



**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
CHARTER**

TABLE OF CONTENTS

	Page
I. Purpose.....	1
II. Duties and Responsibilities	1
A. Board Composition, Corporate Governance and Compliance	1
B. Ethics, Integrity and ESG Matters.....	3
III. Evaluation of the CGN Committee and Report to Board	4
IV. Outside Advisors	4
V. Membership.....	4
VI. Committee Chair Position Description	4
VII. Appointment and Term.....	5
VIII. Procedures for Meetings	5
IX. Quorum and Voting.....	6
X. Secretary.....	6
XI. Vacancies	6
XII. Records.....	6
XIII. Review of Charter	6

I. PURPOSE

The Corporate Governance and Nominating Committee (the "**CGN Committee**") of Nuvei Corporation (the "**Corporation**") is responsible for: (a) developing the Corporation's approach to governance issues, policies and practices; (b) subject to any investor rights agreement or similar agreements which may exist from time to time between the Corporation and certain shareholders (the "**Investor Agreements**"), reviewing the composition, contribution and performance of the Board of Directors (the "**Board**") and its members and recommending Board nominees and directors for appointment to Board committees; (c) overseeing the orientation and continuing education programs for directors; (d) helping to maintain an effective working relationship between the Board and management; and (e) overseeing the Corporation's policies and practices with regards to ethics and integrity as well as environment, social and governance ("**ESG**") matters.

II. DUTIES AND RESPONSIBILITIES

The CGN Committee shall perform the functions customarily performed by governance and nominating committees and any other functions assigned by the Board. In particular, the CGN Committee shall have the following duties and responsibilities:

A. BOARD COMPOSITION, CORPORATE GOVERNANCE AND COMPLIANCE

1. Subject to the nomination rights set out in the Investor Agreements, develop procedures and criteria for the selection of directors that include, amongst other things:
 - a. periodically reviewing the size and composition of the Board and its committees to ensure effective decision-making;
 - b. regularly assessing the competencies, skills, personal qualities, availability, geographical representation, business background, experience and diversity of the Board members in light of (i) the current needs, challenges, and strategic priorities of the Board, the Corporation and each committee, (ii) applicable legal requirements and requirements under the listing rules of both the Toronto Stock Exchange (the "**TSX**") and the Nasdaq Stock Market, LLC (the "**Nasdaq**"), and (iii) the principles set forth in the Board Diversity Policy;
 - c. reviewing candidates' qualifications for membership on the Board or a committee of the Board, including making a specific determination as to the independence of each candidate, based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards

that may be required under law or Nasdaq rules for Audit Committee or other committee membership purposes); and

- d. assessing the performance of current directors who are eligible for re-nomination to the Board or re-appointment to any Board committees.
2. Oversee searches to identify qualified individuals for membership on the Board and its committees, including the retention of any independent recruiting firm to assist in such searches.
3. Subject to the nomination rights set out in the Investor Agreements, recommend to the Board the list of nominees for election as directors at the annual meeting of shareholders.
4. Subject to the nomination rights set out in the Investor Agreements, recommend to the Board candidates to fill vacancies on the Board occurring between annual meetings of shareholders.
5. In collaboration with the Board Chair, recommend to the Board the appointment of the Lead Director, if necessary, and the chairs and members of each of the committees of the Board.
6. Subject to the nomination rights set out in the Investor Agreements, develop and implement a Board succession planning process, including succession planning for the Board Chair and committee chairs, and review criteria relating to director tenure, such as term limits.
7. Subject to the nomination rights set out in the Investor Agreements, review the criteria for the retention and, if appropriate, removal of directors, such as attendance at Board and committee meetings, conflicts of interest, changes in the criteria underlying a director's appointment, or the assumption of responsibilities that are incompatible with effective Board membership.
8. Recommend to the Board the removal of a director in exceptional circumstances.
9. Oversee the implementation and monitor the effectiveness of the Board Diversity Policy, including the disclosure thereof.
10. Establish an orientation program for new directors to the Board and provide continuing education opportunities for all directors to ensure that directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

11. Ensure that the Board can function independently of management. To this end, arrange for meetings of the independent directors on a regular basis without management or non-independent directors present. In such cases, meetings will be chaired by the Lead Director in the event that the Board Chair is not independent, as determined under applicable laws, rules, regulations and listing requirements.
12. Review periodically, the adequacy and form of the compensation for non-management directors, taking into account the time spent, as well as the responsibilities and risks involved in being an effective director, and making recommendations thereon to the Board.
13. Develop, review and evaluate on a periodic basis the overall approach to corporate governance and the Corporation's corporate governance principles and practices, and reporting and making recommendations thereon to the Board.
14. Review on a periodic basis the latest regulatory requirements, developments and best practices in corporate governance with a view to continuously improving the Corporation's corporate governance standards and reporting and making recommendations thereon to the Board.
15. Review the disclosure of the Corporation's corporate governance principles and practices and the operation thereof required by applicable regulatory authorities or stock exchanges.
16. Oversee the Corporation's compliance with applicable legal and regulatory requirements.
17. Review proposed amendments to the Corporation's articles, by-laws and Investor Agreements before making recommendations to the Board.
18. Review and make recommendations to the Board with respect to the Code of Ethics, Insider Trading Policy, Whistleblower Policy, and Authorization Policy and oversee the Corporation's compliance therewith.
19. Generally advise the Board on all other matters of corporate governance.

B. ETHICS, INTEGRITY AND ESG MATTERS

1. Oversee the Corporation's policies and practices with respect to ethics, integrity and ESG matters as well as the Corporation's public reporting thereon.
2. In collaboration with the Audit Committee, review and monitor compliance with the Code of Ethics and provide a report to the Board on such activities at least annually.

3. Take steps to resolve failures by a member of the Board or of an Executive Officer to comply with policies relating to ESG and ethics matters, including the Code of Ethics.

III. EVALUATION OF THE CGN COMMITTEE AND REPORT TO BOARD

1. The CGN Committee shall evaluate and review with the Board, on an annual basis, the performance of the CGN Committee as a whole as well as the performance of each individual member while taking into account: (i) in the case of the CGN 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 CGN Committee.
2. The CGN Committee shall report to the Board periodically on the CGN Committee's activities.

IV. OUTSIDE ADVISORS

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

V. MEMBERSHIP

The CGN 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 CGN 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 TSX and Nasdaq.

The CEO shall have the right to receive all notices and attend all meetings of the CGN Committee as a non-voting observer, provided however, that the CEO shall not be entitled to attend any executive session of the CGN 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 CGN Committee with respect to which the CEO has an interest.

VI. COMMITTEE CHAIR POSITION DESCRIPTION

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

- A. Provide leadership to enable the CGN 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 CGN Committee;
- C. Chair meetings of the CGN 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 CGN Committee;
- E. In consultation with the Executive Officers, review the annual working plan and the meeting agendas to ensure all required business is brought before the CGN 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 CGN Committee's approval are appropriately tabled;
- G. Ensure the proper flow of information to the CGN 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 CGN Committee at the next meeting of the Board following any meeting of the CGN Committee; and
- I. Carry out any special assignments or any functions as requested by the Board.

VII. APPOINTMENT AND TERM

The Board shall recommend nominees for appointment to the CGN Committee annually and as vacancies or newly created positions occur. The members of the CGN 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

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

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

IX. QUORUM AND VOTING

Unless otherwise determined from time to time by resolution of the Board, two members of the CGN Committee shall constitute a quorum for the transaction of business at a meeting. For any meeting(s) at which the CGN 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 CGN Committee members, except where only two members are present, in which case any question shall be decided unanimously.

X. SECRETARY

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

XI. VACANCIES

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

XII. RECORDS

The CGN 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

The CGN 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.