



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

APPROVED EVERTEC, INC.
BOARD OF DIRECTORS
MEETING HELD ON

February 13, 2019

A handwritten signature in blue ink, appearing to read "J. M. ...".

SECRETARY

Revision History

Description:	Revised By:	Board Approval Date:
Original Version	Legal and Compliance Division / AKIN	February 1, 2011
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Annual Review	Legal and Compliance Division	February 13, 2019

PURPOSE

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of EVERTEC, Inc. (the “**Company**”) to assist the Board in overseeing: (i) the integrity of the Company’s financial statements; (ii) the independent auditor’s qualifications, independence and performance; (iii) the performance of the Company’s internal audit function; and (iv) the Company’s compliance with legal and regulatory requirements. In performing its duties, the Committee shall seek to maintain an open avenue of communication among the Board, the independent auditor, the Director of Internal Audit and the Company’s senior management (the Chief Executive Officer’s (“**CEO**”) direct reports, “**Senior Management**”).

As required by the applicable rules and regulations of the Securities and Exchange Commission (“**SEC**”), the Audit Committee shall prepare the audit committee report for inclusion in the Company’s annual report on Form 10-K or in the Company’s annual Proxy Statement, as applicable.

While the Committee has the responsibilities and authority set forth in this Charter, the Committee’s responsibilities are limited to oversight. Senior Management and the independent auditor are responsible for planning or conducting audits and determining that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the members of the Board or members of the Committee.

The independent auditor is ultimately accountable to the Committee, which has the sole authority to appoint, oversee and, where appropriate, replace the independent auditor (subject to compliance with the consent rights 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**”). The Committee has direct responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between Senior Management and the independent auditor regarding financial reporting) in connection with preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee also has direct responsibility to appoint, compensate, oversee and terminate, if necessary, any other 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 Company. The independent auditor and any other registered public accounting firm, as applicable, shall report directly to the Committee.

COMPOSITION

The Committee shall be comprised of three or more members (including a Chairperson). Subject to the terms and conditions set forth in the Stockholder Agreement, the members of the Committee and the Chairperson shall be appointed 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 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.

All members of the Committee shall be financially literate, as determined by the Board, or shall become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant. The Chairperson shall maintain regular communication with the CEO, Chief Financial Officer (“**CFO**”), the lead partner of the independent auditor and the Director of Internal Audit.

The members of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as it may be amended from time to time (the “Exchange Act”), subject to any exceptions allowed by such rules and any waivers granted by such authorities. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

No director serving on the Committee shall also serve on the audit committee of three or more other public companies unless, the Board makes a determination, as promptly as practicable following the time when the Company first becomes aware of such circumstances and thereafter on a periodic basis but no less frequently than annually, that such simultaneous service does not impair the ability of such director to effectively serve on the Committee.

If a member of the Committee ceases to be independent for reasons outside the member’s reasonable control, his or her membership on the Committee may, if so permitted under then applicable NYSE rules, continue until the earlier of the Company’s next annual meeting of shareholders or one year from the occurrence of the event that caused the failure to qualify as independent.

MEETINGS

The Committee shall meet as often as it determines necessary, but at least four times each year, including, at least once in each fiscal quarter, to enable it to fulfill its responsibilities. The Committee shall meet at the call 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”). The Committee may meet jointly with the audit committee of the board of managers of EVERTEC Group, LLC if such committee is in existence.

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 should meet in separate executive sessions periodically with Senior Management, the Director of Internal Audit, and the independent auditors to discuss any matters that the Committee or any of these persons or firms believes should be discussed privately. The Committee may ask members of Senior Management, employees, outside counsel, the 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 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:

Financial Statements

- Review and discuss with Senior Management and the independent auditor the Company's annual audited financial statements prior to the filing of the Company's Form 10-K, including disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, and recommend to the Board whether the audited financial statements should be included in the Form 10-K.
- Review and discuss with Senior Management and the independent auditor the Company's quarterly financial statements prior to the filing of the Company's Form 10-Q, including disclosures made in Management's Discussion and Analysis of Financial Conditions and the results of the independent auditor's review of the quarterly financial statements.
- Discuss with Senior Management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, analyses of the effects of alternative GAAP methods on the financial statements, and the judgments of each of Senior Management and the independent auditor as to the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- Obtain from and review and discuss with the independent auditor the reports required to be delivered by the independent auditor pursuant to Section 10A(k) of the Exchange Act regarding:
 - all critical accounting policies and practices to be used;
 - all alternative treatments of financial information within generally accepted accounting principles that have been discussed with Senior Management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - other material written communications between the independent auditor and Senior Management, such as any letter or schedule of unadjusted differences.
- Discuss with Senior Management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
- Discuss with Senior Management and the independent auditor the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the Company's financial statements.
- Discuss with the independent auditor the matters required to be discussed by Public Company Accounting Oversight Board Standard No. 16, as it may be modified or supplemented from time to time, as well as any problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of

activities or access to requested information, and any significant disagreements with Senior Management. Among the items that the Committee should consider reviewing with the independent auditor are: (A) any accounting adjustments that were noted or proposed by the independent auditor but “passed” (as immaterial or otherwise); (B) any communications between the audit team and the independent auditor’s national office respecting auditing or accounting issues presented by the engagement; and (C) any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditor to the Company.

- Review and discuss with Senior Management (including the Director of Internal Audit) and the independent auditor any major issues as to the scope of the annual audit, the adequacy of the Company’s internal controls, any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- Review disclosures made to the Audit Committee by the Company’s CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving Senior Management or other employees who have a significant role in the Company’s internal control over financial reporting.

Oversight of the Company’s Relationship with the Independent Auditor

- Be directly responsible for the appointment, compensation, retention and oversight of the Company’s independent auditor (subject to compliance with the consent rights set forth in the Stockholder Agreement), considering qualifications, independence and performance, and approve the scope of the proposed audit for each fiscal year and the fees and other compensation to be paid to the independent auditor therefore.
- In evaluating the independent auditor’s qualifications, performance and independence, the Committee should discuss with the independent auditor its independence, take into account the opinions of Senior Management and the internal auditors and consider whether the independent auditor’s quality controls are sufficient and whether the provision of permitted non-audit services is compatible with maintaining the auditor’s independence. The Committee shall present its conclusions with respect to the independent auditor to the Board.
- Review and evaluate the lead partner of the independent auditor’s audit team for the Company.
- Obtain, review and discuss with the independent auditor a report from the independent auditor at least annually regarding:
 - the independent auditor’s internal quality-control procedures,
 - any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor,
 - any steps taken to deal with any such issues; and
 - all relationships between the independent auditor and the Company, including the matters set forth in the letter from independent auditors required by the applicable requirements of the Public Company Accounting Oversight Board.
- Obtain and review a formal written statement from the independent auditors regarding the fees billed in each of the last two fiscal years for each of the following categories or services rendered by the independent auditors:

- the audit of the Company's financial statements or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements;
 - assurances and related services not included therein that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service;
 - tax compliance, tax advice and tax planning services, in the aggregate and by each service; and
 - all other products and services rendered by the independent auditors, in the aggregate and by each service.
- Ensure the rotation of the lead audit partner having primary responsibility for reviewing and evaluating the Company's audit and the audit partner responsible for reviewing the audit as required by law, including discussing with Senior Management the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself.
 - Establish policies for the Company's hiring of employees or former employees of the independent auditor.
 - Consider whether there should be regular rotation of the Company's independent auditor.
 - Pre-approve, or adopt appropriate procedures to pre-approve, all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent auditor, subject to such exceptions for non-audit services as permitted by applicable laws and regulations. The Committee may when it deems appropriate form and delegate this authority to a subcommittee consisting of one or more Committee members, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next meeting.

Oversight of the Company's Internal Audit Function

- The Company's Director of Internal Audit shall report administratively to the CEO, but will be functionally responsible directly to the Committee.
- Review the appointment and replacement of the Director of Internal Audit.
- Review and discuss with Senior Management and the Director of Internal Audit the annual audit plan (including operational, IT and financial audits to be performed), budget, activities, organizational structure and qualifications of the persons performing the internal audit function.
- Review and discuss with Senior Management and the Director of Internal Audit the results and timeliness of internal audits performed and Senior Management's responses thereto.
- Review with the Director of Internal Audit any difficulties encountered by the Internal Audit Division in the course of its audits, including any restrictions on the scope of its work or access to required information.
- Discuss with the independent auditor the responsibilities, budget and staffing of the Internal Audit Division.

- To the extent deemed advisable by the Committee, review and approve the engagement of any internal audit service providers considering their qualifications and effectiveness, and approve the scope of their proposed services and the fees and other compensation to be paid to such providers.

Oversight of Risk Matters

- Meet quarterly with the Company's Risk Officer regarding the implementation and effectiveness of the Company's enterprise risk management ("**ERM**") program and at such other times as such officer may request.
- Review the ERM policies that the Company has implemented to govern the process by which risk assessment and management is undertaken.
- Oversee the Company's significant financial and other risk exposures and the steps Senior Management has taken to monitor and control such exposures.
- Understand the Company's overall risk profile through the periodic review of high-level reports that address material risks and strategic implications for the Company.

Oversight of Compliance Matters

- Meet at least annually with the Company's Compliance Officer regarding the implementation and effectiveness of the Company's compliance programs and at such other times as such officer may request.
- Review policies that the Company has implemented regarding compliance with applicable federal, state and local laws and regulations and with the Company's Code of Ethics.
- Review and approve any requested waivers by officers or members of the Board of the Company's Code of Ethics and recommend to the Board whether a particular waiver should be granted.
- Review and approve any request for an exception to the limitations on trading requested by a director or executive officer, pursuant to the Company's Insider Trading Policy and Procedures.
- In accordance with the Company's Related Party Transactions Policy, (i) review any and all Related Party Transactions (as defined in such Policy), (ii) approve any Popular Transactions (as defined in such Policy), and (iii) in the case of Related Party Transactions that are not Popular Transactions, recommend to the Board whether such transactions should be approved, in each case, subject to compliance with the consent rights set forth in the Stockholder Agreement.
- Discuss the Company's policies and guidelines with respect to risk assessment and risk management, and discuss with Senior Management the Company's major financial and other risk exposures and the steps Senior Management has taken to monitor and control such exposures.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Discuss with Senior Management and the independent auditor any published reports or correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.

- Discuss with the Company's General Counsel and/or outside counsel legal, compliance or regulatory matters that may have a material impact on the Company's business, the Company's financial statements or the Company's compliance policies.
- Obtain from the independent auditor assurance that the audit was conducted in a manner consistent with Section 10A(b) of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act.

Other

- Regularly report to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function or any other matter the Committee deems appropriate.
- In conjunction with the Nominating and Corporate Governance Committee, conduct an annual performance evaluation of the Committee.
- Annually review and reassess the adequacy of this Charter (recommending any appropriate changes to the Board).
- If required pursuant to applicable SEC rules and regulations provide or approve a report of the Committee for inclusion in the Company's annual report on Form 10-K or in the Company's annual proxy statement, as applicable.

RESOURCES AND AUTHORITY

In discharging its responsibilities, the Committee shall have the authority to engage and determine funding for independent legal, accounting or other advisors (without seeking Board approval) as the Committee determines necessary or appropriate to carry out its duties. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as described herein. The Company shall provide appropriate funding, as determined by the Committee, for the payment of (i) compensation to the independent auditor, and legal, accounting 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.