GROUP RISK OVERSIGHT COMMITTEE

TERMS OF REFERENCE

Effective: 30 March 2021

Last Revised: 20 July 2026

Risk Oversight Committee Terms of Reference

1. Purpose

The Group Risk Oversight 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 risk assessment and management, including with respect to enterprise risks, relevant to the business and operations of the Company and its subsidiaries (the Group), risk governance and internal controls systems (other than internal control over financial reporting).

2. Structure and operations

2.1 Composition and qualifications

The Committee shall be composed of two or more members of the Board of Directors.

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. Unless conflicted, 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 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 held by the Committee under these Terms of Reference as the Committee deems appropriate.

3. Meetings and quorum

The Committee shall meet at least semi-annually, 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.

All 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 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 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.

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, 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 consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of any 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.

4.1 Risk related matters

It is the responsibility of the Committee:

4.1.1 To oversee and advise the Board of Directors on risk management matters, including both financial and non-financial risks.

4.1.2. To review and provide independent challenge on risk management reports provided by management, including the Group's enterprise risk reports, to:

a) enable the Committee to assess the risk profile of the Group and determine how the risks arising from the Group's businesses are controlled, monitored and mitigated by management;

b) provide clear focus on current and forward-looking risks to enable the Committee to assess the Group's vulnerability and resiliency to potential risks;

c) enable the Committee to assess the Group's framework of controls and procedures designed to identify areas where the Group may become exposed;

d) to conduct forward looking thematic reviews and "deep dives" to address

e) key risk and areas of regulatory concern.

4.1.3 To inquire from management whether the Group has received any reports from governmental authorities addressing material risk exposure, and review such reports.

4.2 Risk Appetite

It is the responsibility of the Committee:

4.2.1. To satisfy itself that risk appetite informs the Group's strategy and business plans.

4.2.2. To advise the Board of Directors on risk appetite and risk tolerance related matters.

4.2.3. To review the Group Risk Appetite Statement, on an annual basis, and recommend it to the Board of Directors for approval.

4.2.4. To receive reports and draw independent external advice, where appropriate, to satisfy itself that the Group's approach to the determination of its risk appetite is in line with regulatory requirements.

4.2.5. To consider and, if appropriate, advise the Board of Directors on the risks associated with proposed acquisitions/disposals, focusing in particular on the resulting implications for the risk appetite and tolerance of the Group.

4.2.6. To review and advise the Board of Directors on the effective management of risks relating to the Group's IT resilience, including risks relating to cyber security.

4.2.7. To advise the Board of Directors and/or the Compensation Committee on alignment of remuneration with risk appetite and conduct.

4.3 Enterprise risk management framework and internal control systems

It is the responsibility of the Committee:

4.3.1. To approve and annually review the Group's enterprise risk management framework and review the assessment by management that it is operating effectively across the Group.

4.3.2. To review the effectiveness of internal control systems (other than internal control systems over financial reporting).

4.3.3. To review how effectively management is embedding and maintaining an effective risk management culture and a strong control environment designed to foster compliance with Paysafe policies and compliance requirements,

4.3.4. In carrying out its oversight role, the Committee will:

a) review control systems to satisfy itself that these are effective. The Group Audit Committee shall have primary responsibility in relation to internal control over financial reporting;

b) consider risk management and compliance reports from management and any third parties;

c) report to the Board of Directors on the effectiveness of risk management and internal control other than in relation to internal financial control systems, which are the responsibility of the Group Audit Committee.

4.4 Internal audit

It is the responsibility of the Committee:

4.4.1. To review reports from Internal Audit which relate to the purpose and areas of responsibility of the Committee.

4.4.2. To ensure that the Group Audit Committee is advised of the Committee's work in relation to Internal Audit reports and, in particular, any shortcomings perceived in the scope or adequacy of the work of Internal Audit.

4.5 Group Chief Risk and Compliance Officer and Risk Management Function

It is the responsibility of the Committee:

4.5.1. To monitor the effectiveness and independence of the Group Chief Risk and Compliance Officer (CRCO) and to review the composition and effectiveness of the risk management function including that it is of sufficient stature, independent of the business and adequately resourced (qualifications, experience and training of staff).

4.5.2. The Committee shall ensure the CRCO:

a) participates in the risk management and oversight on an enterprise wide basis;
b) is satisfied that risk owners in the divisions are aware of, and aligned with, the Group risk appetite;
c) has direct access to the Chair of the Committee;
d) reports to the Committee, alongside the internal reporting line to the Group CEO; and
e) is independent from individual business units

5. Operation of the Committee

5.1 Reporting and minutes

5.1.1. The Committee shall report regularly to the Board of Directors including:

(a) following meetings of the Committee and subsequent to the passing of written resolutions by the Committee; and

(b) 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.

5.1.2. The Committee shall provide such recommendations to the Board of Directors as the Committee may from time to time 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.

5.1.3. Maintain minutes or other records of meetings and activities of the Committee.

5.2 Performance evaluation

5.2.1. 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.

5.2.2. 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.

5.2.3. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.