

Nominating & Corporate Governance Committee  
Charter  
of  
Euronet Worldwide, Inc.

as amended by  
the Board of Directors of  
Euronet Worldwide, Inc.  
on February 20, 2013

## **I. COMMITTEE PURPOSE**

The Nominating and Corporate Governance Committee (the "Committee") will (1) identify individuals qualified to become members of the Board of Directors (the "Board") of Euronet Worldwide, Inc. (the "Company"), and recommend to the Board proposed nominees for Board membership, (2) recommend to the Board directors to serve on each standing committee of the Board, (3) lead the Board in its annual evaluation of the Board's performance, (4) develop and recommend to the Board a set of corporate governance guidelines (the "Corporate Governance Guidelines") and assist the Board in the oversight of the Corporate Governance Guidelines, and (5) in general, take a leadership role in shaping the corporate governance of the Company.

## **II. PRINCIPAL COMMITTEE RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee:

1. Develops and recommends to the Board a set of Corporate Governance Guidelines applicable to the Company and to the Board, to be reviewed periodically.
2. Periodically reviews the Certificate of Incorporation and Bylaws of the Company and makes recommendations to the Board as they relate to corporate governance matters.
3. Evaluates and recommends an independent director to be selected by the independent members of the Board to serve as Lead Independent Director.
4. Evaluates, in consultation with the Chairman of the Board and the Lead Independent Director, the current composition, size, role and functions of the Board and its committees to oversee successfully the business and affairs of the Company in a manner consistent with the Company's Corporate Governance Guidelines, and makes recommendations to the Board for approval with respect thereto.
5. Determines, in consultation with the Chairman of the Board and the Lead Independent Director, director selection criteria consistent with the Company's Corporate Governance Guidelines, and conducts searches for prospective directors whose skills and attributes reflect these criteria.
6. Evaluates, in consultation with the Chairman of the Board and the Lead Independent Director, nominees, including nominees nominated by shareholders, and recommends nominees to be nominated by the independent members of the Board for election to the Board.
7. Evaluates, in consultation with the Chairman of the Board and the Lead Independent Director, and makes recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs consistent with the Company's Corporate Governance Guidelines.
8. Determines the methods and execution of the annual evaluations of the Board's and each Board committee's effectiveness and, together with the Lead Independent Director as

approved by the Committee, oversees and supports the annual performance evaluation process.

9. Evaluates and makes recommendations to the Board, in accordance with the Company's Corporate Governance Guidelines, regarding (i) director retirements, (ii) director renominations, (iii) directors' changes in circumstances, and (iv) policies concerning director tenure, retirement and succession.
10. Reviews the qualifications and performance of incumbent directors in determining whether to recommend them for re-election to the Board. In making this determination, the Committee will consider, among other things, the director's attendance, involvement and contributions to the effectiveness of the Board. When necessary or appropriate, the Committee will recommend to the Board removal of a member of a Board committee.
11. Oversees the orientation of newly elected directors. Orientation should provide the new director with a basic understanding of the Company's operations, mission and objectives.
12. Reviews and makes recommendations to the Board regarding policies relating to directors' compensation, to the extent consistent with the Company's Corporate Governance Guidelines and the Charter of the Compensation Committee.
13. Annually evaluates the Committee's performance.
14. Performs any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, as amended from time to time, and any governing law, as the Board considers appropriate and delegates to the Committee.

### **III. COMMITTEE COMPOSITION**

The Committee will be comprised of at least three members. All members of the Committee must satisfy, at a minimum, the independence requirements of the listing standards of the Nasdaq Global Select Market and the other director qualification standards set forth in the Company's Corporate Governance Guidelines.

### **IV. COMMITTEE MEETINGS**

The Committee will meet as required to fulfill its responsibilities set forth in this Charter. The Chairperson shall preside over all meetings of the Committee, except that if the Chairperson is absent from a meeting, the Committee may, by majority vote of those members present, designate one of its members to serve as acting Chairperson for the meeting. The Committee shall meet at least once annually upon the call of the Chairperson or the Chairman of the Board and at such other times as the Chairperson deems appropriate or as required by law or applicable rules and regulations. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee may meet in person or telephonically. The Committee shall establish its own rules of procedure, which shall be consistent with the Bylaws

of the Company and this Charter. The Chairperson or a majority of the members of the Committee may call a special meeting of the Committee.

## **V. APPOINTMENT AND REMOVAL**

Members of the Committee shall be appointed by the Board and shall generally serve until their successors shall be duly appointed and qualified. The Committee shall recommend, and the Board shall designate, one member of the Committee as Chairperson. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be duly appointed and qualified. The Board may remove Committee members at any time, with or without cause, by a majority vote. The Board will fill any vacancy on the Committee. During a vacancy on the Committee, the remaining members will have full power to act as the Committee. A member of the Committee shall be deemed to have resigned from the Committee at such time that the member shall have been removed from the Board or such member shall have resigned or otherwise terminated his or her membership of the Board. A member of the Committee shall also be deemed to have resigned from the Committee at such time that a majority of the Board determines that such member of the Committee is no longer an independent director of the Board.

## **VI. SUBCOMMITTEES**

As permitted by law or any applicable listing standards, the Committee may delegate its duties and authority to one or more members or subcommittees as it deems appropriate.

## **VII. DIRECTOR QUALIFICATIONS**

In selecting nominees for the Board, the Committee shall take into account the qualifications set forth in the Company's Corporate Governance Guidelines.

## **VIII. SEARCH FIRMS**

The Committee shall have the sole authority to retain any search firm or other consultant, expert or advisor that it may deem necessary or helpful to the Committee in the performance of its duties, and shall have sole authority to terminate any party thus retained. The Committee also shall have sole authority to approve the fees and other terms of engagement of any such party. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

## **IX. RELIANCE ON OTHERS**

Unless the committee member has knowledge that makes reliance unwarranted, the Committee members, in discharging their duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the Committee members believe in good faith to be reliable and competent in the matters presented; (b) legal counsel, independent auditors, or other persons as to matters which the Committee member believes in good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of

which such committee member is not a member if the Committee member believes in good faith that such committee merits confidence.

## **X. CORPORATE GOVERNANCE OVERSIGHT**

1. **Corporate Governance Guidelines.** The Committee shall: (a) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; (b) review and reassess the adequacy of such Corporate Governance Guidelines annually, recommending to the Board any changes deemed appropriate; and (c) generally advise the Board on corporate governance matters.
2. **Policies/Guidelines.** The Committee shall have responsibility for interpretation and enforcement of, monitoring and reviewing compliance with, making recommendations to the Board with respect to changes, alterations and modifications of, and making recommendations to the Board with respect to Corporate Governance Guidelines and other policies, codes and guidelines of the Company relating to Corporate Governance, as the Committee or the Board deems necessary or desirable.

## **XI. ADEQUACY OF CHARTER**

The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval. This Charter will be made available on the Company's website at [www.euronetworldwide.com](http://www.euronetworldwide.com).

## **XII. MINUTES; REPORTS TO BOARD OF DIRECTORS**

The Committee shall keep correct and complete minutes of its proceedings.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting.

## **XIII. ANNUAL EVALUATION OF PERFORMANCE**

At least annually, the Committee shall conduct an evaluation of its performance and this Charter. The Committee shall report its conclusions regarding this evaluation to the Board. The Committee's report should generally include an assessment of its compliance with this Charter, as well as identification of areas in which the Committee could improve its performance.