

# **EURONET WORLDWIDE, INC.**

## **AUDIT COMMITTEE CHARTER**

**(As amended on February 27, 2018)**

This Charter is intended to define the purposes, membership and responsibilities of the Audit Committee of Euronet Worldwide, Inc. (the "Company").

### **I. PURPOSES**

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

1. Oversee the Company's accounting and financial reporting processes and systems of internal controls regarding finance, accounting and legal compliance.
2. Monitor the independence and performance of the Company's independent auditor and internal auditing department, and oversee the audits of the financial statements of the Company.
3. Provide an avenue of open communication among the independent auditor, management, the internal auditing department and the Audit Committee.
4. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
5. Report on its activities to the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and it has direct access to the independent auditor as well as anyone at the Company. The Audit Committee has the ability to retain independent legal, accounting, or other advisers, consultants or experts it deems necessary in the performance of its duties and to determine the compensation of such advisors, consultants or experts, which will be paid by the Company. The Company will also provide for appropriate funding, as determined by the Committee, for payment of compensation to any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **II. COMPOSITION AND MEETINGS**

The Audit Committee shall be comprised of three or more directors as determined by the Board of Directors, each of whom shall be independent non-executive directors in accordance with the rules of the Nasdaq Global Select Market and applicable federal securities laws, free from any relationship that would interfere with the exercise of his or her independent judgment. Each member must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. All members

of the Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Audit Committee shall have the requisite accounting or related financial management expertise and qualify as an "audit committee financial expert" under the rules of the Securities and Exchange Commission.

Audit Committee members shall be appointed by the Board of Directors. If a Chair of the Audit Committee is not designated or present, the members of the Audit Committee may designate a Chair by majority vote of the Audit Committee.

The Audit Committee contemplates meeting four times per year, or more frequently if circumstances dictate. The Chair or a majority of the Members may call meetings of the Committee upon reasonable notice, which may be given by telephone or email, or in writing. Attendance at any meeting shall be deemed to constitute waiver of notice. The Committee shall meet at such times and places as shall be determined by the Chair of the Committee. At each meeting of the Committee, a majority of the members shall constitute a quorum, and a majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Chair will preside, when present, at all meetings of the Committee. The Committee may meet in person or by telephonic or video-conference, and may take actions by consent if all of the members of the Committee consent thereto in writing or by electronic transmission.

### **III. RESPONSIBILITIES AND DUTIES**

To carry out its purposes, the Audit Committee shall have the following duties and responsibilities:

#### Review Procedures

1. Review and assess the adequacy of this Charter at least annually and submit any proposed changes to the Board for approval. This Charter will be made available on the Company's website at [www.euronetworkworldwide.com](http://www.euronetworkworldwide.com).
2. Review the annual audited financial statements and quarterly financial statements with management, prior to filing or distribution. Review should include discussion with management and the independent auditor of significant issues regarding accounting and auditing principles, practices and judgments.
3. In consultation with management, the independent auditor and the internal auditor, consider the integrity of the Company's financial reporting processes and controls.

#### Independent Auditor

4. The independent auditor is ultimately accountable to and shall report directly to the Audit Committee. The Audit Committee shall have the sole authority and direct responsibility to select, hire, evaluate and, where appropriate, replace the independent auditor. The Audit Committee shall be directly responsible for oversight of the work of the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management and the independent auditor regarding financial reporting. The Audit Committee may establish policies and procedures for the Audit Committee's pre-approval of permitted services by the Company's independent auditor on an on-going basis, including

delegating to one or more members of the Audit Committee the authority to pre-approve permitted services, as long as any such pre-approval of services is presented to the full Audit Committee at its next scheduled meeting.

5. Approve the fees and other compensation to be paid to the independent auditor.
6. The Audit Committee shall take appropriate action to oversee the independence of the independent auditor. The Audit Committee shall obtain and review a formal written statement of the independent auditor prior to its initial engagement, and thereafter at least annually prior to the renewal of any engagement of such independent auditor, prepared in accordance with the applicable requirements of the Public Accounting Oversight Board ("PCAOB") Rule 3526 (as may be modified or amended) and such other requirements as may be established by the PCAOB, describing all relationships between the independent auditor or its affiliates, on one hand, and the Company or persons in financial reporting oversight roles at the Company, on the other. Prior to such initial engagement, and thereafter, following receipt of each such report annually, the Audit Committee will discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor. The Audit Committee will also cause the independent auditor to affirm, in writing, to the Audit Committee that it is independent and in compliance with PCAOB Rule 3526 and to document the substance of its discussion with the Audit Committee.
7. Review, at least annually, reports from the independent auditor describing the firm's internal quality-control procedures; any material issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the independent auditor, or by any inquiry, investigation or regulatory action by any governmental body or professional auditor, within the preceding five years, respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues.
8. Prior to releasing the year-end earnings, discuss the results of the audit with the independent auditor.
9. Review with the independent auditor any management letter provided by the auditor and the Company's response to that letter.
10. Review and discuss with the independent auditor any other matters required to be discussed with the independent auditor, or reports required to be provided by the independent auditor, pursuant to applicable accounting or auditing standards, the rules and standards of the PCAOB and the rules of the Securities and Exchange Commission.

#### Risk Management and Legal Compliance

11. Review information provided by members of senior management on areas of material risk to the Company, or to the success of a particular project or endeavor under consideration, including operational, financial, legal, regulatory, strategic and reputational risks.
12. Review with management, the independent auditor and the internal auditing department, if applicable, any legal matters, risks or exposures that could have a significant impact on the financial statements and steps implemented by management to identify, assess, manage, monitor and minimize such exposures, and receive regular updates from management

regarding these matters and the effectiveness of the Company's controls relating to these matters.

13. Review with the Company's counsel any legal matters that could have a significant impact on the Company's financial statements.
14. Regularly report on risk oversight matters to the full Board.

#### Internal Audit Department

15. Review the organizational structure, and qualifications of the internal audit department, as needed.
16. Review significant reports prepared by the internal audit department together with management's response and follow-up to these reports.

#### Hedging Activities

17. Periodically review and discuss with management the Company's overall hedging strategy and the use of swaps and other derivative instruments by the Company or any of its subsidiaries for hedging risks. The Committee will have the authority, in its discretion, to review and approve, at least annually, management's decision (on behalf of the Company or on behalf of any of its subsidiaries) to enter into swaps, including those that may not be subject to clearing and exchange trading and execution requirements in reliance on the end-user exception, to the extent the end user exception is applicable to the Company. Such review and approval does not need to occur on a swap-by-swap basis unless otherwise determined by the Committee.

#### Other Audit Committee Responsibilities

18. Annually prepare a report to shareholders as required by the Securities and Exchange Commission. The report should be included in the Company's Form 10-K and annual proxy statement.
19. Perform any other activities consistent with this Charter, the Company's By-laws and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.
20. Administer and oversee the Company's Code of Business Conduct & Ethics for Directors, Officers and Employees.
21. Maintain minutes of meetings and periodically report to the Board of Directors on significant results of the foregoing activities.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations or to assure compliance with laws and regulations. The Audit Committee is expected to resolve disagreements between management and the independent auditor.

Unless the Committee member has knowledge that makes reliance unwarranted, the Committee members, in discharging their duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the Committee members believe in good faith to be reliable and competent in the matters presented; (b) legal counsel, the independent auditor, or other persons as to matters which the Committee member believes in good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of which such committee member is not a member if the Committee member believes in good faith that such committee merits confidence.

The Committee shall keep regular minutes of its proceedings and shall report to the Board in an appropriate and timely fashion, but in no event later than the next regular meeting of the Board. The Committee's reports to the Board shall provide the substance of its discussions and activities, its recommendations to the Board and any actions it may have taken at such meeting, all in reasonable detail.