



NEXXEN INTERNATIONAL LTD.

Audit Committee Charter

The board of directors (the "Board") of Nexxen International Ltd. (the "Company") has constituted and established an audit committee (the "Committee") with the authority, responsibility and duties as described in this Audit Committee Charter (this "Charter").

I. Purpose

The purpose of the Committee is to (i) oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company; (ii) approve certain acts and transactions requiring the approval of the Committee under the Israeli Companies Law 5759-1999 (the "Companies Law"); and (iii) oversee certain matters and make certain determinations, as prescribed under the Companies Law.

The Committee's responsibilities are limited to oversight. The Company's management is responsible for establishing and maintaining accounting policies and procedures in accordance with International Financial Reporting Standards ("IFRS") and other applicable reporting and disclosure standards and for preparing the Company's financial statements. The Company's independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements issued by the Securities and Exchange Commission (the "SEC") under Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and the independence requirements of the Nasdaq Stock Market LLC ("Nasdaq"), subject to any available exception and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to "external directors" (as defined under the Companies Law), as applicable.

Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to external directors, as applicable.



III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company's Amended and Restated Articles of Association, as in effect from time to time (the "Articles of Association"). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held by telephone or other electronic means. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may retain any independent counsel, experts, or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles of Association and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee, or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* Subject to approval of the Board and, in the case of retention, the shareholders as well, the Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate pre-approval policies established by the Committee or if such service falls within available exceptions under SEC rules.

Annual Report on Independence.

2. *Relationships.* The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee must discuss with the independent auditor any audit problems or difficulties and management's response.

4. *Form 20-F Review.* The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Operating and Financial Review and Prospects" in its Annual Report on Form 20-F.

Other Duties and Responsibilities

5. *Related Party Transactions.* Review and approve transactions (other than transactions related to the compensation or terms of services) that require the Committee's approval under the Companies Law and the rules of Nasdaq. The Committee shall review and discuss with the Company's independent auditor any matters required to be discussed with the Committee by applicable auditing standards, including with respect to related party transactions.

6. *Internal Auditor.* The Committee must (i) recommend to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law; (ii) approve the yearly or periodic work plan proposed by the internal auditor; and (iii) review and discuss the results of internal auditor activities, including significant findings and management's responses to significant findings.

7. *Quarterly Financial Statements.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor.

8. *Review of Earnings Releases.* The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

9. *Risk Assessment and Risk Management.* The Committee must review and discuss with management the risks faced by the Company and the Company's policies with respect to risk assessment and risk management, including those related to cybersecurity. The Committee shall ensure that management has adequate processes in place to (i) assess, identify, and manage cybersecurity risks, and (ii) keep the Committee informed of such risks on a regular and prompt basis. The Committee shall monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents, and shall have the ability to



engage outside consultants or other third parties in connection therewith. The Committee shall review and discuss with management the impact of cybersecurity threats, including as a result of any cybersecurity incidents, on the Company's business, results of operations, or financial condition.

10. *Hiring of Independent Auditor Employees.* The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.

11. *Complaint Procedures.* The Committee must establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the submission by Company employees of concerns regarding questionable accounting or auditing matters.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

15. *Code of Ethics and Conduct.* The Committee shall monitor compliance with the Company's Code of Ethics and Conduct (the "Code"), and investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code.

16. *Other Duties and Responsibilities.* The Committee shall perform such other activities and functions as are required by applicable law, Nasdaq rules or provisions in the Articles of Association, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee, subject to the terms of the Companies Law.

Adopted: June 17, 2021
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