

EVO Payments, Inc.
Nominating and Corporate Governance Committee Charter

(Adopted on May 25, 2018)

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**” and each member, a “**Director**”) of EVO Payments, Inc. (the “**Company**”) in fulfilling its responsibilities relating to (1) identifying individuals qualified to become Directors, (2) reviewing the qualifications of candidates and making recommendations to the Board regarding candidates, (3) developing and recommending to the Board corporate governance policies and procedures, (4) overseeing planning for the succession 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 “**Executive Management Team**”) and Directors, and (5) leading the Board in complying with its corporate governance policies and procedures.

Composition

The Committee shall be comprised of not less than two Directors. After any permissible phase in period following its initial public offering and subject to any exceptions permitted by the rules of the Nasdaq Stock Market (“**Nasdaq**”) or applicable law, each member of the Committee shall qualify as an independent Director under the standards established by Nasdaq.

Each member of the Committee shall be appointed, based on recommendations from the Nominating and Corporate Governance Committee, and serve at the discretion of the Board, in each case, in accordance with the Company’s certificate of incorporation and the Director Nomination Agreement, dated as of May 25, 2018, among the Company and certain of its stockholders (as amended from time to time, the “**Director Nomination Agreement**”). 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 the Director Nomination Agreement. The Board shall designate a chairperson of the Committee (the “**Chairperson**”).

Meetings and Operations

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 of the Committee 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.

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:

Nominating

1. Recommend to the Board for approval the qualifications, qualities, skills, expertise, characteristics, experience and other criteria required for Board membership.
2. Identify potential individuals whose qualifications and skills reflect those desired by the Board, and, subject to the Director Nomination Agreement, evaluate and recommend to the Board all nominees for Board membership, including recommendations submitted by stockholders and nominees to fill vacancies and newly created directorships. Retain any search firm to be used to identify Director candidates, and exercise sole authority to select such search firm and approve its fees and other retention terms, and to terminate such search firm.
3. Subject to the Director Nomination Agreement, annually recommend to the Board (a) nominees for election by the stockholders at each annual meeting of stockholders and (b) also recommend to the Board any person to be elected to fill a vacancy on the Board or a newly created directorship. In determining whether to re-nominate Directors for election, the Committee will review the performance of each Director.
4. Recommend to the Board Directors to serve as committee members and a chairperson for each committee.

Corporate Governance

5. Develop and make recommendations to the Board with respect to corporate governance policies and principles, including developing and recommending to the Board a set of Corporate Governance Guidelines for the Company.
6. Oversee compliance with the Corporate Governance Guidelines. Annually review the adequacy of the Corporate Governance Guidelines and the charter of each committee of the Board, and recommend proposed changes, if appropriate, to the Board for approval.
7. Consider and recommend to the Board the action to be taken, if any, with respect to any resignation or offer to resign tendered by a Director in accordance with the Corporate Governance Guidelines.

8. Develop and recommend to the Board for approval Director independence standards consistent with those required by the listing standards of Nasdaq and review Board and committee composition at least annually to ensure compliance with Nasdaq rules and other applicable regulatory requirements. In so doing, the Committee shall conduct a review of all Directors for the purposes of determining which Board members are deemed independent, and which Board members are deemed “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).
9. Oversee Director orientation and continuing education.
10. Develop procedures for stockholders and other interested parties to communicate with the Board.
11. Subject to the Director Nomination Agreement, review and recommend to the Board from time to time appropriate changes to the structure, duties, size, membership and functions of the Board and its committees (including the chairpersons appropriate for each such committee) based on the Company’s strategy, current trends, emergent needs, seniority, experience and other relevant considerations.
12. Review and recommend to the Board from time to time appropriate changes to the responsibilities and charters of the various committees of the Board and/or whether or not any new standing or special committees should be created or existing committees discontinued.

Evaluations and Other

13. Develop, administer and oversee an annual performance review of the Board that includes input from all Directors. Work with the other committees to ensure an effective and consistent process for annual committee performance evaluations.
14. Oversee the Company’s succession planning process and periodically evaluate potential successors to the position of Chief Executive Officer (“**CEO**”) and other positions within the Company’s Executive Management Team.
15. Consult with the CEO in recommending to the Board an emergency succession plan in the event of the unexpected departure, disability or death of the CEO or other key members of the Company’s Executive Management Team.
16. Review with the Board its plan relating to succession of the Board members of the Company.
17. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
18. Annually evaluate the performance of the Committee relative to the Committee’s purpose, duties and responsibilities set forth herein.

19. 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.

For the avoidance of doubt, nothing in this Charter shall supersede or otherwise modify or amend the terms and provisions of the Director Nomination Agreement.

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

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any search firm to be used to identify Board member candidates, as it deems appropriate to carry out its duties, without seeking approval of the Board or management.