

COMPENSATION COMMITTEE CHARTER

CSG Systems International, Inc.

A Delaware corporation

("CSG")

Compensation Committee Charter

As amended on November 14, 2012

Purpose

The Compensation Committee is created by the Board of Directors of CSG (the "Board") to:

- review and recommend to the Board CSG's senior management compensation and benefits policies generally;
- evaluate the performance of the executive officers of CSG;
- review and recommend to the Board or, when applicable, take independent action with respect to the compensation of CSG's executive officers; and
- take the required actions with respect to the Compensation Discussion and Analysis required by Securities and Exchange Commission ("SEC") Regulation S-K.

Membership

The Compensation Committee shall consist of at least two members, all of whom shall be independent directors as defined in Rule 4200(a)(15) of the National Association of Securities Dealers, Inc. and also shall be "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986. Compensation Committee members may not accept, directly or indirectly, any consulting or other compensatory fees from CSG or its subsidiaries, other than for Board service. The Nominating and Corporate Governance Committee shall recommend to the Board nominees for appointment to the Compensation Committee. Compensation Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Compensation Committee.

Authority and Responsibilities

In addition to any other responsibilities which may be assigned to the Compensation Committee from time to time by the Board, the Compensation Committee is responsible for the following matters:

Compensation Policies

- The Compensation Committee shall review and recommend to the Board CSG's senior management compensation and benefits policies generally (subject, if applicable, to stockholder ratification), including any incentive compensation plans and equity-based plans of CSG. In reviewing and recommending such compensation and benefits policies, the Compensation Committee may consider the recruitment, development, promotion, retention and compensation of senior executives and other employees of CSG and any other factors that it deems appropriate. The Compensation Committee shall report to the Board the results of such review and its recommendations with respect to CSG's senior management compensation and benefits policies.

Executive Officer Compensation

- The Compensation Committee shall review and, except for those components of CSG's executive officer compensation for which the Compensation Committee has independent authority (such as but not limited to grants and awards under CSG's Stock Incentive Plans and Performance Bonus Program), recommend to the Board for each of CSG's executive officers his or her (i) annual base salary, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change-in-control agreements, if any, and (v) any other compensation, ongoing perquisites or special benefit items. In performing such responsibilities, the Compensation Committee shall, among other things:
 - identify corporate goals and objectives relevant to executive officer compensation;

- evaluate each executive officer's performance in light of such goals and objectives and recommend or, if applicable, approve each executive officer's compensation based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of CSG (including the cost to CSG of such compensation); and
- recommend or, if applicable, determine any long-term incentive component of each executive officer's compensation, taking into account awards made to such executive officer in prior years, CSG's business and financial performance and stockholder return, the value of similar incentive awards at comparable companies and such other factors as the Compensation Committee deems appropriate and in the best interests of CSG (including the cost to CSG of such compensation).
- The Compensation Committee shall report to the Board the results of such review, the Compensation Committee's recommendations with respect to the compensation of CSG's executive officers, and the actions taken by the Compensation Committee with respect to CSG's executive officer compensation pursuant to the Compensation Committee's independent authority.
- The Compensation Committee may delegate to one or more officers of CSG the authority to make grants and awards to any non-Section 16 officer or employee of CSG under such of CSG's incentive compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of such plans.

SEC Compensation Discussion and Analysis

- The Compensation Committee shall review and discuss with management of CSG the Compensation Discussion and Analysis required by SEC Regulation S-K to be included in CSG's annual report on SEC Form 10-K or in the proxy statement for CSG's annual meeting of stockholders.
- The Compensation Committee shall make the recommendation and prepare the Compensation Committee Report required by SEC Regulation S-K with respect to such Compensation Discussion and Analysis.

Reporting to the Board

- The Compensation Committee shall report to the Board periodically. Each report shall include a review of any independent actions taken by the Compensation Committee with respect to executive officer compensation and a review of any recommendations with respect to CSG's senior management compensation and benefits policies generally, executive officer compensation, and any other matters that the Compensation Committee deems appropriate or is requested by the Board to include in its report.
- The Compensation Committee periodically shall review and assess the adequacy of this charter and recommend any proposed changes to the Board.
- The Committee annually shall evaluate its own performance and report to the Board on such evaluation.

Procedures

The Compensation Committee shall meet as often as it determines is necessary or appropriate to carry out its responsibilities under this charter. The Chair of the Compensation Committee, in consultation with the other committee members, shall determine the frequency and timing of the Compensation Committee meetings and shall set meeting agendas consistent with this charter.

The Compensation Committee has (i) the sole authority and discretion to retain and terminate one or more compensation consultants, independent legal counsel, or other advisers ("Compensation Advisers") to assist the Compensation Committee in the performance of the Compensation Committee's responsibilities under this charter, (ii) the responsibility for the appointment and oversight of the work of any Compensation Advisers retained, (iii) the authority to compensate such Compensation Advisers, with adequate funding for such purposes being provided by CSG, (iv) the sole authority to approve the fees and other retention terms for such Compensation Advisers, and (v) the responsibility to consider the following six independence factors before selecting a Compensation Adviser:

- Whether the employer of the Compensation Adviser is providing any other services to CSG
- The amount of fees received from CSG by the employer of the Compensation Adviser as a percentage of such employer's total revenue
- The policies and procedures that have been adopted by the employer of the Compensation Adviser to prevent conflicts of interest
- Any business or personal relationship of the Compensation Adviser with a member of the compensation committee
- Any stock of CSG owned by the Compensation Adviser

- Any business or personal relationship of the Compensation Adviser or employer of the Compensation Adviser with an executive officer of CSG

The Compensation Committee may delegate its authority to subcommittees or the Chair of the Compensation Committee when it deems such delegation to be appropriate and in the best interests of CSG.

The Chief Executive Officer of CSG may not be present during deliberations or voting by the Compensation Committee regarding the compensation of such officer.