

COMPENSATION COMMITTEE CHARTER

Amended June 20, 2013

Committee Membership

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of VeriFone Systems, Inc. (the "Company") shall consist solely of three or more members of the Board, all of whom shall meet the applicable independence requirements under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules of the New York Stock Exchange, the requirements for non-employee directors in Rule 16b-3(b)(3)(i) of the Exchange Act and the requirements for "outside directors" set forth in Treasury Regulation 1.162-27(e)(3).

Members shall be appointed by the Board based on nominations recommended by the Company's Corporate Governance and Nominating Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities

The Committee shall have the purpose and direct responsibility to:

1. Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among any other factors deemed relevant by the Committee, the Company's performance and relative shareholder return and the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years.
2. Determine and approve compensation of (a) those persons who report directly to the CEO and (b) any other executive officers (the "Non-CEO Executive Officers").
3. Make recommendations to the Board with respect to incentive-compensation plans and equity-based plans, oversee the activities of the individuals responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
4. Approve any new equity compensation plan or any material change to an existing plan where shareholder approval has not been obtained.
5. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code. The Committee shall also identify, in consultation with the management of the Company, persons subject to Section 162(m) of the Internal Revenue Code and/or Section 16(b) of the Exchange Act.
6. Review and approve employment contracts, severance agreements, change in control

agreements or other compensation arrangements, for the CEO and each of the Non-CEO Executive Officers.

7. Make determinations or recommendations to the Board with respect to any severance or similar termination payments proposed to be made to any current or former officer of the Company.
8. Review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A"), and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement. Prepare a report of the Compensation Committee for inclusion in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement, in accordance with applicable SEC rules and regulations.
9. Annually assess the risks associated with the Company's compensation practices, policies and programs applicable to employees to determine whether the risks arising from such practices, policies and programs are appropriate or reasonably likely to have a material adverse effect on the Company.
10. Monitor compliance with stock ownership guidelines.
11. Prepare and issue the evaluation required under "Performance Evaluation" below.
12. Report to the Board on a regular basis, and not less than once per year.
13. Review the results of any advisory stockholder votes on executive compensation and consider whether to make or recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
14. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Committee Structure and Operations

The Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet at least three times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The presence in person or by telephone of the lesser of two members or a majority of the Committee shall constitute a quorum.

The chairperson or a majority of the members of the Committee may invite such members of management to its meetings as it deems appropriate, consistent with the maintenance of the confidentiality of compensation discussions. No member of management may attend the portion of any meeting where such individual's performance or compensation is being discussed or voted upon. Any member of the Board of Directors who is not a member of the Committee may attend any Committee meeting subject to recusal in appropriate circumstances.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to such standing or ad hoc subcommittees as it may determine to be necessary or appropriate for the discharge of its responsibilities, as long as the subcommittee contains at least the minimum number of

directors necessary to meet any regulatory requirements.

Performance Evaluation

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee

The Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any outside legal counsel, compensation consultants and other advisors to the Committee ("Outside Advisors"), as it deems appropriate, without seeking approval of the Board or management, and with due regard for the rules of the Securities and Exchange Commission and the NYSE listing standards, as they may be amended from time to time. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee.

In retaining or seeking advice from Outside Advisors, to the extent required by NYSE rules, the Committee may select or receive advice from an Outside Advisor only after taking into consideration all factors relevant to the Outside Advisor's independence from management, including the following:

- the provision of other services to the Company by the person that employs the Outside Advisor;
- the amount of fees received from the Company by the person that employs the Outside Advisor as a percentage of that person's total revenue;
- the policies and procedures of the person that employs the Outside Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Outside Advisor with a member of the Committee;
- any stock of the Company owned by the Outside Advisor; and
- any business or personal relationship of the Outside Advisor or the person employing the Outside Advisor with an executive officer of the Company.

The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the above specified factors.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Outside Advisor that it may retain. The secretary of the Company, on behalf of the Company, shall arrange for the payment of any invoices of any such third parties.