

Finq Digital Ltd.

Private Company No. 516029311

UNANIMOUS RESOLUTION OF THE BOARD OF DIRECTORS

November 29, 2021

The undersigned, comprising the sole member of the Board of Directors (the “**Board**”) of Finq Digital Ltd. (the “**Company**”), a company organized and existing under the laws of the State of Israel, acting by this unanimous resolution, in lieu of holding a meeting, in accordance with Article 103 of the Companies Law 5759-1999 and the Company’s Articles of Association (the:” Articles”), do hereby decide and resolve the following:

I. Company’s ESOP

RESOLVED, to amend a clerical error in the Company’s Board Resolution dated October 19, ²⁰²¹~~2019~~ (the “**Original Resolution**”) and to approve and ratify the grant options to employees and consultants of the Company (the “**Optionees**”) under the terms provided in **Exhibit A** to this resolution (the “**Options**”), such that such grant replaces and amends the grants provided in the Original Resolution.

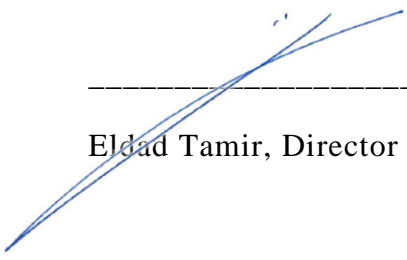
II. Omnibus Resolution

RESOLVED, that all actions heretofore taken by the officers, directors authorized representatives or any member of the Company with respect to all such matters contemplated by the foregoing resolutions, are hereby approved, adopted, ratified and confirmed in all respects; and,

RESOLVED FURTHER, that **Mr. Eldad Tamir**, acting individually, is empowered and directed to take any and all actions and to execute, deliver and file any and all instruments and documents, in the name and on behalf of the Company, as he shall determine to be necessary or appropriate to carry out the intent and purpose of the foregoing resolutions.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Board, have executed the foregoing resolutions, effective as of the date set forth above.



Eldad Tamir, Director

Exhibit A

Options

Name of Optionee	Track	Number of Options	PPS	Vesting Commencement Date	Vesting Schedule
██████████	102	██████	NIS 0.01	November 1, 2019	(1)
██████████	102	██████	NIS 0.01	November 1, 2019	(1)
██████████	102	██████	NIS 0.01	February 1, 2021	(1)
██████████	102	██████	NIS 0.01	January 1, 2021	(1)
██████	102	██████	NIS 0.01	January 1, 2020	(3)
██████	102	██████	NIS 0.01	November 1, 2020	Fully Vested upon grant
██████████	102	██████	NIS 0.01	September 19, 2021	(1)
██████████	102	██████	NIS 0.01	September 2, 2021	(1)
██████	3(i)	██████	NIS 0.01	December 15, 2019	(2)
██████████	3(i)	██████	NIS 0.01	December 10, 2019	(2)
██████████	3(i)	██████	NIS 0.01	February 10, 2020	(2)
██████████	3(i)	██████	NIS 0.01	December 18, 2019	(2)
██████████	3(i)	██████	NIS 0.01	February 10, 2020	(2)
██████████	3(i)	██████	NIS 0.01	December 2, 2019	(2)

- (1) The Options shall be subject to vesting and shall become exercisable over four (4) years period from the Commencement Date, as follows: Upon the lapse of a 12 months period from the Commencement Date (“**Cliff Period**”) 25% of the Options shall be vest, and the remaining 75% of the Options shall vest over a 36 month period, commencing on the expiration of the Cliff Period, on a quarterly basis, in equal proportions (i.e., upon the lapse of every three (3) month period after the expiration of the Cliff Period), in each case, provided that the Employee continues to be employed by the Company at the applicable date of vesting; all in accordance with and subject to the terms of the Plan and the resolution of the Board.
- (2) The Options shall vest on an equal monthly basis over a period of 48 months (starting on the Effective Date), provided that you remain to be engaged as a member of the Advisory Board of the Company on such vesting date.
- (3) The Options shall be subject to vesting and shall become exercisable over three (3) years period as the Commencement Date. 8.3333% of the Options shall be vested and exercisable at the end of every three (3) month period thereafter, in each case, provided that the Employee continues to be employed by the Company at the applicable date of vesting; all in accordance with and subject to the terms of the Plan and the resolution of the Board.