



Audit Committee Charter

Purpose

The primary function of the Audit Committee (the "Committee") is to provide independent review and oversight of the integrity 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 independent auditors' qualifications and independence, the performance of the Corporation's internal audit function and the Corporation's compliance with legal and regulatory requirements. 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. Individuals appointed to the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Members of the Committee shall not simultaneously serve on audit committees of more than two other public companies without the prior consent of the Board.

Meetings

The Committee shall meet on a regularly scheduled basis. Additional meetings may be called from time to time as deemed necessary by the Committee, or at the request of the Chairman of the Board or the Chief Executive Officer. The Committee may ask members of management or others to attend the meeting. The Committee shall meet separately 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. At each regular meeting, the Committee shall engage with the Chief Audit Executive, the Chief Risk Officer, and other senior management regarding enterprise risk and regulatory compliance. 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. Additionally, the Committee shall meet with the CEO, Chief Legal Officer, and any other management, as appropriate, in connection with other SEC filings, earnings press releases or other corporate communications with material financial

and/or risk-related disclosures. An agenda will be published prior to each meeting, which shall be set by the Chair with input from the other Committee members, the Chairman of the Board and the CEO. Minutes will be prepared reflecting the actions 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 the Corporation's code of conduct and business ethics.

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 other audit, review or attest services for the Corporation. At least annually, the Committee shall assess, among other factors, the performance of the independent auditor and, when evaluating whether to continue to retain the then current independent auditor, the impact of changing the independent auditor. 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 independent auditor performance
 - Resolving disagreements between management and the independent auditor regarding financial reporting
 - Reviewing accounting policies and disclosures
 - Ensuring proper rotation of audit partners, as required by SEC rules
- Independence — On a periodic basis, the Committee shall monitor 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 independent 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. 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 ensure 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: the independent auditor's quality control procedures; any material issues arising from the most recent internal quality control review, peer review, or inquiry or investigation by governmental or professional authorities within the past five years respecting audits carried out by the independent auditor, and any steps taken to deal with any such issues; and 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 problems or difficulties and management's response, including any restrictions on the scope of the independent auditor's activities or on access to requested information or significant disagreements with management; responsibilities, budget and staffing of the internal audit function; 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 and related disclosures with management and the independent auditor, including interim financial statements and annual financial statements, disclosures made in management's discussion and analysis of financial condition and results of operations and the independent auditor's report with respect to the Corporation's financial statements. The Committee shall review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, and major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies; analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the

financial statements; and the effect of regulatory and accounting initiatives, as well as off balance sheet structures on 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 the disclosures made by the Corporation's CEO and CFO during their certification process for the Form 10-K and Form 10-Q regarding 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 and Other Significant Disclosures — The Committee shall discuss with management the Corporation's earnings press releases, including the use of non-GAAP information, the Corporation's earnings guidance, and other significant disclosures, such as the Corporation's corporate social responsibility report.

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 or disagreements with management or scope restrictions encountered in the course of the internal audit function's work.
- Function Review — Review with the independent auditor and the Chief Audit Executive the internal audit function's responsibilities, budget and staffing. Review and approve the internal audit function's Charter annually.

Review of Internal Reports and Processes

- Review and Oversight of Risks — The Committee shall oversee, and inquire of management, the Chief Audit Executive, and the independent auditor about, financial risks and financial reporting matters (including tax, accounting, disclosure controls and procedures, and internal control over financial reporting). In this regard, the Committee shall annually review, jointly with the Risk Committee, the Enterprise Risk Management program of the Corporation including the identification of top risks. The Committee chairperson may consult with the chairperson of any other Board committee, including the Risk Committee, to

organize and conduct joint meetings on topics that are of common interest.

- Oversight of Corporation's Internal Control Process — The Committee shall monitor 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 periodic review and approval of the code of conduct and business ethics. As and when required by SEC rules, obtain 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 the independent auditor's attestation report on management's assessment of the Corporation's internal control over financial reporting.
- Review Legal, Regulatory and Compliance Issues — The Committee shall review and consider legal and regulatory matters that may have a material impact on the Corporation's financial statements; material litigation matters; reports of evidence of material violations of the law or the Corporation's code of conduct and business ethics; and fraud.
- 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, and periodically review and approve, 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 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 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.

Other than the written minutes provided to the Board, reports to the Board may take the form of an oral report by the Chair 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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