



## **HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER**

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## **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 the HRC Committee deems appropriate or as may be required by the Board or by applicable law.
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, taking into account the Corporation’s diversity and inclusion strategy.
4. Recommend the appointment of Executive Officers.
5. Review annually the goals and objectives applicable to each Executive Officer and evaluate the performance of the Executive Officers against such goals and objectives and such other factors as the HRC Committee deems appropriate and in the best interest of the Corporation, and recommend to the Board for approval the Executive Officers’ compensation.

### **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 to Executive Officers, based on the principles that the Corporation’s executive compensation (i) should be industry competitive and designed to nurture an entrepreneurial and performance-oriented culture that promotes outstanding service and support to the Corporation’s business partners, (ii) should support the Corporation’s strategic plan and

reward the creation of long-term shareholder value, and (iii) should create and reinforce good conduct and ethical behaviour and promote reasonable risk taking.

2. Make recommendations to the Board with respect to the design of incentive and equity-based compensation plans and oversee the implementation and administration thereof.
3. Review, and recommend for approval by the Board, annually, or more frequently as required, all forms of short-term and long-term compensation for the Executive Officers.
4. Review and make recommendations to the Board with respect to (i) any employment agreements and severance agreements, (ii) any change in control agreements and change in control provisions affecting any elements of compensation and benefits, and (iii) any supplemental retirement benefits and perquisites, in each case provided during and after employment for the Executive Officers.
5. Review and recommend to the Board the Corporation's executive share ownership requirement guidelines and monitor the implementation thereof and compliance therewith.
6. Review the "Compensation Discussion & Analysis" and related executive compensation disclosure for inclusion in the Corporation's management information circular.
7. Review with the CEO any proposed major changes in organization or personnel.
8. 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.
9. 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.
10. Oversee the selection of any benchmark group used in determining compensation or any element of compensation.
11. 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 or any of its affiliates to the Corporation or any of its subsidiaries at the request of management.
12. Approve, or recommend to the Board for approval, a clawback policy that complies with applicable rules and regulations and, once such a policy has been adopted, periodically review the policy and approve, or recommend to the Board, any changes deemed desirable by the HRC Committee.

### **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, diversity, equity and inclusion and the general approach to broad-based compensation, benefits and employee growth and development practices.
2. Oversee processes for the recruitment, training, development and retention of Executive Officers and senior management.

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

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1. The HRC Committee shall evaluate and review with the Corporate Governance and Nominating Committee of the Board, on an annual basis, the performance of 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, and shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor. The Corporation shall provide appropriate compensation for such advisors as determined by the HRC Committee.

The HRC Committee will select or receive advice from any such advisors (other than in-house counsel) only after taking into consideration the following factors enumerated by rules of the Nasdaq Stock Exchange, LLC relating to the engagement of such advisors:

1. the provision of other services to the Corporation by the person that employs the advisor;
2. the amount of fees received from the Corporation by the person that employs the advisor, as a percentage of the total revenue of the person that employs the advisor;
3. the policies and procedures of the person that employs the advisor that are designed to prevent conflicts of interest;
4. any business or personal relationship of the advisor with a member of the HRC Committee;
5. any stock of the Corporation owned by the advisor; and
6. any business or personal relationship of the advisor or the person employing the advisor with an Executive Officer of the Corporation.

## **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 to the extent required to satisfy applicable laws, rules, regulations and stock exchange requirements. The HRC Committee members shall collectively have (i) direct experience in executive compensation matters and (ii) skills and experience that enable the HRC Committee to make decisions on the suitability of compensation policies and practices.

## **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 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;
- E. Ensure, in consultation with the Board Chair, that all items requiring the HRC Committee's approval are appropriately tabled;
- F. 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;
- G. 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;
- H. Pre-approve any services provided by the independent compensation consultant to the Corporation or any of its subsidiaries; 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 appoint members of 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. HRC 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 or any non-independent directors at each regularly scheduled meeting and at special meetings when appropriate. The HRC Committee shall also meet periodically with the independent compensation consultant in the absence of management. 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.

Subject to applicable rules and regulations, the HRC Committee may invite any director, officer or employee of the Corporation or any other person as it deems appropriate to attend meetings of the HRC Committee (or any portion thereof) and to assist in the discussion and examination of the matters under consideration by the HRC Committee, provided that no officer or employee shall attend any portion of any meeting with respect to which they have an interest unless specifically invited by the HRC Committee, and may exclude from all or any portion of its meetings any person it deems appropriate in order to carry out its responsibilities. 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.

The HRC Committee chair or another member of the HRC Committee shall attend annual shareholder meetings in order to respond directly to any questions shareholders may have on executive compensation.

## **IX. QUORUM AND VOTING**

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Unless otherwise determined from time to time by resolution of the Board, a majority of 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 of the HRC Committee, 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. LIMITATION ON DUTIES**

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Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the HRC Committee to ensure the Corporation's compliance with applicable laws or regulations.

In contributing to the HRC Committee's discharge of its duties under this Charter, each member shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member a standard of care or diligence that is in any way more onerous or extensive than the standards to which the members of the Board are subject.

The HRC Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. The terms contained herein are not intended to give rise to civil liability on the part of the Corporation or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part. Members of the HRC Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information and (ii) the accuracy and completeness of the information provided.

## **XIII. 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.

## **XIV. ACCESS TO INFORMATION AND AUTHORITY**

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The HRC Committee will be granted access to all information, documents, books and records regarding the Corporation that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by the members of the HRC Committee.

## **XV. 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.

**Adopted by the Board of Directors on May 9, 2022  
Last amended on August 8, 2023**