



COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER ETORO GROUP LTD.

Adopted as of the month of May, 2025.

I. Purpose

The purposes of the Compensation, Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of eToro Group Ltd. (the "Company") shall be to (i) oversee the Company's compensation and employee benefit plans, policies and practices, (ii) determine and, where appropriate, make recommendations to the Board with respect to the compensation of executive officers (meaning those officers covered in Rule 16a-1(f) under The Securities Exchange Act of 1934, as amended, (the "Exchange Act")), including the Company's chief executive officer (the "CEO"), other key management employees identified by the Committee and the compensation of the members of the Board, (iii) to review and discuss with management the compensation related disclosure to be included in the Company's Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the "SEC") as required by Items 6.B, 6.E.2, and 6.F of Form 20-F ("Compensation Disclosure"), (iv) to prepare the Compensation, Nominating and Governance Committee report as required by the rules of the SEC, (v) identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board, (vi) to advise the Board with respect to the Board composition, procedures and committees, (vii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company, (viii) to oversee the evaluation of the Board and the Company's management and to Oversee the succession plans for key positions (such as executive managers such as CEO and CFO), and (ix) to perform such other functions as may be consistent with this Charter or assigned by applicable law, the Company's Amended and Restated Memorandum and Articles of Association ("Articles") or the Board.

II. Composition of the Committee

The Committee shall consist of three or more independent directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Stock Market ("NASDAQ"), and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Exchange Act.

The Board of directors has the right to dismiss/ replace any or all the committee members at any time it deems appropriate. A member of the committee may also resign from the committee's membership if it is at an appropriate time. The membership of the committee members shall end if the committee member is a Board member, their membership terminates with the end of their Board membership or by voluntary resignation from the committee.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. Meetings

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, provided, that the Chief Executive Officer of the Company may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

A majority of members of the Committee present in person or by means of a conference telephone, video or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The action of a majority of members at a meeting at which a quorum is present will be the action of the Committee. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. Compensation and Benefits Duties and Responsibilities

The Committee's compensation and benefits-related duties and responsibilities shall be to:

A. Processes and Procedures for Considering and Determining Director and Executive Officer Compensation and Benefits

- Review and reassess annually (and where appropriate, make such recommendations to the Board as the Committee deems advisable with respect to) the Company's processes and procedures for the consideration and determination of director, executive officer and key management employee compensation and benefits.
- Review and make such recommendations to the Board as the Committee deems advisable regarding the compensation of the directors of the Company, including with respect to any equity-based plans, provided that the Board shall retain co-equal power in respect of all such delegated matters.

B. Processes and Procedures for Public Reporting of Executive Officer and Director Compensation

- Review and discuss with management the Company's compensation disclosure to be included in any statements or reports as may be required by the SEC.

C. Incentive Compensation and Equity-Based Plans

- Make recommendations to the Board as the Committee deems advisable with respect to the adoption, amendment or termination of any Company equity incentive plan, stock option plan, stock appreciation rights plan, stock purchase plan or similar plan, or if permitted by the terms of the applicable plan document, amend or terminate such plan. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans.

- Review and determine to adopt, amend or terminate (and where appropriate, make such recommendations to the Board as the Committee deems advisable with respect to) any Company retirement, pension and profit-sharing plan, equity incentive plan, cash bonus plan, deferred compensation plan or similar plan. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans.
- Review the goals and objectives of the Company's incentive-based compensation plans and equity-based plans, and perform such duties as may be assigned to the Committee under such plans, in each case consistent with the terms of such plans and after assessing related risks. The Committee shall oversee risk management of incentive compensation plans and shall discuss with management, including the company's CFO, the assessment of compensation plans and impact on risk taking at least annually.
- Review and make such recommendations to the Board as the Committee deems advisable with respect to policies and procedures for the grant of equity-based awards by the Company.

D. Matters Related to the Compensation of the CEO

- Review and make such recommendations to the Board with respect to the goals and objectives that may be relevant to the compensation of the CEO.
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine the CEO's compensation based on such evaluation. In connection with determining the long-term incentive component of the CEO's compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.
- The CEO shall not be present during voting or deliberations concerning his or her compensation.

E. Matters Related to Compensation of the Executive Officers and Key Management Employees Other Than the CEO

- Determine the compensation of all executive officers and key management employees of the Company identified by the Committee, in each case, other than the CEO, in light of the goals and objectives that were set for such officers and employees by the Committee, in consultation with the CEO, where appropriate. To the extent that long-term incentive compensation is a component of such executive officer or key management employee's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO.
- The executive officers and key management employees shall not be present during voting or deliberations concerning his or her compensation.

F. Agreements and Policies

- Review and recommend employment agreements, new hire packages and severance arrangements for executive officers, including change-in-control provisions, plans or agreements.
- Review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board.
- Review and discuss with management the Company's Compensation Disclosure, and based on that review and discussion, to recommend to the Board whether the CD&A should be included in the Company's Annual Report on Form 20-F.
- Review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.
- Review and approve, to the extent it deems necessary, the terms of any compensation "clawback" or similar policy (including as may be required by applicable law) or agreement between the Company and its executive officers or other employees subject to Section 16 of the Exchange Act for recovering incentive-based compensation.
- Adopt stock ownership guidelines for executive officers and non-employee directors and oversee compliance with such guidelines.
- Prepare the Compensation, Nominating and Governance Committee report in accordance with the rules and regulations of the SEC for inclusion in the Company's Annual Report on Form 20-F.
- The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the Chief Executive Officer and the Company's director compensation arrangements.
- [Oversee the Company's submission to a shareholder vote of matters relating to compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans and amendments to such plans.]
- [Review shareholder proposals and advisory shareholder votes relating to executive compensation matters and recommend to the Board the Company's response to such proposals and votes.]

Notwithstanding anything to the contrary in the foregoing, the Committee shall have sole discretion and authority with respect to any action regarding compensation payable to the CEO or other executive officers of the Company that the Committee intends to constitute "qualified performance-based compensation" for purposes of section 162(m) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations promulgated thereunder.

V. Nominating and Governance Duties and Responsibilities

The Committee's nominating and governance duties and responsibilities shall be to:

A. Board Candidates and Nominees

- Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee may evaluate candidates identified by other Board members, senior executives, shareholders, search firms engaged by the Committee, other professional search firms, or other resources, including self-identified candidates. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates.
- Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.
- Recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Articles, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.
- Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

B. Processes and Procedures for Board Composition

- Review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise [and diversity] required for the Board as a whole and contains at least the minimum number of independent directors required by [NASDAQ]. The Board shall be composed of a majority of independent directors.
- Review periodically the size of the Board and to recommend to the Board any appropriate changes.
- Make recommendations on the frequency and structure of Board meetings.
- Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

- After consultation with the Chairperson and the CEO and after taking into account the experiences and expertise of individual directors, make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
- Monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
- Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.
- Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

VI. Governance Duties

A. Corporate Governance Principles

- Develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards of [NASDAQ]. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:
 - Director qualification standards;
 - Director responsibilities;
 - Director access to management and, as necessary and appropriate, independent advisors;
 - Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate;
 - Director orientation and continuing education;
 - Management succession, including policies and principles for the selection and performance review of the CEO, as well as policies regarding succession in the event of an emergency or the retirement of the CEO; and
 - Annual performance evaluation of the Board.
- Develop and review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of NASDAQ, and to recommend any desirable changes to the Board.

- Consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

B. Performance Evaluation of the Board and Management

- Oversee the assessment of the performance of the Board as a whole and its committees and an evaluation of management. Discuss the assessments with the full Board following the end of each fiscal year. The Committee shall establish procedures to allow it to exercise this oversight function.
- Make recommendations regarding, and assist the Board in, succession planning for the CEO and executive management, including developing policies for succession in an emergency or retirement of the CEO.
- Make recommendations on the frequency and structure of Board meetings.

VII. Additional Committee Authority and Responsibilities

The Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

A. Diversity and Inclusion

- Periodically review and monitor the Company's policies, initiatives and results in the areas of diversity and inclusion (other than within the purview of other committees of the Board).

B. Matters Related to Compensation Consulting Firms or Other Outside Advisors

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that:
 - The Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
 - Before any compensation consultant, legal counsel or other adviser is selected by, or provides advice to, the Committee, the Committee shall take into consideration the factors set forth in Rule 5605(d) of the listing rules of [NASDAQ] or other exchange upon which the securities of the Company are traded, of the SEC and other applicable laws and regulations as determined by the Committee.

C. Compensation Peer Group

- Periodically review and revise a peer group of companies against which to assess the Company's compensation programs and practices to ensure they are competitive and supportive of the Company's strategy and objectives.

VIII. General

- The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.
- The Committee may form subcommittees for any purpose that the Committee deems appropriate and delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.
- The Committee may meet separately and independently from management as deemed necessary and appropriate to carry out the Committee's responsibilities and meet periodically and separately with compensation and other consultant(s) as deemed necessary and appropriate to advise the Committee.
- Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Board members or Committee members. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.
- For the avoidance of doubt, the Committee shall not undertake any action or decision which may be in breach of regulation 19.2 of the Articles or section 110 of the Business Companies Act, 2004 (as amended) of the British Virgin Islands.

* * *

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.