



Growth and Operational Performance Committee Charter.

Money in Motion



Growth and Operational Performance Committee Charter

1. Purpose

This Charter sets out the role, responsibilities, composition and operation of the Growth and Operational Performance Committee (**the Committee or GO Comm**) of EML Payments Limited (**EML or the Company**), and its wholly owned subsidiaries (the **Group**).

2. Authority

The Committee is established by, and reports to the Board of Directors (the Board):

- The Committee is appointed to assist the Board to fulfill the Board's performance monitoring and sustainable growth responsibilities.
- The Committee is authorised to perform activities within the scope of responsibilities set out in this Charter and to make appropriate recommendations to the Board and/or directly to Executive Management where relevant.
- The Committee will have unrestricted access to EML's Senior/ Executive Management to seek any information it requires for any entity in the Group, or any other matter the Committee deems necessary to investigate within the perimeter of its Charter.
- The Committee and/or Chair is authorised to obtain any independent legal or other professional advice, which may include the appointment of external advisors, that it considers necessary to execute its functions. Such amounts in excess of A\$200,000 per annum require the approval of the Group Board; and
- The Committee will not have the authority to make determinations on behalf of the Board.

3. Composition

The Committee will comprise a minimum of three directors:

- Appointments and revocations of appointments to the Committee will be determined by the Board.
- The Chair of the Committee will be an independent non-executive director, appointed by the Board from the Committee's members.
- The composition of the Committee will be reviewed annually by the Board to ensure an appropriate balance of expertise, skills and experience applicable to such matters.
- The Company Secretary of the Board will be the Secretary of the Committee.
- The Company Secretary, in conjunction with the Chair of the Committee shall draw up an agenda, which shall be circulated to each member of the Committee and others requested to attend any meeting, together with any papers, in a timely manner; and
- New Board members are provided with a copy of the Committee's Charter and other specific information about the Company as part of their induction.

4. Meetings

The Committee will meet quarterly or otherwise as is required to undertake its role effectively:

- A quorum for any meeting will be at least two Committee members.
- Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.
- The Committee may invite any Management or external advisers to attend part or all of any meeting.
- The Committee will approve each year, a meeting planner for the next year, which identifies and allocates to a planned meeting on a set date in that year items of Committee business considered essential to the due performance of its role and discharge of its duties; and
- The Chair of the Committee will provide the Board with regular Committee updates and recommendations
- Copies of Committee papers and reports, together with minutes of each Committee meeting, will be circulated to all directors

Growth and Operational Performance Committee Charter continued

5. Conflicts of Interest

All Directors must have the ability to recognise and disclose actual, perceived and potential conflicts and ensure they are appropriately managed or avoided so as to ensure that priority is given to the interests of shareholders:

- Conflict procedures are included as a standard Committee agenda item for every meeting. The Committee Chair invites members to disclose conflicts of interest regarding any agenda item at the commencement of each meeting.
- Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed by the majority of Committee members to have an actual or perceived conflict of interest they will be, as deemed by the majority of members of the Committee, either excused from Committee discussions and/or abstain from passing any resolutions on the issue where a conflict exists.

6. Role and Responsibilities

The role of the Committee is to assist with developing, providing oversight and ensuring accountability for the execution of an organic growth strategy for the Company. The purpose of the growth strategy is to drive sustainable revenue growth for the Company and its shareholders. As part of its role, the Committee may seek access to existing information, and assist with input into new strategies, related to existing markets, existing customers, new markets, new customers, product and service design, product and service delivery, organizational design, sales incentives structures, go-to-market strategy, the optimization of growth enablers (e.g. certain operational processes) and performance benchmarking and monitoring. The Group CEO, regional business leaders and regional sales leaders will be key management participants in the Committee.

7. Reviews

The Committee will:

- Review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair; and
- Review this Charter annually to ensure that it remains consistent with the Committee's objectives and responsibilities. Amendments to the Charter, other than miscellaneous updates, are to be approved by the Board.