

Cuentas Inc.

Amendment to [Management Certification](#) - Amended for 12/31/2024 originally published through the OTC Disclosure & News Service on 01/28/2026

Explanatory Note:
Updated answer to question 4.

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Cuentas Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (please describe)

Other Reporting Obligations

- The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard
2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: No:

4. The Company has a Verified Company Profile on OTCMarkets.com. **YES**
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business. **YES**
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490. **YES**
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. **YES**
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: OLDE MONMOUTH STOCK TRANSFER CO., INC.

Address: 200 MEMORIAL PARKWAY, ATLANTIC HIGHLANDS, NJ 07716

ATLANTIC HIGHLANDS, NJ 07716

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

ELLENOFF GROSSMAN & SCHOLE LLP
1345 Avenue of the Americas, New York, New York 10105

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): 1/20/2026

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Shalom Arik Maimon	CEO	Miami Beach, FL	824,795	Common	16.924%
Shalom Arik Maimon	CEO	Miami Beach, FL	162,636	Options	3.333%
Yochanon Bruk	Beneficial Owner	Pembroke Pines, FL	550,781	Common	11.302%
Yochanon Bruk	Beneficial Owner	Pembroke Pines, FL	200,000	Warrants	4.103%
Michael De Prado	Beneficial Owner	Coral Springs, FL	344,317	Common	7.065%
AM Law PLLC (Gary Murphree)	Beneficial Owner	Miami, FL	368,205	Common	7.555%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
9/22/25	260000	260000	9/22/26	\$0.42 per share	0	619047	World Mobile Group Ltd., Micky Watkins - CEO	Conv.Note
10/1/25	125000	125000	10/1/26	\$0.42 per share	0	297619	World Mobile Group Ltd., Micky Watkins - CEO	Conv.Note
9/18/25	473000	473000	9/18/26	\$0.42 per share	0	1126190	Michael De Prado	Separation Agreement
9/18/25	200000	200000	9/18/26	\$0.42 per share	0	476190	Michael De Prado	Separation Agreement
10/17/25	586087	293043	10/17/26	\$0.42 per share	697723	697723	Shalom Arik Maimon	Deferred Payroll
10/17/25	112500	112500	10/17/26	\$0.42 per share	0	267857	Matthew Schulman	Deferred Compens.
10/17/25	308000	154000	10/17/26	\$0.42 per share	366666	366666	AM Law PLLC (Gary Murphree)	Services
10/17/25	25000	25000	10/17/26	\$0.42 per share	59523	0	OAS Energy LLC (Ofek Suchard)	Services
11/3/25	60000	0	11/3/26	\$0.42 per share	142857	0	Yochanon Bruk	Services
12/30/25	100000	0	12/29/26	\$0.50 per share	142857	0	Yochanon Bruk	Conv.Note
11/11/25	30000	0	11/11/26	\$0.42 per share	71428	0	Haim Yeffet	Services
11/11/25	30000	0	11/11/26	\$0.42 per share	71428	0	Lexi Terrero	Services
Total Outstanding Balance:		2,249,587		Total Shares:	1,552,482	3,851,292		

² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Any additional material details, including footnotes to the table are below :

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Shalom Arik Maimon

Title: CEO

Date: 1/20/2026

Signature: /s/ Shalom Arik Maimon

(Digital Signatures should appear as "/s/ [OFFICER NAME]")