

W.A.G PAYMENT SOLUTIONS PLC

(the Company)

CHIEF EXECUTIVE OFFICER: ROLE PROFILE

1. STRATEGY AND OPERATIONS

The chief executive officer of the Company (the **Chief Executive Officer**) shall:

- (a) devise the strategy and long-term objectives of the Company and its subsidiaries (together the **Group**), in line with the agreed risk appetite and the Group's risk policy, for recommendation to the board of directors of the Company (the **Board**) and, following approval, implement the strategy and objectives through leadership of the Company's executive team (the **Executive Team**) with guidance or direction given where appropriate;
- (b) recommend to the Board an annual operating plan, and ensure its achievement following Board approval;
- (c) review and monitor the operational performance and strategic direction of the Group's business and report accurately in agreed formats to the Board and its committees;
- (d) ensure that the Executive Team fulfils its obligation to provide the Board with:
 - (i) accurate, timely and clear information in a form and of a quality and comprehensiveness that will enable the Board to discharge its duties;
 - (ii) the necessary resources for developing and updating the Board's knowledge and capabilities; and
 - (iii) appropriate knowledge of the Company, including access to Company operations and members of the workforce;
- (e) welcome constructive challenge from non-executive directors as an essential aspect of good governance, and encourage their non-executive colleagues to test proposals in the light of their wider experience outside the Company;
- (f) represent the Company and make decisions on all matters affecting the operations, performance and strategy of the Group's business, with the exception of matters reserved for the Board;
- (g) ensure that the Board's strategies, objectives and decisions are implemented in a timely and effective manner;
- (h) create and oversee the implementation of new product/market development for the business, and ensuring that the appropriate outcomes for customers have been considered;
- (i) consider the impact of the Company's operations on the community and the environment;
- (j) build the strength of the Company's brand and protect associated intellectual property; and
- (k) ensure that all activities are in line with the Company's brand and deliver on the brand values.

2. LEADERSHIP AND PEOPLE MANAGEMENT

The Chief Executive Officer shall:

- (a) ensure that there is clear articulation of responsibilities amongst members of the Executive Team with a clear organisational design with appropriately delegated authorities staffed by suitably experienced and qualified staff; and to ensure that staff at all levels in the organisation are effectively managed through performance management systems;
- (b) ensure succession plans are put in place for the Executive Team (in conjunction with the Company's nomination committee) and arrange appropriate development;
- (c) approve the appointment and termination of the employment of Executive Team members;
- (d) provide effective leadership of the executive directors and senior management team of the Company in the day to day running of the Group's business, and oversight of executive meetings;
- (e) ensure that the correct culture is enshrined across the Company and its workforce;
- (f) manage the Group's internal control framework and risk profile, including management and control policies, in line with the extent of risk identified as acceptable by the Board (acting in consultation with and, where appropriate, on the advice of the Audit Committee) and to ensure that appropriate internal controls are in place; and
- (g) keep the chair of the Company (the **Chair**) and other non-executive directors informed on all matters that may be of importance to the Company and of relevance to them in the performance of their roles, including the Company's current performance and progress and ensure remedial action is taken promptly to address issues arising.

3. COMMUNICATION WITH THE BOARD, SHAREHOLDERS AND THE WORKFORCE

The Chief Executive Officer shall:

- (a) support the Chair to make certain that appropriate standards of governance permeate through all parts of the Group;
- (b) ensure that the Board knows the views of senior management on business issues and ensure the senior management team gives appropriate priority to providing reports to the Board which contain accurate, timely and clear information;
- (c) provide a structure for timely and accurate disclosure of information, including an escalation route for key issues as they arise;
- (d) provide, together with the Chair, coherent leadership of the Company, including representing the Group to customers, suppliers, shareholders, financial institutions, employees, the media, the community and the public, and keeping the Chair informed on all important matters;
- (e) set an example to the Company's workforce and to communicate to the workforce expectations in terms of culture and ensure operational policies and practices drive appropriate behaviour; and
- (f) ensure that the Board is made aware of views gathered via engagement between management and the workforce.

4. REGULATORY AND COMPLIANCE

The Chief Executive Officer shall:

- (a) develop and maintain good, open and transparent regulatory relationships; and
- (b) ensure that the Group's business operates in line with all regulatory responsibilities including, but not limited to, insider information, share dealing, whistleblowing, anti-bribery and corruption, anti-money laundering, risk management and conduct risk generally.

5. GOVERNANCE AND CONTROL

The Chief Executive Officer shall:

- (a) devote as much of his/her time, attention, ability and skills as are reasonably required for the performance of his/her duties;
- (b) in conjunction with the Chief Financial Officer, provide to the audit and risk committee a report of all significant deficiencies and material weaknesses in the design or operation of internal controls and any fraud that involves management or employees who have a significant role in the Company's internal controls; and
- (c) ensure that in carrying out his/her responsibilities, he/she acts in accordance with:
 - (i) all relevant legislative and regulatory rules applicable to directors (including but not limited to the rules of the Financial Conduct Authority), and any other relevant factors;
 - (ii) Board-approved procedures;
 - (iii) the Company's articles of association; and
 - (iv) resolutions of the Board in effect from time to time.

6. SHAREHOLDER AND STAKEHOLDER RESPONSIBILITIES

The Chief Executive Officer shall:

- (a) ensure effective communication with shareholders, employees and other stakeholders, in order to understand their issues and concerns, and communicate issues to the Board;
- (b) leverage business partnerships and other third party relationships to drive strategic development of the business; and
- (c) continue to grow the Company's reputation for high standards of business conduct externally.

7. PERSONAL STANDARDS AND BEHAVIOURS

The Chief Executive Officer shall:

- (a) uphold high standards of integrity and probity and set clear expectations in respect of the Group's culture, values and behaviours and applicable principles and rules of the Financial Conduct Authority and the Company's articles of association and the resolutions of the Board in effect from time to time;

- (b) promote a Group culture that fosters a prudent, safe and sound business that has long term sustainability and that conducts itself with appropriate standards and behaviours;
- (c) undertake regular and relevant training in order to maintain an appropriate level of competence;
- (d) effectively lead, manage and develop direct reports to ensure that they maximise their contribution to the business;
- (e) create, lead and maintain an effective, motivated and empowered organisation which supports the Company's brand values and is underpinned by effective communication;
- (f) represent the Group externally with key stakeholders; and
- (g) promote high standards of corporate governance and adhere to the spirit of the principles of the Group having regard to the UK Corporate Governance Code.

8. RELATIONSHIP OF THE CEO AND THE CHAIR

- 8.1 The roles of the Chief Executive Officer and the Chair must be complementary and shall not be occupied by the same individual. The Chief Executive Officer is responsible for running the business within the authority delegated by the Board, whilst the Chair is responsible for the leadership, management and effectiveness of the Board, whilst respecting executive responsibility.
- 8.2 The Chief Executive Officer and the Chair must ensure that each is appropriately informed of the other's current areas of activities. They must work closely together as a team to promote the long-term success of the Group.
- 8.3 The relationship of the Chief Executive Officer and the Chair must be based on mutual respect and trust, with problem areas being addressed openly.
- 8.4 The Chief Executive Officer and the Chair must agree on their respective roles in setting major tasks and in taking new initiatives.
- 8.5 These guiding principles must only be modified by mutual agreement between the Chief Executive Officer and the Chair and with the prior approval of the Board.