

**GLOBAL PAYMENTS INC.
COMPENSATION COMMITTEE CHARTER**

Effective October 26, 2018

The Board of Directors (the “Board”) of Global Payments Inc. (the “Company”) has established the compensation committee (the “Committee”) of the Board to discharge the Board’s responsibilities relating to compensation of the Chief Executive Officer (the “CEO”) and all other executive officers of the Company determined by the Board to hold such title (collectively, including the CEO, the “Executive Officers”). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers. In evaluating and determining the compensation of the Executive Officers, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act. This charter replaces and supersedes in its entirety any previous charter for the Committee adopted by the Board.

I. Members of the Committee

The Committee shall consist of three or more directors all of whom in the judgment of the Board of Directors (i) meet the independence requirements established from time to time by the New York Stock Exchange (the “NYSE”), including any heightened independence requirements specific to compensation committee members, and the Securities and Exchange Commission (the “SEC”), (ii) qualify as “Non-Employee Directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) qualify as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code, as amended, and the regulations thereunder (the “Code”).

The members and chairperson of the Committee shall be appointed by the Board and may be replaced by the Board. The chairperson shall preside at each meeting. If the chairperson is not present at a meeting, the members of the Committee may designate one of the Committee members who is present as an acting chairperson of such meeting.

The responsibilities of a member of the Committee are in addition to his or her responsibilities as a member of the Board. Compensation as a director or a member of any committees of the Board shall be the sole remuneration paid by the Company to the Committee members.

II. Committee Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The chairperson, after consultation with the management of the Company, shall establish the schedule of the Committee’s regular meetings. The Committee may invite any officer or employee of the Company, counsel or others to attend meetings and provide pertinent information. The Committee may meet in executive session outside the presence of any member of management of the Company. Appropriate minutes of the meetings and actions taken by the Committee shall be kept, with the advice of counsel.

Meetings of the Committee may be held in person or telephonically at such times and places as the Committee determines. The chairperson of the Committee, in consultation with management, should prepare, or have prepared and approve, an agenda in advance of each meeting. Provided that notice of the meeting is given or waived by all members of the

Committee in accordance with the Company's Bylaws, the presence of a majority of Committee members shall constitute a quorum for a meeting. The Committee may act by affirmative vote of the majority of members present at a meeting of the Committee at which a quorum exists or by a writing or writings signed by all of its members without a meeting. The Committee may otherwise establish its own rules of procedure. The Committee may form and delegate authority to subcommittees as appropriate.

III. Purpose, Duties, and Responsibilities

The Committee shall have the responsibilities set forth below, in addition to any other responsibilities assigned to it by the Board. The Committee is authorized by the Board to make all decisions and determinations, grant all approvals and take other such actions as are necessary or desirable to carry out the Committee's responsibilities.

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Company shall provide appropriate resources (including, without limitation, funding for payment of reasonable compensation to advisers retained by the Committee), as determined by the Committee, to support the Committee. The Committee shall have the authority, to the extent it deems necessary or appropriate, to ask the Company to provide the Committee with the support of one or more Company employees to assist it in carrying out its duties. The Committee shall also have the sole power and authority to retain, compensate, direct, oversee and dismiss any consultants, search firms, counsel and other advisers to assist the Committee in carrying out its activities, who shall be accountable ultimately to the Committee.

The Committee may delegate to an officer of the Company, to the extent permitted by applicable state law, who is also a member of the Board, the power (i) to designate the officers, employees or consultants of the Company or any of its subsidiaries who will receive grants of equity awards and (ii) to determine the number of equity awards to be so granted. Such delegation shall be made by a Committee resolution or by the affirmative vote of a majority of Committee members present at a meeting of the Committee at which a quorum exists and shall specify parameters for the total number and terms of equity awards that may be granted under the delegated authority and states that no officer may be delegated the power to designate himself, any person who is reasonably anticipated to become a covered employee (as defined in Section 162(m)(3) of the Code) during the term of an applicable award, or any person subject to Section 16(a) of the Exchange Act at the grant date of such award as a recipient of equity awards granted pursuant to such delegation.

A. The responsibilities of the Committee relating to compensation are set forth below:

1. The Committee shall establish and review the objectives of the Company's executive compensation programs, including review and consideration for approval of the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements such as base salary levels, annual cash incentive awards, long-term incentive awards, employment agreements, severance arrangements, change-in-control provisions and any special or supplemental benefits.
2. The Committee shall receive periodic reports on the Company's compensation programs as they affect employees generally.

3. The Committee shall review and consider for approval, at least annually, the corporate goals and objectives relevant to CEO compensation.
4. The Committee shall evaluate, at least annually, the performance of the CEO in light of those goals and objectives and determine and consider for approval the CEO's compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee may consider a number of factors including, but not limited to, the Company's performance, relative shareholder return and the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years; provided that nothing in this charter shall be construed as precluding a discussion of CEO compensation with the Board generally.
5. The Committee shall review and consider for approval, at least annually, the annual base salaries and annual incentive opportunities of the Executive Officers.
6. The Committee shall, periodically and as and when appropriate, review and consider for approval the following as they affect the Executive Officers: (i) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (ii) any employment agreements and severance arrangements; (iii) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (iv) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
7. The Committee shall discuss and review periodically whether the Company's compensation policies and practices promote appropriate approaches to the management of risk and, specifically, are not reasonably likely to have a material adverse effect on the Company.
8. The Committee shall review, consider for approval and, when appropriate or required, recommend to the Board for approval (either by the Board or the Company's shareholders), equity-based and non-equity incentive compensation plans, including the adoption, amendment and termination of such plans.
9. The Committee shall oversee the administration of the Company's equity-based incentive compensation plans and the executive non-equity (cash) annual performance plan.
10. The Committee shall perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation or benefit plan approved by the Committee or the Board, including incentive and equity-based plans.
11. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") required to be included in the Company's proxy statement or annual report on Form 10-K, in accordance with all applicable rules and regulations of the SEC, and, based on such review and discussion, determine whether to approve that the CD&A be so included.

12. Review and consider for approval the annual Compensation Committee Report for inclusion in the Company's proxy statement or annual report on Form 10-K in compliance with SEC rules and regulations.
13. With respect to any adviser who has been engaged by the Committee to provide advice on the amount or form of executive compensation, the Committee shall review and consider for approval any engagement of such adviser to provide any other services to the Company.
14. The Committee shall have the sole authority to retain or obtain the advice of any adviser to assist the Committee in the performance of its duties; provided that before selecting or receiving advice from any such adviser, the Committee shall take into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. Nothing in the foregoing sentence shall require the Committee to select, retain or receive advice from only independent advisers.
15. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, independent legal counsel, search firm or other adviser retained by the Committee. The Committee shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention.
16. The Committee shall adopt and periodically review the Company's stock ownership guidelines applicable to Executive Officers.
17. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity plans.
18. The Committee shall review and recommend to the Board succession planning for the Executive Officers, review the succession planning with the CEO, develop and evaluate potential candidates for the Executive Officer positions and recommend to the Board changes to any candidates for succession planning.
19. The Committee shall perform such other tasks as it deems appropriate and consistent with its duties hereunder and such other functions as are required by law, the Company's Articles of Incorporation or its Bylaws, as amended, or as requested by the Board.

B. The responsibilities of the Committee relating to governance are set forth below:

1. The Committee shall review and reassess periodically the adequacy of this charter and recommend any changes to the Board.
2. The Committee shall conduct an annual performance assessment relative to the Committee's purpose, duties and responsibilities outlined herein.
3. The Committee shall report regularly to the Board on the Committee's activities.