

EVO Payments, Inc.
Audit Committee Charter

(Adopted on August 7, 2018)

Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**” and each member, a “**Director**”) of EVO Payments, Inc. (the “**Company**”) is to assist the Board in its oversight of (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent auditors’ qualifications and independence, (4) the performance of the Company’s independent auditors, and (5) the design and implementation of the Company’s internal audit function and the performance of the internal audit function after it has been established.

The Committee’s role is one of oversight. It is the responsibility of the management of the Company to prepare financial statements in accordance with generally accepted accounting principles (“**GAAP**”) and of the independent auditors to audit those financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate or are in compliance with GAAP.

Composition

The Committee shall be comprised of not less than three members of the Board. A majority of the Committee will constitute a quorum. Subject to any applicable “phase in” provisions relating to the composition of the Committee that are available to the Company under applicable listing standards of the Nasdaq Stock Market (“**Nasdaq**”) or applicable law, each member of the Committee shall meet the independence and experience requirements established by the applicable listing standards of Nasdaq. In addition, each member shall meet the independence and experience requirements established by the Securities Exchange Act of 1934 (the “**Exchange Act**”) and the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”).

Each member of the Committee must be financially literate, as determined by the Board. At least one member of the Committee must qualify as an “audit committee financial expert,” as defined by SEC rules and regulations. Committee members shall not serve on the audit committee of more than two other public companies, unless the Board determines in its business judgment that such simultaneous service will not impair the Director’s ability to serve on the Committee and that such simultaneous service is otherwise in the best interests of the stockholders.

Each member of the Committee shall be appointed, based on recommendations from the Nominating and Corporate Governance Committee of the Board, and serve at the discretion of the Board, in each case, in accordance with the Company’s Certificate of Incorporation and any applicable agreement to which the Company is a party regarding the nomination of directors. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death and may be removed by the Board at any time with or without cause. Any vacancies on the Committee shall be filled by the Board, in accordance with the

Company's Certificate of Incorporation and any applicable agreement to which the Company is a party regarding the nomination of directors. The Board shall designate a chairperson of the Committee (the "**Chairperson**").

Meetings and Operations

The Committee will meet at least once during each fiscal quarter, with additional meetings to be held when deemed necessary or desirable. Meetings may be called by the Chairperson, by a majority of the Committee members or at the request of the Board. The Chairperson will, together with appropriate members of the Committee and management, establish the Committee's meeting calendar and set the agenda for each meeting. From time to time, the Committee must meet separately with management, with the independent auditor, with the Company personnel primarily responsible for the design and implementation of the internal audit function, and with the Company's internal auditor (or other personnel responsible for the internal audit function) following the establishment of the internal audit function.

The Committee may request that any Directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee shall maintain minutes or other records of meetings and activities of the Committee. Following each of its meetings, the Committee shall report on the meeting to the Board.

Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

Financial Reporting and Disclosure

1. To oversee the accounting and financial reporting processes of the Company and the audits of the financial statements and supervise and monitor the effectiveness of the Company's internal controls.
2. To review and discuss with management and the independent auditors the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee will discuss, as applicable: (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (c) the effect of regulatory and

accounting initiatives, as well as any off-balance sheet structures, on the financial statements of the Company.

3. To discuss with management earnings press releases (including the use of “pro forma” or “adjusted non-GAAP information”), as well as financial information and any earnings guidance provided to analysts and rating agencies. Discussion of earnings releases as well as financial information and any earnings guidance may be done generally (i.e., discussion of the types of information to be disclosed).
4. To produce any reports required to be prepared by the Committee pursuant to the rules of the SEC for inclusion in the Company’s annual proxy statement.
5. To review any disclosure from the Company’s CEO and CFO made in connection with the certification of the Company’s quarterly and annual reports filed with the SEC of (a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize, and report financial data; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal controls.

Company Policies and Compliance

6. To establish policies governing the hiring by the Company of any current or former employee of the Company’s independent auditors.
7. To discuss with management any significant legal, compliance, or regulatory matters that may have a material impact on the Company’s business, financial statements, or compliance policies.
8. To review and discuss with management the Company’s major financial risk exposures and the steps management has taken to monitor and control the Company’s exposure to risk.
9. To oversee the Company’s risk management efforts, including the allocation of risk management functions among the Board and its committees and to discuss and approve guidelines and policies to govern the process by which risk assessment and risk management is undertaken and handled.
10. To oversee the Company’s Policy on Related Party Transactions and review and approve, ratify or disapprove all related party transactions as required by such policy.
11. To establish procedures for the receipt, retention, and treatment of complaints from Company employees regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

12. To annually review the adequacy of the Company's Code of Conduct and recommend proposed changes, if appropriate, to the Board for approval.
13. To develop and oversee the Company's Business Conduct and Compliance Program, including the Company's Code of Conduct, and, at least annually, meet to review implementation and effectiveness of the Company's legal and ethical compliance programs with the Company's Office of the General Counsel (the "**General Counsel**"), who shall have the authority to communicate directly to the Committee, promptly, about actual and alleged violations of law or the Code of Conduct, including any matters involving criminal or potential criminal conduct.
14. To establish the Company's Whistleblower and Non-Retaliation Policy and, in coordination with the General Counsel, to respond to and resolve such complaints or concerns and report to the Board on such on at least a quarterly basis.

Independent Auditors

15. To determine whether to appoint, retain or terminate the Company's independent auditors, including sole authority to approve all audit engagement fees and terms and to pre-approve all audit, permitted non-audit and tax services to be provided by the independent auditors. The Company's independent auditors shall report directly to the Committee. The Committee will monitor and evaluate the qualifications, performance, and independence of the independent auditors on an ongoing basis and will oversee the work and independence of the independent auditors (including resolving disagreements between management and auditors regarding financial reporting). In conducting such evaluations, the Committee will:
 - a. At least annually, obtain and review a formal written statement from the independent auditors: (a) describing the auditors' internal quality-control procedures; (b) describing any material issues raised by the most recent internal quality-control review or peer review of the auditors, 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 auditors, and any steps taken to deal with any such issues; and (c) delineating all relationships between the independent auditors and the Company and any affiliates (including information the Company determines is required to be disclosed in the Company's proxy statement as to services for audit and non-audit services provided to the Company and those disclosures consistent with Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, of the Public Company Accounting Oversight Board (the "**PCAOB**") and the Committee will consider any such relationship in assessing the independence of the auditors.

- b. Actively engage in a dialogue with the independent auditors regarding any disclosed relationships or services that may impact the objectivity or independence of the independent auditors.
 - c. Review and evaluate the qualifications, performance, and independence of the lead partner of the independent auditors.
 - d. Take into account the opinions of management and the internal auditors, if the Company has implemented an internal audit function.
 - e. Discuss with 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.
 - f. Periodically (typically on an annual basis) discuss with the independent auditors any material written communications between the independent auditors and management, such as any “management” letter or schedule of unadjusted differences.
 - g. Present to the Board for its information the Committee’s findings and conclusions with respect to these matters at least annually.
16. To discuss with the independent auditors on at least an annual basis the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, of the PCAOB or any successor standard or standards, in each case, as any such standard may be modified or supplemented, as well as any problems or difficulties the auditors encountered in the course of the audit work, including any restrictions on the scope of the independent auditors’ activities or access to requested information, and any significant disagreements with management, and management’s response. Among the items the Committee will consider discussing with the independent auditors are: (a) any accounting adjustments that were noted or proposed by the independent auditors but were “passed” (as immaterial or otherwise); (b) any communications between the audit team and the independent auditor’s national office with respect to 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 auditors to the Company. The discussion will also include the responsibilities, budget, staffing, and performance of the Company’s internal audit function, if the Company has implemented an internal audit function.
17. To keep the Company’s independent auditors informed of the Committee’s understanding of the Company’s relationships and transactions with related parties that are significant to the Company in accordance with PCAOB Auditing Standard No. 18 (AS 18), *Related Parties* and FASB Accounting Standards Codification Topic 850 (ASC 850) or any successor standard or standards, in each case, as any such standard may be modified or supplemented; and to review and

discuss with the Company's independent auditors the auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

18. To discuss with management and, as appropriate, the independent auditors, periodically:
 - a. The independent auditors' annual audit scope and plan and the Company's risk assessment and risk management policies.
 - b. The form of independent auditors' report on the annual financial statements and matters related to the conduct of the audit under generally accepted auditing standards.
 - c. Any report on the Company's internal control over financial reporting and the independent auditor's attestation relating thereto, prior to such documents being included in any Annual Report on Form 10-K.
 - d. All critical accounting policies and practices.
 - e. All alternative treatments of financial information within GAAP related to material items that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
19. To obtain assurance from the independent auditors that the audit of the Company's financial statements was conducted in a manner consistent with Section 10A of the Exchange Act.
20. To provide the independent auditors and the internal auditors (once engaged) with access to the Board, including access without representatives of the Company's management present.

Internal Audit

21. The Committee should:
 - a. Discuss with management its plans with respect to the responsibilities, budget and staffing of the internal audit function and its plans for the implementation of the internal audit function.
 - b. Review management's activities with respect to the design and implementation of the internal audit function with the Board.
22. Once the Company has established an internal audit function, the Committee should:

- a. Review management's appointment, termination or replacement of the head of the internal audit function and the selection of vendors for any outsourcing of the internal audit function.
- b. Review the resources, adequacy, staffing, authority and independence of the internal audit function.
- c. Review proposed internal audit plans and the results of internal audits and examinations conducted by the internal audit function, including any significant difficulties, disagreements with management or scope restrictions encountered in the course of the internal audit functions' work.

General

23. To report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee, including any issues as 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 auditors, or the performance of the Company's internal audit function, if the Company has established an internal audit function.
24. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
25. Annually evaluate the performance of the Committee relative to the Committee's purpose, duties and responsibilities outlined herein.
26. Perform any other responsibilities as the Committee or the Board deems necessary or appropriate or as the Board specifically delegates to the Committee, in each case subject to the limitations on the Board or any committee thereof contained in the Company's Certificate of Incorporation or Bylaws or the Delaware General Corporation Law, as each is in effect from time to time.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or non-audit services to be performed by the independent auditors. Any actions taken pursuant to any such delegations shall be reported to the Committee at its next scheduled meeting.

Resources and Authority of the Committee

In furtherance of the Committee's purpose and responsibilities, the Committee shall have the power to conduct or authorize investigations into any matters within its scope of responsibilities and duties as it deems reasonable or necessary in the discharge thereof with full access to all books, records, facilities and personnel of the Company. The Committee shall have

the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties, without seeking approval of the Board or management. The Company will provide appropriate funding, as determined by the Committee, for any of the foregoing activities as well as for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.