

**Adopted: October 22, 2020**

**FLEETCOR Technologies, Inc.  
Nomination and Governance Committee Charter**

**1. Purpose of Committee**

The purpose of the Nomination and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of FLEETCOR Technologies, Inc. (the “Company”) is to:

- (a) identify individuals qualified to become Board members and recommendation of director nominees to the Board prior to each annual meeting of stockholders;
- (b) recommend nominees for committees of the Board; and
- (c) assist the Board with matters concerning corporate governance practices.

**2. Committee Membership**

The Committee will consist of no fewer than three members of the Board. Subject to any applicable “phase in” provisions relating to the composition of the Committee, the members of the Committee will each have been determined by the Board to be “independent” under the rules of the New York Stock Exchange (the “NYSE”), including the additional independence considerations applicable under the Company’s Corporate Governance Guidelines. No member of the Committee may receive any compensation from the Company other than (i) director’s fees, which may be received in cash, stock options, common stock, equity-based awards, or other in-kind consideration ordinarily available to directors; (ii) a pension or other deferred compensation for prior service that is not contingent on future service; and (iii) any other regular benefits that other directors receive.

Members will be appointed by the Board based on the recommendations of the Committee and will serve at the pleasure of the Board and for such term or terms as the Board may determine.

**3. Committee Structure and Operations**

The Board will designate one member of the Committee as its chairperson. The Committee will meet at least two times a year, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. Members may participate in a meeting of the Committee by conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

#### **4. Committee Duties and Responsibilities**

The following are the duties and responsibilities of the Committee:

- (a) Nominating.
  - (i) Retain, as deemed necessary, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to select such search firm and approve its fees and other retention terms.
  - (ii) Pursue highly qualified director nominees to recommend to the Board for approval. We seek to have a Board which represents diversity in professional experiences, viewpoints, gender, age, race, ethnicity, sexual orientation, nationality and cultural background.
  - (iii) Review the slate of directors who are to be re-nominated to determine whether they are meeting the Board's expectations of them.
  - (iv) Make recommendations to the full Board for appointments to fill vacancies of any unexpired term on the Board.
  - (v) Review and recommend policies with respect to the size of the Board.
  - (vi) Annually recommend to the Board nominees for submission to stockholders for approval at the time of the annual meeting of stockholders.
  - (vii) Annually review committee chairs and membership and recommend any changes to the full Board.
- (b) Corporate Governance.
  - (i) Evaluate and recommend to the Board the resignation of individual directors for appropriate reasons, as determined by the Committee in its discretion.
  - (ii) Review any questions regarding the independence of Board members in accordance with the rules of the NYSE, the Company's Corporate Governance Guidelines, and other applicable rules and regulations.
  - (iii) Advise and make recommendations to the Board on matters concerning corporate governance and directorship practices. The Committee shall review at least annually the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
  - (iv) Review potential or actual conflicts of interest between Board members and between the Company and other companies on which a Board member of the Company may serve.

- (v) Oversee director orientation and continuing education.
- (c) General.
  - (i) Report periodically to the Board, summarizing the Committee's actions and any significant issues considered by the Committee.
  - (ii) Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
  - (iii) Annually evaluate the performance of the Committee, which evaluation will compare the performance of the Committee with the requirements of this Charter. The performance evaluation will be conducted in such manner as the Committee deems appropriate.
  - (iv) Annually oversee and assist the Board in conducting a self-evaluation in order to determine whether the Board and its Committees are functioning effectively.
  - (v) Annually oversee an evaluation of management.
  - (vi) Perform any other activities consistent with this Charter, the Company's certificate of incorporation and bylaws, and applicable laws, as the Committee deems appropriate or as requested by the Board.

## **5. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. Any actions taken by a subcommittee of the Committee shall be reported to the Committee at its next scheduled meeting.

## **6. Resources and Authority of the Committee**

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, in its sole discretion, to retain or obtain the advice of independent legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any independent legal counsel or other advisor retained by the Committee. The Committee shall have access to appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to independent legal counsel or any other advisor retained by the Committee.

The Committee may select legal counsel or other advisors to the Committee only after taking into consideration all factors relevant to that person's independence from the Company's management, including the following:

- the provision of other services to the Company by the person that employs the legal counsel or other advisor;

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

However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any independent legal counsel or other advisor to the Committee and the Committee shall exercise its own judgment in fulfillment of its duties.