

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the Month of May 2023

Commission File Number: 001-40875

NUVEI CORPORATION

(Exact name of registrant as specified in its charter)

1100 René-Lévesque Boulevard West, Suite 900

Montreal, Quebec H3B 4N4

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXHIBIT INDEX

Exhibit No.	Exhibit Description
<u>99.1</u>	Nuvei Corporation Condensed Interim Consolidated Financial Statements for the Three Months Ended March 31, 2023
<u>99.2</u>	Nuvei Corporation Interim Management's Discussion and Analysis for the Three Months Ended March 31, 2023
<u>99.3</u>	Certification of Chief Executive Officer and Chief Financial Officer required by National Instrument 52-109 - <i>Certification of Disclosure in Issuers Annual and Interim Filings</i>

Exhibits 99.1 and 99.2 of this Report on Form 6-K are incorporated by reference into the Registration Statement on Form S-8 of the Registrant, which was originally filed with the Securities and Exchange Commission on October 18, 2021 (File No. 333-260308), and the Registration Statement on Form S-8 of the Registrant, which was originally filed with the Securities and Exchange Commission on February 22, 2023 (File No. 333-269901).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 10, 2023

Nuvei Corporation

By: /s/ Lindsay Matthews

Name Lindsay Matthews

Title: General Counsel



Condensed Interim Consolidated Financial Statements
Nuvei Corporation
(Unaudited)

For the three months ended March 31, 2023 and 2022

(in thousands of US dollars)

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Nuvei Corporation

Consolidated Statements of Financial Position (Unaudited)

(in thousands of US dollars)

	Notes	March 31, 2023 \$	December 31, 2022 \$
Assets			
Current assets			
Cash and cash equivalents		132,829	751,686
Trade and other receivables	5	88,396	61,228
Inventory		2,543	2,117
Prepaid expenses		22,492	12,254
Income taxes receivable		2,394	3,126
Current portion of advances to third parties		146	579
Current portion of contract assets		1,418	1,215
Total current assets before segregated funds		250,218	832,205
Segregated funds		872,476	823,666
Total current assets		1,122,694	1,655,871
Non-current assets			
Advances to third parties		—	1,721
Property and equipment		37,719	31,881
Intangible assets	4	1,364,850	694,995
Goodwill	4	1,979,436	1,114,593
Deferred tax assets	4	1,224	17,172
Contract assets		750	997
Processor and other deposits		5,185	4,757
Other non-current assets	13	28,560	2,682
Total Assets		4,540,418	3,524,669

Nuvei Corporation

Consolidated Statements of Financial Position (Unaudited)

(in thousands of US dollars)

	Notes	March 31, 2023 \$	December 31, 2022 \$
Liabilities			
Current liabilities			
Trade and other payables	6	166,260	125,533
Income taxes payable		27,540	16,864
Current portion of loans and borrowings	7	40,755	8,652
Other current liabilities		6,420	4,224
Total current liabilities before due to merchants		240,975	155,273
Due to merchants		872,476	823,666
Total current liabilities		1,113,451	978,939
Non-current liabilities			
Loans and borrowings	7	1,289,162	502,102
Deferred tax liabilities	4	166,972	61,704
Other non-current liabilities		2,428	2,434
Total Liabilities		2,572,013	1,545,179
Equity			
Equity attributable to shareholders			
Share capital	8	1,948,196	1,972,592
Contributed surplus		241,070	202,435
Deficit		(198,748)	(166,877)
Accumulated other comprehensive loss		(34,361)	(39,419)
		1,956,157	1,968,731
Non-controlling interest		12,248	10,759
Total Equity		1,968,405	1,979,490
Total Liabilities and Equity		4,540,418	3,524,669
Contingencies	16		

The accompanying notes are an integral part of these Condensed Interim Consolidated Financial Statements.

Nuvei Corporation

Consolidated Statements of Profit or Loss and Comprehensive Income or Loss

(Unaudited)

For the three months ended March 31

(in thousands of US dollars, except for per share amounts)

	Notes	2023 \$	2022 \$
Revenue	9	256,498	214,544
Cost of revenue	9	54,596	46,916
Gross profit		201,902	167,628
Selling, general and administrative expenses	9	194,618	146,812
Operating profit		7,284	20,816
Finance income	10	(5,375)	(631)
Finance cost	10	18,468	7,741
Net finance cost		13,093	7,110
Loss (gain) on foreign currency exchange		(1,398)	580
Income (loss) before income tax		(4,411)	13,126
Income tax expense		3,878	8,612
Net income (loss)		(8,289)	4,514
Other comprehensive loss, net of tax			
Item that may be reclassified subsequently to profit and loss			
Foreign operations – foreign currency translation differences		5,058	(4,862)
Comprehensive loss		(3,231)	(348)
Net income (loss) attributable to:			
Common shareholders of the Company		(9,778)	3,003
Non-controlling interest		1,489	1,511
		(8,289)	4,514
Comprehensive loss attributable to:			
Common shareholders of the Company		(4,720)	(1,859)
Non-controlling interest		1,489	1,511
		(3,231)	(348)
Net income (loss) per share	12		
Net income (loss) per share attributable to common shareholders of the Company			
Basic		(0.07)	0.02
Diluted		(0.07)	0.02

The accompanying notes are an integral part of these Condensed Interim Consolidated Financial Statements.

Nuvei Corporation

Consolidated Statements of Cash Flows

(Unaudited)

For the three months ended March 31

(in thousands of US dollars)

	Notes	2023 \$	2022 \$
Cash flow from operating activities			
Net income (loss)		(8,289)	4,514
Adjustments for:			
Depreciation of property and equipment		3,110	1,793
Amortization of intangible assets		24,546	24,650
Amortization of contract assets		368	427
Share-based payments	9	35,573	37,187
Net finance cost	10	13,093	7,110
Loss (gain) on foreign currency exchange		(1,398)	580
Income tax expense		3,878	8,612
Changes in non-cash working capital items	15	(9,126)	(13,934)
Interest paid		(9,275)	(4,266)
Interest received		6,868	316
Income taxes paid - net		(2,566)	(1,255)
		56,782	65,734
Cash flow used in investing activities			
Business acquisitions, net of cash acquired	4	(1,378,763)	—
Acquisition of property and equipment		(2,816)	(1,083)
Acquisition of intangible assets		(9,863)	(7,978)
Acquisition of distributor commissions		(20,224)	—
Increase in other non-current assets	13	(25,925)	(1,080)
Net decrease in advances to third parties		135	993
		(1,437,456)	(9,148)
Cash flow from (used in) financing activities			
Shares repurchased and cancelled	8	(56,042)	(74,754)
Transaction costs from issuance of shares		—	(15)
Proceeds from exercise of stock options	8	2,961	742
Repayment of loans and borrowings	7	(21,280)	(1,280)
Proceeds from loans and borrowings	7	852,000	—
Transaction costs related to loans and borrowings	7	(14,650)	—
Payment of lease liabilities		(1,215)	(770)
Dividend paid by subsidiary to non-controlling interest		—	(260)
		761,774	(76,337)
Effect of movements in exchange rates on cash			
		43	6,213
Net decrease in cash and cash equivalents		(618,857)	(13,538)
Cash and cash equivalents – Beginning of period		751,686	748,576
Cash and cash equivalents – End of period		132,829	735,038

The accompanying notes are an integral part of these Condensed Interim Consolidated Financial Statements.

Nuvei Corporation

Consolidated Statements of Changes in Equity

(Unaudited)

For the three months ended March 31

(in thousands of US dollars)

	Notes	Attributable to shareholders of the Company				Non-Controlling interest	Total equity
		Share capital	Contributed surplus	Deficit	Accumulated other comprehensive loss		
		\$	\$	\$	\$	\$	\$
Balance as at January 1, 2022		2,057,105	69,943	(108,749)	(8,561)	12,102	2,021,840
Contributions and distributions							
Exercise of equity-settled share-based payments		890	(148)	—	—	—	742
Equity-settled share-based payments		—	37,187	—	—	—	37,187
Tax effect - equity-settled share-based payments		—	886	—	—	—	886
Shares repurchased and cancelled		(29,094)	—	(43,290)	—	—	(72,384)
Effect of share repurchase liability		(15,169)	—	(28,754)	—	—	(43,923)
Dividend paid by subsidiary to non-controlling interest		—	—	—	—	(260)	(260)
Effect of purchase of non-controlling interest, net of tax		—	—	(33,445)	—	(6,306)	(39,751)
Net income and comprehensive loss		—	—	3,003	(4,862)	1,511	(348)
Balance as at March 31, 2022		2,013,732	107,868	(211,235)	(13,423)	7,047	1,903,989
Balance as at January 1, 2023		1,972,592	202,435	(166,877)	(39,419)	10,759	1,979,490
Contributions and distributions							
Exercise of equity-settled share-based payments	8, 11	8,982	(6,021)	—	—	—	2,961
Equity-settled share-based payments	4, 11	—	42,618	—	—	—	42,618
Tax effect - equity-settled share-based payments		—	2,038	—	—	—	2,038
Effect of share repurchase liability	8	(33,378)	—	(22,093)	—	—	(55,471)
Net loss and comprehensive loss		—	—	(9,778)	5,058	1,489	(3,231)
Balance as at March 31, 2023		1,948,196	241,070	(198,748)	(34,361)	12,248	1,968,405

The accompanying notes are an integral part of these Condensed Interim Consolidated Financial Statements.

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

1. Reporting entity

Nuvei Corporation (“Nuvei” or the “Company”) is a global payment technology provider to businesses across North America, Europe, Middle East and Africa, Latin America and Asia Pacific and is domiciled in Canada with its registered office located at 1100 René-Lévesque Blvd., 9th floor, Montreal, Quebec, Canada. Nuvei is the ultimate parent of the group and was incorporated on September 1, 2017 under the Canada Business Corporations Act (“CBCA”).

The Company's Subordinate Voting Shares are listed on the Toronto Stock Exchange (“TSX”) and on the Nasdaq Global Select Market (“Nasdaq”) both under the symbol “NVEI”.

2. Basis of preparation and consolidation

Statement of compliance

These Condensed Interim Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”). Certain information and disclosures have been omitted or condensed. The accounting policies and methods of computation described in the annual audited consolidated financial statements were applied consistently in the preparation of these condensed interim consolidated financial statements. Accordingly, these Condensed Interim Consolidated Financial Statements should be read together with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2022.

The Condensed Interim Consolidated Financial Statements as at and for the three months ended March 31, 2023 were authorized for issue by the Company's Board of Directors on May 10, 2023.

Operating segment

The Company has one reportable segment for the provision of payment technology solutions to merchants and partners.

Seasonality of interim operations

The operations of the Company can be seasonal, and the results of operations for any interim period are not necessarily indicative of operations for the full year or any future period.

Estimates, judgments and assumptions

The preparation of these Condensed Interim Consolidated Financial Statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The significant estimates, judgments and assumptions made by management are the same as those applied and described in the Company's audited annual consolidated financial statements for the year ended December 31, 2022.

3. Significant accounting policies and new accounting standards

The accounting policies used in these interim financial statements are consistent with those applied by the Company in its December 31, 2022 audited annual consolidated financial statements.

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

New accounting standards and interpretations adopted

There was no new accounting standards and interpretations adopted for the three months ended March 31, 2023.

New accounting standards and interpretations issued but not yet adopted

The IASB has issued new standards and amendments to existing standards which are applicable to the Company in future periods. There were no significant updates to the standards and interpretations issued but not yet adopted described in the December 31, 2022 annual audited consolidated financial statements.

4. Business combinations

Transactions for the three months ended March 31, 2023

Paya Holdings Inc.

On February 22, 2023, the Company acquired 100% of the shares of Paya Holdings Inc. ("Paya"), a leading U.S. provider of integrated payment and frictionless commerce solutions, for a total consideration of \$1,398,480, comprised of \$1,391,435 in cash and \$7,045 of the portion of replacement share-based awards that was considered part of the consideration transferred. The cash consideration included the settlement by the Company of seller-related payments of \$51,876 paid by Paya immediately prior to closing and thereby increased the calculated purchase price. The Company determined that the transaction met the definition of a business combination. Acquisition costs of \$15,470 have been expensed during the three months ended March 31, 2023. For the period from the acquisition date to March 31, 2023, Paya contributed revenue of \$30,286 and net income of \$1,396. The net income includes the amortization of identifiable intangible assets acquired.

Assuming this business combination would have been completed on January 1, 2023, Paya would have contributed pro forma revenue of approximately \$70,204 and pro forma net income of approximately \$2,116 for the three months ended March 31, 2023. In determining these amounts, the Company assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on January 1, 2023. In order to align with the Company's presentation, Paya's revenue contribution amounts are presented net of interchange fees, which was not the case for a small portion of fees prior to its acquisition by the Company.

Paya is expected to become part of the Company's United States federal consolidated tax group. During the three months ended March 31, 2023, this resulted in the set-off of deferred tax assets of the Company with the deferred tax liabilities of Paya.

Other

On March 1, 2023, the Company acquired certain assets of a service provider. The Company determined that the transaction met the definition of a business combination. The total cash consideration for this acquisition was \$10,000. Acquisition costs of \$129 have been expensed during the three months ended March 31, 2023. For the period from the acquisition date to March 31, 2023, those assets contributed revenue of \$136 and net loss of \$368. The net loss includes the amortization of identifiable intangible assets acquired.

Assuming this business combination would have been completed on January 1, 2023, the Company estimates that those assets would have contributed pro forma revenue of \$408 and pro forma net loss of \$1,104 for the three months ended March 31, 2023. In determining these amounts, the Company has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on January 1, 2023.

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

Preliminary Purchase Price Allocation

The following table summarizes the preliminary amounts of assets acquired and liabilities assumed at the acquisition date for acquisitions in the three months ended March 31, 2023:

	Paya \$	Other \$	Total \$
Assets acquired			
Cash	22,672	—	22,672
Segregated funds	243,783	—	243,783
Trade and other receivables	23,555	—	23,555
Inventory	293	—	293
Prepaid expenses	3,808	—	3,808
Property and equipment	5,419	12	5,431
Processor deposits	385	—	385
Intangible assets			
Software	3,131	—	3,131
Trademarks	16,607	—	16,607
Technologies	178,173	6,908	185,081
Partner and merchant relationships	455,364	—	455,364
Goodwill ¹	858,717	3,193	861,910
	1,811,907	10,113	1,822,020
Liabilities assumed			
Trade and other payables	(30,037)	(113)	(30,150)
Current portion of loans and borrowings	(1,142)	—	(1,142)
Other current liabilities	(2,842)	—	(2,842)
Due to merchants	(243,783)	—	(243,783)
Income taxes payable	(2,652)	—	(2,652)
Loans and borrowings	(2,492)	—	(2,492)
Deferred tax liabilities	(130,479)	—	(130,479)
	(413,427)	(113)	(413,540)
Total consideration			
Cash paid	1,391,435	10,000	1,401,435
Share-based payments (note 11)	7,045	—	7,045
	1,398,480	10,000	1,408,480

¹ Goodwill mainly consists of future growth, assembled workforce and expected synergies, which were not recorded separately since they did not meet the recognition criteria for identifiable intangible assets. Goodwill arising from the Paya acquisition is not deductible for income tax purposes.

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

5. Trade and other receivables

	March 31, 2023	December 31, 2022
	\$	\$
Trade receivables	62,272	36,298
Due from processing banks	19,054	19,133
Other receivables	7,070	5,797
Total	88,396	61,228

6. Trade and other payables

Trade and other payables comprise the following:

	March 31, 2023	December 31, 2022
	\$	\$
Trade payables	78,183	43,813
Accrued bonuses and other compensation-related liabilities	40,613	36,379
Sales tax payable	6,538	8,007
Interest payable	7,546	458
Due to processors	7,323	6,923
Due to merchants not related to segregated funds	16,290	20,076
Other accrued liabilities	9,767	9,877
	166,260	125,533

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

7. Loans and borrowings

The terms and conditions of the Company's loans and borrowings are as follows:

		March 31, 2023		December 31, 2022	
	Notes	Facility \$	Carrying amount \$	Facility \$	Carrying amount \$
Amended and restated credit facility	(a)				
Term loan facilities		503,012	497,515	504,292	498,199
Revolving credit facility		385,000	32,000	385,000	—
New reducing revolving credit facility	(b)	800,000	784,574	—	—
Total credit facilities			1,314,089		498,199
Lease liabilities			15,828		12,555
			1,329,917		510,754
Current portion of loans and borrowings			(40,755)		(8,652)
Loans and borrowings			1,289,162		502,102

Loans and borrowings are presented net of unamortized transaction costs. Transaction costs relating to the issuance of loans and borrowings are amortized over the term of the debt using the effective interest rate method.

a) Amended and restated credit facility

The outstanding principal of the term loan is payable quarterly at an annual rate of 1.00% and the remaining balance is payable at maturity on September 28, 2025. The revolving facility matures on September 28, 2024. The Amended and restated credit facility is secured by all current and future assets of the Company and its existing and future subsidiaries.

- i) Loans drawn in US dollars under the First Lien Credit facilities bear interest at the ABR¹ plus 1.50% or the adjusted eurocurrency² rate plus 2.50%. As at March 31, 2023, the outstanding Term loan facilities interest rate was 7.34% (December 31, 2022 – 6.89%).
- ii) Loans drawn in Canadian dollars under the First Lien Credit facilities bear interest at the Canadian prime rate plus 1.50% or banker's acceptance rate plus 2.50%. As at March 31, 2023 and December 31, 2022 there was no loan denominated in Canadian dollars.
- iii) LIBOR is no longer available following the benchmark reform. After the quarter, LIBOR was replaced by the Term Secured Overnight Financing Rate ("SOFR"). For the term loan facilities, LIBOR for the interest computation was replaced by the sums of: a) Term SOFR; and b) 0.11% for interest period of one-month, 0.26% for interest period of three months or 0.43% for interest period of six months. For the revolving credit facility, LIBOR was replaced by the sums of: a) Term SOFR; and b) 0.10%.

¹ The Alternate Base Rate is defined as a rate per annum equal to the higher of a) Federal funds effective rate + 0.5%; b) LIBOR plus 1%; c) Prime rate; and d) 1.50%.

² The adjusted Eurocurrency rate is defined as an interest rate per annum equal to the greater of: a) the Eurocurrency rate multiplied by the Statutory Reserve rate and b) 0.50%.

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

b) New reducing revolving credit facility

On February 22, 2023, concurrent with the completion of the Paya acquisition (Note 4), the Company entered into a new reducing revolving credit facility in an amount of \$800,000. Commencing on June 30, 2023, the commitments in respect of this facility will automatically be permanently reduced by \$10 million on the last day of each fiscal quarter. The maturity date of this facility is September 28, 2025. Until the delivery of the Company's financial statements for the quarter ending September 30, 2023, borrowings under the new reducing revolving credit facility bear interest, at the Company's option, at either (a) Term SOFR (including a 0.10% credit spread adjustment) plus a margin of 3.00% or (b) the Alternate base rate¹ plus a margin of 2.00%. Thereafter, borrowings under the new reducing revolving credit facility will bear interest, at the Company's option, at either (a) Term SOFR (including a 0.10% credit spread adjustment) plus a margin ranging from 2.5% to 3.25% or (b) the Alternate base rate¹ plus a margin ranging from 1.50% to 2.25%, in each case, based on a first lien leverage ratio. As at March 31, 2023, the new reducing revolving credit facility interest rate was 7.80%.

The new reducing revolving credit facility is secured by all current and future assets of the Company and its existing and future subsidiaries. The continued availability of the new reducing revolving facility is subject to the Company's ability to maintain a total leverage ratio of less than or equal to 4.50 : 1.00 for the test period before September 30, 2023, and with the ratio decreasing by 0.25 on October 1, 2023 and every six months thereafter, until it reaches 3.50 : 1.00 on March 31, 2025. The total leverage ratio considers the Company's consolidated net debt, calculated as long-term debt less unrestricted cash, to consolidated adjusted EBITDA, calculated in accordance with the terms of the agreement. The Company must also maintain its interest coverage ratio above 2.50 : 1.00. The interest coverage ratio considers the Company's consolidated adjusted EBITDA, calculated in accordance with the terms of the agreement, to consolidated cash interest expense. The Company was in compliance with all applicable covenants as at March 31, 2023.

¹ The Alternate Base Rate is defined as a rate per annum equal to the higher of a) Federal funds effective rate + 0.5%; b) Adjusted Term Secured Overnight Financing Rate ("SOFR") effective plus 1.00%; (c) Prime Rate; and (d) 1.00%.

8. Share capital

On March 20, 2023, the Board approved a normal-course issuer bid ("NCIB") to purchase for cancellation a maximum of 5,556,604 Subordinate Voting Shares, representing approximately 10% of the Company's Subordinate Voting Shares as at March 8, 2023. The Company is authorized to make purchases under the NCIB during the period from March 22, 2023 to March 21, 2024 in accordance with the requirements of the Toronto Stock Exchange ("TSX") and the Nasdaq and applicable securities laws. During the three months ended March 31, 2023, the Company repurchased and cancelled 1,350,000 Subordinate Voting Shares for a total consideration, including transaction costs, of \$56,042.

The Company also issued 451,291 Subordinate Voting Shares for a cash consideration of \$2,961 during the three months ended March 31, 2023 following the exercise of stock options and the settlement of Restricted Share Units ("RSUs").

There were 76,064,619 Multiple Voting Shares and 62,562,899 Subordinate Voting Shares outstanding as at March 31, 2023.

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

Share repurchase liability

In March 2023, the Company entered into an automatic share purchase plan ("ASPP") with a third-party broker for the Company to allow for the purchase of Subordinate Voting Shares under the NCIB during the Company's blackout periods. Under this agreement, the broker was authorized to repurchase Subordinate Voting Shares, without consultation with the Company, subject to predefined share price and other limitations imposed by the Company and subject to rules and policies of the TSX and the Nasdaq and applicable securities laws, such as a daily purchase restriction. The Company recognized a share repurchase liability on that date. The fair value of the share repurchase liability was determined using the Company's quoted share price.

During the three months ended March 31, 2023, shares were repurchased and cancelled under the ASPP for a cash consideration of \$56,042. The change in fair value of share repurchase liability during the three months ended March 31, 2023 was a loss of \$571.

9. Revenue and expenses by nature

	Three months ended	
	March 31	
	2023	2022
	\$	\$
Revenue		
Merchant transaction and processing services revenue	254,513	212,412
Other revenue	1,985	2,132
	256,498	214,544
Cost of revenue		
Processing cost	53,494	45,854
Cost of goods sold	1,102	1,062
	54,596	46,916
Selling, general and administrative expenses		
Commissions	38,299	27,798
Employee compensation	45,721	37,799
Share-based payments	35,573	37,187
Depreciation and amortization	27,656	26,443
Professional fees	28,665	7,650
Transaction losses (recovery)	1,693	(1,393)
Other	17,011	11,328
	194,618	146,812

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

10. Net finance cost

	Three months ended	
	March 31	
	2023	2022
	\$	\$
Finance income		
Interest on advances to third parties and interest income	(5,375)	(631)
Finance cost		
Interest on loans and borrowings (excluding lease liabilities)	17,607	4,893
Change in fair value of share repurchase liability	571	2,174
Interest expense on lease liabilities	172	106
Other interest expense	118	568
	18,468	7,741
Net finance cost	13,093	7,110

11. Share-based payment arrangements

The Omnibus Incentive Plan permits the Board of Directors to grant awards of options, RSUs, Performance Share Units ("PSUs") and Deferred Share Units ("DSUs") to eligible participants.

RSUs, PSUs and DSUs will be settled by the issuance of shares at the settlement date. DSUs vest immediately as they are granted for past services. The RSUs and PSUs vest over a period of up to three years.

Share-based payments continuity

The table below summarizes the changes in the outstanding RSUs, PSUs, DSUs, and stock options for the three months ended March 31:

	Restricted share units	Performance share units	Deferred share units	Stock options	
				Quantity	Weighted average exercise price
					\$
Outstanding, beginning of period	3,892,643	1,778,431	48,596	8,594,289	56.24
Forfeited	(42,722)	(454,132)	—	(68,484)	80.90
Replacement awards in a business combination	909,735	—	—	414,606	19.71
Granted	723,051	—	9,360	—	—
Exercised	(212,732)	—	—	(238,559)	12.41
Outstanding, end of period	5,269,975	1,324,299	57,956	8,701,852	55.50
Exercisable, end of period	377,321	141,122	57,956	3,685,258	23.27
Granted - weighted average grant date fair value ¹	\$27.09	—	\$42.01	\$18.30	—

¹Granted - weighted average grant date fair value includes units granted and replacement awards in a business combination.

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(Unaudited)

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(in thousands of US dollars, except for share and per share amounts)

Share-based payments by exercise price

The table below summarizes the share-based payments units outstanding based on the greater of the exercise price and the share price to be reached under the market performance conditions:

		As at March 31, 2023	For the three months ended March 31, 2023
	Units outstanding	Unrecognized share-based payments	Share-based payments
		\$	\$
\$0.00 - \$37.51	10,990,969	135,914	23,484
\$47.21 - \$78.58	721,411	1,286	296
\$104.53 and above	3,641,706	59,726	11,793
Total	15,354,086	196,926	35,573

As at March 31, 2023, unrecognized share-based payments expense was approximately \$196,926. The period over which such expense will be recognized is 4.5 years (0.9 year on a weighted average basis).

Replacement awards in a business combination

In connection with the Paya acquisition, the Company granted 909,375 RSU and 414,606 stock options to replace awards held by Paya employees under a new plan ("Paya equity plan"). Under the Paya equity plan, 1,324,341 Subordinate Voting Shares of the Company are reserved for issuance and issuable upon the exercise or settlement of awards, which represents the replacement awards granted upon closing of the Paya acquisition. The Company does not expect to grant further awards under the Paya equity plan.

The portion of the replacement awards at the acquisition date relating to services rendered up to the acquisition date, representing an amount of \$7,045 was included as part of the consideration transferred (note 4). The portion of the replacement awards' fair value relating to services to be rendered in the future of \$14,868 will be recognized as compensation expense over the remaining vesting period.

The fair value of stock options granted as replacement awards was estimated on the grant date using the Black-Scholes option pricing model with the following weighted average assumptions:

	Replacement awards
Share price	\$31.49
Exercise price	\$19.71
Risk-free interest rate	4.00%
Expected volatility	35.5%
Dividend yield	—
Expected term	6.0 years

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

12. Net income (loss) per share

Diluted net income (loss) per share excludes all dilutive potential shares if their effect is anti-dilutive as well as all potential shares for which performance conditions have not yet been met as of the reporting date. For the three months ended March 31, 2023 and 2022, anti-dilutive stock options, RSUs and PSUs were excluded from the calculation of diluted net income (loss) per share because the effect was anti-dilutive.

	Three months ended	
	March 31	
	2023	2022
	\$	\$
Net income (loss) attributable to common shareholders of the Company (basic and diluted)	(9,778)	3,003
Weighted average number of common shares outstanding – basic	139,655,258	142,862,946
Effect of dilutive securities	—	3,741,874
Weighted average number of common shares outstanding – diluted	139,655,258	146,604,820
Net income (loss) per share attributable to common shareholders of the Company:		
Basic	(0.07)	0.02
Diluted	(0.07)	0.02

13. Determination of fair values

Certain of the Company's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes using the following methods.

Financial assets and financial liabilities

In establishing fair value, the Company uses a fair value hierarchy based on levels as defined below:

- Level 1: defined as observable inputs such as quoted prices in active markets.
- Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: defined as inputs that are based on little or no observable market data, therefore requiring entities to develop their own assumptions.

The Company has determined that the carrying amounts of its current financial assets and financial liabilities approximate their fair value given the short-term nature of these instruments.

The fair value of the variable interest rate non-current liabilities approximates the carrying amount as the liabilities bear interest at a rate that varies according to the market rate.

Nuvei Corporation

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(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

As at March 31, 2023 and December 31, 2022, financial instruments measured at fair value in the Condensed Interim Consolidated Financial Statements statements of financial position were as follows:

Notes	Fair value hierarchy	March 31, 2023 \$	December 31, 2022 \$
Assets			
Investments measured at fair value through profit or loss	Level 1	1,087	1,002
Investments measured at fair value through profit or loss	Level 3	2,148	2,148
Investment in equity instrument designated at fair value through other comprehensive income	Level 3	25,325	—
Advances to a third party independent sales organization	Level 3	—	2,154

The following table presents the changes in level 3 items for the three months ended March 31, 2023:

	Advances to a third party independent sales organization \$	Investments measured at fair value through profit or loss \$	Investment measured at fair value through other comprehensive income \$
Balance as at December 31, 2022	2,154	2,148	—
Acquisition	—	—	25,000
Merchant residuals received, net of interest on advances to a third parties	(108)	—	—
Settlement of advances to a third party	(2,046)	—	—
Effect of movements in exchange rates	—	—	325
Balance as at March 31, 2023	—	2,148	25,325

Fair value remeasurement of level 3 instruments is recognized in selling, general and administrative expenses. Investments measured at fair value through profit and loss and through other comprehensive income are recognized in other non-current assets. Below are the assumptions and valuation methods used in the level 3 fair value measurements:

- On March 15, 2023, the Company acquired an equity interest in a private company for a total cash consideration of \$25,000. The company designated this equity investment at fair value through other comprehensive income.
- As at March 31, 2023, the fair value of the contingent consideration for the Mazooma acquisition is nil (nil for December 2022). The fair value of the contingent consideration is determined using a formula specified in the purchase agreement. The main assumption is the forecast of financial performance. The maximum contingent consideration that could be paid if the future financial targets are met is \$331,658 thousands Canadian dollars (\$245,146).

Nuvei Corporation

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(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

14. Related party transactions

Transactions with key management personnel

Key management personnel compensation comprises the following:

	Three months ended March 31	
	2023	2022
	\$	\$
Salaries and short-term employee benefits	2,460	1,350
Share-based payments	18,633	17,866
	21,093	19,216

Other related party transactions

		Three months ended March 31	
		2023	2022
		\$	\$
Expenses – Travel	(i)	478	287

(i) In the normal course of operations, the Company receives services from a company owned by a shareholder of the Company. The services received consist of travel services.

15. Supplementary cash flow disclosure

	Three months ended March 31	
	2023	2022
	\$	\$
Changes in non-cash working capital items:		
Trade and other receivables ¹	(5,171)	(5,787)
Inventory	(133)	(126)
Prepaid expenses	(6,430)	(1,916)
Contract assets	(319)	(479)
Trade and other payables	3,579	(3,298)
Other current and non-current liabilities	(652)	(2,328)
	(9,126)	(13,934)

¹ Interest received on cash and cash equivalents has been presented separately within cash flows from operating activities (previously was presented within cash flow movements on trade and other receivables). Interest received that was reclassified from trade and other receivables was \$316 for the three months ended March 31, 2022.

Nuvei Corporation

Notes to Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2023 and 2022

(in thousands of US dollars, except for share and per share amounts)

16. Contingencies

From time to time, the Company is involved in various litigation matters arising in the ordinary course of its business. The Company is also exposed to possible uncertain tax positions in certain jurisdictions. Management does not expect that the resolution of those matters, either individually or in the aggregate, will have a material effect on the Company's Condensed Interim Consolidated Financial Statements.



Management's Discussion & Analysis
Nuvei Corporation

For the three months ended March 31, 2023 and 2022

(in thousands of US dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2023

As used in this management's discussion and analysis of financial condition and results of operations ("MD&A"), unless the context indicates or requires otherwise, all references to the "Company", "Nuvei", "we", "us" or "our" refer to Nuvei Corporation together with our subsidiaries, on a consolidated basis.

This MD&A dated May 10, 2023, should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements, along with the related notes thereto for the three months ended March 31, 2023 (the "Interim Financial Statements"), as well as with our audited consolidated financial statements along with the notes related thereto for the year ended December 31, 2022. The financial information presented in this MD&A is derived from the Interim Financial Statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). All amounts are in US dollars except where otherwise indicated. Additionally, tables included in this MD&A are presented in thousands of US dollars, unless otherwise indicated. This MD&A is presented as of the date of the Interim Financial Statements and is current to that date unless otherwise stated.

We have prepared this MD&A with reference to National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators. Under the U.S./Canada Multijurisdictional Disclosure System, we are permitted to prepare this MD&A in accordance with Canadian disclosure requirements, which requirements are different than those of the United States.

FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking information") within the meaning of applicable securities laws. Such forward-looking information may include, without limitation, information with respect to our objectives and the strategies to achieve these objectives, as well as information with respect to our beliefs, plans, expectations, anticipations, estimates and intentions. This forward-looking information is identified by the use of terms and phrases such as "may", "would", "should", "could", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "believe", or "continue", the negative of these terms and similar terminology, including references to assumptions, although not all forward-looking information contains these terms and phrases. Particularly, statements relating to the Paya acquisition, including expectations regarding anticipated cost savings and synergies and the strength, complementarity and compatibility with Nuvei's business; information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate, expectations regarding industry trends and the size and growth rates of addressable markets, our business plans and growth strategies, addressable market opportunity for our solutions, expectations regarding growth and cross-selling opportunities and intention to capture an increasing share of addressable markets, the costs and success of our sales and marketing efforts, intentions to expand existing relationships, further penetrate verticals, enter new geographical markets, expand into and further increase penetration of international markets, intentions to selectively pursue and successfully integrate acquisitions, and expected acquisition outcomes and benefits, future investments in our business and anticipated capital expenditures, our intention to continuously innovate, differentiate and enhance our platform and solutions, expected pace of ongoing legislation of regulated activities and industries, our competitive strengths and competitive position in our industry, expectations regarding our revenue, revenue mix and the revenue generation potential of our solutions and expectations regarding our margins and future profitability is forward-looking information. Economic and geopolitical uncertainties, including regional conflicts and wars, including potential impacts of sanctions, may also heighten the impact of certain factors described herein.

In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances.

Forward-looking information is based on management's beliefs and assumptions and on information currently available to management, regarding, among other things, assumptions related to the Paya acquisition (including the Company's ability to retain and attract new business, achieve synergies and strengthen its market

position arising from successful integration plans relating to the Paya acquisition); the Company's ability to otherwise complete the integration of the Paya business within anticipated time periods and at expected cost levels; the Company's ability to attract and retain key employees in connection with the Paya acquisition; management's estimates and expectations in relation to future economic and business conditions and other factors in relation to the Paya acquisition and resulting impact on growth in various financial metrics; assumptions regarding foreign exchange rate, competition, political environment and economic performance of each region where the Company operates; the realization of the expected strategic, financial and other benefits of the Paya acquisition in the timeframe anticipated; and the absence of significant undisclosed costs or liabilities associated with the Paya acquisition; and general economic conditions and the competitive environment within our industry, including the following assumptions: (a) the Company will continue to effectively execute against its key strategic growth priorities, without any material adverse impact from macroeconomic headwinds on its or its customers' business, financial condition, financial performance, liquidity nor any significant reduction in demand for its products and services, (b) the economic conditions in our core markets, geographies and verticals, including resulting consumer spending and employment, remaining at close to current levels, (c) assumptions as to foreign exchange rates and interest rates, including inflation, (d) the Company's continued ability to manage its growth effectively, (e) the Company will continue to attract and retain key talent and personnel required to achieve its plans and strategies, including sales, marketing, support and product and technology operations, in each case both domestically and internationally, (f) the Company's ability to successfully identify, complete, integrate and realize the expected benefits of, acquisitions (including Paya) and manage the associated risks, as well as future acquisitions, (g) the absence of adverse changes in legislative or regulatory matters, (h) the Company's continued ability to upskill and modify its compliance capabilities as regulations change or as the Company enters new markets, (i) the Company's liquidity and capital resources, including its ability to secure debt or equity financing on satisfactory terms, and (j) the absence of adverse changes in current tax laws. Unless otherwise indicated, forward-looking information does not give effect to the potential impact of any mergers, acquisitions, divestitures or business combinations that may be announced or closed after the date hereof. Although the forward-looking information contained herein is based upon what we believe are reasonable assumptions, investors are cautioned against placing undue reliance on this information since actual results may vary from the forward-looking information.

Forward-looking information involves known and unknown risks and uncertainties, many of which are beyond our control, that could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, the risk factors described in greater detail under "Risk Factors" of the Company's annual information form (the "AIF") such as: risks associated with the Paya acquisition (including our inability to successfully integrate the Paya business; legal proceedings instituted related to the Paya acquisition and the impact of significant demands placed on management as a result thereof; the potential failure to realize anticipated benefits from the Paya acquisition; potential undisclosed costs or liabilities associated with the Paya acquisition, which may be significant; impact of acquisition-related expenses; the failure to retain Paya's personnel and clients following the acquisition and risks associated with the loss and ongoing replacement of key personnel); risks relating to our business and industry, such as the Russian invasion of Ukraine, including the resulting global economic uncertainty and measures and sanctions taken in response thereto; declining level of volume activity in certain verticals, including digital assets, and the resulting negative impact on the demand for, and prices of, our products and services; changes in foreign currency exchange rates, inflation, interest rates, consumer spending trends and other macroeconomic factors affecting our customers and our results of operations; the rapid developments and change in our industry; intense competition both within our industry and from other payments providers; challenges implementing our growth strategy; challenges to expand our product portfolio and market reach; challenges in expanding into new geographic regions internationally and continuing our growth within our markets; challenges in retaining existing clients, increasing sales to existing clients and attracting new clients; managing our growth effectively; difficulty to maintain the same rate of revenue growth as our business matures and to evaluate our future prospects; history of net losses and additional significant investments in our business; our level of indebtedness; risks associated with past and future acquisitions; challenges related to a significant number of our customers being small-and-medium sized businesses ("SMBs"); concentration of our revenue from payment services; compliance with the requirements of payment networks; challenges related to the reimbursement of chargebacks from our customers; our bank accounts being located in multiple territories and relying on banking partners to maintain those accounts; the impact of the United Kingdom's departure from the European Union; decline in the use of electronic payment methods; loss of key personnel or difficulties hiring qualified personnel; deterioration in the quality of the products and services offered; impairment of a significant portion of intangible assets and goodwill; increasing

fees from payment networks; challenges related to general economic and geopolitical conditions, business cycles and credit risks of our clients; reliance on third-party partners to sell some of our products and services; misappropriation of end-user transaction funds by our employees; frauds by customers, their customers or others, coverage of our insurance policies; the degree of effectiveness of our risk management policies and procedures in mitigating our risk exposure; the integration of a variety of operating systems, software, hardware, web browsers and networks in our services; the costs and effects of pending and future litigation; various claims such as wrongful hiring of an employee from a competitor, wrongful use of confidential information of third parties by our employees, consultants or independent contractors or wrongful use of trade secrets by our employees of their former employers; challenges to secure financing on favorable terms or at all; challenges from seasonal fluctuations on our operating results; risks associated with less than full control rights of one of our subsidiaries; changes in accounting standards; estimates and assumptions in the application of accounting policies; occurrence of a natural disaster, a widespread health epidemic or pandemic or other events; impacts of climate change; challenges related to our holding company structure, as well as risks relating to intellectual property and technology, risks relating to regulatory and legal proceedings and risks relating to our Subordinate Voting Shares.

Consequently, all of the forward-looking information contained herein is qualified by the foregoing cautionary statements, and there can be no guarantee that the results or developments that we anticipate will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business, financial condition or results of operation. Unless otherwise noted or the context otherwise indicates, the forward-looking information contained herein represents our expectations as of the date hereof or as of the date it is otherwise stated to be made, as applicable, and is subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or amend such forward-looking information whether as a result of new information, future events or otherwise, except as may be required by applicable law.

Overview

We are a global payment company providing payment technology and solutions to businesses across North America, Europe, Asia Pacific, Middle East and Africa ("MEA") and Latin America. We believe we are differentiated by our proprietary technology platform, which is purpose-built for high-growth eCommerce, integrated payments and business to business ("B2B"). Our platform enables customers to pay and/or accept payments worldwide regardless of their customers' location, device or preferred payment method. Our solutions span the entire payments stack and include a fully integrated payments engine with global processing capabilities, a turnkey solution for frictionless payment experiences and a broad suite of data-driven business intelligence tools and risk management services. Through a single integration, we provide seamless and secure pay-in and payout capabilities, connecting our customers with their customers in over 200 markets worldwide, with local acquiring in 47 of those markets. With support for more than 600 alternative payment methods ("APMs"), and nearly 150 currencies, our customers can capture every payment opportunity that comes their way. In short, we provide the payment technology and intelligence our customers need to succeed locally and globally, through one integration – propelling them further, faster.

While global commerce continues to pivot online, eCommerce channels are converging and creating new and fast-growing opportunities for businesses of all sizes. Rapidly scaling across these commerce channels, however, can be complex and costly for businesses that rely on multiple providers in each local market. For example, customers may use disparate and varied systems for gateway services, payment processing, online fraud prevention, business intelligence and more, creating operational distractions and workflow challenges, which result in additional costs and financial inefficiencies. In parallel, consumers expect a consistent and frictionless transaction experience across all channels whether from a mobile device or computer. As a result, we believe businesses increasingly seek payment providers such as Nuvei who have a unified approach and can offer end-to-end solutions to help them navigate this complex environment.

We sell and distribute our solutions globally through three primary channels: direct sales, indirect sales for SMBs and eCommerce integrated technology partners and platforms. Our approach to distribution is designed to enable us to efficiently market our payments and technology solutions at scale and is customized by both region and vertical to optimize sales. By relying on our local commercial teams and eCommerce resellers who act as trusted technology providers to our customers, we believe we are able to serve more customers globally and grow with them as they grow their businesses and expand into new markets. We focus on the needs of our customers and how we can help them grow their revenue, and in turn our volume, with them. Due to the scalable nature of our business model and the inherent operating leverage, increases in volume drive profitable revenue growth.

Our revenue is primarily based on sales volume generated from our customers' daily sales and through various transaction and subscription-based fees for our modular technology. Modular technology includes, for example, gateway, global processing, APMs, currency management, global payouts, fraud risk management, card issuing, open banking, data reporting, reconciliation tools, in addition to a long list of value-add capabilities. Our revenue is largely recurring due to the mission-critical nature of our product and service offerings and deep integration of our payments technology into our customers' enterprise resource planning systems. Additionally, our model has delivered rapid growth in eCommerce revenue. We believe the depth and breadth of our payment capabilities help our customers establish and expand their presence in emerging commerce channels across many markets. This enables us to develop long-standing relationships with our customers, which in turn drive strong retention and significant cross-selling opportunities.

Financial Highlights for the Three Months Ended March 31, 2023 Compared to 2022:

- Total volume^(a) increased by 45% to \$42.4 billion from \$29.2 billion;
 - eCommerce represented 90% of Total volume^(a);
 - Total volume growth at constant currency^(a) was 48% with Total volume at constant currency^(a) increasing to \$43.2 billion from \$29.2 billion;
- Revenue increased 20% to \$256.5 million from \$214.5 million;
 - Revenue was impacted unfavorably by changes in foreign currency exchange rates year-over-year and by volatility in the digital assets and cryptocurrencies vertical;
 - Revenue growth at constant currency^(b) was 22% with Revenue at constant currency^(b) increasing to \$262.6 million from \$214.5 million;
- Net loss was \$8.3 million compared to a net income of \$4.5 million;
- Adjusted EBITDA^(b) increased by 5% to \$96.3 million from \$91.6 million;
- Adjusted net income^(b) decreased by 7% to \$64.5 million from \$69.1 million;
- Net loss per diluted share was \$0.07 compared to net income per diluted share of \$0.02;
- Adjusted net income per diluted share^(b) decreased by 4% from \$0.46 to \$0.44 ;
- Adjusted EBITDA less capital expenditures^(b) increased by 1% to \$83.6 million from \$82.5 million; and,
- Share repurchases of 1,350,000 shares for a total cash consideration of \$56.0 million.

(a) Total volume and Total volume at constant currency do not represent revenue earned by the Company, but rather the total dollar value of transactions processed by merchants under contractual agreement with the Company. See "Non-IFRS and Other Financial Measures".

(b) Revenue at constant currency, Revenue growth at constant currency, Adjusted EBITDA, Adjusted net income, Adjusted net income per diluted share and Adjusted EBITDA less capital expenditures are non-IFRS financial measures and non-IFRS ratios. These measures are not recognized measures under IFRS and do not have standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. See "Non-IFRS and Other Financial Measures".

Paya acquisition

On February 22, 2023, Nuvei acquired all of the issued and outstanding common shares of Paya Holdings Inc. ("Paya"), for a total cash consideration of approximately \$1.4 billion, comprised of cash on hand, cash from our New reducing revolving facility (as defined below) and \$7.0 million of the portion of replacement share-based awards that was considered part of the consideration transferred. The cash consideration included the settlement by Nuvei of seller-related payments of \$51.9 million paid by Paya immediately prior to closing and thereby increased the calculated purchase price. Paya is a leading provider of integrated payment and commerce solutions in the United States. This acquisition is expected to accelerate our integrated payment strategy, diversify our business into key high-growth non-cyclical verticals with large addressable end markets and enhance the execution of our growth plan.

Credit facilities

On February 22, 2023, the Company entered into a new secured pari passu first lien reducing revolving credit facility ("New reducing revolving credit facility") of \$800 million. Until the delivery of the Company's unaudited interim consolidated financial statements for the quarter ending September 30, 2023, borrowings under the New reducing revolving credit facility bear interest, at our option, at either (a) Term SOFR (including a 0.1% credit spread adjustment) plus a margin of 3.00% or (b) an alternate base rate plus a margin of 2.00%. Thereafter, borrowings under the New reducing revolving facility will bear interest, at our option, at either (a) Term SOFR (including a 0.1% credit spread adjustment) plus a margin ranging from 2.50% to 3.25% or (b) an alternate base rate plus a margin ranging from 1.50% to 2.25%, in each case, based on a first lien leverage ratio. Commencing on June 30, 2023, the commitments in respect of the New reducing revolving credit facility will automatically be permanently reduced by \$10 million on the last day of each fiscal quarter. The maturity of the New reducing revolving credit facility is September 28, 2025.

Normal Course Issuer Bid

On March 20, 2023, the Board approved a normal-course issuer bid ("NCIB") to purchase for cancellation a maximum of 5,556,604 Subordinate Voting Shares, representing approximately 10% of the Company's Subordinate Voting Shares as at March 8, 2023. The Company is authorized to make purchases under the NCIB during the period from March 22, 2023 to March 21, 2024 in accordance with the requirements of the TSX and the Nasdaq and applicable securities laws. In March 2023, the Company also entered into an automatic share purchase plan ("ASPP") with a third-party broker for the Company to allow for the purchase of Subordinate Voting Shares under the NCIB during the Company's blackout periods. Under this agreement, the broker was authorized to repurchase Subordinate Voting Shares, without consultation with the Company, subject to predefined share price, defined time period and other limitations imposed by the Company and subject to rules and policies of the TSX and the Nasdaq and applicable securities laws, such as a daily purchase restriction. During the three months ended March 31, 2023, the Company repurchased and cancelled 1,350,000 Subordinate Voting Shares for a total consideration, including transaction costs, of \$56.0 million.

Non-IFRS and Other Financial Measures

Our Interim Financial Statements have been prepared in accordance with IFRS, applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. The information presented in this MD&A includes non-IFRS financial measures, non-IFRS financial ratios and supplementary financial measures, namely Revenue at constant currency, Revenue growth at constant currency, Organic revenue at constant currency, Organic revenue growth at constant currency, Adjusted EBITDA, Adjusted net income, Adjusted net income per basic share, Adjusted net income per diluted share, Adjusted EBITDA less capital expenditures, Total volume, Total volume at constant currency and eCommerce volume. These measures are not recognized measures under IFRS and do not have standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing further understanding of our results of operations from our perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of the Company's financial statements reported under IFRS. These measures are used to provide investors with additional insight of our operating performance and thus highlight trends in Nuvei's business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors and other interested parties frequently use these non-IFRS and other financial measures in the evaluation of issuers. We also use these measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation. We believe these measures are important additional measures of our performance, primarily because they and similar measures are used widely among others in the payment technology industry as a means of evaluating a company's underlying operating performance.

Non-IFRS Financial Measures

Revenue at constant currency: Revenue at constant currency means revenue adjusted for the impact of foreign currency exchange fluctuations. This measure helps provide insight on comparable revenue growth by removing the effect of changes in foreign currency exchange rates year-over-year. Foreign currency exchange impact in the current period is calculated using prior period quarterly average exchange rates applied to the current period foreign currency amounts.

Organic revenue at constant currency: Organic revenue at constant currency means revenue, as determined under IFRS, adjusted to exclude the revenue attributable to acquired businesses for a period of 12 months following their acquisition and excluding revenue attributable to divested businesses, adjusted for the impact of foreign currency exchange fluctuations. Foreign currency exchange impact in the current period is calculated using prior period quarterly average exchange rates applied to the current period foreign currency amounts. This measure helps provide insight on organic and acquisition-related growth and presents useful information about comparable revenue growth.

Adjusted EBITDA: We use Adjusted EBITDA as a means to evaluate operating performance, by eliminating the impact of non-operational or non-cash items. Adjusted EBITDA is defined as net income (loss) before finance costs (recovery), finance income, depreciation and amortization, income tax expense, acquisition, integration and severance costs, share-based payments and related payroll taxes, loss (gain) on foreign currency exchange, and legal settlement and other.

Adjusted EBITDA less capital expenditures: We use Adjusted EBITDA less capital expenditures (which we define as acquisition of intangible assets and property and equipment) as a supplementary indicator of our operating performance.

Adjusted net income: We use Adjusted net income as an indicator of business performance and profitability with our current tax and capital structure. Adjusted net income is defined as net income (loss) before acquisition, integration and severance costs, share-based payments and related payroll taxes, loss (gain) on foreign currency exchange, amortization of acquisition-related intangible assets, and the related income tax expense or recovery for these items. Adjusted net income also excludes change in redemption value of liability-classified common and preferred shares, change in fair value of share repurchase liability and accelerated amortization of deferred transaction costs and legal settlement and other.

Non-IFRS Financial Ratios

Revenue growth at constant currency: Revenue growth at constant currency means the year-over-year change in Revenue at constant currency divided by reported revenue in the prior period. We use Revenue growth at constant currency to provide better comparability of revenue trends year-over-year, without the impact of fluctuations in foreign currency exchange rates.

Organic revenue growth at constant currency: Organic revenue growth at constant currency means the year-over-year change in Organic revenue at constant currency divided by comparable Organic revenue in the prior period. We use Organic revenue growth at constant currency to provide better comparability of revenue trends year-over-year, without the impact of acquisitions, divestitures and fluctuations in foreign currency exchanges rates.

Adjusted net income per basic share and per diluted share: We use Adjusted net income per basic share and per diluted share as an indicator of performance and profitability of our business on a per share basis. Adjusted net income per basic share and per diluted share means Adjusted net income less net income attributable to non-controlling interest divided by the basic and diluted weighted average number of common shares outstanding for the period. The number of share-based awards used in the diluted weighted average number of common shares outstanding in the Adjusted net income per diluted share calculation is determined using the treasury stock method as permitted under IFRS.

Supplementary Financial Measures

We monitor the following key performance indicators to help us evaluate our business, measure our performance, identify trends affecting our business, formulate business plans and make strategic decisions. Our key performance indicators may be calculated in a manner that differs from similar key performance indicators used by other companies.

Total volume and eCommerce volume: We believe Total volume and eCommerce volume are indicators of performance of our business. Total volume and similar measures are used widely among others in the payments industry as a means of evaluating a company's performance. We define Total volume as the total dollar value of transactions processed in the period by customers under contractual agreement with us. eCommerce volume is the portion of Total volume for which the transaction did not occur at a physical location. Total volume and eCommerce volume do not represent revenue earned by us. Total volume includes acquiring volume, where we are in the flow of funds in the settlement transaction cycle, gateway/technology volume, where we provide our gateway/technology services but are not in the flow of funds in the settlement transaction cycle, as well as the total dollar value of transactions processed relating to APMs and payouts. Since our revenue is primarily sales volume and transaction-based, generated from merchants' daily sales and through various fees for value-added services provided to our customers, fluctuations in Total volume will generally impact our revenue.

Total volume at constant currency: Total volume at constant currency is used as an indicator of performance of our business on a more comparable foreign currency exchange basis. Total volume at constant currency means Total volume adjusted for the impact of foreign currency exchange fluctuations. This measure helps provide better comparability of business trends year-over-year, without the impact of fluctuations in foreign currency exchange rates. Foreign currency exchange impact in the current period is calculated using prior period quarterly average exchange rates applied to the current period foreign currency amounts.

Reconciliation of Adjusted EBITDA and Adjusted EBITDA Less Capital Expenditures to Net Income (Loss)

The following table reconciles Adjusted EBITDA and Adjusted EBITDA less capital expenditures to net income (loss) for the periods indicated:

	Three months ended	
	2023	2022
(In thousands of US dollars)	\$	\$
Net income (loss)	(8,289)	4,514
Finance cost	18,468	7,741
Finance income	(5,375)	(631)
Depreciation and amortization	27,656	26,443
Income tax expense	3,878	8,612
Acquisition, integration and severance costs ^(a)	25,318	6,554
Share-based payments and related payroll taxes ^(b)	36,067	37,240
Loss (gain) on foreign currency exchange	(1,398)	580
Legal settlement and other ^(c)	(43)	525
Adjusted EBITDA	96,282	91,578
Acquisition of property and equipment, and intangible assets	(12,679)	(9,061)
Adjusted EBITDA less capital expenditures	83,603	82,517

(a) These expenses relate to:

- (i) professional, legal, consulting, accounting and other fees and expenses related to our acquisition and financing activities. For the three months ended March 31, 2023, these expenses were \$18.5 million (\$2.8 million for the three months ended March 31, 2022). These costs are presented in the professional fees line item of selling, general and administrative expenses.
- (ii) acquisition-related compensation was \$2.1 million for the three months ended March 31, 2023 and \$3.4 million for the three months ended March 31, 2022. These costs are presented in the employee compensation line item of selling, general and administrative expenses.
- (iii) change in deferred purchase consideration for previously acquired businesses. No amount was recognized in the three months ended March 31, 2023, and 2022. These amounts are presented in the contingent consideration adjustment line item of selling, general and administrative expenses.
- (iv) severance and integration expenses, which were \$4.7 million for the three months ended March 31, 2023 (\$0.4 million for the three months ended March 31, 2022). These expenses are presented in selling, general and administrative expenses.

(b) These expenses represent expenses recognized in connection with stock options and other awards issued under share-based plans as well as related payroll taxes that are directly attributable to share-based payments. For the three months ended March 31, 2023, the expenses consisted of non-cash share-based payments of \$35.6 million (\$37.2 million for three months ended March 31, 2022), \$0.5 million for related payroll taxes (\$0.1 million for the three months ended March 31, 2022).

(c) This line item primarily represents legal settlements and associated legal costs, as well as non-cash gains, losses and provisions and certain other costs. These costs are presented in selling, general and administrative expenses.

Reconciliation of Revenue at Constant Currency and Revenue Growth at Constant Currency to Revenue

The following table reconciles Revenue to Revenue at constant currency and Revenue growth at constant currency for the period indicated:

(In thousands of US dollars except for percentages)	Three months ended March 31, 2023			Three months ended March 31, 2022		
	Revenue as reported \$	Foreign currency exchange impact on revenue \$	Revenue at constant currency \$	Revenue as reported \$	Revenue growth	Revenue growth at constant currency
Revenue	256,498	6,142	262,640	214,544	20 %	22 %

Reconciliation of Organic Revenue at Constant Currency and Organic Revenue Growth at Constant Currency to Revenue

The following table reconciles Revenue to Organic revenue at constant currency and Organic revenue growth at constant currency for the period indicated:

(In thousands of US dollars except for percentages)	Three months ended March 31, 2023					Three months ended March 31, 2022				
	Revenue as reported \$	Revenue from acquisitions ^(a) \$	Revenue from divestitures \$	Foreign currency exchange impact on organic revenue \$	Organic revenue at constant currency \$	Revenue as reported \$	Revenue from divestitures \$	Comparable organic revenue \$	Revenue growth	Organic revenue growth at constant currency
Revenue	256,498	(30,422)	—	6,142	232,218	214,544	—	214,544	20 %	8 %

(a) Revenue from acquisitions reflects revenue from Paya which was acquired on February 22, 2023, as well as another immaterial acquisition completed during the period.

Reconciliation of Adjusted Net Income and Adjusted Net Income per Basic Share and per Diluted Share to Net Income (Loss)

The following table reconciles net income (loss) to Adjusted net income to for the periods indicated:

	Three months ended	
	2023	2022
(In thousands of US dollars except for share and per share amounts)	\$	\$
Net income (loss)	(8,289)	4,514
Change in fair value of share repurchase liability	571	2,174
Amortization of acquisition-related intangible assets ^(a)	20,139	22,981
Acquisition, integration and severance costs ^(b)	25,318	6,554
Share-based payments and related payroll taxes ^(c)	36,067	37,240
Loss (gain) on foreign currency exchange	(1,398)	580
Legal settlement and other ^(d)	(43)	525
Adjustments	80,654	70,054
Income tax expense related to adjustments ^(e)	(7,912)	(5,512)
Adjusted net income	64,453	69,056
Net income attributable to non-controlling interest	(1,489)	(1,511)
Adjusted net income attributable to the common shareholders of the Company	62,964	67,545
Weighted average number of common shares outstanding		
Basic	139,655,258	142,862,946
Diluted	142,963,521	146,604,820
Adjusted net income per share attributable to common shareholders of the Company^(f)		
Basic	0.45	0.47
Diluted	0.44	0.46

(a) This line item relates to amortization expense taken on intangible assets created from the purchase price adjustment process on acquired companies and businesses and resulting from a change in control of the Company.

(b) These expenses relate to:

(i) professional, legal, consulting, accounting and other fees and expenses related to our acquisition and financing activities. For the three months ended March 31, 2023, these expenses were \$18.5 million (\$2.8 million for the three months ended March 31, 2022). These costs are presented in the professional fees line item of selling, general and administrative expenses.

(ii) acquisition-related compensation was \$2.1 million for the three months ended March 31, 2023 and \$3.4 million for the three months ended March 31, 2022. These costs are presented in the employee compensation line item of selling, general and administrative expenses.

(iii) change in deferred purchase consideration for previously acquired businesses. No amount was recognized in the three months ended March 31, 2023, and 2022. These amounts are presented in the contingent consideration adjustment line item of selling, general and administrative expenses.

(iv) severance and integration expenses, which were \$4.7 million for the three months ended March 31, 2023 (\$0.4 million for the three months ended March 31, 2022). These expenses are presented in selling, general and administrative expenses.

(c) These expenses represent expenses recognized in connection with stock options and other awards issued under share-based plans as well as related payroll taxes that are directly attributable to share-based payments. For the three months ended March 31, 2023, the expenses consisted of non-cash share-based payments of \$35.6 million (\$37.2 million for three months ended March 31, 2022), \$0.5 million for related payroll taxes (\$0.1 million for the three months ended March 31, 2022).

(d) This line item primarily represents legal settlements and associated legal costs, as well as non-cash gains, losses and provisions and certain other costs. These costs are presented in selling, general and administrative expenses.

(e) This line item reflects income tax expense on taxable adjustments using the tax rate of the applicable jurisdiction.

(f) The number of share-based awards used in the diluted weighted average number of common shares outstanding in the Adjusted net income per diluted share calculation is determined using the treasury stock method as permitted under IFRS.

Summary of Factors Affecting Our Performance

We believe that the growth and future success of our business depends on many factors, including those described below. While each of these factors presents significant opportunities for our business, they also pose important challenges, some of which are discussed below as well as in the section entitled “Risks Relating to Our Business and Industry” of our AIF for the year ended December 31, 2022, and in our other filings with the Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission, all of which can be found on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

Growing with our Existing Customers. Our success is directly correlated with our customers’ success. We focus on the high-growth markets within omnichannel payments and intend to grow alongside our existing customers as they grow their business and expand into new markets within selected high-growth end-markets, including online retail, online marketplaces, digital goods and services, regulated online gaming, social gaming, financial services, government, utilities, healthcare, non-profit and travel. eCommerce represents the majority of our Total volume with eCommerce volume accounting for 90% of our Total volume in the three months ended March 31, 2023. Key characteristics of these verticals are inherent growth, longevity and propensity to operate globally.

In addition, our existing customers represent a significant opportunity for us to cross-sell and up-sell products and services with limited incremental sales and marketing expenses. As our customers increase their business volume, we can offer more solutions from our Native Commerce Platform. Our future revenue growth and achieving and maintaining profitability is dependent upon our ability to maintain existing customer relationships and to continue to expand our customers’ use of our comprehensive suite of solutions.

Acquiring New Customers. Our future revenue growth will also largely depend upon the effectiveness of our sales and marketing efforts. We have significant sales and marketing experience in capturing and serving SMBs and third-party partners in North America and large enterprises in Europe. We intend to leverage this experience and enable customer base expansion by targeting large enterprises in North America, with a focus in the eCommerce channels. Key to our success in achieving customer base expansion is continued investment in marketing and in our direct sales team and further leveraging our broad and diversified network of partners.

Expanding in Regions Internationally. We plan to expand and deepen our footprint in geographies where we have an emerging presence today, such as Asia Pacific, MEA and Latin America. Our expansion has also been driven by the needs of our customers. For each new country where we seek to expand, we focus on understanding the needs of the local market and invest to develop relationships, while gaining an appreciation for the appropriate local regulatory and compliance frameworks. We believe this will help our growth strategy in achieving global presence and connectivity across all targeted markets.

Investing in our Technology and Product Portfolio. We believe our technology-first culture enables us to enhance our offerings to remain at the forefront of payments innovation. Specifically, our Native Commerce Platform enables us to deliver comprehensive payments and technology solutions to power a convenient and secure transaction experience for our customers and their customers. Further investment in this platform is necessary to expand and keep our portfolio of services to our customers technologically current. Close collaboration with our customers through ongoing communication and feedback loops is also key, as it enables a better design and delivery of solutions that meet their specific and evolving needs.

Adding new use cases and verticals to our technology. We are adding new use cases and verticals to our technology through acquisitions. For example, with the acquisition of Paya, we are now bringing our technology and expertise to under-penetrated verticals such as healthcare, government and non-profit. By adding these use cases to our existing offering, we are growing our total addressable market.

Selectively Pursuing and Successfully Executing Acquisitions. We have in the past augmented, and intend in the future to augment, our capabilities and organic growth with strategic acquisitions. For example, on February 22, 2023, we acquired Paya. Critical to our success is continuing to be highly disciplined in integrating acquisitions in a manner that allows us to fulfill the potential that these acquisitions bring.

Maintaining and Adding to our Acquiring Bank and Payment Network Relationships. We have built strong relationships with acquiring banks and the payment networks globally. The maintenance and/or expansion of these relationships and strong collaboration on maintaining adequate procedures in monitoring the risk profile of our customer base will be a key enabler in the pursuit of our growth strategies.

Adapting to Regulatory Changes. The nature of our product and service offerings necessitates that we adhere to strict regulatory regimes in the countries where we operate. Our operational teams are fully versed in the varying regulatory requirements. As regulations change or as we enter new markets with different regulatory requirements, we will continue to upskill and modify, our compliance capabilities as appropriate, such as our customer underwriting, risk management, know your customer and anti-money laundering capabilities, in as seamless as possible a manner to minimize disruption to our customers' businesses.

Digital assets and cryptocurrencies. We generate a small and declining portion of our revenue from customers operating in the digital assets and cryptocurrencies industry. Cryptocurrencies have historically and currently exhibit significant price volatility that have and could continue to adversely affect the operations of our customers in that industry, and, in turn, our results of operations and profitability. As a result, the Company is exposed to volatility in the cryptocurrency industry generally, including in sectors of the cryptocurrency industry that do not directly apply to the Company's payment services business but that are integral to the cryptocurrency industry as a whole. Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies.

Foreign currency exchange rate fluctuations. Exchange rate fluctuations may negatively affect our results of operations. Our presentation currency is the US dollar. We derive the largest portion of our revenues in US dollars and the largest proportion of our expenses in US dollars. Foreign currency exchange rate fluctuations have and may continue to negatively affect our revenue that is denominated in currency other than the US dollar. To the extent that we have significant revenues denominated in foreign currencies, any strengthening of the US dollar would reduce our revenue and any weakening of the US dollar would increase our revenue as measured in US dollars.

Key Components of Results of Operations

Revenue

Merchant Transaction and Processing Services. Revenues from our merchant transaction and processing services are derived primarily from eCommerce payment processing services, and stems from relationships with individual customers. Additionally, transaction and processing services revenues stem from contracts with financial service providers and other merchant acquirers. The contracts stipulate the types of services and set forth how fees will be incurred and calculated. Merchant transaction and processing services revenues are generated from processing electronic payment transactions for customers.

Our transaction and processing services revenue is primarily comprised of (a) fees calculated based on a percentage of the monetary value of transactions processed; (b) fees calculated based on the number of transactions processed; (c) service fees; or (d) some combination thereof that are associated with transaction and processing services.

We present revenue net of the interchange fees charged by the card issuing financial institutions and the fees charged by the payment networks when it is determined that we are acting as an agent and do not have the ability to direct the use of and obtain substantially all of the benefits of these services.

Other Revenue. We may sell hardware ("point-of-sale equipment") as part of our contracts with customers. Hardware consists of terminals or gateway devices. We do not manufacture hardware but purchase hardware from third party vendors and hold the hardware in inventory until purchased by a customer.

For more information on our revenue recognition policies, refer to Note 3 of the audited annual consolidated financial statements for the year ended December 31, 2022.

Cost of Revenue

Processing Costs. Processing costs consist of fees paid to processing suppliers. When we are the primary obligor providing payment processing services, we record processing fees paid to processing suppliers as a cost of revenue. If we are not the primary obligor providing payment processing services, processing fees are netted from the revenue recorded for such transactions and we do not record separate processing fees as a cost of revenue. Processing costs also include losses resulting from our transaction guarantee solutions.

Costs of Goods Sold. Costs of goods sold consist primarily of costs associated with selling point-of-sale equipment, such as the cost of acquiring the equipment, including purchase price, expenses associated with a third-party fulfillment company, shipping, handling and inventory adjustments.

Selling, General and Administrative Expenses

Our selling, general and administrative expenses primarily represent the amounts associated with (i) commissions, (ii) employee compensation, (iii) share-based payments, and (iv) depreciation and amortization.

Commissions. Commissions are comprised of incentives paid to third party partners for referring customers.

Employee Compensation. Employee compensation consists of salaries, incentives and benefits (excluding share-based payments which are disclosed separately) earned by our employees. Employee compensation includes costs related to the various functions of the Company, including technology, sales and marketing, operations, as well as various business support functions.

Share-Based Payments. Share-based payments consist of our equity-settled share-based compensation earned by our employees, directors and consultants.

Depreciation. Depreciation consists of depreciation of property and equipment, primarily point-of-sale equipment, office and computer equipment, furniture and fixtures, leasehold improvements and right of use assets over buildings. We calculate depreciation using the straight-line method over the useful life of the relevant asset or over the remaining lease term, as applicable.

Amortization. Amortization consists primarily of amortization of intangible assets, which consist of internally generated and externally purchased software that is used in providing processing services to customers. It also includes trademarks, technologies, distributor commission buyouts and partner and merchant relationships that are acquired by the Company. Distributor commission buyouts represent amounts paid to independent sales organizations to buy out their rights to future residual commission payments. These intangible assets are amortized on a straight-line basis over the course of the relevant asset's useful life.

Selling, general and administrative expenses also consist of professional fees, transaction losses, contingent consideration adjustments and other expenses.

We anticipate increases in selling, general and administrative expenses as we invest in our business such as our sales force and brand awareness. Please refer to the section entitled "Risks Relating to Regulation" of our AIF.

Net Finance Costs

Net finance costs primarily represent amounts associated with:

Interest on Loans and Borrowings. Interest expense consists primarily of interest incurred on term loans outstanding under the credit facilities. We anticipate an increase on interest on loans and borrowings in future periods as a result of the entry into the New reducing revolving facility in connection with the closing of the Paya acquisition in February 2023.

Change in Fair Value of Share Repurchase Liability. When the Company enters into an automatic share purchase plan, it recognizes a share repurchase liability. The share repurchase liability is a financial liability accounted for at fair value through profit or loss, and as such, is remeasured at fair market value until it is settled or upon termination of the agreement, with fair value changes being recognized in finance costs.

Interest Income on Advances to Third Parties. Commencing in 2018, we issued advances to a third-party independent sales organization. Under the agreements with the third-party independent sales organization, we acquired the rights to cash flows from a portfolio of merchant contracts. The agreements provide for minimum guaranteed payments for the first three years. After the first three years, the portfolio of merchants is fixed, and the cash flows are no longer guaranteed at which point the receipts flow through the consolidated statement of profit or loss.

Interest Income. Interest income consists of interest received on cash and cash equivalents held by the Company.

Loss (Gain) on Foreign Currency Exchange

Loss (gain) on foreign currency exchange results from monetary items that are held by the Company or its subsidiaries in a currency different than its functional currency. These items are translated into the functional currency using the exchange rates prevailing at the date of the transactions or when the items are re-measured at the end of the reporting period. The resulting gains and losses subsequently being recognized are recorded in loss (gain) on foreign currency exchange.

Income Tax Expense

Income tax expense comprises current and deferred taxes. Current and deferred taxes are recognized in profit or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive income (loss).

Results of Operations

The following table outlines our consolidated profit or loss and comprehensive income or loss information for the three months ended March 31, 2023 and 2022:

	Three months ended	
	March 31	
	2023	2022
	\$	\$
(In thousands of US dollars except for share and per share amounts)		
Revenue	256,498	214,544
Cost of revenue	54,596	46,916
Gross profit	201,902	167,628
Selling, general and administrative expenses	194,618	146,812
Operating profit	7,284	20,816
Finance income	(5,375)	(631)
Finance cost	18,468	7,741
Net finance cost	13,093	7,110
Loss (gain) on foreign currency exchange	(1,398)	580
Income (loss) before income tax	(4,411)	13,126
Income tax expense	3,878	8,612
Net income (loss)	(8,289)	4,514
Other comprehensive loss		
Foreign operations – foreign currency translation differences	5,058	(4,862)
Comprehensive loss	(3,231)	(348)
Net income (loss) attributable to:		
Common shareholders of the Company	(9,778)	3,003
Non-controlling interest	1,489	1,511
	(8,289)	4,514
Weighted average number of common shares outstanding		
Basic	139,655,258	142,862,946
Diluted	139,655,258	146,604,820
Net income (loss) per share attributable to common shareholders of the Company		
Basic	(0.07)	0.02
Diluted	(0.07)	0.02

The following table summarizes our revenue by geography based on the billing location of the merchant for the three months ended March 31, 2023 and 2022.

	Three months ended March 31		Change	
	2023	2022		
(In thousands of US dollars, except for percentages)	\$	\$	\$	%
Revenue				
Europe, Middle East and Africa	119,825	124,587	(4,762)	(4)
North America	124,719	80,665	44,054	55
Latin America	10,816	6,425	4,391	68
Asia Pacific	1,138	2,867	(1,729)	(60)
	256,498	214,544	41,954	20

Results of Operations for the Three Months Ended March 31, 2023 and 2022

Revenue

	Three months ended March 31		Change	
	2023	2022		
(In thousands of US dollars, except for percentages)	\$	\$	\$	%
Revenue	256,498	214,544	41,954	20

For the three months ended March 31, 2023, revenue increased by \$42.0 million or 20% as compared to the three months ended March 31, 2022. Revenue was slightly above the range of our financial outlook of between \$248 million and \$256 million. The increase in revenue mainly reflects the contribution of revenue from our acquisitions of \$30.4 million. Revenue was also impacted unfavorably by changes in foreign currency exchange rates year-over-year by \$6.1 million, as well as a decrease in year-over-year revenue from our digital assets and cryptocurrency vertical, which offset organic revenue growth. For the three months ended March 31, 2023, Organic revenue at constant currency was \$232.2 million and Organic revenue growth at constant currency was 8%. See "Non-IFRS and Other Financial Measures".

Total volume increased to \$42.4 billion for the three months ended March 31, 2023 from \$29.2 billion in the three months ended March 31, 2022, an increase of \$13.2 billion or 45%. Total volume was above the range of our financial outlook of between \$39.5 billion and \$41 billion mostly driven by our organic eCommerce volume. Total volume at constant currency was \$43.2 billion, an increase of 48% over the same period.

Cost of Revenue

	Three months ended March 31		Change	
	2023	2022	\$	%
(In thousands of US dollars, except for percentages)				
Cost of revenue	\$54,596	\$46,916	7,680	16
As a percentage of revenue	21.3 %	21.9 %		

For the three months ended March 31, 2023, cost of revenue increased compared to the three months ended March 31, 2022, mainly as a result of the Paya acquisition.

Cost of revenue as a percentage of revenue decreased from 21.9% for the three months ended March 31, 2022 to 21.3% for the three months ended March 31, 2023 mainly due to a more favorable revenue mix.

Selling, General and Administrative Expenses

	Three months ended March 31		Change	
	2023	2022		
(In thousands of US dollars, except for percentages)	\$	\$	\$	%
Selling, general and administrative expenses				
Commissions	38,299	27,798	10,501	38
Employee compensation	45,721	37,799	7,922	21
Share-based payments	35,573	37,187	(1,614)	(4)
Depreciation and amortization	27,656	26,443	1,213	5
Professional fees	28,665	7,650	21,015	275
Other	18,704	9,935	8,769	88
	194,618	146,812	47,806	33

For the three months ended March 31, 2023, selling, general and administrative expenses increased by \$47.8 million or 33% as compared to the three months ended March 31, 2022 primarily due to the following:

Commissions. During the three months ended March 31, 2023, commission expense increased by \$10.5 million or 38% as compared to the three months ended March 31, 2022. The increase was primarily due to the contribution from the Paya acquisition, partly offset by lower commissions stemming from distributor commission buyouts.

Employee Compensation. During the three months ended March 31, 2023, employee compensation increased by \$7.9 million or 21% as compared to the three months ended March 31, 2022. The employee compensation includes costs related to the various functions of the Company, including technology, sales and marketing, human resources, and administration. The increase year-over-year mainly reflects higher headcount from the Paya acquisition as well as organic growth, including those in direct sales and account management to drive future growth and execute on our strategy.

Share-based Payments. For the three months ended March 31, 2023, share-based payments decreased by \$1.6 million as compared to the three months ended March 31, 2022. Of the \$35.6 million of the share-based payments for the three months ended March 31, 2023, \$11.8 million related to awards with an exercise price or share price performance condition in excess of \$100.00. As at March 31, 2023, unrecognized share-based payments were approximately \$196.9 million of which \$59.7 million related to awards with an exercise price or share price performance condition in excess of \$100.00.

Depreciation and Amortization. Depreciation of property and equipment expenses and amortization of intangible assets for the three months ended March 31, 2023 increased by \$1.2 million or 5% as compared to the three months ended March 31, 2022. The increase was mainly due to higher amortization of intangible assets acquired as part of the Paya acquisition.

Professional Fees. For the three months ended March 31, 2023, professional fees increased by \$21.0 million compared to the three months ended March 31, 2022. The increase mainly reflected acquisition costs of \$15.5 million for the Paya acquisition as well as fees related to ongoing integration activities.

Other. For the three months ended March 31, 2023, other expenses increased by \$8.8 million compared to the three months ended March 31, 2022. The increase was mostly due to higher information technology expenses as well as higher marketing expenses, and to a lesser extent, to the Paya acquisition.

Net Finance Cost

	Three months ended March 31		Change	
	2023	2022		
(In thousands of US dollars, except for percentages)	\$	\$	\$	%
Finance income				
Interest on advances to third parties and interest income	(5,375)	(631)	(4,744)	n.m.
Finance cost				
Interest on loans and borrowings (excluding lease liabilities)	17,607	4,893	12,714	260
Other	290	674	(384)	(57)
Net finance cost	13,093	7,110	5,983	84

During the three months ended March 31, 2023, net finance cost increased by \$6.0 million as compared to the three months ended March 31, 2022. The increase was primarily due to the following items:

Interest on advances to third parties and interest income. The increase in finance income of \$4.7 million is mainly due to higher interest income earned on the Company's cash and cash equivalents balance during the three months ended March 31, 2023.

Interest on Loans and Borrowings. The increase of \$12.7 million was mainly due a higher debt balance resulting from the financing related to the Paya acquisition and a higher interest rate environment in the three months ended March 31, 2023.

Loss (Gain) on Foreign Currency Exchange

	Three months ended March 31		Change	
	2023	2022		
(In thousands of US dollars, except for percentages)	\$	\$	\$	%
Loss (gain) on foreign currency exchange	(1,398)	580	(1,978)	n.m.

Gain on foreign currency exchange for the three months ended March 31, 2023 was \$1.4 million compared to a loss of \$0.6 million for the three months ended March 31, 2022. This was mainly due to currency exposure related to U.S. denominated debt and cash and cash equivalents held in our Canadian subsidiary.

Income Taxes

	Three months ended March 31		Change	
	2023	2022	\$	%
(In thousands of US dollars, except for percentages)				
Income tax expense	\$3,878	\$8,612	(4,734)	(55)
Effective tax rate	(87.9)%	65.6 %		

Income tax expense for the three months ended March 31, 2023 was \$3.9 million on loss before income tax of \$4.4 million, representing an effective tax rate of (87.9)% for the period. The effective income tax rate was higher than the Canadian parent's statutory income tax rate of 26.5% because it includes the unfavorable impact of share-based payments of \$35.6 million recognized in the three months ended March 31, 2023 that are non-deductible in most jurisdictions, partially offset by the favorable impact of lower income tax rates in other jurisdictions.

Income tax expense for the three months ended March 31, 2022 was \$8.6 million on income before income tax of \$13.1 million, representing an effective tax rate of 65.6% for the period. This effective tax rate above the statutory tax rate is mainly due to share-based payments of \$37.2 million recognized in the three months ended March 31, 2022 that are non-deductible for tax purposes in certain jurisdictions.

Summary of Quarterly Results and Trend Analysis

(In thousands of US dollars except for per share amounts)	Three months ended							
	Mar. 31,	Dec. 31,	Sep. 30,	Jun. 30,	Mar. 31,	Dec. 31,	Sep. 30,	Jun. 30,
	2023	2022	2022	2022	2022	2021	2021	2021
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	256,498	220,339	197,146	211,294	214,544	211,875	183,932	178,239
Cost of revenue	54,596	50,166	38,363	35,980	46,916	49,115	38,332	33,124
Gross profit	201,902	170,173	158,783	175,314	167,628	162,760	145,600	145,115
Selling, general and administrative expenses	194,618	148,465	149,184	146,505	146,812	140,921	106,076	95,870
Operating profit	7,284	21,708	9,599	28,809	20,816	21,839	39,524	49,245
Finance income	(5,375)	(7,267)	(4,131)	(1,665)	(631)	(550)	(538)	(912)
Finance cost (recovery)	18,468	9,214	7,859	(1,973)	7,741	5,001	5,131	3,432
Net finance cost (income)	13,093	1,947	3,728	(3,638)	7,110	4,451	4,593	2,520
Loss (gain) on foreign currency exchange	(1,398)	4,663	(12,528)	(8,467)	580	(2,486)	727	1,691
Income (loss) before income tax	(4,411)	15,098	18,399	40,914	13,126	19,874	34,204	45,034
Income tax expense	3,878	5,746	5,393	5,831	8,612	7,535	6,202	6,120
Net income (loss)	(8,289)	9,352	13,006	35,083	4,514	12,339	28,002	38,914
Net income per share attributable to common shareholders of the Company								
Basic	(0.07)	0.06	0.08	0.24	0.02	0.08	0.19	0.27
Diluted	(0.07)	0.06	0.08	0.23	0.02	0.07	0.19	0.26
Adjusted EBITDA^(a)	96,282	85,685	81,201	92,853	91,578	91,454	80,943	79,375
Adjusted net income^(a)	64,453	68,036	62,435	74,659	69,056	70,574	62,341	64,506
Adjusted net income per share attributable to common shareholders of the Company^(a)								
Basic	0.45	0.47	0.43	0.52	0.47	0.48	0.44	0.46
Diluted	0.44	0.47	0.43	0.51	0.46	0.47	0.42	0.44

(a) These amounts are non-IFRS measures. See "Non-IFRS and Other Financial Measures" section.

Quarterly Trend Analysis

The quarterly increase in revenue and cost of revenue in the last eight quarters was primarily due to Total volume organic growth, as well as from our acquisitions in the third quarter of 2021 and the Paya acquisition in the first quarter of 2023.

The quarterly increase in selling, general and administrative expenses in the last eight quarters was primarily due to organic growth, acquisitions, as well as higher share-based payments.

The decrease in operating profit in the three months ended December 31, 2021 and following quarters was mainly driven by the increase in share-based compensation expense, primarily due to awards to employees who joined the Company relating to acquisitions completed during the year and other employee grants, as well as higher acquisition and integration costs resulting from the completion of three acquisitions during the third quarter of 2021, as well as the Paya acquisition in the first quarter of 2023. Higher expenses were partially offset by the increase in gross profit during the same period.

Quarterly net income in 2022 was impacted by the increased volatility in the foreign currency exchange rate compared with 2021. The revenue in the three months ended December 31, 2022 was impacted unfavorably by changes in foreign currency exchange rates year-over-year by \$12.2 million. Net income for the three months ended March 31, 2023 was impacted by acquisition costs of \$15.5 million for the Paya acquisition as well as fees related to ongoing integration activities.

Financial Position Data

(In thousands of US dollars, except for percentages)	March 31, 2023	December 31, 2022	Change	
	\$	\$	\$	%
Trade and other receivables	88,396	61,228	27,168	44
Intangible assets	1,364,850	694,995	669,855	96
Goodwill	1,979,436	1,114,593	864,843	78
Total Assets	4,540,418	3,524,669	1,015,749	29
Trade and other payables	166,260	125,533	40,727	32
Loans and borrowings	1,289,162	502,102	787,060	157
Total Liabilities	2,572,013	1,545,179	1,026,834	66
Deficit	(198,748)	(166,877)	(31,871)	19

Trade and other receivables and payables. The increase mainly reflects the Paya acquisition.

Intangible assets and goodwill. The increase was mainly due to the Paya acquisition.

Total liabilities. The increase in total liabilities mainly reflects the New reducing revolving credit facility entered into as part of the Paya acquisition.

Deficit. The increase in deficit of \$31.9 million is mainly explained by the portion of the repurchased shares and the portion of the share repurchase liability recognized in deficit for a total of \$22.1 million as well as a net loss attributable to common shareholders of the Company of \$8.3 million in the three months ended March 31, 2023.

Liquidity and Capital Resources

Overview

Our financial condition and liquidity are and will continue to be influenced by a variety of factors, including:

- Our ability to generate cash flows from our operations;
- The level of our outstanding indebtedness and the interest we are obligated to pay on this indebtedness; and
- Our capital expenditure requirements.

The general objectives of our capital management strategy are to ensure sufficient liquidity to pursue our organic growth strategy and undertake selective acquisitions, while maintaining a strong credit profile and a capital structure that maintains total leverage ratio within the limits set in the credit facilities.

Our primary source of liquidity is cash from operations, debt and equity financing. Our principal liquidity needs include investment in our selective acquisitions and product and technology, as well as operations, selling, general and administrative expenses and debt service.

Our capital is composed of net debt and shareholders' equity. Net debt consists of interest-bearing debt less cash and cash equivalents. Our use of capital is to finance business acquisitions, working capital requirements and capital expenditures.

We fund those requirements out of our internally generated cash flows and funds drawn from our long-term credit facilities or via equity financings.

The primary measure we use to monitor our financial leverage is our total leverage ratio, defined as the ratio of consolidated net debt outstanding, calculated as long-term debt less unrestricted cash, to consolidated adjusted EBITDA, calculated in accordance with the terms of the credit agreement for our credit facility. Under our Amended and restated credit facility, we must maintain a total leverage ratio of less than or equal to 7.00 : 1.00 for the current period, with the ratio decreasing year over year every October 1st, until it reaches 6.50 : 1.00 for the period after September 30, 2023.

Under the New reducing revolving credit facility, we must maintain a total leverage ratio of less than or equal to 4.50 : 1.00 for test period before September 30, 2023, and with the ratio decreasing by 0.25 : 1.00 on October 1, 2023 and every six months thereafter, until it reaches 3.50 : 1.00 on March 31, 2025. The Company must also maintain its interest coverage ratio above 2.50 : 1.00. The interest coverage ratio considers the Company's consolidated adjusted EBITDA, calculated in accordance with the terms of the agreement, to consolidated cash interest expense. As at March 31, 2023, the Company was in compliance with all applicable covenants.

We believe that the Company's available cash and cash equivalents, cash flows generated from operations, loans and borrowings will be sufficient to meet our projected operating and capital expenditure requirements for at least the next 12 months.

Credit Facilities

Our Amended and restated credit facility is comprised of term loan facilities of \$503.0 million. Outstanding principal of the term loan is payable quarterly at an annual rate of 1.00% and the remaining balance will be payable at maturity on September 28, 2025. The Company also has a revolving credit facility of \$385.0 million, of which \$32.0 million was drawn as of March 31, 2023. The maturity of the revolving facility is September 28, 2024.

On February 22, 2023, concurrent with the completion of the Paya acquisition, we entered into a New reducing revolving credit facility in an amount of \$800.0 million. Commencing on June 30, 2023, the commitments in respect of this facility will automatically be permanently reduced by \$10 million on the last day of each fiscal quarter. The maturity date of this facility is September 28, 2025.

As at March 31, 2023, we had letters of credit issued totaling \$46.1 million (\$46.1 million as at December 31, 2022).

For more information on the Company's loans and borrowings, refer to Note 7 of our Interim Financial Statements and Note 12 of the audited annual consolidated financial statements for the year ended December 31, 2022.

Use of proceeds from Nasdaq Listing

On October 8, 2021, we completed our Nasdaq listing for aggregate gross proceeds of approximately \$424.8 million. On February 22, 2023, the Company used all of the net proceeds received as part of our Nasdaq listing as part of the consideration paid for the Paya acquisition. This is consistent with our stated use of the net proceeds from our Nasdaq listing, which included growth initiatives such as acquisitions or strategic investments in complementary businesses, services, products or technologies.

Cash Flows

	Three months ended March 31		Change	
	2023	2022	\$	%
(In thousands of US dollars, except for percentages)	\$	\$	\$	%
Cash flow from (used in):				
Operating Activities	56,782	65,734	(8,952)	(14)
Investing Activities	(1,437,456)	(9,148)	(1,428,308)	n.m.
Financing Activities	761,774	(76,337)	838,111	n.m.
Effect of movements in exchange rates on cash	43	6,213	(6,170)	(99)
Net increase in cash and cash equivalent	(618,857)	(13,538)	(605,319)	n.m.
Cash and cash equivalent – beginning of period	751,686	748,576	3,110	–
Cash and cash equivalent - end of period	132,829	735,038	(602,209)	(82)

Cash Flows From Operating Activities

For the three months ended March 31, 2023, \$56.8 million of cash was generated from operating activities compared to \$65.7 million for the three months ended March 31, 2022. The decrease was mainly driven by professional fees paid for the Paya acquisition during the three months ended March 31, 2023.

Cash Flows Used in Investing Activities

For the three months ended March 31, 2023, \$1,437.5 million of cash was used in investing activities. This resulted primarily from the cash consideration, net of cash acquired, for the Paya acquisition of \$1,378.7 million, an equity investment of \$25.0 million and the acquisition of distributor commissions of \$20.2 million. For the three months ended March 31, 2022, \$9.1 million of cash was used in investing activities, mainly due to intangible assets acquisition.

Cash Flows From (Used in) Financing Activities

For the three months ended March 31, 2023, \$761.8 million of cash was generated from financing activities mainly reflecting the borrowing under the New reducing revolving credit facility and was partially offset by \$56.0 million used to repurchase and cancel approximately 1.4 million Subordinate Voting Shares under the NCIB. For the three months ended March 31, 2022, \$74.8 million of cash was used to repurchase and cancel approximately 1.2 million Subordinate Voting Shares under the NCIB.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures, or capital resources. We may, from time to time, be contingently liable with respect to litigation and claims that arise in the normal course of operations.

Related Party Transactions and Executive Compensation

We have no related party transactions other than those presented in Note 14 in the Interim Financial Statements.

Financial Instruments and Other Instruments

In the ordinary course of its business activities, we are exposed to various market risks that are beyond our control, including fluctuations in foreign exchange rates and interest rates, and that may have an adverse effect on the value of Nuvei's financial assets and liabilities, future cash flows and profit. Our policy with respect to these market risks is to assess the potential of experiencing losses and the consolidated impact thereof, and to mitigate these market risks as is deemed appropriate. A more detailed description of these risks and how the Company manages them, is provided in section entitled "Financial Instruments and Other Instruments" of the Company's 2022 Annual MD&A. The Company's exposure to and management of these risks have not changed materially since December 31, 2022, other than as noted within this MD&A. Please refer to the "Risks Relating to Our Business and Industry" section of the AIF for the year ended December 31, 2022 for additional information about the material risks we face in our business.

Credit and Concentration Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from our cash and cash equivalents, trade and other receivables, segregated funds and processor deposits. The carrying amounts of these financial assets represent the maximum credit exposure.

Cash, Segregated Funds and Processor Deposits

The credit risk related to financial institutions that hold cash and cash equivalents, segregated funds and processor deposits is managed as we seek to maintain funds with highly-rated financial institutions and to maintain a diversified group of financial institutions. We had no adverse impact to date from the recent U.S. regional bank failures.

Trade and Other Receivables

We provide credit to our customers in the normal course of business. We evaluate the creditworthiness of the corresponding counterparties at least at the end of each reporting period and on a specific circumstance basis. Our extension of credit to customers involves considerable judgment and is based on an evaluation of each customer's financial condition and credit history. We have established various internal controls designed to mitigate credit risk, including credit limits and payment terms that are reviewed and approved by the Company. Any impaired trade receivables are mostly due from customers that are experiencing financial difficulties.

There is a concentration of credit risk as of March 31, 2023, with respect to our receivables from our main processor and sponsor banks in North America, which represented approximately 38% (December 31, 2022 – 26%) of trade and other receivables.

Foreign Currency Risk

We are exposed to the financial risk related to the fluctuation of foreign exchange rates and the degrees of volatility of those rates. Foreign currency risk is limited to the portion of our business transactions denominated in currencies other than the U.S. dollar. Fluctuations related to foreign exchange rates could cause unforeseen fluctuations in our operating results. We do not currently enter into arrangements to hedge foreign currency risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market rates. We do not account for any fixed interest-rate financial assets or financial liabilities at fair value through profit and loss.

All other loans and borrowings bear interest at floating rates, and we are therefore exposed to the cash flow risk resulting from interest rate fluctuations.

Critical Accounting Policies and Estimates

The preparation of the Interim Financial Statements in conformity with IFRS requires us to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates, judgments and assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized prospectively.

Critical judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the Interim Financial Statements include the following:

Revenue Recognition. The identification of revenue-generating contracts with customers, the identification of performance obligations, the determination of the transaction price and allocations between identified performance obligations, the use of appropriate revenue recognition method for each performance obligation and the measure of progress for performance obligations satisfied over time are the main aspects of the revenue recognition process, all of which require the exercise of judgment and use of assumptions. In addition, we have applied judgment in assessing the principal versus agent considerations for our transaction and processing services.

Fair Value of Share-based Payment Transactions. We recognized compensation expense as a result of equity-settled share-based payment transactions which are valued by reference to the fair value of the related instruments. Fair value of options granted that did not contain a market performance condition was estimated using the Black-Scholes option pricing model. The risk-free interest rate is based on the yield of a zero coupon U.S. government security with a maturity equal to the expected life of the option from the date of the grant. The assumption of expected volatility is based on the average historical volatility of comparable companies for the period immediately preceding the option grant. We do not anticipate paying any cash dividends in the foreseeable future and, therefore, uses an expected dividend yield of zero in the option-pricing model.

When granting share-based payment compensation with performance conditions, we assess whether those performance conditions are market or non-market conditions. Market conditions are taken into account in the fair value estimate on the grant date, using a Monte Carlo simulation and this fair value is not revised subsequently. For non-market conditions, we estimate the expected outcome of the performance targets and revise those estimates and related expense until the final outcome is known.

When issuing share-based payments in exchange for services rendered by an external party, the Company estimates the fair value of the instruments granted by reference to the fair value of services rendered by the external party, if the services can be measured reliably, instead of the fair value of the equity instrument granted.

Provisions for Losses on Merchant Accounts. Disputes between a cardholder and a merchant arise periodically, primarily as a result of customer dissatisfaction with merchandise quality or merchant services. Such disputes may not be resolved in the merchant's favor. In these cases, the transaction amount is refunded to the customer by the card issuing financial institution, but the financial institution is refunded by us. We then charge back to the merchant the amount refunded to the financial institution. As such, we are exposed to credit risk in relation to the merchant since we assume the repayment to the merchant's customer for the full amount of the transaction even if the merchant has insufficient funds to reimburse us. A provision for losses on merchant accounts is maintained to absorb unrecoverable chargebacks for merchant transactions that have been previously processed and on which revenues have been recorded. The provision for losses on merchant accounts specifically comprises identifiable provisions for merchant transactions for which losses can be estimated. We evaluate the risk for such transactions and estimate the loss for disputed transactions based primarily on historical experience and other relevant factors. We analyze the adequacy of the provision for losses on merchant accounts in each reporting period.

Determining the Fair Value of Identifiable Intangible Assets Following a Business Combination. The Company uses valuation techniques to determine the fair value of identifiable intangible assets acquired in a business combination, which are generally based on a forecast of total expected future net discounted cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the related assets and the discount rate applied as it would be assumed by a market participant.

Recoverable Amount of Goodwill. Our impairment test for goodwill is based on internal estimates of fair value less costs of disposal calculations and uses valuation models such as the discounted cash flows model. Key assumptions on which we have based our determination of fair value less costs of disposal include estimated sales volumes, input costs, and selling, general and administrative expenses as well as the multiples applied to forecasted Adjusted EBITDA. These estimates, including the methodology used, can have a material impact on the respective values and ultimately the amount of any goodwill impairment.

Recoverable Amount of Tax Balances for Recognition of Tax Assets. Deferred income tax assets reflect our estimate of operations of future fiscal years, timing of reversal of temporary differences and tax rates on the date of reversals, which may well change depending on governments' fiscal policies. We must also assess whether it is more likely than not that deferred income tax assets will be realized and determine whether a valuation allowance is required on all or a portion of deferred income tax assets.

New Accounting Standards and Interpretations Adopted or Issued But Not Yet Adopted

The Company has not adopted new accounting standards or interpretations and there are no significant updates to the standards and interpretations issued but not yet adopted described in the December 31, 2022 annual audited consolidated financial statements.

Outstanding Share Data

As of May 5, 2023, our authorized share capital consists of (i) an unlimited number of Subordinate Voting Shares, of which 62,632,004 were issued and outstanding, (ii) an unlimited number of Multiple Voting Shares, of which 76,064,619 were issued and outstanding, and (iii) an unlimited number of Preferred Shares, issuable in series, none of which were outstanding. The Subordinate Voting Shares are "restricted securities" within the meaning of such term under applicable securities laws in Canada.

As of May 5, 2023, there were 2,380,327 stock options outstanding under the Company's legacy stock option plan dated September 21, 2017, 5,892,539 stock options outstanding under the Company's Omnibus Plan and 360,868 stock options outstanding under the Company's Paya Equity Plan.

As of May 5, 2023, there were 57,956 Deferred Share Units, 4,436,954 Restricted Share Units and 1,324,299 Performance Share Units outstanding under the Company's Omnibus Plan, as well as 811,733 Restricted Share Units outstanding under the Company's Paya Equity Plan.

Risk Factors

In addition to all other information set out in this MD&A, our Interim Financial Statements, and our audited annual consolidated financial statements and notes for the fiscal year ended December 31, 2022, the specific risk factors that could materially adversely affect us and/or our business, financial condition and results of operations are disclosed under "Risk Factors" in our Annual Information Form dated March 8, 2023. Other risks and uncertainties that we do not presently consider to be material, or of which we are not presently aware, may also become important factors that affect our future business, financial condition and results of operations. The occurrence of any of these risks could materially and adversely affect our business, prospects, financial condition, results of operations or cash flow.

Controls and Procedures

Disclosure Controls and Procedures

The Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures (as defined by the Securities and Exchange Commission (the "Commission") in Rule 13a-15(e) under the Exchange Act) for the Company to ensure that material information relating to the Company, including its consolidated subsidiaries, that is required to be made known to the Chief Executive Officer and Chief Financial Officer by others within the Company and disclosed by the Company in reports filed or submitted by it under securities legislation (including the Exchange Act) is (i) recorded, processed, summarized and reported within the time periods specified in securities legislation (including the Commission's rules and forms); and (ii) accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. The Chief Executive Officer and the Chief Financial Officer, along with management, have evaluated and concluded that the Company's disclosure controls and procedures were effective as at March 31, 2023.

Internal Controls over Financial Reporting

Management of the Company, under the supervision of the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. Management, including the Chief Executive Officer and Chief Financial Officer, have assessed the effectiveness of the Company's internal control over financial reporting in accordance with Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management, including the Chief Executive Officer and Chief Financial Officer, have concluded that the Company's internal control over financial reporting was effective as at March 31, 2023.

Change in Internal Controls over Financial Reporting

There were no changes to our internal controls over financial reporting during the three months ended March 31, 2023, that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

Limitations of Controls and Procedures

Management, including the Chief Executive Officer and Chief Financial Officer, believes that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the reality that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Limitations on Scope of Design

The scope of design of internal controls over financial reporting and disclosure controls and procedures excluded the controls, policies, and procedures of Paya which was acquired on February 22, 2023. The Paya contribution to our consolidated statements of profit or loss and comprehensive income or loss for the three months ended March 31, 2023 was 12% on total revenues and was \$1.4 million of net income contribution to our consolidated net loss of \$8.3 million. Additionally, as at March 31, 2023, Paya's current assets and current liabilities, non-current assets and non-current liabilities represented respectively 13%, 12%, 45% and 9% of the consolidated group. The amounts recognized for the assets acquired and liabilities assumed as at the date of these acquisitions are described in Note 4 of the Interim Financial Statements.

Additional Information

Additional information relating to the Company, including the Interim Financial Statements, the audited annual consolidated financial statements for the year ended December 31, 2022, and the AIF is available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

FORM 52-109F2 CERTIFICATION OF INTERIM FILINGS FULL CERTIFICATE

I, Philip Fayer, Chair of the Board of Directors and Chief Executive Officer of Nuvei Corporation, certify the following:

1. Review: I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Nuvei Corporation (the “issuer”) for the interim period ended March 31, 2023.

2. No misrepresentations: Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. Fair presentation: Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. Responsibility: The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in Regulation 52-109 respecting Certification of disclosure in Issuers’ Annual and Interim Filings (c. V-1.1, r. 27), for the issuer.

5. Design: Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the end of the period covered by the interim filings

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.

5.1 Control framework: The control framework the issuer’s other certifying officer(s) and I used to design the issuer’s ICFR is Internal Control – Integrated Framework (COSO 2013 Framework) published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 ICFR – material weakness relating to design: N/A

5.3 Limitation on scope of design: The issuer has disclosed in its interim MD&A:

(a) the fact that the issuer’s certifying officer(s) and I have limited the scope of our design of DC&P and ICFR to exclude controls, policies and procedures of

(i) N/A;

(ii) N/A;

(iii) businesses that the issuer acquired not more than 365 days before the last day of the period covered by the interim filings; and

(b) summary financial information about the businesses that the issuer acquired that has been consolidated in the issuer's financial statements.

6. Reporting changes in ICFR:

The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2023 and ended on March 31, 2023 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: May 10, 2023

/s/ Philip Fayer

Philip Fayer
Chair of the Board of Directors and Chief Executive Officer

FORM 52-109F2 CERTIFICATION OF INTERIM FILINGS FULL CERTIFICATE

I, David Schwartz, Chief Financial Officer of Nuvei Corporation, certify the following:

1. Review: I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Nuvei Corporation (the “issuer”) for the interim period ended March 31, 2023.

2. No misrepresentations: Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. Fair presentation: Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. Responsibility: The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in Regulation 52-109 respecting Certification of disclosure in Issuers’ Annual and Interim Filings (c. V-1.1, r. 27), for the issuer.

5. Design: Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the end of the period covered by the interim filings

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.

5.1 Control framework: The control framework the issuer’s other certifying officer(s) and I used to design the issuer’s ICFR is Internal Control – Integrated Framework (COSO 2013 Framework) published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 ICFR – material weakness relating to design: N/A

5.3 Limitation on scope of design: The issuer has disclosed in its interim MD&A:

(a) the fact that the issuer’s certifying officer(s) and I have limited the scope of our design of DC&P and ICFR to exclude controls, policies and procedures of

(i) N/A;

(ii) N/A;

(iii) businesses that the issuer acquired not more than 365 days before the last day of the period covered by the interim filings; and

(b) summary financial information about the businesses that the issuer acquired that has been consolidated in the issuer's financial statements.

6. Reporting changes in ICFR: The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2023 and ended on March 31, 2023 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: May 10, 2023

/s/ David Schwartz
David Schwartz
Chief Financial Officer