

W.A.G PAYMENT SOLUTIONS PLC

(the “Company”)

TERMS OF REFERENCE FOR THE NOMINATION & GOVERNANCE COMMITTEE

(approved at a meeting of the board of directors of the Company held on 6 February 2024)

1. MEMBERSHIP

1.1 The committee shall comprise at least three directors. A majority of the members of the committee shall be independent non-executive directors.

1.2 Appointments to the committee are made by the board on the recommendation of the nomination committee. In deciding chairship and membership of the committee, the value of ensuring that committee membership is refreshed and that undue reliance is not placed on particular individuals should be taken into account.

1.3 Only members of the committee have the right to attend and vote at committee meetings. However, other individuals such as the Chief Executive Officer, the Chief People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.4 The board shall appoint the committee chair who should be either the chair of the board or an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The chair of the board shall not chair the committee when it is dealing with the matter of succession of the chair of the board.

1.5 If any member of the committee is unable to act for any reason, subject to paragraph 1.1, the committee chair may appoint any other non-executive director of the Company to act as his or her alternate.

1.6 Decisions of the committee will be made by majority vote. In the event of an equality of votes, except where he or she is interested in the decision in question, the committee chair shall have a casting vote.

2. SECRETARY

The Company Secretary, or their nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. QUORUM

3.1 The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors. It should also be noted that meetings of the committee may be validly conducted when the members are physically present together or in the form of video or audio conference (or any such combination), provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting or are able to receive communications from each of the other committee members participating in such meeting. Individuals in attendance at committee meetings by invitation may participate in discussions but do not form part of the quorum.

3.2 All reasonable efforts shall be made to give notice of meetings of the committee to all members and invitees and to arrange such meetings so that all members and invitees are able to attend. No member of the committee shall attend or form part of the quorum in relation to any appointment in which he/she has a personal interest.

3.3 A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions vested in or exercisable by the committee.

4. FREQUENCY OF MEETINGS

The committee shall meet at least twice a year and otherwise as required. Decisions may be taken by the committee without a meeting if all of the members of the committee provide their approval in writing.

5. NOTICE OF MEETINGS

5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or any of its members.

5.2 Unless otherwise agreed by the committee, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

6. MINUTES OF MEETINGS

6.1 The secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.

6.2 At the beginning of each meeting, each member of the committee shall declare the existence of any conflicts of interest and the secretary shall minute them accordingly.

6.3 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board and the Company Secretary unless, exceptionally, it would be inappropriate to do so.

6.4 Final signed copies of the minutes of the meetings of the committee should be maintained for the Company's records, in hard and soft copy where possible.

7. ENGAGEMENT WITH SHAREHOLDERS

The committee chair should attend the annual general meeting to answer any shareholder questions on the committee's activities. In addition, the committee chair should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.

8. DUTIES

The committee should carry out the duties below for major subsidiary undertakings and the group as a whole, as appropriate.

NOMINATIONS AND SUCCESSION PLANNING

The committee shall:

(a) Lead the process for board appointments and make recommendations to the board.

(b) Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.

(c) Develop and periodically review the Company's policy on how to promote the diversity of the board and diversity in the Company's wider group.

(d) Ensure plans are in place for orderly succession to board and senior management positions, and oversee the development of a diverse pipeline for succession, based on merit and objective criteria and taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the board in the future, and which should be aligned to the strategic objectives of the Company and the board.

(e) Keep under review the leadership needs of the organisation, both executive and nonexecutive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

(f) Keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

(g) Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.

(h) Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the committee shall:

(i) use open advertising or the services of external advisers to facilitate the search;

(ii) consider candidates from a wide range of backgrounds; and

(iii) consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the board and taking care that appointees have enough time available to devote to the position.

(i) Prior to the appointment of a director, other significant commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the board.

(j) To consider requests for approval and to advise the board where any director seeks consent to take on an additional external appointment, and to ensure that the reasons for permitting any significant appointment are disclosed in the annual report.

(k) Ensure that, on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

(l) Ensure, in conjunction with the chair of the board, that new directors receive a full, formal and tailored induction.

(m) Review the results of the board performance evaluation process that relate to the composition of the board and succession planning and provide support to the chair of the board and Company

Secretary in relation to this process and if required, the committee shall be responsible for appointing an external evaluator.

(n) Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.

(o) Work and liaise as necessary with other board committees, ensuring the interaction between committees and with the board is reviewed regularly.

The committee shall also make recommendations to the board concerning:

(p) Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.

(q) Suitable candidates as new directors and succession for existing directors.

(r) Membership of the audit and risk and remuneration committees, and any other board committees, as appropriate, in consultation with the chair of those committees.

(s) The re-appointment of non-executive directors having given due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required, and the independence of the non-executive directors to ensure there remains sufficient balance on the board.

(t) The re-election by shareholders of directors under the annual re-election provisions of the UK Corporate Governance Code (the Code) or the retirement by rotation provisions in the Company's articles of association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the board, taking into account the length of service of individual directors, the chair and the board as whole.

(u) Any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract.

(v) The appointment of any director to executive or other office.

GOVERNANCE

The Committee shall:

(a) Keep under review and approve changes to the Board's governance framework, including monitoring the Group's compliance with applicable legal, regulatory and listing requirements and recommending to the Board such changes or additional actions as it deems necessary;

(b) Consider, in light of governance best practice and developing consensus, proposals on: (a) the role of the Board and its Committees; (b) the Board delegation of authority and authority levels; (e) the role of Chairman, Chief Executive Officer, Senior Independent Director, Non-executive Directors and Company Secretary; and (f) matters reserved for Board approval; and make recommendations to the Board about any changes;

(c) Monitor, and require Directors and proposed appointees to the Board to disclose, (i) any conflict, or possible conflict, with the interests of the Group and (ii) significant commitments, with an indication of the time involved.

- (d) Conduct an annual review of the conflicts of interest register and review any disclosure relating to conflicts of interest to be made public;
- (e) Make recommendations to the Board on the independence of Non-executive Directors and the individual's ability to perform their duties independently without undue influence from other persons, the number of responsibilities and consequent call on the time of the individual concerned;
- (f) Review and require Directors to obtain approval from the Board before undertaking additional external appointments;
- (g) Review the terms of office of Non-executive Directors after three years, based on a review of the Director's performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required;
- (h) Ensure an annual performance evaluation of the effectiveness of the Board, and each Committee of the Board, and the contribution of each Director, with the results being reported to the Board; such evaluation to be externally facilitated at least once every three years. Periodically review progress against the action plan to address the results; and
- (i) Review the extent of compliance with the UK Corporate Governance Code (the "Code") and make determination as any circumstances where it may be appropriate for the Company to deviate from any requirements thereof.

9. REPORTING RESPONSIBILITIES

9.1 The committee chair shall report to the board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

9.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for board discussion when necessary.

9.3 The committee shall produce a report to be included in the Company's annual report describing the work of the nomination committee, including:

- (a) the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;
- (b) how board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has influenced or will influence board composition;
- (c) the policy on diversity and inclusion (including but not limited to gender) and any related statements, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives;
- (d) the gender balance of those in the senior management team and their direct reports;
- (e) if an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors and, if an external search consultancy has not been used for the appointments of the chair of the board and/or non-executive directors, a rationale should be provided for this; and
- (f) all other information requirements set out in the Code.

9.4 The committee shall have the authority to delegate to any subcommittees of the committee any responsibilities of the full committee and to officers of the Company such responsibilities of the full committee, in each case to the extent permitted by applicable laws, rules or regulations.

10. OTHER MATTERS

The committee shall:

- (a) Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for advice and assistance as required.
- (b) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- (c) Give due consideration to all relevant laws and regulations, the principles and provisions of the Code and associated guidance, the requirements of the Financial Conduct Authority's (the FCA) Listing Rules, the FCA Corporate Governance Disclosures by Listed Issuers dated November 2020 (FCA Primary Market Bulletin No. 31), the Prospectus Regulation Rules Sourcebook and Disclosure Guidance and Transparency Rules Sourcebook and any other applicable rules, as appropriate.
- (d) At least annually, review or participate in a review of its own performance, the results of which shall be presented to the board.
- (e) At least annually, review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

11. AUTHORITY

The committee is authorised by the board to:

- (a) Seek any information it requires from any employee of the Company in order to perform its duties.
- (b) Obtain, at the Company's expense, independent legal, accounting or other professional advice on any matter if it believes it necessary to do so in accordance with the Company's Guidelines for Independent Professional Advice.
- (c) Call any employee to be questioned at a meeting of the committee as and when required.
- (d) Have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the committee and the board.

Although the committee can seek the advice and assistance of the executive management, it must ensure that this role is clearly separated from the executive management's role within the business.

12. VERSION HISTORY

Issue No	Version No	Issue Date	Summary of Changes
1	1.0	2021	Initial Document
2	2.0	6 February 2023	Governance responsibilities added