Directors' Remuneration Policy

This section sets out the principles of the Company's Remuneration Policy for Directors and Executives Subject to shareholder approval, this Remuneration Policy is intended to apply for a period of three years commencing as of 1 January 2024.

Pay Element and Purpose	Operation	Opportunity	Performance metrics, weighting and assessment
Base Fee / Salary			
To assist in the recruitment and retention of appropriate talent.	Base fee/salary is typically reviewed annually, but not necessarily increased. Base fees are set to take into account specific responsibilities, experience and performance levels of Executives, including (but not limited to): • The role experience and skills; • Position, responsibilities and prior remuneration arrangements; • Market positioning, including companies in the industry and/or geographic market and remuneration for comparably situated executives; • Plus500's business performance; and • Ratio between the Directors or Executives' pay and the average and median pay of the Company's workforce.	There is no prescribed maximum base fees or base fees increase. Annual increases for Executive Directors will generally be aligned to the average increase provided to the workforce. Larger increases may be awarded in exceptional circumstances such as a material increase in the scope of the role, following the appointment of a new executive (which could also include internal promotions) to bring an initially below-market package in line with the market over time. Base fees will be adjusted to Inflationary Rate.	None
Social and Other Contractual Related Expenses			
To provide market competitive, contractual related expenses	The Company will make contributions to social and other contractual related expenses to executives. Executives that are based outside of Israel may receive similar, comparable or customary benefits. The Company may offer other benefits to executives. The Company may offer other customary benefits to executives. In addition, the Company may offer additional benefits to the executives, including, without limitation, a company car or reimbursement of relocation and related expenses.	Any contributions to the Executive Directors in respect of their service or employment period will be aligned to that available to the workforce in the country of appointment. The executives will be entitled for the abovementioned reimbursement / contribution.	None

Pay Element and Purpose	Operation	Opportunity	Performance metrics, weighting and assessment
Annual Bonus			
To provide focus on the short-term performance of the Company and to provide a reward for achieving short-term positive strategic and financial performance.	The annual bonus is based on the performance targets measured over the financial year as set and assessed by the Remuneration Committee and Board on an annual basis. Two-third of the actual entitlement to the annual bonus shall be paid by way of allotment of Ordinary Shares of the Company on 31 December during the Remuneration Policy Period. The number of Ordinary Shares allotted shall be calculated based on the Ordinary Share price at the beginning of the bonus year (i.e., 1 January), as adjusted for shareholder returns (with any amounts adjusted for shareholder returns payable in shares). The first third portion of the Ordinary Shares allotted on 31 December 2024 shall be subject to a lock-up period of one year, beginning on 31 December 2024, the second third portion shall be subject to a lock-up period of two years beginning on 31 December 2024 and the last third portion shall be subject to a lock-up period of three years beginning on 31 December 2024. The foregoing shall apply, *mutatis mutandis*, to payment of annual bonuses for the following years during the period of this Remuneration Policy. The Board may adjust formulaic outcomes with the agreement of the executives. Malus and clawback provisions will apply up to the date of the annual bonus determination and three years after.	Up to 250% of base fee/salary, Target potential opportunity is 50% of maximum opportunity. No more than 25% of maximum will be paid for threshold performance.	Performance will be measured over a one-year period. The majority of the bonus will be based on financial measures.

Pay Element and Purpose	Operation	Opportunity	Performance metrics, weighting and assessment
Long-Term Incentive Plan (LTIP)			
To incentivise and reward successfully and driving longer-term business strategy and financial performance	Awards over shares may be granted annually under the LTIP. Awards normally vest after three years subject to performance and continued service. Awards, or a portion of such awards, will be subject to an additional holding period, such that vested shares may not be sold for at least two years from vesting. For awards with respect to FY 2024, FY 2025 and FY 2026 – 100% of any shares vesting will be subject to a two-year holding period. To the extent an award vests, shareholder returns shall be paid based on the actual number of allotted shares, representing the shareholder returns on those shares during the vesting period, in shares or in cash. as required by Israeli regulation. The Board may adjust formulaic outcomes with the agreement of the Executives. Malus and clawback provisions will apply for three years post vesting.	The maximum award limit is set at 250% of base fees/salary. No more than 25% of maximum will vest for threshold performance.	Awards vest subject to the achievement of performance conditions which are set and selected by the Remuneration Committee. The majority of the LTIP will be based on financial and/or shareholder returns based measures.

Pay Element and Purpose	Operation	Opportunity	Performance metrics, weighting and assessment
Shareholding Requirement			
To provide alignment with shareholders' interests	**During contractual engagement/employment** Executive Directors are expected to build up and maintain a holding of 200% of base fee/salary in shares. Unless the Remuneration Committee agrees otherwise, this shareholding must be achieved within five years from approval of this Remuneration Policy. **Post contractual engagement/employment** Annual bonus and LTIP holding periods will continue post cessation of contractual engagement/employment. There is no additional post contractual engagement/ employment shareholding period proposed in this new Remuneration Policy). The Executive Directors will hold shares received from the vesting of incentives with a value equal to 200% of base fees/salary for one-year post-contractual agreement, provided this does not present any concerns in respect of matters such as conflicts of interest in moving to a competitor.	200% of base fee/salary	None
Non-Executive Directors			
To attract and retain a high-calibre Chairman and Non-Executive Directors by offering a market competitive fee, subject to Israeli law requirements.	The Chairman and Non-Executive Directors are entitled to an annual fee, and supplementary fees may be payable for additional responsibilities such as Chair of the Board Committees. Fees are reviewed periodically. Despite the previous paragraph, External Directors or Israeli-Law Independent Directors, may only be entitled to fees and expenses in accordance with the provisions of the Companies Law and the Regulations promulgated thereunder. The Chairman and Non-Executive Directors are entitled to reimbursement of travel and other reasonable expenses incurred in the performance of their duties, subject to applicable law.	There is no prescribed maximum fee level (although the remuneration of External Directors or Israeli Independent Directors is subject to the limitations set out under Israeli law).	None
Indemnification, Insurance and Exculpation			
Indemnification	The Company will indemnify, insure and exculpate the Executive Directors and NEDs to the full extent permitted by applicable law from time to time, including by entering into indemnification, insurance and exculpation agreements with each of the Executive Directors and NEDs.	The maximum amount for advance indemnification per event shall not exceed 50% of the Company's shareholders equity. The maximum coverage for D&O liability insurance shall not exceed $300 million.	None

Notes to the Remuneration Policy table

Performance metrics

Performance metrics for the annual bonus and LTIP are reviewed and set annually by the Remuneration Committee and are aligned to the Group's strategy and key performance indicators. Targets are set taking into account internal plan and external market expectations for the Company, as well as economic and business outlook. Achievement of the threshold target results in lower levels of rewards and the maximum target reflects outperformance.

Remuneration for employees

Remuneration for all employees and service providers is determined in line with best practice and aims to ensure that the Group is able to attract and retain the best people.

The key difference between the Policy and the wider Company's policy is that the Executive Directors' packages (and the senior management team to a lesser extent) are weighted more to variable pay for those employees identified as having the greatest potential to influence Company-level performance.

Statement of consideration of contractual conditions elsewhere in the Company

The Remuneration Committee considers pay and contractual conditions across the Company when reviewing the remuneration of the Directors and other executive employees (including Executive Directors). In particular, the Remuneration Committee considers the median and average pay across the Company, and the range of base pay increases across the Company when reviewing Executive and Director fee increases. The Remuneration Committee is building its understanding of pay and benefits at all team member levels in the Company. The Company does not use remuneration comparison measurements, except as stated in this paragraph other than to refer to market pay data where relevant.

Stakeholder engagement

Employees and service providers

The Board regularly communicates with and receives feedback from the Company's employees through a variety of channels. Steve Baldwin, as the designated NED dedicated to workforce engagement, meets on a yearly basis with the workforce and at such meetings employees have the opportunity to share their feedback, including on executive and employee remuneration.

In addition, employees can contact Steve Baldwin directly via email on matters they wish to discuss with him or with the Board. Steve Baldwin also regularly communicates with employees who have connections with other stakeholders of the Company, such as customers and suppliers. Steve reports any key messages deriving from such conversations to the Board and ensures that such messages are considered as part of the Board's decision-making process. The Company is not obliged to comply with Section 172 of the UK Companies Act 2006. The Company holds regular employee workshops and briefings on a variety of topics and conducts round table discussions with employees.

The Company seeks to consider and act on employee feedback and is committed to ensuring that its remuneration structures are supported by its employees. The Company is also continually working to develop best practice in line with the UK Corporate Governance Code and is considering whether additional channels of employee communication are required in order to better develop employee engagement and foster stronger connections with its workforce.

The Remuneration Committee does not currently engage with employees to explain the alignment of Executive remuneration to the wider workforce, but is considering whether this might be achieved during FY 2024 and did not consult with employees in determining this Remuneration Policy, although the VP HR attends meetings by invitation and provides additional perspective on Company HR policies and practices including from an employee perspective.

Shareholders

The Chair of the Board and the Chair of the Remuneration Committee are in regular communication with shareholders of the Company on a variety of matters and are grateful for shareholders' engagement and feedback. The Remuneration Committee takes into account the published remuneration guidelines and specific views of shareholders and proxy voting agencies, while also taking into consideration the market practices in the Israeli hi-tech industry. In developing the new Remuneration Policy, the Remuneration Committee consulted with major shareholders (covering over 50% of the issued share capital) for their views on the proposals and also engaged with other shareholder advisory bodies. Certain adjustments were made to the proposals as a result of this feedback. More detail about engagement from year to year is included in the Remuneration Report and Chairman's Annual Statement.

Remuneration granted or agreed under a previous policy

Any remuneration granted or agreed by the Board under any current or previous shareholder approved policy that remains outstanding is payable under its original terms.

Service contracts and loss of office

Executive Directors' service contracts contain a termination notice period not exceeding twelve months.

The Remuneration Committee's policy on termination is to determine payments on a case-by-case basis, taking into account the specific circumstances, legal requirements, market practices in the Israeli hi-tech industry, and what are the best interests of the shareholders, whilst seeking to ensure that there is no reward for failure and in doing so not paying more than is necessary whilst acting fairly and reasonably to all parties.

If notice is given by either party, Executive Directors may receive base salary or service fees and social and other contractual related expenses including pension, for the duration of the notice period. Payment may be made in lieu of notice. The current Executive Directors' have a contractual entitlement for any payment in lieu of notice to be paid in a lump sum.

An Executive Director's service contract may be terminated without notice for certain events such as gross misconduct, in which case no payments or compensation beyond sums accrued to the date of termination will be paid.

In the event of termination of the employment of service contracts due to death or disability (as defined in the service contracts) of an Executive Director, the payment and vesting dates and the lock-up periods of any outstanding incentives held by such Executive Director (or, as applicable, his estate) at such time shall be accelerated, in accordance with the terms of the Executive Directors' employment agreement or service contracts.

The Company and the Executive Director may decide to terminate the services or employment relationship, with advance notice of twelve months, during which period all employment and service contract terms continue to apply, including the vesting and payment of any outstanding incentives, where the vesting or payment date occurs during the notice period (regardless of whether the Company elects to shorten such notice period by payment in lieu of notice), unless the Executive Director is terminated for cause, in accordance with the terms of the Executive Directors' service contracts. All awards vesting after the advance notice of twelve months lapse.

Legal fees, or a contribution towards them, in connection with any settlement agreement and other reasonable relevant costs associated with termination, including outplacement consultancy fees, may be paid if considered appropriate. The Company may also make a statutory payment (including for Executive Directors based in Israel, a statutory severance pay equivalent to one month's salary per year of employment), or the equivalent reimbursement for service providers, and a payment (or reimbursement) to settle any claim or potential claim in relation to the termination of relationship.

Treatment of share awards on change of control

Upon a change of control event, any applicable performance conditions will be tested and awards will be pro-rated for service. The Board retains the discretion to reduce pro-rating, including to zero.

Approach to recruitment and promotions

When setting remuneration packages for new Executive Directors, pay will be set in line with the remuneration policy table set out above.

Total variable pay (excluding buy-outs) will not exceed the total of annual bonus and LTIP in the remuneration policy table (500% of fee), but weighting between the two may be adjusted.

For external appointments, the Remuneration Committee may (if it is considered appropriate) provide a buy-out award equivalent to the value of any outstanding incentive awards that will be forfeited on cessation of a director's previous employment. To the extent possible, the buyout award will be made on a broadly like for like basis. The award will take into account the performance conditions attached to the vesting of the forfeited incentives, the timing of vesting, the likelihood of vesting and the nature of the awards (cash or equity).

If necessary, new Executive Directors may be provided with contributions towards relocation expenses, housing, school fees etc., but for no more than necessary.

Non-Executive Directors

Non-Executive Directors are appointed for a one year term and are subject to re-election at each AGM. Notwithstanding, External Directors are appointed by shareholders for a three year term and are subject to re-election by shareholders at an EGM or AGM every three years.

The term of office can be terminated by the Non-Executive Director with two months written notice, or by the Company with immediate effect if the Non-Executive Director is not re-elected or is otherwise removed from office in accordance with the Articles. Notwithstanding, External Directors' service may be terminated by the Company only in such circumstances and manner provided under the Companies Law. Upon termination no additional payments are due.

According with the Companies Law, the appointment of External Directors is for a period of three years from the date of appointment (which may be extended for two more three-year terms).

On appointment, fee arrangements will be in line with the Remuneration Policy, and to the provisions of the Companies Law. Non-Executive Directors are not eligible to participate in incentive plans (other than the allotment of shares with no performance-related elements attached to the shares to the Chair) and do not participate in decisions for his/her remuneration.

The table below details the letters of appointment for each Non-Executive Director and the period of appointment.

Name	Position	Date of appointment	Period of appointment
Anne Grim	Independent Non-Executive Director and External Director	September 2020	3 years
Steven Baldwin	Independent Non-Executive Director	September 2017	1 year
Sigalia Heifetz	Independent Non-Executive Director	February 2021	1 year
Tami Gottlieb	Independent Non-Executive Director and External Director	March 2021	3 years
Prof. Jacob A. Frenkel	Chair of the Board and Independent Non-Executive Director	May 2021	1 year
Prof. Varda Liberman	Independent Non-Executive Director	March 2022	1 year

Remuneration scenarios for Executive Directors

The chart below illustrates the potential pay opportunities for Executive Directors under three different scenarios for FY 2024 – minimum pay (fixed pay only), on-target and maximum performance, based on assumptions set out below.

Minimum	• Comprises fixed pay being the value of base salary or service fees and social and other contractual related expenses.
Mid-performance	• Fixed pay plus 50% of 2024 maximum annual bonus opportunity for the CEO and CFO with 50% vesting of the 2024 LTIP award.
Maximum	• Comprises fixed pay and assumes the maximum pay-out under the bonus and the LTIP. • The maximum scenario includes an additional element to represent 50% share price growth on the LTIP award from the date of grant to vesting.

Operation of the Policy in FY 2024 to FY 2026

Below is a summary of the operation of policy for FY 2024 to FY 2026, which is set out in more detail in the Notice of AGM and subject to separate resolutions. This does not form part of the shareholder approved policy.

Executive Director Remuneration

As explained in full in the letter from the Remuneration Committee Chair, the structure of the proposed updated Remuneration Policy is broadly unchanged from the Company's current Remuneration Policy, and accordingly no significant changes are proposed to the remuneration arrangements for the Executive Directors which will apply as of the date of approval of the renewed Remuneration Policy, commencing as of 1 January 2024, unless specifically stated otherwise. Furthermore, the structure of the current Remuneration Policy has been developed to reflect the enhanced time and commitment of the Executive Directors over the long term, through a proposed decrease in cash remuneration and increase in the element of equity-related, conditional remuneration, which also further aligns Executive Directors with shareholders.

The arrangements applicable in 2024 are summarised below. Full details of performance assessment against the performance targets under the annual bonus and long-term incentive plan will be set out following the end of the respective performance periods.

Fixed pay

The base fee for the CEO and the CFO has been set to USD 750,000. Social and other contractual related expenses may be paid in line with the Policy. Total fees will be subject to the Inflationary Rate. Contributions to the Executive Directors in respect of their service or employment period as they relate to retirement benefit or cessation (for service providers in lieu of retirement) will be aligned to that available to the workforce in the country of appointment.

During the Remuneration Policy years FY 2024 to FY 2026, all amounts will be subject to inflation adjustments to take place on an annual basis. Inflationary Rate represents the accumulative inflation rate in Israel for the years FY 2021, FY 2022 and FY 2023.

Annual Bonus

The maximum bonus opportunity for FY 2024 will be in line with policy at 250% of base fee/salary. The performance will be assessed against financial and operational metrics which are in line with the Company's strategy.

Metric	Weighting (% of award)	Details
Revenue	20%	Targets set by the Remuneration Committee (and approved by the Board and shareholders, to the extent required by applicable law)
EPS	40%	Targets set by the Remuneration Committee (and approved by the Board and shareholders, to the extent required by applicable law)
Operational	40%	Targets set by the Remuneration Committee (and approved by the Board and shareholders, to the extent required by applicable law)

Two-third of the actual entitlement to the annual bonus shall be paid by way of allotment of Ordinary Shares of the Company on 31 December during the policy period. The number of Ordinary Shares allotted shall be calculated based on the Ordinary Share price at the beginning of the bonus year (i.e., 1 January), as adjusted for shareholder returns (with any amounts adjusted for shareholder returns payable in shares). The first third portion of the Ordinary Shares allotted on the 31 December 2024 shall be subject to a lock-up period of one year beginning on 31 December 2024, the second third portion shall be subject to a lock-up period of two years beginning on 31 December 2024 and the last third portion shall be subject to a lock-up period of three years beginning on 31 December 2024.

The KPIs for the annual bonus remain commercially sensitive at this time and/or contain or are based upon data that is not otherwise included in the Company's market guidance (such as the Company's expected profitability), and therefore will be retrospectively disclosed within the annual audited accounts and 2024 Remuneration Report.

Malus and clawback provisions apply in line with the policy.

Long-term incentive plan ("LTIP")

The CEO and CFO will be granted LTIP awards in 2024 over shares with a value of 250% of base fee/salary. Performance measures and targets which will be measured over three financial years are set out below:

Metric	Weighting (% of award)		
EPS ($ per share)	30%	Targets set by the Remuneration Committee (and approved by the Board and shareholders, to the extent required by applicable law)	
Relative TSR	20% vs bespoke group comprised of peer group and companies in related industries	Median	Median+10% p.a
	10% vs FTSE 250	Median	Upper quartile
Strategic	20%	Targets set by the Remuneration Committee (and approved by the Board and shareholders, to the extent required by applicable law)	
Operational	20%	Targets set by the Remuneration Committee (and approved by the Board and shareholders, to the extent required by applicable law)	

The exact KPIs for the LTIP strategic and operational metrics remain commercially sensitive at this time and/or contain or are based upon data that is not otherwise included in the Company's market guidance (such as the Company's expected profitability), and therefore will be retrospectively disclosed within the annual audited accounts in the Remuneration Report with performance against them. The TSR bespoke group companies are also considered to be commercially sensitive and will be retrospectively disclosed with performance against the targets in the annual audited accounts in the Remuneration Report with performance against them for 2024.

The awards will vest after three years, following which a post-vesting holding period will apply. For the 2024 awards this will relate to 100% of any shares vesting which will be required to be held for a further two years. Malus and clawback provisions apply in line with the policy.