



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.....	5
X. Secretary	5
XI. Vacancies.....	6
XII. Limitation on Duties.....	6
XIII. Records.....	6
XIV. Access to Information and Authority	6
XV. 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 (as may be amended from time to time, the “**Investor Rights 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 to it 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 Rights 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 on the Corporation’s skills matrix (which shall be maintained and reviewed by the CGN Committee periodically), 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. Implement a process to assess and review annually the effectiveness and contribution of the Board, Board committees, Chair of the Board, the Lead Director, the committee chairs and individual directors, and review with the Board the results of each such assessment.
3. 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.
4. Subject to the nomination rights set out in the Investor Rights Agreements, recommend to the Board qualified individuals as nominees for election as directors at the annual meeting of shareholders, and, as required, for appointment to fill vacancies on the Board occurring between annual meetings of shareholders.
5. 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 Rights Agreements, develop and implement a Board succession planning process, including succession planning for the Board Chair and committee chairs, notably by maintaining an evergreen list of qualified potential candidates, and review criteria relating to director age and tenure, such as term limits.
7. Subject to the nomination rights set out in the Investor Rights 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. On an annual basis, review the measures applied by the Corporation to promote diversity, and monitor the effectiveness of the Board Diversity Policy as well as annual and cumulative progress made in achieving its objectives, 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, as well as information regarding the compensation paid at peer companies, and making recommendations thereon to the Board.
13. Overseeing and monitoring the guidelines for director share ownership requirements.
14. Develop, review and evaluate on a periodic basis the overall approach to corporate governance and the Corporation's corporate governance guidelines, principles and practices, and reporting and making recommendations thereon to the Board.
15. 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.
16. Review the public disclosure of the Corporation's corporate governance guidelines, principles and practices and the operation thereof required by applicable regulatory authorities or stock exchanges.
17. Oversee the Corporation's compliance with applicable legal and regulatory requirements.
18. Review proposed amendments to the Corporation's articles, by-laws and Investor Rights Agreements before making recommendations to the Board.
19. Review and make recommendations to the Board with respect to the position descriptions for the Chair of the Board, the Lead Director, and the Chair of each Board Committee.
20. Review the Corporation's shareholder engagement policies and programs and annually report to the Board on the adequacy thereof.
21. 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.

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. Review potential compliance concerns brought to the attention of the CGN Committee, in order to recommend or not, in certain circumstances, to the Board to grant or reject waivers from compliance with the Code of Ethics. The CGN Committee shall also ensure that when such waivers are granted, the Board shall review whether such waiver should be disclosed in accordance with the Disclosure Policy and applicable law.

3. Review, monitor, and, where appropriate, provide recommendations to the Board on the Corporation's exposure to risks related to governance, ethics and any risks relating to ESG matters.

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.
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 to the extent required to satisfy applicable laws, rules, regulations and stock exchange requirements.

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 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;
- E. Ensure, in consultation with the Board Chair, that all items requiring the CGN Committee's approval are appropriately tabled;

- F. 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;
- G. 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
- H. Carry out any special assignments or any functions as requested by the Board.

VII. APPOINTMENT AND TERM

The Board shall appoint members of 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. CGN 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 or any non-independent directors at each regularly scheduled meeting and at special meetings when appropriate. 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.

Subject to applicable rules and regulations, the CGN Committee may invite any director, officer or employee of the Corporation or any other person as it deems appropriate to attend meetings of the CGN Committee (or any portion thereof) and to assist in the discussion and examination of the matters under consideration by the CGN 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 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, a majority of 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 of the CGN Committee, 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. LIMITATION ON DUTIES

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

In contributing to the CGN 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 CGN 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 CGN 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

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.

XIV. ACCESS TO INFORMATION AND AUTHORITY

The CGN 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 CGN Committee.

XV. 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.

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