



Nayax Ltd.

Proxy Statement under the Companies Regulations (Voting in Writing and Position Statements), 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:** An Annual and Special General Meeting of the Shareholders of the Company (the "**General Meeting**") to be assembled on Monday, July 26, 2022, at 16:00, 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 **Re-appointment of the Company's auditor and authorization of the Company's board to determine the auditor's compensation** – It is proposed to re-appoint Kesselman & Kesselman, Accountants (PwC Israel), as the Company's auditor, for a period ending at the end of the Company's next annual general meeting, and to authorize the Company's board of directors to determine the auditor's compensation for the year 2022.
 - 3.2 **Re-appointment of all of the Company's directors (other than external directors) for an additional term-** It is proposed to approve the re-appointment of all of the Company's directors who currently serve on the Company's Board of Directors, other than the external directors: Mr. Yair Nechmad, Mr. Amir Nechmad, Mr. David Ben-Avi, Mr. Reuven Ben Menachem and Mr. Elon Shalev, for an additional term, starting on the date of approval of their appointment by the General Meeting. Such persons have provided the Company with statements in accordance with section 224B of the Companies Law, 5759-1999 (the "**Companies Law**") a copy of which is attached as Appendix A of the Assembly Report. For additional information regarding such persons see regulation 26 in chapter D of the Company's Annual Report for the year 2021, which was published by the Company on March 28, 2022 (reference no.2022-01-030507) (the "**Company's Annual Report**"). It should be noted that the vote regarding each director will be separate.

- 3.3 **Approval and ratification of grant of a discretionary bonus to Mr. Oded Frenkel, the Company's Chief Customer Officer and brother-in-law of Mr. David Ben-Avi, one of the Company's controlling shareholders** – Pursuant to the resolutions of the Company's Remuneration Committee dated May 16, 2022 and the resolution of the Board of Directors of the Company dated May 18, 2022, it is proposed to approve and ratify the grant of a discretionary bonus for the year 2021, in an amount of NIS 42,000, to Mr. Oded Frenkel, who serves as the Company's Chief Customer Officer, and who is the brother-in-law of Mr. David Ben-Avi, one of the Company's controlling shareholders, a director and Chief Technology Officer of the Company, all as specified in Section 2.1.1 of the Assembly Report.
- 3.4 **Approval and ratification of grant of a discretionary bonus to Mr. Shay Ben-Avi, the Company's Chief Software Architect and brother of Mr. David Ben-Avi, one of the Company's controlling shareholders** – Pursuant to the resolution of the Company's Audit Committee dated May 16, 2022 and the resolution of the Board of Directors of the Company dated May 18, 2022, it is proposed to approve and ratify the grant of a discretionary bonus for the year 2021, in an amount of NIS 73,350, to Mr. Shay Ben-Avi, who is employed by the Company in the position of Chief Software Architect and is the brother of Mr. David Ben-Avi, one of the Company's controlling shareholders, a director and Chief Technology Officer of the Company, all as specified in section 2.1.2 of the Assembly Report.
- 3.5 **Approval and ratification of grant of a discretionary bonus to Mr. Reuven Amar, the Company's Engineering Lab Manager and brother-in-law of Mr. David Ben-Avi, one of the Company's controlling shareholders** – Pursuant to the resolution of the Company's Audit Committee dated May 16, 2022 and the resolution of the Board of Directors of the Company dated May 18, 2022, it is proposed to approve and ratify the grant of a discretionary bonus for the year 2021, in an amount of NIS 17,500 to Mr. Reuven Amar, who is employed in the position of Engineering Lab Manager, and who is the brother-in-law of Mr. David Ben-Avi, one of the Company's controlling shareholders, a director and Chief Technology Officer of the Company, all as specified in section 2.1.3 of the Assembly Report.
- 3.6 **Approval and ratification of grant of a discretionary bonus to Ms. Gilat Mizrachi, former employee of the Company and spouse of Mr. David Ben-Avi, one of the Company's controlling shareholders** – Pursuant to the resolution of the Company's Audit Committee dated May 16, 2022 and the resolution of the Board of Directors of the Company dated May 18, 2022, it is proposed to approve the grant of a discretionary bonus for the year 2021, in an amount of NIS 6,432, to Ms. Gilat Mizrachi, who was employed by the Company in the position of bookkeeper in the finance billing department and who is the spouse of Mr. David Ben-Avi, one of the Company's controlling shareholders, a director and Chief Technology Officer of the Company, all as specified in section 2.1.4 of the Assembly Report.
- 3.7 **Approval of transition from reporting in accordance with the provisions of Chapter F of the Securities Law to reporting in accordance with the provisions of Chapter E3 of the Securities Law** – It is proposed to approve, in accordance with the provisions of Section 35FF(c) of the Securities Law, that subject to the listing of the Company's shares for trade on a stock exchange in the United States, the Company will transition from reporting in accordance with the provisions of Chapter F of the Securities Law to reporting in accordance with the provisions of Chapter E3 of the Securities Law, such that as of the date of such transition, the Company will make public filings in accordance with the requirements of the U.S. Securities Laws and stock exchange regulations, and in parallel with

such filing by the Company of reports with the SEC, the Company will publish the same reports in the distribution website of the Israel Securities Authority (Magna).

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 assembly of the General Meeting of which this Proxy Statement is a schedule, 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 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 that can be voted on by this Proxy Statement**

5.1 The majority required for adopting the resolutions described in section 3.1 to 3.2 above is a simple majority of the votes of the shareholders present and voting at the General Meeting, without taking into account the abstentions.

5.2 The majority required for adopting the resolutions described in sections 3.3 to 3.6 above is as stated in section 275(a) of the Companies Law, namely – a majority of the votes of the shareholders participating and voting at the Meeting, provided one of the following occurs: (a) the majority of the votes at the Meeting shall include a majority of the votes of shareholders who have no personal interest in approving the transaction, who participate in the voting. In counting all the votes of said shareholders the abstaining votes shall not be taken into account; or (b) the total number of dissenting votes from among the shareholders referred to in sub-section (a) above does not exceed a percentage of two percent of the total voting rights in the Company.

5.3 The majority required to adopt the resolution described in section 3.7 above is as stated in section 35FF(c) of the Securities Law, i.e. a simple majority of the votes of the shareholders present and voting at the General Meeting, without taking into account the votes of the controlling shareholders of the Company.

6. **Record date**

In accordance with section 182(c) of the Companies Law, and Regulation 3 of the Regulations, the record date for eligibility to participate and vote at the General Meeting shall be June 28, 2022 (the “**Record Date**”). Each 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 and are included in the shares registered in the shareholders' registry to the name of the nominee company (“**Unregistered Shareholder**”), only if it is accompanied by confirmation of ownership or if the Company was sent confirmation of ownership through the Electronic Voting System, as defined in the Regulations (“**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 to it.

7.3 A shareholder interested in voting by this Proxy Statement is required to submit the Proxy Statement and the relevant documents mentioned above to the Company's offices at the below 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 not be considered valid.

8. **Voting through the 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, July 26, 2022, at 10:00 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, attention 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 16, 2022. 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 21, 2022.

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 form 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 with respect to a specific securities account.

12.2 An Unregistered Shareholder is entitled to receive by email, without consideration, a link to the form 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 rights in the Company, and anyone holding such a rate out of the total voting rights not held by the controlling shareholders of the Company, as such term is defined in section 268 of the Companies Law, is entitled by their selves or by proxy, after assembly of the General Meeting, to review the Proxy Statements at the Company's registered office, during ordinary work hours.

The number of shares comprising five percent (5%) of the total voting rights in the Company is 16,406,539 ordinary shares of the Company.

The number of shares comprising five percent (5%) of the total voting rights in the Company not held by the controlling shareholders of the Company as such term is defined in section 268 of the Companies Law, is 3,690,432 ordinary shares of the Company.

13. Changes to the agenda and publication of position statements

It is possible that after the Proxy Statement is published, changes would be made to the agenda of the General Meeting, including adding an item to the agenda, and position statements may also be published. 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 5, 2022.

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 proving their identity to the satisfaction of the Company secretary, or another employee appointed for such purpose, withdraw their 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.

**Amended 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: Monday, July 26, 2022, at 16:00pm.

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

Type of meeting: An Annual and Special General Meeting of the Shareholders of the Company.

Record date: Sunday, June 28, 2022 .

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/an institutional investor³/none of the above and/or other

Interested party	Senior officer	Institutional investor	None/other
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***If voting under power of attorney, the above details shall also be provided for the principal**

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

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

³ As 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			Regarding approval of grants of a discretionary bonus under section 275 of the Companies law (resolutions detailed in sections 3.3-3.6 of Part I of the Proxy Statement), and regarding approval of transition from reporting in accordance with the provisions of Chapter F of the Securities Law to reporting in accordance with the provisions of Chapter E3 of the Securities Law (resolution detailed in section 3.7 of Part I of the Proxy Statement) - are you a controlling shareholder? do you have a personal interest in the resolution? ⁵	
		For	Against	Abstain	Yes ⁶	No
3.1	Approval of the re-appointment of the Company's auditor and authorization of the Company's board to determine the auditor's compensation.					
3.2.1	Approval of the re-appointment of Mr. Yair Nechmad, as a director for an additional tenure, until the next annual meeting.					
3.2.1	Approval of the reappointment of Mr. Amir Nechmad, as a director for an additional tenure, until the next annual meeting.					
3.2.3	Approval of the reappointment of Mr. David Ben-Avi, as a director for an additional tenure, until the next annual meeting.					
3.2.4	Approval of the reappointment of Mr. Reuven Ben Menachem, as a director for an additional tenure, until the next annual meeting.					
3.2.5	Approval of the reappointment of Mr. Elon Shalev, as an independent Director, for an additional tenure, until the next annual meeting.					
3.3	Approval and ratification of grant of a discretionary bonus to Mr. Oded Frenkel, the Company's Chief Customer Officer and brother-in-law of Mr. David Ben-Avi, one of the Company's controlling shareholders.					
3.4	Approval and ratification of grant of a discretionary bonus to Mr. Shay Ben-Avi, the Company's Chief Software Architect and brother of Mr. David Ben-Avi, one of the Company's controlling shareholders.					

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, such shareholder's vote shall not be counted. It is unnecessary to elaborate on a personal interest in approving the appointment that is not the result of a connection to the controlling shareholder.

⁶ Please elaborate.

3.5	Approval and ratification of grant of a discretionary bonus to Mr. Reuven Amar, the Company's Engineering Lab Manager and brother-in-law of Mr. David Ben-Avi, one of the Company's controlling shareholders.					
3.6	Approval and ratification of grant of a discretionary bonus to Ms. Gilat Mizrachi, former employee of the Company and spouse of Mr. David Ben-Avi, one of the Company's controlling shareholders.					
3.7	Approval of transition from reporting in accordance with the provisions of Chapter F of the Securities Law to reporting in accordance with the provisions of Chapter E3 of the Securities Law.					

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.