

DELUXE CORPORATION
CORPORATE GOVERNANCE GUIDELINES

Responsibility for managing the day-to-day operations of the Company lies with the Company's senior management, which is led by the Chief Executive Officer. The Board of Directors, however, plays a critical role in overseeing the selection of well-qualified Board members and senior executives, monitoring management's performance and providing counsel to the Company's executive leadership team, in an effort to support the Company in its endeavor to enhance shareholder value. These Guidelines have been established to provide a general framework for the Board in carrying out these responsibilities and otherwise exercising its business judgment in a manner reasonably believed to be in the best interests of the Company and its shareholders.

I. Board Composition and Director Qualifications

A. The Company's articles of incorporation provide for a Board comprised of no fewer than 3 and no more than 11 directors. The Board periodically should assess the size of the Board for purposes of ensuring effective discussion and decision-making, adequate staffing of Board committees and the desired mix of employee and non-employee directors. Currently, the Board believes that a Board comprised of 9 to 11 members is appropriate.

B. The Board believes that the vast majority of directors should be individuals who are not officers of the Company (i.e., should be "non-management directors"). In addition, at least a majority, and preferably a substantial majority, of the Board should be comprised of individuals who meet all of the criteria for independence required by the New York Stock Exchange (hereinafter "Independent Directors"). Directors shall be qualified individuals with diverse backgrounds, and possessing broad perspectives, experience and knowledge, so as to enable them to contribute effectively to the evaluation of the Company's business strategies and the Board's oversight role. While the predominance of Board members should have business backgrounds, directors should represent diverse experiences related to the range of issues with which the Company must deal in order to be successful. Subject to applicable Board policies, directors should include both actively employed and retired chief executive or other senior corporate officers. The age of directors should be such as to maintain a sound balance of board tenure and experience, as well as staggered retirement dates.

C. The Board expects that the only employees serving on the Board will be the Chief Executive Officer and possibly a potential successor to the position of Chief Executive Officer. Although former chief executive officers of the Company are not considered to be employees for purposes of this limitation, no former chief executive shall be deemed an Independent Director. Notwithstanding the foregoing, no more than one former chief executive officer of the Company should serve on the Board at any one time.

D. Selection criteria for nominees to the Board may also include such factors as:

1. Experience and talents valuable to the understanding and direction of the Company's affairs, including one or both of the following:
 - successful senior level business management or equivalent experience
 - accomplishments and interests in specific areas of need for the Company.
2. While not mandatory, it is highly desirable that a nominee have had previous experience and proven accomplishment as a director of a public company.
3. Commitment in advance of necessary time for Board and committee meetings.
4. An objective attitude, and a reputation for honesty and integrity.
5. Proven sensitivity to and interest in serving the needs of shareholders, employees and the communities in which the Company operates, legal compliance and business ethics, and sound judgment in directing business affairs.
6. An ability to work collegially with other Board members and the Company's executive leadership team.
7. Diversity, in all aspects of that term, including differences of perspective, professional experience, education, skills and other individual qualities, such as gender, race and ethnicity, and the variety of attributes that contribute to the Board's collective strength.

II. Director Selection, Changes in Position and Retirement

A. All Board members are elected annually by the Company's shareholders, subject to the Board's right to fill vacancies in existing or new director positions on an interim basis. Based on advice received from the Corporate Governance Committee, each year the Board will recommend a slate of directors to be presented for election by the shareholders at the Company's annual meeting. Any director appointed to fill a vacancy on the Board will serve only until the next annual meeting, unless elected by the shareholders at that time to serve an additional term.

B. In an effort to facilitate the Board's succession planning objectives and otherwise provide for a planful rotation in Board membership, as a general rule, non-management directors should not be nominated for election or reelection to the Board after reaching seventy-five (75) years of age. This provision remains subject to the Board's responsibility to act in the best interests of the Company and its shareholders. Therefore, the Board retains the ability to grant exemptions to this provision, on either an individual or categorical basis, where the Board determines in its reasonable judgment that such an exemption(s) would serve the interests of the Company and its shareholders. The factors warranting such an exemption may include, but are not necessarily limited to, the following:

1. The need to maintain a sufficient number of directors to adequately staff the Board's committees and otherwise carry out the Board responsibilities;
2. The need to provide continuity on the Board in light of recent turnover in the Board and/or management; or
3. The need for a particular competency or skill-set possessed by the director.

C. At any shareholder meeting at which directors are subject to an uncontested election (*i.e.*, an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall submit to the Board within five (5) business days of certification of the shareholder vote by the Inspector of Elections a written offer to resign from the Board.

The Corporate Governance Committee shall promptly consider the resignation offer and recommend to the full Board whether to accept it. In considering whether to accept or reject the resignation offer, the Corporate Governance Committee will consider all factors deemed relevant by members of the Committee, including, without limitation, (i) the perceived reasons that shareholders withheld votes from the director, (ii) the length of service and qualifications of the director, (iii) the director's contributions to the Company, (iv) compliance with applicable listing standards, (v) the purpose and provisions of these guidelines, and (vi) the best interests of the Company and its shareholders.

To the extent that one or more director resignations are accepted by the Board, the Corporate Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

Any director who tenders his or her offer to resign from the Board pursuant to this provision shall not participate in the Corporate Governance Committee or Board deliberations regarding whether to accept the offer of resignation.

The Board will act on the Corporate Governance Committee's recommendation within 90 days following the certification of the shareholder vote by the Inspector of Elections, which action may include, without limitation, acceptance of the offer of resignation, adoption of measures intended to address the perceived issues underlying the vote, or rejection of the resignation offer. Thereafter, the Board will disclose its decision whether to accept the director's resignation offer and the reasons for rejecting the offer, if applicable, in a current report on Form 8-K to be filed with the Securities and Exchange Commission within four (4) business days of the Board's determination.

D. When a director ceases to hold the employment position held at the time of election to the Board, or otherwise undergoes a significant change in position, the director should offer his or her resignation as a director to the Chair of the Corporate Governance Committee (or to the Chairman of the Board if the director offering the resignation is the Corporate

Governance Committee Chair) for consideration by the Board. The Corporate Governance Committee will consider whether the director's change of status is likely to impact their qualification to serve as a director and make a recommendation to the Board regarding whether the resignation should be accepted. The director offering his or her resignation shall recuse himself or herself from all consideration of whether the offer should be accepted by the Board.

III. Director Nominations

All directors are encouraged to submit to the Chair of the Corporate Governance Committee the name of any candidate deemed qualified to serve on the Board, together with all available information on the candidate's qualifications. The Committee will be responsible for establishing and implementing procedures governing the review of all nominations submitted by members of the Board, as well as nominations submitted by the Company's shareholders.

IV. Board Processes; Director Responsibilities

A. In order to properly discharge their responsibilities, all directors must be willing and able to invest sufficient time and attention to Board matters, including preparing for and actively participating in meetings of the Board and each committee on which they serve. Given the demands placed on directors of public companies, directors who are not serving as an executive officer of a public company generally should not serve on more than four other public company boards, and directors who are serving as an executive officer of a public company generally should not serve on more than one other public company board. Prior to accepting any invitation to serve on another public company's board, a director is expected to notify the Chairman of the Corporate Governance Committee and request the consent of the Committee to accept such invitation. The Corporate Governance Committee shall have the right to approve or decline such request on behalf of the Board. In addition, prior to accepting an invitation to join the board or equivalent governing body of any other organization (including privately-held companies and charitable organizations), a director must notify the Chairman of the Corporate Governance Committee so that the Committee may review the contemplated relationship for potential conflicts of interest and other concerns.

B. All Board members are expected to review the materials sent to them in advance of every Board and/or committee meeting and make every effort to attend all such meetings.

C. The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. Accordingly, the Board may make the selection any way that seems best for the company at a given point in time. In the absence of a non-executive Chairman, however, the Board is of the general view that a Lead Independent Director should be appointed, to serve at the pleasure of the Board and to perform such duties as may be designated by the Board from time to time, for purposes of helping the Chairman maintain a constructive and engaging relationship between the Board and management, as well as the overall effectiveness of the Board.

D. At the beginning of the year, the Chairman of the Board will work with the Corporate Governance Committee and/or the Lead Independent Director to establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). The Chairman will establish the agenda for each Board meeting based on this schedule and other input received from the Board. Each Board member is free to suggest the inclusion of items on the agenda, and is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

E. The non-management directors will endeavor to meet in executive session (i.e., without management directors or other members of management being present) at every Board meeting, but will meet in executive session no less than four times each year. The presiding director at these meetings will be the non-executive Chair, Lead Independent Director or such other director as may be chosen by the non-management directors based upon the subject matter to be discussed.

F. All directors have full and free access to officers and employees of the Company. The directors will use their judgment to ensure that any contact with Company employees is not disruptive to the business operations of the Company.

G. The Board and each of its committees will have the right to retain independent legal, financial or other advisors, as they deem necessary to assist in the discharge of its responsibilities.

V. Committees of the Board

A. The Board will at all times have an Audit Committee, a Compensation Committee and a Corporate Governance Committee, each of which will be comprised entirely of Independent Directors. Additional committees should be created and disbanded depending on the particular needs of the Board, issues facing the Company, and legal requirements. The other current standing committee of the Board is the Finance Committee. The Corporate Governance Committee, in consultation with the Chairman of the Board and the Chief Executive Officer, is primarily responsible for making recommendations to the full Board on committee structure, but directors are free to make suggestions regarding committees at any time and are encouraged to do so. Each standing committee will have its own written charter, approved by the Board, setting forth the purposes, goals and responsibilities of the committee, as well as any qualifications for committee membership.

B. The Board's committees shall have the authority delegated to them in their charters or otherwise by the Board. Other matters requiring or appropriate for Board consideration or action will be acted upon by the full Board, upon recommendation by a committee when appropriate. The composition of the Board's committees should be considered by the Corporate Governance Committee, in consultation with the Chairman of the Board and the Chief Executive Officer, and should be presented to the full Board for approval on at least

an annual basis. Committee assignments should reflect the expertise and interest of the Board members, with the goal of ensuring that committee members have the requisite background and expertise to participate fully on the committees on which they serve. There will not be mandatory rotation of Board members among committees. However, as a guideline, committee chairs should rotate at least every 4-6 years.

C. The Board expects that assignments to the committees will be made within the following guidelines: the Audit Committee, Compensation Committee, Finance Committee and Corporate Governance Committee should be comprised solely of Independent Directors; committee assignments must comply with any applicable legal, regulatory and stock exchange requirements; all proposed assignments will be evaluated for potential conflicts of interest, as defined in applicable legal or regulatory requirements and/or by the Board's own policies; and, to the extent possible, at least one member of the Compensation Committee also should be assigned to the Finance Committee.

D. The Chair of each committee, in consultation with the committee members and Chief Executive Officer, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter, and will develop the committee's agenda. At the beginning of the year, each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen), and the schedule for each committee will be furnished to all directors.

VI. Board Effectiveness and Evaluations; Director Education

A. The Board believes it is appropriate to periodically review its corporate governance policies and practices. The Corporate Governance Committee will generally assume this responsibility and report to the Board the results of its analysis and any recommendations following each such review. The Board does not deem it necessary to specify a particular time frame for this type of review, but ordinarily would expect the Committee to conduct such review every 12 to 18 months. All directors are free to make suggestions to improve the Board's practices at any time and are encouraged to do so.

B. The Corporate Governance Committee is responsible for reviewing with the Board on a periodic basis the appropriate skills and characteristics required of Board members in the context of the current composition of the Board. This assessment should include issues of diversity, age and skills, all in the context of an assessment of the perceived needs of the Board at that point in time.

C. The Corporate Governance Committee will oversee an annual assessment of the Board's effectiveness, which assessments may consist of surveys and self-evaluations. The results will be discussed with the full Board. These assessments should be of the Board's contribution as a whole and specifically review areas in which the Board or management believes changes can be made to increase the effectiveness of the Board.

D. In the event it is believed that an individual director is not making meaningful contributions to the Board, the Chair of the Corporate Governance Committee will seek the

views of the other Board members, the Chairman of the Board and the Chief Executive Officer. Either the Chair of the Corporate Governance Committee or the Chairman of the Board also will consult with the individual director prior to discussion by the Corporate Governance Committee. The Committee will discuss the views presented and, if appropriate, will make a recommendation to the full Board regarding the director in question.

E. All newly-elected directors are required to participate in a director orientation within two months of being elected to the Board. In addition, the Company suggests that each director attend at least one continuing education course each year, related to their service on the Board, the expense of which shall be borne by the Company.

VII. Director Compensation; Share Ownership

A. The Corporate Governance Committee, in consultation with the Chief Executive Officer and Compensation Committee, is responsible for making recommendations to the Board regarding the compensation to be paid to non-management directors. The Corporate Governance Committee should regularly review the compensation that is provided to the directors of the Company and make recommendations to the Board regarding any appropriate modifications. Such compensation should remunerate the directors fairly for their service to the Company, and generally should be competitive with that paid to directors of other public companies of similar size in the United States. It should also support the Company's goal of attracting and retaining the most qualified persons to the Board. Directors' compensation should include stock-based components to align the interest of the directors with those of the stockholders of the Company. Stock-based components of director compensation will be established in consultation with the Compensation Committee. Directors' compensation is subject to any applicable New York Stock Exchange listing standards or Securities and Exchange Commission regulation, and the Corporate Governance Committee must approve any direct or indirect compensatory arrangement that is outside the scope of customary director compensation.

B. Directors who are current employees of the Company do not receive any additional compensation for their services as directors.

C. Each non-employee director shall own shares of Company stock having a value of at least five times the annual Board retainer within five years of joining the Board, or as soon thereafter as practicable. Compliance with this stock ownership guideline shall be determined in accordance with any policy adopted by the Board or applicable committee from time to time. Directors who are employees of the Company are expected to have stock ownership targets greater than the foregoing target, which targets are established by the Compensation Committee.

VIII. CEO Evaluation and Management Succession

The Compensation Committee will lead the Board in an annual review of the Chief Executive Officer's (CEO's) performance, as set forth in its charter. This review will include input from, and participation by, all Board members, in order to ensure that the

Board has an understanding of the criteria by which the CEO's performance is to be evaluated, and that the CEO is providing the best leadership for the Company in the long- and short-term. To ensure a candid assessment of the CEO's performance, the non-management directors will meet in executive session as part of this review process. The Corporate Governance Committee should make an annual report to the Board on succession planning. The entire Board will work with the Corporate Governance Committee to nominate and evaluate potential successors to the CEO, and the CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Corporate Governance Committee also works with the CEO in developing and monitoring the Company's succession plan relative to other key management positions within the Company.

IX. Conflicts of Interest

Directors and employees of the Company should use good faith and best efforts to avoid activities, interests and associations in which their personal interests would reasonably be expected to have an adverse effect upon the interests of the Company. In the event that a conflict (or the appearance of a conflict) involving a director or executive officer does arise, or is anticipated to arise, the matter should be brought to the attention of the Corporate Governance Committee immediately for consideration. The Corporate Governance Committee will be responsible for monitoring the Company's compliance with its code(s) of business conduct, and for establishing and implementing procedures governing the disclosure and review of all potential conflicts of interest involving directors and executive officers of the Company.