



**AMENDED AND RESTATED
CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
EVERTEC, INC.**

APPROVED EVERTEC, INC.
BOARD OF DIRECTORS
MEETING HELD ON

February 15, 2018


SECRETARY

Revision History

Description:	Revised By:	Board Approval Date:
Original Version	Legal and Compliance Division / AKIN	August 1, 2013
Amended Version	Legal and Compliance Division	March 11, 2014
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
Annual Review	Legal and Compliance Division	February 15, 2018

PURPOSE

The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (“**Board**”) of EVERTEC, Inc. (the “**Company**”) for the purposes of: (A) assisting the Board in identifying individuals qualified to serve as members of the Board and its committees, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual stockholders meeting, in each case subject to the terms of the Stockholders Agreement (as defined below), (B) reviewing and recommending to the Board any revisions to the Board’s Corporate Governance Guidelines, and (C) leading the Board in its annual review of the performance of the Board and its committees.

COMPOSITION

The Committee shall be comprised of three (3) or more members (including a Chairperson). Subject to the terms and conditions of the Stockholder Agreement among the Company and the stockholders party thereto, as amended, restated or supplemented from time to time (the “**Stockholder Agreement**”), the members of the Committee and the Chairperson shall be selected from time to time 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 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 composition of the committee will satisfy the independence requirements defined by the Listed Company Manual of the New York Stock Exchange (the “**NYSE**”), subject to any applicable exceptions and time periods and any other exceptions allowed by such rules and any waivers granted by such authority.

MEETINGS AND OPERATIONS

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 its 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 ask the Chief Executive Officer’s direct reports (“**Senior Management**”), employees, outside counsel, independent auditors, internal auditors 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. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

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 assign, the Committee shall:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board and subject to compliance with the Stockholder Agreement;
- evaluate candidates for Board membership, including those recommended by stockholders in compliance with the Bylaws and the Stockholder Agreement;
- subject to the Stockholder Agreement, recommend to the Board the director nominees for election by the stockholders at each annual meeting of stockholders at which directors will be elected and recommend to the Board nominees to fill any vacancies on the Board, in each case except for nominees that are required to be designated by a Principal Stockholder pursuant to the Stockholders Agreement;
- periodically review and make recommendations to the Board regarding the composition and size of the Board, and the composition, size, purpose, structure, operations and charter of each of the Board's committees, including the creation of additional committees or elimination of existing committees;
- identify and recommend to the Board individuals to be selected by the Board for service on the Board's standing committees;
- periodically review and reassess the adequacy of the Board's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval;
- annually review and assess the independence, financial literacy, financial expertise and risk management experience of the directors and recommend to the Board the corresponding determinations thereof;
- conduct an annual performance evaluation of the Committee;
- serve as the Board's and the Board's standing committees' administrator of annual self-assessments of the Board and the Board's standing committees; and
- review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

RESOURCES AND AUTHORITY

In discharging its responsibilities, the Committee shall have the authority to retain one or more search firms to be used to identify director candidates or other advisors, as the Committee determines necessary or appropriate. The Committee shall have the sole authority to terminate any such search firm, and to approve the firm's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of (i) compensation to any search firm or other advisors engaged by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted by the Nominating and Corporate Governance Committee and approved by the Board of Directors on February 15, 2018.