



## COMPLIANCE COMMITTEE CHARTER

*Approved by the Board of Directors on  
February 19, 2021*

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

The purpose of the Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of The Western Union Company (the “Company”) is to (i) assist the Audit Committee of the Board (the “Audit Committee”) and the Board in fulfilling the Board’s oversight responsibility for the Company’s compliance with legal and regulatory requirements; and (ii) perform any other duties as are directed by the Board or the Audit Committee.

The Committee shall consist of three 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 (“Independent Members”). The Chair of the Committee shall be an Independent Member. Independent Members and the Chair 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.

At its discretion, the Board may also appoint non-voting members to serve at the pleasure of the Board in an advisory capacity to the Committee for such term as the Board may determine (“Non-Voting Members”). Non-Voting Members are not required to be independent under the rules of the New York Stock Exchange, and shall not (i) vote with respect to any determination of the Committee; (ii) count towards a quorum at any meeting; or (iii) receive compensation from the Company for service as a Non-Voting Member.

In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. The Committee shall meet no less than quarterly, with additional meetings scheduled as required.

A quorum at any Committee meeting shall be the greater of two Independent Members or 50% of the number of Independent Members. All determinations of the Committee shall be made by a majority of its Independent Members present at a meeting duly called and held, except as provided herein (or where only two Independent 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 Independent 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 all Independent Members of the Committee prior to

each meeting, and to all Non-Voting Members of the Committee prior to each meeting at the discretion of the Chairperson of the Committee. 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 Independent and Non-Voting Members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee by the Independent Members and shall be distributed periodically to the Audit Committee and Board. The Committee shall make regular reports to the Audit Committee and/or Board.

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

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

1. Review and discuss with management the Company's compliance programs, policies, and key risk exposures relating to anti-money laundering, sanctions, anti-corruption, fraud prevention, consumer protection, and privacy laws, including establishing procedures to be apprised of material investigations or other material matters that may arise in relation to such laws, and periodically, but not less frequently than once every six months, the Chairperson of the Committee, or his or her designee, shall provide reports to the Board of Directors as to the status of and developments in these areas. The Chief Compliance Officer of the Company shall report to the Committee on such compliance matters no less frequently than once every quarter, the Chief Privacy Officer shall report to the Committee on such privacy matters no less frequently than twice per year, and the Chief Risk Officer shall report to the Committee on such key risk exposures no less than once per year. Such Officers shall report to the Committee at such other times as the Committee or such Officers may request, subject to the reasonable availability of each.
2. Review, as the Committee deems appropriate or as instructed by the Board or Audit Committee, legal, compliance or other regulatory matters that may have a material effect on the Company's business, financial statements, or compliance policies, including material notices to or inquiries received from governmental agencies.
3. Report the activities of the Committee to the Audit Committee and/or Board on a regular basis and review issues with the Audit Committee and/or Board as the Committee deems appropriate.
4. Prepare and review with the Board an annual performance evaluation of the Committee in a manner consistent with the directions of the Corporate Governance, ESG, and Public Policy Committee and periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board.

## **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 consisting solely of Independent Members.

#### **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 Audit Committee, Board or management (subject to the pre-approval by the Audit Committee of any services to be provided by the Company's independent auditor).