

## **FIDELITY NATIONAL INFORMATION SERVICES, INC. CORPORATE GOVERNANCE GUIDELINES**

The following Corporate Governance Guidelines (the “Guidelines”) have been developed by the Board of Directors (the “Board”) of Fidelity National Information Services, Inc. (the “Company”), through its Corporate Governance and Nominating Committee, to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

### **A. Composition of the Board**

1. Size of the Board. Consistent with the Company’s Articles of Incorporation and Bylaws, the Board believes that the size of the Board generally should be within a range of five and fifteen.
2. Selection of Directors. The Board is responsible for electing individual directors to fill vacancies created between annual shareholder meetings and for selecting the nominees to stand for election to the Company’s Board by the shareholders at the annual shareholder meetings. The Corporate Governance and Nominating Committee is responsible for recommending to the Board nominees to fill any vacancy occurring between annual shareholder meetings as well as a slate of directors to stand for election at each next annual shareholder meeting.

The Corporate Governance and Nominating Committee shall develop and review criteria for the selection of qualified directors and the evaluation of nominees, including nominees properly submitted by the shareholders. The Corporate Governance and Nominating Committee should also evaluate on an ongoing basis all directors and director candidates based on such criteria and seek to assure that specific talents, skills and other characteristics that are needed to increase the Board’s effectiveness are possessed by an appropriate combination of directors. In conducting its evaluation, the Corporate Governance and Nominating Committee may consider many factors, including a candidate’s professional and educational background, industry knowledge, financial acumen and business experience, and may take into account other issues, such as Board diversity, required public disclosure and antitrust matters.

3. Director Independence. A majority of the members of the Board shall be independent of the Company’s management. For a director to be deemed “independent,” the Board shall affirmatively determine that the director meets the independence criteria of the New York Stock Exchange and any other independence standards applicable to independent Board members as may be in effect from time to time under applicable laws, rules or regulations, and that the director has no other direct or indirect material relationship with the Company or its management. This determination shall be disclosed in the proxy statement for each annual meeting of the Company’s shareholders.

In assessing the materiality of any existing or proposed director’s relationship with the Company, the Board will consider all relevant facts and circumstances. Material

relationships can include, but are not limited to, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships.

4. Time Commitment. The Board should seek candidates whose service on other boards will not adversely affect their ability to dedicate the requisite time to service on this Board. The Board generally believes that directors who are full-time employees of other companies should not serve on more than two public company boards at a time in addition to the Company's Board, and directors who are retired from active employment should not serve on more than three boards in addition to the Company's Board. Audit Committee members should generally not serve on more than two public company audit committees in addition to the Company's Audit Committee. The Board may, however, make exceptions to these standards if the Board believes it to be in the interest of the Company and its shareholders and determines that such simultaneous service will not impair the ability of the director to serve effectively on the Company's Board.

5. Directors Who Change or Cease Their Principal Occupation. Any director who changes his or her employer, or otherwise has a significant change in job responsibilities, shall notify the Board of such change, including details concerning his or her new position, as soon as is feasible.

If the director indicates that he or she wishes to continue as a director, the Corporate Governance and Nominating Committee shall evaluate the appropriateness of the director's continued service on the Board and each applicable Board committee in light of his or her changed circumstances, and shall recommend to the Board whether the Board should request the director's resignation. The Board shall act promptly with respect to each such circumstance and shall promptly notify the director of its decision. In the event the Board determines that a director should resign from service on the Board and its committees, such director shall promptly submit his or her letter of resignation.

6. Term Limits and Retirement. The Board values the experience and the Company and industry knowledge which results from continued service on the Board, and therefore does not believe it should establish term limits or a mandatory retirement age. However, the Board recognizes the value of obtaining fresh perspectives and will periodically evaluate the Company's needs.

7. Director Orientation and Continuing Education. Management, working with the Board, will provide an orientation process for new directors, including background material on the Company, its business plan and its risk profile, and meetings with senior management. Periodically, management should prepare additional educational sessions for directors on matters relevant to the Company, its business plan and risk profile.

## **B. Board Leadership**

1. Selection of Chairman. The Board may select its Chairman and the Company's Chief Executive Officer in the manner it considers to be in the best interests of the

Company and its shareholders. These positions may be filled by one person or by two different persons.

2. Lead Director. When the positions of Chairman and Chief Executive Officer are filled by the same person, or the position of Chairman is otherwise filled by a non-independent director, then an independent member of the Board shall be designated by the other non-management directors to serve as the lead director. The lead director shall chair and establish the agenda for the Board's executive sessions of non-employee and independent directors, and shall serve as the primary liaison between the board's independent directors and the Chief Executive Officer.

### **C. Board of Director's Responsibilities**

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Georgia law. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board believes that the following duties are important to their discharge of these responsibilities.

1. Commitment and Attendance at Meetings. All directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend Board and Committee meetings by telephone or video conference to mitigate conflicts. Directors are encouraged to attend the Company's annual meeting of shareholders.

2. Participation in Meetings. Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. Loyalty and Ethics. In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a director.

The Company has adopted a Code of Business Conduct and Ethics, including a compliance program to enforce the Code. Certain portions of the Code deal with activities of directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, the taking of corporate opportunities for personal use, and competing with the Company. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's General Counsel in the event of any issues.

4. Management Succession. At least annually, the Board shall consider a succession plan, developed by management, addressing the policies and principles for selecting a successor to the Chief Executive Officer, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the Chief Executive Officer.

5. Access to Management. The Board as a whole, each Board committee and each individual director shall have complete access to the Company's management.

The Board welcomes the attendance of executive officers at Board and committee meetings. In addition, the Board encourages the executive officers to bring non-executive managers to Board meetings, from time to time, who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) represent non-executive managers with future potential that senior management believes should be given exposure to the Board.

6. Resources. In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.

7. Interaction with the Public. The Board believes that the Company's management generally has the authority and responsibility to speak for the Company publicly. In the event that management believes it is appropriate for the Board to communicate directly with the public or other constituencies, such comments should, in most circumstances, come from the Chairman.

#### **D. Committee Matters.**

1. Board Committees. Committees shall be established by the Board from time to time to facilitate and assist in the execution of the Board's responsibilities. There are currently four standing committees: the Audit Committee, the Risk Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Each of these committees shall have a written charter satisfying the rules of the New York Stock Exchange and, in the case of the Audit Committee, Rule 10A-3 under the Securities Exchange Act of 1934.

2. Committee Membership. The Corporate Governance and Nominating Committee shall make recommendations to the Board regarding the membership of the Board's committees, including the designation of committee chairs. The Audit, Risk, Compensation, and Corporate Governance and Nominating Committees shall be composed entirely of independent directors.

*Audit Committee.* In addition to meeting independence requirements, each member of the Company's Audit Committee must not, except in his or her capacity as a

member of the Audit Committee, the Board or any other Board committee of the Company (or any of its consolidated majority-owned subsidiaries):

- accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company; or
- be an affiliated person of the Company or any subsidiary thereof.

Further, all Audit Committee members must be financially literate, and at least one Audit Committee member should be an “audit committee financial expert” within the meaning of the rules under the Securities Exchange Act of 1934.

*Compensation Committee.* In addition to meeting independence requirements, each member of the Company’s Compensation Committee should meet the criteria for being a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934 and should be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code.

#### **E. Meeting Procedures**

1. Number of Meetings. The Board currently plans to hold at least four meetings each year, with further meetings to occur (or action to be taken by unanimous written consent) at the discretion of the Board. The meetings will usually consist of committee meetings and the Board meeting.
2. Meeting Agenda and Materials. The agenda for each Board meeting will be prepared by the Corporate Secretary in consultation with the Chairman. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that in certain cases this may not be possible due to the timing of transactions and the operations of the business.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the directors to make an informed judgment.

3. Executive Sessions. To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors shall meet in executive sessions periodically, with no members of management present. Non-management directors who are not independent under the rules of the New York Stock Exchange may participate in these executive sessions, but independent directors should meet separately in executive session at least once per year.

## **F. Board Compensation and Performance**

1. Board Compensation Review. The Board, acting through the Compensation Committee, should conduct a review annually of the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.
2. Board Performance Evaluation. The Board, acting through the Corporate Governance and Nominating Committee, should conduct a self-evaluation annually to determine whether it is functioning effectively. The Corporate Governance and Nominating Committee should periodically consider the mix of skills and experience that each director brings to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board shall conduct a self-evaluation annually. Each committee's evaluation should compare the performance of the committee with the requirements of its written charter, and shall be overseen by the Corporate Governance and Nominating Committee. The results of each Committee's evaluation shall be reported to the Board.

*Reviewed and updated on January 29, 2014*