

Anti-Bribery Policy

1. Introduction

It is the policy of the Nayax Group, comprised of Nayax Ltd. and its subsidiaries and affiliates ("Nayax", the "Company", or "we/us") to conduct all of its business in an honest and ethical manner. We take a zero-tolerance approach to Bribery and Corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, by implementing and enforcing effective systems to counter bribery.

Nayax considers that Bribery and Corruption have a detrimental impact on business by undermining good governance and distorting free markets.

Nayax benefits from carrying out business in a transparent and ethical way and by helping to ensure that there is honest, open and fair competition in our sectors. Where there is a level playing field, Nayax can lead the market through innovation and by delivering excellent services and products to its customers.

This policy sets out what is and is not acceptable in general terms, but if you are in any doubt as to whether any conduct could amount to bribery, the matter should be referred to the company's legal team.

2. DEFINITIONS

- 2.1. "Agent": Any individual acting as an agent, paid by the company, acting on the company's behalf in negotiating with Third Parties.
- 2.2. "Bribery" / "Corruption": Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.
- 2.3. "Company": Nayax Ltd. and all its subsidiaries and affiliated companies.
- 2.4. "Conflict of Interest": Occurs when an individual or organization is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.

- 2.5. “Donation”: A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organizations that serve business interests are not necessarily considered Donations.
- 2.6. “Employee”: For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, wherever they are located.
- 2.7. “Facilitation Payments”: A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low-income Public Officials in exchange for providing services to which one is legally entitled without such payments.
- 2.8. “Gifts, Invitations & Hospitality”: Invitations given or received to social functions, sporting events, meals and entertainment, gifts or customary tokens of appreciation.
- 2.9. “Intermediary”: Includes but is not limited to Agents, distributors, consultants, sales representatives, implementation partners, sales partners.
- 2.10. “Kickback”: A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.
- 2.11. “Public Official”: Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.
- 2.12. “Sponsorship”: Sponsorship is about partnering with external organizations to deliver mutual benefits through an exchange of monies, products, services, content or other intellectual property.
- 2.13. “Third Party”: Any individual or organization an Employee comes into contact with during the course of his/her work for us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

3. SCOPE

- 3.1. This policy applies to all Employees and relevant Third Parties of the Company and shall be communicated to them at the outset of our business relationship and as appropriate thereafter.
- 3.2. This policy applies in all countries or territories where the Company operates. Where local customs, standards, laws or other local policies apply that are stricter than the provision of this policy, the stricter rules must be complied with. However, if this policy stipulates stricter rules than local customs, standards, laws or other local policies, the stricter provisions of this policy shall apply.

4. GIFTS, INVITATIONS & HOSPITALITY

- 4.1. All Employees are expected to conduct themselves with integrity, impartiality and honesty at all times. Accordingly, all Employees are required to follow these rules on Gifts, Hospitality and Entertainment
- 4.2. All Employees must maintain a high standard of professionalism and not open themselves up to suspicion of dishonesty or put themselves in a position of conflict between work and private interests. Gifts and entertainment given and received as a reward, inducement or encouragement for preferential treatment or inappropriate or dishonest conduct are strictly prohibited. In particular, no gifts, hospitality or entertainment may be given or accepted during a tender process or during contractual negotiations if there is any realistic risk that such gifts or entertainment could influence the outcome of such processes or negotiations.
- 4.3. Employees are prohibited from accepting a gift or giving a gift to a third party in the following situations:
 - (a) It is made with the intention of influencing a Third Party to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;
 - (b) It is given in Employee name and not in the name of the Company;
 - (c) It includes cash or a cash equivalent (such as gift certificates or vouchers);
 - (d) It is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process); and
 - (e) It is given secretly and not openly.

- 4.4. Employees and business partners must never offer, pay, solicit or accept bribes in any form, including facilitation payments.
- 4.5. Employees and business partners should report to the legal team any instance where a facilitation payment is alleged to have been paid on the Company's behalf.

5. CHECKING OUT SUPPLIERS AND PARTNERS: DUE DILIGENCE

- 5.1. Where there is a Significant Bribery Risk the legal team must be consulted in relation to appropriate anti-bribery compliance measures before:

- (a) Appointing a new supplier;
- (b) Entering into a partnership;
- (c) Appointing an agent to work on the Company's behalf; or
- (d) Entering into a new contract/or amending the terms of an existing contract

- 5.2. A Significant Bribery Risk will arise if:-

- (a) The services being provided involve work being undertaken, directly or indirectly on our behalf, in any High Risk Jurisdiction;
- (b) The services involve goods passing through borders between High Risk Jurisdictions;
- (c) The services involve business partners paying fees, taxes or payments on behalf of Nayax in relation to the import or export of goods;
- (d) The services involve business partners obtaining official permits, permissions or agreement from public officials or agencies; or
- (e) There are any particular reasons to suspect that the risk of corruption or bribery is higher than normal.

- 5.3. The legal team will advise on the level of due diligence required and the form of any anti-bribery clauses required in relation to an agreement or contract. Any due diligence must be completed before:

- (a) The contract with an agent or partner is signed or renewed;

- (b) The agent does any work;
- (c) The partnership undertakes any activities;

6. Hospitality/Entertainment

- 6.1. Nayax employees may occasionally receive invitations from suppliers or others to corporate hospitality or entertainment events.
- 6.2. Hospitality or entertainment may only be accepted if:-
 - (a) Employees or personnel from the supplier are in attendance;
 - (b) The supplier does not pay any accommodation or (more than trivial) travel expenses for employees;
 - (c) The entertainment and/or acceptance of it could not be interpreted as a reward, inducement or encouragement for a favour or preferential treatment; and
 - (d) It is not unduly lavish or extravagant.
- 6.3. Employees and business partners should consult with the legal team regarding any instance where they have a doubt if the hospitality/entertainment offered to them comply with the above guidelines, before the fact to the extent possible; after the fact, where needed.

7. Political and charitable contributions

- 7.1. We do not make contributions or donations to political organisations or independent candidates, nor do we incur any political expenditure.
- 7.2. We respect the right of individual employees to make personal contributions, provided they are not made in any way to obtain advantage in a business transaction.
- 7.3. We may communicate our views to government and others, on matters which affect our business interests or those of our shareholders and Employees, as a way of assisting in the development of regulation and legislation affecting the business.

8. Protection

Employees who refuse to take part in bribery or corruption, or report in good faith under this policy their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern.