

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

as amended by
the Board of Directors of
Euronet Worldwide, Inc.
on February 26, 2019

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 proposed by shareholders, and recommends nominees to be nominated by the Board (by separate vote of the independent members of the Board to the extent required by the rules of the Nasdaq Global Select Market) 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.
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, (iv) resignation offers submitted pursuant to the Company's Bylaws by directors not receiving sufficient votes to be re-elected to the Board; and (v) 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 by telephone or video-

conference whereby all members participating in the meeting can hear each other. 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 in accordance with the Company's Bylaws. The Committee may act by consent if all of the members of the Committee consent thereto in writing or by electronic transmission.

V. APPOINTMENT AND REMOVAL

Members of the Committee shall be appointed by the Board and shall serve until their successors shall be duly appointed and qualified or until their earlier resignation, retirement, removal by the Board. Each member of the Committee shall serve at the pleasure and discretion of the Board, and may be replaced or removed by the Board at any time and from time to time in its discretion. The Committee shall recommend, and the Board shall designate, one member of the Committee as Chairperson. If a Chairperson of the Committee is not designated or present, the members of the Committee may designate a Chairperson by majority vote of the Committee.

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. The Company will provide for appropriate funding, as determined by the Committee, for payment of the fees of such service providers and for the ordinary administrative expenses of the Committee.

IX. RELIANCE ON OTHERS

Each member of the Committee, in the performance of such member's duties, shall be fully protected in relying in good faith on the records of the Company and upon such 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, prepared or presented by: (a) one or more officers or employees of the Company; (b) another committee of the Board; or (c) legal counsel, independent auditors, or any other person as to matters which the Committee member believes to be within the professional or expert competence of such person and who has been selected with reasonable care by or on behalf of the Company.

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, and recommend 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.

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.