



Adopted: November 29, 2010

**FleetCor Technologies, Inc.
Related Parties Transactions Policy**

Purpose of the Policy

The Board of Directors of FleetCor Technologies, Inc. (the “Company”) has adopted this Policy on Related Party Transactions to ensure that all Interested Transactions with Related Parties (as those terms are defined below) are subject to approval or ratification in accordance with the procedures set forth below. The Audit Committee, in accordance with its charter, will have responsibility for overseeing this policy and for reviewing and approving Interested Transactions with Related Parties (as defined below). This policy is intended to supplement the Company’s Code of Ethics and Business Conduct.

Definitions

An “Interested Transaction” is any transaction, arrangement, or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year,
- the Company is a participant, and
- any Related Party has or will have a direct or indirect material interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

A “Related Party” is any

- person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K, even if they do not presently serve in that role) an executive officer, director or nominee for election as a director,
- person or entity, including affiliates, that was a beneficial owner of 5% or more of the Company’s common stock at the time the transaction occurred or existed, or
- immediate family member of any of the foregoing.

“Immediate family member” includes a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee).

Procedures for Reviewing Interested Transactions

1. The Audit Committee will review the material facts of all Interested Transactions and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. If advance Audit Committee approval of an Interested Transaction is not possible, the Interested Transaction will be considered and, if the Audit



Committee determines it to be appropriate, ratified at the Audit Committee's next regularly scheduled meeting.

2. The Chair of the Audit Committee has the authority to approve or ratify (as applicable) any Interested Transaction with a Related Party in which the aggregate amount involved is expected to be less than \$200,000. In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Interested Transaction approved or ratified by the Chair in accordance with this paragraph shall be disclosed to the Audit Committee.
3. In determining whether to approve or ratify an Interested Transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.
4. No director will participate in any discussion, approval or ratification of an Interested Transaction for which he or she is a Related Party.
5. The Audit Committee has determined that the following Interested Transactions are deemed to be pre-approved or ratified (as applicable) by the Audit Committee under the terms of this policy, even if the aggregate amount involved will exceed \$120,000:
 - a. **Employment and Compensation of executive officers.** Any employment by the Company of an executive officer or compensation paid by the Company to an executive officer if the Compensation, Nominating and Corporate Governance Committee approved (or recommended that the Board approve) such compensation.
 - b. **Director compensation.** Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements.
 - c. **Certain transactions with other companies.** Any transaction with another company at which a Related Person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1,000,000, or 2% of that company's total annual revenues.
 - d. **Certain Company charitable contributions.** Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not



exceed the lesser of \$1,000,000, or 2% of the charitable organization's total annual receipts.

- e. **Transactions where all shareholders receive proportional benefits.** Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (e.g. dividends).
- f. **Transactions involving competitive bids.** Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.
- g. **Regulated transactions.** Any transaction with a Related Party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- h. **Certain banking-related services.** Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Interested Transaction deemed pre-approved pursuant to (c) or (d) will be disclosed to the Audit Committee.

- 6. The Board of Directors of the Company may amend this policy from time to time.