



## **Audit Committee Charter**

### **Purpose**

The primary function of the Audit Committee (the "Committee") is to provide independent review and oversight of the Corporation's accounting and financial reporting processes and financial statements, the system of internal controls that management and the Board of Directors have established, the audit process and results of operations of the Corporation and its financial condition. In doing so, it is the responsibility of the Committee to provide an open avenue of communication between the Board of Directors, management, Fiserv Corporate Audit Services and the independent registered public accounting firm (the "independent auditor").

### **Membership**

The membership of the Committee shall consist of at least three directors, each of whom meet the independence and experience requirements of Nasdaq Marketplace Rules, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the Securities Exchange Commission (the "SEC"). The Corporation shall endeavor to have at least one member of the Committee who is an "audit committee financial expert" as defined under Item 407(d)(5) of SEC Regulation S-K and must have at least one member of the Committee who, in accordance with Nasdaq Marketplace Rules, has past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Members shall be appointed by the Board based on the recommendation of the Nominating and Corporate Governance Committee and subject to the Corporation's by-laws. Individuals appointed to the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

### **Meetings**

The Committee shall meet on a regularly scheduled basis. Additional meetings may occur as the Committee or its Chair deems advisable. Attendance and participation may be in person or telephonic. The Committee may ask members of management or others to attend the meeting. The Committee shall meet with the Chief Audit Executive, the independent auditor and management to discuss any matters that the Committee or these groups believe should be discussed with the Committee. The CFO, Chief Audit Executive and Chief Accounting Officer will meet with the Committee prior to filing each Form 10-Q and Form 10-K to review the reports and to make such changes as are deemed appropriate. An agenda will be published prior to each meeting and minutes will be prepared reflecting the action taken at each meeting.

### **Committee Responsibilities**

#### **General**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the financial statements or disclosures of the

Corporation are accurate, complete and in accordance with generally accepted accounting principles. The Audit Committee shall monitor that the Corporation is complying with law and business ethics, as well as the Corporation's conflict of interest policies.

### **Oversight of Independent Auditor**

- Selection, Reporting and Compensation — The Committee shall be directly and solely responsible for the appointment, compensation, retention, termination and oversight of the work of any independent auditor retained by the Corporation for the purpose of preparing or issuing an audit report or performing related work. The independent auditor is ultimately accountable and reports directly to the Committee. The Committee's specific duties include, but are not limited to, the following matters:
  - Approving all audit and permitted non-audit engagement fees and terms of the independent auditor;
  - Monitoring integrated audit results;
  - Reviewing auditor performance;
  - Resolving disagreements between management and the independent auditor regarding financial reporting;
  - Reviewing accounting policies and disclosures; and
  - Ensuring proper rotation of audit partners, as required by SEC rules.
- Independence — On a periodic basis, the Committee shall ensure the independence of the Corporation's independent auditor by: obtaining documentation from the independent auditor stating its independence from the Corporation in compliance with Public Company Accounting Oversight Board standards; actively engaging in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity or independence of the independent auditor; and taking, or recommending that the Board of Directors take, appropriate action to oversee the independence of the independent auditor.
- Preapproval of Service — In considering whether the non-audit services the Corporation receives from its independent auditor are compatible with maintaining the independence of the independent auditor, all auditing services must be pre-approved by the Committee, subject to de minimis exceptions permitted by Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit. Permitted non-audit services to be performed by the independent auditor must also be pre-approved by the Committee. Approval of non-audit services to be performed by the independent auditor must be disclosed in the Corporation's Form 10-K and proxy statement in accordance with SEC rules. The Committee may form, and delegate authority to, subcommittees consisting of one or more members when appropriate to grant such pre-approvals, provided that decisions of such subcommittee to grant pre-approvals are presented to the full Committee at its next scheduled meeting. The Committee may also pre-approve audit and permitted non-audit services pursuant to pre-approval policies and procedures established by the Committee, provided such policies and procedures are detailed as to the particular service and do not include delegation of the Committee's responsibilities to management.
- Review Scope of Services — The Committee shall review with the Chief Audit Executive and the independent auditor the coordination of audit effort to assure completeness of coverage of key business controls and risk areas, reduction of redundant efforts, and the effective use of audit resources.

- Obtain and Review Report from Independent Auditor — The Committee shall obtain a report, at least annually, from the independent auditor describing: (a) the independent auditor's quality control procedures; (b) any material issues arising from the most recent internal quality control review, peer review, or inquiry or investigation by governmental or regulatory authorities within the past five years; and (c) all relationships between the independent auditor and the Corporation.
- Discuss Auditor Comments and Recommendations — The Committee shall meet with the independent auditor to review its comments and recommendations with respect to: internal accounting controls; audit difficulties, including scope restrictions or significant disagreements with management; the effect of regulatory and accounting initiatives, as well as off balance sheet structures; and other matters relating to the accounting procedures and records of the Corporation and consideration given or corrective action taken by management.

### **Review of Financial Statements and Disclosures**

- Review of Financial Statements — The Committee shall review and discuss the financial statements with management and the independent auditor, including interim financial statements and annual financial statements, and the independent auditor's report with respect to the Corporation's financial statements.
- Communications with the Auditor — The Committee shall review and discuss with the independent auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC.
- Review of Disclosures — The Committee shall review disclosures made to the Committee by the Corporation's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting or any fraud, whether or not material, involving management or other employees who have a significant role in the Corporation's internal control over financial reporting.
- Recommendations — The Committee shall recommend to the Board of Directors whether the audited financial statements should be included in the Annual Report on Form 10-K.
- Earnings Releases — The Committee shall discuss with management the Corporation's earnings press releases, including the use of non-GAAP information, as well as the Corporation's earnings guidance. Such discussion may be general consisting of discussing the types of information to be disclosed and the types of presentations to be made.

### **Internal Audit**

- Personnel; Organizational Structure — Review and advise on the selection and removal of the Chief Audit Executive. Review and approve the Chief Audit Executive's compensation. Review the activities and organizational structure of the internal audit function and the qualifications of its personnel.
- Findings and Performance — Consider and review with management and the Chief Audit Executive significant findings during the year and management's responses thereto, including the timetable for implementation of the recommendations to correct weaknesses in internal control. Periodically review, with the Chief Audit Executive, any significant difficulties, disagreements with management or scope restrictions encountered in the course of the function's work.
- Function Review — Review with the Chief Audit Executive the internal audit function's responsibility, budget and staffing.

## Review of Internal Reports and Processes

- Review of Risk — The Committee shall inquire of management, the Chief Audit Executive, and the independent auditor about significant risks or exposures, including financial risks such as those associated with settlement, fraud, derivatives, currency exposure, interest rate hedging and other investment strategies, and assess the steps management has taken to address such risks. The Technology Risk Committee is responsible for assisting the Board of Directors in its review of information technology security, risk and other similar matters. To the extent any of those risks present significant financial exposure, the Technology Risk Committee shall inform the Committee.
- Oversight of Corporation's Internal Control Process — The Committee shall coordinate the Board of Director's oversight of the Corporation's significant internal control process, including: the process of preparing the interim and annual financial results; disclosure controls and procedures; corporate audit function; and code of business conduct and ethics. As and when required by SEC rules, obtain, on a quarterly basis, reports from management regarding its evaluation of the Corporation's disclosure controls and procedures and internal control over financial reporting. As and when required by SEC rules, obtain, on an annual basis, the independent auditor's attestation report on management's assessment of the Corporation's internal control over financial reporting.
- Review Legal and Regulatory Issues — The Committee shall review and consider legal and regulatory matters, including but not limited to the Corporation's compliance with Federal consumer financial laws, that may have a material impact on the financial statements, related compliance policies, and programs and reports received from regulators; and reports of evidence of material violations of securities laws or breaches of fiduciary duty or similar violations by the Corporation provided to the Committee by legal counsel.
- Related Person Transactions — The Committee shall consider and approve all related person transactions as required by Nasdaq Marketplace Rules and the Corporation's Policy Regarding Approval of Related Person Transactions.
- Procedures for Raising Issues — The Committee must establish procedures for: the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submissions by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- Derivative Transactions — Annually, the Committee shall review and approve the Corporation's decision to enter into swaps and other derivatives transactions that are exempt from exchange-execution and clearing under "end-user exception" regulations established by the Commodity Futures Trading Commission.

## Other Responsibilities

- Audit Committee Financial Expert — The Committee shall determine annually which of its members is an "audit committee financial expert" under Item 407(d)(5) of SEC Regulation S-K.
- Investigations — The Committee has the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall have unrestricted access to members of management and all information relevant to its responsibilities.
- Hiring Policies — The Committee shall ensure that management has established policies regarding the hiring of employees or former employees of the Corporation's independent auditor to ensure the auditor remains independent.

## **Committee Reports**

The Committee shall make the following reports:

- An annual audit committee report for inclusion in the Corporation's annual proxy statement in accordance with applicable SEC rules and regulations.
- An annual performance evaluation of the Committee's performance relative to the requirements of this Charter. The performance evaluation should also include recommendations to the Board for any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.
- Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.
- Written minutes, which shall be presented to the Board at the next Board meeting.
- Reports of material matters regarding the Corporation's compliance with Federal consumer financial laws to the Board.

Other than the written minutes provided to the Board, reports to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make a report.

### **Resources and Authority of the Committee**

The Committee shall be empowered to retain independent counsel, accountants, and other advisors as it determines necessary to carry out its duties, including to assist it in the conduct of any investigation. The Corporation shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board of Directors, for payment of: compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; compensation to any advisors employed by the Committee; and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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