

# Group Audit Committee

## Terms of Reference

30 March 2021

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## **Group Audit Committee Terms of Reference**

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## 1. Purpose

The Group Audit Committee (the **Committee**) shall provide assistance to the Board of Directors (**Board of Directors**) of Paysafe Limited (the **Company**) with respect to its oversight of:

- (a) the quality and integrity of the Company's financial statements, including oversight of the Company's accounting and financial reporting processes and internal controls;
- (b) the Company's compliance with legal and regulatory requirements applicable to financial statements and accounting and financial reporting processes;
- (c) the independent registered public accounting firm's qualifications, performance and independence;
- (d) the performance of the Company's internal audit function; and
- (e) oversight of the Group's whistle blower processes.

## 2. Structure and operations

### 2.1 Composition and qualifications

The Committee shall be composed of three or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to be "independent" under the rules of the New York Stock Exchange and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the **Exchange Act**), subject, in each case, to an election by the Company to rely upon the transition periods applicable to newly public companies.

All members of the Committee must be financially literate, which requires having a working familiarity with basic finance and accounting practices (or acquiring such familiarity within a reasonable period of time after his or her appointment). At least one member must have "accounting or related financial management expertise" in accordance with the rules of the New York Stock Exchange. It is expected that at least one member of the Committee will be an "audit committee financial expert" as defined by the applicable rules of the SEC and may be the same person as that with "accounting or related financial management expertise." Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

### 2.2 Appointment and removal

The members of the Committee shall be appointed by the Board of Directors and each member shall serve until such member's successor is duly elected by the Board of Directors or until such member's earlier resignation, removal, retirement, disqualification

or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

### **2.3 Chairperson**

Unless a chairperson of the Committee (the **Chairperson**) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas of Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside over meetings of the Committee.

### **2.4 Delegation to subcommittees**

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority held by the Committee under these Terms of Reference as the Committee deems appropriate.

## **3. Meetings and quorum**

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. The same procedural rules concerning notice of meetings, actions by written consent or online or telephone meetings, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board of Directors under the bye laws of the Company.

As part of its goal to foster open communication, the Committee shall periodically meet separately with each of management, the independent registered public accounting firm and the internal auditors (or other personnel or service providers responsible for the internal audit function) to discuss any matters that the Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Committee should meet with the independent registered public accounting firm and management quarterly to review the Company's financial statements in a manner consistent with that outlined in these Terms of Reference.

All non-management directors who are not members of the Committee may attend meetings of the Committee and may participate in discussion at those meetings but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, unless the committee consists of fewer than three members, in which event one member shall constitute a quorum. The act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

The Secretary of the Committee is the Group Company Secretary (or their nominee).

#### **4. Responsibilities and duties**

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as are consistent with its purpose and may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority, in its sole discretion, to engage and terminate the engagement of independent counsel and other advisors, as it determines necessary or appropriate to carry out its duties. The Committee may also utilize the services of the Company's regular internal and/or external counsel or other advisors to the Company. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and any advisors that the Committee chooses to engage, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall be given full access to the Company's internal auditors (or other personnel or service providers responsible for the internal audit function), Board of Directors, corporate executives, employees and independent registered public accounting firm as necessary to carry out these responsibilities.

Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or guaranteeing the independent registered public accounting firm's report. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the independent registered public accounting firm is responsible for conducting the annual audit in accordance with Bermuda law and the standards of the Public Company Accounting Oversight Board (the **PCAOB**).

## **Documents/Reports Review**

- 4.1** Review and discuss with management and the independent registered public accounting firm prior to public dissemination the Company's annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Operating and Financial Review and Prospects" included in the Company's annual report on Form 20-F.
- 4.2** Discuss with the independent registered public accounting firm the matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters.
- 4.3** Review and discuss with management and the independent registered public accounting firm the Company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information and measures), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (e.g., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.
- 4.4** Review and discuss with management and the independent registered public accounting firm any major issues arising as to the adequacy and effectiveness of the Company's internal control over financial reporting, any actions taken in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- 4.5** Review and discuss with the independent registered public accounting firm a draft of its audit report.

## **Independent Registered Public Accounting Firm**

- 4.6** Be solely and directly responsible for the appointment, compensation, retention, oversight and, when necessary, termination the retention of any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of disagreements between management and such firm regarding financial reporting).
- 4.7** Inform each independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company that such firm must report directly to the Committee.
- 4.8** Pre-approve all auditing services and non-audit services (other than "prohibited non-audit services") to be provided to the Group by its independent registered public

accounting firm in accordance with the *Paysafe Non-Audit Services Policy*. The Committee may delegate authority to one or more independent members to grant pre-approvals of audit and permitted non-audit services; provided that any such pre-approvals shall be presented to the full Committee at its next scheduled meeting.

**4.9** Oversee the operation by management of the *Paysafe Non-Audit Services Policy* on the engagement of the independent registered public accounting firm to supply non-audit services, taking into account relevant regulatory requirements.

**4.10** Review, at least annually, the qualifications, performance and independence of the independent registered public accounting firm and present its conclusions with respect to the independent registered public accounting firm to the Board of Directors. In conducting its review and evaluation, the Committee:

- (a) will obtain and review a report by the Company's independent registered public accounting firm;
- (b) describing such firm's internal quality-control procedures;
- (c) describing any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and
- (d) to assess the independent registered public accounting firm's independence, delineating all relationships between such firm and the Company;
- (e) should review and evaluate the lead audit partner of the independent registered public accounting firm;
- (f) will confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law, and should consider whether there should be regular rotation of the independent registered public accounting firm itself; and
- (g) should take into account the opinions of management and the Company's internal auditors (or other personnel or service providers responsible for the internal audit function).

**4.11** At least on a quarterly basis, inquire from the independent registered public accounting firm whether the Company's financial statements have been selected by the PCAOB for inspection. The Committee shall be apprised on a "real time" basis of any material developments in connection with any inspection.

- 4.12** Confirm that the independent registered public accounting firm has not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred.

#### **Accounting and Financial Reporting Processes**

- 4.13** In consultation with the independent registered public accounting firm, management and the internal auditors (or other personnel or service providers responsible for the internal audit function), review the integrity of the Company's financial reporting processes. In that regard, the Committee must obtain, review and discuss with management and the independent registered public accounting firm reports from management and the independent registered public accounting firm regarding:
- (a) all critical accounting policies and practices to be used by the Company;
  - (b) analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments on the Company's financial statements, the treatment preferred by the independent registered public accounting firm;
  - (c) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
  - (d) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and
  - (e) any other material written communications between the independent registered public accounting firm and the Company's management, such as any management letter or schedule of unadjusted differences.
- 4.14** Review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company.
- 4.15** Review with the independent registered public accounting firm (i) any problems or difficulties encountered by such firm in the course of the review or audit work, including any restrictions on the scope of its activities or on access to requested information, and any significant disagreements with management and (ii) management's responses to such matters. Without excluding other possibilities, the Committee may wish to review with the independent registered public accounting firm (i) any accounting adjustments



that were noted or proposed by such firm but were “passed” (as immaterial or otherwise), (ii) any communications between the audit team and such firm’s national office respecting auditing or accounting issues presented by the engagement and (iii) any “management” or “internal control” letter issued, or proposed to be issued, by the independent registered public accounting firm to the Company.

#### **Internal Audit**

- 4.16** Oversee the Company’s internal audit function, which may be outsourced to a third-party service provider.
- 4.17** Review the significant reports to management prepared by the internal auditors (or other personnel or service providers responsible for the internal audit function) and management’s responses.
- 4.18** Review and discuss with management, and if appropriate, the independent registered public accounting firm and/or any service provider providing internal audit services to the Company, the responsibilities, budget and staffing of the Company’s internal audit function.

#### **Legal Compliance / General**

- 4.19** Periodically review and discuss with the Company’s General Counsel any legal matters that have been brought to the Committee’s attention and that could have a significant or material impact on the Company’s financial statements.
- 4.20** Review and discuss with management and the independent registered public accounting firm the Company’s guidelines and policies with respect to risk assessment and risk management. The Committee should discuss the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures (and liaise with the Risk Oversight Committee as appropriate).
- 4.21** Set clear policies for the Company’s hiring of employees or former employees of the independent registered public accounting firm. At a minimum, these policies must provide that any independent registered public accounting firm may not provide audit services to the Company if the chief executive officer, controller, chief financial officer, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by the independent registered public accounting firm and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.
- 4.22** Oversee, review and periodically update Paysafe Limited’s Code of Business Conduct and Ethics (the Code) (including review of requests of waivers thereof by executive officers and directors) and the Company’s system to monitor compliance with and enforce the Code.

- 4.23** Unless otherwise approved or ratified pursuant to *Paysafe's Related Parties Policy*, the Committee (or its delegate) shall review and approve or ratify all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K ("Item 404(a)"). "Related Person" shall have the meaning given to such term in Item 404(a), as amended from time to time. Discuss with the independent registered public accounting firm its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.
- 4.24** Review and approve at least on an annual basis the decisions by management to enter into derivative transactions on a cleared or non-cleared basis, and the policies and processes of the Company related thereto, and review and recommend to the Board of Directors on matters pertaining to the Company's derivative transactions and hedging strategy.

### **Reports**

- 4.25** The Committee shall report regularly to the Board of Directors including:
- (a) with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's independent registered public accounting firm or the performance of the internal audit function;
  - (b) following meetings of the Committee; and
  - (c) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities (and including how the Committee has discharged its responsibilities) and will make recommendations on action needed to resolve concerns or make improvements.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

- 4.26** Maintain minutes or other records of meetings and activities of the Committee.

## **5. Whistleblowing**

The Committee shall:

- 5.1** Establish and oversee procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls,

or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

- 5.2** oversee the Company's procedures to ensure protection and fair treatment of whistle blowers;
- 5.3** routinely review credible reports arising from the operation of the whistle blowing policies and procedures;
- 5.4** satisfy itself that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action; and
- 5.5** annually review the operation and effectiveness of the arrangements by which employees may, in confidence, raise concerns.

**6. Performance evaluation**

- 6.1** The Committee shall periodically perform a review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with these terms of reference.
- 6.2** In addition, the Committee shall review and reassess periodically the adequacy of these terms of reference and recommend to the Board of Directors any proposed changes to these terms of reference that the Committee considers necessary or appropriate.
- 6.3** The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: 30 March 2021