



## **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:** A special general meeting of the shareholders of the Company (the "**General Meeting**") to be assembled on Thursday, September 1, 2022, at 16:00, at the offices of Herzog, Fox & Neeman, at 6 Yitzhak Sadeh St., Tel-Aviv.
3. **Details of agenda items, which can be voted on by Proxy Statement**

- 3.1 **Approval of Consolidation of the Registered Share Capital and of the Issued and Outstanding Share Capital of the Company** – It is proposed to approve a consolidation of the Company's registered share capital and of the Company's issued and outstanding share capital in a ratio of 10:1, such that each ten (10) ordinary shares of ILS 0.0001 par value each in the Company's registered share capital and in the Company's issued and outstanding share capital, will be consolidated into one (1) ordinary share of ILS 0.001 par value of the Company (the "**Capital Consolidation**"), as detailed in the Assembly Report. In addition, upon the Capital Consolidation: (a) there will not be a change in the number of options which have been issued by the Company (the "**Options**"), but an adjustment will be made in relation to them, such that the number of ordinary shares of the Company which will be issued upon the exercise of the Options will decrease, such that each Option will be exercisable into a tenth (1/10) of an ordinary share of the Company, of ILS 0.001 par value, and the exercise price of the Options will be adjusted according to the same ratio; and (b) there will not be a change in the number of restricted share units which have been issued by the Company (the "**Restricted Share Units**"), but an adjustment will be made in relation to them, such that the number of ordinary shares of the Company which will be issued upon the vesting of the Restricted Share Units will decrease, such that each Restricted Share Unit will be converted upon its vesting into a tenth (1/10) of an ordinary share of the Company, of ILS 0.001 par value, as detailed in the Assembly Report.

As part of the execution of the Capital Consolidation, it is proposed to approve the amendment of the Company's Articles of Association, in effect subject to and as of the actual execution of the Capital Consolidation, in a manner that the registered share capital of the Company will be adjusted in accordance with the Capital Consolidation, such that the registered share capital of the Company will

be ILS 70,000 (seventy thousand New Israeli Shekels), divided into 70,000,000 (seventy million) ordinary shares, of ILS 0.001 par value each.

3.2 **Approval of the Replacement of the Company's Articles of Association** – It is proposed to approve the replacement of the Company's existing Articles of Association with the Articles of Association attached to the Assembly Report as **Appendix A** (the "**Proposed AOA**"), with effect from the date of approval by the general meeting, subject to the provisions of the last paragraph of Section 3.1 above. The main amendments made in the Proposed AOA in relation to the Company's existing Articles of Association are as follows: (a) translation of the Company's existing Articles of Association into the English language, and stating that the English version of the Company's Articles of Association, attached as **Appendix A** to Assembly Report, will be the binding version of the Company's Articles of Association (as opposed to any translation of them into the Hebrew language) (see Article 2.6 of the Proposed AOA); (b) amendment of the section detailing the Company's registered share capital in accordance with the provisions of Section 1.1.6 of the Assembly Report (it is hereby clarified that such amendment will come into effect subject to and as of the actual execution of the Capital Consolidation) (see Article 6 of the Proposed AOA) ; (c) addition of an option of appointing directors to the Company by the Company's Board of Directors (instead of by an extraordinary shareholders' meeting) (see Article 30 of the Proposed AOA); and (d) addition of Article 133 to the Company's Articles of Association, as drafted in the Proposed AOA, which deals with the forum for conflict resolution, as specified in such Article.

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](http://www.magna.isa.gov.il) and on the website of TASE at [www.maya.tase.co.il](http://www.maya.tase.co.il).

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

The majority required for adopting the resolutions described in section 3.1 and 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.

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 August 4, 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 (the "**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, September 1, 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 assembly of the General Meeting, i.e. August 22, 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 August 27, 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](http://www.magna.isa.gov.il); the URL of TASE website – [www.maya.tase.co.il](http://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 16,428,476 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 3,689,902 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. August 4, 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 at 3 Arik Einstein St., Herzliya.

**Company No.:** 513639013

**Date of the General Meeting:** Thursday, September 1, 2022, at 16:00pm.

**Place of the General Meeting:** The offices of Herzog, Fox & Neeman, at 6 Yitzhak Sadeh St., Tel-Aviv.

**Type of meeting:** A special general meeting of the shareholders of the Company.

**Record date:** Thursday, August 4, 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: _____		Additional identifying detail: _____

**3. Manner of voting:**

**Please check if you are an interested party<sup>1</sup>/senior officer<sup>2</sup>/an institutional investor<sup>3</sup>/none of the above and/or other**

<b>Interested party</b>	<b>Senior officer</b>	<b>Institutional investor</b>	<b>None/other</b>
<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**

<sup>1</sup> As defined in Section 1 of the Securities Law, 5728-1968.

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

<sup>3</sup> 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 <sup>4</sup>		
		For	Against	Abstain
3.1	Approval of Consolidation of the Registered Share Capital and of the Issued and Outstanding Share Capital of the Company			
3.2	Approval of the Replacement of the Company's Articles of Association			

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

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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.

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<sup>4</sup> Not checking is considered abstaining from voting on that item.