

Group Compensation Committee

Terms of Reference

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Version 2.0

Group Compensation Committee Terms of Reference

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1. PURPOSE

The Group Compensation Committee (the **Committee**) shall provide assistance to the Board of Directors (**Board of Directors**) of Paysafe Limited (the **Company**) by fulfilling the Committee's responsibilities and duties outlined in these Terms of Reference.

2. STRUCTURE AND PROCESSES

2.1 Membership requirements

The Committee shall be composed of two or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to meet the criteria for independence set forth under the applicable rules of the New York Stock Exchange, subject to an election by the Company to rely on the exemption available to "foreign private issuers" and any applicable transition periods.

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 resolution 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 for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside over Committee meetings.

2.4 Delegation to subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that if and when applicable to the Company and appropriate to satisfy the requirements of Section 16b-3 of the Securities Exchange Act of 1934, as amended, any such subcommittee shall be composed solely of two or more members that have been determined to be "Non-Employee Directors" within the meaning of Rule 16b-3 under the Exchange Act.

Subject always to compliance with the Company's bye-laws, applicable law and the rules of any securities exchange on which the shares of the Company are listed or traded from time to time, the Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-executive officer (as defined below) of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate in accordance with the terms of such incentive-compensation or other equity-based plan.

3. MEETINGS AND QUORUM

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may convene meetings of the Committee. The same procedural rules concerning notice of meetings, actions by written consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board of Directors under the Company's bye-laws and other governing documents.

As part of its review and establishment of the performance criteria and compensation of executive officers, the Committee should meet separately with the Chief Executive Officer (**CEO**), the Chief Human Resources Officer, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and shall deliberate and vote with respect to such officers' compensation without such officers being present.

All non-management directors that are not members of the Committee may attend meetings of the Committee 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 or, subject to applicable law or Company policy, a non-employee director of the Board) it deems appropriate in order to carry out its responsibilities.

A majority of the Committee in office from time to time shall constitute a quorum for the transaction of business and 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 may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may 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, review or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate the retention of any compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

5. SETTING COMPENSATION FOR EXECUTIVE OFFICERS AND DIRECTORS

5.1 Establish and review the overall compensation philosophy of the Company.

5.2 Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board of Directors), determine and approve the CEO's compensation level based on this evaluation, including annual salary, bonus, equity-based incentives and other benefits, direct and indirect.

5.3 Review and approve corporate goals and objectives relevant to the compensation of the executive officers (other than the CEO), including any annual performance objectives, and approve, or recommend to the Board of Directors for approval, their compensation, including annual salary, bonus, equity-based incentives and other benefits, direct and indirect (for these purposes, "executive officer" means any "officer" as defined in Rule 16a-1(f) under the Exchange Act).

5.4 Review and recommend to the Board of Directors the form and amount of director compensation, as well as make recommendations regarding director's and officer's indemnification and insurance matters.

6. MONITORING INCENTIVE AND EQUITY-BASED COMPENSATION PLANS

6.1 Review and approve, or recommend to the Board of Directors, the Company's equity-based compensation plans and, to the extent subject to the approval of the Board of Directors, incentive-compensation plans, and administer the plans in accordance with their terms or oversee the activities of the individuals responsible for administering those plans, as applicable.

- 6.2** Review and approve, or recommend to the Board of Directors, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to these Terms of Reference.
- 6.3** Monitor the Company's regulatory compliance with respect to compensation matters.
- 6.4** Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
- 6.5** Review and approve any stock ownership guidelines for directors and executive officers of the Company and any "clawback" policy of the Company and monitor compliance therewith.
- 6.6** Review and monitor any employee retirement, profit sharing and benefit plans.

7. REPORTS

- 7.1** The Committee shall report regularly to the Board of Directors including:
 - (a) following meetings and written resolutions of the Committee; and
 - (b) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.
- 7.2** 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.
- 7.3** The Committee shall maintain minutes or other records of meetings and activities of the Committee.

8. PERFORMANCE EVALUATION

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter, and review and reassess the adequacy of these terms of reference and recommend to the the Board of Directors any proposed changes to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: 30 March 2021, revised November 2022