

WORLDPAY, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted on March 21, 2012
Last Amended on May 22, 2018

I. PURPOSES

The purposes of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Worldpay, Inc. (the “*Company*”) are to assist the Board to (i) identify individuals qualified to become Board members consistent with criteria approved by the Board, and recommend to the Board the director nominees for the next annual meeting of stockholders or to otherwise fill vacancies and newly created directorships; (ii) recommend Board committee structure, membership and operations, and recommend to the Board director nominees for each committee; (iii) oversee and recommend to the Board any changes to the Corporate Governance Guidelines applicable to the Company; (iv) assist the Board with oversight of the application of the Company’s Code of Business Conduct and Ethics as established by management and the Board; (v) lead the Board in its annual review of the Board’s performance; and (vi) review on a regular basis the overall corporate governance of the Company and recommend improvements when necessary.

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 counsel, director search firm, 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 counsel, director search firm, 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 two (2) or more members of the Board, each of whom shall be appointed by the Board. Each member of the Committee shall be independent. For purposes hereof, an “independent” director is a director who satisfies the New York Stock Exchange definition of “independence,” as determined by the Board. 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. 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 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, except as otherwise provided by action of the Committee. 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 each year and additionally as the Committee or the Chairperson deems advisable. 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 or others to attend meetings and provide pertinent information. The Committee may meet in executive session outside the presence of any member of management of the Company. 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 and any additional responsibilities set forth in the Corporate Governance Guidelines, 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 and findings, 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 when the Committee deems it appropriate. In fulfilling its responsibilities relating to director or nominees for election as a director, the Committee shall take into consideration the rights of certain classes of the Company's stockholders to elect directors.

A. Oversee Director Nominations and Corporate Governance

1. Determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and review with and recommend to the Board for its approval, criteria to be considered in selecting nominees for director in the context of the Company's needs and the existing make-up of the Board, and consider the criteria in the context of an assessment of the operation and goals of the Board as whole;

2. Identify, review the qualifications of, and recruit candidates for the Board consistent with criteria approved by the Board;
3. Review and consider any Board candidates recommended by the Company's stockholders;
4. Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a vote at the annual meeting of stockholders;
5. Develop and recommend to the Board from time to time revisions to the Corporate Governance Guidelines adopted by the Board, and oversee compliance with such Guidelines;
6. Review directorships in other public companies held by or offered to directors and senior officers of the Company;
7. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation;
8. Review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually;
9. Consider and recommend to the Board the action to be taken with respect to any resignation tendered by a director;
10. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships;
11. Evaluate the "independence" of directors and director nominees against the independence requirements of the New York Stock Exchange, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws;
12. Review and discuss with management the disclosure included in the Company's proxy statement or annual report on Form 10-K regarding the Company's director nomination process and other corporate governance matters;
13. Review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval;
14. Review the risks and exposures associated with director succession planning, corporate governance and overall Board and committee effectiveness and composition;
15. Develop procedures for stockholders and other interested parties to communicate with the Board; and
16. Review any proposals submitted by stockholders for action at the annual meeting of stockholders and together with management make recommendations to the Board regarding action to be taken in response to each such proposal.

B. Ethics and Compliance

1. Monitor and review periodically, as appropriate, management compliance with, the adequacy of and any requests for waivers by directors and executive officers, as applicable under, the Company's Code of Business Conduct and Ethics.

C. 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. Oversee the annual self-evaluations of the performance of the Board and its other committees;
4. Periodically review and reassess the adequacy of this Charter, and recommend to the Board amendments as the Committee deems appropriate; and
5. Report regularly to the Board with respect to its meetings, significant developments in the course of performing its duties and responsibilities, compliance with the Code of Business Conduct and Ethics and any other matters the Committee deems appropriate or the Board requests.