

VeriFone Systems, Inc.

Corporate Governance Guidelines

I. Introduction

The Board of Directors of VeriFone Systems, Inc. (formerly, VeriFone Holdings, Inc.) (the “Company”), acting on the recommendation of its Corporate Governance and Nominating Committee, has developed and adopted a set of corporate governance principles (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

II. Board Composition

The composition of the Board should balance the following goals:

- The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully;
- The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company’s business; and
- A majority of the Board shall consist of directors whom the Board has determined have no material relationship with the Company and who are otherwise “independent” under the rules of the New York Stock Exchange, Inc. (the “Exchange”).

III. Selection of Chairman of the Board and Chief Executive Officer Selection of Chairman of the Board and Chief Executive Officer; Lead Independent Director

The Board is free to select its Chairman and the Company’s Chief Executive Officer in the manner it considers in the best interests of the Company at any given point in time. These positions may be filled by one individual or by two different individuals. In the event the Chairman and Chief Executive Officer positions are combined, the Company shall appoint a Lead Independent Director, who shall meet the Company's independence standards and have the following authority and responsibilities:

- to set an appropriate schedule of Board meetings, seeking to ensure that the Independent Directors can perform their duties responsibly while not interfering with the flow of VeriFone operations;
- to set the agendas for the Board and committee meetings;
- to take all necessary steps to ensure the appropriate quality, quantity, and timeliness of information from VeriFone management as necessary to enable the Independent Directors to effectively and responsibly perform

their duties, and to make specific requests for information at the Lead Independent Director's discretion;

- to recommend and take steps to ensure the retention of consultants who report directly to the Board, as deemed advisable;
- to interview, along with the Chairman of the Nominating Committee, all Board candidates, and make nominating recommendations to the Board;
- to assist the Board and Company officers in assuring compliance with and implementation of the Company's governance guidelines and policies;
- to coordinate and develop the agenda for any executive sessions of the Board's Independent Directors;
- to act as principal liaison between the Independent Directors and the CEO on material issues;
- to evaluate the CEO's performance and meet with the CEO to discuss the Board's evaluation;
- to make recommendations as to the membership of Board committees, as well as selection of the committee chairs; and
- to oversee an annual self-evaluation of the Board of its performance and the performance of Company directors.

IV. Selection of Directors

Nominations. The Board is responsible for selecting the nominees for election to the Company's Board of Directors. The Company's Corporate Governance and Nominating Committee is responsible for recommending to the Board a slate of directors or one or more nominees to fill vacancies occurring between annual meetings of stockholders.

Criteria. The Board should, based on the recommendation of the Corporate Governance and Nominating Committee, select new nominees for the position of independent director who satisfy the requirements of the Exchange while taking into consideration the following additional criteria:

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to Board and committee matters;

- The fit of the individual’s skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Diversity of viewpoints, background, experience and other demographics.

The Corporate Governance and Nominating Committee will give appropriate consideration to candidates for Board membership proposed by the Company’s stockholders in accordance with the procedures set forth in the Company’s annual proxy statement and will evaluate such candidates in the same manner as other candidates identified by or submitted to the Corporate Governance and Nominating Committee.

Invitation. The invitation to join the Board should be extended by the Board itself via the Chairman of the Board and CEO of the Company, together with an independent director, when deemed appropriate.

Orientation and Continuing Education. Management, working with the Board, will provide an orientation process for new directors, including background material on the Company, its business plan and its risk profile, and meetings with senior management. Periodically, management should prepare additional educational sessions for directors on matters relevant to the Company, its business plan and risk profile.

V. Election Term; Election

The Board does not believe it should establish term limits.

Any nominee in an uncontested election who receives a greater number of “against” votes than “for” votes shall promptly tender his or her resignation following certification of the vote. A contested election shall be an election for which the Secretary of the Company determines that the number of director nominees exceeds the number of directors to be elected as of the date that is ten days preceding the date the Company first mails its notice of meeting for such meeting to the stockholders. The Corporate Governance and Nominating Committee shall consider the resignation offer and shall recommend to the Board the action to be taken. Any director whose resignation is under consideration shall not participate in the Corporate Governance and Nominating Committee recommendation regarding whether to accept the resignation. The Board shall take action within 90 days following certification of the vote, unless such action would cause the Company to fail to comply with any requirement of the Exchange or any rule or regulation promulgated under the Securities Exchange Act of 1934, in which event the Company shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision and the reasons therefor, in a Form 8-K furnished to the Securities and Exchange Commission.

VI. Retirement of Directors

The Board does not believe it should establish a mandatory retirement age.

VII. Board Meetings

The Board currently plans at least four meetings each year, with additional meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. The meetings will usually consist of committee meetings and the Board meeting.

The agenda for each Board meeting will be prepared by the Office of the Chief Executive Officer. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the directors to make an informed judgment.

VIII. Executive Sessions

To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet in executive sessions periodically, with no members of management present. The non-management directors shall designate the director who will preside at the executive sessions. Non-management directors who are not independent under the rules of the Exchange, may participate in these executive sessions, but independent directors should meet separately in executive session at least once per year.

IX. The Committees of the Board

The Company shall have at least the committees required by the rules of the Exchange. Currently, these are the Audit Committee, the Compensation Committee and a nominating/corporate governance committee, which in the Company is called the Corporate Governance and Nominating Committee. Each of these three committees must have a written charter satisfying the rules of the Exchange. The Audit Committee must also satisfy the requirements of SEC Rule 10A-3.

All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the Board. Each committee chair will give a periodic report of his or her committee's activities to the Board.

Each of the Corporate Governance and Nominating Committee, the Audit Committee and the Compensation Committee shall be composed of at least three directors whom the Board has determined have no material relationship with the Company, who are otherwise "independent" under the rules of the Exchange. Audit Committee members must satisfy the additional eligibility requirements of SEC Rule 10A-3, and Compensation Committee members must satisfy the additional eligibility requirements imposed by the rules of the Exchange. The required qualifications for the

members of each committee shall be set out in the respective committees' charters. A director may serve on more than one committee for which he or she qualifies.

X. Management Succession

At least annually, the Board shall review and concur in a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

XI. Executive Compensation

1. *Evaluating and Approving Salary for the CEO.* The Board, acting through the Compensation Committee, evaluates the performance of the CEO and the Company against the Company's goals and objectives and approves the compensation level of the CEO.

2. *Evaluating and Approving the Compensation of Management.* The Board, acting through the Compensation Committee, evaluates and approves the proposals for overall compensation policies applicable to executive officers.

XII. Board Compensation

The Board, acting through the Corporate Governance and Nominating Committee, should conduct a review at least once every three years of the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that could call into question the Board's objectivity.

XIII. Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Delaware law. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. *Commitment and Attendance.* All independent and management directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. To the extent necessary, members may attend by telephone or video conference to mitigate conflicts. All independent and management directors should make every effort to attend the Company's annual meeting of stockholders.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon

request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a director, subject to provisions contained in the Company's Certificate of Incorporation.

The Company has adopted a Code of Business Conduct and Ethics, including a compliance program to enforce the Code. Certain portions of the Code deal with activities of directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, the taking of corporate opportunities for personal use, and competing with the Company. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's counsel in the event of any issues.

4. *Other Directorships.* The Company values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability and may present conflicts or legal issues. Directors should advise the Chair of the Corporate Governance and Nominating Committee and the CEO before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses or governmental entities.

5. *Contact with Management.* All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

Further, the Board encourages management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

6. *Contact with Other Constituencies.* It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson.

7. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

8. *Reviewing and Approving Significant Transactions.* Board approval of a particular transaction may be appropriate due to a variety factors, including:

- legal, regulatory or Exchange requirements,
- the materiality of the transaction to the Company’s financial performance, risk profile or business,
- the terms of the transaction, and
- other factors, such as whether the transaction represents the entering into of a new line of business or a shift in the Company’s strategic plan.

To the extent the Board determines it to be appropriate, the Board shall develop standards to be utilized by management in determining types of transactions that should be submitted to the Board for review and approval or notification.

XIII. Evaluating Board Performance

The Board, acting through the Corporate Governance and Nominating Committee, should conduct a self-evaluation at least annually to determine whether it is functioning effectively. The Corporate Governance and Nominating Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Corporate Governance and Nominating Committee. Each committee’s evaluation must compare the performance of the committee with the requirements of its written charter, if any.

XIV. Reliance on Management and Outside Advice

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.

XV. Stock Ownership Guidelines

The Board believes that directors should be stockholders in order to align their interests with the long-term interests of the Company’s stockholders. In furtherance of this policy, the Board has adopted stock ownership guidelines for the Company’s non-employee directors. Under these guidelines, non-employee directors are required to own a minimum number of shares of the Company’s common stock equal to four times the director’s annual cash retainer. Any non-employee director who fails to meet or maintain these ownership requirements by the required time frame will be required to retain all shares of the Company’s common stock acquired upon exercise of stock options or vesting of restricted stock or restricted stock unit (“RSU”) awards, net of shares withheld for taxes, until such ownership guidelines are satisfied. Under these guidelines, unvested restricted stock awards and RSU awards and owned shares of the Company’s common

stock count toward the ownership level, and non-employee directors have a five year period over which to achieve their target ownership level.

XVI. Communications with Directors

Any interested party may direct communications to individual directors, including the Chairman of the Board, a Board committee, the independent directors as a group or the Company's Board as a whole, by addressing the communication to the named individual, to the committee, the independent directors as a group or the Board as a whole c/o Secretary, VeriFone Systems, Inc., 88 W. Plumeria Drive, San Jose, CA 95134. The Company's Secretary or an Assistant Secretary will review all communications so addressed and will relay to the addressee(s) all communications determined to relate to the Company's business, management or governance.