

Western Union CO  
Form DEF 14A  
April 03, 2019  
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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 (Amendment No. )

Filed by the Registrant ☒ [X]  
Filed by a Party other than the Registrant ☐ [ ]

Check the appropriate box:

<input type="checkbox"/> [ ]	Preliminary Proxy Statement
<input type="checkbox"/> [ ]	<b>Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))</b>
<input checked="" type="checkbox"/> [X]	Definitive Proxy Statement
<input type="checkbox"/> [ ]	Definitive Additional Materials
<input type="checkbox"/> [ ]	Soliciting Material Pursuant to §240.14a-12

**THE WESTERN UNION COMPANY**  
(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):

<input checked="" type="checkbox"/> [X]	No fee required.
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- 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
-

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**THE WESTERN UNION COMPANY**

7001 E. Belleview Avenue  
Denver, Colorado 80237

April 3, 2019

**DEAR STOCKHOLDER:**

You are cordially invited to attend the 2019 Annual Meeting of Stockholders (the "Annual Meeting") of The Western Union Company (the "Company"), to be held at 8:00 a.m., local time, on Friday, May 17, 2019, at the Company's headquarters, located at 7001 E. Belleview Avenue, Denver, Colorado 80237. The registration desk will open at 7:30 a.m.

The attached notice and Proxy Statement contain details of the business to be conducted at the Annual Meeting. In addition, the Company's 2018 Annual Report, which is being made available to you along with the Proxy Statement, contains information about the Company and its performance. Directors and certain officers of the Company will be present at the Annual Meeting.

**Your vote is important!** Whether or not you plan to attend the Annual Meeting, **please read the Proxy Statement and then vote** at your earliest convenience, by telephone, Internet, tablet or smartphone, or request a proxy card to complete, sign, date and return by mail. Using the telephone, Internet, tablet or smartphone voting systems, or mailing your completed proxy card, will not prevent you from voting in person at the Annual Meeting if you are a stockholder of record and wish to do so.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the Company.

Regards,

Hikmet Ersek  
President, Chief Executive Officer and Director

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**YOUR VOTE IS IMPORTANT!**

**PLEASE PROMPTLY VOTE BY TELEPHONE, INTERNET, TABLET OR SMARTPHONE, OR REQUEST A PROXY CARD TO COMPLETE, SIGN, DATE AND RETURN BY MAIL SO THAT YOUR SHARES MAY BE VOTED IN ACCORDANCE WITH YOUR WISHES AND SO THAT THE PRESENCE OF A QUORUM MAY BE ASSURED. YOUR PROMPT ACTION WILL AID THE COMPANY IN REDUCING THE EXPENSE OF PROXY SOLICITATION.**

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**THE WESTERN UNION COMPANY**

7001 E. BELLEVIEW AVENUE  
DENVER, COLORADO 80237  
(866) 405-5012

**NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS**

**NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS**

<b>When:</b>	<b>Where:</b>	<b>Record Date:</b>
May 17, 2019	Company Headquarters	March 19, 2019
at 8:00 a.m. local time	7001 E. Belleview Avenue	
	Denver, Colorado 80237	

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

ITEMS OF BUSINESS		BOARD'S RECOMMENDATION	FURTHER INFORMATION
1	Election of Directors named in this Proxy Statement to serve as members of the Company's Board of Directors until the Company's 2020 Annual Meeting of Stockholders	<b>FOR</b> each director nominee	Page 13
2	Hold an advisory vote to approve executive compensation	<b>FOR</b>	Page 65
3	Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for 2019	<b>FOR</b>	Page 67
4	Vote on the stockholder proposal described in the accompanying Proxy Statement, if properly presented at the Annual Meeting	<b>AGAINST</b>	Page 69
5	Transact any other business as may properly come before the Annual Meeting or any postponement or adjournment of the Annual Meeting		

**ATTENDING THIS MEETING**

All stockholders will be required to show valid, government-issued, photo identification or an employee badge issued by the Company. If your shares are registered in your name (a "Registered Holder"), your name will be compared to the list of registered stockholders to verify your share ownership. If your shares are in the name of your broker or bank or other nominee (a "Beneficial Holder"), you will need to bring evidence of your share ownership, such as your most recent brokerage account statement or a legal proxy from your broker. If you do not have valid picture identification and proof that you own Company shares, you will not be admitted to the Annual Meeting. All packages and bags are subject to inspection. Please note that the registration desk will open at 7:30 a.m. Please arrive in advance of the start of the Annual Meeting to allow time for identity verification.

**WHO CAN ATTEND AND VOTE**

Our stockholders of record on March 19, 2019 are entitled to notice of, and to vote at, the Annual Meeting and at any adjournment or postponement that may take place. A list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder at the Annual Meeting and for ten days prior to the Annual Meeting at our principal executive offices located at 7001 E. Belleview Avenue, Denver, Colorado 80237.

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**NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS**

**YOUR VOTE IS EXTREMELY IMPORTANT.**

<b>TELEPHONE</b>	<b>INTERNET</b>	<b>BY MAIL</b>	<b>BY TABLET OR SMARTPHONE</b>	<b>IN PERSON</b>
Beneficial Owners call toll free at 1-800-454-8683	Beneficial Owners visit <a href="http://www.proxyvote.com">www.proxyvote.com</a>	Request a paper proxy card to complete, sign, date and return	Beneficial Owners vote your shares online with your tablet or smartphone by scanning the QR code above.	Attend the Annual Meeting
Registered Holders call toll free at 1-866-883-3382	Registered Holders visit <a href="http://www.proxypush.com/wu">www.proxypush.com/wu</a>		Registered Holders vote your shares online with your tablet or smartphone by scanning the QR code on your Proxy Card.	

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

The Company's Proxy Statement and Annual Report to Stockholders are available at [www.proxyvote.com](http://www.proxyvote.com) for Beneficial Owners and [www.proxydocs.com/wu](http://www.proxydocs.com/wu) for Registered Holders. To access such proxy materials, you will need the control/identification numbers provided to you in your Notice of Internet Availability of Proxy Materials or your Proxy Card. You may also access this Proxy Statement and Annual Report to Stockholders at [www.wuannualmeeting.com](http://www.wuannualmeeting.com).

We appreciate your prompt vote. After reading the Proxy Statement, please vote at your earliest convenience, by telephone, Internet, tablet or smartphone, or request a proxy card to complete, sign, date and return by mail. If you decide to attend the Annual Meeting and would prefer to vote by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted.

Please note that all votes cast via telephone, Internet, tablet or smartphone must be cast prior to 11:59 p.m., Eastern Time on Thursday, May 16, 2019. For shares held in The Western Union Company Incentive Savings Plan, direction regarding how to vote such shares must be received, if by mail, on or before May 14, 2019.

By Order of the Board of Directors

Caroline Tsai  
Executive Vice President, General Counsel and Corporate Secretary

April 3, 2019

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**PROXY SUMMARY**

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

**2019 ANNUAL MEETING OF STOCKHOLDERS OF THE WESTERN UNION COMPANY (the “Company”)**

<b>When:</b> May 17, 2019 at 8:00 a.m. local time	<b>Where:</b> Company Headquarters 7001 E. Belleview Avenue Denver, Colorado 80237	<b>Record Date:</b> March 19, 2019
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**MEETING AGENDA AND VOTING MATTERS**

		<b>BOARD VOTE RECOMMENDATION</b>	<b>PAGE REFERENCE (FOR MORE DETAIL)</b>
<b>ITEM</b>	<b>MANAGEMENT PROPOSALS</b>		
1	Election of Directors named in this Proxy Statement to serve as members of the Company’s Board of Directors until the Company’s 2020 Annual Meeting of Stockholders	<b>FOR</b> each director nominee	13
2	Advisory Vote to Approve Executive Compensation	<b>FOR</b>	65
3	Ratify the Selection of Ernst & Young LLP as our independent registered public accounting firm for 2019	<b>FOR</b>	67
<b>ITEM</b>	<b>STOCKHOLDER PROPOSAL</b>	<b>BOARD VOTE RECOMMENDATION</b>	<b>PAGE REFERENCE (FOR MORE DETAIL)</b>
4	Stockholder proposal regarding political contributions disclosure	<b>AGAINST</b>	69

**INFORMATION ABOUT OUR BOARD (PAGE 6)**

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**PROXY SUMMARY**

**MEMBERS OF OUR BOARD OF DIRECTORS**

**Martin I. Cole**

**Independent**

Age **62**

Director Since **2015**

Committee(s)

**Audit Committee**

**Compliance Committee**

**Betsy D. Holden**

**Independent**

Age **63**

Director Since **2006**

Committee(s)

**Compensation and Benefits  
Committee Chair**

**Audit Committee**

**Michael A. Miles, Jr.**

**Independent**

Age **57**

Director Since **2006**

Committee(s)

**Compensation and Benefits  
Committee**

**Corporate Governance and  
Public Policy Committee**

**Frances Fragos Townsend**

**Independent**

Age **57**

Director Since **2013**

Committee(s)

**Compliance Committee Chair**

**Corporate Governance and  
Public Policy Committee**

**Hikmet Ersek**

Age **58**

Director Since **2010**

Committee(s)

**Compliance Committee**  
(Non-voting Member)

**Jeffrey A. Joerres**

**Independent**

Age **59**

Director Since **2015**

**Chairman of the Board**

Committee(s)

**None**

**Robert W. Selander**

**Independent**

Age **68**

Director Since **2014**

Committee(s)

**Corporate Governance and Public  
Policy Committee Chair**

**Compensation and Benefits  
Committee**

**Solomon D. Trujillo**

**Independent**

Age **67**

Director Since **2012**

Committee(s)

**Audit Committee**

**Compliance Committee**

**Richard A. Goodman**

**Independent**

Age **70**

Director Since **2012**

Committee(s)

**Audit Committee Chair**

**Compensation and Benefits  
Committee**

**Roberto G. Mendoza**

**Independent**

Age **73**

Director Since **2006**

Committee(s)

**Corporate Governance and  
Public Policy Committee**

**Compliance Committee**

**Angela A. Sun**

**Independent**

Age **44**

Director Since **2018**

Committee(s)

**Audit Committee**

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**PROXY SUMMARY**

**GOVERNANCE HIGHLIGHTS (PAGE 14)**

Annual Election of Directors  
Proxy Access  
Majority Vote Standard in Uncontested Elections  
Stockholder Right to Call Special Meetings (with the stock ownership requirement to call such meetings reduced from 20% to 10% in 2018)  
No Stockholder Rights Plan ("Poison Pill")  
No Supermajority Voting Provisions in the Company's Organizational Documents  
Independent Board, Except Our Chief Executive Officer ("CEO")  
Independent Non-Executive Chairman  
Independent Board Committees  
Confidential Stockholder Voting  
Board Committee Authority to Retain Independent Advisors  
Robust Codes of Conduct  
Robust Stock Ownership Guidelines for Senior Executives and Directors  
Prohibition Against Pledging and Hedging of Company Stock by Senior Executives and Directors  
Regular Stockholder Engagement

**CORE COMPONENTS OF 2018 EXECUTIVE COMPENSATION (PAGE 41)**

**Base Salary** - Fixed compensation component payable in cash

**Annual Incentive Awards** - Variable compensation component payable in cash based on performance against annually established performance objectives

**Performance-Based Restricted Stock Units ("PSUs")** - Restricted stock units vest based on the Company's achievement of financial performance objectives and the Company's relative total stockholder return ("TSR") versus the Standard & Poor's 500 Index ("S&P 500 Index")

**Restricted Stock Units ("RSUs")** - RSUs generally cliff vest on the third anniversary of the date of grant based on continued service during the vesting period

**Stock Options** - For our CEO, non-qualified stock options granted with an exercise price equal to fair market value on the date of grant that expire ten years after grant and become exercisable in 25% annual increments over a four-year vesting period

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**PROXY SUMMARY**

**KEY FEATURES OF OUR EXECUTIVE COMPENSATION PROGRAM (PAGE 30)**

**WHAT WE DO**

**Pay-for-performance and at-risk compensation.**

A significant portion of our targeted annual compensation is performance-based and/or subject to forfeiture (“at-risk”), with emphasis on variable pay to reward short- and long-term performance measured against pre-established objectives informed by our Company’s strategy. For 2018, performance-based compensation comprised approximately 83% of the targeted annual compensation for our CEO and, on average, approximately 61% of the targeted annual compensation for the other NEOs. The remaining components of our NEOs’ 2018 targeted annual compensation consisted of base salary and service-based RSUs, with the Compensation and Benefits Committee (the “Compensation Committee”) viewing RSUs as at-risk as their value fluctuates based on our stock price performance.

**Align compensation with stockholder interests.**

Performance measures for incentive compensation are linked to the overall performance of the Company, and are designed to be aligned with the creation of long-term stockholder value.

**Emphasis on future pay opportunity vs. current pay.**

Our long-term incentive awards are equity-based and have multi-year vesting provisions to encourage retention. For 2018, long-term equity compensation comprised approximately 73% of the targeted annual compensation for our CEO and, on average, approximately 60% of the targeted annual compensation for the other NEOs.

**Mix of performance metrics.**

The Company utilizes a mix of performance metrics that emphasize both absolute performance goals, which provide the primary links between incentive compensation and the Company’s strategic operating plan and financial results, and a relative performance goal, which measures Company performance in comparison to the S&P 500 Index.

**Stockholder engagement.**

The Compensation Committee chair and members of management seek to engage with stockholders regularly to discuss and understand their perceptions or concerns regarding our executive compensation program.

**“Clawback” policies.**

The Company may recover incentive compensation paid to an executive officer that was calculated based upon any financial result or performance metric impacted by fraud or misconduct of the executive officer. In addition, the Company’s compliance clawback policy allows the Company to recover incentive compensation paid to an executive officer for conduct that is later determined to have contributed to future compliance failures, subject to applicable laws.

**Robust stock ownership guidelines.**

We require our executive officers to own a meaningful amount of Company stock to align them with long-term stockholder interests (six-times base salary in the case of our CEO and three-times base salary for our other NEOs).

**Three-year performance period for PSUs.**

**Outside compensation consultant retained by the Compensation Committee.**

**“Double trigger” severance benefits in the event of a change-in-control.**

**Maximum payout caps for annual cash incentive compensation and PSUs.**

**Consider compliance in compensation program.**

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**PROXY SUMMARY**

**WHAT WE DON'T DO**

**No repricing or buyout of underwater stock options.**

None of our equity plans permit the repricing or buyout of underwater stock options or stock appreciation rights without stockholder approval, except in connection with certain corporate transactions involving the Company.

**No change-in-control tax gross ups for individuals promoted or hired after April 2009.**

Mr. Ersek is the only Company employee who remains eligible for excise tax gross-up payments based on Compensation Committee action in 2009.

**No dividends or dividend equivalents are paid on unvested or unearned PSUs or RSUs.**

**Prohibition against pledging and hedging of Company securities by senior executives and directors.**

**CHIEF EXECUTIVE OFFICER COMPENSATION**

The following chart demonstrates that our CEO's compensation is heavily weighted toward "at risk" and performance-based pay elements, and such elements comprised approximately 90% and 83% of the 2018 total targeted direct compensation for Mr. Ersek, respectively. Pay is based on the annual base salary and target incentive opportunities applicable to Mr. Ersek as of December 31, 2018.

**CEO 2018 TOTAL TARGET DIRECT COMPENSATION**

Since a significant portion of Mr. Ersek's compensation is both performance-based and "at-risk," we are providing the following supplemental graph to compare Mr. Ersek's total target direct compensation to the compensation "realizable" by him for each of 2016, 2017 and 2018. For the cumulative period of 2016 to 2018, realizable pay was approximately 35% lower than total target direct compensation for that period.

We believe the "realizable" compensation and its relationship to total target direct compensation in each of the years and over the three-year cumulative period reflective of the Compensation Committee's emphasis on "pay-for-performance" in that differences between realizable pay and total target direct compensation, as well as fluctuations year-over-year are primarily the result of our stock performance and our varying levels of achievement against pre-established performance goals under our Annual Incentive Plan and Long-Term Incentive Plan.

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**PROXY SUMMARY**

**CEO TOTAL**

**TARGET DIRECT COMPENSATION**

**VERSUS TOTAL REALIZABLE COMPENSATION<sup>(1)</sup>**

(1) This graph and the total target direct compensation and total realizable compensation reported in this graph provide supplemental information regarding the compensation paid to Mr. Ersek and should not be viewed as a substitute for the 2018 Summary Compensation Table.

Amounts reported in the calculation of total target direct compensation consist of (a) annualized base salary, (b) target annual incentive opportunities granted to Mr. Ersek with respect to each of the years shown under the Annual Incentive Plan and (c) the target grant values of the long-term incentives granted to Mr. Ersek with respect to each of the years shown under the Long-Term Incentive Plan.

Amounts reported in the calculation of total realizable compensation consist of (a) annualized base salary, (b) actual annual incentive payments received by Mr. Ersek with respect to each of the years shown under the Annual Incentive Plan, (c) the value realized from the exercise of stock options and for unexercised stock options, the difference between the exercise price and the closing stock price on the last trading day of 2018, (3) each reported in the year granted, (d) the value realized upon vesting of PSUs and the value of unvested PSUs based on the closing stock price on the last trading day of 2018 and estimated performance as of December 31, 2018, each reported in the year granted, and (e) the value of unvested RSUs based on the closing stock price on the last trading day of 2018, each reported in the year granted.

**vi** | The Western Union Company

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**PROXY STATEMENT**

The Board of Directors (the Board of Directors or the Board ) of The Western Union Company ( Western Union or the Company ) is soliciting your proxy to vote at the 2019 Annual Meeting of Stockholders (the Annual Meeting ) to be held on May 17, 2019 at 8:00 a.m., local time, and any adjournment or postponement of the Annual Meeting. The Annual Meeting will be held at the Company's Headquarters, 7001 E. Bellevue Avenue, Denver, Colorado 80237.

In accordance with U.S. Securities and Exchange Commission (the SEC ) rules and regulations, instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we furnish proxy materials, which include this Proxy Statement and the accompanying Proxy Card, Notice of Meeting, and Annual Report to Stockholders, to our stockholders over the Internet unless otherwise instructed by the stockholder. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

The Notice of Internet Availability of Proxy Materials was first mailed on April 3, 2019 to all stockholders of record as of March 19, 2019 (the Record Date ). The only voting securities of the Company are shares of the Company's common stock,

\$0.01 par value per share (the Common Stock ), of which there were 436,119,403 shares outstanding as of the Record Date. The closing price of the Company's Common Stock on the Record Date was \$18.07 per share.

The Company's Annual Report to Stockholders, which contains consolidated financial statements for the year ended December 31, 2018 (the 2018 Annual Report ), accompanies this Proxy Statement. You also may obtain a copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2018 that was filed with the SEC, without charge, by writing to Investor Relations, The Western Union Company, 7001 E. Bellevue Avenue, WU-HQ-14, Denver, Colorado 80237. If you would like to receive a copy of any exhibits listed in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, please call (866) 405-5012 or submit a request in writing to Investor Relations at the above address, and the Company will provide you with the exhibits upon the payment of a nominal fee (which fee will be limited to the expenses we incur in providing you with the requested exhibits). The Company's Annual Report on Form 10-K for the year ended December 31, 2018 and these exhibits are also available in the Investor Relations section of [www.westernunion.com](http://www.westernunion.com). This Proxy Statement and the 2018 Annual Report are also available at [www.wuannualmeeting.com](http://www.wuannualmeeting.com), as well as on the SEC's website [www.sec.gov](http://www.sec.gov).

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**THE PROXY PROCESS AND STOCKHOLDER VOTING**

**WHY DID I RECEIVE THESE MATERIALS?**

- A** Our Board of Directors 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 Board's solicitation of proxies for use at our Annual Meeting, which will take place on May 17, 2019, or any adjournment or postponement thereof. Our stockholders are invited to attend the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement.

**WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS OR SET OF PROXY MATERIALS?**

- A** This means you hold shares of the Company in more than one way. For example, you may own some shares directly as a Registered Holder and other shares through a broker or you may own shares through more than one broker. In these situations, you may receive multiple Notices of Internet Availability of Proxy Materials or, if you request proxy materials to be delivered to you by mail, Proxy Cards. It is necessary for you to vote, sign, and return all of the Proxy Cards or follow the instructions for any alternative voting procedure on each of the Notices of Internet Availability of Proxy Materials you receive in order to vote all of the shares you own. If you request proxy materials to be delivered to you by mail, each Proxy Card you receive will come with its own prepaid return envelope; if you vote by mail, make sure you return each Proxy Card in the return envelope that accompanied that Proxy Card.

**WHY DID MY HOUSEHOLD RECEIVE ONLY ONE COPY OF THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS OR PROXY MATERIALS?**

- A** In addition to furnishing proxy materials electronically, we take advantage of the SEC's "householding" rules to reduce the delivery cost of materials. Under such rules, only one Notice of Internet Availability of Proxy Materials or, if you have requested paper copies, only one set of proxy materials is delivered to multiple stockholders sharing an address unless we have received contrary instructions from one or more of the stockholders. If you are a stockholder sharing an address and wish to receive a separate Notice of Internet Availability of Proxy Materials or copy of the proxy materials, you may so request by contacting the Broadridge Householding Department by phone at 1-866-540-7095 or by mail to Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717. A separate copy of the proxy materials will be promptly provided following receipt of your request, and you will receive separate materials in the future. If you currently share an address with another stockholder but are nonetheless receiving separate copies of the materials, you may request delivery of a single copy in the future by contacting the Broadridge Householding Department at the number or address shown above.

**DOES MY VOTE MATTER?**

- A** **YES!** We are required to obtain stockholder approval for the election of directors and other important matters. Each share of Common Stock is entitled to one vote and every share voted has the same weight. In order for the Company to obtain the necessary stockholder approval of proposals, a "quorum" of stockholders (a majority of the issued and outstanding shares entitled to vote) must be represented at the Annual Meeting in person or by proxy. If a quorum is not obtained, the Company must adjourn or postpone the Annual Meeting and solicit additional proxies; this is an expensive and time-consuming process that is not in the best interest of the Company or its stockholders. Since few stockholders can spend the time or money to attend stockholder meetings in person, voting by proxy is important to obtain a quorum and complete the stockholder vote.

**HOW DO I VOTE?**

- A** **@ By Telephone or Internet**—You may vote your shares via telephone as instructed on the Proxy Card, or the Internet as instructed on the Proxy Card or the Notice of Internet Availability of Proxy Materials. The telephone and Internet procedures are designed to authenticate your identity, to allow you to vote your shares, and confirm that your instructions have been properly recorded.

The telephone and Internet voting facilities will close at 11:59 p.m., Eastern Time, on May 16, 2019.





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**THE PROXY PROCESS AND STOCKHOLDER VOTING**

**By Mail**—If you request paper Proxy Cards by telephone or Internet, you may elect to vote by mail. If you elect to do so, you should complete, sign, and date each Proxy Card you receive, indicating your voting preference on each proposal, and return each Proxy Card in the prepaid envelope that accompanied each Proxy Card. If you return a signed and dated Proxy Card but you do not indicate your voting preferences, your shares will be voted in accordance with the recommendations of the Board of Directors. By returning your signed and dated Proxy Card or providing instructions by the alternative voting procedure in time to be received for the Annual Meeting, you authorize Hikmet Ersek and Caroline Tsai to act as your proxies (the “Proxies”) to vote your shares of Common Stock as specified.

**By Tablet or Smartphone**—If you are a Beneficial Owner, you may vote your shares online with your tablet or smartphone by scanning the QR code above. If you are a Registered Holder, you may vote your shares online with your tablet or smartphone by scanning the QR code on your Proxy Card. The ability to vote in this way by tablet or smartphone will expire at 11:59 p.m., Eastern Time, on May 16, 2019.

**At the Annual Meeting**—Shares held in your name as a Registered Holder may be voted by you in person at the Annual Meeting. Shares held by Beneficial Holders may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or agent that holds your shares giving you the right to vote the shares, and you bring such proxy to the Annual Meeting.

**Shares held in The Western Union Company Incentive Savings Plan**—For shares held in The Western Union Company Incentive Savings Plan (the “ISP”), that plan’s trustee will vote such shares as directed. If no direction is given on how to vote such shares to the trustee by mail on or before May 14, 2019 or by Internet, telephone, tablet or smartphone by 11:59 p.m., Eastern Time, on May 16, 2019, the trustee will vote your shares held in that ISP in the same proportion as the shares for which it receives instructions from all other participants in the ISP.

**HOW MANY VOTES ARE REQUIRED TO APPROVE A PROPOSAL?**

- A** The Company’s By-Laws (the “By-Laws”) require that directors be elected by the majority of votes cast with respect to such director in uncontested elections (the number of shares voted “for” a director must exceed the number of votes cast “against” that director with abstentions and broker non-votes not counted as votes “for” or “against”). In a contested election (a situation in which the number of nominees exceeds the number of directors to be elected), the standard for election of directors will be a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

The advisory vote to approve executive compensation (Proposal 2), the ratification of Ernst & Young LLP’s selection as independent registered public accounting firm for 2019 (Proposal 3), and the stockholder proposal regarding political contributions disclosure (Proposal 4) each require the affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon.

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### **THE PROXY PROCESS AND STOCKHOLDER VOTING**

#### **WHAT IS THE EFFECT OF NOT VOTING?**

It depends on how ownership of your shares is registered and the proposal to be voted upon. If you own shares as a Registered Holder, rather than through a broker, your unvoted shares will not be represented at the Annual Meeting and will not count toward the quorum requirement. Except as described below regarding your broker's ability to vote your shares on certain matters, and assuming a quorum is obtained, your unvoted shares will not affect whether a proposal is approved or rejected.

- A** If you own shares as a Beneficial Holder through a broker and do not vote, your broker may represent your shares at the meeting for purposes of obtaining a quorum. As described in the answer to the following question, in the absence of your voting instruction, your broker may or may not be authorized to vote your shares.

#### **IF I DON'T VOTE, WILL MY BROKER VOTE FOR ME?**

If you own your shares as a Beneficial Holder through a broker and you don't vote, your broker may vote your shares in its discretion on some "routine matters." With respect to other proposals, however, your broker may not be able to vote your shares for you. With respect to these proposals, the aggregate number of unvoted shares is reported as the "broker nonvote." A "broker non-vote" share will not affect the determination of whether the matter is approved. The Company believes that the proposal to ratify Ernst & Young LLP's selection as independent registered public accounting firm for 2019 (Proposal 3) set forth in this Proxy Statement is a routine matter on which brokers will be permitted to vote shares on your behalf, even without voting instructions. If your broker votes these shares on your behalf, your shares will be counted as present for purposes of establishing a quorum at the Annual Meeting.

- A** Other than Proposal 3, the Company believes that all proposals set forth in this Proxy Statement are not considered routine matters and brokers will not be able to vote on behalf of their clients if no voting instructions have been furnished. Please vote your shares on all proposals.

#### **HOW ARE ABSTENTIONS TREATED?**

- A** Whether you own your shares as a Registered Holder or as a Beneficial Holder, abstentions are counted toward the quorum requirement and have the same effect as votes "against" a proposal, other than the proposal to elect directors (Proposal 1), on which they have no effect.

#### **IF I OWN MY SHARES THROUGH A BROKER, HOW IS MY VOTE RECORDED?**

- A** Brokers typically own shares of Common Stock for many stockholders. In this situation, the Registered Holder on the Company's stock register is the broker or its nominee. This often is referred to as holding shares in "Street Name." The Beneficial Holders of such shares do not appear in the Company's stockholder register. If you hold your shares in Street Name, and elect to vote via telephone, Internet, tablet or smartphone, your vote will be submitted to your broker. If you request paper Proxy Cards and elect to vote by mail, the accompanying return envelope is addressed to return your executed Proxy Card to your broker. Shortly before the Annual Meeting, each broker will total the votes submitted by telephone, Internet, tablet or smartphone or mail by the Beneficial Holders for whom it holds shares and submit a Proxy Card reflecting the aggregate votes of such Beneficial Holders.

#### **IS MY VOTE CONFIDENTIAL?**

- A** In accordance with the Company's Corporate Governance Guidelines, the vote of any stockholder will not be revealed to anyone other than a nonemployee tabulator of votes or an independent election inspector (the "Inspector of Election"), except (i) as necessary to meet applicable legal and stock exchange listing requirements, (ii) to assert claims for or defend claims against the Company, (iii) to allow the Inspector of Election to certify the results of the stockholder vote, (iv) in the event a proxy, consent, or other solicitation in opposition to the voting recommendation of the Board of Directors takes place, (v) if a stockholder has requested that his or her vote be disclosed, or (vi) to respond to stockholders who have written comments on Proxy Cards.



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**THE PROXY PROCESS AND STOCKHOLDER VOTING**

**CAN I REVOKE MY PROXY AND CHANGE MY VOTE?**

- A** Yes. You have the right to revoke your proxy at any time prior to the time your shares are voted. If you are a Registered Holder, your proxy can be revoked in several ways: (i) by timely delivery of a written revocation delivered to the Corporate Secretary, (ii) by timely submission of another valid proxy bearing a later date (including through any alternative voting procedure described on the Notice of Internet Availability of Proxy Materials or Proxy Card), or (iii) by attending the Annual Meeting and giving the Inspector of Election notice that you intend to vote your shares in person. If your shares are held by a broker, you must contact your broker in order to revoke your proxy.

**WILL ANY OTHER BUSINESS BE TRANSACTED AT THE MEETING? IF SO, HOW WILL MY PROXY BE VOTED?**

- A** Management does not know of any business to be transacted at the Annual Meeting other than those matters described in this Proxy Statement. The period specified in the Company's By-Laws for submitting additional proposals to be considered at the Annual Meeting has passed and there are no such proposals to be considered. However, should any other matters properly come before the Annual Meeting, and any adjournments and postponements thereof, shares with respect to which voting authority has been granted to the Proxies will be voted by the Proxies in accordance with their judgment.

**WHO COUNTS THE VOTES?**

- A** Votes will be counted and certified by the Inspector of Election, who is an employee of Equiniti Trust Company, the Company's Transfer Agent and Registrar (Equiniti). If you are a Registered Holder, your telephone, Internet, tablet, or smartphone vote is submitted, or your executed Proxy Card is returned, directly to Equiniti for tabulation. As noted above, if you hold your shares as a Beneficial Holder, your broker returns a single Proxy Card to Equiniti on behalf of its clients.

**HOW MUCH DOES THE PROXY SOLICITATION COST?**

- A** The Company has engaged the firm of MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016, to assist in distributing and soliciting proxies for a fee of approximately \$20,000, plus expenses. However, the proxy solicitor fee is only a small fraction of the total cost of the proxy process. A significant expense in the proxy process is printing and mailing the proxy materials. The Company will also reimburse brokers, fiduciaries, and custodians for their costs in forwarding proxy materials to Beneficial Holders of our Common Stock. Proxies also may be solicited on behalf of the Company by directors, officers, or employees of the Company in person or by mail, telephone, email, or facsimile transmission. No additional compensation will be paid to such directors, officers, or employees for soliciting proxies. The Company will bear the entire cost of solicitation of proxies, including the preparation, assembly, printing, and mailing of the Notice of Internet Availability of Proxy Materials, and this Proxy Statement and the accompanying Proxy Card, Notice of Meeting, and 2018 Annual Report.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

The Company's Proxy Statement and 2018 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com) for Beneficial Holders and [www.proxydocs.com/wu](http://www.proxydocs.com/wu) for Registered Holders. To access such materials, you will need the control/identification numbers provided to you in your Notice of Internet Availability of Proxy Materials or your Proxy Card. You may also access this Proxy Statement and 2018 Annual Report at [www.wuannualmeeting.com](http://www.wuannualmeeting.com).

Table of Contents**BOARD OF DIRECTORS INFORMATION**

In accordance with applicable Delaware law, the business of the Company is managed under the direction of its Board of Directors. Pursuant to the Company's Certificate of Incorporation, the Board of Directors is to consist of not less than one nor more than 15 directors. All directors' terms will expire at the Annual Meeting. At the Annual Meeting, director nominees will stand for election for one-year terms, expiring at the 2020 Annual Meeting of Stockholders.

During 2018, the Board of Directors met six times (not including committee meetings). Each of the directors attended at least 75% of the aggregate number of meetings of the Board and Board committees on which they served during 2018.

<b>MARTIN I. COLE</b>				
Regulated Industry/ Government	<i>Former Chief Executive of the Technology Group, Accenture plc</i>			
	<b>Age</b>	62	<b>Committee(s)</b>	Audit Committee, Compliance Committee
Financial Literacy	<b>Director Since</b>	2015	<b>Term Expires</b>	2019
Emerging Markets	<b>Other Public Directorships</b> Western Digital Corporation and Cloudera, Inc. <b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b> Mr. Cole served as Chief Executive of the Technology Group at Accenture plc ("Accenture"), a professional services company, from 2012 to 2014. During his career at Accenture, Mr. Cole also served as the Chief Executive of the Communications, Media & Technology Operating Group from 2006 to 2012, Chief Executive of the Government Operating Group from 2004 to 2006, Managing Partner of the Outsourcing and Infrastructure Delivery Group from 2002 to 2004 and Partner in the Outsourcing and Government Practices Group from 1989 to 2002. Mr. Cole joined Accenture in 1980. Mr. Cole has been a director of Western Digital Corporation since December 2014 and Non-executive Board Chairman since January 2019 and a director of Cloudera, Inc. since September 2014.			
Global Operational Experience	<b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b> Mr. Cole brings to the Board experience as a former executive officer of a multinational management consulting, technology services, and outsourcing company, serving in various practice groups, including outsourcing and infrastructure, government services and technology. Mr. Cole also brings to the Board his experience as a member of the boards of technology companies, including a large multinational manufacturer of computer storage products and solutions and a market-leading data management software company.			

**Table of Contents****BOARD OF DIRECTORS INFORMATION****HIKMET ERSEK**

CEO Experience	<i>President and Chief Executive Officer</i>			
	<b>Age</b>	58	<b>Committee(s)</b>	Compliance Committee (non-voting member)
Regulated Industry/ Government	<b>Director Since</b>	2010	<b>Term Expires</b>	2019
Financial Literacy	<b>Other Public Directorships</b> None			
Emerging Markets	<b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b>			
Global Operational Experience	<p>Mr. Ersek has served as the Company's President and CEO since August 2010. From January 2010 to August 2010, Mr. Ersek served as the Company's Chief Operating Officer. From 2008 to 2010, Mr. Ersek served as the Company's Executive Vice President and Managing Director, Europe, Middle East, Africa and Asia Pacific Region. From 2006 to 2008, Mr. Ersek served as the Company's Executive Vice President and Managing Director, Europe/Middle East/Africa/South Asia. Prior to 2006, Mr. Ersek held various positions of increasing responsibility with the Company. Prior to joining Western Union in 1999, Mr. Ersek was with GE Capital and Europay/MasterCard specializing in European payment systems and consumer finance.</p> <p><b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b></p> <p>Mr. Ersek is the only Director who is also an executive of the Company. Mr. Ersek provides insight as the Company's leader, and from his prior roles as the Company's Chief Operating Officer and leader in the Company's Europe, Middle East, Africa and Asia Pacific region, a significant area for the Company. Mr. Ersek provides many years of international consumer payment sales, marketing, distribution, and operations insight from his experience with the Company, GE Capital, and Europay/MasterCard.</p>			

**RICHARD A. GOODMAN**

CFO Experience	<i>Former Chief Financial Officer and Executive Vice President, Global Operations, PepsiCo Inc.</i>			
	<b>Age</b>	70	<b>Committee(s)</b>	Audit Committee Chair, Compensation and Benefits Committee
Financial Literacy	<b>Director Since</b>	2012	<b>Term Expires</b>	2019
Eligible for Audit Committee Financial Expert	<b>Other Public Directorships</b> Adient plc and Pattern Energy Group, Inc.			
Emerging Markets	<b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b>			
Global Operational Experience	<p>From 2010 to 2011, Mr. Goodman served as Executive Vice President, Global Operations of PepsiCo Inc. ("PepsiCo"), a global food and beverage company. Prior to that, Mr. Goodman was PepsiCo's Chief Financial Officer from 2006 to 2010. From 2003 until 2006, Mr. Goodman was Senior Vice President and Chief Financial Officer of PepsiCo International. Mr. Goodman served as Senior Vice President and Chief Financial Officer of PepsiCo Beverages International from 2001 to 2003, and as Vice President and General Auditor of PepsiCo from 2000 to 2001. Before joining PepsiCo in 1992, Mr. Goodman was with W.R. Grace &amp; Co. in a variety of senior financial positions. Mr. Goodman served as a director of Johnson Controls, Inc. from 2008 to 2016, Kindred Healthcare Inc. until July 2018 and privately-held Toys 'R' Us until January 2019. He currently serves as a director of Adient plc, and Pattern Energy Group, Inc.</p> <p><b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b></p> <p>Mr. Goodman brings to the Board experience as the chief financial officer and executive of a large, U.S.-based global company that manufactures, markets, and distributes a broad range of consumer goods. Mr. Goodman has experience with complex capital structures and brings to the Board a management perspective with regard to consumer products, global operations and M&amp;A. Mr. Goodman also brings to the Board his experience as a board member of both a global diversified industrial company and a global retailer.</p>			

**Table of Contents****BOARD OF DIRECTORS INFORMATION****BETSY D. HOLDEN**

CEO Experience	<i>Senior Advisor to McKinsey &amp; Company and Former Co-CEO of Kraft Foods Inc.</i>			
	<b>Age</b>	63	<b>Committee(s)</b>	Compensation and Benefits Committee Chair, Audit Committee
Regulated Industry/ Government	<b>Director Since</b>	2006	<b>Term Expires</b>	2019
Financial Literacy	<b>Other Public Directorships</b> Dentsply Sirona Inc. and National Retail Properties, Inc.			
Emerging Markets	<b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b>			
Global Operational Experience	Betsy D. Holden has been a Senior Advisor to McKinsey & Company, a global management consulting company, since April 2007 leading strategy, marketing and board effectiveness initiatives for consumer goods, healthcare, and financial services clients. Prior to that Ms. Holden spent 25 years in marketing and line positions in consumer goods. Ms. Holden served as President, Global Marketing and Category Development of Kraft Foods Inc. from January 2004 to June 2005, Co-Chief Executive Officer of Kraft Foods Inc. from March 2001 until December 2003, and President and Chief Executive Officer of Kraft Foods North America from May 2000 to December 2003. Ms. Holden began her career at General Foods in 1982. Ms. Holden currently serves as a Director of Dentsply Sirona and National Retail Properties, Inc. She has served on nine public boards over the last 20 years, including Diageo Plc (2009-2018), Time, Inc. (2014-2018), and Catamaran Corporation (2012-2015).			
	<b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b>			
	Ms. Holden brings to the Board experience as a Chief Executive Officer of a large global public company and as a board member and consultant to multiple, large international companies. She is familiar with the challenges of operating in a highly regulated industry. She brings extensive corporate governance experience across multiple industries. Ms. Holden has held numerous leadership roles in marketing and product management both as an executive and as a consultant, successfully implementing growth strategies and innovative marketing plans to win in competitive industries.			

**JEFFREY A. JOERRES**

CEO Experience	<i>Non-Executive Chairman of the Board of Directors</i>			
	<b>Age</b>	59	<b>Committee(s)</b>	None
Financial Literacy	<b>Director Since</b>	2015	<b>Term Expires</b>	2019
Global Operational Experience	<b>Other Public Directorships</b> Artisan Partners Asset Management Inc. and ConocoPhillips			
Regulated Industry/ Government	<b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b>			
Emerging Markets	Mr. Joerres served as the Executive Chairman of ManpowerGroup Inc. ("ManpowerGroup"), a provider of workforce solutions, from May 2014 to December 2015. From 1999 to 2014, Mr. Joerres served as Chief Executive Officer of ManpowerGroup and from 2001 to 2014, he served as its Chairman of the Board. Mr. Joerres joined ManpowerGroup in 1993, and also served as Vice President of Marketing and Senior Vice President of European Operations and Marketing and Major Account Development. Mr. Joerres served as a director of Artisan Funds, Inc. from 2001 to 2011 and of Johnson Controls International plc from 2016 to 2017. Mr. Joerres currently serves as a director of Artisan Partners Asset Management Inc. and ConocoPhillips.			
	<b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b>			
	Mr. Joerres brings to the Board experience as the former chief executive officer and executive chairman of a large, U.S.-based global company that delivers workforce solutions around the world. Mr. Joerres also brings to the Board his prior experience as a board member of both a global diversified industrial company and the Federal Reserve Bank of Chicago.			



**Table of Contents****BOARD OF DIRECTORS INFORMATION****ROBERTO G. MENDOZA**

Financial Literacy	<i>Managing Director, Foros Group</i>			
	<b>Age</b>	73	<b>Committee(s)</b>	Corporate Governance and Public Policy Committee, Compliance Committee
Global Operational Experience	<b>Director Since</b>	2006	<b>Term Expires</b>	2019
Regulated Industry/ Government	<b>Other Public Directorships</b> None			

**PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS**

Mr. Mendoza currently serves as Managing Director of Foros Group, a strategic financial and M&A advisory firm, and served as Senior Managing Director of Atlas Advisors LLC, an independent global investment banking firm, from 2010 to 2018. From 1967 to 2000, Mr. Mendoza held positions at J.P. Morgan & Co. Inc., serving from 1990 to 2000 as a director and Vice Chairman of the Board. Mr. Mendoza previously served as a director of Quinpario Acquisition Corp 2 (now known as Exela Technologies Inc.), ManpowerGroup, and PartnerRe Ltd. and privately-held Baosteel Metal Co., Ltd.

**EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD\***

Mr. Mendoza has substantial experience in investment banking and financial services. Mr. Mendoza also provides the Board with diversity in viewpoint and international business experience as he has served on a variety of public company boards, both in the United States and abroad.

**MICHAEL A. MILES, JR.**

Financial Literacy	<i>Advisory Director, Berkshire Partners and Former President and Chief Operating Officer, Staples, Inc.</i>			
	<b>Age</b>	57	<b>Committee(s)</b>	Compensation and Benefits Committee, Corporate Governance and Public Policy Committee
Global Operational Experience	<b>Director Since</b>	2006	<b>Term Expires</b>	2019
	<b>Other Public Directorships</b> None			

**PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS**

Since 2013, Mr. Miles has served as an Advisory Director of Berkshire Partners, a private equity firm. Previously, he was President of Staples, Inc., an office products provider, from 2006 until 2013, and Chief Operating Officer from 2003 to 2006. Prior to that, Mr. Miles was Chief Operating Officer, Pizza Hut for Yum! Brands, Inc. from 2000 to 2003. From 1996 to 1999, he served Pizza Hut as Senior Vice President of Concept Development & Franchise.

**EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD\***

Mr. Miles has experience as an executive of an international consumer goods retailer with large acquisitions outside of the United States and franchise distribution networks, which are similar to the Company's agent network. Mr. Miles also brings U.S. and global operational expertise to the Board discussions.

**Table of Contents****BOARD OF DIRECTORS INFORMATION****ROBERT W. SELANDER**

CEO Experience	<i>Former Chief Executive Officer and Vice Chairman of MasterCard Incorporated and MasterCard International</i>			
	<b>Age</b>	68	<b>Committee(s)</b>	Corporate Governance and Public Policy Committee Chair, Compensation and Benefits Committee
Regulated Industry/ Government				
Financial Literacy	<b>Director Since</b>	2014	<b>Term Expires</b>	2019
Emerging Markets	<b>Other Public Directorships</b> HealthEquity, Inc. and Equifax Inc.			
Global Operational Experience	<b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b> Mr. Selander served as Executive Vice Chairman of MasterCard Incorporated and MasterCard International, which are financial services companies, during 2010. From 1997 until 2010, he served as Chief Executive Officer of MasterCard Incorporated and MasterCard International. In addition, until 2009, Mr. Selander served as President of MasterCard Incorporated and MasterCard International from 2002 and 1997, respectively. Prior to his appointment as President and Chief Executive Officer of MasterCard International in 1997, Mr. Selander was an Executive Vice President and President of the MasterCard International Europe, Middle East/Africa and Canada regions. Before joining MasterCard in 1994, Mr. Selander spent two decades with Citicorp/Citibank, N.A. Mr. Selander served as a director of the Hartford Financial Services Group, Inc. from 1998 to 2008, MasterCard Incorporated from 2002 until 2010, MasterCard International from 1997 until 2010 and the Board of Trustees of the Fidelity Equity and High Income Funds from 2011 to 2017. Mr. Selander currently serves as Non-Executive Chairman of HealthEquity, Inc. and as a director of Equifax Inc. Mr. Selander has declined to stand for re-election at the Annual Meeting.			
	<b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b> Mr. Selander has extensive global business, leadership and financial services experience gained in over 13 years as Chief Executive Officer of MasterCard Incorporated and MasterCard International and in senior positions at Citicorp/Citibank N.A. Mr. Selander also has substantial board of director experience having served as a director of MasterCard Incorporated, MasterCard International, the Hartford Financial Services Group, Inc., Equifax Inc. and HealthEquity, Inc.			

**ANGELA A. SUN**

Financial Literacy	<i>Former Head of Strategy and Corporate Development of Bloomberg L.P.</i>			
	<b>Age</b>	44	<b>Committee(s)</b>	Audit Committee
Regulated Industry/ Government	<b>Director Since</b>	2018	<b>Term Expires</b>	2019
	<b>Other Public Directorships</b> None			
	<b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b> Ms. Sun served as Head of Strategy and Corporate Development for Bloomberg L.P. from 2014 to 2017, where she led new business development, and acquisitions and commercial partnerships across the company's media, financial products, enterprise and data businesses. From 2008 to 2014, Ms. Sun served as Chief-of-Staff to the former Bloomberg CEO. Prior to joining Bloomberg, L.P., Ms. Sun served as a Senior Policy Advisor in the Bloomberg Administration under New York City Deputy Mayor Daniel L. Doctoroff, where she oversaw a citywide portfolio of economic development agencies and led urban planning and real estate development projects. From 2001 to 2005, Ms. Sun served as a management consultant at McKinsey & Company, where she focused on the Financial Services and Healthcare sectors. Prior to McKinsey, from 1996 to 1998, Ms. Sun was an investment banker at J.P. Morgan and in 2001 was a Visiting Associate at the Henry L. Stimson Center, a nonpartisan international security and defense analysis think tank in Washington, D.C.			
	<b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b> Ms. Sun brings to the Board extensive strategic, operational, and government experience from her time in the Bloomberg Administration and at Bloomberg L.P.. Ms. Sun also gained financial services experience at McKinsey & Company and J.P. Morgan.			

**Table of Contents****BOARD OF DIRECTORS INFORMATION****FRANCES FRAGOS TOWNSEND**

Regulated Industry/ Government	<i>Executive Vice President of Worldwide Government, Legal and Business Affairs, MacAndrews &amp; Forbes Inc.</i>			
	<b>Age</b>	57	<b>Committee(s)</b>	Compliance Committee Chair, Corporate Governance and Public Policy Committee
Financial Literacy				
	<b>Director Since</b>	2013	<b>Term Expires</b>	2019
Emerging Markets	<b>Other Public Directorships</b> Scientific Games Corporation and Freeport-McMoRan Inc.			
Global Operational Experience	<b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b> <p>Ms. Fragos Townsend has served as Executive Vice President of Worldwide Government, Legal and Business Affairs at privately-held MacAndrews &amp; Forbes Inc., a diversified holding company, since 2013, and she previously served as Senior Vice President of Worldwide Government, Legal and Business Affairs from 2010 to 2012. Ms. Fragos Townsend was a corporate partner at the law firm of Baker Botts L.L.P. from 2009 to 2010. From 2008 to 2009, Ms. Fragos Townsend provided consulting services and advised corporate entities on global strategic risk and contingency planning. Prior to that, Ms. Fragos Townsend served as Assistant to President George W. Bush for Homeland Security and Counterterrorism and chaired the Homeland Security Council from 2004 until 2008. She also served as Deputy Assistant to the President and Deputy National Security Advisor Combating Terrorism from 2003 to 2004. Ms. Fragos Townsend was the first Assistant Commandant for Intelligence for the U.S. Coast Guard and spent 13 years at the U.S. Department of Justice in various senior positions. Ms. Fragos Townsend is currently a director of Scientific Games Corporation and Freeport-McMoRan Inc. and was a director of SIGA Technologies, Inc. from 2011 until 2014.</p> <b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b> <p>Ms. Fragos Townsend has extensive public policy, government, legal, and regulatory experience, and brings to the Board valuable insights regarding the conduct of business in a highly regulated industry. Ms. Fragos Townsend also has substantial leadership experience as former chair of the Homeland Security Council and as a former officer in the U.S. Coast Guard.</p>			

**SOLOMON D. TRUJILLO**

CEO Experience	<i>Founder and Chairman, Trujillo Group, LLC</i>			
	<b>Age</b>	67	<b>Committee(s)</b>	Audit Committee, Compliance Committee
Regulated Industry/ Government	<b>Director Since</b>	2012	<b>Term Expires</b>	2019
Financial Literacy	<b>Other Public Directorship</b> WPP plc			
Emerging Markets	<b>PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS</b> <p>Mr. Trujillo founded Trujillo Group, LLC, a business that provides consulting and venture capital services, and has served as its chairman since 2003. Mr. Trujillo also served as the Chief Executive Officer and as director of Telstra Corporation Limited, Australia's largest media-communications enterprise, from 2005 to 2009. From 2003 to 2004, Mr. Trujillo was Orange SA's Chief Executive Officer. Earlier in his career, Mr. Trujillo was President and Chief Executive Officer of US West Communications and President, Chief Executive Officer and Chairman of the Board of US West Inc. Mr. Trujillo previously served as a director of Target Corporation from 1994 to 2014, ProAmerica Bank until 2016, and Fang Holdings Ltd. (formerly SouFun Holdings Limited) until 2017, and currently serves as a director of WPP plc.</p> <b>EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*</b> <p>Mr. Trujillo is an international business executive with experience as a chief executive officer of global companies in the telecommunications, media, and cable industries headquartered in the United States, the European Union, and the Asia-Pacific region. He has global operations experience and provides the Board with substantial international experience and expertise in the retail, technology, media, and communications industries.</p>			

The Board selects director nominees on the basis of experience, integrity, skills, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties, all in the context of an assessment of the perceived needs of the Board at a given point in time. In addition to the individual attributes of each of the directors described above, the Company highly values the collective business experience and qualifications of the directors. We believe that the diversity of experiences, viewpoints, and perspectives of our directors result in a Board with the commitment and energy to advance the interests of our stockholders.



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### **BOARD OF DIRECTORS INFORMATION**

#### **DIRECTOR QUALIFICATIONS MATRIX**

The following matrix is provided to illustrate the skills and qualifications of our Board of Directors.

#### **DIVERSITY AND INCLUSION**

We believe diversity is a core strength at Western Union and consider it an asset in fostering the Company's core values to be globally minded, purpose driven, trustworthy and respectful.

It starts with our leadership and manifests throughout our global workforce and our Board.

The diversity of the people who work at Western Union represents our commitment to creating and maintaining a versatile and global workforce where everyone is treated fairly, with trust and respect, while also rewarding and recognizing individuals based on high-quality results and effectiveness.

The Board is actively engaged in the review of women in leadership practices. Specifically, the Compensation and Benefits Committee reviews the results of Western Union's organizational health, talent reviews and engagement surveys.

#### **A Few Selected Key Facts**

- The Board includes three women and three ethnically diverse directors.
- Half of the committees of the Board are chaired by women.
- The executive team includes 40% women, and leaders born in eight different countries.
- The representation of women in leadership roles is above average when benchmarked with "Women in the Workplace" (Lean In/McKinsey) and "When Women Thrive" (Mercer).
- Western Union's approximately 12,000 employees reside in 57 countries and are approximately 50% women.
- The Company consistently reviews and updates salary ranges and performs internal pay equity reviews as to some of our populations. This ensures impartial and competitive pay practices, while aligning salary to local market conditions and cost of labor changes.
- Western Union is intentional about designing programs that support diversity of thought and cultivating talent. For example, Western Union ensures program participation is gender balanced to optimize learning and accelerate development of women.
- We strive for diverse slates and interview panels both internally and externally in our recruitment practices for employees.

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**PROPOSAL 1  
ELECTION OF DIRECTORS**

At the 2019 Annual Meeting, all director nominees will be elected for one-year terms.

Except for Mr. Selander, who has declined to stand for reelection, the terms of each director if elected or re-elected, as the case may be, will expire at the 2020 Annual Meeting of Stockholders. (See the “Board of Directors Information” section of this Proxy Statement for information concerning all nominees.)

The Company’s By-Laws require that directors be elected by the majority of votes cast with respect to such director in uncontested elections (the number of shares voted “for” a director must exceed the number of votes cast “against” that director, with abstentions and broker non-votes not counted as cast either “for” or “against”). In a contested election (a situation in which the number of nominees exceeds the number of directors to be elected), the standard for election of directors will be a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

Under the Company’s By-Laws, if an incumbent director is not elected, the director will promptly tender his or her resignation to the Board of Directors. The Corporate Governance and Public Policy Committee will make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors will act on the resignation, taking into account the Corporate Governance and Public Policy Committee’s recommendation, and publicly disclose (by a press release, a filing with the SEC or

other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days following certification of the election results. If such incumbent director’s resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting and until his or her successor is duly elected or his or her earlier resignation or removal. In the case of a vacancy, the Board of Directors may appoint a new director as a replacement, may leave the vacancy unfilled or may reduce the number of directors on the Board.

Your shares will be voted as you instruct via the voting procedures described on the Proxy Card or the Notice of Internet Availability of Proxy Materials, or as you specify on your Proxy Card(s) if you elect to vote by mail. If unforeseen circumstances (such as death or disability) require the Board of Directors to substitute another person for any of the director nominees, your shares will be voted for that other person.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE TO RE-ELECT MR. COLE, MR. ERSEK, MR. GOODMAN, MS. HOLDEN, MR. JOERRES, MR. MENDOZA, MR. MILES, MS. FRAGOS TOWNSEND AND MR. TRUJILLO, AND TO ELECT MS. SUN, EACH TO SERVE UNTIL THE 2020 ANNUAL MEETING OF STOCKHOLDERS OR UNTIL HIS OR HER RESPECTIVE SUCCESSOR IS ELECTED AND QUALIFIED.**

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**CORPORATE GOVERNANCE**

**SUMMARY OF CORPORATE GOVERNANCE PRACTICES**

The Board of Directors believes that strong corporate governance is key to long-term stockholder value creation. Over the years, our Board of Directors has responded to evolving governance standards by enhancing our practices to best serve the interests of the Company's stockholders, including:

**Annual election of directors.**

**Proxy access.** Our By-Laws permit qualifying stockholders or groups of qualifying stockholders that have each beneficially owned at least 3% of the Company's Common Stock for three years to nominate up to an aggregate of 20% of the members of the Board and have information and supporting statements regarding those nominees included in the Company's Proxy Statement.

**Majority vote standard in uncontested elections.** In an uncontested election, each director must be elected by a majority of votes cast, rather than by a plurality.

**Stockholder right to call special meetings (with the stock ownership requirement to call such meetings reduced from 20% to 10% in 2018).**

**No stockholder rights plan ("poison pill").**

**No super majority voting provisions in the Company's organizational documents.**

**Independent Board, except our CEO.** Our Board is comprised of all independent directors, except our CEO.

**Independent non-executive chairman.** The Chairman of the Board of Directors is a non-executive independent director.

**Independent Board committees.** Each of the Audit, Compensation, and Corporate Governance and Public Policy Committees is made up of independent directors, and all voting members of the Compliance Committee are independent. Each standing committee operates under a written charter that has been approved by the Board.

**Confidential stockholder voting.** The Company's Corporate Governance Guidelines provide that the vote of any stockholder will not be revealed to anyone other than a non-employee tabulator of votes or an independent election inspector, except under circumstances set forth in the Company's Corporate Governance Guidelines.

**Board Committee authority to retain independent advisors.** Each Board Committee has the authority to retain independent advisors.

**Robust codes of conduct.** The Company is committed to operating its business with honesty and integrity and maintaining the highest level of ethical conduct. These absolute values are embodied in our Code of Conduct and require that every customer, employee, agent and member of the public be treated accordingly. The Company Code of Conduct applies to all employees, but the Company's senior financial officers are also subject to an additional code of ethics, reflecting the Company's commitment to maintaining the highest standards of ethical conduct. In addition, the Board of Directors is subject to a Directors' Code of Conduct.

**Robust stock ownership guidelines for senior executives and directors.** Robust stock ownership requirements for our senior executives and directors strongly link the interests of management and the Board with those of stockholders.

**Prohibition against pledging and hedging of Company stock by senior executives and directors.** The Company's insider trading policy prohibits the Company's executive officers and directors from pledging the Company's securities or engaging in hedging or short-term speculative trading of the Company's securities, including, without limitation, short sales or put or call options involving the Company's securities. Please see "Compensation of Directors—Prohibition Against Pledging and Hedging of the Company's Securities" and "Compensation Discussion and Analysis—The Western Union Executive Compensation Program—Prohibition Against Pledging and Hedging of the Company's Securities," below.

**Regular stockholder engagement.** The Company regularly seeks to engage with its stockholders to better understand their perspectives.

You can learn more about our corporate governance by visiting the "Investor Relations, Corporate Governance" portion of the Company's website, [www.westernunion.com](http://www.westernunion.com), or by writing to the attention of: Investor Relations, The Western Union Company, 7001 E. Belleview Avenue, WU-HQ-14, Denver, Colorado 80237.

**14** | The Western Union Company

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**CORPORATE GOVERNANCE**

**INDEPENDENCE OF DIRECTORS**

The Board of Directors has adopted Corporate Governance Guidelines, which contain the standards that the Board of Directors use to determine whether a director is independent. A director is not independent under these categorical standards if:

- The director is, or has been within the last three years, an employee of Western Union, or an immediate family member of the director is, or has been within the last three years, an executive officer of Western Union.

- The director has received, or has an immediate family member who has received, during any 12-month period within the last three years, more than \$120,000 in direct compensation from Western Union, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

- (i) The director is a current partner or employee of a firm that is Western Union's internal or external auditor; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and personally works on Western Union's audit; or (iv) the director or an immediate family member was within the last three years a partner or employee of such firm and personally worked on Western Union's audit within that time.

- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of Western Union's present executive officers at the same time serves or served on that company's compensation committee.

- The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, Western Union for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of \$1 million or 2% of such other company's consolidated gross revenues.

- The director is a current employee, or an immediate family member is a current executive officer, of a company which was indebted to Western Union, or to which Western Union was indebted, where the total amount of either company's indebtedness to the other, in any of the last three fiscal years, exceeded 5% or more of such other company's total consolidated assets.

- The director or an immediate family member is a current officer, director, or trustee of a charitable organization where Western Union's (or an affiliated charitable foundation's) annual discretionary charitable contributions to the charitable organization, in any of the last three fiscal years, exceeded the greater of \$1 million or 5% of such charitable organization's consolidated gross revenues.

The Board has reviewed the independence of the current directors under the Company's categorical standards and the rules of the New York Stock Exchange (the "NYSE") and found Mr. Cole, Mr. Goodman, Ms. Holden, Mr. Joerres, Mr. Mendoza, Mr. Miles, Mr. Selander, Ms. Sun, Ms. Fragos Townsend and Mr. Trujillo to be independent.

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### **CORPORATE GOVERNANCE**

## **BOARD LEADERSHIP STRUCTURE AND ROLE IN RISK OVERSIGHT**

The Board has a non-executive Chairman. This position is independent from management. The Chairman sets the agendas for and presides over the Board meetings, as well as meetings of the independent directors. Our CEO is a member of the Board and participates in its meetings. The Board believes that this leadership structure is appropriate for the Company at this time because it allows for independent oversight of management, increases management accountability, and encourages an objective evaluation of management's performance relative to compensation.

The Board regularly devotes time during its meetings to review and discuss the most significant risks facing the Company and management's process for identifying, prioritizing, and responding to those risks. During these discussions, the CEO, the General Counsel, the Chief Financial Officer, the Chief Compliance Officer (the "CCO"), the Chief Technology Officer, the Senior Vice President, Global Business Risk and the Chief Internal Auditor present management's process for assessment of risks, a description of the most significant risks facing the Company, and any mitigating factors, plans, or policies in place to address and monitor those risks. The Board has also delegated risk oversight authority to its committees.

Consistent with the NYSE listing standards, to which the Company is subject, the Audit Committee bears responsibility for oversight of the Company's policies with respect to risk assessment and risk management and must discuss with management the major risk exposures facing the Company and the steps the Company has taken to monitor and control such exposures. The Audit Committee is also responsible for assisting Board oversight of the Company's compliance with legal and regulatory requirements, which represent many

of the most significant risks the Company faces. During the Audit Committee's discussion of risk, the Company's CEO, Chief Financial Officer, General Counsel, CCO, Chief Technology Officer, Senior Vice President, Global Business Risk, and Chief Internal Auditor present information and participate in discussions with the Audit Committee regarding risk and risk management. Risks discussed regularly include those related to global economic and political trends, business and financial performance, legal and regulatory matters, cybersecurity, data privacy, competition, legislative developments, and other matters.

While the Board committee with primary oversight of risk is the Audit Committee, the Board has delegated to other committees the oversight of risks within their areas of responsibility and expertise. For example, in light of the breadth and number of responsibilities that the Audit Committee must oversee, and the importance of the evaluation and management of risk related to the Company's compliance programs and policies associated with anti-money laundering ("AML") laws, including investigations or other matters that may arise in relation to such laws, the Board formed the Compliance Committee in 2013 to assist the Audit Committee and the Board with oversight of those risks. This function was previously performed by the Corporate Governance and Public Policy Committee. The Compliance Committee reports regularly on these matters to the Board and Audit Committee and during the Compliance Committee's meetings, each of the General Counsel and CCO regularly present and participate in discussions. In addition, the Compensation Committee oversees the risks associated with the Company's compensation practices, including an annual review of the Company's risk assessment of its compensation policies and practices for its employees and the Company's succession planning process.

**Table of Contents****CORPORATE GOVERNANCE****COMMITTEES OF THE BOARD OF DIRECTORS**

The current members of each Board Committee are indicated in the table below.

<b>Director</b>	<b>Audit</b>	<b>Corporate Governance &amp; Public Policy</b>	<b>Compensation &amp; Benefits</b>	<b>Compliance</b>
Martin I. Cole				
Hikmet Ersek				
Richard A. Goodman				
Betsy D. Holden				
Jeffrey A. Joerres				
Roberto G. Mendoza				
Michael A. Miles, Jr.				
Robert W. Selander				
Angela A. Sun				
Frances Fragos Townsend				
Solomon D. Trujillo				

Chairman of the Board  
Committee Chair  
Member  
Non-voting member

**BOARD AND COMMITTEE GOVERNING DOCUMENTS**

Each committee operates under a charter approved by the Board. The Company's Audit Committee Charter, Compensation and Benefits Committee Charter, Corporate Governance and Public Policy Committee Charter, Compliance Committee Charter, and Corporate Governance Guidelines are available without charge through the "Investor Relations, Corporate Governance" portion of the Company's website, [www.westernunion.com](http://www.westernunion.com), or by writing to the attention of: Investor Relations, The Western Union Company, 7001 E. Belleview Avenue, WU-HQ-14, Denver, Colorado 80237.

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**CORPORATE GOVERNANCE**

**Audit Committee**

"During 2018, the Audit Committee continued to oversee financial reporting, internal audit and legal and regulatory matters, with a strong focus on the Company's controls and culture of compliance. The Committee is continuing to focus on these areas and risk management and mitigation in 2019, with an emphasis on the evolving cybersecurity and data privacy regulatory environment."

*Richard A. Goodman, Committee Chair*

**Additional Committee Members:** Martin I. Cole, Betsy D. Holden, Angela A. Sun, and Solomon D. Trujillo

**Meetings Held in 2018: 8**

**Primary Responsibilities:** Pursuant to its charter, the Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to:

- integrity of the Company's consolidated financial statements;
- compliance with legal and regulatory requirements;
- independent registered public accounting firm qualifications, independence and compensation; and
- performance of the Company's internal audit function and independent registered public accounting firm.

**Independence:** Each member of the Audit Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as the Board has determined, has no material relationship with the Company. Each member of the Audit Committee is financially literate, knowledgeable, and qualified to review financial statements. The Board has designated Mr. Goodman as a "financial expert" as defined by Item 407(d) of Regulation S-K.

**Service on Other Audit Committees:** No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee. Currently, none of the Audit Committee members serve on more than two other public company audit committees.

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**CORPORATE GOVERNANCE**

**Compensation and Benefits Committee**

"In 2018, the Compensation Committee continued to focus on pay-for-performance to set the foundation for the long-term strength and performance of the Company through the Company's executive compensation program."

*Betsy D. Holden, Committee Chair*

**Additional Committee Members:** Richard A. Goodman, Michael A. Miles, Jr., and Robert W. Selander

**Meetings Held in 2018: 5**

**Primary Responsibilities:** Pursuant to its charter, the Compensation Committee has the authority to administer, interpret, and take any actions it deems appropriate in connection with any incentive compensation or equity-based plans of the Company, any salary or other compensation plans for officers and other key employees of the Company, and any employee benefit or fringe benefit plans, programs or policies of the Company. Among other things, the Compensation Committee is responsible for:

- in consultation with senior management, establishing the Company's general compensation philosophy, and overseeing the development and implementation of compensation and benefits policies;
- reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and other executive officers, evaluating the performance of the CEO and other executive officers in light thereof, and setting compensation levels and other benefits for the CEO (with the ratification by the independent directors of the Board) and other executive officers based on this evaluation;
- overseeing the Company's regulatory compliance with respect to compensation matters;
- reviewing and making recommendations to the Board regarding severance or similar termination agreements with the Company's CEO or to any person being considered for promotion or hire into the position of CEO;
- approving grants and/or awards of options, restricted stock, restricted stock units, and other forms of equity-based compensation under the Company's equity-based plans;
- reviewing with management and preparing an annual report regarding the Company's Compensation Discussion and Analysis to be included in the Company's Proxy Statement and Annual Report;
- in consultation with the CEO, reviewing management succession planning;
- reviewing and recommending to the Board of Directors compensation for non-employee directors; and
- periodically reviewing the overall effectiveness of the Company's principal strategies related to human capital management, recruiting, retention, career development, and diversity.

The Compensation Committee has the authority to delegate all or a portion of its duties and responsibilities to a subcommittee and, in some situations, may also delegate its authority and responsibility with respect to certain compensation and benefit plans and programs to one or more employees.

**Independence:** Each member of the Compensation Committee meets the definitions of "outside director" under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") and "non-employee director" under Rule 16b-3 of the Exchange Act. Each member of the Compensation Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Exchange Act, and as the Board has determined, has no material relationship with the Company.

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**CORPORATE GOVERNANCE**

**Compliance Committee**

"The Compliance Committee shares with regulators the goals of protecting consumers and the integrity of the global money transfer network, and remains at the forefront of the Company's focus on the execution and enhancement of the Company's compliance policies and procedures."

*Frances Fragos Townsend, Committee Chair*

**Additional Committee Members:** Hikmet Ersek (non-voting member), Martin I. Cole, Roberto G. Mendoza, and Solomon D. Trujillo

**Meetings Held in 2018: 8**

**Primary Responsibilities:** Pursuant to its charter, the Compliance Committee assists the Audit Committee and the Board in fulfilling the Board's oversight responsibility for the Company's compliance with legal and regulatory requirements. Among other things, the Compliance Committee is responsible for reviewing:

the Company's compliance programs and policies relating to AML laws, including establishing procedures to be apprised of material investigations or other material matters that may arise in relation to such laws; and legal, compliance or other regulatory matters that may have a material effect on the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies.

**Independence:** Each voting member of the Compliance Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Exchange Act, and as the Board has determined, has no material relationship with the Company. The Board may appoint non-voting members to the Compliance Committee that are not independent from the Company. The Company's CEO is currently a non-voting member of the Compliance Committee.

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**CORPORATE GOVERNANCE**

**Corporate Governance and Public Policy Committee**

"With a continued focus on board refreshment, the Committee successfully added and on-boarded a new Director to the Board in 2018 and will continue to seek opportunities to enhance the skills, experience, gender and ethnic diversity, and effectiveness of the Board in 2019."

*Robert W. Selander, Committee Chair*

**Additional Committee Members:** Roberto G. Mendoza, Michael A. Miles, Jr., and Frances Fragos Townsend

**Meetings Held in 2018: 4**

**Primary Responsibilities:** Pursuant to its charter, the Corporate Governance and Public Policy Committee is responsible for:

- recommending to the Board of Directors criteria for Board and committee membership;
- considering, in consultation with the Chairman of the Board and the CEO, and recruiting candidates to fill positions on the Board of Directors;
- evaluating current directors for re-nomination to the Board of Directors;
- recommending the director nominees for approval by the Board of Directors and the Company's stockholders;
- recommending to the Board of Directors appointments to committees of the Board of Directors;
- recommending to the Board of Directors corporate governance guidelines, reviewing the Corporate Governance Guidelines at least annually, and recommending modifications to the Corporate Governance Guidelines to the Board of Directors;
- establishing and implementing self-evaluation procedures for the Board of Directors and its committees;
- reviewing stockholder proposals submitted for inclusion in the Company's Proxy Statement;
- reviewing the Company's related persons transaction policy, and as necessary, reviewing specific related person transactions; and
- reviewing and advising the Board of Directors regarding matters of public policy and social responsibility that are relevant to the Company or the industries in which the Company operates.

**Independence:** Each member of the Corporate Governance and Public Policy Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Exchange Act, and as the Board has determined, has no material relationship with the Company.

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### **CORPORATE GOVERNANCE**

#### **CHIEF EXECUTIVE OFFICER SUCCESSION PLANNING**

The Company's Board of Directors has developed a governance framework for CEO succession planning that is intended to provide for a talent-rich leadership organization that can drive the Company's strategic objectives. Under its governance framework, the Board of Directors:

- Reviews succession planning for the CEO on an annual basis. As part of this process, the CEO reviews the annual performance of each member of the management team with the Board and the Board engages in a discussion with the CEO and the Chief Human Resources Officer regarding each team member and the team member's development;
- Maintains a confidential plan to address any unexpected short-term absence of the CEO and identifies candidates who could act as interim CEO in the event of any such unexpected absence; and
- Ideally three to five years before the retirement of the current CEO, manages the succession process and determines the current CEO's role in that process.

#### **COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

Any stockholder of the Company or other interested party who desires to contact the non-management directors either as a group or individually, or Mr. Ersek in his capacity as a director, may do so by writing to: The Western Union Company, Board of Directors, 7001 E. Belleview Avenue, Denver, Colorado 80237. Communications that are intended specifically for non-management directors should be addressed to the attention of the Chairperson of the Corporate Governance and Public Policy Committee. All communications will be forwarded to the Chairperson of the Corporate Governance and Public Policy Committee unless the communication is specifically addressed to another member of the Board, in which case, the communication will be forwarded to that director.

#### **BOARD ATTENDANCE AT ANNUAL MEETING OF STOCKHOLDERS**

Although the Company does not have a formal policy regarding attendance by members of the Board of Directors at the Company's Annual Meeting of Stockholders, it encourages directors to attend. All members of the Board of Directors serving at the time attended the Company's 2018 Annual Meeting of Stockholders.

#### **PRESIDING DIRECTOR OF NON-MANAGEMENT DIRECTOR MEETINGS**

The non-management directors meet in regularly scheduled executive sessions without management. The Chairman of the Board of Directors is the presiding director at these meetings.

#### **NOMINATION OF DIRECTORS**

The Company's Board of Directors is responsible for nominating directors for election by the stockholders and filling any vacancies on the Board that may occur. The Corporate Governance and Public Policy Committee is responsible for identifying, screening, and recommending candidates to the Board for Board membership. The Corporate Governance and Public Policy Committee does not have any single method for identifying director candidates but will consider candidates suggested by a wide range of sources, including by any stockholder, director, or officer of the Company. Ms. Sun, who was appointed as a member of the Board in July 2018, was recommended to the Corporate Governance and Public Policy Committee by a third-party executive search firm.





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**CORPORATE GOVERNANCE**

**DIRECTOR QUALIFICATIONS**

General criteria for the nomination of director candidates include experience, high ethical standards and integrity, skills, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties—all in the context of an assessment of the perceived needs of the Board at that point in time. In exercising its director nomination responsibilities, the Corporate Governance and Public Policy Committee considers diversity in gender, ethnicity, geography, background, and cultural viewpoints when considering director nominees, given the global nature of the Company's business. However, the Board has not adopted a formal policy governing director diversity. The effectiveness of the nomination process is evaluated by the Board each year as part of its annual self-evaluation and by the Corporate Governance and Public Policy Committee as it evaluates and identifies director candidates.

Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Board or Committee member. The Corporate Governance and Public Policy Committee will consider candidates for election to the Board suggested in writing by a stockholder and will make a recommendation to the Board using the same criteria as it does in evaluating candidates submitted by members of the Board of Directors. Any such suggestions should be submitted to the Corporate Secretary, The Western Union Company, 7001 E. Belleview Avenue, Denver, Colorado 80237. If the Company receives such a suggestion, the Company may request additional information from the candidate to assist in its evaluation.

**STOCKHOLDER NOMINEES**

Stockholders may submit nominations for director candidates by giving notice to the Corporate Secretary, The Western Union Company, 7001 E. Belleview Avenue, Denver, Colorado 80237. The requirements for the submission of such stockholder nominations are set forth in Article II of the Company's By-Laws, which are available on the "Investor Relations, Corporate Governance" section of the Company's website [www.westernunion.com](http://www.westernunion.com).

**SUBMISSION OF STOCKHOLDER PROPOSALS**

Stockholder proposals, including stockholder director nominations, requested to be included in the Company's Proxy Statement for its 2020 Annual Meeting of Stockholders must be received by the Company not later than December 5, 2019 and comply with the requirements of Rule 14a-8, if applicable, and the Company's proxy access By-laws, as applicable. Even if a proposal or director nomination is not submitted in time to be considered for inclusion in the Company's Proxy Statement for its 2020 Annual Meeting of Stockholders, a proper stockholder proposal or director nomination may still be considered at the Company's 2020 Annual Meeting of Stockholders, but only if the proposal or nomination is received by the Company no sooner than January 18, 2020 and no later than February 17, 2020 and otherwise complies with the Company's By-Laws. All proposals or nominations a stockholder wishes to submit at the meeting should be directed to the Corporate Secretary, The Western Union Company, 7001 E. Belleview Avenue, Denver, Colorado 80237.

**CODES OF ETHICS**

The Company's Director's Code of Conduct, Code of Ethics for Senior Financial Officers, Reporting Procedure for Accounting and Auditing Concerns, Professional Conduct Policy for Attorneys, and the Code of Conduct are available without charge through the "Investor Relations, Corporate Governance" section of the Company's website [www.westernunion.com](http://www.westernunion.com), or by writing to the attention of:

Investor Relations, The Western Union Company, 7001 E. Belleview Avenue, WU-HQ-14, Denver, Colorado 80237. In the event of an amendment to, or a waiver from, the Company's Code of Ethics for Senior Financial Officers, the Company intends to post such information on its website, [www.westernunion.com](http://www.westernunion.com).



Table of Contents**COMPENSATION OF DIRECTORS**

The following table provides information regarding the compensation of our outside directors for 2018. Mr. Ersek, our President and CEO, does not receive additional compensation for his service as a director, and has been excluded from the table.

<b>NAME</b>	<b>2018 DIRECTOR COMPENSATION</b>				
	<b>FEES EARNED OR PAID IN CASH (\$000)</b>	<b>STOCK AWARDS (\$000)<sup>(2)</sup></b>	<b>OPTION AWARDS (\$000)<sup>(3)</sup></b>	<b>ALL OTHER COMPENSATION (\$000)<sup>(4)</sup></b>	<b>TOTAL (\$000)<sup>(5)</sup></b>
Martin I. Cole	105.0	140.0	—	25.0	270.0
Richard A. Goodman	120.0	140.0	—	18.8	278.8
Betsy D. Holden	120.0	140.0	—	25.0	285.0
Jeffrey A. Joerres	125.0 <sup>(1)</sup>	360.0	—	—	485.0
Roberto G. Mendoza	105.0	140.0	—	—	