

2008

Foreign Corrupt Practices Act Compliance Policy

Version 2.0

Fidelity National Information Services, Inc.
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I. PURPOSE

Fidelity National Information Services, Inc. and its subsidiaries (collectively, the Company) implemented and continuously maintains a compliance and ethics program to educate employees about the Foreign Corrupt Practices Act of 1977, as amended (the FCPA or the Act) and of other applicable foreign anti-bribery laws, as well as prevent violations of these laws.

The purpose of this Foreign Corrupt Practices Act Compliance Policy (the Policy) is to help the Company comply with the FCPA. The FCPA makes it illegal for U.S. citizens and companies, their officers, directors, employees and agents, and any stockholders acting on their behalf, to bribe foreign officials. The FCPA also requires U.S. companies to keep accurate and complete books and records and to maintain proper internal accounting controls. This Policy should be read in conjunction with compliance policies established by the Company and other general management policies.

All Company personnel are expected to conduct Company business legally and ethically. Improper gifts, payments or offerings of anything of value to foreign officials could be violations of the FCPA and might jeopardize the Company's growth and reputation. The use of Company funds or assets for any unlawful, improper or unethical purpose is prohibited. Specifically, it is the Company's policy to comply fully with the FCPA.

II. APPLICATION

The Company has implemented this Policy against violations of the FCPA and other anti-bribery and anti-corruption laws, along with complementary standards and procedures required to be followed by the Company's officers, directors, employees, agents, consultants, joint ventures, and by contractors and sub-contractors with responsibilities that include interactions with foreign officials. This Policy, and its standards and procedures, are intended to reduce or eliminate conduct that may violate the FCPA.

This Policy extends to all of the Company's domestic and foreign operations, including operations conducted by any departments, subsidiaries, agents, consultants or other representatives, and the operations of any joint venture or other business enterprise outside the United States in which the Company is a participant. This Policy also extends to all of the Company's financial record-keeping activities and is integrated with the obligations to which the Company is already subject by virtue of the federal and state securities laws, including the U.S. Securities and Exchange Act of 1934.

In operating overseas the Company frequently comes into contact with foreign officials and business people who hold positions that may be construed as official government positions. The manner in which the Company may obtain business, whether through: (a) submission of a winning bid; (b) direct negotiation with a foreign government or foreign government-owned financial institution; (c) joining an existing concession; or (d)

negotiating a joint venture, may require government approvals, thus creating circumstances where what appears to be a purely private transaction implicates the requirements of the FCPA. In some countries, government officials might directly or indirectly request improper payments in connection with the Company's efforts to win additional business.

It is against Company policy to bribe any business person, directly or indirectly, regardless of whether the person is a government official. There are U.S. and foreign laws that prohibit commercial bribery, and employees must not knowingly violate any such laws or engage any third party agents that may knowingly violate such laws. Employees responsible for the engagement of third party agents where the FCPA may apply should use the procedures outlined in this Policy and, where the FCPA does not apply, use these rules regarding the engagement of third party agents as a guide in retaining agents in the private context. If an employee has any questions about the application of the anti-bribery provisions in general, or the use of these Policy guidelines in connection with private transactions, then he or she should consult with a member of the FCPA Compliance Committee, as defined in this Policy.

The Company's procedures are designed such that officers, employees, and agents will exercise due care to refrain from delegating substantial discretionary authority to individuals, within or outside the Company, who an officer or employee knows, or should know through the exercise of reasonable due diligence, may engage in illegal activities.

The Company will conduct periodic reviews of its corporate policies and compliance programs regarding the FCPA and the anti-bribery provisions of each foreign jurisdiction to which the Company, its officers, employees, agents, contractors, sub-contractors, affiliates, and subsidiaries may be subject.

III. SUMMARY OF THE FCPA

The FCPA has two primary sections. The first section makes it illegal to bribe foreign officials, and the second section imposes record keeping and internal accounting requirements upon publicly-traded U.S. companies like the Company.

A. Anti-bribery Provisions

1. Prohibited Payments

The FCPA's anti-bribery provisions make it illegal to bribe foreign officials in order to obtain or retain business or to secure any improper advantage. Specifically, the FCPA prohibits payments, offers or gifts of money or anything of value, with corrupt intent, to a "foreign official."

For purposes of this Policy, a "foreign official" means any officer or employee of a foreign government (i.e., other than the United States) or any department, agency, or

instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a “public international organization,” any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organization, any foreign political party or party official, or any candidate for foreign political office. Thus, foreign officials include not only elected officials, but also consultants who hold government positions, employees of companies owned by foreign governments, political party officials and others.

The term “public international organization” includes such organizations as the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-American Development Bank. A member of the Company’s FCPA Compliance Committee should be contacted if there is a question whether an organization falls within the scope of the FCPA.

The FCPA prohibits both direct and indirect payments to foreign officials. Thus, a U.S. company can be liable for improper payments made by its agents or other business associates. Accordingly, except as set forth in this Policy or as approved by the Company’s FCPA Compliance Committee, neither the Company nor any of its employees, agents or business associates shall make, promise or authorize any gift or payment or offer anything of value on behalf of the Company to a foreign official or to any third person (such as a consultant), whether on the local, regional or national level, who, in turn, is likely to make a gift, payment or offer anything of value to a foreign official.

2. Permissible Payments

The FCPA contains certain limited exceptions and affirmative defenses to the prohibitions set forth in the Act. These limited exceptions and affirmative defenses may not be utilized or relied upon except upon the direction and approval of the Company’s FCPA Compliance Committee.

Facilitating Payments

The FCPA does allow facilitating payments. Facilitating payments are amounts paid to non-U.S. government agencies to expedite a service or routine administrative action that these agencies normally perform and to which the Company is entitled under the laws of that country. This Policy allows facilitating payments in some countries (but not all countries) and only to the low-level officials or employees of government agencies when they are customary in those countries.

The FCPA provides that the prohibitions referred to in Section A.1 of the Policy above do not apply to any facilitating or expediting payment to an foreign official, political party, or party official, “the purpose of which is to expedite or secure performance of a routine governmental action.”

Examples of such “routine governmental action(s)” include actions ordinarily and commonly performed by a foreign official in:

- Obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country;
- Processing governmental papers such as visas and work orders;
- Providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;
- Providing telephone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or
- Actions of a similar nature.

The term “routine governmental action” does not include any decision by a foreign official on whether, or on what terms, to award new business to or continue business with a particular party, or any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business or to continue business with a particular party.

Affirmative Defenses - Promotional or Marketing and Lawful Payments

The FCPA also contains two affirmative defenses for: (a) “reasonable and bona fide” expenditures, such as travel and lodging expenses, incurred by or on behalf of a foreign official, party, party official, or candidate that are directly related to the promotion, demonstration, or explanation of products or services or the execution or performance of a contract with a foreign government or agency thereof; or (b) payments to foreign officials that are lawful under the written laws and regulations of the foreign official’s country.

Employees should obtain the prior approval of the Company’s FCPA Compliance Committee before making any facilitating payments or relying on any affirmative defenses. Please make certain that all facilitating and other lawful payments are clearly and accurately reflected in the Company’s financial reports.

B. Record-Keeping, Accounting and Payment Practices

The record-keeping provisions of the FCPA require the Company to keep its books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets.

Thus, the FCPA prohibits the mischaracterization or omission of any transaction on a company’s books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for this component of the Act.

Accordingly, Company employees must follow applicable standards, principles, laws

and Company practices for accounting and financial reporting. In particular, employees must be timely and complete when preparing all reports and records required by management. When dealing with foreign officials and with international transactions covered by this Policy, employees must obtain approval from the Company's FCPA Compliance Committee, and, when appropriate, from the proper foreign governmental entities. Prior to paying or authorizing a payment to a foreign official, Company employees or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. No one may create an undisclosed or unrecorded account of the Company for any purpose. False or artificial entries may not be made in the books and records of the Company for any reason. Finally, personal or third party funds may not be used to accomplish what is otherwise prohibited by Company policy.

C. Internal Controls

The Company, as a publicly-traded company, has an obligation under law to establish effective accounting controls over all of its business transactions. This legal duty is satisfied by devising and maintaining a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorization;
- transactions are recorded as necessary (i) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (ii) to maintain accountability for assets;
- access to assets is permitted only in accordance with management's general or specific authorization; and
- the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

The Company's employees are expected to facilitate the Company's compliance with its legal requirements to maintain adequate internal accounting and transactional controls and to cooperate fully with the Company's accountants, financial analysts, internal and external auditors, and all other personnel designated or appointed by the Company to enact and monitor these accounting and financial controls. Any attempt by an employee to circumvent these internal accounting and financial controls, or a failure by an employee to cooperate fully with the Company's accounting and financial personnel charged with devising and maintaining these internal controls, is a serious breach of Company policy, which may result in disciplinary action up to and including termination of employment for cause.

IV. DUE DILIGENCE AND SELECTION OF THIRD PARTY REPRESENTATIVES AND BUSINESS PARTNERS

The Company is dedicated to the dynamic and profitable expansion of its operations worldwide. The Company will compete for all business opportunities vigorously, fairly, ethically, and legally, and will negotiate contracts in a fair and open manner. Regardless of any pressure exerted by foreign officials, the Company will conduct business using only legal and ethical means.

This practice of fairness and professionalism must extend to the activities of the Company's agents, consultants, representatives and business partners, particularly those third parties who are in a position to violate the FCPA (individually Third Party and collectively Third Parties). The Company should be careful to avoid situations involving Third Parties that might lead to a violation of the FCPA. Therefore, prior to entering into an arrangement to which the FCPA may apply with any Third Party who may act on behalf of the Company in a country or territory, the Company will perform a due diligence investigation and obtain assurances of compliance with the provisions of the FCPA. **It is important to note that the responsibility for the initiation of this process lies with the sales representatives or the business manager for the region in question.** For specific requirements regarding engaging foreign officials, see the Policy for Engagement of "Foreign Officials" and Third Parties Interacting with "Foreign Officials."

Company employees must follow the Company's requirements governing investigating, pre-qualifying, certifying and entering into agreements with Third Parties who will act on behalf of the Company in international transactions. A Third Party may be selected only after careful consideration of references and past performances, financial condition and other appropriate information. The Third Party must agree to appropriate monitoring and audit procedures by the Company or its designee.

In the event the Company merges with or acquires another company, the Company, as part of its pre-merger or pre-acquisition activities, will review and evaluate all existing Third Party relationships with the acquired or merging company to bring about prompt compliance of the merged or acquired company with this Policy and the requirements of the FCPA.

All contracts and contract renewals entered into with Third Parties originally for business development in a foreign jurisdiction, and for projects for foreign governments or public international organizations, or instrumentalities of these entities, as well as all joint venture agreements that may be performed in foreign countries, must contain a representation that the foreign governments or public international organizations are the ultimate customers or beneficiaries of the contract, and an undertaking by each prospective Third Party that no payments of money or anything of value have been or will be offered, promised or paid, directly or indirectly, to any foreign officials, foreign political parties, party officials, or candidates for foreign public or political party office to influence the acts of such officials, political parties, party officials, or candidates in their

official capacity, to induce them to use their influence with a foreign government or an instrumentality of these entities, or to obtain an improper advantage in connection with any business venture or contract in which the Company is a participant.

In addition, each FCPA related contract with Third Parties engaged by the Company shall contain an agreement that the Third Party is the ultimate customer or beneficiary of the contract, and shall provide the Company with audit rights and an undertaking that it shall not retain any sub-agent, sub-contractor, or representative without the prior written consent of the Company. Such contracts shall also provide for termination if there is violation of such undertakings, representations, and agreements.

The Company will determine the regions or countries that pose higher risks of corruption. It may also conduct audits of operations in such regions or countries of:

- a. the operating unit's books and records, with specific attention to payments and commissions to agents, consultants, contractors, and subcontractors with responsibilities that include interactions with individuals who may be considered foreign officials and to contributions to or by joint ventures;
- b. internal controls in respect to the retention of, and ongoing relationships with, selected agents, consultants, contractors, subcontractors, and joint venture partners sufficient to detect, and ensure compliance with, the Company's third party retention policies and procedures;
- c. selected Third Parties; and
- d. statement of employees, consultants, agents, contractors, subcontractors, and joint venture partners.

Failure to follow Company's requirements regarding Third Parties will subject an employee to disciplinary action and potential criminal sanctions.

V. PENALTIES

The FCPA is a criminal statute, and imposes severe criminal sanctions and liability on individuals and corporations that fail to comply with its provisions.

For individuals who violate the anti-bribery provisions of the FCPA, criminal penalties include fines of up to \$250,000 or twice the amount of the gross pecuniary gain resulting from the improper payment, imprisonment of up to five years, or both.

Corporations may be fined up to \$2,000,000, or, alternatively, twice their pecuniary gain, for criminal violations of the FCPA's anti-bribery provisions. In addition to criminal penalties, a civil penalty of up to \$600,000 per violation may be imposed upon any company that violates the anti-bribery provisions, and against any officer, director, employee or agent of a company, or a stockholder acting on behalf of a company that

violates the Act. The U.S. Department of Justice and the U.S. Securities Exchange Commission may also obtain injunctions to prevent FCPA violations.

Individuals who willfully violate the accounting provisions of the FCPA may be fined up to \$1,000,000, imprisoned for up to twenty years, or both per violation. A corporation may be fined up to \$25,000,000. Alternatively, both individuals and corporations violating the FCPA's accounting provisions may be subject to fines of up to twice the amount of any pecuniary gain or loss resulting from such violation. Note that the Company is prohibited by the Act from indemnifying employees or other individuals acting on the Company's behalf from any personally-imposed fines.

In addition to civil and criminal penalties, a person or company that violates the FCPA may be precluded from doing business with the U.S. government. Other penalties include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation.

In addition to criminal or civil sanctions by government agencies, violations of the FCPA and/or this Policy will also result in discipline by the Company that may include termination of employment.

VI. THE COMPANY'S FCPA COMPLIANCE COMMITTEE

The Company has established and will maintain an FCPA Compliance Committee (the Committee) to supervise (i) all existing Third Parties for purposes of business development or lobbying in a foreign jurisdiction, (ii) the retention of any new Third Party for purposes of business development or lobbying in a foreign jurisdiction, (iii) the retention of any new Third Party for a project in which a foreign government or public international organization, or instrumentality of these entities, is the ultimate customer or beneficiary, and (iv) all related contracts. The Committee also will review the suitability of all prospective Third Parties, as well as the adequacy of the due diligence performed in connection with the selection of the Third Party, any subsequent due diligence relating to the continued suitability of the Third Party, and any due diligence in connection with the proposed retention of Third Parties for purpose of business development in a jurisdiction other than the United States. This Committee will never be composed of persons who are subordinate to the most senior officer of the department or unit responsible for the relevant transaction. The Committee will comprise the Company's Chief Compliance Officer and each Chief Division Counsel for the Company's international matters, or, in each case, his or her designee. The Company's General Counsel and the President of the Company's International Division will moderate any divisions within or non-unanimous decisions formed by the Committee.

The Committee will oversee the Company's formation of business relationships, focusing on the reputation and qualifications of these Third Parties for purposes of business development and lobbying in foreign jurisdictions, and for purposes of projects for foreign governments or public international organizations or instrumentalities of

these entities. The “due diligence” conducted to verify that this oversight is effective will be maintained in the Committee’s files.

The Company’s FCPA Compliance Committee is responsible for oversight of the policies, standards, and procedures established by this Policy. The Committee has the authority and responsibility to adopt and enforce monitoring and auditing systems reasonably designed to monitor conduct of the Company’s employees and Third Parties, including the authority to retain outside counsel, investigators, and independent auditors to conduct investigations and audits. In addition, the Committee is authorized to modify the procedures adopted pursuant to the Company’s FCPA Compliance Program, and to make modifications to the Policy as needed.

The Company has established a reporting system by which officers, employees, agents, consultants, and other representatives, as well as Third Parties, may report suspected criminal or improper conduct directly to the members of the FCPA Compliance Committee. Such complaints may also be made anonymously through the Company’s ethics and compliance website or hotline. Absent fraud, employees and Third Parties who make complaints related to this FCPA Policy shall not be the subject of retribution for the filing of such reports.

VII. RESPONSIBILITIES OF ALL COMPANY EMPLOYEES INVOLVED IN INTERNATIONAL MATTERS

This Policy will be communicated to all employees with responsibilities that include interactions with foreign officials. The Company will hold training concerning the requirements of the FCPA and of other applicable foreign bribery laws on a periodic basis for its employees involved in foreign projects.

Every Company employee whose duties are likely to be carried out in places covered by the FCPA is expected to read, understand, and comply with this Policy. Periodic certifications of compliance with this Policy will be required, as will participation in Company FCPA training sessions as instructed by Company management.

Company employees, who learn of a violation, or suspected violation of the FCPA, are instructed to contact the Company’s FCPA Compliance Committee without delay.

If you have questions or problems concerning this Policy, foreign officials or payment practices you should contact the Committee at:

FCPA Compliance Committee
c/o Chief Compliance Officer
Fidelity National Information Services, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204

VIII. FCPA COMPLIANCE HOTLINE AND WEBSITE

Please report any activity inconsistent with this FCPA Compliance Policy to your manager, or directly to a member of the FCPA Compliance Committee. If you do not feel comfortable talking to your manager, or to a member of the FCPA Compliance Committee, the Company has enabled employees and others to anonymously report good faith concerns through the www.fnisethics.com website or by calling a toll-free hotline. For calls placed from inside the United States or Canada, the hotline number is 1-800-362-7384. Toll-free numbers for calls outside of the United States or Canada are provided at www.fnisethics.com. This service is available 24 hours a day, 7 days a week and is operated by an independent company. All calls are answered in English, however most other languages are supported. To continue a call in another language, please speak the name of your preferred language in English and an interpreter will be located to join the call. When you call, a specially trained interviewer will document your concern and relay the information to a member of the FCPA Compliance Committee. You will not be required to provide your name or otherwise reveal your identity.

Revisions:

Revision #	Date	Prepared by	Description
2.0	July 2008	Dena Coelho	Revise Content and Format
	June 2008	Greg Draxl	Update Reporting Structure
1.0	August 3, 2006	Fara Faubus	Policy Published on Intranet