

**eFunds Corporation**  
**NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**  
**(As revised February 20, 2004)**

**PURPOSE**

The Nominating and Corporate Governance Committee (the “Governance Committee”) is chosen by the Company’s Board of Directors (“Board”) to assist the Board by (i) identifying prospective nominees for election to the Board and reviewing their qualifications, (ii) nominating candidates for election to the Board and making recommendations to the Board with respect to the election of such candidates, (iii) developing and recommending to the Board a Statement of the Principles of Corporate Governance for the Company and (iv) overseeing the evaluation of the Board and its Committees and the Chief Executive Officer (the “CEO”).

**MEMBERSHIP AND MEETINGS**

The members of the Governance Committee will be selected by the Board and shall consist of a minimum of three members of the Board, all of whom must meet the independence requirements under all laws, rules and regulations applicable to the Company. Unless the Board elects a chair of the Committee, the members of the Committee may designate a Committee chairperson by majority vote.

The Governance Committee will meet at least three times annually or more frequently as circumstances dictate. The Governance Committee shall make periodic reports to the Board in the performance of its duties.

**RESPONSIBILITIES AND DUTIES**

In order to accomplish its objectives, the Governance Committee will do the following:

- A. Identify prospective nominees for election to the Board and review their qualifications;
- B. engage in the recruitment of candidates for election to the Board in accordance with procedures established by the Board;
- C. nominate candidates for election to the Board and make recommendations to the Board with respect to the election of such candidates;
- D. consider nominees to the Board recommended by stockholders;
- E. make recommendations to the Board regarding the appropriate committee assignments for members of the Board;
- F. conduct evaluations of Board effectiveness and oversee any feedback process;
- G. conduct evaluations of the CEO;
- H. review reports of the CEO with respect to the members of the Company’s management team and programs for management development;
- I. consider issues related to management succession initiatives;

- J. periodically review the independence of the members of the Board (other than directors who are employees of the Company) and their financial literacy in light of the legal and regulatory requirements applicable to the Company;
- K. periodically evaluate whether any of the member(s) of the Audit Committee may be designated as “financial experts” under the applicable regulations of the Securities and Exchange Commission and the rules of any stock exchange or market where the securities of the Company may be listed;
- L. oversee the Company’s director education and orientation programs;
- M. develop and recommend to the Board a Statement of Principles of Corporate Governance for the Company and oversee the Board’s efforts to comply with any applicable legal or regulatory corporate governance requirements;
- N. at least annually, review and assess the adequacy of this charter and the performance of the Committee against its requirements and recommend to the Board any changes to this charter believed by the Committee to be appropriate and necessary; and
- O. perform such other duties as may from time to time be delegated to it by the Board or be required by law, the rules of any exchange or quotation system where the securities of the Company are listed for trading or the Company’s certification of incorporation and bylaws.

**SCOPE OF AUTHORITY**

The scope of authority delegated herein to the Governance Committee shall include the power to conduct or authorize investigations into any matters within the Committee’s general scope of responsibilities. The Governance Committee shall be empowered to retain independent counsel, accountants, search firms and other advisors as it determines to be necessary to enable it to carry out its duties. The Governance Committee is also empowered to review the performance and contribution of individual directors and to recommend the replacement of any director who is not properly performing his or her duties. Any search firm selected by the Governance Committee shall report directly to the Committee and the Committee shall have the sole authority to retain and terminate such firm and to approve its fees and other terms of retention. The Company shall provide appropriate funding, as determined by the Governance Committee, for payment of compensation to such advisors as the Compensation Committee chooses to engage as well as to support the Governance Committee’s ordinary administrative expenses.