



## Technology Committee Charter

### Purpose

The Technology Committee is appointed by the Board of Directors to assist the Board and Audit Committee in their oversight of TSYS' management of risks regarding technology, information security, disaster recovery, and business continuity, including, but not limited to, risks in these four areas related to hardware, software, personnel, architecture, organizational structure, management, resource allocation, innovation, and research and development (collectively, Technology).

The assessment and management of risks associated with Technology are the responsibility of TSYS' executive management.

The oversight and review of TSYS' executive management's assessment and management of risks associated with Technology are the responsibility of the Technology Committee.

### Composition and Voting

- The Committee shall be comprised of at least three (3) Board members appointed by the Board after considering the recommendation of the Corporate Governance and Nominating Committee. At least one member of the Committee shall also serve as a member of the Audit Committee. The Board shall designate one of the members of the Committee who also serves on the Audit Committee as the Committee's chair (the "Chairman").
- Each Committee member shall satisfy the independence requirements of the New York Stock Exchange.
- A majority of the members of the Committee shall constitute a quorum. Voting on Committee matters brought before the Committee shall be on a one vote per member basis. When a quorum is present, the vote of a majority of the Committee members present shall constitute the action or decision of the Committee.

### Operations

- The Committee shall meet as often as the Committee considers appropriate, but no fewer than four times annually. Meetings shall include any participants the Committee deems appropriate, including, but not limited to, TSYS employees, and shall be of sufficient duration and scheduled at such times and locations as the Committee deems appropriate to discharge properly its responsibilities. A meeting of the Committee may be called by the Chairman or any member of the Committee.
- The Committee may meet in joint session with the Audit Committee from time to time to discuss Technology risks.
- Minutes of its meetings will be approved by the Committee and maintained on behalf of the Committee. Copies of Committee minutes shall be provided to the Audit Committee.
- The Committee shall have direct access to, and complete and open communication with, all TSYS employees and members of management, including, but not limited to, those working with, or responsible for, Technology risks, and may retain independent Technology and other advisors to assist it in the performance of its duties and responsibilities. TSYS executive management shall provide for appropriate funding, as determined by the Committee, for the payment of (i) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities and (ii) compensation to independent and other advisors retained by the Committee.
- The Committee will make regular reports to the Board regarding its activities.
- The Committee shall review and assess annually its performance and report the results to the Board. The Committee shall review and assess annually the adequacy of this charter and, if appropriate, recommend changes to the charter to the Board.

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### Authority, Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

#### *Oversight of Technology Risks*

- To review and discuss with management TSYS' assessment and management of risks associated with Technology.
- To review and discuss with management TSYS' risk appetite and strategy and objectives relating to Technology risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks and strategy and objectives.
- To review and discuss with the Chief Information Security Officer and others as deemed appropriate by the Committee the budget for information technology initiatives.
- To review and discuss compensation for the Chief Information Security Officer with relevant executive management.
- To discuss with the Board on not less than an annual basis the Committee's review and consideration of management's assessment and management of risks associated with Technology, including TSYS' risk appetite and tolerance for Technology risks, and make recommendations to the Board with respect thereto.
- To receive, as and when appropriate, reports and recommendations from the Chief Information Security Officer and his or her designees, the Chief Risk, Privacy and Compliance Officer and/or his or her designees and other members of TSYS executive management regarding Technology risks.

#### *Other Authority*

- To make recommendations to the Audit Committee and/or the Board with respect to any of the above and other matters related to Technology risks, as deemed necessary or appropriate.
- To perform such other duties and responsibilities as may be delegated to the Committee by the Board.



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AFRICA +27 21 5566392	ASIA-PACIFIC +603 2173 6800	COMMONWEALTH OF INDEPENDENT STATES +7 495 287 3800	EUROPE +44 (0) 1904 562000	INDIA & SOUTHEAST ASIA +911204191000	MIDDLE EAST +971 (4) 391 2823	NORTH & CENTRAL AMERICA, MEXICO & THE CARIBBEAN +1.706.644.3819	SOUTH AMERICA +1.706.644.3819
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