

**GLOBAL PAYMENTS INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

Effective October 26, 2018

The Board of Directors (the “Board”) of Global Payments Inc. (the “Company”) has established the Governance and Nominating 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 members of the Committee shall be appointed from time to time, but at least annually, by the Board. Any vacancy on the Committee shall be filled, and any member of the Committee may be removed at any time with or without cause, by an affirmative vote of a majority of the Board. The chairperson of the Committee shall be appointed by the Board. 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 Committee shall consist of directors all of whom, in the judgment of the Board, are “independent” in accordance with the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.

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. Meetings

The Committee shall meet at least two times each year and additionally as circumstances dictate. 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 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.

The Committee's oversight functions are set forth below:

1. The Committee shall discuss, evaluate and recommend the director nominees (including incumbent directors) for approval by the Board and election by the shareholders.
2. The Committee shall identify, consider and recommend candidates to fill new or vacant positions on the Board. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm fees and other retention terms. The Committee shall consider candidates for director who are recommended by other members of the Board or by management, as well as those identified by any outside consultants who are periodically retained by the Committee to assist in identifying possible candidates. The Committee will evaluate potential nominees for open Board positions suggested by shareholders on the same basis as all other potential nominees provided that such shareholder is nominated in accordance with the then current policy.
3. The Committee shall conduct the appropriate and necessary inquiries into the backgrounds and qualifications of potential director candidates.
4. The Committee shall evaluate the "independence" of directors and director nominees against the requirements of the NYSE, Section 10A(m)(3) of the Exchange Act (when applicable) and the rules and regulations promulgated thereunder and shall recommend to the Board for approval the "independence" of such directors or director nominees, and consider questions of possible conflicts of interest of Board members and of the Company's executive officers.
5. The Committee shall periodically review and recommend changes to the established criteria for Board membership.
6. The Committee shall annually review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons.
7. The Committee shall periodically review and reassess the Company's Corporate Governance Guidelines, which shall include, without limitation, procedures for

shareholders and other interested parties to communicate with the Board, and recommend any changes to the Board.

8. The Committee shall periodically review and reassess the Company's Codes of Ethics for directors, senior financial officers and employees, recommend any changes to the Board, review any requested waivers to such Codes of Ethics and make recommendations to the Board in connection therewith.
9. The Committee shall periodically review and recommend to the Board the form and amount of director compensation and shall have the authority to engage any adviser in connection with such review. With respect to any adviser who has been engaged by the Committee to provide advice on the amount or form of director compensation, the Committee shall review and consider for approval any engagement of such adviser to provide any other services to the Company. The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in the NYSE rules. Nothing in this paragraph shall require the Committee to make a determination that any adviser that the Committee selects or desires to select is independent.
10. The Committee shall review and reassess the Company's protective measures, as it deems necessary.
11. The Committee shall conduct an annual self-assessment relative to the Committee's purpose, duties and responsibilities set forth herein and develop and oversee a process for annual self-assessment of the Board and its other committees. The Committee shall review the self-assessment evaluations of the Board and the other committees of the Board.
12. The Committee shall periodically review and reassess the adequacy of this charter and recommend any changes to the Board.
13. The Committee shall consider other matters of corporate governance and to perform such other tasks as it deems appropriate and consistent with the duties hereunder and such other functions as are required by law, the Company's Articles of Incorporation or its Bylaws, or requested by the Board.
14. The Committee shall report regularly to the Board on the Committee's activities.