

Nayax Ltd. (the “**Company**”) Enters into loan agreement with On Track Innovations Ltd.

Pursuant to the Company’s immediate report dated 19 January 2022 (ref. no. 2022-01-008883) (the “Original Immediate Report”), which set forth that on said date the Company entered into a binding term sheet with On Track Innovations Ltd. (“OTI”), according to which the parties shall engage in a two-phase transaction, where in the first phase the Company shall provide a loan to OTI (the “Loan”) and thereafter the Company shall acquire 100% of OTI’s shares by way of reverse triangular merger (the “Merger Agreement”), the Company is pleased to announce that on 27 January 2022, the Company executed the Loan agreement with OTI, according to which the Company shall extend a loan to OTI totaling USD 5.5 million, under conditions specified in the Original Immediate Report. Concurrently, the Company has started acting to promote the Merger Agreement with OTI.

It is clarified that as of the date of this report there is no certainty whether the Company and OTI shall eventually enter into the Merger Agreement or that if they do, whether the conditions precedent therein shall be fulfilled.

The Company shall continue reporting in this respect as required by law.