



This is an English translation of a Hebrew Immediate report, including its appendices, that was published on July 12, 2021 (reference no.:2021-01-052000) (hereafter: “the Hebrew Version”).

This English version is only for convenience purposes. This is not an official translation and has no binding force. Whilst reasonable care and skill have been exercised in the preparation hereof, no translation can ever perfectly reflect the Hebrew Version. In the event of any discrepancy between the Hebrew Version and this translation, the Hebrew Version shall prevail.

Nayax Ltd.
(the “Company”)

June 28, 2021

To
Israel Securities Authority
www.magna.isa.gov.il

To
Tel Aviv Stock Exchange Ltd.
maya.tase.co.il

Subject: **Immediate report regarding the Convening of a Special General Meeting of the shareholders of the Company**

An immediate report is hereby published in accordance with the Companies Law, 5759-1999 (the “**Companies Law**”), the Securities Law, 5728-1968 (the “**Securities Law**”), the Securities (Periodic and Immediate Reports) Regulations, 5730-1970 (the “**Reports Regulations**”), the Companies (Announcement and Notice of General Meetings and Class Meetings in a Public Company and Adding Agenda Items) Regulations, 5760-2000 (the “**Announcement and Notice Regulations**”), and the Companies (Voting in Writing and Position Statements) Regulations, 5766-2005 (the “**Voting in Writing Regulations**”), regarding the convening of a special general meeting of the shareholders of the Company, to be held on August 3, 2021, at 11:00 am, at the Company’s offices at 3 Arik Einstein St., Herzliya (the “**General Meeting**”).

In light of the guidelines of the Israel Securities Authority dated March 16, 2020, should restrictions apply due to the impact of the coronavirus on the date of convening the General Meeting, with respect to conducting General Meeting by way of assembly, the General Meeting shall be held by teleconference, in which all participants shall be able to hear each other. In such instance, the Company shall provide a timely update regarding the contact information for this teleconference, by publishing an immediate report.

1. Items on the agenda of the meeting and summary of the proposed resolutions:

1.1. Appointment of external director – Mrs. Rina Shafir

It is proposed to approve the appointment of Mrs. Rina Shafir as an external director of the Company for an (initial) term of three years, to commence upon approval of her appointment by the General Meeting being convened according to this immediate report.

Subject to her appointment and in consideration for her service as an external director of the Company, Ms. Shafir shall be entitled to annual remuneration and participation remuneration in the amounts set forth in Schedules Two and Three of the Companies (Rules Regarding Remuneration and Expenses of an External Director) Regulations, 5760-2000 (the “**Remuneration Regulations**”), as updated from time to time, according to the Company’s rank classification at the relevant time, and to reimbursement of expenses in connection with participation in meetings, as set forth in the Remuneration Regulations. Furthermore, Ms. Shafir shall also be entitled to directors and officers liability insurance, indemnity and release as customary at the Company (for details see Section 8.3 in Chapter 8 of the Company’s prospectus, published May 10, 2021 (Ref. No. 2021-01-082128) (the “**Company’s Prospectus**”). The aforementioned remuneration terms of Ms. Shafir comply with the Company's remuneration policy.¹

Mrs. Shafir has provided the Company a statement in accordance with Sections 224B and 241 of the Companies Law, a copy of such statement is attached as **Schedule A** to this immediate report. It is noted that the Company’s board of directors classified Ms. Shafir as having accounting and financial expertise and professional qualifications, as such terms are defined in the Companies (Conditions and Tests for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications) Regulations, 5776-2005 (the “**Qualification Regulations**”).

Below are the required details under Regulation 26 of the Reports Regulations regarding the appointment of Ms. Rina Shafir as an external director on the Company’s board of directors:

Name:	Rina Shafir
ID No.:	011647377
Date of birth:	September 20, 1963
Address for service of process:	34 Aluf Magen Kalman St., Tel Aviv
Nationality:	Israeli
Date of commencement of term as external director:	Commencing upon approval of her appointment by the General Meeting being assembled under this immediate report.
Professional qualification or accounting and financial	Has accounting and financial expertise and has professional qualifications.

¹ For the Company’s remuneration policy, see the annex to Chapter 8 of the Company Prospectus.

expertise or an expert external director:		
Memberships on board committees:	Audit Committee, Balance Sheet Committee, Remuneration Committee.	
Is the candidate employed by the Company, by a subsidiary of the Company, by an affiliated company or by any interested party:	No	
Education:	Degree and area	Academic institution
	BA in economics	Tel Aviv University
	MBA, specializing in financing and accounting	Tel Aviv University
Occupation in the last five years:	Position	Workplace
	CEO	Rontal Technologies, Software and Trading Ltd. (2012 - Current)
	External Director	Biolight Life Sciences Ltd. (2015 - Current) Sh.i.r. Shlomo Real Estate Ltd. (2018 - Current) Sunflower Sustainable Investments Israel Ltd. (2019 - Current) Almeda Ventures (2020 - Current) IBI Investment House (2021 - Current) Analyst Provident Funds Ltd. (2012-2021)
Details of corporations where candidate serves as a director:	External director in Biolight Life Sciences Ltd., Sh.i.r. Shlomo Real Estate Ltd., Sunflower Sustainable Investments Israel Ltd., Almeda Ventures, IBI Investment House.	
Is the candidate a relative of another interested party in the Company:	No	
Does the Company consider the director to have accounting financial expertise, for purpose of compliance with the minimum number determined by the board of directors under Section 92(a)(12) of the Companies Law:	Yes	

1.2. Appointment of external director – Ms. Vered Raz Avayo

It is proposed to approve the appointment of Ms. Vered Raz Avayo as an external director of the Company for an (initial) term of three years, to commence upon approval of her appointment by the General Meeting being convened according to this immediate report.

Subject to her appointment and in consideration for her service as an external director of the Company, Ms. Raz Avayo shall be entitled to annual remuneration and participation remuneration in the amounts set forth in Schedules Two and Three of the Remuneration Regulations, as updated from time to time, according to the Company's rank classification at the relevant time, and to reimbursement of expenses in connection with participation in meetings, as set forth in the Remuneration Regulations. Furthermore, Ms. Raz Avayo shall also be entitled to directors and officers liability insurance, indemnity and release as customary at the Company (for details see Section 8.3 in Chapter 8 of the Company's Prospectus). The aforementioned remuneration terms of Ms. Raz Avayo comply with the Company's remuneration policy.²

Ms. Raz Avayo has provided the Company a statement in accordance with Sections 224B and 241 of the Companies Law, a copy of such statement is attached as **Schedule B** to this immediate report. It is noted that the Company's board of directors classified Ms. Shafir as having accounting and financial expertise and professional qualifications, as such terms are defined in the Qualification Regulations.

Below are the required details under Regulation 26 of the Reports Regulations regarding the appointment of Ms. Vered Raz Avayo as an external director on the Company's board of directors:

Name:	Vered Raz Avayo	
ID No.:	024810103	
Date of birth:	January 22, 1970	
Address for service of process:	12 Steimatski St., Tel Aviv	
Nationality:	Israeli	
Date of commencement of term as external director:	Commencing upon approval of her appointment by the General Meeting being assembled under this immediate report.	
Professional qualification or accounting and financial expertise or an expert external director:	Has accounting and financial expertise and has professional qualifications.	
Memberships on board committees:	Audit Committee, Balance Sheet Committee, Remuneration Committee.	
Is the candidate employed by the Company, by a subsidiary of the Company, by an affiliated company or by any interested party:	No	
Education:	Degree and area	Academic institution
	BA in business administration, major in accounting and minor in financing	College of Management Academic Studies

² For the Company's remuneration policy, see the annex to Chapter 8 of the Company Prospectus.

	MFA in film and television, scriptwriting	Tel Aviv University
Occupation in the last five years:	Position	Workplace
	CFO	Save Foods, Inc.
	Business support, business and financial development	
	Senior executive mentoring	
	Director	Save Foods Inc.
	External director	Analyst EMS Trust Fund Management 1986 Ltd., Tamda Ltd., Safety Group Ltd.
	Member of the Investments Committee	Analyst EMS Trust Fund Management 1986 Ltd.
	Independent director	Naaman Group (NV) Ltd.
Details of corporations where candidate serves as a director:	External director in Africa Residences Ltd. External director in Apollo Power Ltd. Director in Foresight Autonomous Holdings Ltd.	
Is the candidate a relative of another interested party in the Company:	No	
Does the Company consider the director to have accounting financial expertise, for purpose of compliance with the minimum number determined by the board of directors under Section 92(a)(12) of the Companies Law:	Yes	

1.3. Appointment of an Independent Director – Mr. Elon Shalev

It is proposed to approve the appointment of Mr. Elon Shalev as an independent director of the Company, for a term commencing upon approval of his appointment by the General Meeting concluding upon the end of the Company's next annual meeting.

Subject to approval of the Company's Remuneration Committee and board of directors (to assemble after approval of external directors to the Company), Mr. Shalev shall be entitled, for his service as director of the Company, to annual remuneration and participation remuneration, according to the amounts set forth in Schedules Two and Three of the Remuneration Regulations, as updated from time to time, according to the Company's rank classification at the relevant time, and to reimbursement of expenses in connection with participation in meetings, as set forth in the Remuneration Regulations. Furthermore. Mr. Shalev shall also be entitled to directors and officers liability insurance, indemnity and release as customary at the Company (for details see Section 8.3 in Chapter 8 of the

Company's Prospectus). The aforementioned remuneration terms of Mr. Shalev comply with the Company's remuneration policy.³

Mr. Shalev has provided the Company a statement in accordance with Sections 224B and 241 of the Companies Law, a copy of such statement is attached as **Schedule C** to this immediate report. It is noted that the Company's board of directors classified Mr. Shalev as having accounting and financial expertise and professional qualifications, as such terms are defined in the Qualification Regulations.

Below are the required details under Regulation 26 of the Reports Regulations regarding the appointment of Mr. Elon Shalev as an independent director on the Company's board of directors:

Name:	Elon Shalev	
ID No.:	050705276	
Date of birth:	July 26, 1951	
Address for service of process:	70 Yehoshua Ben Nun Street, Tel Aviv	
Nationality:	Israeli	
Date of commencement of term as external director:	Commencing upon approval of his appointment by the General Meeting being assembled under this immediate report.	
Professional qualification or accounting and financial expertise or an expert external director:	Has accounting and financial expertise and has professional qualifications.	
Memberships on board committees:	Audit Committee	
Is the candidate employed by the Company, by a subsidiary of the Company, by an affiliated company or by any interested party:	No	
Education:	Degree and area	Academic institution
	BA in Political Science	Tel Aviv University
Occupation in the last five years:	Position	Workplace
	Director	SHL Telemedicine Ltd.
	Deputy chairman of the board of directors	Partner Communications Company Ltd.
Details of corporations where candidate serves as a director:	SHL Telemedicine Ltd.	
Is the candidate a relative of another interested party in the Company:	No	

³ For the Company's remuneration policy, see the annex to Chapter 8 of the Company Prospectus.

Does the Company consider the director to have accounting financial expertise, for purpose of compliance with the minimum number determined by the board of directors under Section 92(a)(12) of the Companies Law:	Yes
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1.4. Appointment of a director to the Company's board of directors who is not an external director – Mr. Reuven Ben Menachem

It is proposed to approve the appointment of Mr. Reuven Ben Menachem as a director of the Company, for a term commencing upon approval of his appointment by the General Meeting concluding upon the end of the Company's next annual meeting.

Subject to approval of the Company's Remuneration Committee and board of directors (to assemble after approval of external directors to the Company), Mr. Ben Menachem shall be entitled, for his service as director of the Company, to annual remuneration and participation remuneration, according to the amounts set forth in Schedules Two and Three of the Remuneration Regulations, as updated from time to time, according to the Company's rank classification at the relevant time, and to reimbursement of expenses in connection with participation in meetings, as set forth in the Remuneration Regulations. Furthermore, Mr. Ben Menachem shall also be entitled to directors and officers liability insurance, indemnity and release as customary at the Company (for details see Section 8.3 in Chapter 8 of the Company's Prospectus). The aforementioned remuneration terms of Ben Menachem comply with the Company's remuneration policy.⁴

Ben Menachem has provided the Company a statement in accordance with Sections 224B and 241 of the Companies Law, a copy of such statement is attached as **Schedule D** to this immediate report. It is noted that the Company's board of directors classified Ben Menachem as having professional qualifications, as such terms are defined in the Qualification Regulations.

Below are the required details under Regulation 26 of the Reports Regulations regarding the appointment of Mr. Ben Menachem as a director on the Company's board of directors:

⁴ For the Company's remuneration policy, see the annex to Chapter 8 of the Company Prospectus.

Name:	Reuven Ben Menachem	
ID No.:	056623879	
Date of birth:	November 4, 1960	
Address for service of process:	32 Avner Street, Tel Aviv	
Nationality:	Israeli, United States	
Date of commencement of term as external director:	Commencing upon approval of his appointment by the General Meeting being assembled under this immediate report.	
Professional qualification or accounting and financial expertise or an expert external director:	Has professional qualifications.	
Memberships on board committees:	-	
Is the candidate employed by the Company, by a subsidiary of the Company, by an affiliated company or by any interested party:	No	
Education:	Degree and area	Academic institution
	None.	
Occupation in the last five years:	Position	Workplace
	Chairman	Kissterra Capital Ltd. (2021- Current) Anagog Ltd. (2020- Current) EZbob Ltd. (2020- Current) Earnix Ltd. (2016-2021) Modelity Technologies Ltd. (2016-2019) Otoma Limited (also Founder) (2017- Current).
Details of corporations where candidate serves as a director:		
Is the candidate a relative of another interested party in the Company:	No	
Does the Company consider the director to have accounting financial expertise, for purpose of compliance with the minimum number determined by the board of directors under Section 92(a)(12) of the Companies Law:	No	

1.5. Approving the appointment of the Company's CEO, Mr. Yair Nechmad, as chairman of the Company's board of directors

~~It is proposed to approve the appointment of the Company's CEO (and one of its controlling shareholders) as chairman of the Company's board of directors.~~

~~In accordance with the provisions of Section 95(a) of the Companies Law, in a public company the chairman of the board of directors must not be the company's general manager except in under the provisions of Section 121(e) of the Companies Law. Under Section 121(e) and the Companies (Validity Period of a Resolution Under Section 121 of the Law) Regulations, 5776-2016, the Company's general meeting is entitled to decide that it is possible to authorize the Company's CEO to act chairman of the board of directors, by the majority set forth in Section 121(e) of the Companies Law. The validity period of such resolution shall not exceed 5 years from the date on which the Company became public.~~

~~Mr. Yair Nechmad, as CEO of the Company (and a controlling shareholder), and as its chairman of the board of directors, has been extensively and for many years involved in the Company's affairs, and considering his qualifications, experience and professionalism, there is great significance to his ability to contribute to the Company, including in the capacity of chairman of the board of directors, noting the Company's plans and its current businesses.~~

~~For details about Mr. Yair Nechmad, his experience and occupations, see Section 7.1 of the Company's Prospectus.~~

2. Assembly of the General Meeting

2.1. Place and time of the meeting

The special General Meeting of the shareholders of the Company shall be held on August 3, 2021, at 11:00 am, at the Company's offices at 3 Arik Einstein St., Herzliya.

In light of the guidelines of the Israel Securities Authority dated March 16, 2020, should restrictions apply due to the impact of the coronavirus on the date of assembling the General Meeting, with respect to conducting General Meeting by way of assembly, the General Meeting shall be held by teleconference, in which all participants shall be able to hear each other. In such instance, the Company shall provide a timely update regarding the contact information for this teleconference, by publishing an immediate report.

2.2. Majority required to adopt the resolutions on the agenda of the General Meeting

2.2.1. The required majority for adopting the resolutions detailed above in Sections 1.1 and 1.2, in accordance with Section 239(b) of the Companies Law, is a majority of shareholders present at the meeting, who are entitled to vote and that actually voted, provided one of the following conditions is met:

- (1) When counting the majority vote at the General Meeting, it shall be comprised of a majority among the votes of shareholders of the Company that are participating in the vote and are not controlling shareholders or which do not have a personal interest in approving the appointment, except for a personal interest arising from its relationship with the controlling shareholder; when counting the votes of such shareholders abstaining votes shall not be taken into account.
- (2) The total objecting votes from among the shareholders mentioned in paragraph (1) shall not exceed two percent of the total voting rights in the Company.

2.2.2. The majority required for adopting the resolutions described above in Sections 1.3 and 1.4 is a majority of shareholders present at the General Meeting, that are eligible to vote and which actually voted, without taking into account abstaining votes.

~~2.2.3. The majority required for adopting the resolution described above in Section 1.5, in accordance with Section 239(b) of the Companies Law, is an ordinary majority of all shareholders present at the meeting, that are eligible to vote and which actually voted, provided one of following conditions is met:~~

- ~~(1) When counting the majority vote at the General Meeting, it shall be comprised of a majority among the votes of shareholders of the Company that are participating in the vote and are not controlling shareholders or which do not have a personal interest in approving the appointment, except for a personal interest arising from its relationship with the controlling shareholder; when counting the votes of such shareholders abstaining votes shall not be taken into account.~~
- ~~(2) The total objecting votes from among the shareholders mentioned in paragraph (1) shall not exceed two percent of the total voting rights in the Company.~~

2.3. Quorum for conducting the Meeting

2.3.1. According to the Company's articles of association, the legal quorum is the presence of at least two shareholders, in person, by proxy, by proxy statement or by electronic

voting, holding twenty-five percent (25%) of the voting powers in the Company, within half an-hour of the time set for opening the meeting.

- 2.3.2. If upon the lapse of half an-hour from the time set for opening the General Meeting a legal quorum is not present, the General Meeting shall be adjourned to the same day of the following week, at the same time and place, without providing any further notice thereof. If upon the lapse of half an-hour from the time set for opening the adjourned General Meeting a legal quorum is not present, the meeting shall be held with any number of participants. At the adjourned meeting, a single shareholder shall constitute the legal quorum for opening the meeting, regardless of its holding rate in the shares of the Company.

2.4. Record Date, Eligibility to Participate at the Meeting, and Voting Method

- 2.4.1. In accordance with Section 182(c) of the Companies Law and Regulation 3 of the Voting in Writing Regulations, the record date for eligibility to participate and vote at the General Meeting shall be the trading day in the Company's securities on TASE on June 30, 2021 (the "**Record Date**").
- 2.4.2. According to the Companies (Proof of Ownership of a Share for Voting at the General Meeting) Regulations, 5760-2000 ("**Proof of Ownership of Regulations**"), a shareholder in whose name a share is registered with a TASE member and such share is included among the shares recorded in the shareholders registry to the name of the nominee company ("**Unregistered Shareholder**"), shall be entitled to prove its ownership of the shares of the Company on the Record Date, for purpose of voting at the General Meeting, by submitting confirmation to the Company from the TASE member with whom its right to shares is registered. An Unregistered Shareholder is entitled to receive confirmation of ownership from the TASE member through which its shares are held, at the branch of the TASE member or via mail to its address in consideration for postage only, on request. Such requests shall be made in advance for a specific securities account.
- 2.4.3. In accordance with the provisions of Regulation 4A of the Proof of Ownership Regulations, a verified electronic message under Section 44K5 of the Securities Law, regarding information of user of the Electronic Voting System - is considered confirmation of ownership for each shareholder set forth therein.
- 2.4.4. A shareholder of the Company on the Record Date may participate at the General Meeting and vote in it in person, using a proxy statement (as described below in

Section 2.5), or by a proxy with power of attorney, having deposited the appointment letter at the Company's office at least 72 hours before the General Meeting gathering date ("**Appointment Letter**"). The Appointment Letter must be made in writing and signed by the appointing party; if the appointing party is a corporation, the Appointment Letter will be made in writing and signed in a manner binding the corporation. The board of directors or whoever the board of directors authorized may demand that the Company receive written confirmation, to their satisfaction, of the signatories' power to bind the corporation, before gathering the meeting. Furthermore, an Unregistered Shareholder holding Company shares as of the Effective Date may vote at the General Meeting using the Electronic Voting System as well (as described below in Section 2.6).

2.5. Voting by proxy statement

- 2.5.1. A shareholder is entitled to vote at the General Meeting, in connection with approval of all resolutions on the agenda, using the proxy statement that is attached to this immediate report. Written vote shall be on Part II of such proxy statement.
- 2.5.2. The proxy statement and position statements, as defined in Section 88 of the Companies Law, if any, are available on the distribution website of the Israel Securities Authority at <http://www.magna.isa.gov.il> (the "**ISA Distribution Website**"), and on the website of the Tel Aviv Stock Exchange Ltd. at: <http://maya.tase.co.il> (the "**TASE Website**"). Furthermore, every shareholder is entitled to contact the Company directly and receive, without consideration, the version of the proxy statement, or with the shareholder's consent, receive a link to the version of the proxy statement on the ISA Distribution Website. A TASE member shall send, no more than five days after the Record Date, without consideration, by email, a link to the text of the proxy statement and position statements on the ISA Distribution Website, to all Unregistered Shareholders holding shares through such member, unless the shareholder has informed the TASE member that it is not interested in such, and provided the notice was made for a specific securities account and before the Record Date.
- 2.5.3. An Unregistered Shareholder interested in voting by proxy statement shall note in Part II of the proxy statement its direction of voting, and shall submit it to the Company or send it to the Company via registered mail accompanied by confirmation of ownership, so that the proxy statement arrives at the Company's registered office no later than four (4) hours before assembly of the General Meeting.

- 2.5.4. A shareholder registered in the Company's shareholders registry and interested in voting by proxy statement shall note in Part II of the proxy statement its direction of voting, and shall submit it to the Company or send it to the Company via registered mail accompanied by a copy of its ID or password or certificate of incorporation, so that the proxy statement arrives at the Company's registered office no later than six (6) hours before assembly of the General Meeting.

2.6. Voting via Electronic Voting System

- 2.6.1. Further to the foregoing, an Unregistered Shareholder is entitled to vote at the General Meeting in connection with approving all resolutions on the agenda, using a proxy statement to be submitted to the Company through the electronic voting system (as defined in the Voting in Writing Regulations) (the "**Electronic Voting System**").
- 2.6.2. A TASE member shall input a list into the Electronic Voting System containing all details required under Section 44K4(a)(3) of the Securities Law regarding each of the Unregistered Shareholders holding securities through such TASE member on the Record Date (the "**List of Shareholders Entitled to Vote Through the System**"); however, a TASE member shall not include in the List of Shareholders Entitled to Vote Through the Electronic Voting System shareholder that have provided notice to such TASE member by 12:00 on the Record Date, whereby they do not wish to be included on the List of Shareholders Entitled to Vote Through the Electronic Voting System, in accordance with Regulation 13(d) of the Voting in Writing Regulations.
- 2.6.3. The TASE member shall transfer, as soon as possible after receiving confirmation from the Electronic Voting System regarding proper acceptance of the List of Shareholders Entitled to Vote Through the Electronic Voting System ("**Confirmation of List Acceptance**"), to each of the shareholders appearing on the List of Shareholders Entitled to Vote Through the Electronic Voting System and which receive electronic notices from the TASE member or through communications systems linked to the TASE member's computer, the necessary details for voting using the Electronic Voting System.
- 2.6.4. A shareholder appearing on the List of Shareholders Entitled to Vote Through the Electronic Voting System shall note their direction of voting and submit it to the Company using the Electronic Voting System. Voting using the Electronic Voting System shall be possible from the date of the Confirmation of List Acceptance and until six (6) hours before the time of assembling the General Meeting ("**System**

Lockdown Time”), and it may be modified or cancelled up to the System Lockdown Time.

2.7. Deadline for submitting a request to include an agenda item

According to Section 66(b) of the Companies Law, one or more shareholders, holding at least one percent of the voting rights at the General Meeting, are entitled to ask the Company’s board of directors to include an item on the agenda of the General Meeting, provide such item is appropriate to be discussed by the General Meeting. If such a request is made, it is possible that items shall be added to the agenda of the meeting and their details shall appear on the ISA Distribute Website and on the TASE Website.

2.8. The deadline for submitting a shareholder request to include an item on the agenda of the General Meeting, as stated above, is 7 days after publishing this meeting invitation, i.e. July 1, 2021.

2.9. Position Statements

The deadline for submitting position statements to the Company is up to 10 days before the date of assembling the General Meeting under this immediate report, i.e., July 22, 2021. A shareholder is entitled to contact the Company directly and receive from it, without consideration, the position statements sent to it.

2.10. A TASE member shall send email, without consideration, a link to the version of the position statements on the ISA Distribution Website, to every Unregistered Shareholder holding shares through it, by no later than the end of the business day following publication on the ISA Distribution Website or after the Record Date, according to the later, unless the shareholder has informed that it is not interested, and provided the notice is made for a specific securities account prior to the Record Date.

2.11. The place and time the for reviewing the report

Every shareholder of the Company is entitled to review this immediate report and the documents mentioned therein, at the Company’s office on 3 Arik Einstein Street, Herzliya, by prior coordination with Mr. Michael Galai, telephone number 03-7694380, Sunday to Thursday, between 10:00 - 15:00, until the date of assembly of the General Meeting. The report is also available for review on the ISA Distribution Website and on the TASE Website.

Sincerely,

Nayax Ltd.

Signed by: Mr. Michael Galai,
Chief Legal Officer and Company Secretary

Schedule A

External Director Statement

This is an English translation of a Hebrew Immediate report, including its appendices, that was published on June 28, 2021 (hereafter: "the Hebrew Version").

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Date: _____

To: Nayax
(the "**Company**")

Re: Declaration of an External Director in a Public Company

In accordance with the provisions of Sections 224B and 241 of the Companies Law, 5759-1999 (the "**Companies Law**"), and in accordance with the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and a Director with Professional Qualification), 5766-2005 I, the undersigned, Rina Shafir, ID number 011647377, as a candidate to serve as an external director of the Company, hereby declare that:

1. I am preparing this affidavit in connection with my appointment as an external director of the Company.
2. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

2.1. Academic education (degree, field and name of institution) including other education and professional certificates:

BA in Economics, Tel Aviv University.

MBA with a specialization in Finance and Accounting, Tel Aviv University.

2.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<u>Position</u>	<u>Name of Work Place</u>
CEO	Rontal Technologies, Software and Trading Ltd. (2012 - Current)
External Director	Biolight Life Sciences Ltd. (2015 -

	Current) Sh.i.r. Shlomo Real Estate Ltd. (2018 - Current) Sunflower Sustainable Investments Israel Ltd. (2019 - Current) Almeda Ventures (2020 - Current) IBI Investment House (2021 - Current) Analyst Provident Funds Ltd. (2012-2021)
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3. I have an Accounting and Financial Expertise and Professional Qualifications within the meaning of these terms in the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and a Director with Professional Qualification), 5766-2005, based on my education and employment experience listed above.
4. In addition, I declare that the conditions for classification as an external director (as defined by the term in the Companies Law) are met, as detailed below
- 4.1. I am not a Relative of a Controlling Shareholder of the Company.
- 4.2. At the time of my appointment to the Board of Directors of the Company, and during the two years preceding my appointment, neither I, nor my Relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, or a corporate body in which I am a Controlling Shareholder, has or had any Affiliation to the Company Group and Affiliates.

For the purposes of the declaration under this section:

- “Affiliation”** –
- Work relationship, ongoing business or professional relationship or Control, position as an office holder, excluding a position of a director who was appointed as an external director in a company which is about to initiate an initial public offering of shares.
- “Another Corporation(s)”** –
- A corporation which, at the relevant date of appointment, or during the two years preceding such date, is or was controlled by the Company or by the Controlling Shareholder(s) of the Company.

- 4.3. My other positions and activities do not and are not likely to create a conflict-of-interests with my position as a director of the Company or to otherwise adversely affect my ability to serve as a director of the Company.
- 4.4. I do not serve as a director of any other corporation, whose external directors, or any one of them, serve as a director of the Company.
- 4.5. I am not an employee of the Israeli Securities Authority or the Tel Aviv Stock Exchange.
- 4.6. Neither I, nor my Relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, nor a corporate body in which I am a Controlling Shareholder, has or had any business or professional relationship with

the Company Group and Affiliates or with a Related or Competing Shareholder, even if such relationships that are not ordinarily carried on, but excluding negligible relations.

5. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:
 - 5.1. Offenses under the Penal law 5737 – 1977 (the "**Penal Law**"):
 - 5.1.1. Sections 290 to 297 of the Penal Law dealing with bribery offenses;
 - 5.1.2. Section 392 of the Penal Law dealing with theft by an officer;
 - 5.1.3. Section 415 of the Penal Law dealing with obtaining anything by deceit;
 - 5.1.4. Sections 418 to 420 of the Penal Law dealing with forgery of documents, the presentation or issuance of a forged document or other use of such document in the knowledge that such document is forged ;
 - 5.1.5. Sections 422 to 428 of the Penal Law dealing with inducement by deceit, registering false records in corporate documents, offenses by an officer or employee of a company, concealment of information and the publication of misleading information by a senior office holder of the company, deceit and breach of trust towards a company, deceptive concealment, blackmail with use of force and or by means of threats.
 - 5.2. Offenses under the Securities Law 5728 - 1968 (the "**Securities Law**"):
 - 5.2.1. Section 52C of the Securities Law dealing with the use of inside information by an insider;
 - 5.2.2. Section 52D of the Securities Law dealing with the use of inside information which was originated by an insider;
 - 5.2.3. Section 53(a) of the Securities Law dealing with the contravention of provisions regarding the publication of a prospectus containing a misleading detail;
 - 5.2.4. Section 54 of the Securities Law dealing with fraud in connection with securities (fraud includes any action which is intended to wrongly influence trading).
 - 5.3. In the past 5 years, I have not been convicted:
 - 5.3.1. By a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;
 - 5.3.2. Of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
6. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company, and the period set by the Administrative Enforcement Committee in the said section has not yet passed.
In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
7. I have never been declared bankrupt and I am not legally incompetent or a minor.

8. I hereby declare that I am aware of the Companies Regulations (Rules Regarding Remuneration and Expenses for an External Director), 5760-2000 (hereinafter: the "**Remuneration Regulations**") and that:
 - 8.1. I am aware that the annual remuneration and participation remuneration I shall be entitled to from the Company shall be in maximum amounts in accordance with the level at which the Company is classified and as specified in the Remuneration Regulations, to be determined by the Company from time to time;
 - 8.2. I have been informed of the amounts prescribed under section 8.1 above prior to providing my consent to serve in the position of an external director.
9. I do not hold any shares and/or convertible securities or securities exercisable into shares, of the Company or of a subsidiary of the Company or of an Affiliate of it or of an interested party.
10. To the best of my knowledge, there is no other legal restriction in respect of my appointment or service as an external director of the Company.
11. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist.
12. I acknowledge that this declaration will be placed in the registered office of the Company for review by any person.
13. I acknowledge that the Company relied on the contents of this declaration upon confirmation of my service as external director in the Company.
14. I hereby confirm my agreement to serve as an external director of the Company.
15. This is my name, this is my signature and the content of my declaration is true.

Name Rina Shafir
Signature _____
Date: _____

Schedule B
External Director Statement

This is an English translation of a Hebrew Immediate report, including its appendices, that was published on June 28, 2021 (hereafter: “the Hebrew Version”).

This English version is only for convenience purposes. This is not an official translation and has no binding force. Whilst reasonable care and skill have been exercised in the preparation hereof, no translation can ever perfectly reflect the Hebrew Version. In the event of any discrepancy between the Hebrew Version and this translation, the Hebrew Version shall prevail.

Date: _____

To: Nayax
(the “**Company**”)

Re: Declaration of an External Director in a Public Company

In accordance with the provisions of Sections 224B and 241 of the Companies Law, 5759-1999 (the “**Companies Law**”), and in accordance with the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and a Director with Professional Qualification), 5766-2005 I, the undersigned, Vered Raz Avayo, ID number 024810103, as a candidate to serve as an external director of the Company, hereby declare that:

1. I am preparing this affidavit in connection with my appointment as an external director of the Company.
2. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

2.1. Academic education (degree, field and name of institution) including other education and professional certificates:

BA in Business manager with a major in accounting and a major in finance, College of Management Academic Studies.

MFA in Film and television, major in screenwriting, Tel Aviv University.

2.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<u>Position</u>	<u>Name of Work Place</u>
CFO	Save Foods Inc. (2021- Current)

Business support, financial business development	(2010- Current)
Mentoring for senior executives	(2018 - Current)
External Director	Residences Ltd. (2012 - Current) Apollo Power Ltd. (2017 - Current) Analyst E. M. S. - Mutual Fund Management (1986) Ltd. (also a member of the Investment Committee) (2011-2017) Tamda Ltd. (2016-2020) Safety Group Ltd. (2016-2019)
Director	Foresight Autonomous Holdings Ltd. (2017 - Current) Save Foods Ltd. (2017-2021)
Independent Director	Naaman Group N.V. Ltd. (2011-2017)

3. I have an Accounting and Financial Expertise and Professional Qualifications within the meaning of these terms in the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and a Director with Professional Qualification), 5766-2005, based on my education and employment experience listed above.
4. In addition, I declare that the conditions for classification as an external director (as defined by the term in the Companies Law) are met, as detailed below
- 4.1. I am not a Relative of a Controlling Shareholder of the Company.
- 4.2. At the time of my appointment to the Board of Directors of the Company, and during the two years preceding my appointment, neither I, nor my Relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, or a corporate body in which I am a Controlling Shareholder, has or had any Affiliation to the Company Group and Affiliates.

For the purposes of the declaration under this section:

“Affiliation” –

- Work relationship, ongoing business or professional relationship or Control, position as an office holder, excluding a position of a director who was appointed as an external director in a company which is about to initiate an initial public offering of shares.

“Another Corporation(s)”

- A corporation which, at the relevant date of appointment, or during the two years preceding such date, is or was controlled by the Company or by the Controlling Shareholder(s) of the Company.

- 4.3. My other positions and activities do not and are not likely to create a conflict-of-interests with my position as a director of the Company or to otherwise adversely affect my ability to serve as a director of the Company.

- 4.4. I do not serve as a director of any other corporation, whose external directors, or any one of them, serve as a director of the Company.
 - 4.5. I am not an employee of the Israeli Securities Authority or the Tel Aviv Stock Exchange.
 - 4.6. Neither I, nor my Relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, nor a corporate body in which I am a Controlling Shareholder, has or had any business or professional relationship with the Company Group and Affiliates or with a Related or Competing Shareholder, even if such relationships that are not ordinarily carried on, but excluding negligible relations.
5. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:
- 5.1. Offenses under the Penal law 5737 – 1977 (the "**Penal Law**"):
 - 5.1.1. Sections 290 to 297 of the Penal Law dealing with bribery offenses;
 - 5.1.2. Section 392 of the Penal Law dealing with theft by an officer;
 - 5.1.3. Section 415 of the Penal Law dealing with obtaining anything by deceit;
 - 5.1.4. Sections 418 to 420 of the Penal Law dealing with forgery of documents, the presentation or issuance of a forged document or other use of such document in the knowledge that such document is forged ;
 - 5.1.5. Sections 422 to 428 of the Penal Law dealing with inducement by deceit, registering false records in corporate documents, offenses by an officer or employee of a company, concealment of information and the publication of misleading information by a senior office holder of the company, deceit and breach of trust towards a company, deceptive concealment, blackmail with use of force and or by means of threats.
 - 5.2. Offenses under the Securities Law 5728 - 1968 (the "**Securities Law**"):
 - 5.2.1. Section 52C of the Securities Law dealing with the use of inside information by an insider;
 - 5.2.2. Section 52D of the Securities Law dealing with the use of inside information which was originated by an insider;
 - 5.2.3. Section 53(a) of the Securities Law dealing with the contravention of provisions regarding the publication of a prospectus containing a misleading detail;
 - 5.2.4. Section 54 of the Securities Law dealing with fraud in connection with securities (fraud includes any action which is intended to wrongly influence trading).
 - 5.3. In the past 5 years, I have not been convicted:
 - 5.3.1. By a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;

5.3.2. Of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.

6. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company, and the period set by the Administrative Enforcement Committee in the said section has not yet passed.
In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
7. I have never been declared bankrupt and I am not legally incompetent or a minor.
8. I hereby declare that I am aware of the Companies Regulations (Rules Regarding Remuneration and Expenses for an External Director), 5760-2000 (hereinafter: the "**Remuneration Regulations**") and that:
 - 8.1. I am aware that the annual remuneration and participation remuneration I shall be entitled to from the Company shall be in maximum amounts in accordance with the level at which the Company is classified and as specified in the Remuneration Regulations, to be determined by the Company from time to time;
 - 8.2. I have been informed of the amounts prescribed under section 8.1 above prior to providing my consent to serve in the position of an external director.
9. I do not hold any shares and/or convertible securities or securities exercisable into shares, of the Company or of a subsidiary of the Company or of an Affiliate of it or of an interested party.
10. To the best of my knowledge, there is no other legal restriction in respect of my appointment or service as an external director of the Company.
11. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist.
12. I acknowledge that this declaration will be placed in the registered office of the Company for review by any person.
13. I acknowledge that the Company relied on the contents of this declaration upon confirmation of my service as external director in the Company.
14. I hereby confirm my agreement to serve as an external director of the Company.
15. This is my name, this is my signature and the content of my declaration is true.

Name Vered Raz Avayo
Signature _____
Date: _____

Schedule C
Independent Director Statement

This is an English translation of a Hebrew Immediate report, including its appendices, that was published on June 28, 2021 (hereafter: "the Hebrew Version").

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Date: _____

To: Nayax
(the "**Company**")

Re: Declaration of an Independent Director in a Public Company

In accordance with the provisions of Section 224B of the Companies Law, 1999 (the "**Companies Law**"), I, the undersigned, Elon Shalev, ID number 050705276, hereby declare that:

1. I am preparing this affidavit in connection with my appointment as an external director of the Company.
2. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

- 2.1. Academic education (degree, field and name of institution) including other education and professional certificates:

<u>Degree</u>	<u>Name of academic institution</u>
BA in Political Science	Tel Aviv University

- 2.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<u>Position</u>	<u>Name of Work Place</u>
Director	SHL Telemedicine International Ltd. (2018-2021).
Deputy Chairman of the Board	Partner Communications Ltd. (2013-2019)

3. I have an Accounting and Financial Expertise and Professional Qualifications within the meaning of these terms in the Companies Regulations (Conditions and Tests for a Director with

Accounting and Financial Expertise and a Director with Professional Qualification), 5766-2005, based on my education and employment experience listed above.

4. In addition, I declare that the conditions for classification as an external director (as defined by the term in the Companies Law) are met, as detailed below

- 4.1. I am not a Relative of a Controlling Shareholder of the Company.
- 4.2. At the time of my appointment to the Board of Directors of the Company, and during the two years preceding my appointment, neither I, nor my Relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, or a corporate body in which I am a Controlling Shareholder, has or had any Affiliation to the Company Group and Affiliates.

For the purposes of the declaration under this section:

- “Affiliation”** –
- Work relationship, ongoing business or professional relationship or Control, position as an office holder, excluding a position of a director who was appointed as an external director in a company which is about to initiate an initial public offering of shares.
- “Another Corporation(s)”**
- A corporation which, at the relevant date of appointment, or during the two years preceding such date, is or was controlled by the Company or by the Controlling Shareholder(s) of the Company.

- 4.3. My other positions and activities do not and are not likely to create a conflict-of-interests with my position as a director of the Company or to otherwise adversely affect my ability to serve as a director of the Company.
- 4.4. I do not serve as a director of any other corporation, whose external directors, or any one of them, serve as a director of the Company.
- 4.5. I am not an employee of the Israeli Securities Authority or the Tel Aviv Stock Exchange.
- 4.6. Neither I, nor my Relative(s), partner(s), employer(s), any person or entity to which I am directly or indirectly subordinated, nor a corporate body in which I am a Controlling Shareholder, has or had any business or professional relationship with the Company Group and Affiliates or with a Related or Competing Shareholder, even if such relationships that are not ordinarily carried on, but excluding negligible relations.

5. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:

- 5.1. Offenses under the Penal law 5737 – 1977 (the "**Penal Law**"):
 - 5.1.1. Sections 290 to 297 of the Penal Law dealing with bribery offenses;
 - 5.1.2. Section 392 of the Penal Law dealing with theft by an officer;
 - 5.1.3. Section 415 of the Penal Law dealing with obtaining anything by deceit;

- 5.1.4. Sections 418 to 420 of the Penal Law dealing with forgery of documents, the presentation or issuance of a forged document or other use of such document in the knowledge that such document is forged ;
- 5.1.5. Sections 422 to 428 of the Penal Law dealing with inducement by deceit, registering false records in corporate documents, offenses by an officer or employee of a company, concealment of information and the publication of misleading information by a senior office holder of the company, deceit and breach of trust towards a company, deceptive concealment, blackmail with use of force and or by means of threats.
- 5.2. Offenses under the Securities Law 5728 - 1968 (the "**Securities Law**"):
 - 5.2.1. Section 52C of the Securities Law dealing with the use of inside information by an insider;
 - 5.2.2. Section 52D of the Securities Law dealing with the use of inside information which was originated by an insider;
 - 5.2.3. Section 53(a) of the Securities Law dealing with the contravention of provisions regarding the publication of a prospectus containing a misleading detail;
 - 5.2.4. Section 54 of the Securities Law dealing with fraud in connection with securities (fraud includes any action which is intended to wrongly influence trading).
- 6. In the past 5 years, I have not been convicted:
 - 6.1. By a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;
 - 6.2. Of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
- 7. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company, and the period set by the Administrative Enforcement Committee in the said section has not yet passed.
In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
- 8. I have never been declared bankrupt and I am not legally incompetent or a minor.
- 9. To the best of my knowledge, there is no other legal restriction in respect of my appointment or service as an independent director of the Company.
- 10. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist, and I am aware that my service as an independent director of the Company shall expire on the date of providing such notice.
- 11. I acknowledge that the Company relied on the contents of this declaration upon confirmation of my service as independent director in the Company, and that this declaration will be placed in the registered office of the Company for review by any person.
- 12. I hereby confirm my agreement to serve as an independent director of the Company.
- 13. This is my name, this is my signature and the content of my declaration is true.

Name Elon Shalev

Signature _____

Date: _____

Schedule D
Director Statement

This is an English translation of a Hebrew Immediate report, including its appendices, that was published on June 28, 2021 (hereafter: "the Hebrew Version").

This English version is only for convenience purposes. This is not an official translation and has no binding force. Whilst reasonable care and skill have been exercised in the preparation hereof, no translation can ever perfectly reflect the Hebrew Version. In the event of any discrepancy between the Hebrew Version and this translation, the Hebrew Version shall prevail.

Date: _____

To: Nayax
(the "**Company**")

Re: Declaration of a Director in a Public Company

In accordance with the provisions of Section 224B of the Companies Law, 1999 (the "**Companies Law**"), I, the undersigned, Reuven Ben Menachem, ID number 056623879, hereby declare that:

1. I have the ability to devote the appropriate amount of time for serving as a director in the Company, with due attention, inter alia, to the Company's special requirements and to its size. My education, qualifications and professional experience, past and present, provide me the professional qualifications required to perform my duties as director in the Company, inter alia, as set forth hereunder:

- 1.1. Academic education (degree, field and name of institution) including other education and professional certificates:

<u>Degree</u>	<u>Name of academic institution</u>
None	

- 1.2. Principal occupations during the past five years (including previous positions in the Company and tenure as director in other corporations) – position, workplace name and field of operation and lengths of time in the position:

<u>Position</u>	<u>Name of Work Place</u>
Chairman	Kissterra Capital Ltd. (2021- Current) Anagog Ltd. (2020- Current) EZbob Ltd. (2020- Current) Earnix Ltd. (2016-2021) Modelity Technologies Ltd. (2016-2019)

	Otoma Limited (also Founder) (2017-Current).
--	--

2. I hereby declare that in the past 5 years, I have not been convicted in a court judgment of any of the following offenses:
 - 2.1. I have not been convicted of any of the offenses under sections 290 to 297, 392, 415, 418 to 420, and 422 to 428 of the Penal law 5737 – 1977 (the "**Penal Law**"), and under sections 52C, 52D, 53 (a) and 54 of the Securities Law 5728 - 1968 (the "**Securities Law**").
 - 2.2. I have not been convicted by a court outside Israel of the offenses of bribery, deceit, offenses by managers of a corporation or offenses involving misuse of inside information;
 - 2.3. I have not been convicted of any other offense, that due to the substance, gravity or circumstances, a court has found me to be unfit to serve as a director in a public company or a debenture company.
3. The Administrative Enforcement Committee did not impose upon me any Means of Enforcement that prohibits my serving as a director in any public company, and the period set by the Administrative Enforcement Committee in the said section has not yet passed.
In this clause: "**Means of Enforcement**"; "**Administrative Enforcement Committee**"- as defined in clause 225(b) to the Companies Law.
4. I have never been declared bankrupt and I am not legally incompetent or a minor.
5. To the best of my knowledge, there is no other legal restriction in respect of my appointment or service as a director of the Company.
6. I hereby undertake to immediately notify the Company if any of the aforesaid conditions in this declaration will cease to exist.
7. I am aware that my service as a director of the Company shall expire on the date of providing such notice.
8. I acknowledge that the Company relied on the contents of this declaration upon confirmation of my service as director in the Company, and that this declaration will be placed in the registered office of the Company for review by any person.

Yours faithfully,

Reuven Ben Menachem

This is an English translation of a Hebrew Immediate report, including its appendices, that was published on July 12, 2021 (hereafter: “the Hebrew Version”).

This English version is only for convenience purposes. This is not an official translation and has no binding force. Whilst reasonable care and skill have been exercised in the preparation hereof, no translation can ever perfectly reflect the Hebrew Version. In the event of any discrepancy between the Hebrew Version and this translation, the Hebrew Version shall prevail.



Nayax Ltd.

Proxy Statement under the Companies (Voting in Writing and Position Statements) Regulations, 5766-2005 (the “Regulations”)

Part I

The immediate report of which this Proxy Statement is a schedule shall be referred to as the “**Assembly Report**”.

1. **Name of the company:** Nayax Ltd. (the “**Company**”).
2. **Type of general meeting and assembly date:** A special general meeting (the “**General Meeting**”) to be convened on Tuesday, August 3, 2021, at 11:00, at the Company’s offices, 3 Arik Einstein St., Herzliya.
3. **Details of agenda items, which can be voted on by Proxy Statement**

3.1 **Appointment of external director – Mrs. Rina Shafir**

It is proposed to approve the appointment of Mrs. Rina Shafir as an external director of the Company, for an (initial) term of three years, which shall commence upon approval of her appointment by the General Meeting being convened under the Assembly Report. Subject to her appointment and in consideration for her service as an external director of the Company, Ms. Shafir shall be entitled to remuneration as set forth in Section 1.1 of the Assembly Report. Ms. Shafir has provided the Company a statement in accordance with Sections 224B and 241 of the Companies Law, a copy of which is attached as **Schedule A** to the Assembly Report. For more details regarding Ms. Shafir see Section 1.1 of the Assembly Report.

3.2 **Appointment of external director – Ms. Vered Raz Avayo**

It is proposed to approve the appointment of Ms. Vered Raz Avayo as an external director of the Company for an (initial) term of three years, which shall commence upon approval of her appointment by the General Meeting being convened under the Assembly Report. Subject to her appointment and in consideration for her service as an external director of the Company, Ms. Raz Avayo shall be entitled to remuneration as set forth in Section 1.2 of the Assembly Report. Ms. Raz Avayo has provided the Company a statement in accordance with Sections 224B and 241 of the Companies Law, a copy of which is attached as **Schedule B** to the Assembly Report. For more details regarding Ms. Raz Avayo see Section 1.2 of the Assembly Report.

3.3 **Appointment of independent director – Mr. Elon Shalev**

It is proposed to approve the appointment of Mr. Elon Shalev as an independent director of the Company, for a term in office commencing upon approval of his appointment by the General Meeting and concluding upon the end of the Company's next annual meeting. Subject to his appointment and in consideration for his service as an independent director of the Company, Mr. Shalev shall be entitled to remuneration as set forth in Section 1.3 of the Assembly Report. Mr. Shalev has provided the Company a statement in accordance with Sections 224B and 241 of the Companies Law, a copy of which is attached as **Schedule C** to the Assembly Report. For more details regarding Mr. Shalev, see Section 1.3 of the Assembly Report.

3.4 **Appointment of non-external (ordinary) director - Mr. Reuven Ben Menachem**

It is proposed to approve the appointment of Mr. Reuven Ben Menachem as a director of the Company, for a term in office commencing upon approval of his appointment by the General Meeting and concluding upon the end of the Company's next annual meeting. Subject to his appointment and in consideration for his service as a director of the Company, Mr. Ben Menachem shall be entitled to the remuneration as stated in Section 1.4 of the Assembly Report. Mr. Ben Menachem has provided the Company a statement under Sections 224B and 241 of the Companies Law, a copy of which is attached as **Schedule D** to the Assembly Report. For more details regarding Mr. Ben Menachem, see Section 1.4 of the Assembly Report.

~~3.5 Approving the appointment of the Company's CEO, Mr. Yair Neehmad, as chairman of the Company's board of directors~~

~~It is proposed to approve the appointment of the Company's CEO (and one of its controlling shareholders), to the position of chairman of the Company's board of directors, for a term not to exceed five years from the date on which the Company became public. For details regarding Mr. Yair Neehmad, see Section 1.5 of the Assembly Report.~~

4. **Place and times for reviewing the full version of the proposed resolutions**

It is possible to review the full versions of the proposed resolutions on the agenda and the Assembly Report published by the Company regarding the convening of the General Meeting of which this Proxy Statement is a schedule, at the Company's office at 3 Arik Einstein Street, Herzliya, by prior coordination with Mr. Michael Galai, telephone number 03-7694380, Sunday to Thursday, between 10:00 - 15:00, until the date of convening of the General Meeting. The report is also available for review on the website of the Israel Securities Authority at www.magna.isa.gov.il and on the website of TASE at www.maya.tase.co.il.

5. **Required majority for adopting resolutions on the agenda items that can be voted on by Proxy Statement**

5.1 The majority required for adopting the resolutions described above in Sections 3.1 and 3.2, in accordance with Section 239(b) of the Companies Law, is an ordinary majority of all shareholders present at the meeting, who are eligible to vote and actually voted, provided one of the following conditions is met:

- (1) When counting the majority vote at the General Meeting, it shall be comprised of a majority among the votes of shareholders of the Company that are participating in the vote and are not controlling shareholders or which do not have a personal interest in approving the appointment, except for a personal interest arising from its relationship with the controlling shareholder; when counting the votes of such shareholders abstaining votes shall not be taken into account.
- (2) The total objecting votes from among the shareholders mentioned in paragraph (1) shall not exceed two percent of the total voting rights in the Company.

5.2 The majority required for adopting the resolutions described above in Sections 3.3 and 3.4 is a majority of shareholders present at the General Meeting, that are eligible to vote and which actually voted, without taking into account abstaining votes.

~~5.3 The majority required for adopting the resolution described above in Section 3.5, in accordance with Section 239(b) of the Companies Law, is an ordinary majority of all shareholders present at the meeting, that are eligible to vote and which actually voted, provided one of following conditions is met:~~

- ~~(1) When counting the majority vote at the General Meeting, it shall be comprised of a majority among the votes of shareholders of the Company that are participating in the vote and are not controlling shareholders or which do not have a personal interest in approving the appointment, except for a personal interest arising from its relationship with the controlling shareholder; when counting the votes of such shareholders abstaining votes shall not be taken into account.~~
- ~~(2) The total objecting votes from among the shareholders mentioned in paragraph (1) shall not exceed two percent of the total voting rights in the Company.~~

6. **Record date**

In accordance with Section 182(c) of the Companies Law, 5759-1999 (the “**Companies Law**”), and Regulation 3 of the Regulations, the record date for eligibility to participate and vote at the General Meeting shall be the trading day in the Company’s securities on TASE on June 30, 2021 (the “**Record Date**”). Every shareholder of the Company on the Record Date, whether the shares are registered to their name or held through a TASE member, shall be entitled to participate and vote at the aforementioned meeting in person or by proxy.

7. **Validity of the Proxy Statement**

- 7.1 The Proxy Statement shall be valid with respect to a shareholder whose shares are registered with a TASE member when such shares are included in the shares registered in the shareholders’ registry to the name of the nominee company (“**Unregistered Shareholder**”), only if it accompanied by confirmation of ownership or if the Company was sent confirmation of ownership through the Electronic Voting System, as defined in the Companies (Voting in Writing and Position Statements) Regulations, 5766-2005 (“**Electronic Voting System**”).
- 7.2 The Proxy Statement shall be valid with respect to anyone registered as a shareholder in the Company’s shareholder registry (“**Registered Shareholder**”), only if a copy of an ID, passport or certificate of incorporation is attached.
- 7.3 A shareholder interested in voting by this Proxy Statement is required to submit the Proxy Statement and the relevant documents to the Company’s offices at the above stated address,

no later than four (4) hours before the time for assembling the General Meeting, for an Unregistered Shareholder, and no later than six (6) hours before the time for assembling the General Meeting, for a Registered Shareholder. For this purpose, the “**time of submission**” is the time the Proxy Statement and the attached documents arrive at the Company’s offices.

7.4 A Proxy Statement not submitted as stated above shall have no effect.

8. **Voting by Electronic Voting System**

8.1 An Unregistered Shareholder is entitled to vote using the Electronic Voting System, from the time of receiving confirmation from the Electronic Voting System regarding proper acceptance of the list of those eligible to vote using the Electronic Voting System and up to six (6) hours before the time for assembling General Meeting, i.e. by Tuesday, August 3, 2021, at 5:00 AM (“**System Lockdown Date**”).

8.2 Vote casted through the Electronic Voting System can be changed or cancelled until the System Lockdown Date and cannot be changed or cancelled using the Electronic Voting System after such date. It is noted that under Section 83(d) of the Companies Law, if a shareholder has voted in more than one way, the latter vote shall count. The Company does not allow online voting other than through the Electronic Voting System.

9. **Address for delivering proxy statements and position statements**

The address for delivering Proxy Statements and position statements is the Company’s offices, at 3 Arik Einstein St., Herzliya, care of Mr. Michael Galai.

10. **Deadline for submitting position statements to the Company and deadline for submitting the response of the board of directors to position statements**

The deadline for submitting position statements to the Company is up to ten (10) days prior to the date of assembling the General Meeting, i.e. July 24, 2021. The Company’s board of directors is entitled to respond to position statements up to five (5) days before the date of assembling the General Meeting, i.e. by July 29, 2021.

11. **The URL of the distribution website of the Israel Securities Authority and the website of the Tel Aviv Stock Exchange Ltd., where the Proxy Statements and position statements can be found**

The URLs for the websites of the Israel Securities Authority and TASE, containing the version of the Proxy Statements and position statements are as follow: The URL of the distribution

website of the Israel Securities Authority – www.magna.isa.gov.il; the URL of TASE website – www.maya.tase.co.il.

12. Receiving confirmation of ownership, Proxy Statements and position statements

12.1 An Unregistered Shareholder is entitled to receive confirmation of ownership at the branch of the TASE member or via mail, on request. Such requests shall be made in advance for a specific securities account.

12.2 An Unregistered Shareholder is entitled to receive by email, without consideration, a link to the version of the Proxy Statement and position statements on the distribution website, from the TASE member through which it holds its shares, unless it has informed the TASE member that it is not interested in receiving such a link or that it is interested in receiving Proxy Statements by mail for a fee; a notice for the purpose of voting shall also apply with respect to receiving position statements.

12.3 One or more shareholders of the Company, which on the Record Date, hold shares at the rate of five percent (5%) or more of the total voting powers in the Company, and anyone holding such a rate out of the total voting powers not held by a controlling shareholder of the Company, as such term is defined in Section 268 of the Companies Law, is entitled itself or by proxy, after convening of the General Meeting, to review the Proxy Statements at the Company's registered office, during acceptable work hours.

The number of shares comprising five percent (5%) of the total voting powers in the Company is 16,270,218 ordinary shares of the Company.

The number of shares comprising five percent (5%) of the total voting powers in the Company not held by a controlling shareholder of the Company as such term is defined in Section 268 of the Companies Law, is 3,309,058 ordinary shares in the Company.

13. Changes to the agenda and publication of position statements

It is possible that after the Proxy Statement is published, changes could be made to the agenda of the General Meeting, including adding an item to the agenda, and position statements could be published as well. The updated agenda and published position statements shall be available for review in the Company's reports on the distribution website.

14. **Deadline for the Company to publish an amended Proxy Statement**

In the event an item is to be added to the agenda of the General Meeting, the deadline for the Company to publish the amended Proxy Statements shall be up to seven (7) days after the deadline for submitting such request, i.e. Monday, July 12, 2021.

15. **Cancelling the Proxy Statement**

A shareholder is entitled, up to twenty four (24) hours before the time for assembling the General Meeting, to contact the Company's registered office, and after proved its identity to the satisfaction of the Company secretary, or another employee appointed for such purpose, withdraw its Proxy Statement and confirmation of ownership.

A shareholder shall state the manner of voting on every item on the agenda which may be voted on using this Proxy Statement in Part II of the Proxy Statement.

Nayax Ltd.

**Proxy Statement under the Companies (Voting in Writing and Position Statements)
Regulations, 5766-2005**

Part II

Name of the Company: Nayax Ltd.

Address of the Company (for submitting and sending Proxy Statements): The Company's offices on 3 Arik Einstein St., Herzliya.

Company No.: 513639013

Date of the General Meeting: Tuesday, August 3, 2021, at 11:00

Place of the General Meeting: The Company's office on 3 Arik Einstein Street, Herzliya.

Type of meeting: A special general meeting.

Record date: Wednesday, June 30, 2021.

Shareholder's Details:

1. Name of shareholder: _____ 2. ID No.: _____

3. If the shareholder does not have an Israeli ID	4. If the shareholder is a corporation	5. For online voting
Passport No.: _____	Corporation number: _____	Identification code: _____
Issued in (country): _____	Country of incorporation: _____	Control code: _____
Valid until: _____	Number of securities: _____	Additional identifying detail: _____

3. Manner of voting:

Please check if you are an interested party¹/senior officer²/institutional investor³/none of the above and/or other

Interested party <input type="checkbox"/>	Senior officer <input type="checkbox"/>	Institutional investor <input type="checkbox"/>	None/other <input type="checkbox"/>
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***If voting under power of attorney, the above details shall also be provided for the Principal**

¹As defined in Section 1 of the Securities Law, 5728-1968.

²As defined in Section 37(d) of the Securities Law, 5728-1968.

³As defined in Regulation 1 of the Control of Financial Services (Provident Funds) Regulations (Participation of a Managing Company in a General Meeting), 5769-2009, and the manager of a joint investments trust fund, as defined in the Joint Investment Trust Law, 5754-1994.

Resolution No. (in Part I of the Proxy Statement)		Manner of voting ⁴			For the purpose of appointing an external director (Section 239(b) of the Companies law) (the resolutions stated in Sections 3.1 and 3.2 of Part I of the Proxy Statement) - are you a controlling shareholder, interested party, have a personal interest in approving the appointment, a senior officer or institutional investor ⁵	
		For	Against	Abstaining	Yes ⁶	No
3.1	Mrs. Rina Shafir's appointment as external director for an initial three year term					
3.2	Ms. Vered Raz Avayo's appointment as external director for an initial three year term					
3.3	Mr. Elon Shalev's appointment as independent director, for a term commencing upon approval of his appointment by the General Meeting and concluding upon the end of the Company's next annual meeting					
3.4	Mr. Reuven Ben Menachem's appointment as a director in the Company, for a term commencing upon approval of his appointment by the General Meeting and concluding upon the end of the Company's next annual meeting					
3.5	The appointment of the Company's CEO (and one of its controlling shareholders) as Chairman of the Company's board of directors					

Below are details regarding my status as controlling shareholder or having a personal interest in approving the resolution:

Date: _____

Signature: _____

For shareholders holding shares through a TASE member (under Section 177(1) of the Companies Law) - this Proxy Statement is only valid when it is accompanied by confirmation of ownership. For shareholders registered in the Company's registry of shareholders – a Proxy Statement shall be valid when accompanied by a copy of an ID/passport/certificate of incorporation.

⁴ Not checking is considered abstaining from voting on that item.

⁵ If a shareholder does not complete this column or checks "yes" without elaborating, the vote shall not be counted. It is unnecessary to elaborate on a personal interest in approving the appointment that is not the result of connection to the controlling shareholder.

⁶ Please elaborate.