director's) principal occupation or business association changes substantially during his or her tenure as a Director, that Director shall offer to tender his or her resignation for consideration by the Board. The Governance Committee will consider the tendered resignation and recommend to the Board the action, if any, to be taken with respect to the resignation. Directors shall inform the Governance Committee of other events that would reasonably be perceived to be relevant for considerations regarding ongoing independence or the Director's ability to fulfill his/her responsibilities to the Board.
- Former Chief Executive Officer. When the Chief Executive Officer resigns or retires, he or she shall tender his or her resignation from the Board to the Governance Committee. The Governance Committee will consider the tendered resignation and recommend to the Board the action, if any, to be taken with respect to the resignation.

8. ***Number of Other Directorships/Audit Committees.*** Directors are expected to commit sufficient time and attention to the activities of the Board. Non-management Directors should not serve on more than five public company boards in addition to the Company's Board. In all cases, non-management Directors should advise the Chairman of the Board, the Chairman of the Governance Committee and the Secretary in advance of accepting an invitation to serve on the board of another public company. No member of the Audit Committee may serve simultaneously on the audit committee of more than two other public companies in addition to the Company's Audit Committee, unless expressly approved by the Board after determining that simultaneous service would not impair the ability of such member to effectively serve on the Company's audit committee.

9. ***Conflicts and Confidentiality.*** With respect to any matter under discussion by the Board, Directors must disclose to the Board any potential conflicts of interest they may have and, if appropriate, refrain from voting on a matter in which they may have a conflict. Each Director has an obligation to keep confidential all non-public information that he or she receives in connection with serving on the Board.

C. Committee Matters

1. ***Number, Structure and Independence of Committees.*** The four committees of the Board are the Audit, Compensation, Governance and Risk Committees. The Audit, Compensation, Governance and Risk Committees are comprised of only Directors who meet the NYSE definition of "independence," as determined by the Board. As noted under Director Independence above, members of the Audit Committee must satisfy additional independence criteria, in accordance with listing standards of the NYSE and requirements of the Securities and

Exchange Commission rules, and members of the Compensation Committee must satisfy additional independence standards no later than the time applicable NYSE listing standards become effective. It is also intended that at least two members of the Compensation Committee qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. Each of the four committees has a written charter approved by the Board setting forth its authority and responsibilities. The Board may, from time to time, establish or maintain additional committees (and dissolve any such additional committees) as necessary or appropriate.

2. ***Assignment of Committee Members.*** The Governance Committee is responsible for recommending to the Board the assignment of Board members to various committees and the selection of committee Chairs. Consideration is given to rotating Committee members; however, the Board does not have a firm policy mandating rotation of committee assignments since special knowledge or experience may warrant a particular Director serving for an extended period on one committee.

D. Meetings of the Board; Director Responsibilities

1. ***Duties.*** Directors are responsible for exercising care, loyalty and good faith and acting in a manner they believe is in the best interests of the Company and its stockholders and consistent with their fiduciary duties. In fulfilling their responsibilities, Directors may ask such questions and conduct such investigations as they deem appropriate, and may rely on the information provided to them by the Company's senior executives and its outside advisors and auditors, so long as they have no reason to believe such reliance is not warranted.

2. ***Agenda.*** The Chairman of the Board, in consultation with the Chief Executive Officer (when those positions are separate) or the Presiding Director, if applicable, the Secretary and members of management, establishes the agenda for each Board meeting. The Chairman will consider the suggestions of Directors as to items for inclusion on the agenda.

3. ***Advance Distribution of Board Materials.*** Information and materials that are important to the Board's understanding of the business to be conducted at each Board meeting generally will be distributed to the Board before the Board meets. Highly confidential or sensitive matters, matters not requiring advanced preparation, and matters that arise immediately prior to Board meetings may be presented and discussed without prior distribution of background material.

4. ***Executive Sessions.*** The non-management Directors of the Board meet in executive session regularly. The Chairman of the Board, if he or she is a non-management Director, presides at all executive sessions of the non-management Directors. If not all of the non-management Directors are independent, the independent Directors will meet at least once each year in an executive session of only independent Directors. If the Chairman of the Board is not an independent Director, then the independent Directors shall elect on an annual basis a presiding director (the “***Presiding Director***”) to preside at such sessions.

5. ***Director Attendance.*** Absent unusual circumstances, each Director is expected to adequately prepare for and attend all Board meetings and all meetings of the committee(s) of

which the Director is a member, and to spend the time needed and meet as frequently as necessary to discharge his or her responsibilities. Directors are encouraged to attend the annual meeting of stockholders.

6. ***Board Access to Senior Management.*** Directors have open access to the Company's senior management. Members of the Company's senior management will be invited to attend and participate in Board and committee meetings from time to time to brief the Board and its committees on particular topics. The Board encourages senior management to bring into Board or committee meetings and other scheduled events members of management who can provide additional insight into matters being considered and/or whom senior management believes have future growth potential with the Company and should be given exposure to the Board.

7. ***Board Access to Independent Advisors.*** The Board and the Audit, Compensation, Governance and Risk Committees, consistent with their respective charters, have the authority to retain such outside counsel, experts and other advisors as they determine appropriate to assist them in the full performance of their functions at the Company's expense.

8. ***Communications.*** The Chief Executive Officer is responsible for establishing effective communications with the Company's various constituencies (such as stockholders, analysts, customers, employees, suppliers, community groups and governmental authorities). The Board believes that management should speak for the Company. Except as required by law, NYSE listing standards or a Board committee charter, it is expected that Board members will not meet or otherwise communicate with the Company's constituencies unless requested or approved in advance by the Company's management, Chairman of the Board or Board of Directors, absent unusual circumstances or as contemplated by committee charters. It is suggested that each Director shall defer all inquiries from the Company's constituencies to the Chief Executive Officer or his or her designee.

E. Assessment and Leadership Development

1. ***Evaluation and Compensation of the Chief Executive Officer.*** The Board has delegated to the Compensation Committee the task of conducting an annual evaluation of the performance of the Chief Executive Officer against criteria established by the Compensation Committee. All independent Directors are invited to provide input in the evaluation. The Chairman of the Compensation Committee (together with the Chairman of the Board, or if the Chairman of the Board is not an independent Director, the Presiding Director) communicates the Board's conclusions to the Chief Executive Officer. This evaluation is used by the Compensation Committee in setting the Chief Executive Officer's compensation.

2. ***Assessing Board and Committee Performance.*** The Governance Committee oversees an annual evaluation of the Board's effectiveness and performance, the results of which are discussed with the full Board. In addition, each of the Audit, Compensation, Governance and Risk Committees and the Board shall conduct an annual self-assessment of its performance and review a report on the self-assessment with the full Board.

3. ***Management Development and Succession Planning.*** The Board is responsible for planning for the succession to the position of Chief Executive Officer and other senior management positions. To assist the Board, the Chief Executive Officer annually provides the Compensation Committee with an assessment of senior managers and their potential to succeed him or her. The Chief Executive Officer also makes available to the Board, on a continuing basis, recommendations regarding an emergency succession plan which addresses who should assume the role of Chief Executive Officer in the event that the Chief Executive Officer becomes unwilling or unable to perform his or her duties. The Chief Executive Officer also provides the Compensation Committee with an assessment of persons considered potential successors to other senior management positions, including a review of any development plans recommended for such individuals. The results of these reviews are reported to and discussed with the Board from time to time.

F. Other Matters

1. ***Stock Ownership.*** The Board expects Directors and executive officers to comply with the stock ownership and retention guidelines adopted by the Board. The guidelines will be reviewed regularly by the Board and may be modified or eliminated by the Board at any time.

2. ***Ethics and Compliance.*** The Company maintains an ethics and compliance program that is designed to be effective in the context of the Company's business and operations, including but not limited to appropriate standards of business conduct and ethics. The Board shall be briefed upon and be provided information so that it may remain knowledgeable about the content and operation of the ethics and compliance program and shall exercise appropriate oversight with respect to the implementation and effectiveness of the compliance and ethics program. The Board, through the Governance Committee, oversees compliance with the Company's Code of Business Conduct and Ethics for the Company's employees, including its executive officers and Directors. The full text of the code is posted on the Company's website, and the Company intends to disclose on its website future amendments to or waivers from the Code for its executive officers and Directors promptly upon any such amendment or waiver. Any amendment or waiver of the code for Directors or executive officers may be made only by the Board of Directors or a Board committee.

3. ***Review of Strategic Plans.*** The Board reviews and evaluates at least annually the long-term strategic and business plans of the Company.

4. ***Director Compensation.*** The form and amount of Director compensation for service on the Board and committees is determined by the Board. The Compensation Committee conducts an annual review of Director compensation. Changes in director compensation, if any, are recommended by the Compensation Committee and approved by the full Board. No additional compensation is paid to members of management for serving on the Board.

5. ***Communicating with the Board.*** Stockholders and other interested parties may communicate with the Board, the non-management or independent Directors as a group, any Board committee, or any Board member or members by addressing their correspondence to the Board, the independent Directors as a group, the Board committee, or the Board member or

members, c/o the Corporate Secretary, Vantiv, Inc., 8500 Governor's Hill Drive, Symmes Township, Ohio 45249. The Board has instructed the Corporate Secretary, prior to forwarding any correspondence, to review such correspondence and, in his or her discretion, not to forward certain items if they are not relevant to the Board's governance role, are deemed to be of a commercial or frivolous nature or otherwise inappropriate for the Board's consideration. The Corporate Secretary's office maintains a log of such correspondence received by the Company that is addressed to members of the Board, other than advertisements, solicitations or correspondence deemed by the Corporate Secretary to be junk mail, of a frivolous nature, or otherwise not appropriate to retain. Directors may review the log at any time, and request copies of any correspondence received.

6. ***Annual Review.*** The Governance Committee is responsible for reviewing these guidelines at least annually and making recommendations for appropriate changes to the Board.

7. ***Website Posting.*** These Guidelines are posted on the Company's website for communication to the Company's stockholders.

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