

**VANTIV, INC.**  
**AUDIT COMMITTEE CHARTER**

Adopted on March 21, 2012  
Last Amended on April 25, 2017

**I. PURPOSES**

The purposes of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Vantiv, Inc. (the “**Company**”) are to assist the Board with oversight of: (i) the integrity of the Company’s financial statements; (ii) the Company’s internal control over financial reporting and disclosure controls and procedures; (iii) the qualifications, engagement, compensation, independence and performance of the Company’s independent registered auditor, their annual audit of the Company’s financial statements and any engagement to provide other services; (iv) the performance of the Company’s internal audit function; and (v) the Company’s legal and regulatory compliance as it relates to the Committee’s responsibilities under this Charter. The Committee shall also prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company’s annual report.

In discharging its role, the Committee is empowered to make decisions and determinations, to grant approvals, and to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company and its subsidiaries. The Committee shall have the sole power and authority to retain, obtain advice and assistance, compensate, direct, oversee and dismiss any internal or external counsel, audit or accounting consultants and other advisers to assist the Committee in carrying out its activities, who shall be accountable ultimately to the Committee. The Company shall provide adequate resources, as determined by the Committee, to support the Committee’s activities, including any independent auditors, counsel, consultants and other advisers retained by the Committee. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Company to provide the Committee with the support of one or more Company employees to assist it in carrying out its duties.

**II. COMMITTEE MEMBERSHIP**

The Committee shall consist of three (3) or more members of the Board, each of whom shall be appointed by the Board. Each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and the rules of the New York Stock Exchange. Each member of the Committee must be financially literate, as determined by the Board. At least one member of the Committee must have accounting or related financial management expertise, as determined by the Board. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K (“**Regulation S-K**”). The members of the Committee shall serve for such term or terms as the Board may determine and until their successors as Committee members are appointed or until their earlier resignation, death or removal. Any vacancy on the Committee shall be filled, and any member of the Committee may be removed at any time with or without cause, by an affirmative vote of a majority of the Board. No member of the Committee may serve simultaneously on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair such director’s ability to effectively serve on the Committee. Any action duly taken by the Committee

shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Unless a Chairperson is designated by the full Board, members of the Committee shall designate one member of the Committee as its Chairperson. The Chairperson shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs. In the absence of the Chairperson at a duly convened meeting, the Committee may select a temporary substitute from among its members to serve as chair of the meeting.

### **III. COMMITTEE MEETINGS**

The Committee shall meet at least four times a year. The Committee shall meet at least annually with members of senior management, the internal auditor and the independent auditor in separate executive sessions to provide the opportunity for full and frank discussion. Meetings of the Committee may be held telephonically or through other technological means. Provided that notice of a meeting is given or waived by all members of the Committee in accordance with the Company's Certificate of Incorporation or Bylaws, the presence of a majority of Committee members shall constitute a quorum for a meeting. The Committee may act by an affirmative vote of the majority of members present at a meeting of the Committee at which a quorum exists or by a writing or writings signed by all of its members without a meeting. The Committee may invite any officer or employee of the Company, independent auditor, counsel or others to attend meetings and provide pertinent information. The Committee may otherwise establish its own rules of procedure.

### **IV. KEY RESPONSIBILITIES**

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements. The Committee shall have the sole power and authority to select, retain, terminate or replace the Company's independent auditor and to compensate, direct and oversee such independent auditor. In discharging its responsibilities, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations.

The Committee shall have the responsibilities set forth in this Section IV, as and to the extent the Committee determines necessary or appropriate. The Committee is authorized by the Board to make all decisions and determinations and grant all approvals necessary or desirable to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. The Committee shall report regularly to the Board on Committee decisions, determinations, approvals, findings and other matters the Committee deems appropriate or the Board requests, but is empowered to take such actions without further authorization by the Board. The Committee may form and delegate authority, including the authority to take action in relation to any delegable responsibility of the Committee, to subcommittees consisting of at least two (2) Committee members when the Committee deems it appropriate; provided that the decisions of any such subcommittee to grant pre-approval shall be presented to the full Committee at its next scheduled meeting.

A. Audit Matters

1. Select and retain an independent registered public accounting firm to act as the Company's independent auditor for the purpose of auditing the Company's annual financial statements and internal control over financial reporting; evaluate the qualifications, independence and performance of the independent auditor (taking into account opinions of management and the internal auditor and including an evaluation of the lead audit partner); compensate, oversee the work of and, if necessary, terminate the independent auditor;
2. Select, retain, compensate and, if necessary, terminate any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
3. Pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditor, subject to the de minimis exceptions for non-audit services which are approved by the Committee prior to the completion of the audit, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditor on an on-going basis;
4. At least annually, review a report by the independent auditor describing: (i) the accounting firm's internal quality-control procedures; and (ii) any material issues brought to the independent auditor's attention by internal quality-control reviews or peer reviews of the accounting firm, or by any reviews, inquiries or investigations by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the accounting firm, and any steps taken to deal with any such issues;
5. At least annually, review a report by the independent auditor describing all relationships between the independent auditor and the Company and any of its subsidiaries, consistent with the applicable requirements of Public Company Accounting Oversight Board ("**PCAOB**") Rule 3526, "Communications with Audit Committees Concerning Independence," discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence;
6. Review and discuss with management and the independent auditor: (i) the independent auditor's responsibilities; (ii) the scope of, timing, budget and staffing for the annual audit plan; (iii) any significant findings during the year, including the status of previous audit recommendations; (iv) any audit problems or difficulties encountered in the course of the independent audit work such as any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise) and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor, any communications between the audit team and the national office of the independent auditor respecting auditing or accounting issues presented by the engagement and any restrictions on the scope of activities or access to required

information; (v) any significant disagreements with management; and (vi) management's response to these problems, difficulties or disagreements;

7. Oversee management's design and maintenance of the Company's internal control over financial reporting and disclosure controls and procedures, including reviewing and discussing with management, the independent auditor and the internal auditor: (i) the adequacy of the Company's internal control over financial reporting and disclosure controls and procedures (including computerized information system disclosure controls and security), including whether such controls and procedures are designed to provide reasonable assurance that transactions entered into by the Company are properly authorized, assets are safeguarded from unauthorized or improper use, and transactions by the Company are properly recorded and reported; (ii) any significant deficiencies or material weakness in the design or operation of the Company's internal control over financial reporting that could adversely affect the Company's ability to record, process, summarize and report financial data, and any special audit steps adopted in light of any material control deficiencies; (iii) the actions taken to remedy any such material weakness or significant deficiency and any changes in circumstances that have, or are reasonably likely to have, a material effect on internal control over financial reporting, (iv) management's annual assessment of the adequacy of the Company's internal control over financial reporting, (v) the independent auditor's annual attestation report regarding the Company's internal control over financial reporting, and (vi) any acts of fraud or moral turpitude, whether or not material, that involve management or other employees who have a significant role in the Company's internal controls, including, but not limited to, internal control over financial reporting and disclosure controls and procedures;
8. Assess periodically the rotation of the audit partner and consider from time to time whether it is advisable to rotate audit firms on a regular basis or otherwise; and
9. Set clear hiring policies for employees or former employees of the independent auditor.

**B. Internal Audit and Internal Controls**

1. Oversee and approve the appointment, replacement, or dismissal of the head of internal audit and any terms and conditions of employment, as well as his or her annual performance review and rating;
2. The head of internal audit is accountable functionally to the Committee and administratively to the Company's Chief Executive Officer or Chief Legal and Corporate Services Officer;
3. Review with management, the independent auditor and the head of internal audit the plans, activities, staffing and organizational structure of the internal audit function, and any recommended changes thereto;
4. Review and approve the functions of the Company's internal audit department,

including its purpose, organization, responsibilities, budget and performance and review the scope, performance and results of such department's internal audit plans, including any reports to management and management's response to those reports;

5. Review and discuss with management and the internal auditor: (i) any significant findings during the year, including the status of previous audit recommendations; (ii) any restrictions on the scope of activities or access to required information; (iii) any changes required in the scope of the internal audit plan; (iv) the internal audit budget and staffing; and (v) the coordination of internal audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of internal audit resources;
6. At least annually, review and approve the Company's annual internal audit plan and, at least quarterly, any changes to the internal audit plan; and
7. Receive regular reports from the internal auditor and consult with management and the Compensation Committee about any material changes in such audit personnel and their performance evaluations and compensation.

C. Financial Reporting

1. Obtain and review a report by the Company's independent auditor and discuss with management and the independent auditor: (i) all critical accounting policies and practices to be used; (ii) any alternative accounting treatments within generally accepted accounting principles ("**GAAP**") that have been discussed with management, the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm; and (iii) any other material written communications between the independent auditor and management such as any management letter or schedule of "unadjusted audit differences;"
2. Review and discuss with management and the independent auditor: (i) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (ii) any analyses of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements; (iii) any regulatory, accounting or financial reporting initiatives or proposals that may have a significant impact on the Company's financial statements or reports; (iv) the independent auditor's view of the accounting treatment related to significant new transactions or other significant matters or events not in the ordinary course of business; and (v) the effect of off-balance sheet arrangements on the financial statements of the Company;
3. As appropriate, review and discuss with the independent auditor the matters required to be discussed with the independent auditor by applicable auditing standards adopted by the PCAOB, including the auditor's responsibility under GAAP, the Company's significant accounting policies and practices, critical accounting policies, practices and estimates and the process used by management in formulating them, significant unusual transactions, as well as the independent

auditor's evaluation of the quality of the Company's financial reporting, any consultation with other accountants, or any major issues discussed with management prior to its retention;

4. Prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss the independent auditor's views about the qualitative aspects of the Company's significant accounting practices;
5. Review and discuss with the Company's independent auditor and management the Company's annual audited financial statements (including related notes), the form of audit opinion to be issued by the auditor on the financial statements and the specific disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations, and recommend to the Board whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K before the filing of the Company's Form 10-K;
6. Review and discuss with the Company's independent auditor and management the Company's quarterly financial statements (including related notes) and the specific disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's quarterly reports on Form 10-Q before each filing of the Company's Form 10-Q;
7. Produce the audit committee report required to be included in the Company's annual report on Form 10-K or proxy statement, in accordance with the rules of the Securities and Exchange Commission;
8. Discuss with management: (i) the Company's earnings press releases, (ii) the type of pro forma or adjusted non-GAAP information generally to be included in such press releases; and (iii) the general nature of any financial information and earnings guidance to be provided to analysts and ratings agencies; and
9. Review and discuss with the independent auditor: (i) any communications between the independent auditor's team and the independent auditor's national office with respect to auditing or accounting issues presented by the external audit engagement; and (ii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company.

D. Legal and Regulatory Compliance and Risk Matters

1. Review periodically legal and regulatory matters that may have a material impact on the Company's financial statements;
2. Establish and oversee internal procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and confidential, anonymous submissions by employees of the Company of concerns regarding questionable accounting, internal accounting controls or auditing matters;

3. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K and/or under the Company's Related Person Transaction Policy) on an ongoing basis, in accordance with the Company's policies and procedures; and as appropriate, discuss with management and the independent auditor, any transactions or courses of dealing with any related person that involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and assess any safeguards or additional procedures to be applied in such circumstances; and
4. Discuss policies with respect to risk assessment and risk management with management, the internal auditor and the independent auditor, coordinating with the Company's Risk Committee as appropriate.

E. Report and Self-Evaluate

1. Review, oversee the preparation of and approve all reports required or appropriate in the conduct of the Committee's responsibilities;
2. Conduct annual self-evaluations of the performance of the Committee, including its effectiveness and compliance with this Charter;
3. Periodically review and reassess the adequacy of this Charter, and recommend to the Board amendments as the Committee deems appropriate; and
4. Report regularly to the Board with respect to its meetings, significant developments in the course of performing its duties and responsibilities, including on any issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditor and the performance of the internal audit function, and any other matters the Committee deems appropriate or the Board requests.

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