

## ***S1 Corporation Compensation Committee Charter***

### ***Organization***

- The Board of Directors (“Board”) of S1 Corporation (“Company”) shall establish a Compensation Committee (“Committee”) comprised of no less than three and no more than five Board members.
- The Board will designate one member of the Committee as chairperson.
- A simple majority of the members of the Committee shall serve as a quorum at any Committee meeting.
- The Board may remove any previously elected member of the Committee at any time in its discretion.
- Each Committee member shall in the determination of the Board:
  - Satisfy all criteria for independence established by the SEC and the trading exchange on which the Company’s shares are traded.
  - Exercise independent judgment as a Committee member and be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.
  - Have a familiarity with compensation issues in applicable industry segments.

### ***Mission and Purpose***

- The Committee will review and approve compensation and benefits policies, strategies and pay levels as the Committee determines to be necessary to support corporate objectives.
- The Committee may be assisted on projects from time to time by various members of the Company’s staff and shall consult with the Chairman of the Board, the CEO and other members of senior management as necessary.
- The Committee may, at the discretion of its Chair, retain and have direct access to outside consultants to assist in determining and establishing such policies and may authorize independent studies of corporate compensation and benefit practices of comparable companies.

### ***Responsibilities***

The Committee shall undertake such action as determined by the Committee to be appropriate; which may include the following:

- Review and approve an executive compensation policy that (1) supports the corporation’s overall strategy and objectives; (2) attracts and retains key executives; (3) links total compensation to financial performance and the attainment of strategic objectives; and (4) provides competitive total compensation opportunities at a reasonable cost.
- Act on behalf of the Board of Directors in making decisions regarding the compensation of the Chairman of the Board and the CEO and approval of merit and other compensation budgets and payouts under incentive plans.

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- Review and approve the annual base salary and incentive compensation levels, executive perquisites, employment agreements (if and when appropriate), and benefits of the Chairman of the Board and the CEO against (1) pre-established, measurable performance goals and objectives; and (2) an appropriate comparator group.
- Review and approve the performance targets applicable to the annual and long-term incentive plans within the first 90 days of the plan year, consistent with the requirements of IRC Section 162 (m).
- Review and comment on the Company's strategic and financial plans relative to the compensation program.
- Review input regarding the accounting, cash, and shareowner dilution costs of incentive plans relative to ensure external competitiveness and internal appropriateness.
- Review and approve any severance programs for executives, including change-of-control agreements, and ensure potential costs of such programs are reasonable and appropriate.
- Review the management succession program and if succession responsibility is delegated to another committee, coordinate closely with that committee.
- In coordination with the Audit Committee (or other appropriate committee(s)), review and approve the contents of SEC and other regulatory filings relating to compensation matters.
- Annually appraise the performance of the CEO and when deemed appropriate, to other key executives of the organization.
- Review and approve equity programs for the Company, consistent with Company equity plans

### ***Meetings***

The Committee will meet with such frequency as is determined to be appropriate and necessary, but not less frequently than annually. The agenda of any Committee meetings will be approved by the Chair of the Committee.