

THE WESTERN UNION COMPANY
RELATED PERSON TRANSACTIONS POLICY

Approved by the Board of Directors on December 9, 2009

1. Policy. The Board of Directors of The Western Union Company (the “Company”) recognizes that a Related Person participating in a transaction with the Company can present perceived, potential or actual conflicts of interest.

Each Related Person Transaction must be approved or ratified in accordance with the guidelines set forth in this policy (i) by the Corporate Governance and Public Policy Committee of the Board of Directors or (ii) if the Corporate Governance and Public Policy Committee of the Board of Directors determines that the approval or ratification of such Related Person Transaction should be considered by all of the disinterested members of the Board of Directors, by such disinterested members of the Board of Directors by the vote of a majority thereof.

In considering whether to approve or ratify any Related Person Transaction, the Corporate Governance and Public Policy Committee or the disinterested members of the Board of Directors, as the case may be (the “Reviewing Directors”), shall consider all factors that are relevant to the Related Person Transaction, including, without limitation, the following:

- the size of the transaction and the amount payable to a Related Person;
- the nature of the interest of the Related Person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the Company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the Company as would be available in comparable transactions with or involving unaffiliated third parties.

2. Procedure. The General Counsel shall advise the Chairman of the Corporate Governance and Public Policy Committee of any Related Person Transaction of which he becomes aware. The Corporate Governance and Public Policy Committee shall consider such Related Person Transaction at its next regularly scheduled meeting or, if it deems it advisable, prior thereto at an interim meeting called for such purpose, unless the Corporate Governance and Public Policy Committee determines that the approval or ratification of such Related Person Transaction should be considered by all of the disinterested members of the Board of Directors, in which case such disinterested members of the Board of Directors shall consider such Related Person Transaction at its next regularly scheduled meeting or, if it deems it advisable, prior thereto at an interim meeting called for such purpose. Except as set forth below, any Related Person Transaction not approved in advance by the Reviewing Directors shall not be entered into by the Company unless the consummation of such Related Person Transaction is expressly subject to ratification by the Reviewing Directors. If the Reviewing Directors do not ratify such

Related Person Transaction, the Company shall not consummate such Related Person Transaction.

If the Company enters into a transaction that (i) the Company was not aware constituted a Related Person Transaction at the time it was entered into but which it subsequently determines is a Related Person Transaction or (ii) did not constitute a Related Person Transaction at the time such transaction was entered into but thereafter becomes a Related Person Transaction, then in either such case the Related Person Transaction shall be presented for ratification in the manner set forth above. If such Related Person Transaction is not ratified by the Reviewing Directors, then the Company shall take all reasonable actions to attempt to terminate the Company's participation therein.

No director shall participate in any discussion or approval of a Related Person Transaction for which he or she is a Related Person, except that the director shall provide all material information concerning the Related Person Transaction to the Corporate Governance and Public Policy Committee.

If a Related Person Transaction will be ongoing, the Corporate Governance and Public Policy Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Corporate Governance and Public Policy Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to see that they are in compliance with the Committee's guidelines and that the Related Person Transaction remains appropriate.

3. Disclosure. The Company shall disclose all Related Person Transactions as may be required under applicable securities laws and regulations, including, without limitation, Item 404 of Regulation S-K. Consideration and approval of any particular transaction by the Reviewing Directors shall not be dispositive in determining whether such transaction requires disclosure under applicable securities laws. The Corporate Governance and Public Policy Committee shall timely advise the Board of Directors of all Related Person Transactions, if any, approved or ratified by the Corporate Governance and Public Policy Committee.

4. Definitions. For purposes of this policy, the following definitions shall apply:

"Executive Officer" means the President, any Vice President in charge of a principal business unit, division or function of the Company or any officer or other person who performs a policy making function for the Company, including any executive officer of a subsidiary of the Company if such person performs policy making functions for the Company.

"Immediate Family Member" means, with respect to any person, any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, and any individual (other than a tenant or employee) sharing the household of such person.

"Related Person" means any of the following: (i) an Executive Officer or director of the Company or a nominee for director of the Company, (ii) a beneficial owner of more than

5% of any class of voting securities of the Company or (iii) an Immediate Family Member of any of the persons identified in clauses (i) or (ii) hereof.

“Related Person Transaction” means any transaction involving an amount in excess of \$120,000 in which the Company is a participant and in which a Related Person has or will have a direct or indirect material interest, including without limitation any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships, but excluding the transactions described in paragraph 5.

5. *Excluded Transactions.* The following transactions are not deemed to create a direct or indirect material interest for the Related Person and therefore are not Related Person Transactions:

(i) Any indebtedness incurred for the purchase of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business;

(ii) Any indebtedness incurred with respect to a beneficial owner of more than 5% of any class of voting securities of the Company or any Immediate Family Member thereof;

(iii) Any transaction in which the rates or charges involved in connection therewith are determined by competitive bids;

(iv) Any transaction in which a person is deemed a Related Person solely on the basis of such person’s equity ownership and all holders of that class of equity receive the same benefit on a pro rata basis;

(v) Transactions where the Related Person’s interest derives solely from his or her direct or indirect ownership (together with the ownership of any other Related Person) of a less than ten percent equity interest in another entity (other than a partnership) which is a party to the Transaction;

(vi) Transactions where the Related Person’s interest derives solely from his or her service as a director of another corporation or organization that is a party to the transaction;
or

(vii) Any transaction involving compensation payable to an Executive Officer or director of the Company for services in such capacity which compensation has been approved by the Compensation & Benefits Committee of the Board of Directors or by the Board of Directors on the recommendation of the Compensation & Benefits Committee.