



**HUMAN RESOURCES AND COMPENSATION COMMITTEE  
CHARTER**

## TABLE OF CONTENTS

	Page
I. Purpose.....	1
II. Duties and Responsibilities .....	1
A. Executive Officer Appointments, Evaluation and Succession Planning .....	1
B. Executive Compensation .....	1
C. Human Capital Management.....	2
III. Evaluation of the HRC Committee and Report to Board .....	2
IV. Outside Advisors .....	3
V. Membership.....	3
VI. Committee Chair Position Description .....	3
VII. Appointment and Term.....	4
VIII. Procedures for Meetings .....	4
IX. Quorum and Voting.....	5
X. Secretary.....	5
XI. Vacancies .....	5
XII. Records.....	5
XIII. Review of Charter .....	5

## **I. PURPOSE**

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The Human Resources and Compensation Committee (the "**HRC Committee**") of Nuvei Corporation (the "**Corporation**") is responsible for (a) overseeing the appointment, compensation, evaluation and succession of the executive officers of the Corporation, including the Chief Executive Officer (the "**CEO**", and together with the other executive officers, collectively the "**Executive Officers**"); (b) overseeing the Corporation's executive compensation principles, policies and programs; and (c) overseeing the Corporation's human capital management practices, including talent management, health and safety, and diversity, equity and inclusion.

## **II. DUTIES AND RESPONSIBILITIES**

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The HRC Committee shall perform the functions customarily performed by human resources and compensation committees and any other functions assigned by the Board. In particular, the HRC Committee shall have the following duties and responsibilities:

### **A. EXECUTIVE OFFICER APPOINTMENTS, EVALUATION AND SUCCESSION PLANNING**

1. Oversee the existence of appropriate succession planning systems and processes for the Executive Officers and other key senior management positions, including processes to identify, develop and retain potential successors, as well as policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO.
2. Approve the succession plan for each Executive Officer as may be required.
3. Review the CEO's assessment of existing management resources and plans for ensuring that qualified personnel will be available as required for succession of each Executive Officer.
4. Recommend the appointment of Executive Officers.
5. Review and evaluate the performance of the Executive Officers against pre-set goals and objectives approved by the HRC Committee.

### **B. EXECUTIVE COMPENSATION**

1. Oversee and recommend for approval by the Board the executive compensation principles, policies and programs, as well as all grants of equity-based incentives, based on the principle that the Corporation's executive compensation should be designed to nurture an entrepreneurial and performance-oriented culture that promotes outstanding service and support to the Corporation's business partners.

2. Consider and recommend annually, or as required, all forms of short-term and long-term compensation for the Executive Officers.
3. Review the "Compensation Discussion & Analysis" and related executive compensation disclosure for inclusion in the Corporation's management information circular.
4. Review with the CEO any proposed major changes in organization or personnel.
5. Review, monitor, report, and where appropriate, provide recommendations to the Board on the Corporation's exposure to risks related to executive compensation policies and practices, if any, and identify compensation policies and practices that mitigate any such risk.
6. Select, retain and replace any independent consultant to advise the HRC Committee on executive compensation, including determining the services to be provided by the consultant and fixing its fees and other retention terms.
7. Evaluate and monitor the independence, objectivity and performance of the compensation consultant and implement such policies and procedures as may be necessary to prevent conflicts of interest with respect to such consultant, including the pre-approval of any services provided by the consultant to the Corporation or any of its subsidiaries.

### **C. HUMAN CAPITAL MANAGEMENT**

1. Oversee the Corporation's policies and practices with respect to human capital management matters relevant to the Corporation's employees, including talent management, workplace health and safety, company culture, employee engagement, pay equity, and the general approach to broad-based compensation, benefits and employee growth and development practices.

### **III. EVALUATION OF THE HRC COMMITTEE AND REPORT TO BOARD**

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1. The HRC Committee shall evaluate and review with the Board, on an annual basis, the performance of the HRC Committee as a whole as well as the performance of each individual member while taking into account: (i) in the case of the HRC Committee as a whole, this Charter, and (ii) in the case of an individual member, the applicable position description(s), as well as the competencies and skills each individual director is expected to contribute to the HRC Committee.

2. The HRC Committee shall report to the Board periodically on the HRC Committee's activities.

#### **IV. OUTSIDE ADVISORS**

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The HRC Committee shall have the authority to engage outside legal counsel, compensation consultants and such other outside advisors as it deems necessary or appropriate to assist the HRC Committee in the performance of its functions. The Corporation shall provide appropriate compensation for such advisors as determined by the HRC Committee.

#### **V. MEMBERSHIP**

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The HRC Committee shall consist of such number of directors, in no event to be less than three, as the Board may from time to time by resolution determine. All of the members of the HRC Committee shall be independent of the Corporation as determined by the Board and as set out in applicable laws, rules, regulations and listing requirements of the Toronto Stock Exchange and the Nasdaq Stock Market, LLC.

The CEO shall have the right to receive all notices and attend all meetings of the HRC Committee as a non-voting observer, provided however, that the CEO shall not be entitled to attend any executive session of the HRC Committee held in the absence of management. In addition, the CEO shall be required to excuse himself from any portion of any meeting of the HRC Committee with respect to which the CEO has an interest (including, but not limited to, any voting or deliberation on, or any other matters relating to the CEO's compensation or the evaluation of the CEO's performance).

#### **VI. COMMITTEE CHAIR POSITION DESCRIPTION**

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The HRC Committee Chair shall be appointed by the Board and shall be independent of the Corporation. The HRC Committee Chair leads the HRC Committee in all aspects of its work and is responsible for effectively managing the affairs of the HRC Committee and ensuring that it is properly organized and functions efficiently. More specifically, the HRC Committee Chair shall:

- A. Provide leadership to enable the HRC Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this Charter, and as otherwise may be appropriate;
- B. In consultation with the Board Chair, the Lead Director, and the CEO, ensure that there is an effective relationship between management and the members of the HRC Committee;
- C. Chair meetings of the HRC Committee;

- D. In consultation with the Board Chair, the Lead Director, the Corporate Secretary and the Executive Officers, determine the frequency, dates and locations of meetings of the HRC Committee;
- E. In consultation with the Executive Officers and any person designated by the CEO as responsible for the Corporation's human resources, review the annual working plan and the meeting agendas to ensure all required business is brought before the HRC Committee to enable it to efficiently carry out its duties and responsibilities;
- F. Ensure, in consultation with the Board Chair, that all items requiring the HRC Committee's approval are appropriately tabled;
- G. Ensure the proper flow of information to the HRC Committee and review, with the Executive Officers and the Corporate Secretary, the adequacy and timing of materials in support of management's proposals;
- H. Report to the Board on the matters reviewed by, and on any decisions or recommendations of, the HRC Committee at the next meeting of the Board following any meeting of the HRC Committee; and
- I. Carry out any special assignments or any functions as requested by the Board.

## **VII. APPOINTMENT AND TERM**

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The Board shall recommend nominees for appointment to the HRC Committee annually and as vacancies or newly created positions occur. The members of the HRC Committee shall be appointed by resolution of the Board to hold office from the time of their appointment until the next annual meeting of the shareholders, or until their successors are so appointed. Committee members may be removed by the Board at any time.

## **VIII. PROCEDURES FOR MEETINGS**

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The HRC Committee shall fix its own procedures at meetings and for the calling of meetings. The HRC Committee will meet as necessary. The HRC Committee shall meet in an executive session in the absence of management at each regularly scheduled meeting. The Chair of the HRC Committee, in consultation with the other HRC Committee members, shall determine the frequency and length of the HRC Committee meetings and shall set meeting agendas consistent with this Charter.

The HRC Committee may invite any directors, officers or employees of the Corporation or any other person to attend meetings of the HRC Committee to assist in the discussion and examination of the matters under consideration by the HRC Committee. As stated, the CEO shall have the right to receive all notices and attend all meetings of the HRC Committee as a non-voting observer, provided that the CEO shall be required to excuse himself from any portion of any meeting of the HRC Committee with respect to which the

CEO has an interest, including but not limited to any voting or deliberation on, or any other matters related to, executive compensation.

#### **IX. QUORUM AND VOTING**

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Unless otherwise determined from time to time by resolution of the Board, two members of the HRC Committee shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the HRC Committee Chair is absent, the Chair of the meeting shall be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by the HRC Committee members, except where only two members are present, in which case any question shall be decided unanimously.

#### **X. SECRETARY**

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Unless otherwise determined by resolution, the Corporate Secretary of the Corporation or their delegate shall be the Secretary of the HRC Committee.

#### **XI. VACANCIES**

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Vacancies at any time occurring shall be filled by resolution of the Board.

#### **XII. RECORDS**

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The HRC Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly its activities and recommendations to the Board as appropriate.

#### **XIII. REVIEW OF CHARTER**

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The HRC Committee will annually review and assess the adequacy of this Charter and recommend to the Board any proposed changes for consideration. The Board may amend this Charter at any time, as required.