

CHARTER OF
HUMAN RESOURCES & NOMINATING COMMITTEE
MONEYGRAM INTERNATIONAL, INC.

As amended September 26, 2018

Purpose

The Human Resources and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of MoneyGram International, Inc. (the “Corporation”) (1) to assist the Board in fulfilling its responsibilities relating to compensation of the Corporation’s executives and employee benefit plans of the Corporation; (2) to review, approve and evaluate the compensation plans, policies and programs of the Corporation; (3) to assist the Board in identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the annual meeting of stockholders; (4) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Corporation; (5) to assist the Board in fulfilling its responsibilities relating to compensation of the Corporation’s directors; (6) to lead the Board in its annual review of the Board’s performance; and (7) to recommend to the Board the appointment of directors to serve on each Board committee.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall be appointed and replaced by the Board.

Meetings

The Committee shall meet as often as it determines, but not less frequently than once per year. The Committee may request any member of management, employee, outside counsel, consultant, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee.

Committee Authority and Responsibilities for Executive Compensation Matters

1. The Committee shall have the authority, in its sole discretion, to retain, terminate or obtain the advice of one or more compensation consultants, outside counsel and other advisors as it deems necessary to assist with the execution of its duties and responsibilities, but only after taking into consideration factors relevant to the advisor’s independence from management set forth in the Nasdaq listing rules. The Committee shall have the sole authority to appoint, compensate and oversee the work of any such advisor, and shall have sole authority to approve the advisor’s fees and other terms and conditions of the advisor’s retention. The Corporation will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.
2. The Committee shall at least annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”) and shall evaluate at least annually his or her performance in light of those goals and objectives. The Committee

shall include this evaluation as one of the factors to be considered each year in determining the CEO's total compensation.

3. The Committee shall review and approve, for the CEO and the other executive officers of the Corporation, (a) the base salary, (b) the annual incentive opportunity level and granting of incentive awards, (c) the long-term incentive opportunity level, (d) any bonuses, and (e) any special or supplemental benefits, and shall obtain Board ratification of the compensation of the CEO. The CEO may not be present during voting or deliberations of his or her compensation.
4. The Committee shall periodically review, and adopt policies and guidelines, as necessary, regarding the Corporation's general compensation philosophy and objectives that apply to all executive officers.
5. The Committee shall review, design and recommend to the Board for approval (as the Committee deems appropriate), and administer, long-term, intermediate-term and short-term incentive compensation plans and equity-based plans of the Corporation.
6. The Committee shall review and approve grants of equity compensation to employees of the Corporation. The Committee may, however, delegate to the CEO and/or the Chief Human Resources Officer the authority to approve recruitment and retention grants of equity compensation to non-executive officers. The Committee shall have the authority to establish policies and procedures for the Corporation regarding grants of equity compensation, and shall obtain Board ratification for any grants affecting the CEO.
7. The Committee shall review the disclosures made in the Corporation's Compensation Discussion and Analysis and make a recommendation to the Board regarding its inclusion in the Corporation's proxy statement and Annual Report on Form 10-K to be filed with the Securities and Exchange Commission and produce the compensation committee report required to be included in the Corporation's proxy statement and annual report on Form 10-K.
8. The Committee shall review and approve annual profit sharing contributions, if any, to any 401(k) plan or similar qualified pension plan of the Corporation.
9. The Committee shall (a) review, design and recommend to the Board for approval (as the Committee deems appropriate) employee benefit plans; and (b) administer, interpret, amend (where applicable) and carry out such other duties with respect to the Corporation's employee benefit plans as may be authorized or called for by such plans. The Committee is authorized to delegate such authority and related duties to a committee of employees of the Company, as permitted by applicable law.
10. The Committee shall periodically review succession plans for key executive positions and report the results of such review to the Board.
11. The Committee shall approve all employment agreements, severance agreements, change in control provisions and agreements and any special or supplemental benefits applicable to the Corporation's executive officers.

12. The Committee is responsible for determining the appropriateness of, and if applicable, the stock ownership guidelines for the CEO, other executive officers and non-employee directors, and for monitoring compliance with any such guidelines.
13. The Committee shall review the risk assessment of the Corporation's compensation arrangements and review and discuss at least annually the relationship between risk management policies and practices and compensation.
14. The Committee shall review and approve any additional services to be performed for the Corporation or its affiliates by a compensation consultant or its affiliates during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of executive and director compensation.
15. The Committee shall advise the Board regarding the stockholder advisory votes that are required by applicable SEC rules on executive compensation and golden parachutes, including the frequency of such votes.
16. The Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934 when determining compensation policies and making decisions on executive compensation.

Committee Authority and Responsibilities for Corporate Governance Matters

1. The Committee shall have the sole authority to retain or obtain the advice of any search firm as it deems necessary to identify director candidates. The Committee shall have sole authority to appoint, compensate and oversee the work of any such search firm. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Corporation will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm employed by the Committee.
2. The Committee shall actively seek, as and when appropriate, individuals qualified to become Board members, and shall consider any nominations of director candidates validly made by the stockholders of the Corporation, at such times as the Committee deems necessary and in accordance with the Corporation's Bylaws, applicable law, rule or regulation. The Committee shall be guided in its determinations by the director qualifications set forth in the Corporate Governance Guidelines of the Corporation, subject to any rights regarding the selection of directors by holders of preferred shares and any other contractual or other commitments of the Corporation.
3. The Committee shall recommend to the Board the director nominees for election by the stockholders at each meeting of stockholders at which directors will be elected and recommend to the Board nominees to fill any vacancies and newly created directorships on the Board.
4. The Committee shall seek comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board annually.

5. The Committee periodically shall review director compensation, including grants of equity compensation to non-employee directors, and shall make recommendations to the full Board with respect thereto.
6. The Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
7. The Committee shall periodically review and make recommendations regarding the composition and size of the Board.
8. The Committee shall annually recommend to the Board the chairpersons and members of each of the Board's committees.

Committee Authority and Responsibilities for Other Matters

1. The Committee may form and delegate authority to subcommittees as the Committee deems appropriate and in its sole discretion.
2. The Committee shall make regular reports to the Board.
3. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
4. The Committee shall annually review its own performance.
5. The Committee shall perform such other duties, and may make such reports, as the Board shall from time to time reasonably request, or as the Committee may deem appropriate.

This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee. The Committee may recommend to the Board proposed changes to this Charter and the authority and responsibilities of the Committee set forth herein at any time.