

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 31, 2019

Worldpay, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-35462

(Commission File Number)

26-4532998

(I.R.S. Employer
Identification Number)

**8500 Governor's Hill Drive
Symmes Township, Ohio 45249**
(Address of principal executive offices)

(513) 900 - 5250
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock, \$0.00001 par value	WP	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Introductory Note

On July 31, 2019, pursuant to the terms and conditions of that certain Agreement and Plan of Merger (the “Merger Agreement”), dated as of March 17, 2019, by and among Fidelity National Information Services, Inc. (“FIS”), a Georgia corporation, Worldpay, Inc. (“Worldpay”), a Delaware corporation, and Wrangler Merger Sub, Inc. (“Merger Sub”), a Delaware corporation and wholly-owned subsidiary of FIS, Merger Sub merged with and into Worldpay (the “Merger”), with Worldpay continuing as the surviving corporation in the Merger and a wholly-owned subsidiary of FIS.

The events in this Current Report on Form 8-K took place in connection with the Merger.

Item 1.02 Termination of a Material Definitive Agreement.

Loan Agreement. As previously reported, Worldpay (through one of its subsidiaries) entered into that certain Third Amended and Restated Loan Agreement, dated as of January 16, 2018, by and among Worldpay, LLC (f/k/a Vantiv, LLC), a Delaware limited liability company and a subsidiary of Worldpay, as borrower, the various institutions party thereto from time to time, as lenders, Morgan Stanley Senior Funding, Inc., as the administrative agent, the collateral agent, the letter of credit issuer and the swing line lender (as amended by Amendment No. 5, dated as of June 22, 2018, the “Loan Agreement”). In connection with the closing of the Merger, on July 31, 2019, Worldpay (through one of its subsidiaries) (i) repaid all of the outstanding obligations in respect of principal, interest, fees and other amounts due under the Loan Agreement, (ii) terminated the commitments under the Loan Agreement and (iii) terminated the Loan Agreement. No prepayment premium or early termination penalties were incurred by Worldpay or any of its subsidiaries in connection with the termination of the Loan Agreement, termination of the commitments thereunder or the prepayment of the obligations outstanding thereunder, subject to customary “breakage” costs payable with respect to LIBOR-denominated loans.

Notes Redemption. As previously reported, Worldpay (through one of its subsidiaries) entered into that certain Indenture, dated as of November 10, 2015, by and among Worldpay Finance plc, Worldpay Group Limited (f/k/a Worldpay Group plc), as guarantor, the subsidiary guarantors thereto, Citibank, N.A., London Branch, as trustee, Citibank, N.A., London Branch, as principal paying agent, transfer agent and calculation agent, and Citigroup Global Markets Deutschland AG, as registrar (as supplemented by the First Supplemental Indenture, dated as of July 16, 2018, the “Euro Indenture”). In connection with the closing of the Merger, on July 31, 2019, Worldpay Finance plc issued and delivered a notice of conditional redemption to holders of Worldpay’s outstanding 3.75% Senior Notes due 2022 to redeem all €500,000,000 in aggregate principal amount thereof at a redemption price equal to 100% of the principal amount thereof plus a “make-whole” premium calculated in accordance with the Euro Indenture, plus accrued and unpaid interest thereon up to but excluding the redemption date. On July 31, 2019, Worldpay (through one of its subsidiaries) deposited with the Euro Indenture trustee the applicable redemption payments to fund such redemption and thereby satisfied and discharged the Euro Indenture. These notes are expected to be redeemed on August 1, 2019.

As previously reported, Worldpay (through one of its subsidiaries) entered into that certain Indenture, dated as of December 21, 2017, by and among the Worldpay, LLC and Vantiv Issuer Corp. (together, the “Issuers”), the guarantors thereto, The Bank of New York Mellon Trust, as trustee, The Bank of New York Mellon SA/NV, as U.S. dollar paying agent and U.S. dollar transfer agent, The Bank of New York Mellon, London Branch, as sterling paying agent and sterling transfer agent, and The Bank of New York Mellon, Luxembourg Branch, as registrar (as supplemented by the First Supplemental Indenture, dated as of January 16, 2018 and as further supplemented by the Second Supplemental Indenture, dated as of March 30, 2018, the “US/UK Indenture”). In

connection with the closing of the Merger, the Issuers issued and delivered a notice of conditional redemption to holders of the Issuers' (i) outstanding 4.375% Senior Notes due 2025 to redeem all \$500,000,000 in aggregate principal amount thereof, and (ii) outstanding 3.875% Senior Notes due 2025 to redeem all £470,000,000 in aggregate principal amount thereof, in each case at a redemption price equal to 100% of the principal amount thereof plus a "make-whole" premium, calculated in accordance with the US/UK Indenture, plus accrued and unpaid interest thereon up to but excluding the redemption date. On July 31, 2019, Worldpay (through its subsidiaries) deposited with the US/UK Indenture Trustee the applicable redemption payments to fund such redemption and thereby satisfied and discharged the US/UK Indenture. These notes are expected to be redeemed on August 1, 2019.

The information disclosed in the Introductory Note of this Current Report on Form 8-K is incorporated herein by reference.

Item 2.01 Completion of Acquisition or Disposition of Assets.

As a result of the Merger, each share of the Class A common stock, par value \$0.00001 per share, of Worldpay ("Worldpay Class A Common Stock") outstanding immediately prior to the Merger, except for (a) shares of Worldpay Class A Common Stock owned by Worldpay as treasury stock or otherwise owned by Worldpay, FIS or any of their respective subsidiaries (other than any Exception Shares (as defined in the Merger Agreement)) and (b) Dissenting Shares (as defined in the Merger Agreement), if any, was converted into the right to receive (i) 0.9287 shares (the "Exchange Ratio") of common stock, par value \$0.01 per share, of FIS ("FIS Common Stock" and, such shares, the "Share Consideration") with cash paid in lieu of fractional shares and (ii) \$11.00 in cash (the "Cash Consideration" and, together with the Share Consideration, the "Merger Consideration").

Additionally, Worldpay's equity awards were converted into corresponding equity awards with respect to shares of FIS Common Stock (the "Converted Awards") pursuant to an exchange ratio designed to maintain the intrinsic value of the applicable award immediately prior to conversion. With respect to Worldpay equity awards that had terms providing for vesting upon satisfaction of performance criteria, the conversion was based on achievement levels specified in the Merger Agreement. The Converted Awards will continue to (i) vest based on continued service and (ii) be governed by the same terms and conditions as were applicable to the corresponding Worldpay equity awards prior to conversion (including with respect to accelerated vesting upon a qualifying termination following the effective time of the Merger).

The foregoing description does not purport to be complete and is qualified in its entirety by reference to (i) the other items of this Current Report on Form 8-K, (ii) the Joint Proxy Statement/Prospectus and (iii) the Merger Agreement, which is filed herewith as Exhibit 2.1 and incorporated by reference.

The information disclosed in the Introductory Note of this Current Report on Form 8-K is incorporated herein by reference.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On July 31, 2019, in connection with the completion of the Merger, Worldpay notified its principal trading market, the New York Stock Exchange, that the Merger had occurred and each share of Worldpay Class A Common Stock outstanding immediately prior to the Merger was converted into the right to receive the Merger Consideration as set forth in the Merger Agreement (except for shares of Worldpay Class A Common Stock owned by Worldpay as treasury stock or otherwise owned by Worldpay, FIS or any of their respective subsidiaries (other than any Exception Shares (as defined in the Merger Agreement)) and Dissenting Shares (as defined in the Merger Agreement), if any). In connection with the Merger, the New York Stock Exchange filed with the Securities and Exchange Commission a notification of removal from listing on Form 25 to report that the Worldpay Class A Common Stock is no longer listed on the New York Stock Exchange.

The information disclosed in the Introductory Note and Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The information disclosed in the Introductory Note and Items 2.01, 3.01 and 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.01 Changes in Control of Registrant.

The information disclosed in the Introductory Note and Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective upon completion of the Merger, all of the directors of Worldpay ceased serving as directors of Worldpay and all of the executive officers of Worldpay ceased serving in their capacity as executive officers of Worldpay, other than as follows:

- (i) Mark Heimbouch (Worldpay's President and Chief Operating Officer) has agreed to serve as Worldpay's President, Merchant Solutions; and
- (ii) Charles Drucker (Worldpay's Chief Executive Officer) and Stephanie Ferris (Worldpay's Chief Financial Officer) have agreed to continue to serve in their current rolls as officers of Worldpay until immediately following the filing of Worldpay's Quarterly Report on Form 10-Q in respect of the second quarter of 2019 (on or about August 6, 2019).

As previously described in FIS' Current Report on Form 8-K, dated July 31, 2019, Mr. Drucker, Mr. Heimbouch and Ms. Ferris have agreed to serve as executive officers of FIS following the Merger.

As previously described in Worldpay's definitive proxy statement in the section entitled "*The Merger—Interests of Certain Worldpay Directors and Executive Officers in the Merger*", certain of Worldpay's directors and executive officers have interests in the Merger including, among others, severance rights, rights to continuing indemnification and directors' and officers' liability insurance, accelerated vesting of certain equity awards and the right of Charles Drucker to be an executive of FIS and the executive vice chairman of the FIS board of directors effective upon completion of the Merger.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Pursuant to the Merger Agreement, the certificate of incorporation of Worldpay that was in effect immediately prior to the effective time of the Merger was amended and restated in its entirety as set forth in Exhibit A to the Merger Agreement and, as so amended and restated, became the certificate of incorporation of Worldpay as the surviving corporation in the Merger. Immediately following the completion of the Merger, Worldpay filed an Amended and Restated Certificate of Incorporation, further amending the certificate of incorporation of Worldpay, providing for payment mechanics in respect of the Save as You Earn Plans of Worldpay, as contemplated by the Merger Agreement, and, as so amended and restated, is the certificate of incorporation of Worldpay. The certificate of incorporation of Worldpay, as amended and restated in connection with the Merger, is attached as Exhibit 3.1 and, as further amended, as Exhibit 3.2 hereto, and each are incorporated herein by reference.

Pursuant to the Merger Agreement, the bylaws of Merger Sub, as in effect immediately prior to the effective time of the Merger, became the bylaws of Worldpay as the surviving corporation in the Merger. The bylaws of Worldpay, as so amended and restated, are attached as Exhibit 3.3 hereto, and are incorporated herein by reference.

The information disclosed in the Introductory Note and Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01 Other Events.

On July 31, 2019, FIS issued a press release announcing the completion of the Merger, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 2.1 [Agreement and Plan of Merger between Fidelity National Information Services, Inc., Worldpay, Inc. and Wrangler Merger Sub, Inc. dated as of March 17, 2019 \(incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Worldpay on March 18, 2019\)](#)
- 3.1 [Amended and Restated Certificate of Incorporation of Worldpay, Inc.](#)
- 3.2 [Amended and Restated Certificate of Incorporation of Worldpay, Inc.](#)
- 3.3 [Amended and Restated Bylaws of Worldpay, Inc.](#)
- 99.1 [Press Release of Fidelity National Information Services, Inc., dated as of July 31, 2019](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Worldpay, Inc.

By: /s/ Jared M. Warner

Name: Jared M. Warner

Title: General Counsel and
Corporate Secretary

Date: July 31, 2019

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
WORLDPAY, INC.

ARTICLE I.

The name of the corporation is: **Worldpay, Inc.** (the "Corporation").

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware, 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV.

The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of common stock, par value one cent (\$0.01) per share ("Common Stock"). All shares of Common Stock shall have identical rights and preferences. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation to be distributed to the holders of the capital stock of the Corporation shall be distributed ratably among the holders of the shares of Common Stock. Except as required by law, the voting power of the Corporation shall be vested in the Common Stock.

ARTICLE V.

In furtherance and not in limitation of the powers conferred by statute, the by-laws of the Corporation may be made, altered, amended or repealed by the stockholders or by a majority of the board of directors of the Corporation.

ARTICLE VI.

Unless and to the extent that the by-laws of the Corporation shall so require, elections of directors of the Corporation need not be by written ballot.

ARTICLE VII.

To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable either to the Corporation or to any stockholder for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for any matter in respect of which such director shall be liable under Section 174 of the DGCL or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. If the DGCL is amended to eliminate or further limit the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the DGCL. The Corporation may (by bylaw, resolution, agreement or otherwise) indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor to the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation. Neither amendment nor repeal of this Article VII nor the adoption of any provision of this Certificate of Incorporation of the Corporation inconsistent with this Article VII shall eliminate or reduce the effect of this paragraph in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
WORLDPAY, INC.**

Filed pursuant to Sections 242 and 245 of the Delaware General Corporation Law

WORLDPAY, INC. (the “**Corporation**”), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Worldpay, Inc. The corporation was originally incorporated under the name of Advent-Kong Blocker Corp. on March 25, 2009.
2. This Amended and Restated Certificate of Incorporation was duly adopted by the written consent of the Board of Directors of the Corporation and approved by the sole shareholder of the Corporation in accordance with the applicable provisions of Sections 228, 242 and 245 of the DGCL.
3. The text of the Certificate of Incorporation is hereby amended and restated in its entirety as set forth below.
4. This Amended and Restated Certificate of Incorporation shall become effective immediately upon filing with the Secretary of State of the State of Delaware.

ARTICLE I.

The name of the corporation is: **Worldpay, Inc.** (the “Corporation”).

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware, 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “DGCL”).

ARTICLE IV.

Section 1. Corporation Common Stock. The total number of shares of stock which the Corporation shall have authority to issue is 319,049,772 shares of Class A common stock, par value one cent (\$0.01) per share ("Corporation Common Stock"). All shares of Corporation Common Stock shall have identical rights and preferences. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation to be distributed to the holders of the capital stock of the Corporation shall be distributed ratably among the holders of the shares of Corporation Common Stock. Except as required by law, the voting power of the Corporation shall be vested in the Corporation Common Stock.

Section 2. SAYE Plans.

- (a) In this Article IV, reference is made to the Merger Agreement, dated as of March 17, 2019, by and among Fidelity National Information Services, Inc. ("FIS"), Wrangler Merger Sub, Inc. ("Merger Sub") and the Corporation (the "Merger Agreement"), pursuant to which, on July 31, 2019, Merger Sub merged with and into the Corporation (the "Merger"). Capitalized terms, not otherwise defined, used in this Article IV shall have the meanings set forth in the Merger Agreement. A copy of the Merger Agreement shall be kept on file at the Corporation and shall be made available to any holder of awards, options or other securities (collectively, the "Corporation SAYE Awards") issued or granted pursuant to the Corporation's Save as You Earn Plan (the "Corporation SAYE") and/or any holder of awards, options or other securities (collectively, the "WP PLC SAYE Awards" and together with the Corporation SAYE Awards, the "SAYE Awards") under the Worldpay Group plc Savings-Related Share Option Scheme (the "WP PLC SAYE", and together with the Corporation SAYE, the "SAYE Plans").
- (b) Notwithstanding any other provision of this certificate of incorporation, if any shares of Corporation Common Stock are issued to any person (other than FIS or its designee) (the "New Holder") pursuant to or upon exercise of any SAYE Awards granted or issued pursuant to the SAYE Plans, following the Effective Time, such shares of Corporation Common Stock (the "SAYE Shares") shall be immediately and automatically transferred to FIS and in consideration of such transfer such New Holder shall be entitled to receive from FIS such number of shares of common stock of FIS ("FIS Common Stock") and the payment of such amount in cash as such New Holder would have been entitled to receive as Merger Consideration for such SAYE Shares if such SAYE Shares were outstanding immediately prior to the Effective Time in accordance with the Merger Agreement. To the fullest extent permitted by applicable law, such immediate and automatic transfer shall not require any further action by the New Holder or any other person.
- (c) If, as compared to immediately prior to the Effective Time, the outstanding shares of FIS Common Stock or the number of shares of Corporation Common Stock issuable pursuant to or upon exercise of the SAYE Awards shall have been increased, decreased, changed into or exchanged for a different number or kind of shares or securities, in any such case as a result of a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in capitalization, or there shall be any

extraordinary dividend or distribution, an appropriate and proportionate adjustment shall be made to the Merger Consideration to give holders of SAYE Awards under the SAYE Plans, as applicable, the same per share economic effect as if such holders had exercised such SAYE Awards prior to such event.

- (d) To give effect to any transfer required by this Article IV, each New Holder shall appoint each officer of the Corporation, or any other person nominated by the Corporation, as attorney or agent for such New Holder to execute and deliver as transferor a stock power and any other form of transfer or instructions of transfer on behalf of the New Holder (or any subsequent holder or any nominee of such New Holder or any such subsequent holder) in favor of FIS (or as FIS shall otherwise determine), as applicable and do all such other things and execute and deliver all such documents as may in the absolute discretion of the attorney or agent be necessary or desirable to transfer the SAYE Shares to FIS (or as FIS shall otherwise direct), as applicable, and pending such transfer to exercise all such rights to the SAYE Shares as FIS may direct. For the avoidance of doubt, the New Holder (or any subsequent holder or any nominee of such New Holder or any such subsequent holder) shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of FIS) be entitled to exercise any rights attaching to the SAYE Shares unless so agreed by FIS. The Corporation may give good receipt for the purchase price of the SAYE Shares and may register FIS (or as FIS shall otherwise direct) as holder of the SAYE Shares and issue to it certificates for the same. The Corporation shall not be obliged to issue a certificate to the New Holder (or any subsequent holder or any nominee of such New Holder or any such subsequent holder) for any SAYE Shares. FIS shall send, or direct the sending of, a check to the New Holder (or any subsequent holder or any nominee of such New Holder or any such subsequent holder) in respect of the Cash Consideration of the Merger Consideration and FIS shall deliver or cause to be delivered to the New Holder such number of shares of FIS Common Stock comprising the Share Consideration of the Merger Consideration within 14 days of the date on which the SAYE Shares are issued to the New Holder (or any nominee of such New Holder) and automatically transferred to FIS pursuant to this Article IV.
- (e) Following such time when there are no longer any holders of outstanding SAYE Awards under the SAYE Plans and any SAYE Shares issued pursuant to or upon exercise of any SAYE Awards have been transferred to FIS, this Section 2 of Article IV shall be deemed to be void and of no further force or effect.

ARTICLE V.

In furtherance and not in limitation of the powers conferred by statute, the by-laws of the Corporation may be made, altered, amended or repealed by the stockholders or by a majority of the board of directors of the Corporation.

ARTICLE VI.

Unless and to the extent that the by-laws of the Corporation shall so require, elections of directors of the Corporation need not be by written ballot.

ARTICLE VII.

To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable either to the Corporation or to any stockholder for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for any matter in respect of which such director shall be liable under Section 174 of the DGCL or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. If the DGCL is amended to eliminate or further limit the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the DGCL. The Corporation may (by bylaw, resolution, agreement or otherwise) indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor to the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation. Neither amendment nor repeal of this Article VII nor the adoption of any provision of this Certificate of Incorporation of the Corporation inconsistent with this Article VII shall eliminate or reduce the effect of this paragraph in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer on July 31, 2019.

WORLDPAY, INC.

By: /s/ Marc M. Mayo_____

Name: Marc M. Mayo

Title: Corporate Executive Vice President and
Chief Legal Officer

WORLDPAY, INC.
INCORPORATED UNDER THE LAWS OF
THE STATE OF DELAWARE

BY-LAWS

ARTICLE I
OFFICES

The registered office of Worldpay, Inc. (the “Corporation”) shall be located in the state of Delaware and shall be at such address as shall be set forth in the Certificate of Incorporation. The registered agent of the Corporation at such address shall be as set forth in the Certificate of Incorporation. The Corporation may also have such other offices at such other places, within or without the State of Delaware, as the Board of Directors may from time to time designate or the business of the Corporation may require.

ARTICLE II
STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of stockholders for the election of directors and the transaction of any other business shall be held on such date and at such time and in such place, either within or without the State of Delaware, as shall from time to time be designated by the Board of Directors. At the annual meeting any business may be transacted and any corporate action may be taken, whether stated in the notice of meeting or not, except as otherwise expressly provided by statute or the Certificate of Incorporation.

Section 2. Special Meetings. Special meetings of the stockholders for any purpose may be called at any time by the Board of Directors, or by the President, and shall be called by the President at the request of the holders of at least 20% of the outstanding shares of capital stock entitled to vote. Special meetings shall be held at such place or places within or without the State of Delaware as shall from time to time be designated by the Board of Directors. At a special meeting no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

Section 3. Notice of Meetings. Written notice of the time and place of any stockholder’s meeting, whether annual or special, shall be given to each stockholder entitled to vote thereat, by personal delivery or by mailing the same to him at his address as the same appears upon the records of the Corporation at least ten (10) days but not more than sixty (60) days before the day of the meeting. Notice of any adjourned meeting need not be given except by announcement at the meeting so adjourned, unless otherwise ordered in connection with such adjournment. Such further notice, if any, shall be given as may be required by law.

Section 4. Quorum. Any number of stockholders, together holding at least a majority of the capital stock of the Corporation issued and outstanding and entitled to vote, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of all business,

except as otherwise provided by law, by the Certificate of Incorporation or by these By-laws.

Section 5. Adjournment of Meetings. If less than a quorum shall attend at the time for which a meeting shall have been called, the meeting may adjourn from time to time by a majority vote of the stockholders present or represented by proxy and entitled to vote without notice other than by announcement at the meeting until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner and for such time or upon such call as may be determined by a majority vote of the stockholders present or represented by proxy and entitled to vote. At any adjourned meeting at which a quorum shall be present, any business may be transacted and any corporate action may be taken which might have been transacted at the meeting as originally called.

Section 6. Voting List. The Secretary shall prepare and make, at least ten (10) days before every election of directors, a complete list of the stockholders entitled to vote, arranged in alphabetical order and showing the address of each stockholder and the number of shares of each stockholder. Such list shall be open at the place where the election is to be held for said ten (10) days, to the examination of any stockholder, and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any stockholder who may be present.

Section 7. Voting. Each stockholder entitled to vote at any meeting may vote either in person or by proxy, but no proxy shall be voted on or after three years from its date, unless said proxy provides for a longer period. Except as otherwise provided by the Certificate of Incorporation, each stockholder entitled to vote shall at every meeting of the stockholders be entitled to one vote for each share of stock registered in his name on the record of stockholders. At all meetings of stockholders all matters, except as otherwise provided by statute, shall be determined by the affirmative vote of the majority of shares present in person or by proxy and entitled to vote on the subject matter. Voting at meetings of stockholders need not be by written ballot.

Section 8. Record Date of Stockholders. The Board of Directors is authorized to fix in advance a date not exceeding sixty (60) days nor less than ten (10) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of stockholders for any purposes, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, and any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, or to give such consent, and, in such case, such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation, after such record date fixed as aforesaid.

Section 9. Action Without Meeting. Any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Section 10. Conduct of Meetings. The Chairman of the Board of Directors, or if there be none, or in the Chairman's absence, the President shall preside at all regular or special meetings of stockholders. To the maximum extent permitted by law, such presiding person shall have the power to set procedural rules, including but not limited to rules respecting the time allotted to stockholders to speak, governing all aspects of the conduct of such meetings.

ARTICLE III DIRECTORS

Section 1. Number and Qualifications: The Board of Directors shall consist initially of such number of directors as is set forth in the Statement of the Sole Incorporator or such other Action of the Sole Incorporator, as applicable, and thereafter shall consist of such number as may be fixed from time to time by resolution of the Board of Directors. The directors need not be stockholders.

Section 2. Election of Directors: The directors shall be elected by the stockholders at the annual meeting of stockholders.

Section 3. Duration of Office: The directors chosen at any annual meeting shall, except as hereinafter provided, hold office until the next annual election and until their successors are elected and qualify.

Section 4. Removal and Resignation of Directors: Except as set forth in the Certificate of Incorporation of the Corporation, as such certificate may be amended by any Certificates of Designation filed by the Corporation, any director may be removed from the Board of Directors, with or without cause, by the holders of a majority of the shares of capital stock entitled to vote, either by written consent or consents or at any special meeting of the stockholders called for that purpose, and the office of such director shall forthwith become vacant.

Any director may resign at any time. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation

shall not be necessary to make it effective, unless so specified therein.

Section 5. Filling of Vacancies: Any vacancy among the directors, occurring from any cause whatsoever, may be filled by a majority of the remaining directors, though less than a quorum, provided, however, that the stockholders removing any director may at the same meeting fill the vacancy caused by such removal, and provided further, that if the directors fail to fill any such vacancy, the stockholders may at any special meeting called for that purpose fill such vacancy. In case of any increase in the number of directors, the additional directors may be elected by the directors in office before such increase.

Any person elected to fill a vacancy shall hold office, subject to the right of removal as hereinbefore provided, until the next annual election and until his successor is elected and qualifies.

Section 6. Regular Meetings: The Board of Directors shall hold an annual meeting for the purpose of organization and the transaction of any business immediately after the annual meeting of the stockholders, provided a quorum of directors is present. Other regular meetings may be held at such times as may be determined from time to time by resolution of the Board of Directors.

Section 7. Special Meetings: Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, if any, or by the President or by any two directors.

Section 8. Notice and Place of Meetings: Meetings of the Board of Directors may be held at the principal office of the Corporation, or at such other place as shall be stated in the notice of such meeting. Notice of any special meeting, and, except as the Board of Directors may otherwise determine by resolution, notice of any regular meeting also, shall be mailed to each director addressed to him at his residence or usual place of business at least two (2) days before the day on which the meeting is to be held, or if sent to him at such place by email, or delivered personally or by telephone, not later than the day before the day on which the meeting is to be held. No notice of the annual meeting of the Board of Directors shall be required if it is held immediately after the annual meeting of the stockholders and if a quorum is present.

Section 9. Business Transacted at Meetings, etc.: Any business may be transacted and any corporate action may be taken at any regular or special meeting of the Board of Directors at which a quorum shall be present, whether such business or proposed action be stated in the notice of such meeting or not, unless special notice of such business or proposed action shall be required by statute.

Section 10. Quorum: A majority of the Board of Directors at any time in office shall constitute a quorum. At any meeting at which a quorum is present, the vote of a majority of the members present shall be the act of the Board of Directors unless the act of a greater number is specifically required by law or by the Certificate of Incorporation or these By-laws. The members of the Board of Directors shall act only as the

Board of Directors and the individual members thereof shall not have any powers as such.

Section 11. Compensation: The directors shall not receive any stated salary for their services as directors, but by resolution of the Board of Directors a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity, as an officer, agent or otherwise, and receiving compensation therefor.

Section 12. Action Without a Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or committee.

Section 13. Meetings Through Use of Communications Equipment: Members of the Board of Directors, or any committee designated by the Board of Directors, shall, except as otherwise provided by law, the Certificate of Incorporation or these By-laws, have the power to participate in a meeting of the Board of Directors, or any committee, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

ARTICLE IV COMMITTEES

Section 1. Executive Committee: The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate two or more of their number to constitute an Executive Committee to hold office at the pleasure of the Board of Directors, which Committee shall, during the intervals between meetings of the Board of Directors, have and exercise all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, subject only to such restrictions or limitations as the Board of Directors may from time to time specify, or as limited by the Delaware Corporation Law, and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

Any member of the Executive Committee may be removed at any time, with or without cause, by a resolution of a majority of the whole Board of Directors.

Any person ceasing to be a director shall ipso facto cease to be a member of the Executive Committee.

Any vacancy in the Executive Committee occurring from any cause whatsoever may be filled from among the directors by a resolution of a majority of the whole Board of Directors.

Section 2. Other Committees: Other committees, whose members need not be directors, may be appointed by the Board of Directors or the Executive Committee, which committees shall hold office for such

time and have such powers and perform such duties as may from time to time be assigned to them by the Board of Directors or the Executive Committee.

Any member of such a committee may be removed at any time, with or without cause, by the Board of Directors or the Executive Committee. Any vacancy in a committee occurring from any cause whatsoever may be filled by the Board of Directors or the Executive Committee.

Section 3. Resignation: Any member of a committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective unless so specified therein.

Section 4. Quorum: A majority of the members of a committee shall constitute a quorum. The act of a majority of the members of a committee present at any meeting at which a quorum is present shall be the act of such committee. The members of a committee shall act only as a committee, and the individual members thereof shall not have any powers as such.

Section 5. Record of Proceedings, etc.: Each committee shall keep a record of its acts and proceedings, and shall report the same to the Board of Directors when and as required by the Board of Directors.

Section 6. Organization, Meetings, Notices, etc.: A committee may hold its meetings at the principal office of the Corporation, or at any other place which a majority of the committee may at any time agreed upon. Each committee may make such rules as it may deem expedient for the regulation and carrying on of its meetings and proceedings. Unless otherwise ordered by the Executive Committee, any notice of a meeting of such committee may be given by the Secretary of the Corporation or by the chairman of the committee and shall be sufficiently given if mailed to each member at his residence or usual place of business at least two (2) days before the day on which the meeting is to be held, or if sent to him at such place by email, or delivered personally or by telephone not later than twenty-four (24) hours before the time at which the meeting is to be held.

Section 7. Compensation: The members of any committee shall be entitled to such compensation as may be allowed them by resolution of the Board of Directors.

**ARTICLE V
OFFICERS**

Section 1. Number: The officers of the Corporation shall be a President and a Secretary and such other officers as may be appointed in accordance with the provisions of this Article V. The Board of Directors in its discretion may also elect a Chairman of the Board of Directors.

Section 2. Election, Term of Office and Qualifications: The officers, except as provided in Section 3 of this Article V, shall be chosen annually by the Board of Directors. Each such officer shall, except as herein otherwise provided, hold office until his successor shall have been chosen and shall qualify. The Chairman of the Board of Directors, if any, and the President shall be directors of the Corporation, and should any one of

them cease to be a director, he shall ipso facto cease to be such officer. Except as otherwise provided by law, any number of offices may be held by the same person.

Section 3. Other Officers: Other officers, including one or more vice-presidents, assistant secretaries, treasurer or assistant treasurers, may from time to time be appointed by the Board of Directors, which other officers shall have such powers and perform such duties as may be assigned to them by the Board of Directors or the officer or committee appointing them.

Section 4. Removal of Officers: Any officer of the Corporation may be removed from office, with or without cause, by a vote of a majority of the Board of Directors.

Section 5. Resignation: Any officer of the Corporation may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary in order to make it effective, unless so specified therein.

Section 6. Filling of Vacancies: A vacancy in any office shall be filled by the Board of Directors or by the authority appointing the predecessor in such office.

Section 7. Compensation: The compensation of the officers shall be fixed by the Board of Directors, or by any committee upon whom power in that regard may be conferred by the Board of Directors.

Section 8. Chairman of the Board of Directors: The Chairman of the Board of Directors, if any, shall be a director and shall preside at all meetings of the stockholders and the Board of Directors, and shall have such power and perform such duties as may from time to time be assigned to him by the Board of Directors.

Section 9. President: In the absence of the Chairman of the Board of Directors, or if there be none, the President shall preside at all meetings of the stockholders and the Board of Directors. He shall have power to call special meetings of the stockholders or of the Board of Directors or of the Executive Committee at any time. He shall be the chief executive officer of the Corporation, and shall have the general direction of the business, affairs and property of the Corporation, and of its several officers, and shall have and exercise all such powers and discharge such duties as usually pertain to the office of President.

Section 10. Vice-Presidents: The vice-president, or vice-presidents if there is more than one, shall, subject to the direction of the Board of Directors, at the request of the President or in his absence, or in case of his inability to perform his duties from any cause, perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The vice-presidents shall also perform such other duties as may be assigned to them by the Board of Directors, and the Board of Directors may determine the order of priority among them.

Section 11. Secretary: The Secretary shall perform such duties as are incident to the office of Secretary, or as may from time to time be assigned to him by the Board of Directors, or as are prescribed by these By-laws.

Section 12. Treasurer: The Treasurer shall perform such duties and have powers as are usually incident to the office of Treasurer or which may be assigned to him by the Board of Directors.

ARTICLE VI CAPITAL STOCK

Section 1. Certificates of Stock: The shares of the Corporation shall not be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of stock shall be certificated shares so long as all holders of the applicable class or series have the same right to certificates. Every holder of stock represented by certificates shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairperson or Vice Chairperson of the Board of Directors or an officer of the Corporation certifying the number of shares owned by such holder in the Corporation. Any of or all the signatures on the certificate may be a facsimile signature. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon have not ceased to be such officer or officers of the Corporation.

Section 2. Registration and Transfer of Shares: The name of each person owning a share of the capital stock of the Corporation shall be entered on the books of the Corporation together with the number of shares held by him, her or it, the numbers of the certificates, if any, covering such shares and the dates of acquisition of such shares. The shares of stock of the Corporation held in certificated form shall be transferable on the books of the Corporation by the holders thereof in person, or by their duly authorized attorneys or legal representatives, on surrender and cancellation of certificates for a like number of shares, accompanied by an assignment or power of transfer endorsed thereon or attached thereto, duly executed, and with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require. The shares of stock of the Corporation that are not held in certificated form shall be transferable on the books of the Corporation by the holders thereof in person, or by their duly authorized attorneys or legal representatives, on delivery of an assignment or power of transfer. A record shall be made of each transfer.

The Board of Directors may make other and further rules and regulations concerning the transfer and registration of certificates for stock and may appoint a transfer agent or registrar or both and may require all certificates of stock to bear the signature of either or both.

Section 3. Lost, Destroyed and Mutilated Certificates: The holder of any stock of the Corporation held in certificated form shall immediately notify the Corporation of any loss, theft, destruction or mutilation of the certificates therefor. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it and alleged to have been lost, stolen or destroyed, and the Board of Directors may, in its discretion, require the owner of the lost, stolen or destroyed certificate, or the owner's legal representatives, to give the Corporation a bond, in such sum not exceeding double the value of the stock and with such surety or sureties as they may require, to indemnify it against any claim that may be made against it by reason of the issue of such new certificate and against all other liability in the premises, or may remit such owner to such remedy or remedies as he may have under the laws of the State of Delaware.

ARTICLE VII DIVIDENDS, SURPLUS, ETC.

Section 1. General Discretion of Directors: The Board of Directors shall have power to fix and vary the amount to be set aside or reserved as working capital of the Corporation, or as reserves, or for other proper purposes of the Corporation, and, subject to the requirements of the Certificate of Incorporation, to determine whether any, if any, part of the surplus or net profits of the Corporation shall be declared as dividends and paid to the stockholders, and to fix the date or dates for the payment of dividends.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year: The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December.

Section 2. Corporate Seal: The corporate seal shall be in such form as approved by the Board of Directors and may be altered at their pleasure. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 3. Notices: Except as otherwise expressly provided, any notice required by these By-laws to be given shall be sufficient if given by depositing the same in a post office or letter box in a sealed postpaid wrapper addressed to the person entitled thereto at his address, as the same appears upon the books of the Corporation, or by sending via email the same to such person at such addresses; and such notice shall be deemed to be given at the time it is mailed, or sent via email.

Section 4. Waiver of Notice: Any stockholder or director may at any time, by writing or by email, waive any notice required to be given under these By-laws, and if any stockholder or director shall be present at any meeting his presence shall constitute a waiver of such notice.

Section 5. Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be designated by resolution of the Board of Directors.

Section 6. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks, trust companies or other depositories as the Board of Directors may select, and, for the purpose of such deposit, checks, drafts, warrants and other orders for the payment of money which are payable to the order of the Corporation, may be endorsed for deposit, assigned and delivered by any officer of the Corporation, or by such agents of the Corporation as the Board of Directors or the President may authorize for that purpose.

Section 7. Voting Stock of Other Corporations: Except as otherwise ordered by the Board of Directors or the Executive Committee, the President or the treasurer shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of the stockholders of any corporation of which the Corporation is a stockholder and to execute a proxy to any other person to represent the Corporation at any such meeting, and at any such meeting the President or the treasurer or the holder of any such proxy, as the case may be, shall possess and may exercise any and all rights and powers incident to ownership of such stock and which, as owner thereof, the Corporation might have possessed and exercised if present. The Board of Directors or the Executive Committee may from time to time confer like powers upon any other person or persons.

Section 8. Indemnification of Officers and Directors: The Corporation shall indemnify any and all of its directors or officers, including former directors or officers, and any employee, who shall serve as an officer or director of any corporation at the request of this Corporation, to the fullest extent permitted under and in accordance with the laws of the State of Delaware.

ARTICLE IX AMENDMENTS

The Board of Directors shall have the power to make, rescind, alter, amend and repeal these By-laws, provided, however, that the stockholders shall have power to rescind, alter, amend or repeal any by-laws made by the Board of Directors, and to enact by-laws which if so expressed shall not be rescinded, altered, amended or repealed by the Board of Directors. No change of the time or place for the annual meeting of the stockholders for the election of directors shall be made except in accordance with the laws of the State of Delaware.

* * * * *



Press Release

**FIS Closes Acquisition of Worldpay, Enhancing its Global Technology
Leadership Serving Merchants, Banks and Capital Markets**

- Key facts**
- FIS acquires Worldpay, one of the world’s leading global eCommerce and payment technology companies.
 - Post-acquisition, FIS will have over \$12 billion in pro forma revenue and be a global leader in technology and solutions for merchants, banks and capital markets.
 - With more than 55,000 employees and a best-in-class technology portfolio, FIS is positioned to accelerate its growth and advance the way the world pays, banks and invests.

JACKSONVILLE, Fla., July 31, 2019 – FIS (NYSE: FIS) today announced the closing of its acquisition of global payments leader Worldpay, Inc., creating a global leader in technology and solutions for merchants, banks and capital markets.

The combined company will have over \$12 billion in pro forma revenue and more than 55,000 employees. With a best-in-class portfolio of solutions for payments, banking and capital markets, FIS is positioned to accelerate its growth and advance the way the world pays, banks and invests.

“This is an exciting day for FIS and Worldpay, and for the industry as a whole,” said FIS Chairman, President and CEO Gary Norcross. “This transformative combination significantly enhances the scale, portfolio and global footprint of FIS to help our clients capitalize on growth opportunities at a time of rapid marketplace change.”

“I would like to extend a warm welcome to Worldpay employees, clients and investors to the FIS family as we work together to bring the benefits to businesses and communities around the world,” Norcross said. “I couldn’t be more optimistic about the future of this company and the innovations and advancements we can bring to advance the way the world pays, banks and invests.”

“The global payments industry is moving at an accelerated speed and it is vital that large providers such as FIS stay ahead,” said Rivka Gewirtz Little, research director, Global Payment Strategies at IDC Financial Insights. “The combination of FIS and Worldpay enhances FIS’ overall acquiring and payment offerings, positioning the company to offer best-in-class enterprise banking, payments, capital markets, and global eCommerce capabilities to financial institutions and businesses worldwide.”

Several former Worldpay executives will assume key leadership roles at FIS. Mark Heimboch, former president and chief operating officer at Worldpay, is joining FIS as president of the company’s Merchant Solutions division. Stephanie Ferris, former chief financial officer at Worldpay, is joining FIS as its enterprise-wide chief operating officer. Charles Drucker, former executive chairman and chief executive officer at Worldpay, is joining the FIS board of directors as vice chairman. Key leaders from Worldpay will also remain with the company.

The company will announce second quarter earnings for both FIS and Worldpay beginning at 8:30 a.m. ET on Tuesday, August 6. Details about this webcast can be found on the Investor Relations section of FIS’ homepage, www.fisglobal.com.

About FIS

FIS is a global leader in technology, solutions and services for merchants, banks and capital markets that helps businesses and communities thrive by advancing commerce and the financial world. For over 50 years, FIS has continued to drive growth for clients around the world by creating tomorrow's technology, solutions and services to modernize today's businesses and customer experiences. By connecting merchants, banks and capital markets, we use our scale, apply our deep expertise and data-driven insights, innovate with purpose to solve for our clients' future, and deliver experiences that are more simple, seamless and secure to advance the way the world pays, banks and invests. Headquartered in Jacksonville, Florida, FIS employs about 55,000 people worldwide dedicated to helping our clients solve for the future. FIS is a Fortune 500® company and is a member of Standard & Poor's 500® Index. To learn more, visit www.fisglobal.com. Follow FIS on Facebook, LinkedIn and Twitter (@FISGlobal).

Forward-Looking Statements

This release contains "forward-looking statements" within the meaning of the U.S. federal securities laws. Statements that are not historical facts, including statements about anticipated financial outcomes, business and market conditions, outlook and anticipated profitability and growth, as well as other statements about our expectations, beliefs, intentions, or strategies regarding the future, are forward-looking statements. These statements relate to future events and our future results, and involve a number of risks and uncertainties. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Any statements that refer to beliefs, expectations, projections or other characterizations of future events or circumstances and other statements that are not historical facts are forward-looking statements.

Actual results, performance or achievement could differ materially from those contained in these forward-looking statements. The risks and uncertainties that forward-looking statements are subject to include, without limitation:

- the risk that the Worldpay transaction will not provide the expected benefits, or that we will not be able to achieve the cost or revenue synergies anticipated;
- the risk that the integration of FIS and Worldpay will be more difficult, time-consuming or expensive than anticipated;
- the risk of customer loss or other business disruption in connection with the Worldpay transaction, or of the loss of key employees;
- the fact that unforeseen liabilities of FIS or Worldpay may exist;
- the risk that acquired businesses will not be integrated successfully, or that the integration will be more costly or more time-consuming and complex than anticipated;
- the risk that cost savings and other synergies anticipated to be realized from acquisitions may not be fully realized or may take longer to realize than expected;
- the risks of doing business internationally;
- changes in general economic, business and political conditions, including the possibility of intensified international hostilities, acts of terrorism, changes in either or both the United States and international lending, capital and financial markets, and currency fluctuations;
- the effect of legislative initiatives or proposals, statutory changes, governmental or other applicable regulations and/or changes in industry requirements, including privacy and cybersecurity laws and regulations;
- the risks of reduction in revenue from the elimination of existing and potential customers due to consolidation in, or new laws or regulations affecting, the banking, retail and financial services industries or due to financial failures or other setbacks suffered by firms in those industries;
- changes in the growth rates of the markets for our solutions;
- failures to adapt our solutions to changes in technology or in the marketplace;
- internal or external security breaches of our systems, including those relating to unauthorized access, theft, corruption or loss of personal information and computer viruses and other malware affecting our software or platforms, and the reactions of customers, card associations, government regulators and others to any such events;
- the risk that implementation of software (including software updates) for customers or at customer locations or employee error in monitoring our software and platforms may result in the corruption or loss of data or customer information, interruption of business operations, outages, exposure to liability claims or loss of customers;

- the reaction of current and potential customers to communications from us or regulators regarding information security, risk management, internal audit or other matters;
- competitive pressures on pricing related to the decreasing number of community banks in the U.S., the development of new disruptive technologies competing with one or more of our solutions, increasing presence of international competitors in the U.S. market and the entry into the market by global banks and global companies with respect to certain competitive solutions, each of which may have the impact of unbundling individual solutions from a comprehensive suite of solutions we provide to many of our customers;
- the failure to innovate in order to keep up with new emerging technologies, which could impact our solutions and our ability to attract new, or retain existing, customers;
- the failure to meet financial goals to grow the business in Brazil after the unwinding of the Brazilian Venture;
- the risks of reduction in revenue from the loss of existing and/or potential customers in Brazil after the unwinding of the Brazilian Venture;
- an operational or natural disaster at one of our major operations centers;
- failure to comply with applicable requirements of payment networks or card schemes or changes in those requirements;
- fraud by merchants or bad actors; and
- other risks detailed in the “Risk Factors” and other sections of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and in our other filings with the Securities and Exchange Commission.

Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition, results of operations and prospects. Accordingly, readers should not place undue reliance on these forward-looking statements. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Except as required by applicable law or regulation, we do not undertake (and expressly disclaim) any obligation and do not intend to publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise.

###

For More Information

Ellyn Raftery, 904.438.6083
Chief Marketing and Strategy Officer
FIS Marketing and Communications
ellyn.raftery@fisglobal.com

Nathan Rozof, CFA, 866.254.4811
Executive Vice President
FIS Investor Relations
nathan.rozof@fisglobal.com