

Date: 1/6/2022

To: Nayax Ltd.  
(the "**Company**")

**Re: Declaration of a Director in a Public Company**

In accordance with the provisions of Section 224B of the Companies Law, 1999 (the "**Companies Law**"), I, the undersigned, Amir Nechmad, ID number 055273981, hereby declare that:

1. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

- 1.1. Academic education (degree, field and name of institution) including other education and professional certificates:

<b><u>Degree</u></b>	<b><u>Name of academic institution</u></b>
LLB	Tel Aviv University

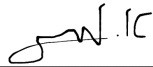
- 1.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<b><u>Position</u></b>	<b><u>Name of Work Place</u></b>
Active in real estate and investments	Director in: Dankron Ltd., Dankron Schneller Ltd., Ofer R.G. Ltd., Wise-Sec Ltd., DRK Group

2. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:
  - 2.1. I have not been convicted of any of the offenses under sections 290 to 297, 392, 415, 418 to 420, and 422 to 428 of the Penal law 5737 – 1977 (the "**Penal Law**"), and under sections 52C, 52D, 53 (a) and 54 of the Securities Law 5728 - 1968 (the "**Securities Law**").
  - 2.2. I have not been convicted by a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;

- 2.3. I have not been convicted of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
3. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company or a debenture company.  
In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
4. I have never been declared bankrupt and I am not legally incompetent or a minor.
5. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist.
6. I acknowledge that the Company relied on the contents of this declaration upon convening a general meeting of the shareholders of the Company for the approval of my service as director in the Company, and that this declaration will be placed in the registered office of the Company for review by any person.

Yours faithfully,



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Amir Nechmad

Date: 1/6/2022

To: Nayax Ltd.  
(the "**Company**")

**Re: Declaration of a Director in a Public Company**

In accordance with the provisions of Section 224B of the Companies Law, 1999 (the "**Companies Law**"), I, the undersigned, David Ben-Avi, ID number 025068925, hereby declare that:

1. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

- 1.1. Academic education (degree, field and name of institution) including other education and professional certificates:

<b><u>Degree</u></b>	<b><u>Name of academic institution</u></b>
BA, Business Administration	Derby University
Certificate Studies - Real Estate Appraisal	College of Management Academic Studies

- 1.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<b><u>Position</u></b>	<b><u>Name of Work Place</u></b>
CTO of the Company	Director in most of the Company's subsidiaries David Ben-Avi Holdings Wise-Sec Ltd.

2. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:
  - 2.1. I have not been convicted of any of the offenses under sections 290 to 297, 392, 415, 418 to 420, and 422 to 428 of the Penal law 5737 – 1977 (the "**Penal Law**"), and under sections 52C, 52D, 53 (a) and 54 of the Securities Law 5728 - 1968 (the "**Securities Law**").
  - 2.2. I have not been convicted by a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;

- 2.3. I have not been convicted of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
3. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company or a debenture company.  
In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
4. I have never been declared bankrupt and I am not legally incompetent or a minor.
5. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist.
6. I acknowledge that the Company relied on the contents of this declaration upon convening a general meeting of the shareholders of the Company for the approval of my service as director in the Company, and that this declaration will be placed in the registered office of the Company for review by any person.

Yours faithfully,

*David Ben-Avi*

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David Ben-Avi

Date: 31/5/2022

To: Nayax Ltd.  
(the "**Company**")

**Re: Declaration of a Director in a Public Company**

In accordance with the provisions of Section 224B of the Companies Law, 1999 (the "**Companies Law**"), I, the undersigned, Reuven Ben Menachem, ID number 056623879, hereby declare that:

1. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

- 1.1. Academic education (degree, field and name of institution) including other education and professional certificates:

<b><u>Degree</u></b>	<b><u>Name of academic institution</u></b>
None	

- 1.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<b><u>Position</u></b>	<b><u>Name of Work Place</u></b>
Chairman	Kissterra Capital Ltd. (2021- Current) Anagog Ltd. (2020- Current) EZbob Ltd. (2020- Current) Earnix Ltd. (2016-2021) Modelity Technologies Ltd. (2016-2019) Otoma Limited (also Founder) (2017-Current).

2. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:
  - 2.1. I have not been convicted of any of the offenses under sections 290 to 297, 392, 415, 418 to 420, and 422 to 428 of the Penal law 5737 – 1977 (the "**Penal Law**"), and under sections 52C, 52D, 53 (a) and 54 of the Securities Law 5728 - 1968 (the "**Securities Law**").

- 2.2. I have not been convicted by a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;
- 2.3. I have not been convicted of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
3. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company or a debenture company.  
In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
4. I have never been declared bankrupt and I am not legally incompetent or a minor.
5. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist.
6. I acknowledge that the Company relied on the contents of this declaration upon convening a general meeting of the shareholders of the Company for the approval of my service as director in the Company, and that this declaration will be placed in the registered office of the Company for review by any person.

Yours faithfully,

  
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Reuven Ben Menachem

Date: 1/6/2022

To: Nayax Ltd.  
(the "**Company**")

**Re: Declaration of a Director in a Public Company**

In accordance with the provisions of Section 224B of the Companies Law, 1999 (the "**Companies Law**"), I, the undersigned, Yair Nechmad, ID number 057243263, hereby declare that:

1. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

- 1.1. Academic education (degree, field and name of institution) including other education and professional certificates:

<b><u>Degree</u></b>	<b><u>Name of academic institution</u></b>
BA, Political Science	Tel Aviv University

- 1.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<b><u>Position</u></b>	<b><u>Name of Work Place</u></b>
CEO of the Company	Director in all the Company's subsidiaries Yair Nechmad Ltd. Wise-Sec Ltd.

2. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:
  - 2.1. I have not been convicted of any of the offenses under sections 290 to 297, 392, 415, 418 to 420, and 422 to 428 of the Penal law 5737 – 1977 (the "**Penal Law**"), and under sections 52C, 52D, 53 (a) and 54 of the Securities Law 5728 - 1968 (the "**Securities Law**").
  - 2.2. I have not been convicted by a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;

- 2.3. I have not been convicted of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
3. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company or a debenture company.  
In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
4. I have never been declared bankrupt and I am not legally incompetent or a minor.
5. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist.
6. I acknowledge that the Company relied on the contents of this declaration upon convening a general meeting of the shareholders of the Company for the approval of my service as director in the Company, and that this declaration will be placed in the registered office of the Company for review by any person.

Yours faithfully,

*Yair Nechmad*

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Yair Nechmad



Date: 31/5/2022

To: Nayax Ltd.  
(the "**Company**")

**Re: Declaration of an Independent Director in a Public Company**

In accordance with the provisions of Section 224B of the Companies Law, 1999 (the "**Companies Law**"), I, the undersigned, Elon Shalev, ID number 050705276, hereby declare that:

1. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

- 1.1. Academic education (degree, field and name of institution) including other education and professional certificates:

<b><u>Degree</u></b>	<b><u>Name of academic institution</u></b>
BA in Political Science	Tel Aviv University

- 1.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<b><u>Position</u></b>	<b><u>Name of Work Place</u></b>
Director	SHL Telemedicine International Ltd. (2018-2021).
Deputy Chairman of the Board	Partner Communications Ltd. (2013-2019)

2. I have an Accounting and Financial Expertise (as such term is defined in the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and a Director with Professional Qualification), 5766-2005, based on my education and employment experience listed above.
3. In addition, I declare that the conditions for my classification as an independent director (as such term is defined in the Companies Law) are met, as detailed below
- 3.1. I am not a relative of a controlling shareholder of the Company.
- 3.2. At the time of my appointment to the Board of Directors of the Company, and during the two years preceding my appointment, neither I, nor my relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, or a corporate body in which I am a controlling shareholder, has or had any Affiliation to

the Company, to a controlling shareholder of the Company or to a relative of a controlling shareholder of the Company or to Another Corporation.

For the purposes of the declaration under this section:

**“Affiliation” –**

- The existence of work relationship, ongoing business or professional relationship or control, position as an office holder, excluding a position of a director who was appointed as an external director in a company which is about to undergo an initial public offering of its shares to the public.

**“Another Corporation”**

- A corporation which, at the relevant date of appointment, or during the two years preceding such date, is or was controlled by the Company or by a controlling shareholder of the Company.

- 3.3. My other positions and activities do not and are not likely to create a conflict-of-interests with my position as a director of the Company or to otherwise adversely affect my ability to serve as a director of the Company.
- 3.4. I do not serve as a director in any other corporation, whose director, serves as an external director in the Company.
- 3.5. I am not an employee of the Israeli Securities Authority or the Tel Aviv Stock Exchange.
- 3.6. Neither I, nor my relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, nor a corporate body in which I am a controlling shareholder, has any business or professional relationship with a controlling shareholder of the Company or with a relative of a controlling shareholder of the Company or with Another Corporation, even if such relationships are not ordinarily carried on, excluding negligible relations, and I have not received remuneration in contradiction of Section 244(b) of the Companies Law.
- 3.7. I have not been serving as a director in the Company for a period which exceeds nine years (for this purpose, a termination of a term of office that does not exceed two years will not be considered as a termination of the term of office).


4. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:

4.1. Offenses under the Penal law 5737 – 1977 (the "**Penal Law**):

- 4.1.1. Sections 290 to 297 of the Penal Law dealing with bribery offenses;
- 4.1.2. Section 392 of the Penal Law dealing with theft by an officer;
- 4.1.3. Section 415 of the Penal Law dealing with obtaining anything by deceit;

- 4.1.4. Sections 418 to 420 of the Penal Law dealing with forgery of documents, the presentation or issuance of a forged document or other use of such document in the knowledge that such document is forged ;
- 4.1.5. Sections 422 to 428 of the Penal Law dealing with inducement by deceit, registering false records in corporate documents, offenses by an officer or employee of a company, concealment of information and the publication of misleading information by a senior office holder of the company, deceit and breach of trust towards a company, deceptive concealment, blackmail with use of force and or by means of threats.
- 4.2. Offenses under the Securities Law 5728 - 1968 (the "**Securities Law**"):
  - 4.2.1. Section 52C of the Securities Law dealing with the use of inside information by an insider;
  - 4.2.2. Section 52D of the Securities Law dealing with the use of inside information which was originated by an insider;
  - 4.2.3. Section 53(a) of the Securities Law dealing with the contravention of provisions regarding the publication of a prospectus containing a misleading detail;
  - 4.2.4. Section 54 of the Securities Law dealing with fraud in connection with securities (fraud includes any action which is intended to wrongly influence trading).
- 5. In the past 5 years, I have not been convicted:
  - 5.1. By a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;
  - 5.2. Of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
- 6. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company or a debenture company.  
 In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
- 7. I have never been declared bankrupt and I am not legally incompetent or a minor.
- 8. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist.

9. I acknowledge that the Company relied on the contents of this declaration upon convening a general meeting of the shareholders of the Company for the approval of my service as director in the Company, and that this declaration will be placed in the registered office of the Company for review by any person.

**Name** Elon Shalev  
**Signature**   
**Date:** 5/31/2022