

FIDELITY NATIONAL INFORMATION SERVICES, INC.

AUDIT COMMITTEE CHARTER

I. Purpose.

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Fidelity National Information Services, Inc. (the “Company”) is primarily to provide independent review and oversight of the Company’s accounting and financial reporting processes, financial statements, internal controls over financial reporting, audit processes and financial results of the Company’s operations.

The Committee is responsible for assisting the Board's oversight of (1) the quality and integrity of the Company's financial statements and related disclosures, (2) the Company's compliance with legal, tax and regulatory requirements, (3) the independent registered public accounting firm's qualifications and independence, and (4) the performance of the Company's internal audit function, internal controls over financial reporting, and independent registered public accounting firm. The list of duties set forth in this Charter is not exhaustive, and the Committee may perform such other functions as may be necessary or appropriate for the performance of its oversight function.

II. Composition.

The Committee shall consist of three 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 meet all applicable independence, financial literacy and other requirements of applicable law and the New York Stock Exchange. At least one member of the Committee shall qualify as an "audit committee financial expert" as defined by the Securities and Exchange Commission. Committee members should generally not serve on more than two public company audit committees in addition to this Committee, unless the Board determines that such simultaneous service would not impair such director’s ability to effectively serve on this Committee.

III. Meetings.

The Committee shall meet at least six 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 invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee shall meet periodically in separate sessions with

management, the internal auditors and the independent registered public accounting firm, when and as it deems appropriate.

The Committee chairperson may liaise with the chairperson of the Risk and Technology Committee to assist the Committee in its review of the Company's financial and compliance risks. The Committee chairperson may liaise with the chairperson of the Risk and Technology Committee, at his or her discretion, to organize and conduct joint meetings of the two committees on topics of common interest.

The Committee may, in its discretion, delegate all or a portion of its authority to subcommittees or individual members of the Committee as it deems appropriate. In discharging its oversight role, the Committee shall have full access to all Company books, records, facilities and personnel. The Committee has the authority to retain counsel, auditors or other advisors, in its sole discretion, 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 also has the authority to incur such administrative expenses as are necessary to carry out its duties.

The Committee shall conduct an annual evaluation of its 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.

IV. Specific Duties and Responsibilities.

The specific duties and responsibilities of the Committee include:

Independent Registered Public Accounting Firm's Qualifications and Independence

1. The Committee shall be directly responsible for the appointment, retention, compensation and oversight of the work of the independent registered public accounting firm employed by the Company (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or permitted related work. The independent registered public accounting firm shall report directly to the Committee.
2. The Committee shall have the sole authority to preapprove any audit and non-audit services to be provided by the independent registered public accounting firm, and to adopt policies and procedures in connection therewith. The lead audit partner shall advise the Committee if any of the audit team members receive any discretionary compensation from the independent registered public accounting firm with respect to non-audit services performed by it.
3. The Committee shall obtain and review with the lead audit partner and either the concurring or reviewing partner or other senior member of the audit engagement team of the independent registered public accounting firm, annually or more frequently as the Committee considers appropriate, a report by the independent registered public accounting firm describing: the independent registered public accounting firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting firm, or by any inquiry, review or investigation by governmental, professional or other regulatory authorities, within the preceding five years, respecting independent audits carried out by the independent registered public accounting firm, and any steps taken to deal with these issues; and (to assess the independent

registered public accounting firm's independence) all relationships between the independent registered public accounting firm and the Company. The Committee shall, in addition to assuring the regular rotation of the lead (or coordinating) audit partner and the engagement quality control reviewing partner, consider whether there should be regular rotation of the audit firm.

4. The Committee shall review the experience, qualifications and performance of the senior members of the independent registered public accounting firm's audit team.

5. The Committee shall establish policies for the hiring of any employee or former employee of the independent registered public accounting firm. The Committee shall preapprove the hiring of any employee or former employee of the independent registered public accounting firm who was a member of the Company's audit team during the preceding three fiscal years. In addition, the Committee shall preapprove the hiring of any employee or former employee of the independent registered public accounting firm (within the preceding three fiscal years) for the following positions within the Company, regardless of whether that person was a member of the Company's audit team: Officer or Executive Officer, each as defined under applicable federal securities laws (other than the corporate secretary), or any person who has direct responsibility for oversight over those who prepare the Company's financial statements and related information (e.g., "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A")).

Financial Statements and Related Disclosure

6. The Committee shall review with management and the independent registered public accounting firm the annual audited financial statements, the quarterly financial statements, and any internal control matters requiring attention, including the Company's disclosures under MD&A, before the filing of the Company's Form 10-K and Form 10-Q.

7. The Committee shall review with management earnings press releases before they are issued. The Committee shall review generally with management the nature of the financial information and earnings guidance provided to analysts and rating agencies.

8. The Committee shall review with the independent registered public accounting firm: (a) the overall audit strategy, timing of the audit, and significant risks, (b) the results of the audit, including: (i) all significant accounting policies and practices to be used by the Company in preparing its financial statements, (ii) all critical accounting policies and practices to be used by the Company in preparing its financial statements, (iii) all critical accounting estimates developed by management in preparing its financial statements, (iv) significant unusual transactions, (v) the independent registered public accounting firm's evaluation of the quality of the Company's financial reporting, including new accounting pronouncements and all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm, (c) other information in documents containing audited financial statements, if any, (d) difficult or contentious matters for which the auditor consulted, if any, (e) management consultations with other accountants, if any, (f) going concern, if applicable, (g) uncorrected and corrected misstatements, if any, (h) material written communications between the independent registered public accounting firm and management, (i) departures from the auditor's standard report, if any, (j) disagreements with management, if any, (k) difficulties encountered in performing the audit, if any, and (l) other relevant matters, as applicable.

9. The Committee shall review with management, and any outside professionals as the Committee considers appropriate, the effectiveness of the Company's disclosure controls and procedures.

10. The Committee shall review with management, and any outside professionals as the Committee considers appropriate, important trends and developments in financial reporting practices and requirements and their effect on the Company's financial statements.

11. The Committee shall prepare the audit committee report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Internal Audit, Audit Planning and Internal Controls

12. The Committee will be responsible for the selection, evaluation and removal of the head of the internal audit function ("Chief Audit Executive"). The Chief Audit Executive will report, both functionally and administratively, directly to the Committee, and, on an annual basis, the Committee will review the performance of the Chief Audit Executive and determine changes to his/her compensation.

13. The Committee will meet separately with the Chief Audit Executive on a periodic basis to discuss any matter that the Committee or the Chief Audit Executive believes should be discussed privately.

14. The Committee shall review with management, the internal auditor and the independent registered public accounting firm the scope, planning and staffing of the proposed audit for the current year. The Committee shall also review the internal audit function's organization, responsibilities, plans, results, budget and staffing.

15. The Committee shall review with management, the internal auditor and the independent registered public accounting firm the quality, adequacy and effectiveness of the Company's internal controls and any significant deficiencies or material weaknesses in internal controls.

Compliance with Legal and Regulatory Requirements

16. The Committee shall review with management, and any internal or external counsel as the Committee considers appropriate, any legal matters (including the status of pending litigation) that may have a material impact on the Company and any material reports, correspondence or inquiries from the U.S. Securities and Exchange Commission or other regulatory or governmental agencies.

17. The Committee shall review with the Chief Compliance Officer, Chief Tax Officer and/or the Chief Legal Officer the adequacy and effectiveness of the Company's procedures to ensure compliance with its legal, tax and regulatory responsibilities. The Committee shall also review the Company's compliance organization, responsibilities, plans, results and staffing.

18. The Committee shall ensure that management establishes procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or potential violations of law and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or potential violations of law, whether through the Company's help line or otherwise.

19. The Committee shall review requests for and determine whether to grant or deny waivers of the Company's Code of Business Conduct and Ethics applicable to senior financial and executive officers, and shall also monitor the Company's activities to enforce compliance with the Code of Business Conduct and Ethics. The Committee shall also review and approve all transactions to which the Company is a party and in which any Company director and/or executive officer has a direct or

indirect material interest (other than an interest arising solely as a result of their position as a director or executive officer of the Company).

20. The Committee shall obtain reports from management, the internal auditor and the independent registered public accounting firm regarding compliance with all applicable legal and regulatory requirements, including the Foreign Corrupt Practices Act.

V. Clarification of Audit Committee's Role.

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to maintain adequate internal controls over financial reporting and prepare consolidated financial statements in accordance with applicable law and regulations and of the Company's independent registered public accounting firm to audit those financial statements. It is not the responsibility of the Committee to duplicate the activities of management or the independent registered public accounting firm or to provide expert or special assurance as to, or otherwise certify, the Company's financial statements or internal controls, the independent registered public accounting firm's work or compliance of the financial statements with GAAP. The Committee fulfills its oversight role on the basis of the information it receives from management and the independent registered public accounting firm. Therefore, in carrying out its oversight responsibilities, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the financial and other information provided to the Committee by such persons or organizations.

Last Reviewed on January 29, 2020