

## W.A.G PAYMENT SOLUTIONS PLC

(the Company)

### SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR: ROLE PROFILE

#### 1. GOVERNANCE

The senior independent non-executive director of the Company (the **Senior Independent Director**) shall:

- (a) provide a sounding board to the chair of the board of directors of the Company (the **Chair**) and support the delivery of his/her objectives;
- (b) ensure the views of all the other directors of the Company (the **Directors**) are communicated to, and given due consideration by, the Chair;
- (c) taking into account the views of the Company's executive directors (the **Executive Directors**), lead the non-executive directors of the Company (the **Non-Executive Directors**) in the on-going and at least annual evaluation of the Chair's performance (without the Chair present), including communicating results of the evaluation to the Chair;
- (d) meet for confidential discussions with the Non-Executive Directors at least once a year and on such other occasions where they may have concerns which they believe have not been properly considered by the board of directors of the Company (the **Board**) as a whole, without the Chair present, as necessary;
- (e) provide feedback on at least an annual basis to the Board on the independent Non-Executive Directors' collective views on the management, leadership and effectiveness of the Board, including, without limitation, on the following:
  - (i) the perceived quality of the relationship between the Chair and the Chief Executive Officer;
  - (ii) the degree of openness between the Chief Executive Officer and the Board;
  - (iii) the visibility of checks and balances within the Executive Directors' team; and
  - (iv) whether all questions asked by the Non-Executive Directors in the Board meetings have been adequately addressed;
- (f) chair Board meetings or other meetings (or part thereof) in instances where the Chair is not available or may have a conflict of interest;
- (g) if the Board is undergoing a period of stress, work with the Chair and the other Directors, and/or shareholders, as required, to resolve significant issues;
- (h) take responsibility for the orderly succession process of the Chair, working closely with the Nomination Committee and Board when it is considering succession to the role of the Chair of the Board;
- (i) attempt to resolve any dispute between the Chair and the Chief Executive Officer;
- (j) monitor Board stability if decisions are being made without the approval of the full Board, or if strategy is not supported by the entire Board; and

- (k) serve on committees of the Board to improve their knowledge of Company governance.

## **2. SHAREHOLDER AND STAKEHOLDER RESPONSIBILITIES**

The Senior Independent Director shall:

- (a) ensure effective communications with shareholders and other stakeholders, attending general and other meetings where necessary, in order to understand their issues and concerns, and communicate issues to the Board;
- (b) be available for investor presentations as required; and
- (c) be available to shareholders should they have concerns and should they wish to convey their concerns to the Board, other than through the Chair or Chief Executive Officer or other Executive Directors of the Company.

## **3. PERSONAL STANDARDS AND BEHAVIOURS**

The Senior Independent Director shall:

- (a) command the trust and respect of the other Directors and major shareholders so that they are able to raise any concerns which usual channels have not resolved or for which usual channels may not be appropriate;
- (b) ensure constructive relations between the Chair and the Non-Executive Directors;
- (c) exercise good judgement and manage sensitive situations; and
- (d) promote high standards of corporate governance and adhere to the spirit of the principles of the Company and its subsidiaries.