

FIDELITY NATIONAL INFORMATION SERVICES, INC.

**CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE
CHARTER**

I. Purposes and Authority.

The primary purposes of the Corporate Governance and Nominating Committee (the “Committee”) are to advise and assist the Board with respect to the Company’s corporate governance matters, Board and committee organization, membership and function, and to oversee the evaluation of the Board and management. The Committee is also responsible for identifying and recommending to the Board qualified individuals to be nominated for election as directors.

In the performance of its duties, the Committee has the authority to access such resources from within the Company or from external sources as the Committee may determine to be advisable, including legal counsel, search firms and consultants, and to agree to such fees and other retention terms with any provider of services to the Committee as the Committee may deem necessary. The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms.

II. Composition.

The Committee shall consist of two or more directors as determined and appointed by the Board from time to time. Each member of the Committee shall be independent in accordance with the listing standards of the New York Stock Exchange.

The Committee may appoint one or more subcommittees consisting of one or more members of the Committee, and may delegate to any subcommittee or Committee member such authority, responsibilities and duties as the Committee sees fit.

III. Meetings.

The Board shall designate one member of the Committee to serve as its chairperson. The Committee shall meet at least once per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

IV. Specific Responsibilities and Duties.

It shall be the responsibility and duty of the Committee to:

1. Develop and recommend to the Board a set of Corporate Governance Guidelines and to review the Guidelines annually and recommend to the Board any changes to the Guidelines the Committee may deem appropriate.
2. Develop and review annually the criteria for the selection of qualified directors to the Board, and recommend such criteria to the Board.
3. Identify individuals believed to be qualified to serve as Board members and recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In selecting or recommending candidates, the Committee shall take into consideration the director criteria approved by the Board and such other factors as it deems appropriate. The Committee shall consider all candidates recommended by the Company's shareholders in accordance with the procedures set forth in the Company's Bylaws. The Committee may consider candidates proposed by management, but is not required to do so.
4. Make recommendations to the Board regarding the size, composition and structure of the Board and its committees.
5. Review the independence of each director in light of the independence criteria of the New York Stock Exchange and any other independence standards applicable to directors, and make a recommendation to the Board with respect to each director's independence.
6. Identify and recommend to the Board the directors qualified to fill vacancies on any committees of the Board. In recommending a director for committee membership, the Committee shall consider any criteria approved by the Board, and the duties and responsibilities of the committee, as set forth in its charter, and any other factors the Committee deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
7. Oversee the evaluation of the performance of the Board and its committees and individual directors on a continuing basis, and assist the Board in conducting an annual self-evaluation.
8. Review and make a recommendation with respect to any director's resignation offered due to a change in the director's employment or status or development of a conflict of interest or for other reasons, including a failure to obtain the votes necessary for reelection pursuant to the Company's Articles of Incorporation or Bylaws.

9. Work with the Board and management with respect to new director orientation and continuing education for directors.
10. Make recommendations to the Board regarding other matters relating to Board policies and practices as the Committee deems appropriate.
11. Conduct and review with the Board an annual evaluation of the Committee's performance, which shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee.
12. Provide oversight with respect to the Company's environmental, corporate social responsibility and corporate governance programs.

Last Reviewed on January 30, 2019