

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

i3 VERTICALS, INC.

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of i3 Verticals, Inc. (the “Company”) shall consist of at least three directors of the Board (each such director, a “Member”), including a chairperson (the “Chair”). Each Member shall meet the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and any other applicable law or regulation. The determination as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Members of the Committee and its Chair shall be appointed annually by the Board and shall continue to serve until their successors are appointed, or until their earlier resignation, removal or inability to serve. The Board shall fill any Committee vacancy and the Board may remove a Member from the Committee at any time with or without cause.

This Charter and the operation of the Committee shall be subject to the Company’s Amended and Restated Bylaws and Amended and Restated Certificate of Incorporation in all respects.

I. PURPOSE

The purpose of the Committee is to advise the Board on the composition, organization, effectiveness, and compensation of the Board and its committees and on other issues relating to the Company’s corporate governance practices. The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required by the Board or appropriate in light of changing business, legislative, regulatory, legal or other conditions.

The Committee shall:

- (a) identify and recommend for nomination individuals qualified to become Board members, consistent with the criteria set forth in the Company’s Corporate Governance Guidelines;
- (b) recommend to the Board the members and the chairpersons for each Board committee;
- (c) recommend to the Board the lead independent director in accordance with the Company’s Corporate Governance Guidelines;
- (d) recommend and oversee the annual evaluation of the Board and its committees;
- (e) review and determine all elements of compensation of the Board and committee chairpersons and members, including equity-based awards under the Company’s compensation plans;

(f) review and recommend to the Board governance policies and ethics policies;

(g) monitor current developments in the regulation and practice of corporate governance (including Environmental, Social and Governance (ESG) matters) with the assistance of Company counsel, including Nasdaq listing standards and Securities and Exchange Commission regulations, and make recommendations to the Board on all matters of corporate governance;

(h) review director's and officer's indemnification and insurance matters;

(i) review annually with the CEO the succession plans of the Company for executive officers and other selected key executives and the overall succession planning process for the Company; and

(j) review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board.

II. NUMBER AND NATURE OF MEETINGS

The Committee will meet at least once per year and at such other times as may be requested by the Board or the Chair. In addition, any Board member may request the Chair to call a meeting of the Committee and that member may attend that meeting to inform the Committee of a specific matter of concern.

Meetings may occur in person or via other electronic means. The Chair will report to the Board from time to time on Committee actions and on the fulfillment of the Committee's duties under this Charter. The Committee may, at its discretion, form and delegate authority to subcommittees when appropriate.

The Committee will strive to effectively use valuable meeting time through appropriate planning by the Chair, establishment of a focused agenda and advance distribution of relevant materials and information. A majority of the Committee shall constitute a quorum and the Committee shall act only upon the affirmative vote of a majority of Members present at a meeting, or upon the unanimous written consent of the Members.

III. AUTHORITY

The Committee, in discharging its duties, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate any consultant, legal counsel or other advisors for this purpose, including the authority to approve the fees payable to such consultant, legal counsel or advisor and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including authority to approve the fees payable to such search firm and any other terms of retention.

IV. EFFECTIVE DATE AND CHARTER AMENDMENTS

This Charter is effective as of the date it is adopted by the Board, and it will remain in effect until modified, superseded or cancelled by appropriate Board action. This Charter may be amended at any time by the Board.

Approval and Adoption:

Reviewed and adopted by the Board of Directors on April 6, 2021.