



INTERNATIONAL MONEY EXPRESS, INC.

BOARD OF DIRECTORS' GOVERNANCE PRINCIPLES

(April 2022)

I. INTRODUCTION

The Board of Directors (the “Board”) of International Money Express, Inc. (the “Company”) approves policy and oversees the overall management of the Company’s business by its executive officers. In so doing, the directors have important obligations to the stockholders. The primary responsibility of management and the Board to the stockholders is to maximize the long-term return on their investment in the Company. The Board must also establish a governance structure that encourages openness and honesty and ensures corporate fairness and accountability. The purpose of these Governance Principles is to set forth certain general principles and policies by which the Board will manage its affairs. On an annual basis, these Governance Principles will be reviewed by the Nominating and Corporate Governance Committee.

These Governance Principles should be interpreted in the context of all applicable laws and the Company’s Articles of Incorporation, Amended and Restated By-Laws and other corporate governance documents, and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These guidelines are subject to modification, and the Board shall be able, in the exercise of its discretion, to deviate from these guidelines from time to time, as the Board may deem appropriate or as required by applicable laws and regulations.

II. COMPOSITION OF THE BOARD

The Board will consist of the number of directors as specified in the Company’s Amended and Restated Bylaws unless changed by a resolution adopted by the Board or stockholders. At least a majority of the directors shall be “Independent Directors.” For purposes of these Governance Principles, no director qualifies as an “Independent Director” unless the Board, or a committee designated by the Board, affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). In addition, a director is not independent if:

1. The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer, of the Company.
2. The director has received, or has an Immediate Family Member who has received, during any twelve-month period within the last three years, more than \$120,000 in

direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

3. The director is a current partner or employee of a firm that is the Company's internal or external auditor, the director has an Immediate Family Member who is a current partner of such a firm; the director has an Immediate Family Member who is a current employee of such firm and personally works on the Company's audit; or the director or an Immediate Family Member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time.
4. The director or an Immediate Family Member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
5. The director is a current employee, or an Immediate Family Member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

For purposes of these Governance Principles, the term "Immediate Family Member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

In addition to the requirements set forth above, any director who sits on the Audit Committee will not be considered independent if he or she:

1. Accepts directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any subsidiary thereof, provided that compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); or
2. Is an affiliated person of the Company or any subsidiary thereof.

For purposes of these Governance Principles, the term "affiliated person" with a specified person means a person that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with the person specified.

In addition to the requirements set forth above, in affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board, or a committee designated by the Board, must consider all factors specifically relevant to

determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to:

1. The source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the listed company to such director (including whether the director receives compensation from any person or entity that would impair his or her ability to make independent judgments about the Company's executive compensation); and
2. Whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company (including whether any such affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair his or her ability to make independent judgments about the Company's executive compensation).

Additional criteria for serving as a director may be established by the Nominating and Corporate Governance Committee, and additional requirements may be established to serve on Board committees. To the extent that director independence standards of the Nasdaq Stock Exchange (or other principle trading market on which the Company's equity securities are listed for trading) requires for continued listing stricter standards of independence, then such stricter standards shall be applied by the Board.

Each director must inform the Board of any material changes in his or her circumstances or relationships that may affect his or her designation by the Board as "independent."

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and should be committed to serve on the Board for an extended period of time. While the Board acknowledges the value in having directors with significant experience in other businesses and activities, it also understands that effective service requires substantial commitment. Consequently, although the Board has not established specific guidelines regarding a director's non-Intermex activities, it will take the nature and extent of those activities into account in nomination and renomination considerations.

Additional criteria for serving as a director may be established by the Nominating and Corporate Governance Committee, and additional requirements may be established to serve on Board committees.

A. Mandatory Retirement/Resignation

Unless otherwise determined by the Board, employee directors will retire from the Board coincident with their retirement as employees. Nonemployee directors will tender a written offer to resign from the Board after a material change in that director's full-time position or responsibilities.

III. ROLE, AUTHORITY, DUTIES AND RESPONSIBILITIES

The Board, which is elected by the stockholders, is the ultimate decision-making body of the Company except with respect to matters reserved to the stockholders. The Board selects the senior management team, which is charged with the day-to-day conduct of the Company's business.

In fulfilling its obligations, the Board shall have the right, authority, duty and responsibility to, among other things:

1. Review and approve long-range Company plans;
2. Review and approve the Company's annual operating and capital budgets;
3. Monitor the Company's performance against its long-range plans and budgets and the financial and operating results of the Company;

4. Approve significant transactions and amendments to material contracts of the Company and its affiliates;
5. Monitor actions relating to the selection and evaluation of the performance of senior management, including the Chief Executive Officer and taking appropriate action, including removal, when warranted;
6. Monitor actions regarding succession plans and management development programs for members of senior management, including the Chief Executive Officer;
7. Review Audit Committee recommendations and monitor actions related to the adoption of policies relating to the integrity of the Company's financial statements, internal controls over financial reporting, disclosure controls and procedures, and other accounting, reporting and financial practices of the Company, including compliance with applicable laws and regulations and reviewing the adequacy of compliance systems;
8. Review Nominating and Corporate Governance Committee recommendations and monitor actions regarding matters of corporate governance;
9. Review Compensation Committee recommendations and monitor actions regarding compensation;
10. Review Finance and Mergers and Acquisition Committee recommendations and monitor actions regarding finance and mergers and acquisitions activity, and
11. Assess and monitor major enterprise risks affecting the Company and steps to manage or mitigate such risks.

IV. BOARD COMMITTEES

The Board has established the following standing Board committees:

- Audit Committee
- Compensation Committee
- Nominating and Corporate Governance Committee

Each standing committee must have a charter approved by such committee and the Board and appoint a Chair, that will lead the Committee's agenda.

From time to time, the Board may establish such other committees as determined by the Board as maybe necessary.

Materials related to agenda items should be provided to the committee members in advance of the meeting to allow the members to prepare for discussion of the materials at the meeting.

V. CHAIR OF THE BOARD OF DIRECTORS

The Board will elect a director as Chair of the Board. The role of the Chair will be:

- Chair all meetings of the Board in a manner that utilizes the time of the Board effectively and that takes full advantage of the expertise and experience that each director has to offer;
- In collaboration with the Chief Executive Officer, establish an agenda for each Board meeting that covers all matters that should come before the Board in the proper exercise of its duties; and
- Facilitate and encourage constructive and useful communication between management and the Board.

VI. LEAD INDEPENDENT DIRECTOR

The independent directors shall annually appoint an independent director to serve as Lead Independent Director for a one-year term when the positions of Chairman and Chief Executive Officer are combined or a relationship between the persons holding such positions makes such appointment advisable in the discretion of the Board. The Lead Independent Director will preside at any meeting of the Board at which the Chairman is not present, including at executive sessions for independent directors, at meetings or portions of meetings on topics where the Chairman or the Board raises a possible conflict, and when requested by the Chairman. The Lead Independent Director may call meetings of the independent directors, at such time and place as the Lead Independent Director determines. The Lead Independent Director shall be responsible for facilitating communication between management and the Board and will perform such other functions as the Board may direct.

VII. FUNCTIONING OF THE BOARD

A. Regular Meetings

The Board will meet in person at least four times a year. Additional sessions and special meetings may be held from time to time as appropriate.

A schedule of regular Board meetings for each calendar year for consideration by the Board will be provided to the Board.

B. Executive Sessions

Executive sessions of the independent directors without the participation of non-independent directors will be held as necessary during scheduled Board meetings and as often as necessary to fulfill their responsibilities.

C. Board Materials

The agenda for each regular meeting and Board materials related to the agenda items will generally be provided to directors five days in advance, or such other timeframe to allow directors to prepare for discussion of the materials at the meeting. All directors are free to suggest items for a Board agenda and to raise items for consideration at any meeting which are not on the agenda for that meeting.

Directors will also routinely receive financial statements, press releases, analysts' reports and other information designed to keep them informed about the Company, its business, performance and prospects.

D. Minutes

The Secretary of the Company or such other person appointed by the Board will prepare the minutes of each meeting of the Board and send them to all directors for review.

E. Access to Senior Management; Experts

Directors have complete access to the management of the Company and the Company's outside advisors, including counsel and auditors. Directors will use judgment to assure that contact is not distracting to the business operation of the Company and that the Chief Executive Officer is advised, as appropriate, of any such contact. The Board may retain outside advisors, including counsel, to assist it in fulfilling its duties.

F. Attendance of Non-Directors

The Chair or Chief Executive Officer may invite senior management to attend specific Board meetings to provide insight or assistance on particular matters.

VIII. BOARD EVALUATION

The Board should conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will administer the evaluation process and prepare a report on the results thereof for consideration by the full Board.

IX. DIRECTOR MATTERS

A. New Director Orientation

New directors will be provided an orientation to familiarize them with the Company and its operations and its principles of corporate governance.

B. Continuing Education

Directors are encouraged to attend at least one course of continuing education each year on the duties and responsibilities of directors accredited by Institutional Stockholder Services (ISS), or another body approved by the Nominating and Corporate Governance Committee. The costs of such continuing education will be borne by the Company.

C. Compensation

Employee directors will not receive compensation as directors. Non-employee independent directors will receive compensation as recommended by the Compensation Committee and approved by the Board.

D. Director Attendance

Each director is expected to attend all meetings of the Board and of each committee of which the director is a member. The Board recognizes that occasionally meetings may need to be scheduled on short notice and that conflicts may arise from time to time that will prevent a director from attending a meeting. However, each director will make every reasonable effort to keep such absences to a minimum.

E. Interaction with Investors, Lenders, the Press, and Other Constituencies

The Board believes that the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, the Chief Revenue Officer, the General Counsel, and the investor relations professionals should speak for the Company. Individual directors may, from time to time, receive requests for comment from various constituencies who are involved with the Company. The directors should refer all inquiries to the Chief Executive Officer, Chief Financial Officer and the General Counsel.

X. CONFLICTS OF INTEREST; CODE OF CONDUCT

The Board has adopted a Code of Business Conduct and Ethics, effective July 26, 2018, which includes the Company's policy on conflicts of interest and which will be reviewed at least annually by the Nominating and Corporate Governance Committee. Violations and proposed waivers of the Code of Business Conduct and Ethics must be reported to the Secretary, who is responsible for reporting them to the Board's independent directors or another committee of the Board which is composed of independent directors, and any

waiver of such a violation or of such policy for executive officers or directors will be reported to stockholders as required by law. Anyone who has a concern about the Company's conduct, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern directly to the Chair, to the independent directors or to the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing, or reported, and will be reviewed and addressed, all as set forth in the Code of Business Conduct and Ethics. The Company's Code of Business Conduct and Ethics prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.