

EVO Payments, Inc.
Compensation Committee Charter

**(Amended and Restated
on August 7, 2018)**

Purpose

The purpose of the Compensation Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**” and each member, a “**Director**”) of EVO Payments, Inc. (the “**Company**”) in discharging its responsibilities regarding compensation of the Company’s Chief Executive Officer and the Company’s executive officers (as determined in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”)) (the “**Executive Management Team**”) and the Directors, as well as discharging such other responsibilities as are described in this Charter.

Composition

The Committee shall be comprised of not less than two Directors. Each member of the Committee, after any permissible phase-in period, shall meet the independence requirements established by the applicable listing standards of the Nasdaq Stock Market (“**Nasdaq**”) and Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). In addition, each Committee member shall qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Exchange Act. In the event the Board determines that a Director who does not qualify as a “non-employee director” should nevertheless serve on the Committee, then all compensation and any acquisition or disposition of securities that is intended to be exempt from Section 16(b) of the Exchange Act shall also be approved by a subcommittee made up of members of the Committee who qualify as non-employee Directors.

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 Operation

The Committee shall meet at least two times annually with additional meetings to be held when deemed necessary or desirable. Meetings may be called by the Chairperson or by a majority of the Committee members or at the request of the Board. The Chairperson will, in conjunction with the members of the Committee and appropriate members of management, establish the meeting calendar and set the agenda for each meeting.

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. No executive officer of the Company may be present during voting or deliberations on his or her compensation.

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:

1. Set the overall philosophy, strategy and policies for compensation of the Executive Management Team and the Directors. The Committee shall have the authority to determine the forms and amount of compensation for the Executive Management Team appropriate to achieve the Company's strategic objectives, including salary, bonus, incentive or performance-based compensation, and equity awards. The Committee shall review its compensation strategy annually to confirm that it supports the Company's strategy and stockholders' interests.
2. Annually review and approve the Company's corporate goals and objectives relevant to the compensation of the Executive Management Team, and oversee and coordinate the evaluation by the Board of the Executive Management Team's performance in light of those goals and objectives.
3. Annually review and determine, for the Executive Management Team (1) the annual base salary level, (2) the annual incentive opportunity level and any related goals, (3) the long-term incentive opportunity level and any related goals, and (4) any supplemental benefits or perquisites, and also determine the amounts that will be paid by the Company to the Executive Management Team related to such opportunities and goals.
4. Review and approve, for the Executive Management Team, employment agreements, severance arrangements, change in control arrangements and other similar arrangements and any amendments thereto.
5. Review and make recommendations to the Board concerning the adoption, terms and operation of the Company's compensation plans for all Directors, the Executive Management Team and other officers, including incentive- compensation plans and equity based plans.
6. Grant equity awards under the Company's equity based compensation plans; provided that the Committee may delegate to management the authority to grant awards to employees who are not Directors or members of the Executive Management Team.

7. Interpret, administer and make appropriate determinations under any incentive- based compensation recoupment policy adopted by the Company.
8. Perform the administrative functions assigned to the Committee by the Board or pursuant to the provisions of any incentive-compensation plan, equity based plan or, employee stock purchase plan.
9. Discuss and review whether the Company's compensation practices, policies and programs for Executive Management Team and other employees to ensure that such practices, policies and programs do not encourage unnecessary or excessive risk taking and annually assess whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.
10. Review and discuss with management the compensation tables and related narrative disclosure required to be included in the Company's annual proxy statement in accordance with rules and regulations of the SEC from time to time. To the extent the Company is required to include a compensation discussion and analysis in the annual report on Form 10-K or proxy statement, review and discuss the compensation discussion and analysis with management each year and prepare the Compensation Committee Report for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations.
11. Review the compensation for Directors who are not employees of the Company, which may consist of cash and equity compensation, and recommend, for approval by the Board, changes in such compensation and plans relating to Director compensation including any equity awards.
12. Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain Executive Management Team and Director compensation matters, consider and recommend to the Board the frequency of the advisory vote on Executive Management Team and Director compensation and assess the results of each such advisory vote.
13. Review and consider the results of the Company's most recent advisory vote on Executive Management Team and Director compensation, if any, and any other feedback garnered through the Company's ongoing stockholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to advisory vote outcomes and stockholder feedback.
14. Establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to the Executive Management Team or Directors and monitor compliance with any adopted stock ownership guidelines.
15. With the assistance of the Executive Management Team and the Committee's independent advisors, monitor compensation and regulatory developments and trends.
16. Annually review and reassess the adequacy of this Charter and recommend any proposed

changes to the Board for approval.

17. Annually evaluate the performance of the Committee and report the results of that evaluation of the Committee to the Board or Nominating & Corporate Governance Committee.
18. 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. Any actions taken pursuant to any such delegation shall be reported to the Committee at its next scheduled meeting.

Resources and Authority of the Committee; Advisors

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall have access to appropriate funding, provided by the Company, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.

Prior to selecting or receiving advice from any counsel, compensation consultant or other advisor (other than in-house legal counsel) to advise the Committee, the Committee must take into consideration any specific independence factors identified in the Nasdaq listing standards then in effect, provided however that the Company may avail itself of any exemption or phase-in period from such requirement available to it under the rules of the Nasdaq, including the "initial public offering" phase-in period. A compensation consultant retained by the Committee shall not perform other services for the Company unless such services are pre-approved by the Committee and the Committee is updated regularly as to the services being provided by such consultants.