

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
PRIORITY TECHNOLOGY HOLDINGS, INC.**

Adopted as of August 12, 2020

I. PURPOSE

The primary purpose of the Nominating and Governance Committee (the "*Committee*") is to assist the Board in identifying and evaluating potential director nominees, and for recommending qualified nominees to the Board for appointment or for election by the shareholders. The Committee shall also assist the Board by considering and addressing matters relating to governance of the Board and the Company.

II. MEMBERSHIP

The Committee shall consist of two or more directors as determined from time to time by the Board, each of whom shall be qualified to serve on the Committee pursuant to the corporate governance guidelines set forth in the listing rules of the NASDAQ Stock Market (the "*NASDAQ*"), the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), and any additional requirements that the Board deems appropriate. For so long as the Company shall remain a "Controlled Company", as such term is defined in Rule 5615(c) of the NASDAQ listing rules, the directors serving on the Committee need not qualify as "Independent Directors" as such term is defined in Rule 5605(a)(2) of the NASDAQ listing rules. At such time the Company no longer qualifies as a "Controlled Company", each member of the Committee thereafter must qualify as an "Independent Director", as such term is defined in Rule 5605(a)(2) of the NASDAQ listing rules, subject to any applicable phase-in period under the NASDAQ listing rules.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee has the following responsibilities:

Nominating:

- Developing and annually assessing relevant criteria and qualifications to be utilized in selecting nominees for Board membership.
- Identifying, recruiting, evaluating, and screening candidates for Board membership, including any candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's annual proxy statement.
- Recommending that the Board select the director nominees for the next annual meeting of stockholders or special meeting of stockholders at which one or more directors are to be elected.
- Recommending to the Board director nominees to fill vacancies on the Board, as necessary.
- Reviewing, assessing, and recommending nominees for membership on, and chairmanship of, the various committees of the Board.
- Evaluating, and when appropriate recommending, changes to the size of the Board or its various committees.
- When and if appropriate, considering and recommending the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation and bylaws.

The Committee shall identify candidates without regard to any candidate's race, color, disability, gender, sexual orientation, national origin, religion or creed.

Corporate Governance:

- Implementing and overseeing compliance with the Company's corporate governance policies, including the Company's Code of Ethics.
- Monitor the independence of current directors and nominees.
- Review and assess the channels through which the Board receives information and the quality of information received.
- Establish procedures for the Board to conduct an evaluation of the Board and individual director performance.
- Oversee new director onboarding program.
- Facilitate director participation in continuing education programs.
- Assist in the development and review of the Company's succession plan to ensure the

continuity of the management of the business.

- Oversee the Company's public policy activities

V. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VI. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

The business of the Company is managed under the direction of the Board and the various Committees thereof, including the Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not expected to assume an active role in the day-to-day operation or management of the Company.