

GLOBAL PAYMENTS INC.

COMPENSATION COMMITTEE CHARTER

The Board of Directors (the “Board”) of Global Payments Inc. (the “Company”) has established the Compensation Committee (the “Committee”) of the Board to carry out the duties and responsibilities assigned to the Committee by the Board. This charter replaces and supercedes in its entirety any previous charter for the Committee adopted by the Board.

I. Members of the Committee

The Compensation Committee shall consist of three or more directors all of whom in the judgment of the Board of Directors shall be independent. A person may serve on the Compensation Committee only if the Board of Directors determines that he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “1934 Act”) and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, and (iii) is “independent” in accordance with the New York Stock Exchange listing standards.

The members of the Committee shall be appointed from time to time, but at least annually, by the Board. The chairperson of the Committee shall be appointed by the Board. If a chairperson is not designated or present, the members of the Committee may designate a chairperson by majority vote of the Committee membership.

The responsibilities of a member of the Committee are in addition to his or her responsibilities as a member of the Board and each member of the Committee will be compensated separately for his or her service on the Committee.

II. Purpose, Duties, and Responsibilities

- A. **General Compensation Philosophy.** In consultation with senior management, the Committee shall establish the Company’s general compensation philosophy and oversee the development and implementation of compensation programs.
- B. **Determination of Compensation for the CEO and Other Corporate Officers.** The Lead Director, in conjunction with the 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 Committee shall also be responsible for approving the compensation (including base salary, bonus, long term incentives, and other applicable prerequisites) for all of the other corporate officers of the Company.

In determining the compensation for the CEO and for the other corporate officers, the Committee should consider: (i) the Company's performance and relative shareholder return; (ii) the cash compensation and the value of incentive awards given to individuals with comparable positions at comparable companies; and (iii) the cash compensation and the value of incentive awards given to such CEO or such corporate officer in past years.

The Committee may, in its sole discretion, retain a compensation consultant to assist in the evaluation of the compensation of the Company's CEO or its other corporate officers. The Committee shall have the sole authority to approve the fees and other retention terms with respect to such compensation consultant.

C. Compensation/Severance Packages for Corporate Officers. The Committee shall review and approve compensation packages for new corporate officers and severance packages for departing corporate officers.

D. Administration of Incentive Plans. The Committee shall be responsible to administer the Company's incentive plans, including authorizing awards and establishing vesting schedules. For purposes of administering the plan, the Committee may from time to time adopt rules, regulations, guidelines, and procedures for carrying out the provisions and purposes of the plan and make such other determinations, not inconsistent with the plan, as the Committee may deem appropriate. The Committee shall have the power to amend the plan as provided therein. The Committee shall have the power to adopt such modifications, procedures, and sub-plans as may be necessary or desirable to comply with provisions of the laws of non-U.S. jurisdictions in which the Company or any affiliate may operate, in order to assure the viability of the benefits of awards granted to participants located in such other jurisdictions and to meet the objectives of the plan. The Committee shall also make all other decisions and determinations that may be required under the plan or as the Committee deems necessary or advisable to administer the plan.

Notwithstanding the foregoing, grants of awards to non-employee directors shall be made only in accordance with the terms, conditions, and parameters established from time to time by the full Board for the compensation of the Company's non-employee directors. The Committee may not make discretionary grants hereunder to non-employee directors.

The Committee may delegate to an officer of the Company who is also a member of the Board the power (i) to designate the officers, employees or consultants of the Company or any of its subsidiaries who will receive grants

of restricted shares or options to purchase from the Company shares of the Company's stock, and (ii) to determine the number of restricted shares or options to be received by them. Such delegation must be made by a resolution that specifies the total number of restricted shares or options that may be granted under the delegated authority, and no officer may be delegated the power to designate himself, any covered employee (as defined in IRS Code Section 162(m)(3)), or any persons subject to the short-swing profit rules of Section 16 of the 1934 Act as a recipient of restricted shares or options granted pursuant to such delegation.

- E. Oversight of general and ERISA benefits programs for employees.** The Committee shall periodically review the Company's general and ERISA benefit programs for employees and shall recommend any changes to the Board.
- F. Target Stock Ownership Plan.** The Committee shall adopt and periodically review a Company stock ownership plan applicable to its executive officers and shall thereafter recommend any changes to the Board.
- G. Compensation Committee Report.** The Committee shall produce a Compensation Committee Report on executive compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC. (NYSE 303A.05(b)(i)(c))
- H. Miscellaneous.** The Committee shall also perform such other tasks as it deems appropriate and consistent with its duties hereunder and such other functions as are required by law, the Company's Articles of Incorporation or its Bylaws, or as requested by the Board.

III. Compensation Committee Formalities and Charter

The Committee shall:

1. meet at least twice a year. One such meeting shall be held at a time when the Committee can review and approve annual compensation and incentive awards. The other meeting shall be held at the discretion of the chairperson of the Committee, as recommended by the Chief Executive Officer. Meetings of the Committee may be held in person or telephonically;
2. review and reassess annually the adequacy of this compensation committee charter and recommend any changes to the Board;
3. keep appropriate minutes of its meetings and actions taken by it, with the advice of counsel;

4. conduct an annual performance assessment relative to the Committee's purpose, duties, and responsibilities outlined herein ([See NYSE 303A.05\(b\)\(ii\)](#)); and
5. report periodically to the Board on the Committee's activities.

The Committee may form and delegate authority to subcommittees as appropriate. The chairperson of the Committee should prepare, or have prepared and approve, an agenda in advance of each meeting.