

# **WORLDPAY, INC.**

## **RISK COMMITTEE CHARTER**

Adopted on July 26, 2016  
Last Amended on May 22, 2018

### **I. PURPOSES**

The purposes of the Risk Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Worldpay, Inc. (the “*Company*”) are to assist the Board in its oversight of (i) the Company’s Enterprise Risk Management function and program, including their adequacy and effectiveness, (ii) the assessment of enterprise risks and plans, and progress on remediating identified risks, (iii) current and emerging enterprise risks, the effectiveness of mitigation strategies and the Company’s overall risk culture, (iv) the Company’s legal framework and regulatory compliance programs and policies; and (v) any regulatory examinations of the Company, including related reporting and remediation plans.

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, 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, 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 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 delegated to the Committee by the Board, as and to the extent the Board 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.

#### **A. Enterprise Risk Management and Company Risk Culture**

1. Oversee and review with management the adequacy and effectiveness of the Company's Enterprise Risk Management program, including the Risk Appetite Framework and the Enterprise Risk Management Framework, to ensure appropriate identification, measurement, management, monitoring and reporting of risks within all risk categories defined thereunder;
2. Periodically receive reports from the Chief Risk Officer concerning the status of the Company's Enterprise Risk Management program, including on the development of effective policies, programs and processes related thereto;

3. At least annually, review and approve an annual risk assessment of the Company, which risk assessment may be conducted by management of the Company or a third party;
4. Review and discuss with management any significant risks or exposures and assess the steps management has taken to minimize such risks and review and discuss with management the Company's underlying policies with respect to risk assessment and risk management;
5. Discuss policies with respect to risk assessment and risk management with the Audit Committee as appropriate;
6. Periodically receive reports from management, or outside consultants and advisers, on material and emerging risk topics and trends;
7. Oversee and review with management the Company's cybersecurity processes and risk strategy and related policies and controls, and assess the steps management has taken to minimize cybersecurity risk within the organization;
8. Oversee and review with management the Company's business continuity, disaster recovery and catastrophic risk policies and controls, and periodically receive summary reports on the testing of the Company's back-up systems related thereto;
9. Periodically review and discuss with management the Company's insurance programs; and
10. Oversee and review with management the Company's third-party management risk strategy and related policies and controls.

B. Legal

1. At least annually, review and discuss with the Company's internal or external legal counsel the material legal and regulatory affairs of the Company and the Company's compliance with applicable laws, rules and regulations, in each case to the extent consistent with the Committee's scope of responsibility; and
2. Periodically review and discuss with management the Company's litigation profile, including, but not limited to, ongoing class action or material commercial litigation.

C. Regulatory Compliance

1. Periodically receive reports from management of the Company on relevant government investigations, examinations or other regulatory matters, including remediation efforts undertaken in connection with such matters, where oversight consistent with the Committee's scope of responsibility is appropriate;

2. At least annually, review and approve the Company's Regulatory Compliance Policy and Program, AML and OFAC Policy and Program, and Anti-Bribery and Corruption Policy; and
3. Periodically receive from management of the Company any Suspicious Activity Reports and reports on privacy matters requiring Board-level attention.

D. Regulatory Agency Matters

1. Oversee and review with management any examinations of the Company being conducted by regulatory agencies (including, but not limited to, the Federal Financial Institutions Examination Council, the Financial Conduct Authority and De Nederlandsche Bank), including reports and correspondence such regulatory agencies requiring Board-level attention, and approving submissions to or communications with such regulatory agencies, as necessary;
2. Review the adequacy and effectiveness of any Company regulatory remediation plans, including scope, approach and progress towards the achievement of key milestones and closure of matters; and
3. Periodically receive reports from the Compliance Project Manager concerning the status of any Company regulatory remediation efforts.

D. 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 or in the Company's Enterprise Risk Management program and any other matters the Committee deems appropriate or the Board requests.