



WHISTLEBLOWER POLICY

**Adopted by the Board of Directors on September 16, 2020
Last amended on October 4, 2021**

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I. PURPOSE

The purpose of this Whistleblower Policy (the “**Policy**”) is to safeguard the integrity of Nuvei Corporation’s (“**Nuvei**” or the “**Corporation**”) financial reporting and business dealings and to support compliance with the Code of Ethics (the “**Code**”).

It is in the interest of all stakeholders of the Corporation that concerns regarding the Corporation’s financial reporting and compliance with the Code be reported so that they can be appropriately addressed.

In furtherance of the foregoing, this Policy:

- a. provides a procedure for reporting concerns (including on an anonymous and confidential basis);
- b. provides protection to those individuals reporting concerns; and
- c. establishes a process for investigating reported concerns.

II. INCIDENT REPORTING

Employees, managers, executive officers and directors of Nuvei, as well as the employees, managers, executive officers and directors of Nuvei’s subsidiaries (together the “**Nuvei Personnel**”), have an obligation to immediately report any situation of known or suspected improper practices, questionable acts, misconduct or other violations of the Code by Nuvei, Nuvei Personnel or any of Nuvei’s consultants, agents, representatives, or advisors (any such event being referred to as an “**Incident**” and a report of an Incident being referred to as an “**Incident Report**”). Nuvei’s consultants, agents, representatives, and advisors are also expected to report any Incidents in accordance with the terms of this Policy.

Incidents to be reported include, but are not limited to, the following:

- a. *Financial Reporting*: Concerns regarding the integrity of the Corporation’s financial statements, financial reporting, financial controls, auditing process or financial accounting. Examples include misrepresentation or suppression of financial information, non-adherence to internal financial reporting policy/controls, accounting or auditing irregularities, and auditor independence concerns;
- b. *Fraudulent Activity*: Concerns regarding any fraud, theft or other deceptive conduct, including falsification of the Corporation’s records or theft of the Corporation’s or third-party property;
- c. *Breaches*: Concerns regarding any breach or suspected breach of the Code, this Policy or any other of the Corporation’s policies, or breach of any laws or regulations (including securities laws), including unauthorized disclosure of confidential information, insider trading, workplace violence or threats,

conflicts of interest, criminal conduct, kickbacks, bribes, sexual harassment, discrimination or substance abuse;

- d. *Deficiencies*: Noncompliance with the Corporation's internal controls or disclosure controls;
- e. *Deviation*: Concerns regarding deviation from full and fair reporting of the Corporation's financial condition, such as material misrepresentations or omissions with respect to the Corporation's business, financial condition, results of operations or cash flows in public disclosures of the Corporation's financial position and prospective reports; and
- f. *Retaliation*: Concerns regarding discrimination, harassment and/or retaliation against any employee, manager, executive, officer or director who, legitimately and in good faith, reports an Incident or provides information or otherwise assists in an investigation or proceeding regarding an Incident.

Nuvei Personnel who believe an Incident has or will occur are encouraged to report their concerns through normal management channels if they feel comfortable doing so. This means they should talk to their immediate supervisor, department head, local Human Resources Department, or Legal Department.

Nuvei Personnel who find that their concerns about an Incident are not being addressed satisfactorily by reporting through the management channels described above, or who feel that the seriousness and sensitivity of the issues or people involved require that the reporting of such Incident be outside such management channels, should send a detailed written description of the Incident to the General Counsel ("**Whistleblowing Officer**") via e-mail at Ethics@nuvei.com.

If ever an Incident involves the Whistleblowing Officer or an executive officer of the Company, or if the Incident relates to the integrity of the Corporation's financial statements, financial reporting, financial controls, auditing process or financial accounting, Nuvei Personnel may report the Incident on a confidential and anonymous basis to the Chair of the Audit Committee at AuditChair@nuvei.com.

If any Nuvei Personnel does not feel comfortable reporting the matter directly to the Whistleblowing Officer or the Chair of the Audit Committee, or if the Nuvei Personnel wishes to remain anonymous, they should report the Incident through the confidential third-party hotline (the "**Ethics and Compliance Hotline**") (see Section VI below for more details on the Ethics and Compliance Hotline).

Any Nuvei supervisor or manager who receives a report about an Incident that cannot be addressed adequately through normal management channels must immediately report the Incident through one of the channels of communication outlined above.

When reporting an Incident through this Policy, Nuvei Personnel are asked to be as factual as possible so as to provide sufficient information about the Incident. This will allow a

thorough investigation to be conducted and will protect other Nuvei employees from inaccurate and potentially harmful accusations arising from misconstrued or misunderstood actions, activities or rumors. Nuvei Personnel are encouraged to leave their names and contact information so that an adequate investigation can be performed, but Nuvei Personnel may file an anonymous Incident Report if he or she desires.

Additionally, all Nuvei Personnel have the right to:

- a. Report possible violations of provincial, territory, state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- b. Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, provincial, territory, state or local regulatory or law enforcement authority;
- c. Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Corporation; and
- d. Respond truthfully to a valid subpoena.

Notwithstanding anything contained in this Policy or otherwise, Nuvei Personnel may disclose confidential information of the Corporation, including the existence and terms of any confidential agreements between such Nuvei Personnel and the Corporation (including employment or severance agreements), to any governmental agency or entity or self-regulatory organization.

The Corporation cannot require Nuvei Personnel to withdraw reports or filings alleging possible violations of federal, provincial, territory, state or local law or regulation, and the Corporation may not offer any kind of inducement, including payment, to do so.

The rights and remedies of whistleblowers, including confidentiality and retaliation protections, as well as eligibility to receive monetary awards, are protected under applicable whistleblower laws and may not be waived by any agreement, policy form, or condition of employment.

III. RETALIATION AND RETRIBUTION PROHIBITED

Nuvei does not tolerate acts of retaliation or retribution, including termination, demotion, transfer, denial of promotion, discipline, discrimination, harassment, suspension, threats or any other discriminatory actions, against any Nuvei Personnel or other persons who make a good faith Incident Report. Nuvei will ensure the protection from any form of retribution or retaliation made against any Nuvei Personnel or other persons as a result of any such good faith Incident Report. Personnel found to have retaliated, or sought retribution, against a person having made a good faith Incident Report, even if such Incident Report is ultimately mistaken, will face disciplinary action, which may include termination.

IV. INVESTIGATION PROCEDURES

All Incidents reported to the Whistleblowing Officer or received through the Ethics and Compliance Hotline, whether or not they are anonymous, will be forwarded directly to the Chair of the Audit Committee unless such Incident Report names the Whistleblowing Officer, the Chief Executive Officer, the Chief Financial Officer, the Chair of the Audit Committee, or the Chair of the Board of Directors of the Corporation (the “**Board**”), or one of their respective direct reports, in which case the Incident Report shall be forwarded directly to the Chair of the Audit Committee and the Lead Director (unless they are named in the Incident Report).

The Chair of the Audit Committee and the Whistleblowing Officer shall adhere to the investigation procedures set out in this Policy, but may, subject to approval of the Chair of the Audit Committee or Lead Director, in appropriate circumstances recognizing the unique and sensitive circumstances that may arise with respect to an Incident, and taking into account the severity of the Incident, adopt modified procedures if determined to be in the best interests of the Corporation and the individuals involved in the Incident (for example to protect the confidentiality of the complainant).

The Chair of the Audit Committee and the Whistleblowing Officer shall also determine the internal procedures for managing the investigation, which shall include reporting of the Incident and the results of the investigation, as appropriate.

The investigation generally will include, but will not be limited to, discussions with the complainant (unless the Incident was submitted on an anonymous basis), the party against whom allegations have been made, and witnesses, as appropriate, together with an examination of all relevant and appropriate documentation concerning the Incident.

The Chair of the Audit Committee and the Whistleblowing Officer may enlist Nuvei Personnel and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of an Incident.

It is the obligation of all Nuvei Personnel to cooperate in any investigation of an Incident. Cooperation in any investigation of an Incident will also be expected of Nuvei’s consultants, agents, representatives, and advisors.

Any person to whom an Incident is reported, or who receives reports of an investigation of an Incident, or who is otherwise involved with or becomes aware of any aspect of an Incident, will use all reasonable efforts to maintain the confidentiality of the allegations of the Incident and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Corporation’s policies, or monitor compliance with or administer the Corporation’s policies. Disciplinary action may be taken as appropriate in the circumstances where there is a breach of this obligation of confidentiality.

V. CORRECTIVE AND DISCIPLINARY ACTION

The Corporation shall determine the appropriate steps to undertake to determine what, if any, corrective and disciplinary actions will be taken in respect of any Incident. This may include input from the Board, its committees or their respective chairs, the Lead Director, the Chief Executive Officer, the Chief Financial Officer or the Whistleblowing Officer.

Corrective and disciplinary actions, if appropriate, may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus, or stock options or other incentives, suspension without pay, or termination of employment or other contractual relationship. In the event that an investigation establishes that Nuvei Personnel have engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this Policy, the Corporation will take immediate and appropriate corrective action up to and including termination of an employee's employment.

In addition to any disciplinary or corrective action taken by the Corporation, violations of this Policy may require restitution or may lead to civil or criminal action against individual employees, officers and directors and any company involved. Conduct contrary to this Policy may be in violation of federal, provincial, state or other law and may be the basis for legal action against the offending employee, manager, executive, officer or director by the Corporation and/or others.

The Corporation shall retain as a part of the records of the Corporation any reported Incidents, any resulting investigation and any corrective or disciplinary action for a period of no less than seven years.

VI. THIRD PARTY HOTLINE

While Nuvei Personnel are encouraged to report Incidents through normal management channels, the Corporation has also set up the Ethics and Compliance Hotline as the channel of communication through which Nuvei Personnel can make confidential and anonymous reports regarding Incidents if they are more comfortable doing so. The key features of the Ethics and Compliance Hotline are as follows:

- a. The Hotline is operated by an independent, third-party service provider that receives, retains, records and reports all incoming Incident Reports received from Nuvei Personnel.
- b. Nuvei Personnel may submit Incident Reports through the Ethics and Compliance Hotline by submitting a written report on the Ethics and Compliance Hotline website at <http://nuvei.ethicspoint.com> or by calling the local toll-free Ethics and Compliance Hotline numbers posted on <http://nuvei.ethicspoint.com>.
- c. The Ethics and Compliance Hotline operates 24 hours a day, seven days a week and 365 days a year.

- d. New Nuvei Personnel are informed of the existence of the Ethics and Compliance Hotline by the local Human Resources Department when they begin work at Nuvei.
- e. All Nuvei Personnel are reminded of the Ethics and Compliance Hotline through regular training and communication.

VI. REVIEW OF POLICY

The Whistleblowing Officer shall report to the Audit Committee on any failure of any Nuvei Personnel to cooperate in the effective implementation of this Policy.

The Whistleblowing Officer shall report to the Audit Committee, on a quarterly basis, the status of any ongoing investigations as well as the outcome of any investigations that were closed in the preceding quarter.

The Audit Committee shall periodically review and evaluate this Policy to determine whether it is effective in providing appropriate procedures to report Incidents regarding any of the matters covered herein. The Audit Committee will submit any proposed changes to the Board for approval.