



CORPORATE GOVERNANCE GUIDELINES OF ETORO GROUP LTD.

Adopted as of the month of May, 2025.

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**” and each individual member of the Board, a “**Director**”) of eToro Group Ltd. (the “**Company**”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any applicable law, the rules of the Nasdaq Stock Market LLC (“**Nasdaq**”), the Company’s Amended and Restated Memorandum and Articles of Association (the “**Articles**”) or other corporate governance documents. These Corporate Governance Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Corporate Governance Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by any applicable law.

I. THE BOARD’S ROLE AND RESPONSIBILITIES

The Board is tasked with managing, directing and supervising the business and affairs of the Company. Each director is required to exercise his or her powers for a proper purpose and must not act or agree to the Company acting in a manner that contravenes the Articles or the British Virgin Islands Business Companies Act of 2004, as revised (the “**Act**”). Each Director, in exercising his or her powers or performing his or her duties, is required to act honestly and in good faith in what the Director believes to be in the best interests of the Company.

II. BOARD COMPOSITION

(a) **Chairman of the Board.** Pursuant to the Articles, the Directors may, but are not required to, elect a chairman (the “**Chairman of the Board**”) for their meetings and determine the period for which he or she is to hold such office. If a Chairman of the Board is elected, he or she is to preside as chairman at every meeting of shareholders.

(b) **Size of the Board.** Pursuant to the Articles, the Board consists of the number of Directors as the Board may determine from time to time. The Compensation, Nominating and Governance Committee periodically reviews the size of the Board and recommends to the Board any appropriate changes.

(c) **Independence of the Board.** For the purposes of determining which Directors constitute the Company’s independent directors (“**Independent Directors**”), the Company abides by the definitions of Nasdaq and Rule 10A-3 under the Securities Exchange Act of 1934, as amended. The Board includes such number of Independent Directors as required by the applicable listing rules of Nasdaq and may avail itself to certain exemptions applicable under the listing standards of Nasdaq for foreign private issuers. The Act does not require that a majority of the Board consist of independent directors.

(d) **Selection of New Directors.** The Board is divided into three (3) classes. As a result, approximately one-third (1/3) of the Board will stand for election by the shareholders of the

Company each year at the Company's annual general meeting for three (3) year terms. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the shareholders. In accordance with the Articles, the Board is also responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of shareholders. The Compensation, Nominating and Governance Committee is primarily responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

(e) **Director Criteria.** The Compensation, Nominating and Governance Committee periodically reviews and recommends for approval by the Board criteria for directorship on the Board and the skills and characteristics required of Directors. Among the qualifications considered in the selection of Director candidates, the Compensation, Nominating and Governance Committee considers, among others, 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 such committee considers appropriate in the context of the needs of the Board. The Compensation, Nominating and Governance 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.

(f) **Outside Board Directorship.** Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board directorship and expects that the Directors be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

(g) **Lead Director.** If the Chairman of the Board is a member of management or does not otherwise qualify as independent, the Independent Directors may elect a lead director. The lead director's responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chairman of the Board is not present, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; acting as the liaison between the Independent Directors and the Chairman of the Board; having the authority to recommend that the Board retain consultants or advisors that report to the Board; having the authority to call meetings of the Independent Directors; and, if requested by major shareholders, ensuring that he or she is available for consultation and direct communication. At such times as the Chairman of the Board is an Independent Director, the Chairman of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

III. BOARD MEETINGS

(a) **Frequency of Meetings and Attendance.** The Board may meet at such times and in such manner and places within or outside the British Virgin Islands as the Board may determine to be necessary or desirable. Any Director may call a meeting of the Board by sending a written notice to each other Director. The Compensation, Nominating and Governance Committee, which must meet as often as it determines necessary to carry out its duties and responsibilities but no less frequently than once every fiscal quarter, makes recommendations on the frequency and structure of Board meetings. All Directors are expected to attend Board meetings and meetings of the Board committees on which they serve.

(b) **Selection of Agenda Items for Board Meetings.** The agenda for each Board meeting will be prepared by the Chairman of the Board or a designee. Directors are encouraged

to suggest inclusion of items on the agenda for each Board meeting or raise at any Board meeting topics that are not specifically on the agenda for that meeting.

(c) **Board Materials Distributed in Advance.** Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the Directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

(d) **Separate Sessions of Non-Management Directors.** The Independent Directors will meet in executive session without management or any non-Independent Directors as required by any applicable law and the rules of Nasdaq.

IV. BOARD COMPENSATION

Pursuant to the Articles, Director compensation is determined by the Board or a committee thereof. Directors may also be paid a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board and at any meeting of a committee of the Board. Directors serving in any other capacity, such as an officer, agent, employee or otherwise of the Company may also receive compensation for such service.

V. SELF-EVALUATION BY THE BOARD

The Compensation, Nominating and Governance Committee is tasked with overseeing the assessment of the performance of the Board as a whole and its committees. At the end of each fiscal year, the Compensation, Nominating and Governance Committee will discuss the assessments with the full Board. The Compensation, Nominating and Governance Committee establishes procedures that allow it to exercise this oversight function.

VI. BOARD ACCESS

(a) **Board Access to Management.** The Compensation, Nominating and Governance Committee is tasked with developing and recommending to the Board corporate governance principles addressing Director access to management and, as necessary and appropriate, independent advisors.

(b) **Management Attendance at Board Meetings.** The Board may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. Attendance of such management personnel at Board meetings is at the discretion of the Board.

VII. COMMITTEE MATTERS

(a) **Standing Board Committees.** The Company has two standing committees: the Audit and Risk Committee and the Compensation, Nominating and Governance Committee. The purpose and responsibilities for each of these committees are outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee depending on circumstances and subject to any applicable laws and the rules of Nasdaq. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

(b) **Independence of Audit and Risk Committee.** The Audit and Risk Committee will be composed entirely of Independent Directors satisfying the applicable legal, regulatory and Nasdaq requirements as of the date such legal, regulatory and Nasdaq requirements apply to the Company.

VIII. MANAGEMENT

(a) **Evaluation of Management.** The Compensation, Nominating and Governance Committee is tasked with overseeing the assessment of the performance of the Company's management. At the end of each fiscal year, the Compensation, Nominating and Governance Committee will discuss the assessments with the full Board. The Compensation, Nominating and Governance Committee establishes procedures that allow it to exercise this oversight function.

(b) **Succession Planning.** The Compensation, Nominating and Governance Committee is responsible for reviewing succession planning for the Chief Executive Officer and executive management periodically and making recommendations to the Board regarding the selection of possible successors, including in an emergency or retirement of the Chief Executive Officer.

IX. AMENDMENTS

These Corporate Governance Guidelines are subject to modification from time to time by the Board.