

VANTIV, INC.

COMPENSATION COMMITTEE CHARTER

Adopted March 21, 2012
Last Amended April 25, 2017

I. PURPOSES

The purposes of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Vantiv, Inc. (the “*Company*”) are to (A) assist the Board in overseeing the Company’s executive compensation policies and practices, including; (i) determining and approving the compensation of the Company’s Chief Executive Officer and the Company’s other executive officers (collectively, including the Chief Executive Officer, the “*Executive Officers*”) and approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers; and (ii) reviewing and approving equity compensation policies and programs, and exercising discretion in the administration of such programs; and (B) produce the annual report of the Committee required by the rules of the Securities and Exchange Commission (the “SEC”).

In discharging its role, the Committee is empowered to make decisions and determinations, to grant approvals, and to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee shall have the sole power and authority to retain, compensate, direct, oversee and dismiss any legal counsel, compensation consultants and other advisers retained by the Committee to assist it in carrying out its activities, and shall have sole authority to approve such adviser’s fees and the other terms and conditions of such adviser’s retention. The Company shall provide adequate funding and resources, as determined by the Committee, to support the Committee’s activities, and to provide for the payment of reasonable compensation to any legal counsel, consultants and other advisors 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 two (2) or more members of the Board, each of whom shall be appointed by the Board. Each Committee member shall be independent. For the purposes hereof, an “independent” director is a director who satisfies the New York Stock Exchange definition of “independence,” as determined by the Board including the additional independence requirements specifically applicable to compensation committee members. At least two (2) members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws. 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.

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. Unless a Chairperson is elected 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 two (2) times per year and additionally as it deems necessary or appropriate. The Chairperson, after consultation with the Chairperson of the Board and management of the Company, shall establish the schedule of its regular meetings. 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, counsel, consultant or others to attend meetings and provide pertinent information. The Committee may meet in executive session outside the presence of the Company's Executive Officers. The Committee shall meet in executive session on compensation matters pertaining to the Chief Executive Officer. The Committee may otherwise establish its own rules of procedure.

IV. KEY RESPONSIBILITIES

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 responsibilities 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 of the Committee's responsibilities, to subcommittees consisting of at least two (2) Committee members, or to members of management, when the Committee deems it appropriate.

A. Oversee Executive Compensation

1. Establish and review the objectives of the Company's executive compensation programs and its basic compensation policies, including review and approval of the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements such as base salary levels; annual cash incentive awards; long-term incentive awards; employment agreements; severance arrangements; change-in-control provisions; and any special or supplemental benefits;

2. Review and approve at least annually the base salaries and annual and long-term incentive opportunities of Executive Officers and the corporate goals and objectives relevant to the compensation of the Company's Executive Officers, including annual and long-term performance goals and objectives, and amend these goals and objectives as the Committee deems appropriate;
3. Evaluate at least annually the performance of the Company's Executive Officers relative to corporate goals and objectives including the annual and long-term performance goals and objectives and, based on this evaluation, determine and approve all elements of the compensation for the Executive Officers;
4. Discuss and review periodically the Company's compensation practices, policies and programs for Executive Officers and other employees to ensure that such practices, policies and programs promote appropriate approaches to the management of risk and annually assess whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company;
5. Review and consider the results of the Company's most recent say-on-pay stockholder advisory vote to determine whether any changes to the Company's executive compensation programs are appropriate and if so, what types of changes to recommend to the Board;
6. Review and authorize any employment, compensation, benefit, severance or termination agreement with any current or prospective Executive Officer, and any change-in-control agreements or provisions affecting any elements of Executive Officer compensation and benefits;
7. Review, approve and recommend to the Board for adoption and, when appropriate or required, recommend to the stockholders of the Company for approval, equity-based incentive compensation plans, including the adoption, amendment and termination of such plans;
8. Review, approve, administer and, when appropriate or required, recommend to the stockholders of the Company for approval, annual incentive compensation plans in which Executive Officers are eligible to participate, including the adoption, amendment and termination of such plans;
9. Administer the Company's equity based incentive compensation plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan;
10. Review and approve special or supplemental compensation and benefits for Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment;
11. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees;

12. Assess and recommend to the Board periodically the approval of director compensation;
13. Review and discuss with management the Company's Compensation Discussion and Analysis and the related executive compensation information, and, based on such review and discussion, determine whether or not to recommend to the Board that the Company's Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K or proxy statement, and produce the annual compensation committee report required to be included in the Company's proxy statement or annual report on Form 10-K, in accordance with all applicable rules and regulations;
14. Assess the independence of legal counsel, compensation consultants and other advisers (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with the requirements of the New York Stock Exchange ("NYSE") listing standards, including consideration of the independence factors under applicable NYSE listing standards and any other factors deemed relevant by the Committee. Nothing in this paragraph shall require the Committee to make a determination that any adviser that the Committee selects or desires to select is independent;
15. Review at least annually any compensation consultant who has performed services for the Committee to determine whether the provision of such services has given rise to an actual conflict of interest taking into account such factors as required by the securities and Exchange Commission and applicable law and such other factors as the Committee determines are relevant;
16. Determine the Company's policy with respect to the application of Section 162(m) of the Internal Revenue Code of 1986, as amended, and when compensation may be paid by the Company that is not deductible for federal income tax purposes;
17. Monitor compliance of directors and executive officers with the Company's program of required stock ownership;
18. Consider and recommend to the Board the frequency of the say-on-pay stockholder advisory vote on executive compensation, taking into account the results of the most recent stockholder advisory vote on frequency of say-on-pay votes required by Section 14A of the Securities Exchange Act of 1934, and review and approve the proposals regarding the say-on-pay vote and the frequency of the say-on-pay vote to be included in the Company's proxy statement; and
19. Review succession planning for the Company's Executive Officers and discuss the succession planning with the Chief Executive Officer.

B. 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 and any other matters the Committee deems appropriate or the Board requests.