

## Charter of the Compensation Committee of the Board of Directors nFinanSe Inc.

### Purpose

The Compensation Committee shall assist the Board in its entirety in carrying out its responsibilities with respect to (a) employee compensation programs (b) executive compensation programs and (c) director compensation programs.

### Members

The Members and Chairman of the Compensation Committee shall be appointed by the Board who satisfy the requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment. Additionally, members of the Compensation Committee shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. The Board shall designate one member as Chairman or delegate authority to designate a Chairman to the Compensation Committee. The Director of Human Resources shall act as management liaison to the Compensation Committee.

### Authority

The Compensation Committee shall have the authority to request that any officer or employee of the corporation, or its outside council or consultants as it determines appropriate, attend any meeting of the Committee to assist it in the performance of its functions. It will also have authority to retain and/or terminate any compensation consultant used to assist the Committee in the evaluation of director, CEO or senior executive compensation, and to approve the consultant’s fees and other terms. The Committee may also delegate to the CEO the authority to grant awards under an approved long term incentive plan or propose or add employees to the annual incentive compensation plan during the course of the year as warranted.

### Duties and Responsibilities

The functions of the Committee, on behalf of the Board, shall include the responsibility:

1. To review and recommend to the Board of Directors a compensation philosophy/strategy and major compensation programs for the Company which are consistent with, and support the Company’s long term plans and objectives.
2. To annually review and evaluate the compensation of the CEO and the four highest paid elected officers other than the CEO, against their relevant corporate and personal goals and objectives in order to approve the total compensation (annual base salary, annual incentive opportunity, long term incentive opportunity and equity-based awards) of the executive officers.
3. To administer and make recommendations to the Board with respect to the Company’s incentive-compensation and equity-based compensation for senior executive officers.
4. To evaluate all components of compensation for executives and directors of the Company and recommend any changes to the Board.
5. To make recommendations to the Board and monitor compliance by the directors with the Company’s stock ownership guidelines.
6. To review on behalf of the Board proposed compensation arrangements, employment agreements and severance arrangements for senior executive officers, including change-in-control provisions, plans or agreements.
7. To ensure that the Company compensation related plans and actions for the Company’s officers and employees are within regulatory and legal requirements.
8. To review any qualified, non qualified, defined benefit or defined contribution plans of the Company in keeping with the fiduciary duties assigned to the Committee.
9. To review and/or prepare the report(s) or other information required by the Securities and Exchange Commission be included in the Company’s annual proxy statement.
10. To review this Charter annually and recommend any changes to the Board for approval.
11. To review and report on the Compensation Committee’s own performance to the entire Board annually at the beginning of each calendar year.

### Meetings

The Compensation Committee shall meet as often as may be deemed necessary or appropriate in its judgment, and not less than two times annually, either in person or by telephone, at such times and places as the Committee shall determine. The Compensation Committee shall report its activities to the Board of Directors.