

**TSYS CODE OF BUSINESS
CONDUCT AND ETHICS**



A MESSAGE FROM PHIL TOMLINSON



Our world is continually changing and so is our business, but one thing will never change and that is our commitment to maintaining the highest ethical standards. TSYS was founded on a corporate culture which embraces “doing what’s right and treating people right.” That culture remains strong today and continues to be part of our “corporate DNA.”

The TSYS Code of Business Conduct and Ethics is intended to be a practical reminder of our respect for each other as well as our commitment to uphold the standards which have made our company what it is today. Outlined within this Code are the basic principles and behavior standards expected of every team member.

Doing what’s right goes beyond mere compliance with laws and regulations. It means that sometimes our positions may be unpopular and could even result in lost business, but in the long run, doing the right thing for the right reason earns us the trust and respect of our clients, and ultimately benefits our company, our team members and our shareholders.

I encourage you to read this Code and use it as an ethical roadmap for making decisions and taking action on behalf of TSYS. If you are ever faced with an ethical question or concern which your manager or supervisor cannot address, I encourage you to use one of the many other channels TSYS makes available to you. I promise you we will handle your concern as quickly as possible and without retaliation against you for raising the concern. Thank you for taking the time to read and understand our Code and for all you do for TSYS!

A handwritten signature in black ink that reads "Phil". The signature is written in a cursive, flowing style.

Philip W. Tomlinson
Chairman of the Board and Chief Executive Officer

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Business Conduct and Ethics

At the end of the day, all of us want to be proud of the work we do for TSYS, knowing that we have done our part to earn and maintain our reputation for doing what's right and treating people right – every time. The TSYS Code of Business Conduct and Ethics covers a wide range of business practices and standards. However, it is not intended to cover every issue that may arise, but rather outlines the basic principles which guide our business. The principles and expectations outlined in this Code are applicable to every person conducting business on behalf of TSYS and its controlled affiliates, regardless of geographic location. This includes all team members and all levels of management, our Board of Directors, consultants, independent contractors and temporary workers.

While this Code summarizes many of TSYS' policies, it does not supersede them or act as a substitute for reading the policies that apply to your specific department or area of responsibility. At TSYS we expect anyone acting on our behalf to follow all applicable laws and regulations, this Code and TSYS policy, and to uphold our Corporate Values as you conduct business. If you have questions or concerns about what is proper conduct for you, or anyone else, promptly raise the issue with your manager, supervisor or the TSYS General Counsel's Office.

The TSYS Code of Business Conduct and Ethics and all policies referenced in the Code are available to team members via the teamWORKS portal and also through the TSYS Team Pay and Benefits Center Knowledgebase at <http://payandbenefits.tsys.com>. The Code can also be found in the Corporate Governance section of our external website at www.tsys.com.

1.1 Our Corporate Values define who we are and what we do:

Integrity

We are committed to the highest ethical standards – the courage to do what is right drives our people in both their professional and personal lives.

Relationships

We value the worth of every individual, connecting with clients, team members and other stakeholders through collaboration, cooperation and service to achieve common goals.

Excellence

We are determined to deliver unparalleled quality and service with a sense of urgency, intensity and passion unmatched in our industry.

Innovation

We creatively develop solutions that meet our clients' current needs and future possibilities.

Growth

We are results driven – a quality that enables us to invest in technology, provide rewards to our team members and enhance our shareholder value.



2.1 Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is expected of all team members and anyone acting on behalf of TSYS. We must all respect and obey the laws and all applicable rules and regulations of the cities, states and countries in which TSYS operates. Because TSYS is a global company, this may get complicated at times because we are regulated by many different laws. Although you are not expected to know the details of each law, it is important you know enough to determine when to seek advice from your manager, supervisor, the TSYS General Counsel's Office or one of the other resources identified in the TSYS Issue Resolution Model below.

2.2 Guiding Principles for All

Policies and codes alone cannot guarantee compliance with the law or ethical decision-making. Each of us must do our part. Here are some guiding principles for conducting business on behalf of TSYS:

- **Act with honesty and integrity:** Conduct all business with honesty, integrity and in a manner that protects TSYS' image and reputation.
- **Follow the rules:** Follow all applicable laws, regulations and policies as you conduct TSYS' business ... if you don't know, ask your manager, supervisor or one of the other resources identified in the TSYS Issue Resolution Model for guidance and help.
- **Respect others:** Treat others as they want to be treated ... regardless of how they may treat you. This includes fellow team members, clients, business partners, governmental regulators and our competitors.
- **When in doubt, ask:** If you are unsure about law, policy, ethics or other compliance issues, ask your manager or supervisor or consult one of the other resources identified in the TSYS Issue Resolution Model.
- **Report violations:** If you suspect a violation of the law, this Code or TSYS policy, regardless of whether it is intentional, it is your responsibility to report it to your manager, supervisor or one of the other resources identified in the TSYS Issue Resolution Model.
- **Cooperate with investigations:** If you are asked about a potential violation, it is your responsibility to be forthcoming and tell the truth.

Each of us – every team member and anyone working on behalf of TSYS – has the responsibility to ensure prompt and consistent action in response to violations, or potential violations of this Code.

In some situations it may be difficult to know exactly what to do. Since this Code cannot anticipate every situation that may arise, it is helpful to have a way to approach these problems. Here are some steps to keep in mind:

- **Make sure you have all the facts.**
- **Ask yourself: What specifically am I being asked to do?**
 - Is it the right thing to do?
 - Is it consistent with TSYS' Values and way of doing business?
 - How could it impact TSYS' reputation?
- **Clarify your responsibility and role.** It may help to get others involved and discuss the problem.
- **Ask first, act later.** If you are unsure of what to do in any situation, seek guidance before you act.

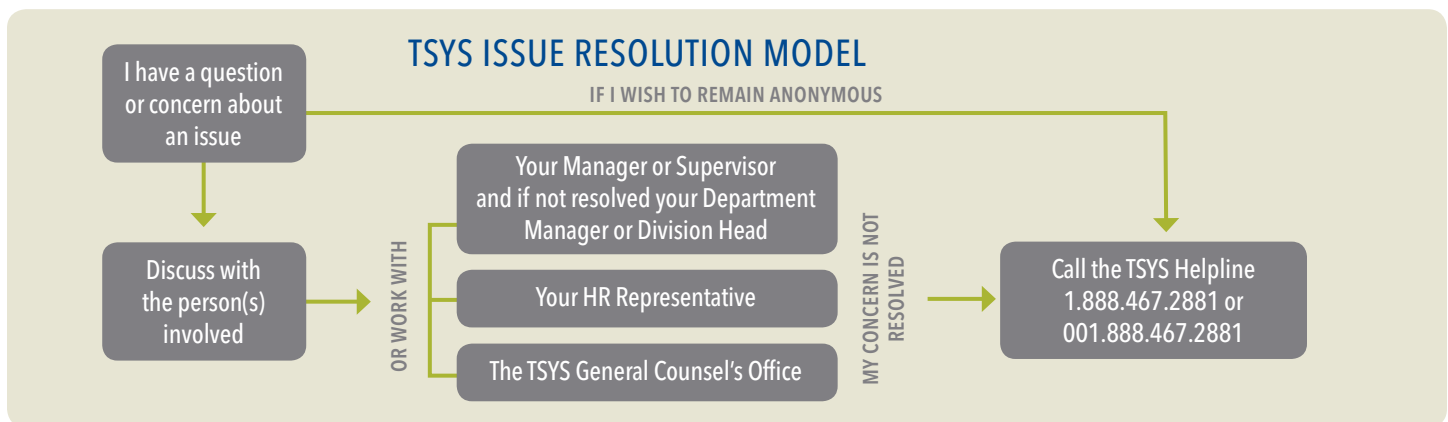
2.3 Additional Responsibilities of Leaders

Leaders have additional responsibilities. If you are a manager or supervisor, you are expected to lead by example, serve as a positive role model, and encourage others to follow this Code, TSYS policy and the law. Leaders' responsibilities include:

- Monitoring and ensuring compliance with this Code by team members and others who conduct business on behalf of TSYS.
- Fostering a culture of compliance and ethics through personal example and being open and available to discuss ethical concerns.
- Ensuring new team members and other applicable persons complete job-specific compliance training.
- Protecting from retaliation any team member who reports, provides information regarding, or otherwise participates in an investigation regarding unethical conduct or legal misconduct.
- Reviewing on a periodic basis applicable TSYS policies with your direct reports.
- Reporting violations that others share with you.

2.4 Seeking Guidance and Reporting Issues

If you are faced with a situation that may not comply with TSYS' standards, or you are concerned that it may be unethical, inappropriate or illegal, you have a responsibility to raise that concern using the TSYS Issue Resolution Model shown below:



In most cases, the best place to start is considering the steps you can personally take to try to remedy the situation. If possible, discuss the concern directly with the person involved. If this is not feasible try to resolve the concern through your manager or supervisor, and if not resolved, your department manager or division head. You may also raise your concern with your HR Representative or by contacting the TSYS General Counsel's Office at 706.649.2995. Your identity and the information that you provide will be shared only on a "need-to-know" basis with those responsible for resolving your concern.

Seeking Guidance and Reporting Issues cont.

In cases where you do not feel it is appropriate to discuss an issue with the persons listed in the paragraph above, or if you would like to remain anonymous, you may call the TSYS Helpline at any time in the U.S. at 1.888.467.2881, or internationally at 001.888.467.2881. The TSYS Helpline is staffed 24 hours a day, seven days a week by an independent third-party provider. If you want your identity to remain anonymous, it will be protected as allowed by law; however, some non-U.S. countries may not permit anonymity in certain cases. In addition, we may not be able to conduct an effective investigation if you decide to remain anonymous.

2.5 No Retaliation

You can be confident that you can report concerns about conduct that may violate this Code, TSYS policy or legal requirements without fear of retaliation and that your concerns will be fully investigated in a timely manner. TSYS has a strict no retaliation policy and will not tolerate retaliation of any kind against team members for good faith reports of suspected violations of this Code or any TSYS policy or legal requirement. Good faith means that you believe the information you provide is truthful, even if it later turns out there was a misunderstanding.

2.6 Disciplinary Action

Team members and leaders who fail to comply with the spirit or letter of this Code, TSYS policy or applicable law are subject to disciplinary action up to and including termination of employment.

Misconduct that may result in discipline includes:

- Violating this Code, TSYS policy or law
- Requesting others to violate this Code, TSYS policy or law
- Failure to promptly raise a known or suspected violation of this Code, TSYS policy or law
- Failure to cooperate in TSYS' investigations of possible Code, policy or law violations
- Retaliation against another employee for reporting an ethical concern
- Failure to demonstrate leadership and diligence to ensure compliance with this Code, TSYS policy and law



3.1 Concerns about Accounting, Internal Accounting Controls or Auditing Matters

You may report concerns about TSYS' accounting, internal accounting controls, auditing matters or concerns regarding questionable accounting or auditing matters to the Audit Committee by contacting the TSYS General Counsel's Office at 706.649.2995, or if you wish to remain anonymous, you may call the TSYS Helpline in the U.S. at 1.888.467.2881, or internationally at 001.888.467.2881. The General Counsel's Office will forward your concerns to the Chairman of the Audit Committee.



4.1 Conflicts of Interest

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of TSYS. You should avoid any action or interest that conflicts with, or gives the appearance of a conflict with, TSYS' interests. Even when nothing wrong is intended, the appearance of a conflict can have negative effects on TSYS. Although conflicts of interest are prohibited, they may not always be clear-cut. If you have questions about potential areas of conflict, consult your manager or supervisor or the TSYS General Counsel's Office, as appropriate. Some examples of conflicts of interest include:

- Receiving improper personal benefits as a result of your position at TSYS.
- Working simultaneously for a competitor, client or supplier.
- Acting as a consultant or board member for a TSYS competitor.
- Having direct or indirect business connections with TSYS clients, suppliers or competitors, except on behalf of TSYS.
- Engaging in or having a personal interest in a competing business.

4.2 Insider Trading

In the course of performing your responsibilities for TSYS, you may learn of material information about TSYS or other companies before it is made public. You may simply overhear a hallway conversation or come across a memo left at a copy machine. Using this information for your financial or other personal benefit or conveying this information to others constitutes a violation of this Code and may even violate the law. This includes buying or selling the securities of TSYS or of any other company about which you have material non-public information and giving this "inside information" to anyone else who might base financial trades on the information you've shared. TSYS has adopted an Insider Trading Policy that applies to all team members and directors which you should review. If you have questions about insider trading, you should consult the TSYS General Counsel's Office.

4.3 Corporate Opportunities

You have a responsibility to TSYS to advance its legitimate interests when the opportunity to do so arises and cannot take for yourself personal opportunities that are discovered through the use of corporate property, information or position. You may not use TSYS' property, information or position for improper personal gain or to compete with TSYS.

4.4 Competition and Fair Dealing

At TSYS we strive to do what's right and treat people right – every time. We are a relationship-driven business that seeks to outperform its competition fairly and honestly through superior performance – never through unethical or illegal business practices. Whether dealing with competitors, governments or business partners, our commitment is the same: We compete fairly and honestly. Each of us should endeavor to respect and deal fairly with our clients, suppliers, competitors and their employees. No one at TSYS should ever take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

When doing business for TSYS, you should not take any action that you would not be comfortable reading about on the front page of the local newspaper or explaining to senior management. Likewise, you are responsible for the actions of third parties operating on our behalf and holding them to our standards. For example:

- We do not bribe private individuals or government officials for any reason – we get business because our products, services and people are the best.
- We do not use the confidential information of others to gain an improper advantage.
- We do not mislead others or compromise our integrity to gain an advantage.
- We do not disparage our competitors or their products, but we truthfully talk about our advantages.

4.5 Courtesy Gifts and Gratuities

The purpose of business entertainment and gifts in a business setting is to create good will and sound working relationships, not to gain an unfair advantage with clients. You should not offer, give, or accept any gift unless the gift:

- is not cash
- is consistent with customary business practices and applicable law
- is not excessive in value
- cannot be construed as a bribe or payoff
- does not violate any laws or regulations



4.6 Record-Keeping, Accounting and Auditing

TSYS has internal control standards and procedures in place to ensure that assets are protected and properly used, and that financial records and reports are accurate and reliable. Each of us shares responsibility for maintaining and complying with these required internal controls. Improper or fraudulent accounting, documentation or financial reporting in regard to financial reports, accounting records, auditing records, research reports, expense accounts, timesheets and other similar documents are contrary to TSYS policy and may also violate the law. Records should be retained or destroyed according to TSYS' record retention policies. If you are notified of a litigation hold, you must follow the instructions of the TSYS General Counsel's Office. If you have questions regarding the litigation hold, you should discuss these with the TSYS General Counsel's Office.

4.7 Confidentiality

Confidential and proprietary information is very valuable to TSYS and must be protected. You must maintain the confidentiality of information entrusted to you involving TSYS, our clients, business partners and our team members. The only exception to this rule is when disclosure is authorized by the TSYS General Counsel's Office or required by law or regulation. Confidential information includes all non-public information that might be of use to our competitors, or harmful to TSYS or our clients if disclosed. This also includes information that our vendors and clients have entrusted to TSYS. You may not disclose or otherwise use TSYS' confidential and proprietary information even if you no longer work for TSYS.

4.8 Protection and Proper Use of Company Assets

Each of us is obligated to protect TSYS' assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. It is your responsibility to immediately report any suspected incident of fraud or theft to your manager, supervisor or HR Representative or to TSYS Physical Security. TSYS' equipment should not be used for non-

company business, although incidental personal use may be permitted as approved by the appropriate level of management. Although it is not in tangible form, TSYS' intellectual property is one of its most valuable assets. Each of us must work to safeguard our patents, trademarks, copyrights, trade secrets and other proprietary information and must be sure not to transmit it in any form, or to any recipient, where unauthorized persons might receive it.



4.9 Use of Company Funds

TSYS is committed to providing the fiscal resources necessary for team members to carry out their job functions while traveling or under other authorized circumstances. As a team member, you may not use company funds for any purpose that would violate the laws or regulations of any country in which TSYS operates. Additionally, team members with company issued credit cards are responsible for ensuring that any obligations incurred are appropriate business expenses and within spending limits. If you misuse your company issued credit card you assume personal liability for unauthorized expenditures and may be disciplined for the misuse, up to and including termination of employment.

4.10 Use of Social Networking Sites

TSYS knows that many team members routinely participate in a variety of social networks to maintain contact with friends and family. If you participate in online social networking outside of work, you should observe the following guidelines:

- Do not disclose or use confidential or proprietary information about TSYS in any online social networking platform.
- Do not comment on work related legal matters, TSYS' stock price, financial topics or predictions of future performance.
- Respect the laws governing copyright and fair use of copyrighted material owned by others.
- Refrain from setting up, or participating in, online channels that could be misconstrued as an extension of TSYS' official communication channels.



5.1 Data Protection

TSYS is committed to protecting the privacy of our clients' data and using client data appropriately. As part of this commitment, you are required to take all mandatory compliance training courses. Because we recognize the importance of security for our business, our clients and our team members, we have adopted specific security measures which are detailed in the TSYS Corporate Security Policy which you should review. The policy specifies your responsibilities when handling client data and covers the range of security programs in place, to include administrative, technical and physical safeguards designed to protect our systems against unauthorized or accidental destruction, accidental loss, technical errors, falsification, theft or unlawful usage, unauthorized modification, copying, accessing or other unauthorized processing.

5.2 Anti-Corruption

As a global company, TSYS is committed to complying with anti-corruption laws in all countries where we operate. Team members and others doing business or performing services for or on behalf of TSYS are expected to comply with those laws. We have adopted a Global Anti-Corruption Policy which you should review that specifies your responsibilities regarding anti-corruption matters.

When acting for or on behalf of TSYS, you are prohibited from directly or indirectly making, giving, offering, promising or authorizing a financial or other advantage to any person, including a public official, in order to:

- gain or retain business
- gain a competitive advantage
- induce the improper performance of a function or activity
- influence a public official in an official capacity

It is also a violation for you to request, agree to receive or accept a financial or other advantage with the intent that a function or an activity will be performed improperly. If you are asked to make any improper payments, including facilitation payments (small payments given in exchange for performing routine government functions), you must contact the TSYS General Counsel's Office.



5.3 Anti-Money Laundering and Countering Terrorism

In the past, money laundering meant moving the proceeds of crimes through a series of financial systems or institutions, to hide where it came from. It still means that, but now it also means taking legitimate funds and transferring them for criminal purposes, often for terrorist activities. Both types of money laundering are illegal. TSYS is committed to complying with applicable anti-money laundering and anti-terrorism requirements throughout the world and will take all reasonable steps to prevent our services from being used for illegal purposes. If there is any concern about the source of funds of a client or business associate, we will err on the side of caution and will not conduct business with that person or business. It is your responsibility to report any suspicious transaction or activity to your manager, supervisor or the TSYS General Counsel's Office.

5.4 Health and Safety

TSYS is committed to providing a safe and healthy working environment for our team members and visitors. You are required to abide by all safety rules and practices, and to take the necessary precautions to protect yourself and fellow team members from unsafe conditions or practices. For everyone's safety, you are required to immediately report any accidents and unsafe practices or conditions to your manager, supervisor, HR Representative or TSYS Physical Security.



6.1 Respect and Dignity

You deserve to be treated with fairness, respect and dignity, regardless of your job function or geographic location. We believe in and support equal opportunity for all team members and applicants. You have the right to work in a place that is free from harassment, sexual or otherwise, or acts or threats of physical violence. If you believe you are not being treated with fairness, respect and dignity, you should contact your manager, supervisor, HR Representative or one of the other resources identified in the TSYS Issue Resolution Model.

6.2 Diversity and Equal Employment Opportunity

TSYS is committed to diversity and equal opportunities for everyone. We respect the unique attributes and perspectives of every team member and we rely on these diverse perspectives to help us build and improve our relationships with our clients and business partners. TSYS is an Equal Employment Opportunity employer and does not discriminate on the basis of age, race, creed, color, national origin, sex, gender identity, sexual orientation, pregnancy, religion, veteran status, citizenship, military service, genetic information, disability, or any characteristic prohibited by law. This policy applies to our team members, applicants, contractors, vendors and suppliers. You are encouraged to report any issue or concern related to discrimination or harassment at TSYS to your manager, supervisor, HR Representative or one of the other resources identified in the TSYS Issue Resolution Model.

6.3 Human Rights

At TSYS we support fundamental human rights for all people. We will not employ underage children or forced laborers and we prohibit physical punishment or abuse. We respect the right of our team members to associate or not to associate with any group, as permitted by and in accordance with applicable laws and regulations. As a global company we are committed to complying with employment laws in every geographic location where we operate.



7.1 Respecting the Environment

TSYS is committed to environmental responsibility, and we believe everyone at TSYS has a role to play in living up to that commitment.

TSYS is serious about the responsibilities that come with being a leader in our industry. The TSYS Green initiative was started in 2008 to promote environmental responsibility in the workplace and in the communities where we do business. Working together, the TSYS team takes 100% responsibility for reducing our environmental footprint and making long-lasting changes that affect not only the bottom line, but our shared future as well. Since the start of TSYS Green, we have implemented environmentally friendly policies and practices which have led to Energy Star certification in North America and ISO 14001 certification internationally.

Under the TSYS Green program each of us is encouraged to recycle waste paper, reduce the use of Styrofoam and plastic and ensure we adhere both corporately and personally to all environmental laws and standards in all geographic locations in which we operate. We believe every small step matters and we are committed to doing our part to conserve and make the world a better place. We continuously listen, learn and invest in innovations that can improve our environmental footprint and, where appropriate, we partner with other organizations to raise environmental awareness.

7.2 Community Involvement

We are proud of our long-standing tradition of giving back to our local communities. TSYS seeks to have a positive influence on our neighbors, neighborhoods and the environment. We encourage you to participate in community and national programs which support this goal. Our team members around the world take pride in contributing their money and volunteering countless hours to charitable organizations. We also rise to the occasion when disasters strike by providing donations to organizations to assist victims and relief workers. We believe in advancing the common good by creating opportunities for a better life for everyone and encourage you to get involved in the community where you work and live.

7.3 Political Contributions

As an individual you may make any legally recognized political contribution; however, any political contributions made on behalf of TSYS must be approved by the General Counsel of TSYS.



8.1 Supplemental Code of Ethics for Senior Financial Officers

This section of the Code sets forth the TSYS Code of Ethics for our Chief Executive Officer and Senior Financial Officers (“Code for Senior Financial Officers”). While the standards set forth in this section are applicable to all team members and directors, they have special relevance to the Chief Executive Officer, the Chief Financial Officer and the Chief Accounting Officer (“Senior Financial Officers”).

Compliance with Laws, Rules and Regulations

Senior Financial Officers are required to comply with the laws, rules and regulations that govern the conduct of our business. Senior Financial Officers have additional leadership responsibilities, which include creating a culture of high ethical standards and commitment to compliance, maintaining a work environment that encourages team members to raise issues, and promptly addressing team member compliance concerns.

Disclosures

TSYS is committed to making full, fair, accurate, timely and understandable disclosures in compliance with all applicable laws and regulations in all reports and documents that TSYS files with or submits to, the Securities and Exchange Commission and in all other public communications it makes. Senior Financial Officers are required to abide by TSYS standards, policies and procedures designed to promote compliance with this policy.

Conflicts of Interest

Senior Financial Officers are required to act in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Reporting Violations and Accountability

Senior Financial Officers must report any suspected violation of this Code for Senior Financial Officers to the General Counsel of TSYS or by calling the TSYS toll free Helpline in the U.S. at 1.888.467.2881, or internationally at 001.888.467.2881. All Senior Financial Officers will be held accountable for adherence to this Code for Senior Financial Officers. Acting in a manner that violates this Code for Senior Financial Officers may result in disciplinary action, up to and including termination of employment.

9.1 Waivers of the Code

Those at TSYS who lead others have a special responsibility to uphold this Code in all their actions. Any waiver of this Code for executive officers, Senior Financial Officers or directors may be made only by the Board of Directors or its Corporate Governance and Nominating Committee. Any such waiver will be promptly disclosed as required by law, stock exchange or other applicable regulation.