



***AMENDED AND RESTATED CHARTER OF THE
INFORMATION TECHNOLOGY 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 be "J. M. ...", written over a horizontal line.

SECRETARY

Revision History

Description:	Revised By:	Board Approval Date:
Original Version	Legal and Compliance Division	February 5, 2016
Amended Version: to increase frequency of meetings	Legal and Compliance Division	October 27, 2016
Annual Review	Legal and Compliance Division	February 16, 2017
Annual Review	Legal and Compliance Division	February 15, 2018
Annual Review	Legal and Compliance Division	February 13, 2019

PURPOSE

The Information Technology 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 information and technology systems (hereinafter referred to as “**IT**”); (ii) IT-related risks, IT security and cybersecurity; (iii) IT infrastructure and strategy; and (iv) the IT Governance Committee.

COMPOSITION

The Committee shall be comprised of three (3) or more members (including a Chairperson). 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**”), 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 should have knowledge in information technology matters, or shall become knowledgeable within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall be an information technology expert. Committee members may enhance their familiarity with information security by participating in educational programs conducted by the Company, attending continuing education programs, seminars, webinars or presentations of outside consultants. The Chairperson shall maintain regular communication with the Chief Executive Officer (“**CEO**”), the Chief Operating Officer, the Director of the Information Technology Unit, and the IT Governance Committee.

No director serving on the Committee shall also serve on the Information Technology Committee of three (3) 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.

MEETINGS

The Committee shall meet as often as it determines necessary, but at least semi-annually 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**”).

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 the CEO, the CEO’s direct reports (“**Senior Management**”), the Chief Operating Officer and the Director of the Information Technology Unit to discuss any matters that the Committee or any of the aforementioned persons believe should be discussed privately. The Committee may ask members of 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 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:

- oversee IT and cybersecurity related risks with regard to the Company's IT platforms and investments;
- advise and make recommendations to the Board regarding the state of the Company's cybersecurity preparedness, including review of the threat landscape facing the Company;
- periodically review and reassess the adequacy of the Company's IT program, policies and procedures and recommend any proposed changes to the Board for approval, if required;
- advise and make recommendations to the Board on trending IT technologies, alternatives, strategies, and projects and IT investments that require Board approval;
- monitor and evaluate the effectiveness of IT security and cybersecurity protocols within the Company, including IT disaster recover capabilities;
- integrate the Company's IT programs and procedures with the Company's business objectives and strategies;
- oversee the Company's internal IT Governance Committee;
- review, reassess the adequacy of, and approve the IT Governance Committee; and
- review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, on an as-needed basis.

The responsibilities set forth herein will not reduce, or in any way exempt the Company's management or business units' responsibilities in complying with the daily IT operations and activities.

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 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 Committee will also have the authority to review and provide guidance on the Company's corporate documents related to the IT matters discussed herein. The Company shall provide appropriate funding, as determined by the Committee, for the payment of (i) compensation to independent legal, accounting or other advisors or consultants engaged by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.