



## AMENDED AND RESTATED RELATED PARTY TRANSACTIONS POLICY

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Responsible Unit: Legal & Compliance Division

APPROVED EVERTEC, INC.  
BOARD OF DIRECTORS  
MEETING HELD ON

October 23, 2019

A handwritten signature in blue ink, appearing to be "J. M.", written over a horizontal line.

SECRETARY

## Revision History

Description:	Revised By:	Audit Committee Review Date:	Board Approval Date:
Original version	Evertec Legal	N/A	2/1/2011
Amended version	Evertec Legal	N/A	5/31/2012
First annual review – changes re: applicable legal requirements and general formatting	Evertec Legal	10/17/2014	10/17/2014 (UWC)
Annual Review; Minor Formatting; Inclusion of Escalation Procedure	Evertec Legal	4/27/2016	4/28/2016
Annual Review: Minor Formatting – New logo	Evertec Legal	4/26/2017	4/27/2017
Annual Review: General update	Evertec Legal	10/24/2018	10/25/2018
Annual Review – Changes re: Update to the definition of “Credit Agreement” and inclusion of a policy interpretation provision.	Evertec Legal	10/23/2019	10/23/2019

## Corporate Statement

Evertec is committed to complying with all laws and regulations that apply to its global operations, as well as maintaining the highest standards of ethical business conduct.

It is Evertec's policy not to enter into any Related Party Transaction unless the Board or Authorized Committee, as applicable, approves such transaction or determines that such transaction does not need such approval, in accordance with (and subject to the exceptions set forth in) this Amended and Restated Related Transaction Policy (this "**Policy**").

## Key Terms

Specially defined terms have been used throughout this Policy. The following is a list of the corresponding definitions for these terms and serves as a guide for some of the words or phrases that could possibly be left up to interpretation.

Affiliate – means any Person that, directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with Evertec, any of Evertec's direct or indirect subsidiaries or any director or officer of Evertec.

Applicable Legal Requirements – means the limitations and requirements under the (1) Credit Agreement, (2) Stockholders Agreement and (3) U.S. banking laws.

Authorized Committee – means a committee to which the Board has delegated certain powers and authority as provided in this Policy. Initially, the Authorized Committee under this Policy is the Audit Committee.

Board – means the Board of Directors of Evertec.

Control (including its correlative meanings, controlling and controlled) – means the possession, direct or indirect, or the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

Covered Transactions – means any of the following transactions:

1. Any loan or other extension of credit from any Popular Bank or any of its respective operating subsidiaries to Evertec, including any transaction by virtue of which Evertec or any of its subsidiaries becomes obligated to pay money to a Popular Bank or any of its respective operating subsidiaries;
2. The purchase of any asset from Evertec by any Popular Bank or any of its respective operating subsidiaries;
3. The acceptance by any Popular Bank or any of its respective operating subsidiaries of any securities issued by Evertec or any of its subsidiaries as collateral for a loan or other extension of credit made by a Popular Bank or any of its operating subsidiaries to any party;
4. The purchase of, or investment in, any securities issued by Evertec or any of its subsidiaries by a Popular Bank or any of its respective operating subsidiaries;
5. Any agreement, transaction or arrangement whereby a Popular Bank or any of its respective operating subsidiaries issues a guarantee, acceptance or letter of credit, or confirms a letter of credit, on behalf of Evertec or any of its subsidiaries;
6. Any cross-affiliate netting arrangement between a Popular Bank or any of its operating subsidiaries and Evertec or any of Evertec's subsidiaries; or

7. Subject to a number of exceptions, entering into an agreement, transaction or arrangement whereby Evertec or any of its subsidiaries receives the proceeds, or Evertec or any of its subsidiaries benefits from the proceeds, of any transaction between a Popular Bank and a third party.

Credit Agreement – means the Credit Agreement, dated as of November 27, 2018, among Evertec, Inc., Evertec Group, LLC, Bank of America, N.A., and the other parties thereto.

Evertec – refers to Evertec, Inc.

Federal Reserve Board – means the Board of Governors of the Federal Reserve System.

Intercompany Ancillaries – means each of the agreements between Evertec or any of its subsidiaries, on the one hand, and Popular, Inc. or any of its Affiliates, on the other hand, in each case as in effect on September 30, 2010 and as otherwise amended, modified or supplemented in accordance with the approval procedures set forth in this Policy.

Person – means any individual, corporation, partnership, trust, incorporated or unincorporated association, joint venture, joint stock company, limited liability company, governmental authority or other entity of any kind, and will include any assignee and/or successor (by merger or otherwise) of such entity in connection therewith.

personnel – refers to the directors, officers or employees of Evertec, collectively or individually.

Popular Banks – means Banco Popular de Puerto Rico or any bank Affiliate of Popular, Inc.

Popular Transaction – means a Related Party Transaction (other than a Pre-Approved Related Party Transaction) relating to any of the Intercompany Ancillaries.

Pre-Approved Related Party Transactions – means a transaction:

1. involving compensation of Board members (the procedures for the review and approval of such transactions have been set forth in the charter of the Board's Compensation Committee);
2. involving compensation of an executive officer or involving an employment agreement, severance arrangement, change in control provision or agreement or special supplemental benefit of an executive officer (the procedures for the review and approval of such transactions have been set forth in the charter of the Board's Compensation Committee);
3. involving indemnification payments and payments under directors and officers indemnification insurance policies made pursuant to the Certificate of Incorporation or By-laws or pursuant to any policy, agreement or instruments previously approved by the Board;
4. agreement between (i) Evertec and one or more of its subsidiaries or (ii) two or more of Evertec's subsidiaries;
5. agreement entered into pursuant to the Stockholder Agreement or any of the Intercompany Ancillaries;
6. where the Related Party's interest arises solely from the ownership of Evertec common stock and all holders of Evertec common stock receive the same benefit on a pro rata basis; or
7. service addendum, statement of work, schedule or other agreement or order approved in writing by the Legal & Compliance Division, that would obligate Evertec to perform a service under (i) the Amended and Restated Master Services Agreement, dated September 30, 2010, among Popular, Inc., Banco Popular de Puerto Rico and Evertec, as it may be amended or supplemented or (ii) the Amended and Restated ATH Network Participation Agreement, dated September 30, 2010, between Banco Popular de Puerto Rico and Evertec, as it may be amended or supplemented, in each case that (a) is not materially detrimental to Evertec or any of its subsidiaries, (b) is entered into on arms' length terms and in the ordinary

course of business, (c) would result in payments to or by Evertec or any of its subsidiaries less than \$120,000 in any fiscal year, or (d) would not otherwise violate any of the Applicable Legal Requirements.

Related Party – means any Person:

1. who is, or at any time since the beginning of Evertec's current fiscal year was, an "executive officer" of Evertec (as defined in Rule 405 promulgated under the Securities Act of 1933 and Rule 3b-7 promulgated under the Securities Exchange Act of 1934);
2. who is, or at any time since the beginning of Evertec's current fiscal year was, a member of the Board or a nominee for a position as a member of the Board;
3. known to Evertec to be the beneficial owner of more than 5% of any class of Evertec's voting securities (a "5% shareholder");
4. who is an immediate family member of a Person listed in 1, 2, or 3 above (an immediate family member is 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, and any person (other than a tenant or employee) sharing the same household as such Person listed in 1, 2 or 3);
5. that is, directly or indirectly, owned or controlled by a Person listed in 1, 2, 3, or 4 above;
6. in which a Person listed in 1, 2, 3 or 4 above serves as an executive officer or principal or in a similar position, or in the case of a partnership, serves as a general partner or holds any management position other than that of a limited partner;
7. in which a Person listed in 1, 2, 3 or 4 above, together with all other Persons specified in 1, 2, 3 and 4 above, owns 10% or more of the equity interests of such entity, or in the case of a partnership, 10% or more of the partnership interests of such partnership;
8. at which a Person listed in 1, 2, 3 or 4 above is employed if (a) the Person is directly involved in the negotiation of the Related Party Transaction or will have or share primary responsibility at such entity for the performance of the Related Party Transaction, or (b) the Person's compensation from the entity is directly tied to the Related Party Transaction; or
9. that is an Affiliate of Evertec or of any Person listed in 3 above.

Related Party Transaction – means any transaction (including any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness)), arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which Evertec (or any of its direct or indirect subsidiaries) was, is or will be a participant, and in which any Related Party had, has or will have a direct or indirect interest.

Sponsors – means Popular, Inc., or any of its Affiliates.

Stockholder Agreement – means the Stockholder Agreement, dated April 17, 2012, by and among Carib Latam Holdings, Inc., Popular, Inc., AP Carib Holdings, Ltd. and each of the stockholders of Carib Latam Holdings, Inc., as amended, modified or supplemented from time to time.

## **Purpose and Scope**

Evertec adopts this Policy recognizing that transactions involving Evertec and Related Parties present a heightened risk of conflicts of interest. In addition, transactions between Evertec (or any of its subsidiaries), on the one hand, and a Related Party of Evertec, on the other hand, are subject to certain limitations and requirements under Applicable Legal Requirements.

This Policy provides substantive information on the Applicable Legal Requirements as well as standards of conduct and practices that must be followed with respect to certain kinds of transactions in order to ensure such compliance.

This Policy applies to Evertec, as well as Evertec personnel, whether located in Puerto Rico or abroad. Failure of any individual to adhere to this Policy, its related procedures, or applicable law will result in appropriate disciplinary action by Evertec (up to and including termination) and could endanger the viability of Evertec's business. This Policy supplements the conflict of interest provisions in Evertec's Code of Ethics.

Any suspected violation or actual knowledge of a violation of this Policy must be immediately brought to the attention of the Ethics Officer and Legal & Compliance Division or, can be reported anonymously through Evertec's Ethics Line (<http://evertecehicsline.com>). If any violation of this Policy is material in nature, such violation shall be reported to the Evertec Board of Directors. Evertec reserves its right to interpret, at its own discretion, any clause contained in this Policy. This includes, but is not limited to, the interpretation of any ambiguous clause at its own discretion.

## Overview of Policy Provisions

The Applicable Legal Requirements include, without limitation, the following restrictions with respect to Related Party Transactions:

1. Credit Agreement – Under the Credit Agreement, without the consent of the required lenders, neither Evertec nor any of its subsidiaries may (i) engage in any transaction with any of Evertec's or its subsidiaries' Affiliates or any known direct or indirect holder of 10% or more of any class of equity securities of Evertec if such transaction or agreement involves consideration in excess of \$20 million or (ii) make certain payments to a Sponsor, in each case, unless such transaction is upon terms no less favorable to Evertec or such subsidiary than would be obtained in a comparable arm's-length transaction with a Person that is not an Affiliate, subject to certain exceptions set forth in the Credit Agreement.
2. U.S. Banking Laws
  - a. *Arm's-Length Requirement.* Under Section 23B of the Federal Reserve Act and the Federal Reserve Board's Regulation W, all transactions and agreements between Evertec (or any of its subsidiaries), on the one hand, and any Popular Bank (or any of their respective operating subsidiaries), on the other hand, must be entered into on terms and under circumstances, including credit standards, that are substantially the same, or at least as favorable to the Popular Banks, as those prevailing at the time for comparable transactions with or involving non-affiliates, or in the absence of comparable transactions, that the dealing between the Popular Banks and Evertec takes place on terms and under circumstances, including credit standards, insofar as favorability to the Popular Banks is concerned, that in good faith would be offered to, or would apply to, non-affiliates.
  - b. *Covered Transactions.* Under Section 23A of the Federal Reserve Act and the Federal Reserve Board's Regulation W, the Federal Reserve Board imposes certain quantitative and qualitative limitations on the Popular Banks and their operating subsidiaries when they enter into certain Covered Transactions with their Affiliates, including Evertec and its subsidiaries.
  - c. Both types of requirements are imposed on the Popular Banks and their operating subsidiaries and not directly on Evertec, but they may affect the terms of any transactions between Evertec and the Popular Banks or their operating subsidiaries.

## Policy Principles

1. No personnel may cause Evertec or any of its subsidiaries to enter into a Covered Transaction (other than a Pre-Approved Related Party Transaction) without the prior approval of the Board or Authorized Committee.

2. Any proposed Related Party Transaction (other than a Pre-Approved Related Party Transaction) must be approved in accordance with this Policy. Accordingly, the Legal & Compliance Division must be notified of any proposed Related Party Transaction in order to make an initial determination as to whether such proposed Related Party Transaction (i) is a Pre-Approved Related Party Transaction and (ii) if it is not a Pre-Approved Related Party Transaction, if it complies with the Applicable Legal Requirements. If the Legal & Compliance Division determines that the Related Party Transaction is not a Pre-Approved Related Party Transaction, it shall report such determination and its determination as to compliance with Applicable Legal Requirements (including all relevant facts and documentation) to the Board or Authorized Committee.
3. The Authorized Committee shall (i) review and either approve or reject Popular Transactions and (ii) with respect to Related Party Transactions that are not Popular Transactions, review and recommend to the Board whether such transactions should be approved.
4. In reviewing any Related Party Transaction, the Board or Authorized Committee shall not approve the Related Party Transaction unless the Board or Authorized Committee has:
  - a. considered the determination of the Legal and Compliance Division as to whether the Related Party Transaction is a Pre-Approved Related Party Transaction and complies with Applicable Legal Requirements;
  - b. satisfied itself that it has been fully informed as to the material facts of the Related Party's relationship and interest and as to the material facts of the proposed Related Party Transaction;
  - c. considered whether the Related Party Transaction would impair the independence of any director;
  - d. considered whether the Related Party Transaction is on terms no less favorable to Evertec than terms generally available in a transaction with an unaffiliated third-party;
  - e. determined that the Related Party Transaction is in, or not inconsistent with, the best interests of Evertec and its stockholders; and
  - f. determined that the Related Party Transaction complies with Applicable Legal Requirements, including, without limitation:
    - whether the arm's-length test under the Credit Agreement has been complied with or whether any exceptions would apply; and
    - whether any approvals from Evertec's creditors and/or pursuant to the Stockholder Agreement are required.
5. No director shall participate in any discussion or approval of a Related Party Transaction for which such director is a Related Party, except that the director shall provide all material information concerning the Related Party Transaction to the Board or Authorized Committee. Any information that could be expected to affect the market price of Evertec Securities, whether it is positive or negative, should be considered material.
6. The Board or Authorized Committee shall establish such guidelines and designations of responsibilities as it determines are necessary or appropriate for management to follow in its dealings with Related Parties in Related Party Transactions. If a Related Party Transaction is ongoing, the Board or Authorized Committee shall, on at least an annual basis (if still ongoing), review and assess ongoing relationships with the Related Party to determine whether the Related Party Transaction continues to be in compliance with any such guidelines and this Policy.
7. If any member of management becomes aware of either (i) a proposed Related Party Transaction or (ii) an existing Related Party Transaction that is not a Pre-Approved Related Party Transaction and has not been previously approved by the Board or Authorized Committee in accordance with this Policy, such member of management shall promptly notify the Legal & Compliance Division, and such transaction (unless the Legal & Compliance Division determines that it is a Pre-Approved Related Party Transaction) shall be submitted to the Board or the Authorized Committee for review,

consideration and determination as to whether to approve or ratify, as applicable, such transaction in accordance with this Policy. A member of the Board shall promptly inform the Chairperson of the Board (or the Chairperson of the Authorized Committee, if applicable) when such Board member becomes aware of a potential Related Party Transaction in which such Board member or any immediate family member of such Board member would be a Related Party.

8. If management, in consultation with Evertec's Chief Executive Officer or Chief Financial Officer, determines that it is not practicable to wait until the next meeting of the Board or Authorized Committee, the Chairperson of the Board or the Chairperson of the Authorized Committee, as applicable, has the delegated authority during the period between Board meetings or Authorized Committee meetings, to review, consider and determine whether any such transaction complies with the Applicable Legal Requirements and whether the transaction should be approved, or ratified, as the case may be (unless such action by the Chairperson of the Board or Chairperson of the Authorized Committee would violate the Applicable Legal Requirements). The Chairperson of the Board or Chairperson of the Authorized Committee shall report to the Board or Authorized Committee, any transactions approved by the Chairperson pursuant to this delegated authority at the next meeting of the Board or Authorized Committee.
9. In addition, Evertec shall cooperate with the Popular Banks to report Covered Transactions to the Federal Reserve Board in a timely manner.
10. Related Party Transactions (including, Pre-Approved Related Party Transactions) shall be disclosed in Evertec's SEC filings as and to the extent required by applicable SEC rules and regulations. The fact that a transaction may be considered a Related Party Transaction for purposes of this Policy does not create a presumption that the transaction is a transaction in which a Related Party has a direct or indirect material interest requiring disclosure under applicable SEC rules and regulations. At least annually, management shall elicit information from Evertec's executive officers and members of the Board as to existing and potential Related Party Transactions.

### Designation of Authority/Responsibilities

The Board and the Authorized Committee shall be responsible for overseeing the implementation of this Policy.

The following Evertec personnel shall have the responsibilities set forth below designated to such personnel, in each case subject to the oversight of the Board and the Authorized Committee:

1. Authorized Committee. The Authorized Committee is responsible for:
  - a. reviewing and approving all Popular Transactions;
  - b. reviewing all Related Party Transactions (other than Pre-Approved Transactions) that are not Popular Transactions and recommending to the Board whether such transactions should be approved; and
  - c. periodically reviewing and assessing the adequacy of this Policy and notifying the Board of any recommended changes for Board approval.
2. Disclosure Committee. Evertec's Disclosure Committee is responsible for managing the required disclosure of any Related Party Transactions.
3. Legal & Compliance Division. Evertec's Legal & Compliance Division is responsible for:
  - a. reviewing recent developments and changes to the Applicable Legal Requirements and communicating such changes to the Board, the Authorized Committee, the Ethics Officer and the Human Resources Division, as applicable;

- b. examining all proposed Related Party Transactions in order to make an initial determination as to whether or not such proposed Related Party Transaction (i) is a Pre-Approved Related Party Transaction and (ii) if it is not a Pre-Approved Related Party Transaction, complies with the requirements of this Policy (including, the Applicable Legal Requirements), and submitting a summary of each such proposed Related Party Transaction that is not a Pre-Approved Related Party Transaction (including all relevant facts and documentation) to the Authorized Committee;
  - c. assisting the Disclosure Committee with the drafting of any required disclosure regarding Related Party Transactions;
  - d. ensuring appropriate action is taken to address possible violations or legal issues brought to its attention; and
  - e. drafting and reviewing any written agreements for Related Party Transactions (including Popular Transactions) to determine whether the agreements are on terms no less favorable to Evertec than terms generally available in a transaction with an unaffiliated third-party.
  - f. supporting the Human Resources Division in providing Related Party Transactions trainings; and
  - g. monitoring compliance with this Policy.
4. Contracting Units. Evertec's business units that contract with Related Parties are responsible for:
- a. conducting due diligence to ascertain if the other contracting party is a Related Party and retaining all documentation gathered as a result thereof; and
  - b. referring any Related Party Transactions (including all documentation relating thereto) to the Legal & Compliance Division for review.
5. Finance Division. Evertec's Finance Division is responsible for complying with all record-keeping provisions that demonstrate Evertec's compliance hereunder.
6. Human Resources Division. Evertec's Human Resources Division is responsible for:
- a. ensuring that this Policy is adequately communicated to Evertec personnel, particularly those whose duties implicate possible exposure to Related Party Transactions; and
  - b. coordinating Related Party Transactions training for Evertec personnel.
7. Ethics Officer. Evertec's Ethics Officer is responsible for handling possible violations or legal issues brought to his/her attention and consulting with Evertec's Legal & Compliance Division and/or executive officers as appropriate.