

**VeriFone Systems, Inc.**  
**Audit Committee Charter**

**Organization**

This charter governs the operations of the Audit Committee. The Board of Directors (the “Board”) shall appoint an Audit Committee (the “Committee”) of at least three members, consisting entirely of independent directors of the Board, and shall designate one member as chairperson or delegate the authority to designate a chairperson to the Committee. For purposes hereof, members shall be considered independent as long as they satisfy all of the independence requirements for Board members as set forth in the rules of the New York Stock Exchange, Inc. (“NYSE”) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Each member of the Committee shall be financially literate, or become financially literate within a reasonable period of time, and at least one member shall be an “audit committee financial expert,” as defined by the rules of the Securities and Exchange Commission (the “SEC”). Members of the Committee shall not serve on more than three public company audit committees simultaneously unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee, and discloses this determination in the Company’s annual proxy statement or on the Company’s website.

The Committee shall meet as often as necessary, but not less than six times a year and at least once each quarter. The Committee shall review and approve an agenda that, at least annually, includes a review of internal controls. The Committee shall meet separately and periodically with management, the personnel responsible for the internal audit function (the “internal auditors”), and the independent auditors. The Committee shall report regularly to the Board with respect to its activities, and shall review with the full Board any issues that arise with respect to the quality or integrity of the Company’s financial statements, the Company’s compliance with legal and regulatory requirements, the effectiveness of the Company’s internal control over financial reporting, the performance and independence of the Company’s independent auditors, and the performance of the internal auditors.

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 Committee discussions. 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.

**Purpose**

The purpose of the Committee shall be to:

- Provide assistance to the Board in fulfilling its oversight responsibility to the shareholders, potential shareholders, the investment community, and others relating to: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the effectiveness of the Company’s internal control over financial reporting, (iv) the independent auditors’ qualifications and

independence; and (v) the performance of the Company's internal auditors and independent auditors;

- Prepare the Committee report as required by the SEC for inclusion in the Company's annual proxy statement.

The Committee shall retain and compensate such outside legal, accounting, or other advisors, as it considers necessary in discharging its oversight role.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, the internal auditors, and management of the Company, and to determine that all parties are aware of their responsibilities.

### **Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or non-audit services to be performed by the independent auditors, provided that any pre-approvals made under delegated authority are presented to the Committee at its next scheduled meeting.

### **Resources and Authority**

The Committee shall have the resources 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 special or independent counsel, accountants or other experts and advisors, as may be necessary or appropriate, without approval of the Board or management.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of: (1) compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (2) compensation of any advisers employed by the Committee; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Performance Evaluation**

The Committee shall at least annually review with the Board the performance of the Committee, and compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to this charter that the Committee deems necessary or desirable. The performance evaluation may be conducted in any manner that 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 for that purpose.

## **Duties and Responsibilities**

The Committee has the responsibilities and powers set forth in this Charter.

The function of the Committee is oversight. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for implementing and maintaining internal control over financial reporting. The independent auditors are responsible for auditing the Company's financial statements and the effectiveness of internal control over financial reporting, and for reviewing the Company's unaudited interim financial statements and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee will take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

### **Independent Auditors**

- The Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of the independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) or any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company, and the independent auditors and any other registered public accounting firm so engaged must report directly to the Committee.
- At least annually, the Committee shall obtain and review a report by the independent auditors describing: (i) the firm's internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company (to assess the auditors' independence), including at least the matters set forth in the letter from the independent auditors required by the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB"). The Committee shall discuss with the independent auditors any relationships or services disclosed in this report that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors.

- The independent auditors shall submit to the Committee annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors: (i) the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the independent auditors, in the aggregate and by each service. After reviewing the foregoing reports and the independent auditors' work throughout the year, the Committee shall evaluate the auditors' qualifications, performance and independence. Such evaluation should include the review and evaluation of the lead partner of the independent auditors and take into account the opinions of management and the Company's internal auditors.
- The Committee shall discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner, and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself. The Committee shall determine that the independent audit firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under the SEC's independence rules.
- The Committee shall pre-approve all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
- The Committee shall discuss with the independent auditors the overall scope and plans for their audits, including the adequacy of staffing, timing and budget or compensation.
- The Committee shall regularly review with the independent auditors, and discuss with management, and if appropriate, the Chief Audit Executive, any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditors' activities or access to requested information and management's response, any significant disagreements with management and any other matters required to be discussed by applicable auditing standards and SEC rules. The Committee should review any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise); any communications between the audit team and the audit firm's national office relating to problems or difficulties encountered with respect to significant auditing or accounting issues; any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm to the Company; any schedule of unadjusted differences; and the form of opinion that the audit firm proposes to render to the Board and the shareholders.
- The Committee shall obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act.

### **Internal Auditors**

- The Committee shall ensure that the Company maintains an adequately staffed, qualified, and supervised internal audit function that is independent.
- The Committee shall discuss the internal audit charter, reporting relationship, and activities with the Chief Audit Executive on an annual basis and approve changes to the internal audit charter.
- The Committee shall be responsible for reviewing the appointment, replacement, reassignment, or dismissal of the Chief Audit Executive, who is vested with oversight of and responsibility for the Company's global internal audit activities.
- The Committee shall approve the remuneration of the Chief Audit Executive.
- The Committee shall advise the Chief Audit Executive that he or she is expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports to management prepared by the internal auditors and management's responses thereto.
- The Committee shall discuss at least annually with the Chief Audit Executive the overall scope and plans for internal audits, including the adequacy of staffing and compensation, significant findings and management's responses thereto, any difficulties encountered in the course of internal audits, including any restrictions on the scope of work, and access to required information.
- The Committee shall approve the risk-based internal audit plan.
- The Committee shall approve the internal audit budget and resource plan.
- The Committee shall meet separately with the Chief Audit Executive or the Chief Audit Executive's designee, without other senior management present, prior to filing each quarterly and annual financial report to discuss internal audit department procedures, findings, and deficiencies, as well as appropriate means to address them and prevent their recurrence.
- The Committee shall report to the Board regarding any significant issues concerning the quality, integrity, performance, and independence of the Company's independent auditors.
- The Committee shall report to the Board regarding any significant issues concerning the quality, integrity, performance, and independence of the Company's internal auditors.

### **Externally Reported Financial Statements**

- The Committee shall meet to review and discuss the quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management and the independent auditors, and if appropriate, the Chief Audit Executive, prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, PCAOB requirements, or professional standards and statements.

- The Committee shall meet to review and discuss the annual audited financial statements, including reviewing the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” with management and the independent auditors, and if appropriate, the Chief Audit Executive, prior to the filing of the Company’s Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K). Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, PCAOB requirements, or professional standards and statements.
- The Committee’s review of the Company’s financial statements and disclosures shall include: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the company’s selection or application of accounting principles, and major issues as to the adequacy of the company’s internal controls and any specific remedial actions adopted in light of significant deficiencies or material weaknesses; (ii) discussions with management and the independent auditors regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments, including analyses of the effects of alternative GAAP methods on the financial statements; (iii) consideration of the effect of regulatory accounting initiatives, as well as off-balance sheet structures on the financial statements; (iv) consideration of the judgment of both management and the independent auditors about the quality, not just the acceptability of accounting principles; and (v) the clarity of the disclosures in the financial statements.
- The Committee shall receive and review a report from the independent auditors, prior to the filing of the Company’s Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), on all critical accounting policies and practices of the Company; all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the independent auditor; and other material written communications between the independent auditors and management.
- The Committee shall discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor’s response to any identified accounting deficiencies.

### **Internal Control over Financial Reporting**

- The Committee shall meet with and receive reports from the independent auditors and the Chief Financial Officer at least once per quarter, and more often as may be necessary, regarding significant internal controls issues to exercise meaningful oversight over significant financial and accounting issues.
- The Committee shall review management’s assessment of the effectiveness of internal control over financial reporting as of the end of the most recent fiscal year and the independent auditors’ report on management’s assessment.

- The Committee shall discuss with management, the internal auditors, and the independent auditors the adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by management of the Company in connection with its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting. In addition, the Committee shall discuss with management, the internal auditors, and the independent auditors any significant changes in internal control over financial reporting that are disclosed, or considered for disclosures, in the Company's periodic filings with the SEC.
- The Committee shall discuss with the independent auditors the characterization of deficiencies in internal controls over financial reporting. The Committee shall also discuss, with management, management's remediation plan to address internal control deficiencies. The Committee shall determine that the disclosures describing any identified material weaknesses and management's remediation plans are clear and complete.

### **Other**

- The Committee shall discuss with appropriate counsel to the Company any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies.
- The Committee shall review any management decision to seek a second opinion from independent auditors other than the Company's then-appointed regular independent auditors with respect to any significant accounting issues.
- The Committee shall review and approve all related party transactions required to be disclosed according to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.
- The Committee shall review and discuss the type and presentation of information (including any non-GAAP financial information) to be included in earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- The Committee shall review the Company's compliance systems with respect to legal and regulatory requirements and receive and review reports under the Company's code of conduct and ethics programs to monitor compliance with such programs. The Committee shall receive corporate attorneys' reports of evidence of any material violation of securities laws or breaches of fiduciary duty.
- The Committee shall discuss the Company's policies with respect to risk assessment and risk management, including the risk of fraud. The Committee also shall discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. The Committee shall review and discuss with management the Company's data security risk exposures and the steps management has taken to monitor and control such exposures.

- The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall set clear hiring policies for employees or former employees of the independent auditors that meet the rules and regulations of the SEC and the listing standards of the NYSE.
- The Committee shall annually review and evaluate, after discussion with the appropriate members of management, the independent auditors, and internal auditors (including the Chief Audit Executive) and representatives of the Disclosure Committee:
  - the scope and plans for, and results of, the annual audit, and shall also report on other activities of the Committee and recommend additions or variations in auditing, accounting, and control functions as it may deem desirable; and
  - compliance with Statement on Auditing Standards No. 99 guidance, including how and where the Company's financial statements might be susceptible to material misstatement due to fraud
- The Committee shall be empowered to investigate any matter brought to its attention with full access to all company books, records, and personnel, using special counsel or outside experts when necessary or appropriate.
- The Committee shall review and reassess the charter at least annually and obtain the approval of the Board.
- The Committee shall annually review and approve an agenda that includes all of the reviews set forth within this charter.