

Cuentas Inc.

Amendment to [Management Certification](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 05/12/2026

Explanatory Note:

Updated as requested by M. McFadden

***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

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
Attorneys at Law
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): 3/25/2026

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Comp any 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, Maimon	CEO	Miami Beach, FL	824,795	common	10.37%
Shalom, Maimon	CEO	Miami Beach, FL	131,866 @ \$0.32 +15,385 @ \$4.16 +15,385 @ \$36.40	options	2.04% Fully diluted
Michael, De Prado	Former President, 5% shareholder	Coral Springs, FL	556,696	common	7.0%
Adiv, Baruch	Director	Tel Aviv, Israel	4,872	common	0.06%
Adiv, Baruch	Director	Tel Aviv, Israel	40,000 @ \$0.32 +10,770 @ \$4.16 +7,693 @ \$36.40	options	0.73% Fully diluted
Ofek Suchard	Interim CFO	Miami Beach, FL	42,808	common	1.2% Fully diluted
Haim Yeffet	Director	Aventura, FL	71,428	common	0.9% Fully diluted
Haim Yeffet	Director	Aventura, FL	40,000 options @\$0.32	Options	0.5% Fully diluted
Lexi Terrero	Director	Thornwood, NY	40,000 options @\$0.32	Options	1.2% Fully diluted
Matthew Schulman	VP Compliance	Doral, FL	703 shares	Common	0.01%
Matthew Schulman	VP Compliance	Doral, FL	25,460 @ \$0.32 +2,462 @ \$4.16	Options	0.40% Fully diluted

			+3,847 @ \$36.40		
AM Law LP	Non Affiliate – Gary Murphree	Miami, FL	368,205	Common	4.62%
Yochanon, Bruk	Non Affiliate, 5% owner	Pembroke Pines, FL	550,781	Common	6.92%
Peter W Janssen	Non Affiliate, 5% owner	Fairfield, IA	714,286	Common	8.98%
Peter W Janssen	Non Affiliate, 5% owner	Fairfield, IA	331,429	Warrants	4.16%
Spectrum Intelligence Communications	Non Affiliate, 5% owner – Mr. Amiel Aviman	Miami Beach, FL	600,000	Common	7.54%

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.)
2/7/24	178,000	\$0	11/15/24	Note cancelled. Reserve retired.	0	0	1800 DIAGONAL LENDING LLC Curt Kramer-Pres ³	Loan
4/22/24	96,000	\$0	2/28/25	Note cancelled. Reserve retired.	0	0	1800 DIAGONAL LENDING LLC Curt Kramer-Pres ³	Loan
9/18/25	473,000	473,000	9/18/26	Convert max 50% at \$0.42 per share	0	563,096	Michael De Prado, former Pres ⁴	Separation Agreement
9/18/25	200,000	200,000	9/18/26	No conversion.	0	0	Michael De Prado, former Pres ⁵	Separation Agreement
9/22/25	260,000	0	9/22/26	Converted at \$0.42 per share	1,277,018	0	World Mobile Group Ltd. - Charles	Loan from Partner

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.

							Barnett – Director ⁶	
10/1/25	125,000	125,000	10/1/26	9% equity	0	715,752	World Mobile Group Ltd.- Charles Barnett - Director ⁷	Loan from Partner
10/17/25	586,087	293,043	10/17/26	Convert max100% at \$0.42 per share	697,723	697,723	Shalom Arik Maimon - CEO ⁸	Deferred Comp.
10/17/25	112,900	112,900	10/17/26	Convert max100% at \$0.42 per share	0	268,810	Matthew Schulman ⁹	Deferred Comp.
10/17/25	308,000	154,000	10/17/26	Converted max 50% at \$0.42 per share	366,666	0	AM Law PLLC – Gary Murphree - MGRM ¹⁰	Bal. Due. Services

Total Outstanding Balance: \$1,357,943

Total Shares: 2,341,407 2,245,381

NOTES:

³ Disclosed in FY2024 10-K Note 5; settled 5/14/25 for \$112,500 cash paid 5/27/25. ; Reserve shares retired 9/6/2025.

⁴ Disclosed in 8-K 10/24/25; 10-Q. Signed 9/18/25, consummated 10/21/25.

⁵ Disclosed in 8-K 10/24/25; 10-Q. Signed 9/18/25, consummated 10/21/25. Not equity-convertible. Converts to Fintech assets at discretion of Holder.

⁶ Disclosed in 8-K 10/24/25; 10-Q. Signed 9/22/25.

⁷ Disclosed in 8-K 10/24/25; 10-Q. Signed 9/30/25, consummated 10/1/25. 9% anti-dilution rights

⁸ Disclosed in 8-K 10/24/25; 10-Q. Signed 10/17/25, Converted 50% on 10/30/25 in exchange for 697,723 common shares. Remaining 50% available to convert at discretion of Holder.

⁹ Disclosed in 8-K 10/24/25; 10-Q. Signed 10/17/25, No conversion to date.

¹⁰ Disclosed in 8-K 10/24/25; 10-Q. Signed 10/17/25, Converted 50% on 10/30/25 in exchange for 366,666 common shares. Remaining 50% available for payment in funds (not conversion).

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: 5/13/2026

Signature: /s/ Shalom Arik Maimon

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