



Talent and Compensation Committee Charter

Purpose

The Talent and Compensation Committee (the "Committee") assists the Board of Directors in establishing the compensation philosophy and strategy for the Corporation, determining and implementing compensation policies and programs designed to create long-term value for the Corporation's shareholders, and overseeing the Corporation's human capital management strategy.

Membership

The Committee shall consist of three or more members of the Board, each of whom is "independent" under the of the New York Stock Exchange applicable to compensation committee members and a "non-employee" director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). 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.

Meetings

The Committee shall meet at least three times per year in regular and executive sessions as circumstances require. 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; provided that, the CEO shall not be present during any Committee deliberations or voting on the CEO's compensation. 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. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Committee Responsibilities

The Committee has the following responsibilities:

- In consultation with management, establish and review annually the Corporation's general compensation philosophy and oversee the structure and implementation of compensation programs for senior management.
- Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), assess the achievement of those goals and objectives, evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation based on such evaluation.
- Approve goals and objectives relevant to the compensation of the Corporation's "officers" as defined in Rule 16a-1(f) of the Exchange Act and designated by the Board of Directors (collectively, the "Designated Executives"), assess the performance of the

Designated Executives, and determine and approve their compensation based on such evaluation.

- Review, and where required or advisable, make recommendations to the Board with respect to, the Corporation's incentive compensation and equity plans, including omnibus incentive, employee stock purchase, deferred compensation and 401(k) savings plans, and discharge any administrator or other responsibilities conferred to the Committee by any of these plans.
- Review, assess and approve the benefits programs designed and developed specifically for Designated Executives. Periodically review perquisites for Designated Executives.
- Review and approve severance or similar termination payments proposed to be made to any current or former Designated Executive.
- Review and recommend for Board approval new employment agreements and material modifications to existing agreements for the CEO. Approve key economic employment terms for Designated Executives.
- Review, and monitor compliance by officers and directors with, the Fiserv, Inc. Stock Ownership Guidelines.
- Review and make recommendations to the Board concerning director compensation at least every other year.
- Review and approve the inclusion of the Compensation Discussion and Analysis (CD&A) in the Corporation's annual proxy statement.
- Establish a procedure to assess material risks arising from the Corporation's compensation policies and practices.
- Oversee the Corporation's compliance with applicable rules and regulations with respect to compensation matters and its policies on structuring compensation programs to preserve tax deductibility.
- Administer the Company's Compensation Recoupment Policy or any similar compensation recoupment or clawback policy.
- Review the Corporation's succession planning process for the senior management of the Corporation.
- Review the Corporation's programs and policies relating to equal opportunity.
- Review the Corporation's programs relating to talent engagement, including recruiting, development, and retention.
- Review and consider the culture of the organization, including through associate feedback.

- Review the enterprise compensation and benefits strategy for associates and assess its effectiveness in fostering a high-performance culture and promoting employee engagement.
- Perform any other duties or accept any responsibilities delegated to the Committee by the Board from time to time relating to the Corporation's compensation programs.

Committee Reports

The Committee shall make the following reports:

- A 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.
- A report to the Board concerning Board compensation matters at least once every other year.
- Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.
- Written minutes, which shall be presented to the Board at the next Board meeting.

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 have the resources and authority appropriate to discharge its duties and responsibilities and may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. However, to the extent required by the New York Stock Exchange, the Committee may select, or receive advice from, an advisor only after taking into consideration the factors relevant to the advisor's independence specified by the New York Stock Exchange. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee, and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor and shall have sole authority to approve such advisor's fees and the other terms and conditions of the advisor's retention.

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