



## **Audit Committee Charter**

### **Purpose**

The Audit Committee (the "Committee") is a committee of the Board of Directors of Fiserv, Inc. (the "Corporation"). Its primary purpose is to provide independent review and oversight 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 audit process and results of operations of the Corporation and its financial condition. 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, and the external auditor.

### **Membership, Structure and Administration**

#### **1. Size and Member Qualification**

The membership of the Committee shall consist of at least three directors, each of whom meet the independence and experience requirements of The Nasdaq Stock Market, Inc. ("Nasdaq"), 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 the Nasdaq 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. Committee members and the Committee Chairman shall be designated by the full Board of Directors upon recommendations of the Nominating Committee.

#### **2. Meetings**

The Committee shall meet at least four times per year or more frequently, in regular and executive sessions, as circumstances require. An agenda will be published prior to each meeting. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary. The Committee shall meet with the Director of Audit, the external auditor and management to discuss any matters that the Committee or these groups believe should be discussed with the Committee. The CEO, CFO, Director of Audit and Corporate Controller will meet with the Committee prior to filing each Form 10-Q and Form 10-K to review the reports and to make such changes as are deemed appropriate.

#### **3. Meeting Minutes**

Minutes of each meeting are to be prepared and sent to Committee members and the Corporation's directors who are not members of the Committee. If the secretary of the Corporation did not take the minutes himself or herself, a copy of the minutes should be sent to him or her for permanent filing.

#### **4. Charter**

The Committee shall review and assess the adequacy of this charter annually and update when appropriate.

### **Responsibilities and Duties**

#### **1. General**

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors. 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 complete and accurate and are in accordance with generally accepted accounting principles.

## 2. Oversight of Independent Auditors

- a. Selection, Reporting and Compensation – The Committee shall be directly and solely responsible for the appointment (subject to shareholder ratification as detailed in the Corporation's annual proxy statement), compensation, retention, termination and oversight of the work of any external auditor retained by the Corporation for the purpose of preparing or issuing an audit report or performing related work. The external 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 external auditor;
  - Overseeing the timing of the external auditor's visits;
  - Coordinating with corporate audit;
  - Monitoring audit results;
  - Reviewing auditor performance;
  - Resolving disagreements between management and the external auditor regarding financial reporting;
  - Reviewing accounting policies and disclosures; and
  - Ensuring proper rotation of audit partners, as required by SEC rules.
- b. Independence - On a periodic basis, the Committee shall ensure the independence of the Corporation's external auditor by: obtaining documentation from the external auditor stating its independence from the Corporation in compliance with Independence Standards Board Standard No.1; actively engaging in a dialogue with the 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 external auditor.
- c. Preapproval of Service – In considering whether the non-audit services the Corporation receives from its external auditor are compatible with maintaining the independence of the external 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 external auditor must also be pre-approved by the Committee. Approval of non-audit services to be performed by the external auditor must be disclosed in the Corporation's Form 10-K and proxy statement in accordance with SEC rules. 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.
- d. Review Scope of Services – The Committee shall review with the Director of Audit and the external auditor the coordination of audit effort to assure completeness of coverage of key business controls and risk areas, reduction of redundant efforts, and the effective use of audit resources.
- e. Obtain and Review Report from External Auditor – The Committee shall obtain a report, at least annually, from the external auditor describing: (a) the external auditor's quality control procedures; (b) any material issues arising from the most recent internal quality control review, peer review, or inquiry or investigation by governmental or regulatory authorities within the past five years; and (c) all relationships between the external auditor and the Corporation.
- f. Discussion of Auditor Comments and Recommendations – The Committee shall meet with the external auditor to review its comments and recommendations with respect to: internal accounting controls; audit difficulties, including scope restrictions or significant disagreements with management; the effect of regulatory and accounting initiatives, as well as off balance sheet structures; and other matters relating to the accounting procedures and records of the Corporation and consideration given or corrective action taken by management.

## 3. Review of Financial Statements and Disclosures

- a. Review of Quarterly Reviewed and Annual Audited Financial Statements – The Committee shall review and discuss the financial statements with management and the external auditor, including interim financial statements and annual financial statements, and the external auditor's report with respect to the Corporation's financial statements.

Review Auditor Reports - The Committee shall review and discuss, as required by Statement on Accounting Standards No. 61: quarterly reviews by the external auditor regarding all critical accounting policies and practices used; all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the

treatment preferred by the external auditor; and all other material written communications between the external auditor and management.

- b. Review of Disclosures – The Committee shall review disclosures made to the Committee by the Corporation's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about 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.
- c. 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.

#### 4. Review of Internal Reports and Processes

- a. Review of Risk – The Committee shall inquire of management, the Director of Audit, and the external auditor about significant risks or exposures, including risks associated with derivatives, currency exposure, interest rate hedging and other investment strategies, and assess the steps management has taken to address such risks.
- b. Oversight of Company's Internal Control Process – The Committee shall coordinate the Board of Director's oversight of 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 code of business conduct and ethics. As and when required by SEC rules, obtain, on a quarterly basis, 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, on an annual basis, the external auditor's attestation report on management's assessment of the Corporation's internal control over financial reporting.
- c. Review Legal and Regulatory Issues – The Committee shall review and consider: legal and regulatory matters that may have a material impact on the financial statements, related compliance policies, and programs and reports received from regulators; and reports of evidence of material violations of securities laws or breaches of fiduciary duty or similar violations by the Corporation provided to the Committee by legal counsel.
- d. Related Party Transactions – The Committee shall consider and approve all related party transactions as required by Nasdaq rules.
- e. Review of Corporate Audit Function – Consider and review with management and the Director of Audit significant findings during the year and management's responses thereto, including the timetable for implementation of the recommendations to correct weaknesses in internal control. Review and approve the Director of Audit's compensation package annually.
- f. Procedures for Raising Issues – The Committee must establish 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.

#### 5. Administration

- a. Report to Board of Directors – The Committee shall report Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.
- b. Audit Committee Independence – Periodically, the Committee shall make inquiry of each member of the Committee to confirm compliance with applicable director independence requirements.
- c. Review Directors' Responsibilities – The Committee shall periodically review the directors' roles and responsibilities to ensure that these remain appropriate and to assure disclosure of conflict of interest.
- d. Annual Performance Evaluation – Annually, the Committee shall conduct an evaluation of the performance of the Committee and report the results to the full Board of Directors.
- e. Annual Committee Report – The Committee shall prepare annually a report of the Committee for inclusion in the Corporation's annual proxy statement. The report shall include information required by the SEC.

#### 6. Other Responsibilities

- a. 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.
- b. Authority to Engage Advisors – 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.
- c. Funding – 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.
- d. Succession Planning Process – The Committee shall review and evaluate the performance and the succession planning process for the Corporation's corporate finance and accounting personnel.
- e. Hiring Policies – The Committee shall establish policies regarding the hiring of employees or former employees of the Corporation's external auditor.
- f. Insurance - The Committee shall review and make recommendations to the Board of Directors concerning director and officer insurance coverage.

Last Updated: November 19, 2008