

**GLOBAL PAYMENTS INC.  
CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of Global Payments Inc. (“the Company”) has adopted these corporate governance principles (the “Guidelines”) to promote the effective functioning of the Board and its committees, to promote the interest of the shareholders, and to ensure a common set of expectations as to how the board, its various committees, individual directors, and management should perform their functions.

**I. Board Composition and Size**

The members of the Board should collectively possess a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Company’s business. A majority of the Board shall consist of directors who the Board has determined are “independent” under the applicable provisions of the Securities and Exchange Act of 1934, and the rules promulgated thereunder, and the rules of the New York Stock Exchange, Inc.

The Board believes that seven to nine members is an appropriate size based on the Company’s present circumstances. This range provides diversity of thought and experience without hindering effective discussion or diminishing individual accountability.

**II. Selection of Directors**

The Board’s Governance and Nominating Committee shall be responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria:

- Experience as a member of senior management or director of a significant business corporation, educational institution, or not-for-profit organization;
- Particular skills or experience that enhances the overall composition of the board of directors;
- Serves on no more than five (5) other publicly held corporation boards of directors ; and
- Serves on no more than three (3) other audit committees of boards of directors of publicly held corporations.

The Governance and Nominating Committee does not consider or accept nominees to the Board recommended by shareholders. The committee may use outside consultants to assist in identifying candidates. Members of the Governance and Nominating Committee shall discuss and evaluate possible candidates prior to recommending them to the Board.

The Board, taking into consideration the recommendations of the Governance and Nominating Committee, shall be responsible for selecting the nominees for election to the Board by the shareholders and for appointing directors to the Board to fill vacancies, with primary emphasis on the criteria set forth above. New Board members elected by the Board to fill vacancies on the Board shall hold office until the next election of the class for which such director shall have been chosen. New Board members appointed to fill newly created director positions shall be elected by the Board to serve only until the next election of directors. The Governance and Nominating Committee shall be responsible for initially assessing whether a candidate would be an independent director. The Board, taking into consideration the assessment of the Governance and Nominating Committee, shall make the final determination as to whether or not a nominee or appointee would be an independent director.

The invitation to join the Board shall be extended by the Board through its chairman (the "Chairman").

### **III. Selection of Chairman of the Board and CEO**

The Board shall select its Chairman and the Company's Chief Executive Officer (the "CEO") in the manner that it determines to be in the best interest of the Company and its shareholders. The Board does not have a policy on whether the role of Chairman and CEO should be separate or combined.

### **IV. Lead Director**

If the Chairman is not an independent director, then the Board should appoint a Lead Director, who shall be an independent director. The role of the Lead Director shall be to preside at all meetings of the board at which the Chairman is not present, including executive sessions of the non-employee directors and to serve as the liaison between the Chairman and the independent directors. The Lead Director shall generally approve information sent to the Board, meeting agendas for the board, and meeting schedules to assure that there is sufficient time for discussion of all agenda items. The Lead Director, in conjunction with the Compensation Committee, is responsible for reviewing and approving corporate goals and objectives relevant to the CEO's compensation, evaluating the CEO's performance in light of those goals and objectives, and determining and approving the CEO's compensation (including base salary, bonus, long term incentives, and other applicable prerequisites) based upon such evaluation. The Lead Director shall also be responsible for communicating with the CEO regarding the foregoing.

## **V. Classified Board**

Each director shall be elected for a term of three years. The Board shall be divided into three classes which are as equal in size as possible. One class shall be elected each year. The Board believes that this staggered election of directors helps to maintain stability and continuity to the work of the Board.

## **VI. Continuation as a Director**

### **1. Change in Job Responsibility.**

When a director's principal occupation or business association changes substantially, he or she must notify the Chairman and the chairperson of the Governance and Nominating Committee. The Governance and Nominating Committee shall then review the matter and recommend to the Board whether, in light of all the circumstances, the director should continue to serve. If the Board determines that such director's continued service is not in the best interest of the Company and its shareholders, he or she shall tender his or her resignation from the Board to the Chairman.

### **2. Mandatory Retirement Age.** Directors will not be renominated as a director of the Company following their 75th birthdays.

## **VII. The Committees of the Board**

It is the general policy of the Company that all major decisions be considered by the Board as a whole. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to or required for the operation of a publicly owned company.

The Board shall have at least three committees: the Audit Committee, the Compensation Committee and the Governance and Nominating Committee (the "Committees"). The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its duties. Each committee shall have a written charter and shall perform its duties in accordance with its charter. Each committee shall report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee.

Each of the Audit Committee, the Compensation Committee, and the Governance and Nominating Committee shall be composed of no fewer than three members. The Board, taking into account the views of the Chairman, shall be responsible to identify which Board members will be asked to serve on which committees. Each committee member must satisfy the membership requirements set forth in the relevant committee charter. The Board shall seek to rotate the various committee members from time to time to the extent practicable. A director may serve on more than one committee and each director shall serve on at least one committee. The Board, taking into account the views of the

Chairman, shall designate one member of each committee as chairperson of such committee.

### **VIII. Meetings and Agendas**

The Board shall have at least four meetings each year. Further meetings shall occur if called by the Chairman, the CEO, or by the Lead Director with the concurrence of the Board. The Board may act by unanimous written consent in lieu of a meeting. Each committee shall have meetings in accordance with its respective charter. Each committee shall be allowed to take action pursuant to a unanimous written consent in lieu of a meeting.

The agenda for each Board meeting shall be established by the Chairman and CEO and reviewed by the Lead Director. Any Board member may suggest the inclusion of additional subjects on the agenda. The agenda for each committee meeting shall be established by the committee chairperson in consultation with appropriate members of the committee and with management. Management will provide appropriate materials in advance of Board and committee meetings whenever possible. Materials presented to the Board and committee members should provide the information needed for the directors to make an informed judgment or engage in informed discussion.

Unless a committee expressly determines otherwise, the agenda, materials and minutes for each committee meeting shall be available to all directors and all directors shall be free to attend any committee meeting. In addition, all directors, whether or not members of the committee, shall be free to make suggestions to a committee chairperson for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the full Board.

### **IX. Director Executive Sessions and Non-Employee Director Executive Sessions**

All directors shall meet in executive sessions at least two times a year. In addition, the non-employee directors shall meet in executive sessions at least two times a year with no employees of the Company present. Further executive sessions shall occur if called by the Chairman or the Lead Director. The Chairman shall preside at the executive sessions of all directors. The Chairman shall also preside at the executive sessions of non-employee directors unless the Chairman is an employee of the Company, in which event, the Lead Director shall preside at such sessions.

These executive sessions shall serve as the forum for the annual evaluation of the performance of the CEO and the annual review of the CEO's plan for management succession.

## **X. Board Responsibilities**

The business of the Company is managed by or under the direction of the Board in accordance with Georgia law. The Board's responsibility is to provide the direction of the Company and to oversee the performance of the Company's business and management. The management of the Company is responsible for presenting the operating plan to the Board for review and approval, for presenting the strategic plan for review, and for implementing the Company's plans and strategic direction. In performing their duties, the primary responsibility of the directors is to exercise their business judgment and act in what they reasonably believe to be in the best interest of the Company and its shareholders.

Certain specific corporate governance functions of the Board are set forth below:

- 1. Management Succession.** The Board shall review and concur in a management succession plan, developed by the CEO, to ensure continuity in senior management.
- 2. Evaluating the CEO.** The Board, acting through the Lead Director and the Compensation Committee, shall annually conduct an evaluation of the performance of the CEO. The Lead Director shall communicate such evaluation to the CEO.
- 3. Director Compensation.** The Board shall periodically review and set the form and amount of director compensation. The policy shall be to ensure that director compensation is appropriate and competitive in order to ensure the Company's ability to attract and retain highly qualified directors. Management shall, at least annually, prepare and provide to the Chairman a report on the director compensation policies and practices of the Company's principal competitors and other comparable companies. Only non-employee directors shall receive compensation for his or her services as a director. The Board believes that a meaningful portion of the total compensation of non-employee directors should be provided and held in common stock, stock options, or other types of equity-based compensation.
- 4. Reviewing and Approving Significant Transactions.**  
Board approval of a particular transaction may be appropriate because of several factors, including:
  - legal or regulatory requirements;
  - the materiality of the transaction to the Company's financial performance, risk profile, or business;
  - the terms of the transaction; or

- other factors, such as the entering into of a new line of business or a variation from the Company's strategic plan.

To the extent the Board determines it to be appropriate, the Board shall develop standards to be utilized by management in determining types of transactions that should be submitted to the Board for review and approval or notification.

- 5. Reviewing and Approving Operating Plan, including Capital Expenditures.** Annually, the Board shall approve the operating plan for the Company which shall include the capital plan for the applicable fiscal year. Only expenditures that exceed \$1,000,000 need approval from the Board if such expenditures were included in the approved operating plan. Expenditures in excess of \$500,000 require approval from the Board if such expenditures were not included in the approved operating plan.
- 6. Director Independence.** The Board shall conduct an annual review of director independence based on the standards for director independence included in the New York Stock Exchange corporate governance rules. During this review, the Board shall consider relationships and transactions during the past three years between each director or any member of his or her immediate family, on the one hand, and the Company and its subsidiaries and affiliates, on the other hand. The purpose of the review is to determine whether any such relationships or transactions are inconsistent with a determination that the director is independent.

## **XI. Expectations for Directors**

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the efficient conduct of the Board's business.

- 1. Commitment and Attendance.** Directors are expected to attend all meetings of the Board and the committees of which they are members and the Company's annual shareholder meeting. Attendance by telephone may be used to facilitate a director's attendance. Directors who attended less than seventy-five percent (75%) of meetings of the Board and of meetings of committees of the Board on which he or she serves for two (2) consecutive years will not be eligible for re-nomination to the Board.
- 2. Participation in Meetings.** Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and the competition it faces, to ensure active and effective participation in the deliberations of the Board and each committee on which he or she serves. Upon request, management shall make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and

advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. **Loyalty.** In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a director.
4. **Other Directorships and Significant Activities.** The Company values the experience directors bring from other boards on which they serve and other activities in which they participate, but recognizes that those boards and activities may also present demands on a director's time and availability and may present conflicts or legal issues, including independence issues. Directors should advise the Chairman and the chairperson of the Governance and Nominating Committee in advance of accepting an invitation to serve on another public company board of directors. No director may serve on more than five (5) other public company boards of directors or on more than three (3) other audit committees of the board of directors of publicly held corporations.
5. **Contact with Management and Employees.** Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged directly by the director or through the CEO, at the director's option. Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. Further, the Board encourages management to bring into Board meetings from time to time (or otherwise make available to Board members) individuals who can provide additional insight into items being discussed because of personal involvement and substantial knowledge in those areas.
6. **Speaking on Behalf of the Company.** The CEO is responsible for establishing effective communications with the Company's employees and outside constituencies, i.e. shareholders, customers, communities, suppliers, creditors, governments, etc. It is the Company's policy that management speaks for the Company. If a situation does arise in which it seems necessary for a non-employee director to speak on behalf of the Company to one of these constituencies, the director should first consult with the CEO. If requested by major shareholders, the Lead Director shall be available for consultation and direct communication.
7. **Confidentiality.** The proceedings and deliberations of the Board and its committees shall be confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.
8. **Director Code of Conduct and Ethics.** Each director is expected to have reviewed the Company's Director Code of Conduct and Ethics and to comply with its provisions.

- 9. Target Ownership.** Each director is expected to beneficially own at least 1500 shares of the Company's stock within three years of becoming a director. Exceptions may be approved by the Board from time to time.

## **XII. Evaluating Board and Committee Performance**

The Governance and Nominating Committee is responsible for conducting an annual evaluation of the performance of the full Board and reports its conclusions to the Board. The Governance and Nominating Committee report should include an assessment of the Board's compliance with the principles set forth in these Guidelines, as well as identification of areas in which the Board could improve its performance. Each committee shall conduct an annual self-evaluation as provided for in its respective charter.

## **XIII. Orientation and Continuing Education**

Management, working with the Board, shall provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management shall prepare additional educational sessions for directors on matters relevant to the Company and its business.

## **XIV. Reliance on Management and Outside Advice**

In performing its functions, the Board shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors, and other expert advisors. The Board and each committee shall have the power to engage independent legal, financial, or other advisors as it may deem necessary.

## **XV. Directors and Officers Liability Insurance and Indemnification**

The Company will purchase reasonable directors' and officers' liability insurance for the benefit of its Board and its management. The Company will provide each director with a copy of the applicable insurance policy on an annual basis. In addition, directors and management shall be entitled to reasonable indemnification to the fullest extent permitted by Georgia Law and by Article IX of the Company's By-Laws.

## **XVI. Publication of Corporate Governance Guidelines, Committee Charters, and Codes of Conduct and Ethics**

The Board shall publish these Guidelines, the charters of the Audit, Compensation, and Governance and Nominating Committees, the Director Code of Conduct and Ethics, the Employee Code of Conduct and Ethics, and the Code of Ethics for Senior Financial Officers. All such documents shall be made available upon request as required by the listing standards of the New York Stock Exchange and applicable rules of the Securities and Exchange Commission.

## **XVII. Officer Ownership**

To further support the Company's goal of achieving a strong link between shareholders and senior management, the Board shall adopt share ownership guidelines for its executive officers. The targets should be attained within three years from the introduction of the guidelines or from the date an individual first becomes subject to the guidelines. The CEO and the Compensation Committee will periodically review the guidelines to ensure the levels are appropriate.

## **XVIII. Communications from Security Holders**

Any security holder may contact any member of the Board of Directors by directing such communication to such member at the address of the Company (10 Glenlake Parkway, Atlanta, Georgia 30328). Any such correspondence received by the Company shall be forwarded to the applicable Board member by the Company.