

# PROPOSAL 3: APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION

We are asking shareholders to approve, on an advisory basis, the compensation paid to our named executive officers as described in the Executive Compensation section found on pages 24 to 44 of this Proxy Statement. As described above in the “Compensation Discussion and Analysis” section of this Proxy Statement, the Compensation Committee has structured our executive compensation program to achieve the following key objectives:

Objective	How Our Executive Compensation Program Achieves This Objective
Pay for Performance	<ul style="list-style-type: none"> <li>• Tying a significant portion of each named executive officer’s targeted total direct compensation to the achievement of performance goals</li> </ul>
Alignment with Shareholder Interests	<ul style="list-style-type: none"> <li>• Establishing performance metrics under our LTIP and AIP that are designed to focus executives on the strategic objectives of TSYS</li> </ul>
Commitment to Compensation “Best Practices”	<ul style="list-style-type: none"> <li>• Minimal executive perquisites</li> <li>• Clawback policy for incentive compensation awards</li> <li>• Stock ownership requirements</li> <li>• No tax gross-up policy for new agreements</li> </ul>
Attract and Retain Top Talent	<ul style="list-style-type: none"> <li>• Competing effectively for the highest quality people who will determine our long-term success</li> </ul>

We urge shareholders to read the “Compensation Discussion and Analysis” beginning on page 24 of this Proxy Statement, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives. The Compensation Committee and the Board believe that our compensation policies and procedures are effective in achieving our goals and that the compensation of our named executive officers reported in this Proxy Statement has contributed to TSYS’ long-term success.

We are asking shareholders to approve the following advisory resolution:

RESOLVED, that the shareholders of TSYS approve, on an advisory basis, the compensation of TSYS’ named executive officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in this Proxy Statement for TSYS’ 2017 Annual Meeting of Shareholders.

This advisory resolution, commonly referred to as a “say-on-pay” resolution, is non-binding on the Board. Although the advisory vote is non-binding, the Board and the Compensation Committee value the opinions of our shareholders, and will continue to review and consider the voting results when making future decisions regarding our executive compensation program. In addition, the Board and the Committee intend to continue our annual shareholder outreach program pursuant to which we discuss, or offer to discuss, with all shareholders holding 1% or more of TSYS’ shares their views on compensation related matters so that we can also consider them when making future decisions about our executive compensation program. The Board has determined to hold annual advisory votes on executive compensation. Accordingly, the next advisory vote on executive compensation will occur at the 2018 Annual Meeting of Shareholders, unless the Board modifies its policy on the frequency of holding such advisory votes.

**The Board of Directors Recommends That You Vote “FOR” the Approval of the Advisory Resolution Approving the Compensation of Our Named Executive Officers.**