

**EURONET WORLDWIDE, INC.**

**COMPENSATION COMMITTEE  
BOARD OF DIRECTORS**

**C H A R T E R**

**As Amended on June 12, 2013**

This shall be the governing Charter of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Euronet Worldwide, Inc., a Delaware corporation (the “Company”), adopted by the Board as of September 13, 2002 and amended and restated as of June 12, 2013.

**Purpose of the Committee**

The Committee shall have responsibility for the oversight of the determination and administration of compensation of all executive officers and other members of senior management who are required to file reports under Section 16(a) of the Securities Exchange Act of 1934 (“Executive Officers”) or whose remuneration the Chief Executive Officer (“CEO”) requests the Committee to review and affirm. The Committee shall also have responsibility for general oversight of the Company's compensation policies and practices for all employees, particularly with respect to how such policies relate to the achievement of Company business goals and the Company's management of risk. As used above, the term “compensation” shall include, without limitation, base salary, bonus, long-term stock option and other incentive compensation, benefits and perquisites. In particular, the Committee shall:

- review the performance and approve or make recommendations to the Board concerning the compensation of the Company's CEO and other Executive Officers; provided that the CEO may not be present during voting or deliberations on his or her compensation by the Committee or the Board;
- make recommendations to the Board regarding compensation levels for members of the Board;
- review, adopt and recommend for Board and/or shareholder approval where required by applicable law, the Company's compensation and benefits policies, plans and programs;
- oversee the administration of such policies, plans and programs, including granting equity awards and incentive compensation under the Company's annual executive incentive plan and stock incentive plan to the extent provided in such plans;
- review the Company's compensation policies and practices for all employees, particularly as such policies and practices relate to risk management practices and risk-taking incentives, and evaluate at least annually whether the compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company;
- review the structure of incentive compensation policies and practices for Executive Officers, to assure that such policies and practices do not encourage unnecessary or

- excessive risk taking;
- conduct any reviews, investigations and surveys the Committee considers appropriate and necessary in the exercise of its duties;
  - review and discuss with management the Compensation Discussion and Analysis to be included in the Company's Annual Report on Form 10-K and its proxy statement for the annual meeting of stockholders, and if applicable recommend to the Board that the Compensation, Discussion and Analysis be included in the Company's Annual Report on Form 10-K and its proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission;
  - prepare (or cause to be prepared) a Report of Compensation Committee to be furnished in the Company's Annual Report on Form 10-K and included in the Company's proxy statement for its annual meeting of stockholders, in accordance with the rules and regulations of the Securities and Exchange Commission;
  - make recommendations to the Board with respect to, and monitor compliance by the CEO, other Executive Officers and Directors with, the Company's stock ownership guidelines;
  - conduct an annual review of its performance in fulfilling its duties and responsibilities under this Charter;
  - review and provide oversight of the Company's compensation philosophy and composition of the peer company community used for market comparison;
  - perform such other duties as are assigned by the Board to the Committee from time to time.

#### Composition; Organization

The Committee shall consist of three or more independent Directors, as determined by the Board. All members of the Committee must qualify as independent Directors under any applicable rules of the Nasdaq Global Select Market, must qualify as "Non-Employee Directors" under Section 16 of the Securities Exchange Act of 1934 and must meet the "outside director" requirements of Section 162(m) of the Internal Revenue Code of 1986.

The Board shall elect the members of the Committee, who shall each meet the requirements set forth in the preceding paragraph. 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. Each Committee member shall hold office until the expiration of the term for which elected or until a successor has been elected and qualified, except in the case of resignation or removal of such a member. One member of the Committee shall be designated by the Board to be its Chairman.

The Committee may delegate its authority to a subcommittee of Directors, provided that the subcommittee shall meet the composition requirements under the rules of the Nasdaq Global Select Market and Securities and Exchange Commission. The Committee and any subcommittee shall also meet any composition requirements under applicable state and federal laws when taking action under such laws. Any members of the subcommittee that have been delegated Compensation Committee authority must qualify as independent Directors as described above.

The Committee may in its sole discretion retain or obtain the advice of one or more compensation consultants, legal counsel or other advisers (collectively, "advisers"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to each adviser retained by the Committee and for the ordinary administrative expenses of the Committee.

Prior to selecting or receiving advice from an adviser to the Committee, other than in-house legal counsel, the Committee will conduct an independence assessment of the adviser to the extent required by the rules of the Nasdaq Global Select Market, taking into consideration the factors specified in those rules and applicable federal securities laws, including the following factors: (i) the provision of other services to the Company by the person that employs the adviser; (ii) the amount of fees received from the Company by the person that employs the adviser, as a percentage of the total revenue of the person that employs the adviser; (iii) the policies and procedures of the person that employs the adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the adviser with a member of the Committee; (v) any stock of the Company owned by the adviser; and (vi) any business or personal relationship of the adviser or the person employing the adviser with an Executive Officer of the Company. At each meeting, members of the Committee shall have the opportunity, upon request, to meet in executive session, and shall have direct access to senior management of the Company and to any advisers retained by the Committee.

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, compensation consultants, 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.

#### Meetings; Procedures

The Committee shall meet as frequently as necessary to discharge its responsibilities, but no less than three times a year, in regularly scheduled and/or special meetings. The Chairman or a majority of the Members may call meetings of the Committee upon reasonable notice, which may be given by telephone or email, or in writing. Attendance at any meeting shall be deemed to constitute waiver of notice. The Committee shall meet at such times and places as shall be determined by the Chairman of the Committee. At each meeting of the Committee, a majority of the members shall constitute a quorum, and a majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Chairman will preside, when present, at all meetings of the Committee. The Committee may meet in person or by telephonic or video-conference, and may take actions by consent if all of the members of the Committee consent thereto in writing or by electronic transmission.

The Committee shall keep regular minutes of its proceedings and shall report to the Board in an appropriate and timely fashion, but in no event later than the next regular meeting of the Board. The Committee's reports to the Board shall provide the substance of its discussions and activities, its recommendations to the Board and any actions it may have taken at such meeting, all in reasonable detail.

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).