

**GLOBAL PAYMENTS INC.  
TECHNOLOGY COMMITTEE CHARTER**

**Effective October 26, 2018**

The Board of Directors (the “Board”) of Global Payments Inc. (the “Company”) has established the Technology Committee (the “Committee”) of the Board to carry out the duties and responsibilities assigned to the Committee by the Board. This charter replaces and supersedes in its entirety any previous charter for the Committee adopted by the Board.

**I. Members of the Committee**

The Technology Committee shall consist of at least a majority of directors who are not employees of the Company.

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 a chairperson is not designated or present, the members of the Committee may designate a chairperson by majority vote of the Committee membership.

The responsibilities of a member of the Committee are in addition to his or her responsibilities as a member of the Board.

**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.

The chairperson and any member of the Committee may, but is not required to, schedule and attend informal meetings between Committee meetings with the Company’s Chief Information Officer.

**III. Purpose, Duties, and Responsibilities**

The primary purposes of the Committee are to serve as a liaison between the Board and management with regard to matters related to information technology and information security

and to review the practices and key initiatives of the Company related to information technology and information security.

The Committee shall have the responsibilities set forth below, in addition to any responsibilities assigned to it by the Board. The Committee is authorized by the Board to make all decisions and determinations and grant all approvals necessary or desirable to carry out these responsibilities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

In discharging its role, the Committee is empowered to make decisions and determinations, to grant approvals, and 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 adequate resources, 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 firm, counsel and other advisers to assist the Committee in carrying out its activities, who shall be accountable ultimately to the Committee.

*A. The Committee's responsibilities relating to information technology and information security are set forth below:*

1. The Committee shall, in conjunction with the Board, ensure that the Company has a comprehensive written information security program that has appropriate administrative, technical and physical safeguards based on the size, complexity, nature and scope of the Company's operations and meets applicable regulatory requirements.
2. The Committee shall, in conjunction with the Board, review and evaluate the Company's significant technology plans, policies and strategies, including its significant research and development initiatives, as well as significant technical and market risks associated with product development and investment.
3. The Committee shall, in conjunction with the Board, review and evaluate all major technology expenditures.
4. The Committee shall review the significant policies of the Company related to information technology and information security.
5. The Committee shall review future trends in technology that may affect the Company's strategic plans, including monitoring of overall industry trends.
6. The Committee shall make recommendations to the Board regarding the appointment, replacement, reassignment or dismissal of the Company's Chief Information Security Officer and shall take steps that are reasonable or necessary to ensure that the compensation and benefits allocated to the Chief Information Security Officer are not subject to modification or termination without the consent of the Committee.
7. The Committee shall periodically receive reports from the Company's Chief Information Security Officer concerning the status of the Company's information security program and other related matters.

8. The Committee shall periodically review the activities, organizational structure and qualifications of the Chief Information Security Officer and make recommendations to the Board. The Committee shall make recommendations to the Board regarding the approval of the Chief Information Security Officer's plan, budget and resource plan.
9. The Committee shall periodically review with the Chief Information Security Officer the budget, staffing and responsibilities of his or her department.
10. The Committee shall periodically make appropriate inquiries of management and the Chief Information Security Officer regarding any significant difficulties, disagreements with management or scope restrictions encountered in the course of his or her work.
11. The Committee shall perform any other activities consistent with this charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
12. The Committee shall report to the Board on the significant items covered at each Committee meeting.

*B. The Committee's responsibilities 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.