

GLOBAL PAYMENTS INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Board of Directors (the “Board”) of Global Payments Inc. (the “Company”) has established the Governance and Nominating 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 Governance and Nominating Committee shall consist of directors all of whom, in the judgment of the Board of Directors, shall be independent in accordance with the rules and regulations of the Securities and Exchange Commission and 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

The Governance and Nominating Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, function, and needs of the Board. This responsibility includes:

- reviewing and recommending changes to the established criteria for Board membership;
- identifying, considering, and recommending candidates to fill new or vacant positions on the Board;
- conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates;
- recommending the director nominees for approval by the Board and by the shareholders; and

- retaining and terminating any search firm to be used to identify director candidates, including sole authority to approve the search firm fees and other retention terms.

The Committee's additional functions are:

- to consider questions of possible conflicts of interest of Board members and of the Company's executive officers;
- to review and reassess, periodically, the Company's Corporate Governance Guidelines and to recommend any changes to the Board;
- to review and reassess, periodically, the Company's Code of Ethics for Senior Financial Officers and to recommend any changes to the Board;
- to review any requested waivers to the Company's Code of Ethics for Senior Financial Officers and to make recommendations to the Board in connection therewith;
- to review and reassess, periodically, the Company's Employee Code of Conduct and Ethics and to recommend any changes to the Board;
- to review any requested waivers to the Company's Employee Code of Conduct and Ethics on behalf of any of the executive officers of the Company and to make recommendations to the Board in connection therewith;
- to review and reassess, periodically, the Company's Director Code of Conduct and Ethics and to recommend any changes to the Board;
- to review any requested waivers to the Company's Director Code of Conduct and Ethics and to make recommendations to the Board in connection therewith;
- to review and reassess, periodically, the Company's Shareholder Rights Plan;
- to oversee the evaluation of the Board and management (NYSE); and
- to consider other matters of corporate governance and to perform such other tasks as it deems appropriate and consistent with the duties hereunder and such other functions as are required by law, the Company's Articles of Incorporation or its Bylaws, or requested by the Board.

III. Formalities and Charter

The Committee shall:

1. meet at least twice a year;
2. review and reassess annually the adequacy of this 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.