TECHNOLOGY COMMITTEE
OF THE BOARD OF DIRECTORS
OF
REPAY HOLDINGS CORPORATION

I. PURPOSE

The purpose of the Technology Committee (the "Committee") is to assist the Board of Directors (the "Board of Directors") of Repay Holdings Corporation (the "Company") in its assessment and oversight of risks in the areas of information technology, information and data security, cybersecurity, disaster recovery, data privacy and business continuity, as well as the oversight of the Company's technology strategy.

This includes reviews of major strategic, operational, regulatory, informational and external/third party risks including but not limited to risks related to hardware, software, telecommunications, data, architecture, and related personnel, organizational structure, management, resource allocation, innovation and research and development (collectively, "Technology"), and the control processes with respect to such risks.

The assessment and management of risks associated with Technology are the responsibility of Company executive management. The oversight and review of the Company's assessment and management of these risks are the responsibility of the Committee.

Oversight of the Company's internal controls over accounting and financial reporting processes shall remain the responsibility of the audit committee (the "Audit Committee") of the Board of Directors. The Committee will, as requested, consult with the Audit Committee regarding Technology matters.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall consist of at least three directors, a majority of whom shall meet the independence requirements of the NASDAQ listing rules, as determined by the Board of Directors.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairperson

Unless a Chairperson is elected by the full Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership.

The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

III. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically or by other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meeting any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee. In lieu of a meeting, the Committee may act by unanimous written consent of all members.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall 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 or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, 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 outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any legal counsel, expert or other advisor 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.

Overall Technology Risk Management

1. Review and discuss with management their assessment and management of Technology risks in the areas of information technology, information and data security, cybersecurity, data privacy, disaster recovery and business continuity.

2. Review and discuss with management the Company's risk appetite and strategy and objectives related to Technology risks, as well as guidelines, policies and processes for monitoring and mitigating such risks.

3. Monitor Technology risk management capabilities within the Company, review and assess the effectiveness of the Company's Technology risk assessment processes and recommend improvements, as appropriate; review and address, as appropriate, management's corrective actions for deficiencies that arise with respective to the effectiveness of such programs.

4. Oversee appropriate frequency and content of reporting from management concerning all areas of Technology risk. Regularly review such reports with management with respect to management's corrective actions for deficiencies identified in these reports, and monitor management's progress correcting these deficiencies.

Technology Strategy Oversight

5. Review and discuss with management the Company's Technology strategy, budget and key initiatives.

6. Review management's framework for evaluating technology investment ROI and strategic alignment with the Company's business objectives and receive metrics that track performance and value realization for major technology investments.

7. Receive from and discuss with management existing and future trends in information technology that may affect the Company's strategic plans, including monitoring overall industry trends.

8. Review with management the Company's technology position relative to its competitors, including significant gaps and plans to address such gaps.

9. Review with management the Company's use of artificial intelligence (AI), machine learning and other emerging technologies and oversee the related governance framework.

Cybersecurity Risk

10. Oversee management's understanding of the Company's cybersecurity risks and risk tolerances, including potential likelihood, frequency and severity of cybersecurity incidents (it being understood that cybersecurity incidents cannot be prevented with total certainty regardless of the amount of resources committed). A "cybersecurity incident" means an unauthorized occurrence, or a series of related unauthorized occurrences, on or conducted through the Company's information systems, that jeopardizes the confidentiality, integrity or availability of the Company's information systems or any information residing therein.

11. Review and discuss with management the Company's cybersecurity policies, controls and procedures, including:

    i. procedures to identify and assess internal and external cybersecurity risks;

    ii. controls in place to protect the Company from cybersecurity incidents or other malicious acts and risks;

    iii. procedures to detect, respond to, and mitigate negative effects from and recover from cybersecurity incidents, including the adequacy of the Company's incidence response plan; and

    iv. controls and procedures for fulfilling reporting and disclosure obligations related to cybersecurity risks, costs and incidents.

12. Oversee the Company's capabilities related to operational resilience, including identification of critical third-party providers and review of continuity and recovery planning.

13. Review the adequacy of insurance coverage for losses associated with cybersecurity incidents.

Reporting

14. Report regularly to the Board of Directors, including:

    i. Following all meetings of the Committee; and

    ii. With respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

    The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. Any report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

15. Maintain minutes or other records of meetings and activities of the Committee.

V. PERFORMANCE EVALUATION

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter, and review and reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to the Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.