



Charter of the Nominating and Corporate Governance Committee

of

Nayax Ltd.

Approved by the Board of Directors on

1 September 2022

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Nayax Ltd.

Charter of the Nominating and Corporate Governance Committee

Adopted September 1, 2022

1. Purpose and Scope

The Nominating and Corporate Governance Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of Nayax Ltd. (the “**Company**”) to discharge the responsibilities set forth in this Charter.

2. Membership

- a) The Committee shall consist of at least three (3) members. The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate, and absent such designation the Committee members shall elect among themselves, the chair of the Committee (the “**Committee Chair**”).
- b) For as long as the Company is required to have External Directors under the Israeli Companies Law, 5759-1999, and the regulations thereunder, as may be amended from time to time (the “**Companies Law**”), at least one member of the Committee shall be an External Director, as such term is defined under the Companies Law.

3. Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board/Committee Nominees and Succession Planning

- a) The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- b) The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
 - i. Review candidates’ qualifications for membership on the Board or a committee of the Board (the “**Board Committees**”) (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board and taking into account the independence, financial literacy, financial expertise and diversity standards that may be required under rules of the U.S. Securities and Exchange Commission (the “**SEC**”) or the Nasdaq Stock Market (“**Nasdaq**”);

- ii. in evaluating current directors for re-nomination or re-appointment to the Board or any Board Committee, assess the performance of such directors;
 - iii. periodically review the composition of the Board and the Board Committees in light of the current challenges and needs of the Board, the Company and each Board Committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
 - iv. periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable; and
 - v. consider any other factors that are deemed appropriate by the Committee or the Board.
- c) The Committee shall oversee succession planning for directors and the Board, the Chief Executive Officer and the Chief Financial Officer (including for the event of the incapacitation, retirement or removal of such individuals) by making recommendations to the Board.

Evaluating the Board and its Committees

- d) At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- e) At least annually, the Committee shall review the evaluations prepared by each Board Committee of such Board Committee's performance and consider any recommendations for proposed changes to the Board.

Corporate Governance and Other Matters

- f) The Committee shall review and reassess periodically the adequacy of the compliance policy of the Company (the "**Compliance Policy**").
- g) The Committee shall review and reassess periodically the adequacy of the code of ethics of the Company (the "**Code of Ethics**") and recommend any proposed changes to the Board.
- h) The Committee shall oversee compliance with the Compliance Policy and the Code of Ethics and report on such compliance to the Board.

Director Orientation and Continuing Education

- i) The Committee shall oversee an orientation and continuing education program for directors.

Reporting to the Board

- j) The Committee shall report to the Board periodically.
- k) At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation; and
- l) The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4. Authority and Delegations

- a) The Committee has the authority to retain and terminate any advisers, including search firms to identify director candidates, legal counsel, including authority to approve all such advisers' fees and other retention terms.
- b) The Committee may delegate its authority to subcommittees or the Committee Chair when it deems it to be appropriate and in the best interests of the Company, subject to ensuring adequate reporting by the subcommittee to the Committee or the Committee Chair.

5. Procedures

- a) The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Committee Chair, in consultation with the other members, shall determine the frequency and length of the meetings and shall set meeting agendas consistent with this Charter.
- b) The Committee may invite to its meetings other Board members, members of the management and such other persons the Committee deems appropriate in order to carry out its responsibilities. The Chief Executive Officer and the Chief Financial Officer have a standing invitation to attend the Committee's meetings. Notwithstanding the foregoing, the Committee shall exclude from its meetings anyone with a personal interest in the matters to be discussed.
- c) Except as provided in the articles of association of the Company or this Charter, the Committee shall determine its own rules of procedure, to the extent permitted by applicable law and listing requirements of Nasdaq and to the extent not inconsistent with actions or policies of the Board.

6. Amendments

This Charter may be amended at any time by resolution of the Board.

7. Effectiveness

This Charter was adopted by the Board on [--] [--], 2022, and shall be effective on the day on which the SEC first declares effective the Company's Registration Statement on Form 20-F.