



TOTAL SYSTEM SERVICES, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PURPOSE

The purpose of the Corporate Governance and Nominating Committee shall be to assist the Board by:

- Identifying qualified individuals to become Board members;
- Recommending to the Board the director nominees for each annual meeting of shareholders and director nominees to be elected by the Board to fill interim director vacancies;
- Overseeing the annual review and evaluation of the performance of the Board and its committees; and
- Developing and recommending to the Board corporate governance guidelines.

COMPOSITION OF COMMITTEE

The Committee shall be composed of three or more members of the Board of Directors each of whom is determined by the Board of Directors to be independent as defined by the New York Stock Exchange Listing Standards. The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Board of Directors taking into consideration the recommendation of the Corporate Governance and Nominating Committee. Committee members shall serve until they are replaced, they resign, or their successors are duly elected and qualified.

STRUCTURE AND OPERATIONS

The Committee shall meet as often as the Committee considers appropriate, but no fewer than two times annually. The Committee Chair will report the highlights of Committee meetings to the full Board at the Board's next regularly scheduled meeting. Except to the extent prohibited by NYSE rules or other applicable law or regulation, the Committee may delegate matters within its power and responsibility to individuals or subcommittees when it deems appropriate.

OUTSIDE ADVISORS

The Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention. In addition, the Committee shall have the authority to retain, and to approve the fees payable to, outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.

DUTIES AND RESPONSIBILITIES - NOMINATING

The Committee shall have the responsibility for:

1. Conducting studies of the size and composition of the Board of Directors from time to time and reviewing with the Board the criteria for Board membership.
2. Identifying and evaluating the qualifications of individuals for consideration as director candidates. The Committee shall also reconsider and reassess the contributions of those directors eligible for reelection. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors and criteria it considers appropriate, which will include:
 - Whether the director/potential director possesses personal and professional integrity, sound judgment, forthrightness and has sufficient time and energy to devote to the affairs of the Company;
 - Whether the director/potential director possesses a willingness to challenge and stimulate management and the ability to work as part of a team in an environment of trust;
 - The extent of the director's/potential director's business, educational, governmental, non-profit or professional acumen and experience;
 - Whether the director/potential director assists in achieving a mix of Board members that represents a diversity of background, perspective and experience, including with respect to age, gender, race, place of residence and specialized experience;
 - Whether the director/potential director meets the independence requirements of the NYSE Listing Standards (where independence is desired);
 - Whether the director/potential director has the financial acumen or other professional or business experience relevant to an understanding of the Company's business;
 - Whether the director/potential director, by virtue of particular technical expertise, experience or specialized skill relevant to the Company's current or future business, will add specific value as a Board member;
 - The extent of the director's/potential director's ownership of shares of the Company or willingness to become an owner of shares consistent with the Company's Director Stock Ownership Guidelines;
 - Whether the director/potential director is free from conflicts of interest with the Company; and
 - Any factors related to the ability and willingness of a new director to serve, or an existing director to continue his/her service.

3. Recommending to the Board nominees for election as members of the Board of Directors at the annual meeting or any director nominees to be elected by the Board to fill interim director vacancies.
4. Reviewing and considering director candidates submitted by shareholders.

DUTIES AND RESPONSIBILITIES - CORPORATE GOVERNANCE

The Committee shall have the responsibility for:

1. Making recommendations to the Board with respect to amendments to the Company's Articles of Incorporation and bylaws.
2. Developing and recommending to the Board for its approval a set of corporate governance guidelines, monitoring compliance with the guidelines and periodically reviewing and recommending to the Board revisions, as appropriate, to the guidelines.
3. Making recommendations to the Board annually as to the independence of directors under the NYSE Listing Standards.
4. Recommending to the Board the directors to be selected for membership on Board committees after taking into consideration the preferences of individual directors.
5. Ensuring that procedures are in place for an annual CEO performance review and annual reviews of succession planning and management development.
6. Recommending to the Board compensation and benefit programs for directors.
7. Recommending to the Board a procedure to be used to conduct, and overseeing the process of conducting, an annual evaluation of the performance of the Board and the Audit, Compensation and Corporate Governance and Nominating Committees.
8. Performing a review and evaluation, at least annually, of the performance of the Committee, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and any revisions that the Committee considers necessary or valuable.
9. Administering the Board's Policy on Related Party Transactions and recommending to the Board revisions, as appropriate, to the Policy.
10. Reviewing on a periodic basis the leadership structure of the Board including whether to separate or combine the CEO and Board Chairman positions as well as whether to have a Lead Director of the Board and making recommendations to the Board with respect thereto, as appropriate.
11. Overseeing the implementation of policies, processes and contribution criteria outlined in TSYS' Political and Legislative Participation Program.
12. Undertaking from time to time additional activities within the scope of the Committee's Charter as it may deem appropriate.