



**eToro Group Ltd.
30 Sheshet Hayamim St.
Bnei Brak, Israel 5120261**

**NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS**

AND

MEETING OF SHAREHOLDERS OF CLASS B COMMON SHARES

Notice is hereby given that an annual meeting of shareholders, which also constitutes a separate class meeting of the holders of the Company's Class B common shares, no par value ("**Class B common shares**") (the "**Meeting**") of eToro Group Ltd. (the "**Company**") will be held at 3:00 p.m., Israel time, on May 26, 2026, at the Company's offices at 30 Sheshet Hayamim St., Bnei Brak, Israel, for the following purposes:

1. To re-elect each of Eddy Shalev and Laura Unger as a Class I director of the Company, each to hold office until the Company's 2029 annual meeting of shareholders and until the election and qualification of their respective successors in office;

2. To ratify the appointment of Kost Forer Gabbay & Kasierer, a member of EY Global, as the Company's independent registered public accounting firm for the year ending December 31, 2026 and until the Company's next annual meeting of shareholders;

3. To approve certain amendments to the Company's Amended and Restated Memorandum and Articles of Association ("**A&R Memorandum and Articles**") with respect to the following matters, each as further described in the accompanying Proxy Statement:

3(a) an amendment to the definition of "*Class B Transfer*" contained in Section 1 (*Definitions and Interpretations*) of the Memorandum of Association to provide that the grant of a pledge, charge or other security interest over Class B shares will not constitute a Class B Transfer triggering automatic conversion into Class A shares;

3(b) an amendment to Section 7.4 of the Articles of Association to remove the requirement that the Company's board of directors must fix a record date for determining shareholders entitled to vote at a meeting that is no earlier than the date that notice of such meeting is given to the Company's shareholders;

3(c) an amendment to Section 7.13 of the Articles of Association to revise the quorum requirement for any adjourned meeting of shareholders (other than a meeting convened upon the requisition of shareholders, which would otherwise be dissolved) to any one or more shareholders present in person or by proxy, replacing the current quorum requirement of not less than one-third ($\frac{1}{3}$) of the votes of the Shares entitled to vote on the matters to be considered by the meeting; and

4. To instruct the chairman of the Meeting to adjourn the Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the Meeting, there are not sufficient votes to approve any other proposal(s).

Pursuant to resolutions adopted on April 7, 2026, our board of directors unanimously recommends that you vote "FOR" each of the above proposals (the "Proposals"), which are further described in the accompanying Proxy Statement.

We know of no other matters to be submitted at the Meeting other than as specified herein. If any other business is properly brought before the Meeting, the persons named as proxies may vote in respect thereof in accordance with their best judgment.

Approval of each of Proposals 1, 2, and 3(a)-(c) requires an affirmative vote of a majority of the votes of the Shares entitled to vote thereon present at the Meeting and that were voted and not abstained. Proposal 4 requires an affirmative vote of a majority of the Shares represented at the Meeting. In addition, in accordance with Section 8 of the Company's Memorandum of Association, the approval of Proposal 3(a) also requires a separate resolution adopted by at least sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the total voting power of the issued and outstanding Class B common shares as of the record date, voting as a separate class.

The Meeting constitutes a separate class meeting of the holders of Class B common shares for purposes of voting on Proposal 3(a). Accordingly, votes cast by holders of Class B common shares on Proposal 3(a) will be tabulated and counted separately to determine whether the required 66 $\frac{2}{3}$ % Class B approval threshold has been met, in addition to being counted together with Class A common shares for purposes of determining whether the general shareholder approval has been obtained.

If Proposal 3(a) receives the requisite approval of the holders of all Shares voting together as one class, but does not receive the separate approval of at least 66 $\frac{2}{3}$ % of the Class B common shares, it will not be adopted. Similarly, if Proposal 3(a) receives the Class B separate class approval but does not receive the requisite approval of the holders of all Shares voting together as one class, Proposal 3(a) will not be adopted.

You are entitled to receive notice of, and vote at, the Meeting, or at any adjournment or postponement thereof, if you were a shareholder of record of our Class A common shares, no par value ("**Class A common shares**," and together with Class B common shares, the "**Shares**") or our Class B common shares at the close of business on April 15, 2026 (the "**Record Date**"), whose Shares are registered directly with our transfer agent, Equiniti Trust Company, LLC, or held through a broker, trustee or other nominee that is one of our shareholders of record at such time, or which appear in the participant listing of a securities depository on that date, and whose Shares are not Sanctioned Shares (as defined in the accompanying Proxy Statement). Holders of Class A common shares are entitled to one (1) vote for each Class A common share and holders of our Class B common shares are entitled to ten (10) votes for each Class B common share.

All shareholders are cordially invited to attend the Meeting in person. Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it promptly in the pre-addressed envelope provided.

Your proxy may be revoked at any time before it is voted either by you returning a later-dated proxy card or by voting your shares in person at the Meeting.

A Proxy Statement describing the matters to be voted upon at the Meeting along with a proxy card enabling the shareholders to indicate their vote on the matter will be mailed on or about April 21, 2026, to all shareholders entitled to notice of, and to vote at, the Meeting. Such Proxy Statement will also be furnished to the SEC under cover of Form 6-K and will be available on the Company's website www.eto.com and on the SEC's website at www.sec.gov. Proxies must be submitted to Broadridge Financial Solutions ("**Broadridge**") no later than 11:59 p.m. ET on May 25, 2026, or to our offices no later than 8:00 a.m. (Israel time) on May 26, 2026. Proxies delivered to the Company or to Broadridge following such time will be presented to the chairperson of the Meeting and, at his discretion, may be voted as specified in the instructions included in such proxies. Shareholders who hold their shares in "street name", meaning in the name of a bank, broker or other record holder, must either direct the record holder of their shares on how to vote their shares or obtain a legal proxy from the record holder to vote the shares at the Meeting on behalf of the record holder, together with a proof of such record holder with respect to the holding of the shares on the record date. You should follow the directions provided by your broker or nominee regarding how to instruct them to vote your shares.

Bnei Brak, Israel
April 15, 2026

By Order of the Board of Directors,
Johnathan Alexander Assia,

***Chairman of the Board of Directors, Chief Executive Officer
and Co-Founder***