



ISX025 - Nomination Committee

ISX Financial EU Plc

Corporate Governance Policies

Nomination Committee

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This policy shall apply to the boards of;

ISX Financial EU Plc (“ISXFEU”, or the “Company”)

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Purpose

The primary purpose of the Committee is to oversee the selection, appointment, and evaluation of board members, along with review of relevant policies.

Scope

The Committees authority and scope is covered throughout the charter, and is responsible for areas such as board composition, succession planning, and general company structure.

Composition

The Board of ISXPLC has established a Nomination Committee that is comprised of at least three non-executive directors, all of whom are independent, where possible. One member shall be appointed to chair the Nomination Committee and must be an independent non-executive director. All Committee members shall have a reasonable understanding of the industries in which the Company participates.

From time to time, non-Committee members may be invited to attend Committee meetings when remuneration matters are being discussed, if it is considered appropriate.

It is noted that as the members of both the Remuneration Committee and the Nomination Committee are the same non-executive directors, both Committees' meetings will be scheduled and held concurrently.

Role

The Nomination Committee's function is to examine the selection and appointment practices of the Company.

To ensure that the Board has the appropriate blend of directors with the necessary skills, expertise, relevant industry experience and diversity, the Nomination Committee shall

- (i) regularly review the size and composition of the Board and consider any appropriate changes;
- (ii) make recommendations on the appointment and removal of directors;
- (iii) make recommendations on whether any director whose term of office is due to expire should be nominated for re-election;
- (iv) regularly review the time required from non-executive directors and whether non-executive directors are meeting that requirement;
- (v) regularly review the Company's Diversity Policy to ensure there is adequate diversity of thought and strategy within the company;
- (vi) any potential executive candidate is to be reviewed and assessed by the Nomination Committee for approval;
- (vii) ensure that a proper succession plan is in place and implemented for the board and members of senior management; and
- (viii) assessing periodically, and at least annually the structure, size, composition and performance of the management body and making recommendations to the management body with regard to any changes.

Operations

The Nomination Committee reviews the Company's Procedure for Selection and Appointment of Directors and Diversity Policy. This review is conducted to ensure these policies promote transparency and investor confidence in the process of selecting directors for nomination.

The Nomination Committee is empowered to engage external consultants in its search for a new director, particularly to assist the Company meet its requirements and targets set by the Diversity Policy.

Responsibilities

The responsibilities of the Committee include a review of:

- the Company's succession planning policy;
- training and development plan for Board Members and senior executives;
- the nomination process; and
- the selection criteria process.

Authorities and Resources

- The Committee may seek input from individuals on nomination policies, but no decision can be made without the agreement of the remainder of the Committee.
- The Committee may, when it considers it necessary or appropriate, obtain advice from external consultants or specialists in relation to Nomination practices.

Evaluation and Review

Periodically, the committee is to review;

- the performance and effectiveness of the nomination committee;
- the Nomination Committee Charter to ensure it is kept up to date and relevant with the Board's plans;
- The relevant policies surrounding nominations.