

EURONET WORLDWIDE INC  
Form DEF 14A  
April 13, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Euronet Worldwide, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

1

Aggregate number of securities to which transaction applies:

2

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

3

Proposed maximum aggregate value of transaction:

4

5 Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

1

Form, Schedule or Registration Statement No.:

2

Filing Party:

3

4 Date Filed:



EURONET WORLDWIDE, INC.  
3500 COLLEGE BOULEVARD  
LEAWOOD, KANSAS 66211  
913-327-4200

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 23, 2017

Euronet Worldwide, Inc., a Delaware corporation (“Euronet,” the “Company,” “we” or “us”), will hold the Annual Meeting of our Stockholders (“Annual Meeting”) on Tuesday, May 23, 2017 at 1:00 p.m. (Central time) at Euronet’s corporate headquarters at 3500 College Boulevard, Leawood, Kansas 66211, USA, to consider and vote upon the following matters:

1. Election of the Company’s three nominees for Director, each to serve a three-year term expiring upon the 2020 Annual Meeting or until a successor is duly elected and qualified;
2. Ratification of the appointment of KPMG LLP as Euronet’s independent registered public accounting firm for the year ending December 31, 2017;
3. Advisory vote to approve executive compensation;
4. Advisory vote on the frequency of stockholder vote on executive compensation; and
5. Consideration of such other business as may properly come before the meeting or any adjournment of the meeting.

Our Board of Directors has fixed the close of business on March 24, 2017, as the record date for the determination of Stockholders entitled to notice of, and to vote at, the Annual Meeting and at any adjournment of the meeting.

This year, the Company is again pleased to take advantage of the Securities and Exchange Commission (the “SEC”) rules that allow issuers to furnish proxy materials to their stockholders on the Internet. The Company believes these rules allow it to provide you with the information you need while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting.

You are cordially invited to attend the Annual Meeting in person. To ensure that your vote is counted at the Annual Meeting, however, please vote as promptly as possible.

By Order of the Board,

Jeffrey B. Newman  
Executive Vice President,  
General Counsel and Secretary  
April 13, 2017

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EURONET WORLDWIDE, INC.  
3500 COLLEGE BOULEVARD  
LEAWOOD, KANSAS 66211  
913-327-4200  
PROXY STATEMENT  
TABLE OF CONTENTS

2017 PROXY STATEMENT - SUMMARY	<u>4</u>
GENERAL INFORMATION	<u>5</u>
BENEFICIAL OWNERSHIP OF COMMON STOCK	<u>10</u>
CORPORATE GOVERNANCE	<u>12</u>
PROPOSAL 1 - ELECTION OF DIRECTORS	<u>17</u>
PROPOSAL 2 - RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2017	<u>20</u>
PROPOSAL 3 - ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	<u>21</u>
PROPOSAL 4 - ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION	<u>22</u>
COMPENSATION DISCUSSION AND ANALYSIS	<u>23</u>
COMPENSATION COMMITTEE REPORT	<u>31</u>
COMPENSATION TABLES	<u>32</u>
DIRECTOR COMPENSATION	<u>40</u>
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION	<u>41</u>
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE	<u>41</u>
AUDIT MATTERS	<u>42</u>
SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE	<u>43</u>
OTHER MATTERS	<u>44</u>
APPENDIX A - RECONCILIATION OF NON-GAAP MEASURES	<u>A-1</u>

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## 2017 PROXY STATEMENT - SUMMARY

April 13, 2017

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. You should read the entire Proxy Statement carefully before voting.

### GENERAL INFORMATION (see pages 5 - 9)

Meeting: Annual Meeting of Stockholders

Date: Tuesday, May 23, 2017

Time: 1:00 p.m., Central

Location: Euronet Worldwide, Inc., 3500 College Boulevard, Leawood, Kansas 66211

Record Date: March 24, 2017

Stock Symbol: EEFT

Exchange: NASDAQ

Common Stock Outstanding: 52,420,008 shares

State of Incorporation: Delaware

Year of Incorporation: 1996

Public Company Since: 1997

Corporate Headquarters: 3500 College Boulevard, Leawood, Kansas 66211

Corporate Website: [www.euronetworldwide.com](http://www.euronetworldwide.com)

Investor Relations Website: [ir.euronetworldwide.com](http://ir.euronetworldwide.com)

Annual Report: [ir.euronetworldwide.com/annuals.cfm](http://ir.euronetworldwide.com/annuals.cfm)

### EXECUTIVE COMPENSATION (see pages 23 - 39)

CEO: Michael J. Brown (age 60; CEO since July 1994)

CEO 2016 Total Direct Compensation:

Base Salary: \$850,000

Annual Performance Bonus: \$2,550,000

Long-Term Incentives: \$2,999,980

### CORPORATE GOVERNANCE (see pages 12 - 16)

Director Nominees: 3

Dr. Andrzej Olechowski (Independent)

Eriberto R. Scocimara (Independent)

Mark R. Callegari (Independent)

Director Term: Three years

Director Election Standard: Majority of votes cast

Board Meetings in 2016: 4

Standing Board Committees (Meetings in 2016):

Audit (4), Compensation (4), Nominating & Corporate Governance (1)

Corporate Governance Materials:

[Ir.euronetworldwide.com/documents.cfm](http://ir.euronetworldwide.com/documents.cfm)

Board Communication:

[Ir.euronetworldwide.com/contactboard.cfm](http://ir.euronetworldwide.com/contactboard.cfm)



OTHER ITEMS TO BE VOTED ON (see pages 17 - 22)

Ratification of Appointment of Independent Registered Public Accounting Firm (KPMG LLP)  
 Advisory Vote to Approve Named Executive Officer Compensation  
 Advisory Vote on Frequency of Vote on Executive Compensation

VOTING GUIDELINES	How does the Board of Directors recommend I vote?	On which pages of this Proxy Statement can I read more information before I vote?
What am I being asked to vote on?		
Election of Dr. Andrzej Olechowski as a Director	FOR	17 - 19
Election of Eriberto R. Scocimara as a Director	FOR	17 - 19
Election of Mark R. Callegari as a Director	FOR	17 - 19
Ratification of Appointment of Independent Registered Public Accounting Firm	FOR	20
Advisory Vote to Approve Named Executive Officer Compensation	FOR	21
Advisory Vote on Frequency of Stockholder Vote on Executive Compensation	FOR	22

GENERAL INFORMATION

Euronet has made these materials available to you on the internet or, upon your request, has delivered printed versions of these materials to you by mail in connection with the solicitation of proxies by our Board of Directors (the “Board”), for use at the Annual Meeting of Stockholders to be held on Tuesday, May 23, 2017, at 1:00 p.m. (Central time), at Euronet’s corporate headquarters at 3500 College Boulevard, Leawood, Kansas 66211, USA, and at any postponement or adjournment of the meeting (the “Annual Meeting”).

Stockholders Entitled to Vote Stockholders at the close of business on March 24, 2017 (the “Record Date”) are entitled to notice of, and to vote at, the Annual Meeting. The Stockholders will be entitled to one vote for

each share of common stock, par value \$0.02 per share (the “Common Stock”), held of record at the close of business on the Record Date. To take action at the Annual Meeting, a quorum composed of holders of one-third of the shares of Common Stock outstanding must be represented by proxy or in person at the Annual Meeting. On March 24, 2017, there were 52,420,008 shares of Common Stock outstanding. No shares of preferred stock are outstanding.



How to Registered Stockholders. Registered Stockholders (that is, Stockholders who hold their shares directly with our stock registrar), can vote any one of four ways:

Via the Internet: [www.proxyvote.com](http://www.proxyvote.com) - Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

By Telephone: 1-800-690-6903 - Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or the meeting date. Have your proxy card in hand when you call and then follow the instructions.

By Mail: Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

In Person: Attend the Annual Meeting, or send a personal representative with an appropriate proxy, to vote by ballot at the meeting.

If you vote via the Internet or by telephone, your electronic vote authorizes the named proxies in the same manner as if you signed, dated and returned a proxy card.

Beneficial Stockholders. If your shares are held beneficially in the name of a bank, broker or other holder of record (sometimes referred to as holding shares "in street name"), you will receive instructions from the holder of record that you must follow in order for your shares to be voted. Notice and Access delivery of the proxy materials, and Internet and/or telephone voting, also will be offered to Stockholders owning shares through most banks and brokers. If you wish to vote in person at the meeting, you must obtain a legal proxy from the bank, broker or other holder of record that holds your shares, and bring it with you to the meeting.

Revoking Your Proxy or Changing Your Vote    You may change your vote at any time before the proxy is exercised. For registered Stockholders, if you voted by mail, you may revoke your proxy at any time before it is exercised by executing and delivering a timely and valid later-dated proxy, by voting by ballot at the meeting or by giving written notice to the Secretary. If you voted via the Internet or by telephone you may also change your vote with a timely and valid later Internet or telephone vote, as the case may be, or by voting by ballot at the meeting. Attendance at the meeting will not have the effect of revoking a proxy unless (1) you give

proper written notice of revocation to the Secretary before the proxy is exercised, or (2) you vote by ballot at the meeting.

If you hold your shares beneficially, you must follow the specific directions provided to you by your bank, broker or other holder of record to change or revoke any voting instructions you have already provided.

Alternatively, you may vote your shares by ballot at the meeting if you obtain a legal proxy from your bank, broker or other holder of record and bring it with you to the meeting.

Voting and Solicitation

Each share of Common Stock issued and outstanding as of the Record

Date will have one vote on each of the matters presented herein. Votes cast by proxy or in person at the Annual Meeting will be tabulated by the inspector of elections appointed for the Annual Meeting. Pursuant to rules adopted by the Securities and Exchange Commission, we are making this Proxy Statement and our 2016 Annual Report available to Stockholders electronically via the Internet. On or before April 14, 2017, we mailed to our Stockholders of record the “Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on May 23, 2017” (the “Notice”). All

Stockholders will be able to access this Proxy Statement and our 2016 Annual Report on the website referred to in the Notice or request to receive printed copies of the proxy materials.

Instructions on how to access the proxy materials on the Internet or request a printed copy may be found in the Notice.

In addition, Stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. We encourage Stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of our annual meetings.

We will treat shares that are voted "For," "Against" or

“Withheld  
From” a matter  
as being  
present at the  
meeting for  
purposes of  
establishing a  
quorum. We  
will treat  
abstentions  
and broker  
non-votes also  
as shares that  
are present and  
entitled to be  
voted for  
purposes of  
determining  
the presence of  
a quorum.

Election of Directors In an uncontested election, a Director nominee must be elected by a majority of the votes cast, in person or by proxy, regarding the election of that Director nominee. A “majority of the votes cast” for the purposes of Director elections means that the number of votes cast “For” a Director nominee’s election exceeds the number of votes cast as “Withheld From” for that particular Director nominee. If an incumbent Director is not re-elected in an uncontested election and no successor is elected at the same meeting, the Director must submit an offer to resign. In a contested election, which occurs when the number of Director nominees exceeds the

number of open seats on the Board at any time before the meeting, Director nominees will be elected by a plurality of the shares represented at the meeting. A “plurality” means that the open seats on the Board will be filled by those Director nominees who received the most affirmative votes, regardless of whether those Director nominees received a majority of the votes cast with respect to their election. At the Annual Meeting, the election of Directors is considered to be uncontested because we have not been notified of any other nominees as required by our Amended and Restated Bylaws (“Bylaws”). To be elected, each Director nominee must receive a majority of votes cast



regarding that nominee. Abstentions will have no effect on the election of Directors.

Other Matters All other matters will be determined by a vote of a majority of the shares present in person or represented by proxy and voting on such matters. Under Delaware law, abstentions are not considered votes cast and will have no effect on whether a matter is approved.

Broker Non-Votes On certain routine matters, such as the ratification of the appointment of KPMG as our independent registered public accounting firm, if you do not provide instructions on how you

wish to vote,  
your broker  
will be  
allowed to  
exercise  
discretion  
and vote on  
your behalf.  
Your broker  
is prohibited,  
however,  
from voting  
on other  
non-routine  
matters,  
which  
includes all  
of the  
proposals in  
this Proxy  
Statement  
other than  
the proposal  
to ratify the  
appointment  
of KPMG.  
Broker  
“non-votes”  
will occur  
when a  
broker does  
not receive  
voting  
instructions  
from a  
Stockholder  
on a  
non-routine  
matter or if  
the broker  
otherwise  
does not vote  
on behalf of  
the  
Stockholder.  
Broker  
non-votes  
will not  
count in  
determining  
the number

of votes cast  
with respect  
to the  
election of  
Directors or  
a proposal  
that requires  
a majority of  
votes cast  
and,  
therefore,  
will not  
affect the  
outcome of  
the election  
of Directors  
or the voting  
on such a  
proposal.

Electronic Access to Proxy Materials and Annual Report

This Proxy Statement and our 2016 Annual Report are available on our website at [ir.euronetworldwide.com/annuals.cfm](http://ir.euronetworldwide.com/annuals.cfm). If you received paper copies of this year's Proxy Statement and Annual Report by mail, you can elect to receive in the future an e-mail message that will provide a link to those documents on the Internet. By opting to access your proxy materials via the Internet, you will:

- gain faster access to your proxy materials;
  - save us the cost of producing and mailing documents to you;
  - reduce the amount of mail you receive;
- and
- help preserve environmental resources.

Stockholders who have enrolled in the electronic access service previously will receive their materials online this year.

Persons Making The Solicitation

Euronet is making all the solicitations in this Proxy Statement. We will bear the entire cost of this solicitation of proxies. Our Directors, officers, and employees, without additional remuneration, may solicit proxies by mail, telephone and personal interviews. We will, if requested, reimburse banks, brokerage houses and other custodians, nominees and certain fiduciaries for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials to their principals.

WE WILL FURNISH  
ADDITIONAL COPIES OF  
THE ANNUAL REPORT TO  
STOCKHOLDERS,  
EXCLUDING EXHIBITS,

WITHOUT CHARGE TO  
ANY STOCKHOLDER  
UPON WRITTEN REQUEST  
TO OUR GENERAL  
COUNSEL AND  
SECRETARY, JEFFREY B.  
NEWMAN, AT OUR  
ADDRESS SET FORTH  
HEREIN. WE WILL  
FURNISH EXHIBITS TO  
THE ANNUAL REPORT TO  
STOCKHOLDERS UPON  
WRITTEN REQUEST AND  
PAYMENT OF AN  
APPROPRIATE  
PROCESSING FEE.

## BENEFICIAL OWNERSHIP OF COMMON STOCK

As of the close of business on March 24, 2017 we had 52,420,008 shares of Common Stock issued and outstanding. The following table sets forth certain information with respect to the beneficial ownership of our Common Stock as of March 24, 2017, held by: (i) each Euronet Director, nominee for Director and executive officer named in the summary compensation table, (ii) all Euronet Directors, nominees for Director and executive officers as a group, and (iii) each Stockholder known by Euronet beneficially to own more than 5% of our Common Stock.

Stockholder	Beneficial Ownership	
	Number of Shares (1)	Percent of Outstanding
Directors and Named Executive Officers		
Michael J. Brown(2) 3500 College Boulevard Leawood, KS 66211	2,821,492	5.3%
Rick L. Weller(3)	533,837	*
Kevin J. Caponecchi(4)	238,363	*
Nikos Fountas(5)	109,708	*
Juan C. Bianchi(6)	73,147	*
Thomas A. McDonnell	72,576	*
Andrew B. Schmitt	62,405	*
Paul S. Althasen	45,579	*
M. Jeannine Strandjord(7)	38,096	*
Dr. Andrzej Olechowski	17,129	*
Mark R. Callegari	12,796	*
Eriberto R. Scocimara	9,662	*
All Directors, and Executive Officers as a Group (14 persons)(8)	4,152,542	7.7%
Five Percent Holders:		
Waddell & Reed Financial, Inc.(9) 6300 Lamar Avenue Overland Park, KS 66202	4,116,113	7.9%
The Vanguard Group(10) 100 Vanguard Blvd. Malvern, PA 19355	3,718,137	7.1%
FMR LLC(11) 245 Summer Street Boston, MA 02210	3,558,301	6.8%
Victory Capital Management Inc.(12) 4900 Tiedeman Rd. 4th Floor Brooklyn, OH 44144	3,430,492	6.6%
Janus Capital Management LLC(13) 151 Detroit St. Denver, CO 80206	2,915,922	5.6%

\*The percentage of shares of Common Stock beneficially owned does not exceed one percent of the shares outstanding of Common Stock.



Calculation of percentage of beneficial ownership includes the assumed exercise of options to purchase Common  
(1) Stock by only the respective named Stockholder that are vested or that will vest within 60 days of March 24, 2017 and any restricted stock units owned by such person that will vest within 60 days of March 24, 2017.

Includes: (i) 871,123 shares of Common Stock issuable pursuant to options exercisable within 60 days of  
March 24, 2017, (ii) 316,199 shares of Common Stock pledged to secure a loan, (iii) 34,000 shares of Common  
(2) Stock held by Mr. Brown's wife, (iv) 206,000 shares of Common Stock held by Mr. Brown's wife as guardian for their children, and (v) 52,000 shares of Common Stock held for the benefit of Mr. Brown's children in four family trusts, of which Mr. Brown's spouse is the trustee.

(3) Includes 387,083 shares of Common Stock issuable pursuant to options exercisable within 60 days of March 24, 2017.

(4) Includes 181,969 shares of Common Stock issuable pursuant to options exercisable within 60 days of March 24, 2017.

(5) Includes 88,919 shares of Common Stock issuable pursuant to options exercisable within 60 days of March 24, 2017.

(6) Includes 67,858 shares of Common Stock issuable pursuant to options exercisable within 60 days of March 24, 2017.

(7) Includes 2,000 shares held in Ms. Strandjord's individual retirement account.

(8) Includes 1,687,729 shares of Common Stock issuable pursuant to options exercisable within 60 days of March 24, 2017.

This information was supplied on Schedule 13G/A filed with the SEC on February 14, 2017. These shares are beneficially owned by one or more open-end investment companies or other managed accounts which are advised or sub-advised by Ivy Investment Management Company, an investment subsidiary of Waddell & Reed Financial, Inc. or Waddell & Reed Investment Management Company, an investment advisory subsidiary of Waddell &  
(9) Reed, Inc. Ivy Investment Management Company has sole voting and dispositive power with respect to 2,440,250 shares. Waddell & Reed Investment Management Company, Waddell & Reed, Inc. and Waddell & Reed Financial Services, Inc. may each be deemed to have sole voting and dispositive power with respect to 1,675,863 shares. Waddell & Reed Financial, Inc. may be deemed to have sole voting and dispositive power with respect to 4,116,113 shares.

This information was supplied on Schedule 13G/A filed with the SEC on February 9, 2017. The Vanguard Group  
(10) has sole voting power over 30,258 shares and sole dispositive power over 3,685,010 shares. The Vanguard Group has shared voting power over 5,600 shares and shared dispositive power over 33,127 shares.

(11) This information was supplied on Schedule 13G/A filed with the SEC on February 14, 2017. FMR LLC has sole voting power over 1,068,451 shares and sole dispositive power over 3,558,301 shares.

(12) This information was supplied on Schedule 13G/A filed with the SEC on February 13, 2017. Victory Capital Management, Inc. has sole voting over 3,389,398 shares and dispositive power over 3,430,492 shares.

(13)



This information was supplied on Schedule 13G/A filed with the SEC on February 13, 2017. Janus Capital Management LLC has sole voting and dispositive power over 2,808,122 shares. Janus Capital Management LLC has shared voting power and shared dispositive power over 107,800 shares.

## CORPORATE GOVERNANCE

## Director Independence

The Board of Directors has determined that all of the non-employee Directors are “independent” under the listing standards of The Nasdaq Stock Market LLC.

As highly accomplished individuals in their respective industries, fields and communities, the non-employee Directors are affiliated with numerous corporations, educational institutions and charities, as well as civic organizations and professional associations, many of which have business, charitable or other relationships with the Company. The Board considered each of these relationships and determined that none of these relationships conflict with the interests of the Company or would impair the relevant non-employee Director’s independence or judgment.

In the event of Board-level discussions pertaining to a potential transaction, relationship or arrangement involving an organization with which a Director is affiliated, that Director would be expected to recuse himself or herself from the deliberation and decision-making process.

## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The Board held four meetings during 2016. The Board has established an Audit Committee, a Compensation Committee and a Nominating & Corporate Governance Committee. During 2016, each Director attended at least 75% of the total number of meetings held by the Board and Board committees on which he or she served (during the period for which he or she was a Director).

## Board Committee Membership

During 2016, the Board committee membership was as follows:

Director	Audit	Compensation	Nominating & Corporate Governance
Michael J. Brown*			
Paul S. Althasen - I	M		M
Thomas A. McDonnell - I, L	M	M	M
Dr. Andrzej Olechowski - I		M	M
Eriberto R. Scocimara - I	M	M	C
Andrew B. Schmitt - I	M	C	M
M. Jeannine Strandjord - I	C	M	M
Mark R. Callegari - I	M	M	M

\* Chairman of the Board C - Committee Chair M - Committee Member I - Independent Director L -

## Lead Director

## Audit Committee

The Company has an Audit Committee established in accordance with the requirements of the Securities Exchange Act of 1934 (the "Exchange Act"). The Audit Committee of the Board, composed solely of independent Directors, met four times in 2016. The following five Directors are members of the Audit Committee: M. Jeannine Strandjord, Chair, Thomas A. McDonnell, Eriberto R. Scocimara, Mark R. Callegari and Andrew B. Schmitt. The Audit Committee operates under a written charter adopted by the Board, which is published on Euronet’s website at <http://ir.euronetworldwide.com/documents.cfm>.

The Board has determined that each of the Audit Committee members is independent, as that term is defined under the enhanced independence standards for audit committee members in the Exchange Act and rules promulgated thereunder, as amended and incorporated into the listing standards of The Nasdaq Stock Market LLC.

The Board has determined that all of the members of the Audit Committee are “audit committee financial experts” as that term is defined in the rules promulgated by the SEC pursuant to the Sarbanes-Oxley Act of 2002.

The Audit Committee has oversight responsibilities with respect to our financial reporting process and systems of internal controls regarding finance, accounting and legal compliance. The Audit Committee is responsible for retaining, evaluating and monitoring our independent registered public accounting firm and for providing an audit committee report for inclusion in our Proxy Statement. The Audit Committee is also responsible for maintaining open

communication among the Audit Committee, management and our outside auditors. However, the Audit Committee is not responsible for conducting audits, preparing financial

12

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statements, or assuring the accuracy of financial statements or filings, all of which is the responsibility of management and/or the outside auditors.

#### Compensation Committee

The Compensation Committee of the Board met four times in 2016 to determine policies regarding the compensation of our executives and to review, determine, and recommend to the full Board, as appropriate, the approval of the grant of options, restricted stock units and cash bonuses to our executives. The purpose of the Compensation Committee is to make determinations and recommendations, as appropriate, to the Board with respect to the compensation of our Chief Executive Officer and other senior executive officers. Andrew B. Schmitt, Chair, Thomas A. McDonnell, M. Jeannine Strandjord, Dr. Andrzej Olechowski, Eriberto R. Scocimara, Mark R. Callegari and Paul Althasen are the current members of the Compensation Committee. The Board has determined that all the members of the Compensation Committee are (i) independent as defined under the independence standards of the listing standards of the Nasdaq Stock Market LLC both for directors generally and those applicable to members of the Compensation Committee, (ii) “non-employee” directors under Section 16 rules, and (iii) “outside directors” for purposes of Internal Revenue Code Section 162(m).

The Compensation Committee performs its functions and responsibilities pursuant to a written charter adopted by our Board, which is published on Euronet’s website at <http://ir.euronetworldwide.com/documents.cfm>.

Its charter authorizes our Compensation Committee to delegate its responsibilities to one or more subcommittees or Directors, in accordance with restrictions set forth in the charter. Under the terms of our incentive plans, our Compensation Committee is authorized to administer the plans and may delegate its authority under such plans to another committee of the Board or a Director.

Our human resources department supports the Compensation Committee in its work and in some cases acts pursuant to delegated authority to fulfill various functions in administering the day-to-day ministerial aspects of our compensation and benefits plans.

#### Annual Process for Determining Compensation of Executive Officers

As further described in the “Compensation Discussion and Analysis,” our Compensation Committee, together with senior management and outside consultants engaged by the Compensation Committee, conducts an annual review of our overall compensation program for executive officers. With respect to executive officer compensation, our Compensation Committee reviews each of the key components of compensation - base salary and short- and long-term incentives, both within Euronet and as compared to peers and survey data to determine whether each of these components is consistent with our compensation philosophy and its related goals and objectives. Upon the recommendation of our Chief Executive Officer with respect to the compensation of each executive officer who directly reports to him, and, based on the findings of any outside consultants that may be engaged to assist in this review, our Compensation Committee determines or recommends to the full Board, as appropriate, the compensation for all key executives, including our Chief Executive Officer. Executive officers are not involved in proposing or seeking approval for their own compensation.

#### Process for Determining Non-Employee Director Compensation

Our Compensation Committee makes recommendations to the full Board about Board compensation and benefits for non-employee Directors, including cash, equity-based awards and other compensation. In making recommendations about non-employee Director compensation, our Compensation Committee seeks advice from outside compensation consultants who are retained by the committee to, among other functions: (i) conduct a competitive assessment of non-employee Director compensation compared to competitive practice, (ii) inform the committee of emerging trends in director pay practices, (iii) advise on stock ownership guidelines for non-employee Directors, and (iv) assess the amount of compensation that is adequate to compensate our Directors for their time and effort with respect to Board obligations. If, after the periodic review of non-employee Director compensation by our Compensation Committee, the committee determines that any changes should be made to such program, it will recommend such changes to our Board for approval.

#### Outside Executive Compensation Consultants

The Compensation Committee directly retained AON Hewitt as its outside compensation consultant for 2016. AON Hewitt assisted the Compensation Committee and performed functions in connection with executive compensation

matters for the Compensation Committee including: (i) conducting a competitive assessment of key executives' total direct compensation (e.g., sum of base salary, annual bonus and long-term incentive opportunity), (ii) evaluating appropriateness of annual incentive plan targets and standards, (iii) assessing whether the structure (the mix of cash and equity compensation, as well as annual and long term incentives) is appropriate and competitive, (iv) comparing Euronet's annual share utilization and earnings per share dilution for equity-based compensation to competitive practices and institutional investor guidelines, (v) comparing Euronet's expense for stock-based compensation to its peer companies, (vi) advising the Compensation Committee regarding design changes to compensatory programs and the development of new programs based on strategic goals, competitive assessment, regulatory changes and risk management, (vii) informing the Compensation Committee of emerging trends in executive compensation, the

institutional investor climate and corporate governance and accounting developments, (viii) providing and periodically advising on stock ownership or retention guidelines for senior executives, and (ix) providing the Compensation Committee with regular updates regarding changes in regulatory and legislative developments.

The Compensation Committee assessed the independence of AON Hewitt pursuant to Nasdaq's rules and concluded that no conflict of interest exists that would prevent AON Hewitt from independently advising the Committee.

#### Compensation Policies and Practices as They Relate to Risk Management

Together with management, the Compensation Committee considered the design and operation of the Company's compensation arrangements, including the performance objectives and target levels used in connection with incentive awards and evaluated the relationship between the Company's risk management and these arrangements. The Compensation Committee believes that the Company's compensation policies and practices do not encourage unnecessary or excessive risk taking and that any risks arising from the Company's compensation policies and practices for its employees are not reasonably likely to have a material adverse effect on the Company.

#### Nominating & Corporate Governance Committee

The Nominating & Corporate Governance Committee met once in 2016. It also met in February 2017 to evaluate the performance of the Board during 2016 and consider nominees for election at the Annual Meeting. Eriberto R. Scocimara, Chair, Andrew B. Schmitt, M. Jeannine Strandjord, Andrzej Olechowski, Thomas A. McDonnell, Mark R. Callegari and Paul Althasen are the current members of the Nominating & Corporate Governance Committee. The Board has determined that all of the members of the Nominating & Corporate Governance Committee are independent as defined under the general independence standards of the listing standards of The Nasdaq Stock Market LLC. The Nominating & Corporate Governance Committee performs the functions of a nominating committee. The Nominating & Corporate Governance Committee's charter describes the committee's responsibilities, including developing corporate governance guidelines and seeking, screening and recommending Director candidates for nomination by the Board. This charter is published on our website at <http://ir.euronetworldwide.com/documents.cfm> under the Corporate Governance menu. Euronet's Corporate Governance Guidelines contain information regarding the selection, qualification and criteria for Director nominees and the composition of the Board, and are published on Euronet's website at <http://ir.euronetworldwide.com/documents.cfm>.

The Nominating & Corporate Governance Committee evaluates each Director in the context of the Board as a whole, with the objective of recommending a Director who can best perpetuate the success of the business and represent Stockholder interests through the exercise of sound judgment using his or her diversity of experience in these various areas. The Nominating & Corporate Governance Committee considers the experience, qualifications, attributes and skills of each director and nominee, including the person's particular areas of expertise and other relevant qualifications, and the interplay of such experience, qualifications, attributes and skills with the Board as a whole. As determining the specific qualifications or criteria against which to evaluate the fitness or eligibility of potential Director candidates is necessarily a dynamic and an evolving process, the Board believes that it is not always in the best interests of Euronet or its Stockholders to attempt to create an exhaustive list of such qualifications or criteria. Appropriate flexibility is needed to evaluate all relevant facts and circumstances in context of the needs of the Board and Euronet at a particular point in time. Accordingly, the Nominating & Corporate Governance Committee reserves the right to consider those factors as it deems relevant and appropriate, including the current composition of the Board, the balance of management and independent Directors, the need for Audit Committee expertise and the evaluations of other potential Director candidates. The committee does not have a policy concerning diversity but it believes that the above criteria will lead the committee to consider diversity in its various forms (including diversity of age, experience, background and perspective) in selecting director candidates. In determining whether to recommend a Director for re-election, the Nominating & Corporate Governance Committee also considers the Director's past attendance at meetings and participation in and contributions to the activities of the Board.

As general guidelines, members of the Board and potential Director candidates for nomination to the Board will be persons with appropriate educational background and training and who:

- have personal and professional integrity;
- act in a thorough and inquisitive manner;
- are objective;

- have practical wisdom and mature judgment;
- have demonstrated the kind of ability and judgment to work effectively with other members of the Board to serve the long-term interests of the Stockholders;
- have a general understanding of management, marketing, accounting, finance and other elements relevant to Euronet's success in today's business environment;

have financial and business acumen, relevant experience, and the ability to represent and act on behalf of all Stockholders;

are willing to devote sufficient time to carrying out their duties and responsibilities effectively, including advance review of meeting materials; and

are committed to serve on the Board and its committees for an extended period of time.

In addition, we do not permit any new Directors nominated by the Board (a) who serve as a member of Euronet's Audit Committee to serve on the audit committee of more than two other boards of public companies, (b) who serve as chief executive officers or in equivalent positions of other public companies to serve on more than two boards of public companies in addition to the Board, and (c) generally to serve on more than four other boards of public companies in addition to the Board. These policies were adopted in November 2003 and the Board determined that they would not be applied to Directors who were serving on the Board at that time, unless the Board considers that failure to comply is impairing the quality of a Director's service on the Board.

The Board values the contributions of a Director whose years of service has given him or her insight into Euronet and its operations and believes term limits are not necessary.

**Director Candidate Recommendations and Nominations by Stockholders**

The Nominating & Corporate Governance Committee's charter provides that the Nominating & Corporate Governance Committee will consider Director candidate recommendations by Stockholders. Director candidates recommended by Stockholders are evaluated in the same manner as candidates recommended by the Nominating & Corporate Governance Committee. Stockholders should submit any such recommendations to the Nominating & Corporate Governance Committee through the method described under "Other Matters - Recommendations or Nominations of Individuals to Serve as Directors" below. In addition, in accordance with Euronet's Bylaws, any Stockholder of record entitled to vote for the election of Directors at the applicable meeting of Stockholders may nominate persons for election to the Board of Directors if such Stockholder complies with the notice procedures set forth in the Bylaws and summarized in "Other Matters - Deadline to Propose or Nominate Individuals to Serve as Directors" below.

**Lead Independent Director**

Under the Company's Corporate Governance Guidelines, the Board annually selects a Lead Independent Director. The principal responsibilities of the Lead Independent Director are to call for and conduct executive sessions of the Board, serve as liaison between the Chairman of the Board and the independent Directors, approve meeting agendas and schedules for Board meetings, recommend matters to the Chairman for consideration by the Board and be available for consultation and direct communication with Stockholders and all interested parties. A full list of the roles and responsibilities is included in the Company's Corporate Governance Guidelines.

The Board believes that the existence of a Lead Independent Director enhances coordination of decision-making among the independent Directors and communication between them and the Chairman, and provides a single point of contact for Stockholders and other outside parties to communicate with the Board. Thomas A. McDonnell has acted as the Lead Independent Director since September 2014.

**Combined CEO and Chairman Role**

Michael J. Brown currently serves as both Chairman of the Board of Directors and Chief Executive Officer and President of the Company. The Nominating & Corporate Governance Committee and the Board have considered the advantages and disadvantages of the combination of these two roles and consider it appropriate to maintain the combined roles. In particular, the Board has concluded that this structure promotes unified leadership and direction for the Company and provides a single, clear focus for the chain of command to execute the Company's business plans and strategies.

**Risk Oversight**

The Board has delegated oversight of Euronet's risk management efforts to the Audit Committee. The Audit Committee's role in risk oversight includes reviewing information provided by members of senior management on areas of material risk to the Company, or to the success of a particular project or endeavor under consideration, including operational, financial, legal, regulatory, strategic and reputational risks. The Audit Committee uses such information to understand the Company's risk identification, risk management and risk mitigation strategies. The Board believes that risk management is an integral part of Euronet's annual strategic planning process, which



addresses, among other things, the risks and opportunities facing the Company.

Part of the Audit Committee's responsibilities, as set forth in its charter, is to review with corporate management, the independent auditors and the internal auditors, if applicable, any legal matters, risks or exposures that could have a significant impact on the financial statements and the steps management has taken to minimize the Company's exposure. The Company's management regularly evaluates these controls, and the Audit Committee is provided regular updates regarding the effectiveness of the controls. The Audit Committee regularly reports to the full Board.

#### Communications with the Board of Directors

The Board has approved a formal policy for Stockholders to send communications to the Board or its individual members. Stockholders can send communications to the Board and specified individual Directors by mailing a letter to the attention of the Board or a specific Director (c/o the General Counsel) at Euronet Worldwide, Inc., 3500 College Blvd., Leawood, Kansas 66211 or by sending an email to [directors@eef.com](mailto:directors@eef.com).

Upon receipt of a communication for the Board or an individual Director, the General Counsel will promptly forward any such communication to all the members of the Board or the individual Director, as appropriate. If a communication to an individual Director deals with a matter regarding Euronet, the General Counsel will forward the communication to the entire Board, as well as the individual Director. Neither the Board nor a specific Director is required to respond to Stockholder communications and when responding shall do so only in compliance with the Corporate Governance Guidelines.

#### Director Attendance at Annual Meeting

Euronet has a policy encouraging its Directors to attend the Annual Meeting of Stockholders. Two Directors, Michael J. Brown and Mark R. Callegari, attended our 2016 Annual Meeting.

#### Code of Conduct

The Board has adopted a Code of Business Conduct & Ethics for Directors, Officers and Employees (the “Code of Conduct”) that applies to all of our employees and Directors, including the Chief Executive Officer, the Chief Financial Officer and the Controller. The Code of Conduct is available on Euronet’s website at <http://ir.euronetworldwide.com/documents.cfm>. Any amendment to or waiver of the Code of Conduct will be filed on Form 8-K or posted on our website.

## PROPOSAL 1

## ELECTION OF DIRECTORS

Our Directors are as follows:

Name	Age	Position	Term Expires
Michael J. Brown	60	Chairman, Chief Executive Officer and Class I Director	2019
Andrew B. Schmitt	68	Class I Director	2019
M. Jeannine Strandjord	71	Class I Director	2019
Dr. Andrzej Olechowski	70	Class II Director	2017
Eriberto R. Scocimara	81	Class II Director	2017
Mark R. Callegari	61	Class II Director	2017
Paul S. Althasen	52	Class III Director	2018
Thomas A. McDonnell	71	Class III Director	2018

## Classified Board

We currently have eight Directors divided among three classes as described above.

The Board has determined that all of the Directors, other than Mr. Brown, are independent Directors as defined in the listing standards for The Nasdaq Stock Market LLC.

Three Class II Directors are to be elected at the Annual Meeting for three-year terms ending at the Annual Meeting of Stockholders in 2020. The Board has nominated Dr. Andrzej Olechowski, Eriberto R. Scocimara and Mark R.

Callegari for election as Class II Directors. Unless otherwise instructed, each valid proxy will be voted for Dr. Olechowski and Messrs. Scocimara and Callegari. Each of the Class II nominees has consented to serve as a Director of Euronet. If a nominee is unable or subsequently declines to serve as a Director at the time of the Annual Meeting, the proxies will be voted for any alternative nominee who shall be designated by the present Board to fill the vacancy. We are not aware of any reason why Dr. Olechowski and Messrs. Scocimara and Callegari will be unable or will decline to serve as a Director.

## Nominees for Election at the Annual Meeting

The following is a brief description of the business experience of each nominee for Director and a brief discussion of the specific experience, qualifications, attributes or skills that led to the conclusion that the nominee should continue to serve as a Director for the Company, in light of the Company's business and structure. Except for Mr. Callegari, all of these Directors have served on our Board for at least five years.

DR. ANDRZEJ OLECHOWSKI has served on our Board since May 2002. He previously served as a Director of Euronet from its incorporation in December 1996 until May 2000. From 2005 until 2009 when he retired, Dr. Olechowski was the President of Conseil DG, a Polish consulting company. From 1995 until 2008, Dr. Olechowski served as a Senior Advisor for Central Europe Trust, Poland, a consulting firm. He has held several senior positions with the Polish government: from 1993 to 1995, he was Minister of Foreign Affairs and in 1992 he was Minister of Finance. From 1992 to 1993, and again in 1995, he served as economic advisor to President Lech Walesa. From 1991 to 1992, he was Secretary of State in the Ministry of Foreign Economic Relations and from 1989 to 1991 he was Deputy Governor of the National Bank of Poland. From May 1998 to June 2000, Dr. Olechowski served as the Chairman of Bank Handlowy w Warszawie S.A. (Poland). Until April 2009, Dr. Olechowski sat on the Supervisory Board of Vivendi (France) and currently sits on the Supervisory Board of Bank Handlowy w Warszawie S.A. and the boards of various charitable and educational foundations. Dr. Olechowski is currently a Professor at Visula University. He received a Ph.D. in Economics in 1979 from the Central School of Planning and Statistics in Warsaw.

In selecting Dr. Olechowski as a nominee for Director, the Board considered his significant stature in Polish government and business, his extensive business connections in and knowledge of the banking industry in Poland and Central Europe (which have historically been among the Company's most important markets in the electronic funds transfer division), as well as his experience as a consultant and member of other boards with respect to the strategic

and market factors affecting the Company's business.

ERIBERTO R. SCOCIMARA has been a Director of Euronet since its incorporation in December 1996 and previously served on the boards of Euronet's predecessor companies. From April 1994 through its liquidation in 2011, Mr. Scocimara served

17

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as President and Chief Executive Officer of the Hungarian-American Enterprise Fund (“HAEF”), a private company that was funded by the U.S. government and invested in Hungary. From 1984 to 2016, Mr. Scocimara was the President of Scocimara & Company, Inc., an investment management company. Mr. Scocimara is currently a director of several privately owned companies as well as being a director and the chairman of the audit committee of ARC Document Solutions, Inc. He has a Licence de Science Economique from the University of St. Gallen, Switzerland, and an M.B.A. from Harvard University.

In selecting Mr. Scocimara as a nominee for Director, the Board considered his extensive financial and business experience acquired through his participation on other boards and committees and management of a Central European investment fund. These qualities as well as his broad range of business contacts and knowledge of Central Europe are considered particularly valuable by the Board.

MARK R. CALLEGARI has served on our Board since September 2014. Mr. Callegari is the Founder and Chief Executive Officer of Callegenix, LLC, an industry leader in lighting control and microprocessing systems founded in 1999. In 2002, Mr. Callegari founded LightWild LLC and served as its Chairman until 2013. In 2002, Mr. Callegari founded and served as Chairman of Animated Lighting, Inc., until its sale in 2005. In 1998, Mr. Callegari founded Tidestone Technologies and served as its Chairman until 2001. In 1979, Mr. Callegari co-founded Innovative Software, Inc., a computer software company that was merged in 1988 with Informix. Mr. Callegari served as Executive Vice President of Informix from 1988 to 1992. Mr. Callegari received a Bachelor of Science degree from Rockhurst University and is the holder of two patents on the process of illuminating building facades.

In selecting Mr. Callegari as a nominee for Director, the Board considered his extensive talent as a proven entrepreneur with valuable insight and his experience in developing industry leading technology and software solutions.

#### Other Directors

The following is a brief description of the business experience of each of our other Directors whose term of office will extend beyond 2017, and a brief discussion of the specific experience, qualifications, attributes or skills that led to the conclusion that the other Directors are qualified for service as a Director of the Company, in light of the Company’s business and structure.

MICHAEL J. BROWN is one of the founders of Euronet and has served as our Chairman of the Board and Chief Executive Officer since 1996 and as our President since December 2014. He also served as our President from December 11, 2006 to June 11, 2007. He founded our predecessor in 1994 with Daniel R. Henry, our former President and Chief Operating Officer. Mr. Brown has been a Director of Euronet since our incorporation in December 1996 and previously served on the boards of Euronet’s predecessor companies. In 1979, Mr. Brown co-founded Innovative Software, Inc., a computer software company that was merged in 1988 with Informix. Mr. Brown served as President and Chief Operating Officer of Informix from February 1988 to January 1989. He served as President of the Workstation Products Division of Informix from January 1989 until April 1990. In 1993, Mr. Brown was a founding investor of Visual Tools, Inc. Visual Tools, Inc. was acquired by Sybase Software in 1996. Mr. Brown was formerly a director of Blue Valley Ban Corp. and Nexxus Lighting, Inc. Mr. Brown received a B.S. in electrical engineering from the University of Missouri-Columbia in 1979 and a M.S. in molecular and cellular biology at the University of Missouri-Kansas City in 1997.

The Board considers as particularly valuable Mr. Brown’s deep commitment to the success of the Company (demonstrated in particular by his long-term stock holdings), his extensive experience as the founder of the Company and the initiator of each of the business lines of the Company, and the strategic, business and financial skills and knowledge he brings to his position as Director. Through his management of the Company since its inception, Mr. Brown has acquired a unique knowledge of the financial transaction processing industry in the markets in which the Company operates.

ANDREW B. SCHMITT has served on our Board since September 24, 2003. Mr. Schmitt served as President and Chief Executive Officer of Layne Christensen Company from October 1993 until his retirement on January 31, 2012. For approximately two years prior to joining Layne Christensen Company, Mr. Schmitt was a partner in two privately owned hydrostatic pump and motor manufacturing companies and an oil and gas service company. He served as

President of the Tri-State Oil Tools Division of Baker Hughes Incorporated from February 1988 to October 1991. Currently, Mr. Schmitt serves on the board of directors of FreightCar America, Inc., where he chairs the Compensation Committee and is a member of the Nominating and Corporate Governance Committee. Mr. Schmitt served as a director of Layne Christensen Company until his retirement in 2012. Mr. Schmitt holds a bachelor of science degree from the University of Alabama School of Commerce and Business.

The Board considers as particularly valuable Mr. Schmitt's extensive financial, business and management experience and skills, including in particular, valuable knowledge and experience acquired from managing an international business that, like the Company, operated in many developing markets during his tenure.

M. JEANNINE STRANDJORD, CPA, has 40 plus years of financial management experience and was employed in three different industries after starting in public accounting on the audit staff of Ernst and Whinney in 1968. For 20 years, beginning in 1985, she held several senior financial management roles at Sprint Corporation. She managed the successful transformation

and restructuring of Sprint as Chief Integration Officer from 2003 until 2005 when she retired. Previously, she was Senior VP and Chief Financial Officer of Global Solutions, a \$9 billion division, from 1998 until 2003, and was Controller and Treasurer from 1986 to 1998. Ms. Strandjord has been a director of American Century Mutual Funds (for six registered investment companies) since 1994; was a director of DST Systems, Inc., from 1996 to 2012; and has been a director of MGP Ingredients since 2013. She has also been a director of JE Dunn Construction Corporation, a private company, since 2006. Her current non-profit boards are the Ewing Marion Kauffman Foundation, the Truman Library, and the World War I Museum. Past non-profit boards include Rockhurst University, the Heartland Chapter of the National Association for Corporate Directors and the Kansas City Community Foundation. She has been a director of the Company since 2001 and is currently the Chair of the Audit Committee. She also served as Lead Independent Director from 2010 to 2014. Ms. Strandjord holds a bachelor's degree in accounting and business administration from the University of Kansas.

The Board considers as particularly valuable Ms. Strandjord's experience on the boards of various other public companies, as well as an extensive background in finance, corporate governance, restructuring, talent management, and compensation and benefits.

PAUL S. ALTHASEN has served on our Board since May 2003. He joined Euronet in February 2003 in connection with Euronet's acquisition of e-pay Limited, a UK company. Mr. Althasen served as Executiv