

**CHARTER OF
COMPLIANCE AND ETHICS COMMITTEE
MONEYGRAM INTERNATIONAL, INC.
As amended December 10, 2013**

Purpose

The Compliance and Ethics Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of MoneyGram International, Inc. (the “*Corporation*”) to: (1) oversee the Corporation’s programs, policies and procedures regarding compliance with applicable laws and regulations, including the Corporation’s Code of Conduct, Foreign Corrupt Practices Act policy and anti-fraud and anti-money laundering policies (the “*Compliance Program*”) and the Corporation’s compliance therewith, (2) oversee the Corporation’s Chief Compliance Officer (“*CCO*”) and (3) oversee the Corporation’s compliance with responsibilities and obligations imposed by the Deferred Prosecution Agreement entered into among the Corporation and the U.S. Department of Justice and the U.S. Attorney’s Office for the Middle District of Pennsylvania (the “*DPA*”). Notwithstanding the above, the Corporation’s Audit Committee has primary responsibility and sole oversight over matters of financial compliance, including accounting, auditing, financial reporting, investor disclosures and internal controls over financial reporting.

Committee Membership

The Committee shall consist of at least three members of the Board.

The members of the Committee shall be appointed by the Board on the recommendations of the Human Resources and Nominating Committee. Committee members may be replaced by vote of the Board.

Meetings

The Committee shall meet as often as it determines necessary, but not less frequently than four (4) times per year. The Committee may request any officer or employee of the Corporation or the Corporation’s outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Committee Authority and Responsibilities

The Committee shall have the power to conduct or authorize investigations into any matter brought to its attention within the scope of its duties. The Committee shall have unrestricted access to members of management, employees, books and records and facilities of the Corporation. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisers. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisers employed by the Committee, as well as any ordinary administrative expenses of the Committee deemed necessary or appropriate in carrying out its duties.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

The Committee shall have the following duties:

Oversight of CCO

1. Directly oversee the CCO, which shall include the performance, responsibilities, plans and resources of the CCO, as well as the appointment, retention and replacement of the CCO.
2. Meet as often as it determines necessary, but not less frequently than four times per year, with the CCO regarding the implementation and effectiveness of the Compliance Program.

Oversight of Compliance Program

1. Review the Compliance Program and assess management's implementation of such program.
2. Review (in conjunction with counsel) material inquiries received from regulators or governmental agencies
3. Advise the Board with respect to the Compliance Program as it relates to non-financial matters.
4. Review any requested waivers by officers and directors of the Corporation's Code of Conduct and recommend to the Board whether a particular waiver should be granted.
5. Request from the CCO such reports as the Committee deems necessary or appropriate in fulfilling its responsibilities.
6. Perform such other duties and responsibilities, consistent with this Charter and governing laws and regulations, as may be delegated to the Committee from time to time by the Board.
7. Review with management, including the Corporation's General Counsel and the CCO, the status of the Corporation's subsidiaries or operating companies' conformity with applicable legal requirements and the Compliance Program.
8. Review reports of complaints received via the Corporation's Ethics Hotline and review the process of reporting suspected ethical violations for officers, directors, management, employees, agents, and others, and the resolution of such complaints.

Oversight of Compliance with the DPA

1. Oversee the Corporation's compliance with all aspects of the DPA, including
 - the adoption of a worldwide anti-fraud and anti-money laundering standard for the Corporation's agents,
 - the restructuring of the Corporation's executive review and bonus structure,
 - the adoption of an agent due diligence remediation plan,
 - the adequacy of the Corporation's Anti-Fraud Alert System,
 - the implementation of a risk-based program to monitor money-transfer transactions,
 - compliance with laws and regulations concerning Suspicious Activity Reports,
 - the assignment of anti-money laundering compliance officers in high risk countries and
 - the various reporting requirements.
2. Review and submit all reports required under the DPA.
3. Meet as often as it determines necessary, but not less frequently than four times per year, with the CCO regarding the Corporation's compliance with the DPA.
4. Meet as often as it determines necessary, but not less frequently than 4 times per year, with the Corporate Compliance Monitor under the DPA.

Limitation of Committee's Role

The Committee's primary function is oversight. The Committee monitors the Corporation's compliance with laws and regulations and the DPA but does not provide any expert or special assurance that the Corporation is in compliance with all laws and regulations and the DPA. Day-to-day compliance with laws and regulations is the responsibility of management. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee.