



***AMENDED AND RESTATED
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
EVERTEC, INC.***

APPROVED EVERTEC, INC.
BOARD OF DIRECTORS
MEETING HELD ON

February 16, 2017

A handwritten signature in blue ink, appearing to be "L. O. A.", written over a horizontal line.

SECRETARY

Revision History

Description:	Revised By:	Board Approval Date:
Original Version	Legal and Compliance Division / AKIN	February 1, 2011
Amended Version	Legal and Compliance Division / AKIN	April 15, 2013
Annual Review	Legal and Compliance Division	April 2, 2014
Annual Review	Legal and Compliance Division	February 25, 2015
Annual Review	Legal and Compliance Division	February 5, 2016
Annual Review	Legal and Compliance Division	February 16, 2017

PURPOSE

The Compensation Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of EVERTEC, Inc. (the "**Company**") for the purposes of (a) discharging the Board's responsibilities relating to the compensation of the Company's chief executive officer (the "**CEO**"); (b) approving the compensation of the Company's other executive officers; (c) administering the Company's incentive compensation plans (including equity-based incentive compensation plans); and (d) reviewing the disclosures in the Compensation Discussion and Analysis and producing an annual report of the Committee for inclusion in the Company's annual report on Form 10-K (the "**Form 10-K**") or proxy statement for the annual meeting of stockholders (the "**Proxy Statement**") in accordance with the rules of the Securities and Exchange Commission ("SEC"), as applicable.

COMPOSITION

The Committee shall be comprised of three (3) or more members (including a Chairperson). Each member of the Committee shall be a "**Non-Employee Director**," as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), with each member's status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b-3, subject to the terms and conditions set forth in the Stockholder Agreement among the Company and the stockholders party thereto, as amended, restated or supplemented from time to time (the "**Stockholder Agreement**").

To the extent the Company is subject to Section 162(m) of the Internal Revenue Code of 1986, as amended, members of the Compensation Committee shall also qualify as "outside directors" within the meaning of Section 162(m).

Subject to the terms and conditions of the Stockholder Agreement, the members of the Committee and the Chairperson shall be selected from time to time by the Board and serve at the pleasure of the Board. Unless the Board appoints a Chairperson of the Committee, the members of the Committee shall designate a Chairperson by a majority vote. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board, subject to the terms and conditions of the Stockholder Agreement.

The Committee members shall satisfy the independence requirements of the Listed Company Manual of the New York Stock Exchange (the "**NYSE**") to the extent and within the time periods specified by applicable laws and rules.

MEETINGS

The Committee shall meet as often as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the request of its Chairperson at any time and place determined by the Chairperson. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's Amended and Restated Bylaws (as amended from time to time, the "**Bylaws**").

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Should there be a tie in the voting on a particular matter, the Chairperson of the Committee shall decide the tie with his or her vote. Subject to the Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting.

The Committee shall determine its own rules and procedures, including designation of a chairperson *pro tempore* in the absence of the Chairperson, and designation of a secretary, who need not be a member of the Committee (the "**Secretary**"). The Secretary or his or her designee will attend Committee meetings and prepare minutes, indicating which members of the Committee were present, and summarizing the discussions, decisions, recommendations and agreements reached. The minutes and the attachments considered necessary will be filed with the books and records

of the Company and will be available for examination by auditors or regulators, as required by law or audit practices. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may invite the Chief Executive Officer's ("CEO") direct reports ("**Senior Management**"), employees, outside counsel or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. No member of the Company's Senior Management should attend any meeting where the performance or compensation of such member of Senior Management is discussed, unless specifically invited by the Committee.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and regularly reporting the Committee's actions to the Board.

RESPONSIBILITIES

In carrying out its responsibilities, the Committee's rules and procedures should remain flexible to enable the Committee to react to changes in circumstances and conditions so that it can fulfill its oversight responsibilities. In addition to such other duties as the Board may from time to time delegate, and subject to compliance with the terms and conditions of the Stockholder Agreement (including, without limitation, the consent rights set forth in Section 3(c) thereof), the Committee shall:

- in consultation with Senior Management, recommend to the Board for approval the general compensation philosophy and objectives of the Company for inclusion in the Company's Form 10-K and/or Proxy Statement, as applicable;
- review and approve the Company's goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO's performance in light of those goals and objectives and, based on this evaluation, determine the CEO's compensation level, including salary, bonus and incentive compensation (including equity-based incentive compensation). In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years;
- in addition to the CEO, review and approve all compensation (including equity-based incentive compensation) for, and evaluate the performance of, Senior Management;
- review and approve all employment agreements, severance agreements, change in control provisions and agreements and similar arrangements providing for severance, termination, change in control or similar payments to any current or former member of Senior Management;
- review and approve any special supplemental benefits applicable to Senior Management;
- review and make recommendations to the Board with respect to all non-equity incentive compensation plans, policies and benefit programs for Company employees, generally, and oversee the activities of the individuals and committees responsible for administering such plans;
- periodically receive and review reports on employee benefits and salaries for employees with an aggregate annual cash compensation (including base salary and annual bonus) in excess of \$150,000 or such other amount as the

Committee deems appropriate.

- review and approve all payments under non-equity incentive plans, including, but not limited to, setting target amounts thereunder and certifying the level of achievement of applicable performance criteria for Senior Management;
- administer the Company's equity-based compensation plans, including the adoption, amendment and termination of such plans and the grant of stock options and other equity awards under such plans;
- oversee the preparation of, and review and discuss with Senior Management the disclosures made in, the Compensation Discussion and Analysis ("CD&A"), and recommend to the Board whether the CD&A should be included in the Form 10-K and/or Proxy Statement, as applicable;
- prepare an annual Committee report for inclusion in the Form 10-K and/or Proxy Statement, as applicable;
- in conjunction with the Nominating and Corporate Governance Committee, conduct an annual performance evaluation of the Committee;
- review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- review and approve stock ownership guidelines (for the ownership of stock of the Company) for members of the Board, Senior Management and other Company employees and monitor compliance with such guidelines;
- oversee the risk assessment of the Company's compensation arrangements applicable to Senior Management and review and discuss the relationship between risk management policies and practices and compensation;
- review and make recommendations to the Board with respect to the components of compensation for the members of the Board;
- develop and recommend to the Board for approval a succession plan for the CEO and Senior Management; and
- review and approve any additional services to be performed for the Company or its affiliates by a compensation consultant or its affiliates during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of compensation for executives and for members of the Board.

RESOURCES AND AUTHORITY

In discharging its responsibilities, the Committee shall have the authority to retain one or more compensation consultants or any other advisors to assist with the execution of its duties and responsibilities as set forth in this Charter, as the Committee determines necessary or appropriate. The Committee shall have the sole authority to terminate any such compensation consultant/consulting firm, and to approve any such compensation consultant/consulting firm's fees and other retention terms. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K of the Exchange Act.

The Committee must consider the factors specified in Rule 10C-1(b)(4) under the Exchange Act and applicable rules and regulations of the NYSE when retaining compensation consultants, outside counsel and other advisors.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any consulting firm, outside legal counsel or other advisors employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted by the Compensation Committee and approved by the Board of Directors on February 16, 2017.