



Investment Committee Charter.

Money in Motion

Investment Committee Charter

1. Purpose

This Charter sets out the role, responsibilities, composition and operation of the Investment Committee (**the Committee** or **IC**) of EML Payments Limited (**EML** or the **Company**) within the governance structure of EML 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 statutory, fiduciary, governance and regulatory 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.
- The Committee will have unrestricted access to EML's Senior Management and Company records as required.
- The Committee is authorised to obtain any independent legal or professional advice as it considers necessary to execute its functions.
- 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 non-executive directors, the majority of whom are independent.

- Appointments and revocations of appointments to the Committee will be determined by the Board. No executive directors will be appointed to the Committee.
- The Chair of the Committee will be an independent non-executive director, appointed by the Board from the Committee's members and cannot be the Chair of the Board.
- The composition of the Committee will be reviewed annually by the Board to ensure there is an appropriate balance of expertise, skills and experience with regard to the ASX Listing Rules, the *Corporations Act 2001 (Cth)* and the general law applicable to such matters.
- The Company Secretary of the Board will be the Secretary of the Committee.
- New members are provided with a copy of the Committee's Charter and other specific information about the Company as part of their induction process.

4. Meetings

The Committee will meet at least four times annually or otherwise as required.

- A quorum of any meeting will be a majority of members. In the event of a quorum not being available, the meeting will be adjourned to a time and place to be confirmed by the Committee Chair.
- The Chair of the Committee or the Chair of the Board may call a meeting of the Committee at any time, or if so, requested by any member of the Committee.
- The Group Chief Executive Officer (**Group CEO**), Chief Group Corporate Development Officer (**Group CDO**), Group Chief Risk and Regulatory Officer (**Group CRO**), Group Chief Financial Officer (**Group CFO**), Company Secretary and/or other management personnel will be invited to attend meetings as required.
- The Chair of the Committee or the Chair of the Board may call a Committee meeting at any time, without the presence of Management.
- The Chair of the Committee may invite Specialist Advisors and/or Service Providers to attend the Committee on an 'as needs' basis.
- 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.
- Copies of Committee papers and reports, together with minutes of each Committee meeting, will be circulated to all directors.

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5. Conflicts of Interest

- All Directors must have the ability to recognise and disclose actual, perceived and potential conflicts of interest 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 with regard to 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 to have an actual or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

6. Role & Responsibilities

The overall role of the Committee is to assist the Board in the implementation of the Group's Investment Strategy by overseeing the investment activities of the Group and maintaining an appropriate, robust and consistent framework including developing, selecting, managing and monitoring the Group's acquisitions and investments.

The Committee has authority and responsibility to make recommendations to the Board regarding:

- Selection of potential Mergers, Acquisitions and minority Investments;
- Material changes to EML's strategic holdings in Minority investments, including additional allocations, redemptions and terminations;
- Overseeing the investment related risks to ensure that exposure to these risks remains within EML's Risk Appetite; and
- Balance sheet impact of specific proposed transactions including funding requirements and impact on the Company's liquidity and debt ratios.

7. Auditor Access

EML's external and internal auditors have full and unfettered access to the Committee, each of its Committee members, and its Chair, and can raise matters directly at any time.

8. 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 Committee Chair and/or the Chairman of the Board.
- The Committee will review this Charter annually or as often as it considers necessary to ensure it remains consistent with the Committee's objectives and responsibilities, current law and best practice.
- Amendments to the Charter, other than minor miscellaneous updates are to be approved by the Board.