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### Emphasize Equity Ownership

The Committee provides equity-based compensation and equity investment opportunities so that executives have a significant equity stake in our Company to ensure strong alignment with shareholders, significant correlation between Company performance and executive compensation, and complete focus on our goals.

The 2007 Stock Incentive Plan for Employees of First Data Corporation and its Affiliates (formerly the 2007 Stock Incentive Plan for Key Employees of First Data Corporation and its Affiliates), as amended from time to time (the "2007 Equity Plan"), facilitates significant equity ownership by executive officers. All executive officers have either directly purchased shares of Holdings equity or received grants of Holdings equity-based awards as a result of relinquishing equity of their former employer. The Committee believes that by requiring a personal investment in Holdings, the 2007 Equity Plan is a powerful mechanism to facilitate equity ownership and closely align executive and shareholder interests. To ensure equity remains the predominant compensation component for executives and to strengthen long-term alignment, executives also receive annual equity-based grants.

As a further demonstration of the Committee's commitment to equity ownership as a path to align the interests of our employees with the long-term success of the Company and our clients, the Committee approved broad-based equity grants in the first quarter of both 2014 and 2015. Management and the Committee believe that creating a strong culture of ownership will benefit its clients, employees, and shareholders.

### Pay at a Competitive Market Position

The Committee ensures that incoming and incumbent executives are paid competitively. In order to successfully attract and retain top performing executives, our Human Resources Department annually reviews market data and aims to provide our executives with competitive total compensation opportunities. In light of our recent hiring of executives, the Company and the Committee have gained significant insight into current executive compensation practices and have leveraged this information along with peer group analysis in making pay decisions.

The Chief Executive Officer, Human Resources Department and the Committee periodically review our executive compensation practices against a peer group of companies. Our peer group is comprised of direct competitors, frequently identified peer companies to our direct competitors, and other companies deemed comparable to us in terms of industry, pay practices, revenue and market value. The peer group includes the following 21 companies:

- Accenture plc
- Capital One Financial Corporation
- eBay Inc.
- Fiserv, Inc.
- Science Applications International Corporation
- SunTrust Banks, Inc.
- Visa Inc.
- ADP, LLC
- Computer Sciences Corporation
- Fidelity National Information Services
- MasterCard Incorporated
- SLM Corporation
- Symantec Corporation
- The Western Union Company
- The American Express Company
- Discover Financial Services, Inc.
- Fifth Third Bancorp
- PNC Financial Services Group, Inc.
- State Street Corporation
- Total System Services
- Yahoo! Inc.