



## **CORPORATE GOVERNANCE AND PUBLIC POLICY COMMITTEE CHARTER**

*Approved by the Board of Directors on December 8, 2016*

### **I. Purpose and Organization**

The purpose of the Corporate Governance and Public Policy Committee of the Board of Directors of The Western Union Company is to (i) identify individuals qualified to become members of the Board and recommend to the Board nominees for election as directors at each annual meeting of shareholders and to fill vacancies on the Board, (ii) recommend to the Board directors for appointment to Board committees, (iii) develop and recommend to the Board corporate governance guidelines for the Company, (iv) oversee the evaluation of the Board and its committees and (v) review and advise the Board regarding matters of public policy and social responsibility as they relate to the Company.

The Committee shall consist of two or more members of the Board who have no material relationship with the Company and are otherwise independent under the rules of the New York Stock Exchange. Members and the Chairperson of the Committee shall be appointed by the Board for such term as the Board may determine, and shall serve at the pleasure of the Board.

In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

A quorum at any Committee meeting shall be the greater of two members or 50% of the number of Committee members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee consented to in writing or by electronic transmission by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

## **II. Committee Duties and Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall have the following duties and responsibilities.

1. Recommend to the Board criteria for Board and committee membership, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure), the perceived needs of the Board and principles of diversity.
2. Consider (in consultation with the Chairman of the Board and the Chief Executive Officer) and recruit candidates to fill positions on the Board of Directors. The Committee shall also review any candidate recommended by the shareholders of the Company. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors.
3. Evaluate current Directors for re-nomination to the Board, including assessing their performance in the context of the Board evaluation process.
4. Recommend to the Board nominees for election as Directors. In making such recommendations, the Committee shall consider the criteria for Board membership approved by the Board and such other factors as the Committee shall deem appropriate and shall make a specific determination as to the independence of each candidate.
5. Recommend to the Board appointments to Board committees.
6. Recommend to the Board of Directors corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board of Directors and its committees, including its oversight of management and consultations with management. The corporate governance guidelines shall be reviewed not less frequently than annually by the Committee, and the Committee shall make recommendations to the Board of Directors with respect to changes to the guidelines.
7. Advise the Board of Directors with respect to the charters, structure and operations of the various committees of the Board of Directors and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board of Directors.
8. Oversee the development and implementation of an orientation and continuing education program for Directors.

9. Establish and implement annual self-evaluation procedures for the Board and its committees and oversee the reporting to the Board by its committees. As part of such annual self-evaluation, the Committee shall review its own performance and the adequacy of this charter and recommend any proposed changes to the Board for approval.
1. Review and advise the Board of Directors regarding proposals submitted by the shareholders of the Company for inclusion in the Company's proxy statement.
2. Review the Company's related persons transaction policy, and as necessary, review specific related person transactions.
3. Review and advise the Board of Directors regarding matters of public policy and social responsibility which are relevant to the Company or the industries in which the Company operates, including without limitation trends, policies and regulatory developments relating to immigration and charitable giving activities.

### **III. 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.

### **IV. Resources and Authority**

The Committee shall have all 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 special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms that are retained to assist the Committee in identifying director candidates, this authority shall be vested solely in the Committee.