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Compensation Arrangements to be Adopted in Connection with this Offering

First Data Corporation 2015 Omnibus Incentive Plan

In connection with this offering, our Board expects to adopt, and we expect our stockholders to approve, a stock incentive plan (the "2015 Omnibus Incentive Plan") prior to the completion of the offering.

Purpose. The purpose of our 2015 Omnibus Incentive Plan is to provide a means through which to attract and retain key personnel and to provide a means whereby our directors, officers, employees, consultants and advisors can acquire and maintain an equity interest in us, or be paid incentive compensation, including incentive compensation measured by reference to the value of our Class A common stock, thereby strengthening their commitment to our welfare and aligning their interests with those of our stockholders.

Administration. Our 2015 Omnibus Incentive Plan will be administered by the Governance, Compensation and Nominating committee of our Board or such other committee of our Board to which it has properly delegated power, or if no such committee or subcommittee exists, our Board (the "Committee"). The Committee is authorized to interpret, administer, reconcile any inconsistency in, correct any defect in and/or supply any omission in our 2015 Omnibus Incentive Plan and any instrument or agreement relating to, or any award granted under, our 2015 Omnibus Incentive Plan; establish, amend, suspend, or waive any rules and regulations and appoint such agents as the Committee deems appropriate for the proper administration of our 2015 Omnibus Incentive Plan; adopt sub-plans; and to make any other determination and take any other action that the Committee deems necessary or desirable for the administration of our 2015 Omnibus Incentive Plan. Except to the extent prohibited by applicable law or the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which our securities are listed or traded, the Committee may allocate all or any portion of its responsibilities and powers to any one or more of its members and may delegate all or any part of its responsibilities and powers to any person or persons selected by it in accordance with the terms of our 2015 Omnibus Incentive Plan. Unless otherwise expressly provided in our 2015 Omnibus Incentive Plan, all designations, determinations, interpretations, and other decisions under or with respect to our 2015 Omnibus Incentive Plan or any award or any documents evidencing awards granted pursuant to our 2015 Omnibus Incentive Plan are within the sole discretion of the Committee, may be made at any time and are final, conclusive and binding upon all persons or entities, including, without limitation, us, any participant, any holder or beneficiary of any award, and any of our stockholders.

Awards Subject to our 2015 Omnibus Incentive Plan. Our 2015 Omnibus Incentive Plan provides that the total number of shares of Class A common stock that may be issued under our 2015 Omnibus Incentive Plan is 71,182,033 plus any shares of Class B common stock subject to outstanding awards granted under our 2007 Equity Plan that, after the effective date of this plan, are forfeited, terminated, cancelled, expire unexercised, withheld in payment of the exercise price or withheld to satisfy tax withholding obligations which shares of Class B common stock will automatically be converted on a one-for-one basis into shares of Class A common stock (the "Absolute Share Limit"). Of this amount, the maximum number of shares of Class A common stock for which incentive stock options may be granted is the Absolute Share Limit; the maximum number of shares of Class A common stock for which stock options or stock appreciation rights may be granted to any individual participant during any single fiscal year is 6,327,292; the maximum number of shares of Class A common stock for which performance compensation awards denominated in shares may be granted to any individual participant in respect of a single fiscal year is 3,163,646 (or if any such awards are settled in cash, the maximum amount may not exceed the fair market value of such shares on the last day of the performance period to which such award relates); the maximum number of shares of Class A common stock granted during a single fiscal year to any non-employee director, taken together with any cash fees paid to such non-employee director during the fiscal year, may not exceed \$2,500,000 in total value; and the maximum amount that may be paid to any individual participant for a single fiscal year under a performance compensation award denominated in cash is \$25,000,000. Except for substitute awards (as described below), in the event any award expires or is cancelled, forfeited, terminated, settled in cash or otherwise settled without delivery to the participant of the full number of shares to which the award related, the undelivered shares of Class A common stock may be granted again under our 2015 Omnibus Incentive Plan. Shares of Class A common