

**FIDELITY NATIONAL INFORMATION SERVICES, INC.
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

I. Purpose and Authority.

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Fidelity National Information Services, Inc. (the “Company”) is primarily to advise and assist the Board with respect to the Company’s corporate governance matters, Board and committee organization, membership and function, and to oversee the evaluation of the Board and management. The Committee is also responsible for identifying and recommending to the Board qualified individuals to be nominated for election as directors.

In the performance of its duties, the Committee has the authority to access such resources from within the Company or from external sources as the Committee may determine to be advisable, including legal counsel, search firms and consultants, and to agree to such fees and other retention terms with any provider of services to the Committee as the Committee may deem necessary. The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms.

II. Composition.

The Committee shall consist of two or more directors, as determined by the Board from time to time. The members and the chairperson of the Committee shall be appointed and removed by the Board, acting upon the recommendation of the Corporate Governance and Nominating Committee.

Each member of the Committee shall be independent in accordance with the requirements of applicable law and the New York Stock Exchange.

III. Meetings.

The Committee shall meet at least two times per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. A majority of the members of the Committee present at a meeting shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a duly convened meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

The chairperson shall preside at all meetings of the Committee and shall set the agenda. In the absence of the chairperson at a duly convened meeting, the Committee shall select a member of the Committee to serve as chairperson of the meeting. The chairperson shall report the Committee’s actions, recommendations and findings to the Board at the next regularly scheduled Board meeting following a Committee meeting.

The Committee may, in its discretion, delegate all or a portion of its authority to one or more subcommittees or individual members of the Committee as the Committee deems

appropriate. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.

IV. Specific Duties and Responsibilities.

The specific duties and responsibilities of the Committee include:

1. Develop and recommend to the Board a set of Corporate Governance Guidelines and to review the Guidelines annually and recommend to the Board any changes to the Guidelines the Committee may deem appropriate.
2. Develop and review annually the criteria for the selection of qualified directors to the Board, and recommend such criteria to the Board.
3. Identify individuals believed to be qualified to serve as Board members and recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In selecting or recommending candidates, the Committee shall take into consideration the director criteria approved by the Board and such other factors as it deems appropriate. The Committee shall consider all candidates recommended by the Company's shareholders in accordance with the procedures set forth in the Company's Bylaws. The Committee may consider candidates proposed by management, but is not required to do so.
4. Make recommendations to the Board regarding the size, composition and structure of the Board and its committees.
5. Review the independence of each director in light of the independence criteria of the New York Stock Exchange and any other independence standards applicable to directors, and make a recommendation to the Board with respect to each director's independence.
6. Identify and recommend to the Board the directors qualified to fill vacancies on any committees of the Board. In recommending a director for committee membership, the Committee shall consider any criteria approved by the Board, and the duties and responsibilities of the committee, as set forth in its charter, and any other factors the Committee deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
7. Oversee the evaluation of the performance of the Board and its committees and individual directors on a continuing basis and assist the Board in conducting an annual self-evaluation.
8. Review and make a recommendation with respect to any director's resignation offered due to a change in the director's employment or status or development of a conflict of interest or for other reasons, including a failure to obtain the votes necessary for reelection pursuant to the Company's Articles of Incorporation or Bylaws.

9. Work with the Board and management with respect to new director orientation and continuing education for directors.
10. Make recommendations to the Board regarding other matters relating to Board policies and practices as the Committee deems appropriate.
11. Conduct an annual evaluation of the Committee's performance and shall report to the Board the results of its self-evaluation. As part of its self-evaluation process, the Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board. The Committee may recommend amendments to this Charter at any time and submit amendments for approval to the Board.
12. Provide oversight with respect to the Company's environmental, corporate social responsibility and corporate governance programs.
13. Review any proposals submitted by shareholders for action at the annual meeting of shareholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
14. Perform any other activities in its discretion that are consistent with this Charter, the Company's Articles and Bylaws, any governing law, or as the Board determines necessary or appropriate.

Last Reviewed on January 29, 2020