

# **FIDELITY NATIONAL INFORMATION SERVICES, INC.**

## **BOARD OF DIRECTORS**

### **EXECUTIVE COMMITTEE CHARTER**

#### **I. Purpose of the Executive Committee**

The primary purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Fidelity National Information Services, Inc. (the “Company”) is to act on behalf of the full Board between regularly scheduled Board meetings or during times of an Acute Emergency (as defined below), when time is of the essence.

#### **II. Committee Membership**

Subject to the Acute Emergency provisions described below, the Committee shall be comprised of the Chief Executive Officer, the Independent Chair of the Board or the Lead Director, and the chairs of each of the other four standing committees, Audit, Risk and Technology, Compensation and Corporate Governance, Nominating and Sustainability (each, a “Committee Chair”).

The Independent Chair of the Board shall be the Chair of the Executive Committee. In the absence of the Independent Chair of the Board, the Chief Executive Officer shall preside over a meeting of the Committee. If the Chief Executive Officer is not available to preside over the meeting, then the Executive Committee will appoint another director to preside over the meeting.

A majority of the members of the Committee shall constitute a quorum.

#### **III. Committee Authority and Responsibilities**

The Committee may exercise all of the authority of the Board in the business and affairs of the Company, except where action by the full Board is specifically required or where authority is specifically limited by the Board. The Committee shall not have the authority of the Board to do any of the following:

- declare dividends or distributions of stock;
- issue stock or authorize or approve the issuance or sale, or contract for sale, of stock or determine the designation and relative rights, preferences, and limitations of a series or class of stock;
- recommend to shareholders any action that requires shareholder approval;

- amend or repeal the Articles of Incorporation or Bylaws of the Company;
- approve a plan of merger or share exchange not requiring stockholder approval;
- amend, alter or repeal, or take action inconsistent with any resolution or action of the Board; or
- take action that the Georgia Business Corporation Code (the “Code”), the Articles of Incorporation or the Bylaws require be taken by the Board and not a Committee of the Board.

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

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

#### **IV. Meetings of the Committee**

The Committee shall meet at the call of the Independent Chair of the Board, or in the absence of an Independent Chair, the Chief Executive Officer, which notice shall set forth the date, time and subject matter of the meeting.

The Committee shall keep a full and accurate record of its proceedings at each meeting and report the same at the next meeting of the Board.

#### **V. Limitations**

The Board may limit or qualify the powers of the Committee at any time, and may rescind any action of the Committee to the extent that no rights of the third persons have intervened.

#### **VI. Emergency Provisions**

An “Acute Emergency” shall exist if a quorum of the Board cannot readily be assembled because of any catastrophic event, including, but not limited to an emergency, disaster or pandemic.

Notwithstanding anything herein to the contrary, in order to declare an Acute Emergency, in the event of an Acute Emergency, and during the continuance of such Acute Emergency, the following emergency Committee provisions shall be in effect:

(a) An emergency meeting of the Committee may be called by the Independent Chair, or in his or her absence, the Chief Executive Officer or any of the Committee Chairs, by any available means of communication. If, at any time, during a period of Acute Emergency, it shall become impractical or impossible to give notice of a meeting in the manner prescribed by the charter and bylaws, the person calling such a meeting may give notice thereof in any practicable manner to each member of the Committee whom it is practicable to reach of the time and place of the meeting. In such an emergency, all members of the Board shall be invited to each Committee meeting to observe or participate as warranted;

(b) If a quorum of the Committee cannot be achieved because of the effects of the Acute Emergency, then the composition of the Committee shall be revised so that the Board members may be added in order to establish a quorum of four (4) directors, with full powers to act as a member of the Committee, in the following order of interim succession: the member of the Audit Committee other than the chair having the longest tenure on the Board who is available for such service, the member of the Risk and Technology Committee other than the chair having the longest tenure on the Board who is available for such service, the member of the Compensation Committee other than the chair having the longest tenure on the Board who is available for such service, and the member of the Corporate Governance, Nominating and Sustainability Committee other than the chair having the longest tenure on the Board who is available for such service; and

(c) If a quorum of the Committee still cannot be achieved pursuant to section (b) above because of the effects of the Acute Emergency, then the size of the Committee shall be reduced to three (3) members of the Board and the composition of the Committee shall be revised as set forth under the protocol for interim succession set forth in section (b) in order to establish a quorum of two (2) directors, with full powers to act as a member of the Committee.

(d) In the event of an Acute Emergency, then the Committee will have full rights and power to act on behalf of the Board of Directors for the benefit of the Company to the maximum extent permitted by applicable law, including pursuant to Section 14-2-303 of the Code.

Upon the termination of such Acute Emergency, the emergency committee provisions shall cease to be operative unless and until another Acute Emergency shall occur.

*Last reviewed August 1, 2024*