



## **Compensation Committee Charter**

The primary function of this Committee is to assist the Board of Directors in determining and implementing senior executive compensation policies and programs. These policies and programs shall be designed to motivate and retain qualified senior executive management in an effort to enhance the long-term profitability of the Corporation and contribute to the long-term value of the shareholders' investment.

The Committee shall consist of three or more members of the Board, each of whom is "independent" under the rules of The NASDAQ Stock Market, Inc. Members shall be appointed by the Board based on nominations recommended by the Corporation's Nominating and Corporate Governance Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

### **Committee Duties and Responsibilities**

The Committee has the following responsibilities:

- In consultation with senior management, establish the Corporation's general compensation philosophy, and oversee the structure and implementation of compensation programs for senior management.
- Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the performance of the CEO in light of those goals and objectives and set the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the CEO compensation, the Committee shall consider, among other factors, the CEO's responsibility, dependability and accountability to the Board and the Corporation, the CEO's leadership and the Corporation's performance and shareholder return. The Committee may also consider the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.
- Evaluate the performance of the Corporation's other senior executive officers, and determine an appropriate level of annual cash and long-term incentive compensation based on that evaluation.
- Review and make recommendations to the Board with respect to the Corporation's incentive compensation plans and equity-based plans, including the Fiserv, Inc. Stock Option and Restricted Stock Plan and the Fiserv, Inc. and Affiliates 401(k) Savings Plan and their administration. Discharge any responsibilities imposed on the Committee by any of these plans.
- In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including the Corporation's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- Review the Corporation's succession plans to ensure there is an adequate supply of qualified executive management successors to ensure the continuity of the management of the business.
- Review and approve any severance or similar termination payments proposed to be made to any current or former senior executive officer of the Corporation.
- Review and make recommendations to the Board concerning Director compensation and director and officer insurance coverage.
- Prepare and issue the evaluations and reports required under "Committee Reports" below.
- Perform any other duties or accept any responsibilities expressly delegated to the Committee by the Board

from time to time relating to the Corporation's compensation programs.

## **Committee Operations**

This Committee meets officially at least one time a year, at the time of the February Board meeting. Special meetings may be called from time to time as deemed necessary by the Committee, or at the request of the Chairman of the Board or Chief Executive Officer. An agenda will be published prior to each meeting and minutes will be prepared reflecting actions taken at each meeting.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) "Non-Employee Directors" for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as in effect from time to time, and (ii) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time, in either event to the extent inconsistent with "independence" under the rules of the principal stock exchange upon which the Corporation's shares are traded from time to time.

## **Committee Reports**

The Committee shall produce the following reports and provide them to the Board.

- An annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
- An annual performance evaluation of the Committee's performance relative to the requirements of this charter and setting forth the goals and objectives of the Committee for the upcoming year. The performance evaluation should also include recommendations to the Board for any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.
- An annual report to the Board concerning Board compensation matters.
- Written minutes, which shall be presented to the Board at the next Board meeting.

In addition, to written minutes, reports to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make a report.

## **Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants and approve their fees.

Adopted by the Board of Directors on April 3, 2003 as Amended February 18, 2004