

Adopted: November 29, 2010

**FleetCor Technologies, Inc.
Executive and Acquisitions Committee Charter**

1. Purpose of Committee

The purpose of the Executive and Acquisitions Committee (the “Committee”) of the Board of Directors (the “Board”) of FleetCor Technologies, Inc. (the “Company”) is to assist the Board in handling matters which, in the view of the Chairman of the Board, should not be postponed until the next scheduled meeting of the Board, including in connection with capital expenditures, investments, acquisitions, dispositions, financing activities and related matters.

2. Committee Membership

The Committee will consist of no fewer than three members of the Board. The members of the Committee are not required to be “independent” under the rules of the New York Stock Exchange (the “NYSE”) and the Company’s Corporate Governance Guidelines.

Members will be appointed by the Board based on the recommendations of the Compensation, Nominating and Corporate Governance Committee and will serve at the pleasure of the Board and for such term or terms as the Board may determine.

3. Committee Structure and Operations

The Board will designate one member of the Committee as its chairperson. The Committee will meet when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. Members may participate in a meeting of the Committee by conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

4. Committee Duties and Responsibilities

- a. Between meetings of the Board of Directors, the Committee shall have and may exercise the powers of the Board of Directors to act upon any matters which, in the view of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the Board of Directors; but, to the extent prohibited by law, shall not have the power or authority of the Board of Directors in reference to (1) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval or (2) adopting, amending or repealing any By-Law of the Company.

- b. The Committee may assist the board of directors in evaluating and overseeing capital expenditures, investments, acquisitions, dispositions, financing activities and related matters on behalf of the Company.
- c. To report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

5. Committee Reports

The Committee will produce the following reports and provide them to the Board:

- a. An annual performance evaluation of the Committee. The performance evaluation will be conducted in such manner as the Committee deems appropriate.
- b. An annual review of the adequacy of this Charter, which review will recommend to the Board any revisions the Committee deems necessary or desirable, although the Board will have the sole authority to amend this Charter.

6. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

7. Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, advisors, accountants or other experts, as it deems appropriate to carry out its duties, without seeking approval of the Board or management.