EW EUROWAG

Notice of meeting (“EGM”)

Notice of W.A.G. payment solutions plc Extraordinary General Meeting

W.A.G. payment solutions plc (“Eurowag” or the “Company”) will hold an Extraordinary General Meeting at its registered office
Third Floor (East), Albemarle House, 1 Albemarle Street, London W1S 4HA

Commencing at: **4pm (BST) on Wednesday 3 September 2025.**

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial advisor. If you have recently sold or transferred your shares in W.A.G. payment solutions plc you should forward this document and any accompanying documents, except for any personalised forms, to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of W.A.G. payment solutions plc is Third Floor (East), Albemarle House, 1 Albemarle Street, London W1S 4HA.

Registered in England and Wales No. 13544823.

Contents

Letter from the Chair of the Board

Dear Shareholder,

I am pleased to invite you to an Extraordinary General Meeting of W.A.G. payment solutions plc's shareholders ("**EGM**"). The EGM will be held at 4pm (BST) on Wednesday 3 September 2025 at Third Floor (East), Albemarle House, 1 Albemarle Street, London W1S 4HA.

As previously explained in the 2024 Annual Report we held our normal strategy review in July 2025 and as part of this process management developed a detailed product roadmap and a robust business plan to clearly define the value expected to be created over the next three years.

With strategy reviewed we now need to incentivise the team identified to deliver this value.

The Board's view was that the existing Long-Term Incentive Plan structure embodied in the Directors' Remuneration Policy was not appropriate to reward against delivery of this value and therefore the Board asked the Remuneration Committee, with management's input, to develop a new policy.

This work has now been complete and given no long term incentive awards have been granted this year to senior management while the review was being undertaken and the Board does not want to wait until the normal Annual General Meeting for approval of a new Directors' Remuneration Policy, it is appropriate to call an EGM to seek approval from all our shareholders of this change. Details of the revisions to the Directors' Remuneration Policy and the Long-Term Incentive Plan are set out in the letter from the Chair of the Remuneration Committee on pages 2 and 3.

1. Voting

The Notice of EGM, which follows this letter, sets out the business to be considered at the meeting. Explanatory notes on each resolution are set out on page 5 of this document.

Voting on both of the resolutions to be put to shareholders at the EGM will be conducted by a poll. This is in line with best practice and ensures a more accurate and democratic final result which reflects the voting preferences of all shareholders who have lodged a proxy instruction, not only those who attend the EGM in person.

If you are unable to participate in the EGM in person on the day, please submit a proxy instruction in advance of the proxy deadline, which is 4pm (BST) on 1 September 2025. Guidance on the appointment of proxies, corporate representatives and voting can be found on pages 7 to 9 of this Notice. The results of the voting will be published on the London Stock Exchange and on the Company's website as soon as practicable after the EGM.

2. Recommendation

The Board considers that both of the proposed resolutions set out in this Notice of EGM are in the best interests of the Company and the shareholders as a whole.

The Board recommends that shareholders vote in favour of each of the resolutions at the EGM, which the Directors intend to do in respect of their own beneficial holdings of ordinary shares representing 47.6% of the issued ordinary shares respectively as at 5 August 2025, the Latest Practicable Date before publication of this document.

I want to thank shareholders for their continued support and investment in Eurowag and its vision.

Yours faithfully

Steve Dryden
Chair of W.A.G. payment solutions plc

Letter from the Chair of the Remuneration Committee

Dear Shareholder,

I am writing to you as Chair of the Eurowag Remuneration Committee to explain proposed revisions to our Directors’ Remuneration Policy and consequential changes to our Long-Term Incentive Plan (“LTIP”) rules.

As communicated in my Annual Statement in the 2024 Directors’ Remuneration Report, in July the Board conducted as part of its ongoing business review, a thorough deep dive into Eurowag’s product and technology roadmap and its updated medium-term business plan. As a result, the Board has reviewed the Directors’ long-term incentive scheme against this revised plan, and is proposing to introduce a more focused incentive scheme this year that aligns better with these medium-term targets and which does not increase the overall expected absolute value of the current long-term incentive scheme.

Business context

Eurowag’s ambition of building a digital platform for Europe’s road transport industry – seamlessly integrating software, payments and financial services to help transporters prosper in an otherwise complex environment – has not changed. We are making progress towards building those solutions and the Eurowag team has built a roadmap, aligned with the business strategy, for the next three years. We are therefore seeking to align senior management’s incentives with the targets and milestones set out in the roadmap for the next three years. As the benefits of the platform support top line growth and the organization drives cost discipline, we anticipate real improvement in adjusted cash EBITDA – an important KPI introduced this year.

Proposed Directors’ Remuneration Policy

Our current Directors’ Remuneration Policy was approved by shareholders in 2024 with 96.25% of votes in favour. The hybrid long-term incentive structure provides an appropriate balance between incentivising executives to achieve medium-term targets and retention. An award was made in 2024 but no awards have been made in 2025, given the Board’s focus on reviewing the medium-term business plan. Given the team’s focus on the refreshed three-year business plan, the Remuneration Committee believes it is appropriate to implement a new, one-off, long-term incentive scheme that wholly aligns with delivery of our primary financial measure – adjusted cash EBITDA – over the next three-year period.

Super LTIP

It is proposed that a front-loaded, one-off “Super LTIP” grant of performance shares is made in September 2025 that vests after three years subject to the achievement of stretching cumulative adjusted cash EBITDA targets for the period 2025-2027.

The one-off Super LTIP grant will comprise an award over a fixed number of 3,422,175 shares for the CFO which is equivalent to c.645% of his base salary (equivalent to 215% per annum) based on a share price of 85p[1]. Given the larger grant and our desire to focus reward on the next three-year period, the CFO will not receive any long-term incentive awards in 2026 and 2027 with his next award granted in 2028.

The CFO’s grant will be equal to 645% of salary (or 215% per annum noting that no awards will be made to him in 2026 or 2027) and this is lower than his equivalent existing opportunity of 225% of salary in shares (being 75% of salary in performance shares and 75% of salary in restricted shares and noting that the typical exchange between restricted shares and performance shares is 1:2).

1 85 pence is the estimated three-month average share price prior to 3 September (based on actual share prices from 3 June to 22 July 2025 and then assuming the 22 July price for the remainder of the three-month period to 2 September 2025). The actual pricing basis will be the five-day average share price prior to grant. To the extent the five-day average share price prior to the grant date is higher than 89 pence, the CFO’s number of awards will be reduced to ensure that the total face value of his award is no higher than 675% (225% p.a.) of his base salary, i.e. the prevailing expected value of the LTIP under the current Policy.

To provide alignment across our leadership team, selected senior management will participate in the Super LTIP at lower levels of quantum. The CEO will not receive a Super LTIP award given his existing shareholding in the Company. The proposed Policy will include a Super LTIP award opportunity of 675% (225% of salary per annum) and an exceptional limit of 750% (250% of salary per annum).

Vesting will be subject to the following adjusted cash EBITDA targets:

Cumulative adjusted cash EBITDA[2] (2025-2027)	Vesting
Less than €267 million	0%
€267 million	0%
€355 million or higher	100%
Between €267 million and €355 million	Pro rata vesting between 0% and 100%

2 Adjusted cash EBITDA is defined as adjusted EBITDA less capitalised R&D plus non-cash share-based payments.

The Committee has set appropriately stretching targets which require compound annual growth in adjusted cash EBITDA of more than 15% per annum for full vesting.

The LTIP rules are being amended to accommodate this one-off award – the individual limit is increased on a one-off basis and, in line with latest guidance from The Investment Association, a single 10% in 10 years dilution limit will apply.

Summary

We believe the proposed new long-term incentive arrangement will drive the right decision-making behaviours across the organisation and better align in achieving the Company's medium-term targets. Specifically:

- A front-loaded LTIP (with no awards in 2026 or 2027) provides greater focus on delivering the financial benefits of the roadmap over the period 2025-2027
- It is based on a single measure – adjusted cash EBITDA – which provides greater transparency for participants, is aligned with our primary KPI, and ensures simplicity by avoiding having to set targets annually
- The CFO's award opportunity based on the current share price is lower than (and will never be any higher than) his existing performance share equivalent value of 225% of salary per annum

I hope that you are supportive of the changes we wish to make.

Yours faithfully

Sophie Krishnan
Remuneration Committee Chair
W.A.G. payment solutions plc

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting (“**EGM**”) of W.A.G. payment solutions plc (the “**Company**”) will be held at 4pm (BST) on Wednesday 3 September 2025 at Third Floor (East), Albemarle House, 1 Albemarle Street, London W1S 4HA.

You will be asked to consider and, if thought fit, pass the following resolutions below, which will be proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must be in favour of the resolution.

Ordinary resolutions

Resolution 1

That the proposed new Directors’ Remuneration Policy, set out in the Appendix to this Notice, be approved and take effect upon such approval.

Resolution 2

That:

(a) the amendments to the rules of the W.A.G. payment solutions plc Long-Term Incentive Plan ("**LTIP**") summarised in the Explanatory Notes to this Notice be approved (the amended LTIP rules having been produced to the General Meeting and initialled by the Chair for the purposes of identification); and

(b) the Board be authorised to do all acts and things which they may consider necessary or expedient for the purposes of bringing the amended LTIP rules into effect.

By order of the Board.

Victoria Penrice FCG
Company Secretary
5 August 2025

Explanation of the resolutions

Resolution 1 – Directors' remuneration policy

Resolution 1 seeks authority from shareholders for a new Directors' Remuneration Policy.

The Company's shareholders approved the Company's current Directors' Remuneration Policy ("**DRP**") at the Company's Annual General Meeting held on 16 May 2024.

The long-term incentives element of the DRP is the W.A.G. payment solutions plc Long-Term Incentive Plan ("**LTIP**").

Further to a review of the LTIP terms the Remuneration Committee of the Board is proposing changes to the DRP in respect of the LTIP aspects.

Details of the proposed changes and supporting rationale are set out in the letter from the Chair of the Remuneration Committee of the Board on pages 2 and 3 of this Notice.

A full copy of the proposed new Directors' Remuneration Policy (incorporating the proposed changes to the LTIP aspects of the DRP) is set out in the Appendix to this Notice.

Resolution 2 – Long-term incentive plan

Resolution 2 seeks authority from shareholders to amend the current rules of the LTIP.

The full text of the LTIP rules in their proposed amended form is available for inspection, as noted on page 6 of this Notice (Documents) below.

The LTIP may operate over new issue shares, treasury shares or shares purchased in the market.

The LTIP has a market standard 10% in 10 years "all schemes" dilution limit that looks at the number of new issue shares issued (and that may still be potentially issued) in respect of awards granted under the LTIP (and any other employees' share scheme) in a ten-year period looking back from the end of the calendar year in which the dilution percentage is being tested (but no further back than date of admission of the Company's shares first trading on the London Stock Exchange). This limit also counts treasury shares as new issue shares.

The LTIP also has a 5% "discretionary schemes" inner dilution limits calculated on the same basis as noted above but only in respect of discretionary employees' share schemes.

The first change proposed is the removal of the aforementioned 5% discretionary schemes limit noted above.

The impact of that change is that going forwards only the 10% "all schemes" dilution limit would apply.

Separately the LTIP rules have an individual award limit (regardless of source of shares) that limits normal course awards per financial year per participant to awards over shares with market value (at time of grant) of no more than 150% of the participant's base salary at time of grant.

The second change proposed is an amendment to the rules to permit awards designated by the Remuneration Committee as "Super LTIP awards" to be granted in excess of the aforementioned normal course award limit.

As further detailed in the letter from the Chair of the Remuneration Committee of the Board on pages 2 and 3 of this Notice such "Super LTIP awards":

(i) will relate to participation in the LTIP in respect of a performance period comprising the period 1 January 2025 to 31 December 2027;

(ii) may be awarded over shares with market by reference to up to 675% of the participant's base salary at time of grant or by reference to up to 750% of the participant's base salary at the time of grant in exceptional circumstances; and

(iii) are planned for grant shortly following the General Meeting and may also be granted to others (if any – e.g. joiners) selected by the Remuneration Committee of the Board for participation during the performance period.

Recipients of "Super LTIP awards" will not be considered for any new awards under the LTIP until at least 1 January 2028.

Additional information

Documents

Copies of the documents listed below will be available for inspection at the Company's registered offices at Third Floor (East), Albemarle House, 1 Albemarle Street, London W1S 4HA, during normal business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this document until the time and date of the Extraordinary General Meeting. In addition, these documents will be published separately to this Notice and on the Company's website (https://investors.eurowag.com/):

(i) this document;

(ii) the Articles of Association and the Company's memorandum of incorporation;

(iii) the new Directors' Remuneration Policy; and

(iv) the rules of the Long-Term Incentive Plan

Hard copies of these documents will not be sent to shareholders unless requested by contacting Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, Avon BS99 6ZZ, or by telephoning +20 233 555 111. If hard copies of these documents are requested, they will be sent as soon as possible and in any event within two business days of the request being received.

Administrative notes to the Notice of Extraordinary General Meeting

Website address

1. Information regarding the meeting, including the information required by Section 311A of the Companies Act 2006, is available from https://investors.eurowag.com/

Entitlement to attend and vote

2. Only those holders of ordinary shares registered on the Company's register of members at 6pm on 1 September 2025 or, if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, will be entitled to attend and vote at the meeting and the number of ordinary shares then registered in their respective names will determine the numbers of votes such persons are entitled to cast on a poll at the meeting.

Appointment of proxies

3. Members entitled to vote at the meeting (in accordance with Note 2 above) are entitled to appoint a proxy to vote in their place. If you wish to appoint a proxy, please use the Form of Proxy or follow the instructions in Note 7 below if you wish to appoint a proxy through the CREST electronic proxy appointment service. In the case of joint members, only one need sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding. The completion and return of the Form of Proxy will not stop you attending and voting in person at the meeting should you wish to do so. A proxy need not be a member of the Company.

   You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies, use a separate copy of the form (which you may photocopy) for each proxy and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope. Additional forms may be obtained by contacting the Company's registrars Computershare Investor Services PLC, helpline on 0370 703 0032. Shareholders can access their information at http://www.investorcentre.co.uk/.

4. You can appoint the Chair of the meeting, or any other person. If you wish to appoint someone other than the Chair, cross out the words "the Chair of the meeting" on the Form of Proxy and insert the full name of your appointee.

5. You can instruct your proxy how to vote on each resolution by marking the resolutions "For" and "Against" using the voting methods stated in Notes 6 and 7. If you wish to abstain from voting on any resolution, please mark these resolutions withheld. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. If you do not indicate how your proxy should vote, they can exercise their discretion as to whether, and if so how, they vote on each resolution, as they will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the meeting.

   A company incorporated in England and Wales or Northern Ireland should execute the Form of Proxy under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.

Appointment of proxy

6. You can appoint and instruct a proxy either:

   (i) by logging on to www.eproxyappointment.com and following the instructions. Shareholders will need their shareholder reference number, PIN and control number to submit a proxy vote this way (which will be provided via email or on their paper Form of Proxy);

   (ii) by requesting a hard copy Form of Proxy directly from the registrars, Computershare Investor Services, by telephoning 0370 703 0032; or

   (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

   To be valid, a hard copy Form of Proxy should be lodged with the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, Avon BS99 6ZY. All proxy appointments must be received not later than 48 hours before the time appointed for the meeting or any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.

   If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrars. For further information regarding Proxymity, please go to https://www.proxymity.io/. Your proxy must be lodged by 4pm on 1 September 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Administrative notes to the Notice of Extraordinary General Meeting continued

Appointment of a proxy through crest

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: 3RA50) by the latest time(s) for receipt of proxy appointments specified in the Notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy's appointee through CREST should be communicated to the appointee through other means.

   CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

   The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be lodged at 4pm on 1 September 2025 in respect of the meeting. Any such messages received before such time will be deemed to have been received at such time. In the case of an adjournment, all messages must be lodged with Computershare Investor Services PLC no later than 48 hours before the rescheduled meeting.

Termination of proxy appointments

8. In order to revoke a proxy instruction, you will need to inform the Company. Please send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, Avon BS99 6ZY.

   In the case of a member which is a company, the revocation notice must be executed under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by an officer or attorney whose power of attorney or other authority should be included with the revocation notice.

   If you attempt to revoke your proxy appointment but the revocation is received after the time specified in Note 2 above then, subject to the paragraph directly below, your proxy will remain valid.

   If you submit more than one valid proxy appointment in respect of the same ordinary shares, the appointment received last before the latest time for receipt of proxies will take precedence.

Nominated persons

9. If you are a person who has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights:

   - you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("**Relevant Member**") to be appointed or to have someone else appointed as a proxy for the meeting;
   - if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
   - your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

   If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the notes to the Form of Proxy.

Questions at the meeting

10. Under Section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
    - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
    - the answer has already been given on a website in the form of an answer to a question; or
    - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

    Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.

Corporate representatives

11. A corporation that is a shareholder can appoint one or more corporate representative who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.

Issued shares and total voting rights

12. As at the date of this Notice, the total number of shares in issue is 692,192,189 ordinary shares of 1 penny each. The total number of ordinary shares with voting rights is 692,192,189. On a poll every holder of ordinary shares who is present in person or by proxy shall have one vote for every ordinary share held by them.

Communication

13. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
    - calling Computershare Investor Services PLC's shareholder helpline: 0370 703 0032; and
    - in writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, Avon BS99 6ZZ.

    You may not use any electronic address provided either in this Notice of meeting or in any related documents (including the Form of Proxy for this meeting) to communicate with the Company for any purposes other than those expressly stated.

Attending the EGM

Meeting location:

Third Floor (East), Albemarle House, 1 Albemarle Street, London W1S 4HA

Nearest tube station:

Green Park, Piccadilly, London W1J 9DZ (three minutes' walk from Green Park station, 0.1 miles)

Nearest bus stop:

Green Park bus stop, London W1J 8EU

Available buses:

6, 9, 14, 19, 22, 38, N9, N19, N22, N38 and N97

Nearest car parking:

JustPark 3-9 Old Burlington St, London W1S 3AD

Contact details

Investor relations

W.A.G. payment solutions plc
Third Floor (East), Albemarle House
1 Albemarle Street
London W1S 4HA
investors@eurowag.com
Telephone: +420 233 555 111

Company Secretary

Victoria Penrice FCG

Registrars

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol, Avon BS99 6ZZ
Helpline: +44 (0)370 702 0003

Appendix

Directors' Remuneration Policy

This is the Directors' Remuneration Policy (the "Policy") for the Company as required under the provisions of the Companies Act 2006 and Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended. The Company is submitting the Policy to shareholders for approval at the General Meeting on 3 September 2025. The Policy, once approved, will take effect from that date for a three-year period.

The Policy is the same as that previously approved by shareholders in May 2024 other than it has been amended to facilitate the proposal for Super LTIP awards to Executive Directors. Super LTIP awards will be granted under the Company's existing W.A.G. payment solutions plc Long-Term Incentive Plan ("LTIP"). Shareholder approval for corresponding amendments to the rules of the LTIP to cater for the Super LTIP awards is being sought in general meeting at the same time as shareholder approval is being sought for this Directors' Remuneration Policy.

The Committee undertook a comprehensive review of the Group's Remuneration Policy for senior employees to ensure pay is aligned with the Company's strategy, namely the successful implementation of the roadmap and the associated financial benefits that it will deliver.

The Directors' Remuneration Policy was designed with the following objectives in mind:

- To operate a more focused LTIP by incentivising performance over a discrete three-year period (2025-2027) rather than through overlapping three-year cycles. The Super LTIP awards will be one-off in nature with their participants not participating in further LTIP grants until 2028
- To align our long term reward more closely with our three-year strategy and, in particular, the delivery of the roadmap and the value creation and financial benefits this will bring
- To ensure reward is fair and appropriate such that it attracts, retains and motivates the Executive Directors and senior employees. In setting quantum, the Committee has incorporated the expected value of three LTIP grants under the 2024 Policy into a single normal Super LTIP award opportunity. By not granting other LTIP awards until 2028, there is no change in the overall fair value being granted over the three-year period
- The delivery of a successful roadmap is expected to significantly increase cash EBITDA and therefore, to ensure simplicity and to create greater focus, the Super LTIP will have a single incentive measure – cumulative adjusted cash EBITDA
- To take into account good practice requirements in the UK, incorporating the necessary structural features to ensure a strong alignment to performance and delivery of strategic goals

Changes to the Directors' Remuneration Policy

The main change to the 2025 Policy relates to the inclusion of the Super LTIP awards:

- Long-term incentives: Executive Directors (excluding the current CEO but including any new Executive Director appointments over the life of the new Policy may receive a one-off Super LTIP award in 2025 or shortly after joining. Participation in the Super LTIP will preclude any subsequent grants of normal LTIP awards (performance shares and restricted shares under a hybrid structure) until 2028. Super LTIP awards will vest after at least three years after the grant of the Super LTIP awards made in 2025 and are subject to a single measure, cumulative adjusted cash EBITDA measured over financial years 2025, 2026 and 2027. Vested Super LTIP awards, consistent with performance shares and restricted shares under the 2024 Policy, will be subject to a further two-year post-vesting holding period.

Remuneration policy for Executive Directors

The following table summarises each element of the Remuneration Policy for the Executive Directors, explaining how each element operates and links to the corporate strategy.

Base salary

Link to strategy	Operation	Maximum potential value	Performance metrics
› To provide a base level of pay that helps us recruit, retain and engage high-calibre Executive Directors › Recognises the knowledge, skills and experience of the individual and reflects the scope and size of the role	› Salaries are normally reviewed, but not necessarily increased, annually with any changes usually effective from either 1 January or 1 April. An out of cycle review may be conducted if the Committee determines it is appropriate › When setting base salaries, the Committee considers a number of factors, including (but not limited to) the skills and experience of the individual, the size and scope of the role, the geography in which the role competes, salary increases across the Group, and business performance as well as salary levels for comparable roles in other similarly sized UK and comparable companies	› There is no maximum salary level › However, salary increases are normally considered in relation to the wider salary increases across the Group › Above workforce increases may be necessary in certain circumstances, for example when there has been a change in role or responsibility or where an Executive Director has been appointed to the Board on an initial salary which is lower than the desired market positioning	› Individual performance, as well as the performance of the Group, is taken into consideration as part of the annual review process

Pension

Link to strategy	Operation	Maximum potential value	Performance metrics
› To provide cost-effective retirement benefits	› The Executive Directors may receive a pension contribution to a Company pension scheme or in the form of a cash allowance in lieu of pension › Pension contributions or allowances are normally paid monthly and are not bonusable	› Pension provision is no more generous than any applicable local arrangements implemented for other employees › Where provided, pension contributions for Executive Directors are capped at that of the wider local workforce (which, for UK employees, is 8% of salary)	› Not applicable

Benefits

Link to strategy	Operation	Maximum potential value	Performance metrics
› To provide competitive, cost-effective benefits, which help to recruit and retain Executive Directors	› Benefits may include insurances such as life and accident insurance, private medical and dental cover, a mobile telephone, use of a company car or a car allowance, a fuel card, travel allowances and other market standard benefits provided across the Group from time to time › Other benefits, such as residency allowances, air travel where located away from home, tax return preparation costs, relocation expenses, tax equalisation, expatriate arrangements or support in meeting specific related costs incurred may be provided as necessary › Reasonable business-related expenses (including any tax thereon if determined to be a taxable benefit) will be reimbursed	› There is no specific maximum, although it is not expected to exceed a normal market level › The value of benefits will vary based on the cost to the Company of providing the benefits	› Not applicable

Appendix continued

Remuneration policy for Executive Directors continued

Annual bonus

Link to strategy	Operation	Maximum potential value	Performance metrics
• To incentivise and reward for the delivery of annual corporate targets aligned to the business strategy • To align with shareholders' and wider stakeholders' interests	• The annual bonus is subject to performance measures and objectives set by the Committee for the financial year and continued service • At the end of the performance period, the Committee assesses the extent to which the performance targets have been achieved and approves the final outcome • One-third of any bonus earned will be deferred in shares, normally for three years under the Deferred Bonus Share Plan ("DBSP"), in respect of which dividend equivalents may apply to the extent such deferred awards vest • Malus and clawback provisions apply as set out on page 17 • Bonus awards are payable at the Committee's discretion	• The annual bonus policy maximum is 150% of base salary • The target annual bonus opportunity is normally set at 50% of the maximum • The amount payable for achieving threshold performance is up to 25% of the maximum • If the threshold level is not achieved, no payment will arise for the portion of bonus against that metric	• The Committee will determine the relevant measures and targets each year taking into account the key strategic objectives at that time • Performance measures may include financial, strategic, operational, ESG and/or personal objectives • The majority of the performance measures will be based on financial performance • The Committee sets targets that are challenging, yet realistic in the context of the business environment at the time and by reference to internal business plans and external consensus. Targets are set to ensure that there is an appropriate level associated with achieving the top end of the range but without encouraging inappropriate risk taking • The Remuneration Committee has the discretion to adjust formulaic outcomes if the Committee believes that such outcome is not a fair reflection of business and/or individual performance, including consideration of shareholder and broader stakeholder views

Long-term incentive (hybrid LTIP)

Link to strategy	Operation	Maximum potential value	Performance metrics
› To incentivise and reward for the delivery of long-term performance and sustainable shareholder value creation › To align with shareholders' interests and to foster a long-term ownership mindset	› Under the LTIP, hybrid awards may be granted. Hybrid awards comprise a mix of performance shares and restricted shares in the form of nil/nominal cost options or conditional awards › Performance shares vest after no less than three years subject to the satisfaction of performance criteria and continued service › Restricted shares vest after no less than three years subject to the satisfaction of an underpin and continued service › Vested performance share and restricted share awards are subject to a further holding period applying at least until the fifth anniversary of grant, during which they may not ordinarily be sold (other than to pay relevant tax liabilities due) › Dividend equivalents may accrue over the period from grant until the later of vesting and the expiry of any holding period › Malus and clawback provisions apply as set out on page 17	› The maximum annual award is 75% of salary for performance shares and 75% of salary for restricted shares › The proportion of performance shares which may vest for threshold performance will be no more than 25% of the maximum award. If the threshold level is not achieved, no vesting will arise against that metric	Performance shares: › Performance conditions, weightings and target ranges will be determined prior to grant each year to align with the Company's longer-term strategic priorities at that time › The measures which may be considered include financial and shareholder value metrics, as well as strategic, non-financial measures. The majority of the measures will be based on financial and/or shareholder value metrics. In normal circumstances, financial or shareholder value measures will make up the majority of the long-term incentive Restricted shares: › Restricted share awards will be subject to the satisfaction of a performance underpin which considers the overall performance of the business over the three-year performance period. If the underpin is not achieved, vesting will be reduced, including potentially down to nil, at the discretion of the Committee › The Remuneration Committee has discretion under the LTIP, in-line with the Code, to adjust the level of vesting that would otherwise result (for example, that would otherwise result by reference to formulaic outcomes alone). This discretion would only be used in exceptional circumstances and may take into account corporate and personal performance

Appendix continued

Remuneration policy for Executive Directors continued

Link to strategy	Operation	Maximum potential value	Performance metrics
Long term incentive (Super LTIP)			
› To incentivise and reward for the delivery of adjusted cash EBITDA over the period 2025-2027 › To align with the successful delivery of the roadmap and associated financial benefits, namely generation of adjusted cash EBITDA	› A Super LTIP grant may be made to Executive Directors (excluding the current CEO) after approval of the Policy in 2025 or, for new joiners during the three-year Policy, shortly after joining the Board › The Super LTIP award will be in the form of performance shares structured as nil/nominal cost options or conditional awards which vest after no less than three years from the grant of the first Super LTIP awards in 2025 subject to the satisfaction of performance criteria and continued service › Vested Super LTIP awards are subject to a further post vesting holding period applying at least until the fifth anniversary of the grant of the first Super LTIP awards in 2025, during which they may not ordinarily be sold (other than to pay relevant tax liabilities due) › Dividend equivalents may accrue over the period from grant until the later of vesting and the expiry of any holding period › Malus and clawback provisions apply as set out on page 17	› The maximum award value is an award over shares worth 675% (or in exceptional circumstances, 750%) of salary as at the time of the grant of the award › The proportion of performance shares which may vest for threshold performance will be no more than 25% of the maximum award. If the threshold level is not achieved, no vesting will arise against that metric	› Vesting of Super LTIP awards will be based on the achievement of cumulative adjusted cash EBITDA targets › For awards granted in 2025, no award will vest unless cumulative adjusted Cash EBITDA over the period 2025-2027 is less than €267 million; achieving €267 million will result in 0% vesting and vesting will increase on a straight line basis until there is full vesting for delivering cash EBITDA of €355 million or higher › For awards granted to new joiners in 2026 or 2027, it is anticipated that the same cash EBITDA targets will apply although the Committee retains discretion to apply different measures or targets to take into account business performance at the point of joining › The Remuneration Committee has discretion, in-line with the Code, to adjust the level of vesting that would otherwise result (for example, that would otherwise result by reference to formulaic outcomes alone). This discretion would only be used in exceptional circumstances and may take into account corporate and personal performance

All employee share plans			
Link to strategy	**Operation**	**Maximum potential value**	**Performance metrics**
› To encourage wider share ownership across all employees, including the Executive Directors › To align with shareholders' interests and to foster a long-term mindset	› Executive Directors may participate in all employee schemes on the same basis as other eligible employees › While no scheme is currently in place, the Policy permits participation in a Share Incentive Plan, a Save As You Earn ("SAYE") scheme or any other all-employee share scheme if introduced during the life of this Policy	› Limits are in-line with those set by HMRC	› Not applicable

Shareholding requirements			
Link to strategy	**Operation**	**Maximum potential value**	**Performance metrics**
› To align with shareholders' interests and to foster a long-term mindset	› Executive Directors will normally be expected to retain vested shares, net of sales to settle tax, until they have met the required shareholding › Progress towards the guideline will be reviewed by the Committee on an annual basis › The shareholding requirement will continue to apply for a period of two years after termination of employment, with the obligation being to retain the lower of the shareholding requirement or those shares held towards the shareholding requirement at the date of termination. The shareholding requirement will halve upon the commencement of the second year following termination	› The shareholding requirement for Executive Directors is 200% of base salary › The equivalent net value of unvested ordinary shares subject to any awards held by an Executive Director to which only time-based vesting or a holding period applies will count towards the shareholding requirement	› Not applicable

Appendix continued

Fees policy for Chair and Non-Executive Directors

The following table summarises the fees policy for the Chair and the Non-Executive Directors.

Fees

Link to strategy	Operation	Maximum potential value	Performance metrics
› To provide a competitive fee to attract Non-Executive Directors who have the requisite skills and experience to oversee the implementation of the Company's strategy	› Fees for the Chairman are set by the Committee › Fees for the other Non-Executive Directors are set by the Board, excluding the Non-Executive Directors › Fee levels are determined based on an estimate of the expected time commitments of each role and by reference to comparable fee levels in other companies of a similar size and complexity › Additional fees are payable to the Senior Independent Director and Chairs of the Audit and Risk and Remuneration Committees (or any other Committee operated by the Board), to reflect their additional responsibilities and a fee is payable for acting as a member of one or more of such Committees › Additional fees may be payable for additional responsibilities such as ESG-related responsibilities or for being the Non-Executive Director designated for engagement with the workforce for the purposes of the Code › Higher fees may be paid to a Non-Executive Director should they be required to assume executive duties on a temporary basis › The Non-Executive Directors and the Chair are not eligible to receive benefits and do not participate in pension or incentive plans › Business expenses incurred in respect of their duties including international travel and accommodation for meetings (including any tax thereon) are reimbursed	› Fees are reviewed, but not necessarily increased, annually. Fee increases are normally effective from either 1 January or 1 April › There is no maximum fee level	› Not applicable

Notes to the policy table

Differences between Directors' remuneration and employees' pay

The key difference between senior executives' pay and that of the workforce is participation in variable pay schemes. Senior executive remuneration arrangements are more aligned to Company performance due to the level of their business influence, with high focus on business performance and shareholder alignment. For our employees, a significant factor in determining remuneration is the individual's performance with appropriate retention initiatives focusing on high performers and key talent. Over half of our employees participate in an annual bonus arrangement. Participation in the Super LTIP awards, the LTIP and the existing below Board Employee Share Plan ("ESP") is limited to the most senior people and those with greater influence on Group performance outcomes and the share price. The value of each element of the package that an employee may receive will vary according to the employee's seniority and level of responsibility.

Selection of performance measures and targets

The Remuneration Committee determines the performance measures applying to the annual bonus and performance shares (under the LTIP) based on the strategic priorities of the Group at the time. The measures and their weightings may change from year to year to reflect the needs of the business. Measures used may include financial (such as cash EBITDA, net revenue, adjusted EBITDA and adjusted EPS), operational, strategic, ESG or sustainability goals, total shareholder return, and personal or individual objectives. The use of such measures is intended to ensure performance is assessed on a rounded basis and is appropriately aligned to the Group's KPIs. The targets for both the annual bonus and LTIP performance shares are set after considering internal business plans, economic forecasts and, to the extent it exists, external analyst consensus. The target range is calibrated so that it is realistic yet requires stretching outperformance to achieve the top end. Restricted shares granted under the LTIP are subject to an underpin assessment.

Malus and clawback

The incentive pay awards made by the Company are subject to provisions that allow it to recover any value delivered (or which would otherwise be delivered) in connection with any variable award including annual bonus, DBSP and PSP awards in exceptional circumstances, and where it believes that the value of those variable pay awards is no longer appropriate.

The malus and clawback provisions can be used in the following circumstances:

- A material misstatement
- An error of calculation (including on account of inaccurate or misleading information)
- An action or conduct that amounts to serious misconduct
- An instance of corporate failure (e.g. administration or liquidation)
- A significantly adverse impact on the Group's reputation

Malus and clawback may be effected prior to the third anniversary of the vesting of an LTIP award or prior to the third anniversary of the payment of a bonus or grant of deferred bonus share award, as relevant.

Discretions retained by the Committee in operating the incentive plans

The Committee operates the Group's incentive plans according to their respective rules and in accordance with HMRC and listing rules where relevant. To ensure the efficient operation and administration of these plans, the Committee may apply certain discretions. These include (but are not limited to) the following:

- Determining the participants in the plans
- Determining the timing of grants and/or payments
- Determining the size of grants and/or payments (within the limits set out in the Policy table)
- Determining the appropriate choice of measures, weightings and targets for the incentive plans from year to year including any use of discretion to amend the outcome, as appropriate
- Determining good leaver status and the extent of vesting and or payment under the incentive plans
- Determining the extent of vesting of awards under share-based plans in the event of a change of control
- Making any appropriate adjustments required in certain circumstances (e.g. rights issues, corporate restructuring events, variation of capital and special dividends)

While performance conditions will generally remain unchanged once set, the Remuneration Committee may vary the performance conditions applying to any award after it is granted if an event occurs which causes the Remuneration Committee to consider that it would be appropriate to amend the performance conditions, provided the Remuneration Committee acts fairly and reasonably in making the alteration and, in the case of awards to the Company's Executive Directors, the amended performance conditions are not materially more or less challenging than the original conditions would have been but for the event in question.

Appendix continued

Notes to the policy table continued

Legacy arrangements

As set out in the Prospectus, the Company had various legacy share and cash arrangements which may vest on their original terms post-IPO. This Policy gives authority to the Company to honour any commitments entered with current Directors prior to the approval of this Policy and prior to the Company's admission or with internally promoted future Directors prior to their appointment. Details of any payments under the legacy arrangements will be set out in future Directors' Remuneration Reports as they arise.

Statement of consideration of shareholder views

In considering the operation of the Policy, the Committee takes into account the published remuneration guidelines and specific views of shareholders and proxy voting agencies.

The Committee will consider shareholder feedback received in relation to the AGM each year and the reports from shareholder representative bodies more generally. The Committee consulted with the Company's largest shareholders when seeking changes to the Policy for approval in 2025. Furthermore, the Committee will consider specific concerns or matters raised at any time by shareholders on remuneration.

Statement of consideration of employment conditions elsewhere in the Group

The views of senior executives were taken when drawing up the new Policy.

In considering rewards for Executive Directors and senior executives, the Committee has been provided with an update of pay and employment conditions throughout the Group. This includes details of base salary increases, bonus award levels and share scheme participation across the Group workforce, as well as more information on salaries and proposed increases for the Executive Committee and Senior Leadership Team. The Committee has reviewed and agreed all grants of share awards. The 2024 Employee Engagement scores, which included workforce feedback on executive and employee remuneration, were shared and reviewed with the designated Non-Executive Director for employee engagement.

Recruitment of Executive Directors – approach to remuneration

The ongoing remuneration package for any new Executive Director will be set in accordance with the terms of the Policy in place at the time of appointment. The principles, which will be applied, are set out below:

- Base salary – will be set at an appropriate level taking into account the skills and experience of the individual, the criticality and nature of the role and the geography in which the role competes or is recruited from. If the base salary is set below market on appointment to reflect experience, there will be an expectation that subsequent increases may be above those of the wider workforce to bring this into line with the desired level as the individual develops in the role. In some cases, it may be necessary to set a new recruit's salary above his or her predecessor's salary. The Committee is mindful that the Company should avoid paying more than is necessary to recruit the desired candidate
- Benefits – will be in-line with those offered to other employees in the same location and take account of any local market norms. In addition, the Committee recognises that it may need to meet certain relocation expenses, expatriate benefits and temporary accommodation and travel expenses, as appropriate
- Pension – will be in-line with that offered to local or wider workforce norms
- Annual bonus – will be operated in-line with the terms set out in the Policy table (including the maximum opportunity disclosed) and will be pro-rated in the year of joining to reflect the period of service rendered during the financial year. Depending on the timing of the appointment, it may be necessary for the Committee to use alternative performance measures for the remainder of the initial performance period
- LTIP – will be operated in-line with the terms set out in the Policy table, including the maximum opportunities disclosed. An award may be made shortly after appointment (assuming not in a closed period). A Super LTIP award (all performance shares) or hybrid LTIP award (comprising performance shares and restricted shares) may be made upon joining. If a Super LTIP award is granted, there will no normal LTIP awards granted to the new joiner until 2028
- Buy-out awards – the Committee may consider offering additional cash and/or share-based elements to replace remuneration forfeited by an individual on leaving their previous employment when it considers these are necessary to facilitate the appointment and in the best interests of the Company and its shareholders. Any buy-out arrangements will be made under the existing incentive plans or the relevant provision of the UKLA Listing Rules and would, as far as possible, be delivered on a like-for-like basis taking account of the nature, time horizons and any performance requirements attached to the awards forfeited

For an internal appointment, any variable pay element or benefit awarded in respect of the prior role may be allowed to continue on its original terms. For the avoidance of doubt, this includes any remuneration arrangements in place prior to the Company's admission. On appointment of a new Chair of the Board or Non-Executive Director, the fees will be set taking into account the experience and calibre of the individual and the prevailing rates of other Non-Executive Directors in similarly sized companies at the time.

Executive Directors' service contracts

The service contracts for the Chief Executive Officer and Chief Financial Officer are terminable by either party, with six months' notice for the Chief Executive Officer and 12 months' notice for the Chief Financial Officer. Additionally, any contracts for newly appointed Executive Directors will include equal notice in the future, capped at a maximum of 12 months. The specific date of each service contract is recorded in the table below:

	Date of service contract
Chief Executive Officer[1] – Martin Vohánka	7 September 2021
Chief Financial Officer[2] – Oskar Zahn	12 May 2023

Notes:

1 The Chief Executive Officer was appointed as Director of W.A.G. payment solutions plc on 3 August 2021.

2 The Chief Financial Officer was appointed as Director of W.A.G. payment solutions plc on 12 May 2023.

Executive Directors' service agreements are kept available for inspection at the Company's single alternative inspection location.

Executive Directors' external appointments

Executive Directors may accept external appointments as Non-Executive Directors of other companies with the specific approval of the Board in each case. Any fees payable will be retained by the Executive Directors.

Non-Executive Directors' terms of appointment

The Non-Executive Directors do not have service contracts with the Company but instead have letters of appointment. The appointments of each of the Independent Non-Executive Directors are for an initial term of three years from the date of appointment, unless terminated earlier, until the conclusion of the Company's AGM occurring approximately three years from that date. The appointment of each Independent Non-Executive Director is also subject to annual re-election at the Company AGM. The date of appointment for each Non-Executive Director is shown in the table below:

	Date of appointment
Morgan Seigler	7 September 2021
Mirjana Blume	7 September 2021
Steve Dryden	1 June 2023
Kevin Li Ying	1 March 2024
Sophie Krishnan	1 March 2024

The Chair's appointment can be terminated with six months' notice or, at the Company's discretion, immediately in exchange for a payment in lieu of notice. Additionally, the Company reserves the right to terminate the Chair's appointment without compensation. Similarly, a Non-Executive Director's appointment requires one month's notice for termination, but the Company also has the authority to terminate it immediately without compensation.

Appendix continued

Notes to the policy table continued

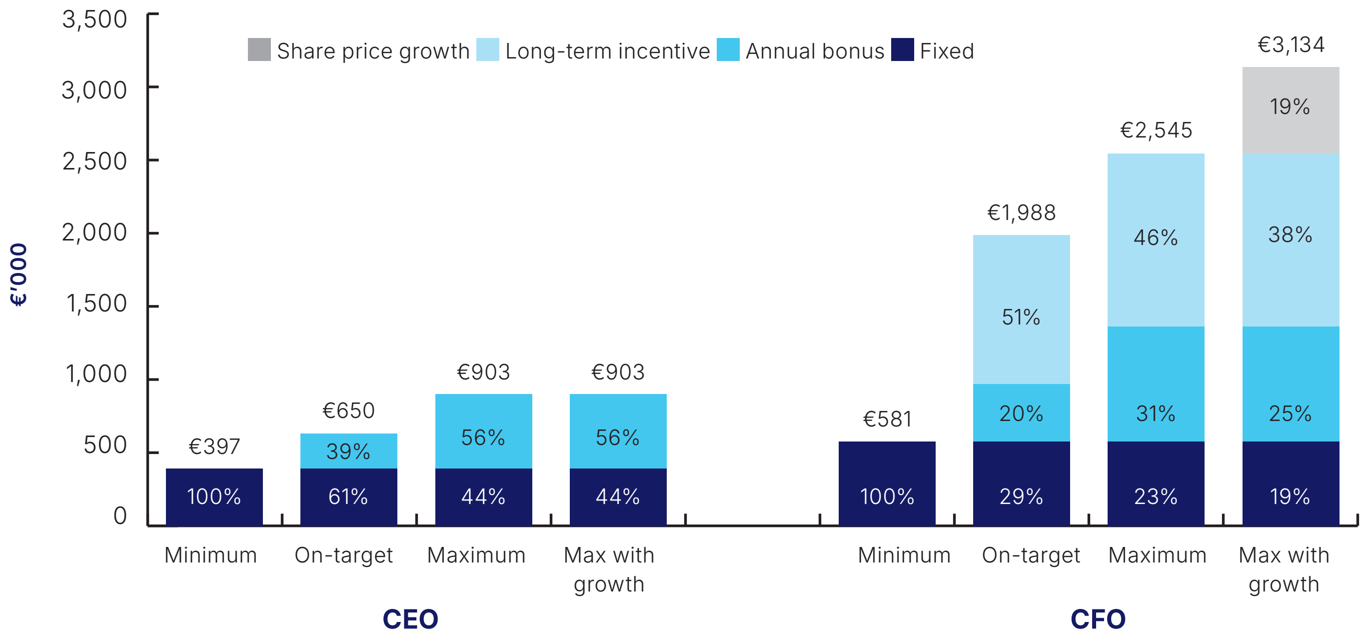
Policy on payment for departure from office

On termination of an Executive Director's service contract, the Committee will take into account the departing Director's duty to mitigate their loss when determining the amount of compensation. The Committee's policy is described below and will be implemented, taking into account the contractual entitlements, the specific circumstances for the departure and the interests of shareholders:

- Base salary, benefits and pension – if notice is served by either party, the Executive Director can continue to receive base salary, benefits and pension for the duration of their notice period. The Executive Director may be asked to perform their normal duties during their notice period, or they may be put on garden leave. The Company may, at its sole discretion, terminate the contract immediately, at any time after notice is served, by making a payment in lieu of notice equivalent to base salary only, with any such payments being paid in monthly instalments over the remaining notice period. The Executive Director will normally have a duty to seek alternative employment and any outstanding payments will be subject to offset against earnings from any new role
- Annual bonus – if an Executive Director ceases to be employed or is under notice of termination for any reason prior to the date that a bonus is due to be paid, no bonus shall be payable. In certain good leaver circumstances (death, injury or disability, redundancy, retirement, their office or employment being in a company which ceases to be a Group member or for any other reason if the Committee so decides), the Committee may determine that a bonus shall continue to be paid at the normal time and the bonus will typically be subject to a time pro-rata reduction. Any DBSP awards will lapse upon cessation, except in good leaver situations as set out above. In such cases, awards will normally vest on their normal vesting dates but the Committee may decide to vest awards upon cessation of employment. The Committee may apply a pro-rata reduction if it decides it is appropriate to do so
- PSP/LTIP awards – unvested performance share awards will lapse upon cessation. In certain good leaver situations, performance shares will normally be retained by the individual for the remainder of the vesting period and remain subject to the relevant performance conditions and ordinarily subject to a pro-rata reduction for time. The Committee will retain discretion to assess performance/underpins and allow awards to vest at an earlier date if considered appropriate. Any outstanding SIP and/or SAYE awards will be treated in-line with HMRC regulations. Disbursements, such as legal costs and outplacement fees, may be payable as appropriate. The Committee retains the authority to settle any legal claims against the Company, if considered to be in the best interests of shareholders

Illustration of the policy

The chart below sets out the potential values of the remuneration package of the Executive Directors for 2025, under various performance scenarios.



The chart is based on the following assumptions:

The Chief Executive Officer is paid in EUR and the Chief Financial Officer is paid in GBP. The chart is shown in EUR and GBP amounts have been converted into EUR based on the current FX rate of 1.16 EUR: 1 GBP.

Minimum

Comprises the value of base salary, benefits and pension and assumes no payout under incentive schemes. Salary represents annual salary as at 1 July 2025. The benefits values have been estimated based on actual values for FY 2024. The Chief Executive Officer does not participate in a pension scheme and the Chief Financial Officer's pension contribution is 8% of base salary.

On target

Target performance comprises an annual bonus payout of 50% of maximum and, for the Chief Financial Officer only, Super LTIP performance shares vesting at 25% of maximum with no share price appreciation.

Maximum

Maximum performance comprises annual bonus awarded at maximum level (150% of salary for the Chief Executive Officer and Chief Financial Officer) and, for the Chief Financial Officer only, full Super LTIP vesting based on 225% of salary, being the annualised grant value of 675% in 2025 and no further grants in 2026 or 2027.

Maximum with growth

As per the maximum scenario, but with an assumed increase of 50% in the annualised value of the Chief Financial Officer's Super LTIP to give an indication of value from potential share price appreciation.

EW EUROWAG

W.A.G. Payment Solutions plc

Third Floor (East),
Albemarle House,
1 Albemarle Street,
London, W1S 4HA
United Kingdom

Registered in England and Wales No. 13544823