



May 17, 2022

Nayax Ltd.
(the "Company")

To
Israel Securities Authority
www.magna.isa.gov.il

To
Tel Aviv Stock Exchange Ltd.
maya.tase.co.il

Re: Immediate report regarding the Company's engagement in a D&O insurance policy

In accordance with Section 37(A)(5) of the Securities Regulations (Periodic and Immediate Reports), 1970, (the "**Reports Regulations**"), the Company hereby announces that on May 16, 2022, the Company's Remuneration Committee approved the engagement by the Company with Dula, AIG and Newline in an insurance policy with respect to the liability of directors and officers (D&O insurance policy) (the "**Insurance Policy**" or the "**Policy**"), pursuant to the provisions of Section 1B1 of the Companies Regulations (Reliefs in Transactions with Interested Parties), 2000 (the "**Reliefs Regulations**").

The main terms of the Insurance Policy are as follows:

1. The period covered by the Insurance Policy is a period of 12 months, from April 29, 2022 until April 29, 2023.
2. Limit of liability of the Policy - an amount of USD 12 million (per each insurance case and for the entire period), plus reasonable legal expenses beyond the limit of liability;
3. Annual Premium - USD 111,960.
4. Deductible – the Company's deductible with respect to claims against directors and officers is USD 75,000 with respect to claims filed worldwide and USD 200,000 for securities related claims filed worldwide.
5. The Insurance Policy's conditions and terms are the same with respect to all of the officers and directors of the Company (including the Company's CEO and directors and officers who are the controlling shareholders of the Company or their relatives).

The Remuneration Committee approved the Company's engagement in the Policy for the main following reasons:

1. Engagement in a D&O insurance policy is very common among Israeli public companies. It enables the Company to recruit and retain quality personnel, and allows the Company's directors and officers to perform their duties and obligations without the concern that their actions will expose them to personal liability.
2. The scope of the insurance coverage, the amount of annual premium and the amount of deductible were determined in accordance with the Company's assessment in relation to the risks to which the directors and officers of the Company are exposed, according to market standard and in accordance with the Company's types of activity and scope of business.
3. The Insurance Policy's conditions and terms are the same with respect to all of the officers and directors of the Company (including the Company's CEO and directors and officers who are the controlling shareholders of the Company or their relatives).
4. The engagement in the Insurance Policy and its terms comply with the provisions of the Company's Remuneration Policy.
5. The engagement in the Policy was made in accordance with the recommendation of the Company's insurance consultants and the terms of the Policy are reasonable for the Company's types of activity.
6. The engagement in the Policy is on market terms and is not likely to have a material effect on the profitability of the Company, its assets or its liabilities.
7. The engagement in the Policy does not constitute a distribution.
8. In light of the reasons set forth above, the Company's Remuneration Committee is of the opinion that the approval of the engagement by the Company in the Insurance Policy is appropriate and in favor of the Company.

Sincerely,

Nayax Ltd.

Signed by: Michael Galai,

Chief Legal Officer