
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of October, 2023

Commission file number: 001-41491

NAYAX LTD.

(Translation of registrant's name into English)

Arik Einstein Street, Bldg. B, 1st Floor
Herzliya 4659071, Israel
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

EXPLANATORY NOTE

On October 30, 2023, Nayax Ltd. (the “**Company**”) issued a press release titled “Nayax Enters Definitive Agreement to Acquire Retail Pro International”, as well as supplemental information about the contents contained in such press release. A copy of the press release is furnished as Exhibit 99.1 hereto and a copy of the supplemental information is furnished as Exhibit 99.2 hereto.

This Form 6-K and Exhibit 99.1, except for the second and third paragraphs following the title of the press release, are hereby incorporated by reference into all effective registration statements filed by the Company with the U.S. Securities and Exchange Commission (the “**SEC**”) or with the Israel Securities Authority, including without limitation the Company’s Registration Statement on Form S-8 filed with the SEC (File Nos. 333-267542).

EXHIBIT INDEX

The following exhibit is furnished as part of this Form 6-K:

<u>Exhibit</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release of Nayax Ltd., dated October 30, 2023</u>
<u>99.2</u>	<u>Retail Pro International Acquisition Overview, dated October 30, 2023</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAYAX LTD.

By: /s/ Gal Omer

Name: Gal Omer

Title: Chief Legal Officer

Date: October 30, 2023

Nayax Enters Definitive Agreement to Acquire Retail Pro International

The acquisition extends Nayax's global reach in attended retail while tripling our distribution network and adding 150K point of sale lanes

Nayax management will host an audio webcast today at 8:30 am ET

HERZLIYA, Israel, October 30, 2023 (Globe Newswire) — Nayax Ltd. (Nasdaq: NYAX; TASE: NYAX), a global commerce enablement payments and loyalty platform designed to help merchants scale their business, today announced that it will acquire 100% of Retail Pro International (“Retail Pro”), a global leader in retail Point of Sale (“POS”) software with Tier 1 global brand names across the world. Once closed, the acquisition will meaningfully expand the scope of Nayax’s retail business and solutions to over 9,000 retailers with approximately 150,000 POS lanes in more than 100 countries, including access to an extensive, worldwide partner ecosystem of over 80 distributors.

The purchase price for the transaction represents an implied enterprise value of \$36.5 million on a cash-free debt-free basis, to be paid partially in cash and the remainder in cash or equity, subject to certain earnout targets being met. Management expects that following the closing, the acquisition will be immediately accretive to net income. The closing is expected to be in Q4 2023, subject to the satisfaction of customary closing conditions.

“Throughout their 30+ year brand history, Retail Pro has built a full featured, flexible product, capable of handling the complex, global retail environment. This has resulted in their powerful brand recognition as a premier retail management solution for Tier 1 global retailers,” said Yair Nechmad, Nayax Chief Executive Officer and Chairman of the Board. “We are pleased to be joining forces with Retail Pro’s talented expert team. Our combined businesses, together with Retail Pro’s 80 distributors, will triple our access to the global attended retail market and create a powerful and complete solution with Nayax’s payment and loyalty platform. We believe this combined offering will result in an unrivalled value of innovative retail solutions.”

“We are pleased to be part of a great company like Nayax, which shares our dedication to continued product innovation and customer experience,” said Kerry Lemos, Chief Executive Officer of Retail Pro. “Over the years, customers have come to trust our robust technology platform to optimize their complex retail operations. As part of a larger, multinational organization, we can continue to deliver on that mission on a much larger scale. We look forward to working closely together with Nayax’s team, as this coalition represents an ideal fit and strong win for our customers, partners, and employees globally.”

Strategic and Financial Highlights

- The global retail industry continues to benefit from embedded payment trends and strong demand for payments and POS systems. Global retailers continue to need multi-functional POS systems with management capabilities.
 - Retail Pro has decades of retail industry experience combined with global market expertise.
-

- Immediately expands Nayax's target addressable market and significantly increases our retail market penetration globally in new and faster growing regions.
- Highly complementary to Nayax Retail existing technology solutions and aligns with our growth strategy to scale the retail business and rapidly expand our global footprint.
- Retail Pro has built deep relationships with partners worldwide and has executed a go-to-market strategy that enables global reach and growth, while maintaining a low-cost sales and support structure.
- Strong ability to cross-sell Nayax's payment platform into Retail Pro's large distributor and customer base.
- Supports Nayax's attractive financial profile, by adding diverse, global revenue sources consisting of license, professional services, subscription, and processing revenue.
- Given the expected closing of the transaction in Q4 2023, we do not expect a material impact on 2023 revenue or Adjusted EBITDA.

Transaction Details

- Both Nayax and Retail Pro have received unanimous approval by each company's governing body for the transaction.
 - The purchase price for the transaction represents an implied enterprise value of \$36.5 million on a cash-free debt-free basis. Nayax expects \$2 million of deferred revenue to be treated as a reduction to the purchase price.
 - Purchase consists of an initial payment of approximately \$20 million in cash at closing and the remainder, subject to certain earnout targets being met, paid over three years in either cash or equity as determined by Nayax.
 - Nayax expects to finance the initial payment with already committed bank financing.
 - For the fiscal year 2022, Retail Pro generated approximately \$14 million in adjusted revenue and approximately \$4 million in Adjusted EBITDA.
 - The proposed transaction is expected to deliver both revenue and cost synergies from optimizing the combined operations of Nayax Retail and Retail Pro.
 - The transaction is expected to close in Q4 2023, subject to the satisfaction of customary closing conditions.
-

Financial Guidance

Retail Pro's impact on our fiscal year 2024 financials will not be discussed on today's conference call. We look forward to providing 2024 guidance, including Retail Pro's impact, on our earnings call in March 2024.

Advisors

Tiberius Capital Markets, a division of Arcadia Securities, is acting as financial advisor to Nayax. Reed Smith and Herzog Fox Neeman are serving as legal advisors to Nayax. Perkins Coie is serving as legal advisor to Retail Pro.

Webcast and Conference Call Details

Nayax management will host a live audio webcast today, October 30th at 8:30am ET to discuss the Retail Pro acquisition. The audio webcast, along with the supplemental presentation can be accessed on the Nayax investor relations website at [Events](#).

Participants can join the conference call or webcast by using one of the dial-in numbers or clicking the webcast link below.

US Toll Free: 1-877-269-7751

International Toll Free: 1-201-389-0908

Israel Toll Free: 1-809-406-247

Webcast Link:

https://viaavid.webcasts.com/starthere.jsp?ei=1640946&tp_key=2173b0e7b0

Following the conference call, a replay will be available until November 13, 2023. To access the replay, dial one of the following numbers below.

Replay Toll Free: 1-844-512-2921

Replay Toll International: 1-412-317-6671

Replay PIN Number: 13742341

The supplemental presentation and archive of audio webcast will be accessible on the Nayax investor relations website at [Events](#).

Forward-Looking Statements

This press release contains statements that constitute forward-looking statements. Many of the forward-looking statements contained in this press release can be identified by the use of forward-looking words such as "anticipate," "believe," "could," "expect," "should," "plan," "intend," "estimate" and "potential," among others. Forward-looking statements include, but are not limited to, statements regarding our intent, belief or current expectations. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. Such statements are subject to risks and uncertainties, and actual results may differ materially from those expressed or implied in the forward-looking statements due to of various factors, including, but not limited to: our expectations regarding general market conditions, including as a result of the COVID-19 pandemic and other global economic trends; changes in consumer tastes and preferences; fluctuations in inflation, interest rate and exchange rates in the global economic environment over the world; the availability of qualified personnel and the ability to retain such personnel; changes in commodity costs, labor, distribution and other operating costs; our ability to implement our growth strategy; changes in government regulation and tax matters; other factors that may affect our financial condition, liquidity and results of operations; general economic, political, demographic and business conditions in Israel, including ongoing military conflicts in the region; the success of operating initiatives, including advertising and promotional efforts and new product and concept development by us and our competitors; factors relating to the acquisition of Retail Pro, including but not limited to the financing for and payment of the acquisition and our ability to effectively and efficiently integrate the acquired business into our existing business; and other risk factors discussed under "Risk Factors" in our annual report on Form 20-F filed with the SEC on March 1, 2023 (our "Annual Report"). The preceding list is not intended to be an exhaustive list of all of our forward-looking statements. The forward-looking statements are based on our beliefs, assumptions and expectations of future performance, taking into account the information currently available to us. These statements are only estimates based upon our current expectations and projections about future events. There are important factors that could cause our actual results, levels of activity, performance or achievements to differ materially from the results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the risks provided under "Risk Factors" in our Annual Report. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Each forward-looking statement speaks only as of the date of the particular statement. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason, to conform these statements to actual results or to changes in our expectations.

About Nayax

Nayax is a global commerce enablement, payments and loyalty platform designed to help merchants scale their business. Nayax offers a complete solution including localized cashless payment acceptance, management suite, and loyalty tools, enabling merchants to conduct commerce anywhere, at any time. With foundations and global leadership in serving unattended retail, Nayax has transformed into a comprehensive solution focused on our customers' growth across multiple channels. Today, Nayax has 9 global offices, approximately 800 employees, connections to more than 80 merchant acquirers and payment method integrations and is a recognized payment facilitator worldwide. Nayax's mission is to improve our customers' revenue potential and operational efficiency. For more information, please visit www.nayax.com.

About Retail Pro International

Retail Pro International ("Retail Pro") has a 30+ year brand history as a global leader in retail Point of Sale ("POS") software and is recognized world-wide as a market leader for its rich functionality, multi-national capabilities, and unparalleled flexibility. Retail Pro offers an integrated platform and innovative retail software solution (branded as "Retail Pro") to help retailers not only accept payments, but also optimize business operations and transform their customer experience with deep insights from integrated data. For more information, please visit www.retailpro.com.

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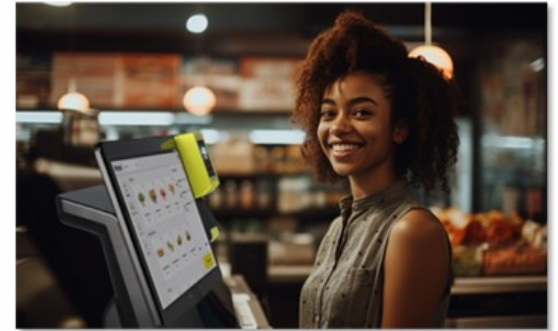
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Retail Pro International Acquisition Overview

Oct 30, 2023



Important Disclosure

- This presentation is intended to provide general information only and is not, and should not be considered, as an offer to purchase or sell the Company's securities, or a proposal to receive such offers. In addition, this presentation is not an offer to the public of the Company's securities. By attending or viewing this presentation, each attendee ("Attendee") agrees that he or she (i) has read this disclaimer, (ii) is bound by the restrictions set out herein, (iii) is permitted, in accordance with all applicable laws, to receive such information, (iv) is solely responsible for his or her own assessment of the business and financial position of the Company and (v) will conduct his or her own analysis and be solely responsible for forming the Attendee's view of the potential future performance of the Company's business.
- The information in this presentation is provided for convenience only. It does not contain comprehensive information, but merely summary information in a condensed form. This presentation does not and is not intended to replace a careful inspection of the Company's Financial Statements and other public filings, as reported or will be reported to the Israeli Securities Authority and the Securities and Exchange Commission (the "Company's Reports"). In case of any inconsistencies between the information provided in this presentation and the Company's Reports, the latter will prevail. The information in this presentation is not a basis and should not be used as a basis for making any decisions in relation to the Company, including any decision to purchase securities of the Company. Any such decision should be based on the Company's Reports and following the receipt of appropriate professional advice. The information provided in this presentation is not, and should not be considered to be, a recommendation or an opinion of any kind in relation to an investment in the Company, whether legal, financial, tax, economic or otherwise. This presentation does not replace the need for a potential investor to collect and analyze further independent information for their due consideration. Every potential investor must obtain their own independent advice and guidance, in connection with a potential investment in the Company, including tax advice which takes into account the investor's own tax position.
- This presentation includes projections, guidance, forecasts, estimates, assessments and other information pertaining to future events and/or matters, whose materialization is uncertain and is beyond the Company's control, and which constitute forward looking statements (within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Israeli Securities Law, 5728-1968). Many of the forward-looking statements contained in this presentation can be identified by the use of forward-looking words such as "anticipate," "believe," "could," "expect," "should," "plan," "intend," "estimate" and "potential," among others. Forward-looking statements include, but are not limited to, expectations and evaluations relating to the Company's business targets and strategy, the success of trials and the integration of the Company's technology in various systems and industries, the advantages of the Company's existing and future products, timetables regarding completion of the Company's developments and the expected commencement of production, sales and distribution of the Company's products and technology, the Company's intentions in relation to various industries, the Company's intentions in relation to the creation of collaborations and engagements in licensing agreements, production and distribution in various countries, and other statements regarding our intent, belief or current expectations. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. Such statements are subject to risks and uncertainties, and actual results may differ materially from those expressed or implied in the forward-looking statements due to various factors, including, but not limited to: our expectations regarding general market conditions, including as a result of the COVID-19 pandemic and other global economic trends; changes in consumer tastes and preferences; fluctuations in inflation, interest rate and exchange rates in the global economic environment over the world; the availability of qualified personnel and the ability to retain such personnel; changes in commodity costs, labor, distribution and other operating costs; our ability to implement our growth strategy; changes in government regulation and tax matters; other factors that may affect our financial condition, liquidity and results of operations; general economic, political, demographic and business conditions in Israel; the success of operating initiatives, including advertising and promotional efforts and new product and concept development by us and our competitors; and other risk factors discussed under "Risk Factors" in our annual report on Form 20-F filed with the SEC on March 1, 2023 (our "Annual Report"). The preceding list is not intended to be an exhaustive list of all of our forward-looking statements. These statements are only estimates based upon our current expectations and projections about future events. There are important factors that could cause our actual results, levels of activity, performance or achievements to differ materially from the results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the risks provided under "Risk Factors" in our Annual Report. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur.

Each forward-looking statement speaks only as of the date of the particular statement. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason, to conform these statements to actual results or to changes in our expectations.

- In addition, the presentation includes data published by various bodies, and data provided to the Company in the framework of cooperation engagements, concerning the industry, competitive position and the markets in which the Company operates, whose content was not independently verified by the Company, such that the Company is not responsible for the accuracy or completeness of such data or whether the data is up-to-date, and Company takes no responsibility for any reliance on the data.
- Management estimates contained in this presentation are derived from publicly available information released by independent industry analysts and other third-party sources, as well as data from the Company's internal research, and are based on assumptions made by the Company upon reviewing such data, and the Company's experience in, and knowledge of, such industry and markets, which the Company believes to be reasonable. In addition, projections, assumptions and estimates of the future performance of the industry in which the Company operates and the Company's future performance are necessarily subject to uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in the estimates made by independent parties and by the Company. Industry publications, research, surveys and studies generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this presentation.
- In addition to various operational metrics and financial measures in accordance with accounting principles generally accepted under International Financial Reporting Standards, or IFRS, this presentation contains Adjusted EBITDA, a non-IFRS financial measure, as a measure to evaluate our past results and future prospects. Please refer to the Appendix for a definition of Adjusted EBITDA and for a reconciliation of Adjusted EBITDA to net income (loss).
- The Company does not confirm or undertake that the information appearing in this presentation is complete or accurate. The Company, its employees, officers and its shareholders will not be responsible for damages and/or losses which may arise as a result of the use of the information contained in this presentation. The Company is not responsible for any changes to the economic, financial or legal situation relating to the Company and its business. The Company does not undertake to update and/or change forecasts and/or evaluations included in the presentation in order that they will reflect events and/or circumstances which apply after the date of the presentation's preparations. No persons have been authorized to make any representations regarding the information contained in this presentation, and if given or made, such representations should not be considered as authorized. The content of this presentation does not bind the Company or its managers and they have the right to change any item described in the presentation relating to the Company, at their sole discretion.
- The Company and its licensors have proprietary rights to trademarks used in this Presentation. Solely for convenience, trademarks and trade names referred to in this Presentation may appear without the "™" or "®" symbols, but the lack of such references is not intended to indicate, in any way, that the Company will not assert, to the fullest extent possible under applicable law, its rights or the rights of the applicable licensor to these trademarks and trade names. This Presentation also contains trademarks, trade names and service marks of other companies, which are the property of their respective owners and are used for reference purposes only. Such use of other parties' trademarks, trade names or service marks should not be construed to imply, a relationship with, or an endorsement or sponsorship of the Company by any other party.

Today's Speakers



Yair Nechmad
CEO and Co-Founder



Sagit Manor
CFO

Retail Pro International

Key Transaction Highlights

- | | |
|---------------------|---|
| Transaction Details | <ul style="list-style-type: none">• Enterprise Value of \$36.5 million on a cash-free debt-free basis• Deferred revenue of \$2 million to be treated as a reduction to the deferred portion of purchase price• Purchase for 100% of the company: (~\$20M) in cash at closing and the remainder (determined based on financial performance) paid over 3 years in either cash or equity as determined by Nayax• Initial payment funded with committed bank financing |
|---------------------|---|

- | | |
|-------------------|--|
| Financial Profile | <ul style="list-style-type: none">• Given the targeted closing of Q4 2023, there is no anticipated material impact on Nayax 2023 revenue or Adjusted EBITDA <p><u>FY 2022 for Retail Pro:</u></p> <ul style="list-style-type: none">• Adj. Revenue⁽¹⁾ of ~\$14 million• Gross margin of ~80%• Adj. EBITDA⁽¹⁾ margin of 27% |
|-------------------|--|

- | | |
|-----------|--|
| Synergies | <ul style="list-style-type: none">• Opportunities to deliver both revenue and cost synergies• Immediately accretive to net income |
|-----------|--|

- | | |
|---------------------|--|
| Timing and Approval | <ul style="list-style-type: none">• Anticipated to close in Q4 2023, subject to customary closing conditions• No government approvals are expected to be needed• Both company's Board of Directors have approved the transaction |
|---------------------|--|

(1) Adjusted for non-recurring marketing incentives and specific expense accruals. See reconciliation in the Appendix. Retail Pro's 2022 financials are unaudited, but will be audited prior to closing. Management does not expect material changes from the financials presented.



Strategic Highlights

Combines Powerful Retail POS & Payments Platform for Global Commerce



Retail Pro International At-A-Glance

Retail Pro International

- Retail Pro has a 30+ year brand history as a global leader in retail Point of Sale (“POS”) software that management believes is recognized world-wide as a market leader for its rich functionality, multi-national capabilities, and unparalleled flexibility.
- Retail Pro offers an innovative retail software solution to help retailers not only accept payments but also optimize business operations and transform their customer experience with deep insights from integrated data.

Integrated Retail Technology Platform

- Intuitive POS software, customizable for on-brand UI and supported by robust APIs
- Deep store management functionality including store operations, back office and inventory management
- Comprehensive integrated data analytics, and robust pricing and promotions
- One software solution to support all channels and devices

Successful Global Footprint

~\$2.5Bn
2022 Annual
Payments Processed

100+
Countries

9,000+
Customers

~31M
2022 Annual
Transactions

56K+
Stores

150K+
Licensed POS Lanes

Extensive Partner Ecosystem

Retail Pro has built deep relationships with partners across the globe and a successful go-to-market strategy that enables their global footprint without sacrificing critical product localization standards.

80+
Channel Partners

25+
Development Partners

20+
Alliance Partners

Retail Pro Full Product Suite For Every Retailer's Needs

Single Point of Truth for Inventory, Operations, and Customers



- Point of Sale
- Merchandising
- Customer Management
- Customer Intelligence
- Clienteling
- Store Operations
- Inventory Management
- Customer Loyalty
- Performance and KPI Reporting
- International Compliance

Retail Pro Robust Retail Platform

Brands Optimize Customer Experiences and Operations With Retail Pro



Data-Driven Operations

- End-to-end visibility of data
- Connected retail data
- Real-time communications
- Centralized control



Premium Customer Experience

- Deep customer history
- Personalized marketing
- Customized engagement
- Integrated insights



Advanced Store Management

- Minimize stockouts and overstock
- Automated replenishment
- KPIs and flexible reporting
- Purchasing, receiving and transfers



End to End Integration

- Hundreds of ready-made integrations and plugins
- Ability to develop specific integrations and API connectivity



Efficient Checkout

- Customizable POS workflow
- Flexible print and email receipts
- Comprehensive sales, orders and returns



Connected System

- Back-office applications
- In-depth reporting and analytics
- Complex promotions

Combined Nayax and Retail Pro Go-To-Market Post Acquisition

Joint Offering for Retail Pro's Global Partners

- Collaboration as a combined business will enhance and diversify RPI's offerings
- Expanding RPI's distributors' addressable market with Nayax's different lines of product

Complete Solution for Retailer of all Sizes

- Easy to use, seamless solution for enterprise and SMBs.
- VAS for retails including a marketing, loyalty and data platform.

Enhancing the Product Offering

- Transforming Retail Pro's self-checkout expertise and comprehensive solution.
- Formalizing an omnichannel experience with integrated payment options across all channels.

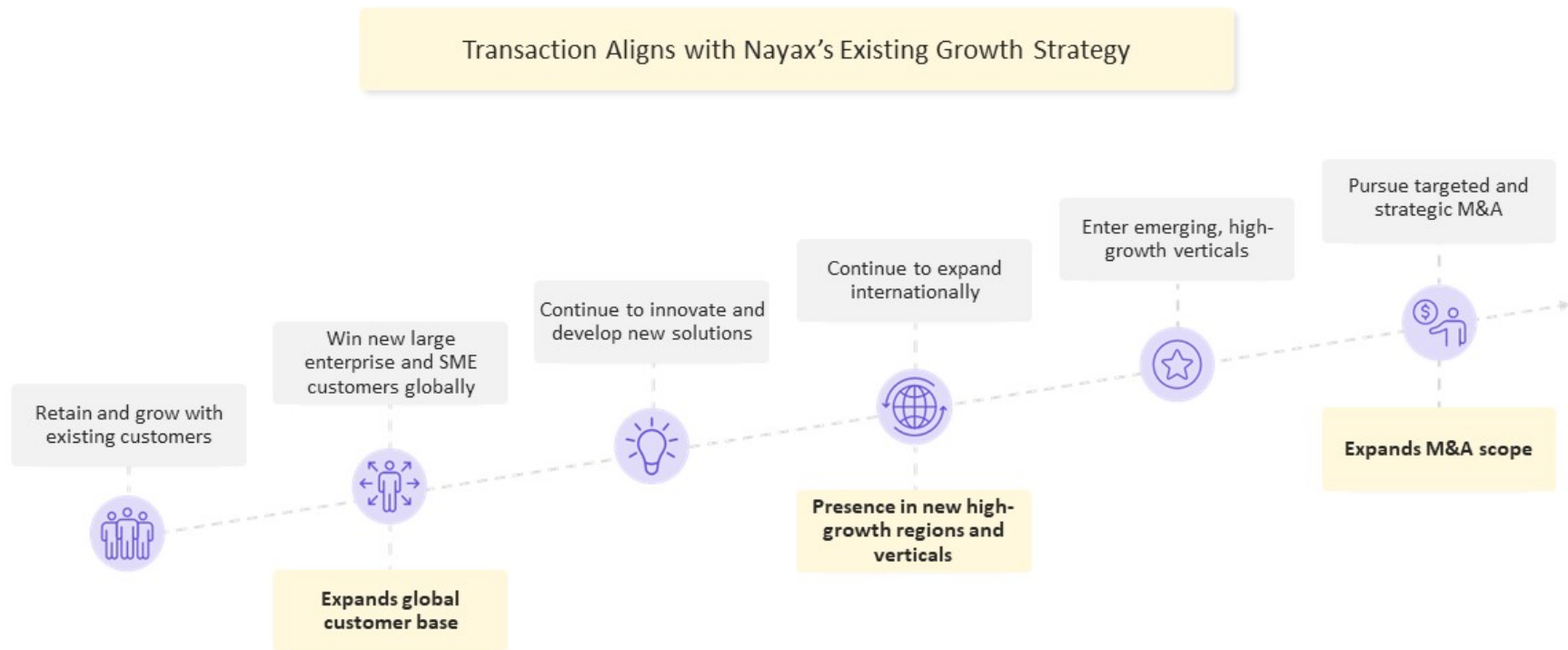
Expansion into New Verticals

- Expanding to diverse verticals
- A commitment to widening RPI market footprint
- Providing a full solution for customers with multiple verticals such as hospitality, C-Store and more

Expanding Distribution Channels

- Offerings will be made available through the distribution channels of both collaborating parties.
- Maximizing reach and accessibility.

Strategy for Sustained Long-term Growth



Four Pillars of Nayax's M&A and Investment Strategy

Built around profitable and strategic growth

Geography

- New regions / expansion within existing regions
- New customer lists
- Expansion of product reach

Channels

- Synergies from consolidation
- Direct access to strategic customers
- Regional efficiency

Technology

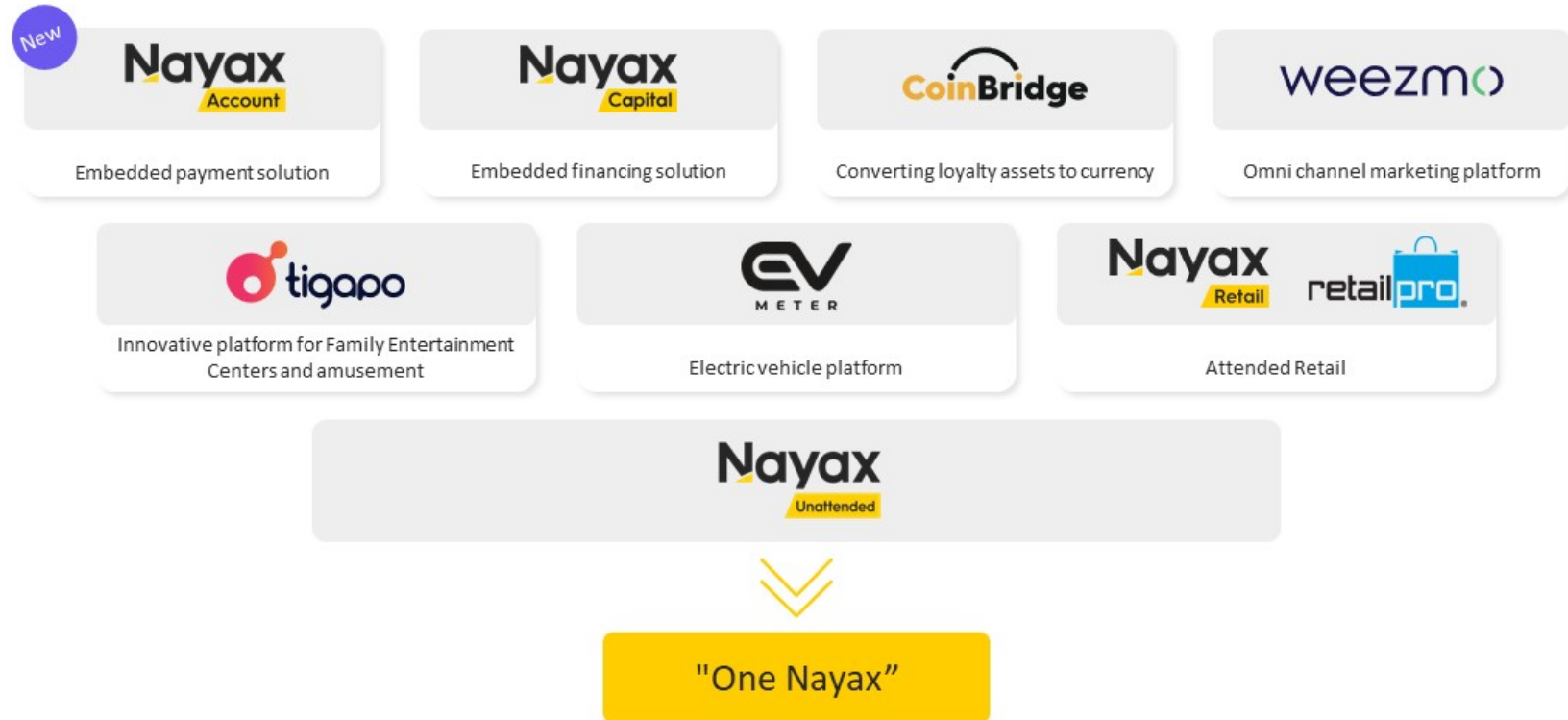
- Accretive tuck-in technologies
- Synergies from integration
- Accelerating growth engines

Strategic Minority Investment

- Commercial growth
- Guaranteed long-term contracts
- Co-development

"One Nayax" Strategy

Accelerates Execution of Growth Strategy

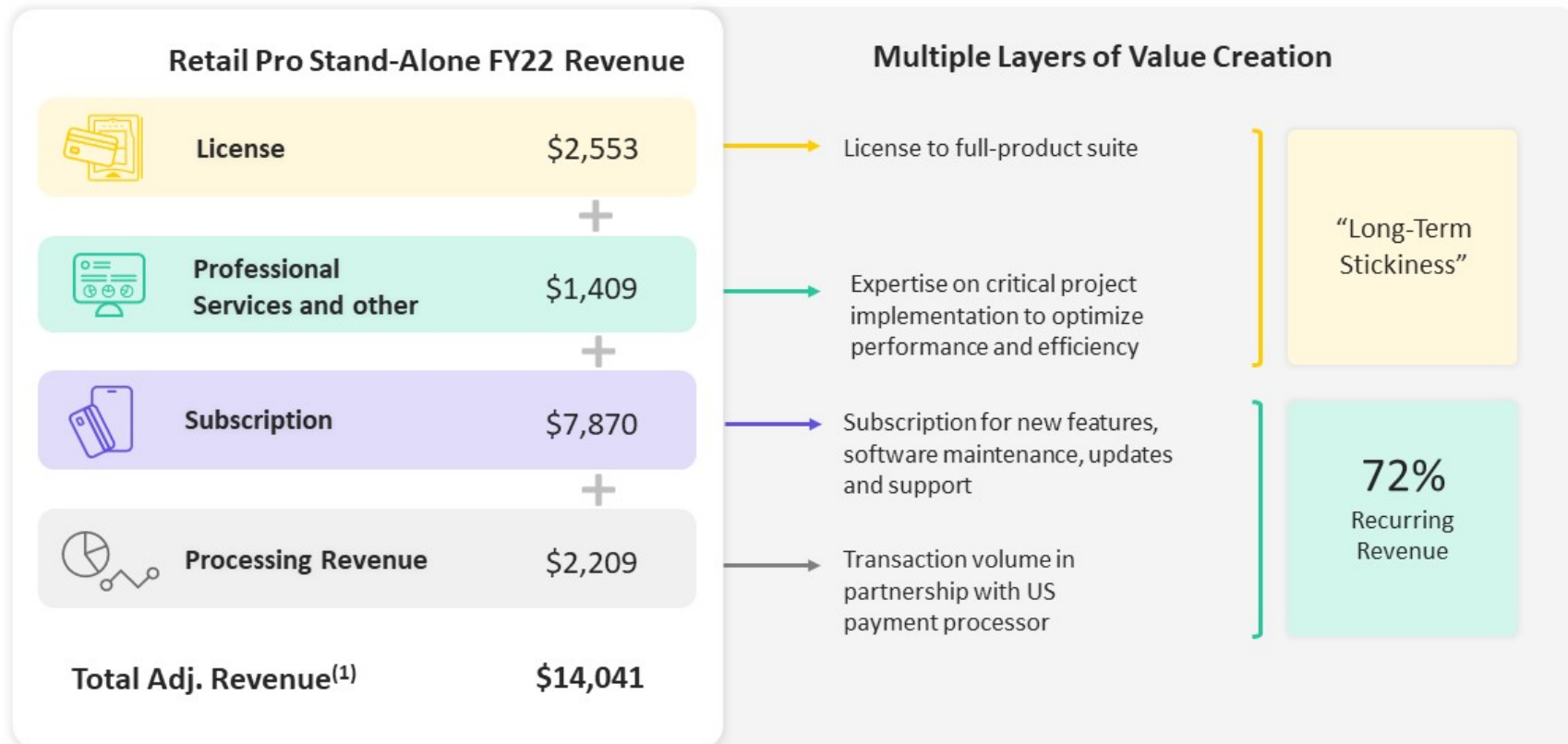




Financial Overview

Supports Nayax's Financial Profile

Retail Pro adds a diverse technology provider with attractive growth, profitability and cash flow generation at scale

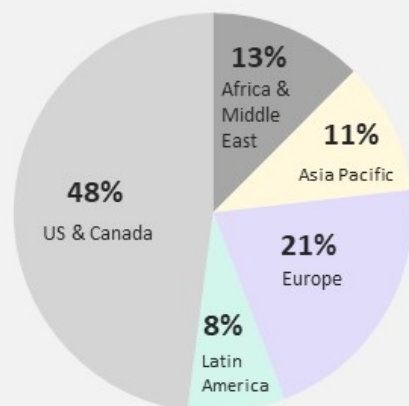


(1) Adjusted to exclude non-recurring marketing incentives. See reconciliation in the Appendix. Retail Pro's 2022 financials are unaudited, but will be audited prior to closing. Management does not expect material changes from the financials presented.

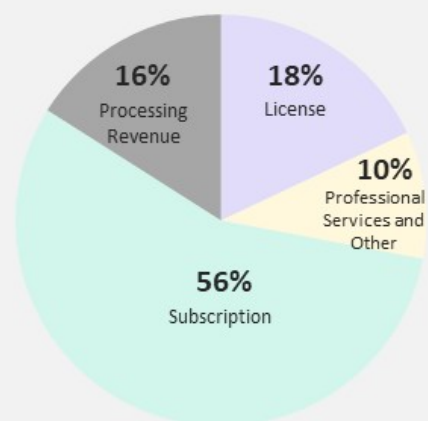
Diverse Business and Revenue Mix

Retail Pro Stand-Alone Fiscal Year 2022

Geographies ⁽¹⁾



Revenue Mix ⁽²⁾



(1) Geographies are based on unaudited FY 2022 billings. Retail Pro's customers are split between apparel, accessories, footwear, cosmetics, sportswear, and misc.

(2) Derived from page 15 adjusted revenues. Adjusted to exclude non-recurring marketing incentives. See reconciliation in the Appendix. Retail Pro's 2022 financials are unaudited, but will be audited prior to closing. Management does not expect material changes from the financials presented. Subscription includes revenue derived from software maintenance, updates and support services. Professional services and other revenue are mainly fees generated for performing value-added services, including consulting, training and implementation projects. Processing revenue is derived from an existing revenue share agreement with a US payment processor.



Appendix

GAAP to Non-GAAP

The following is a reconciliation of loss for the period, the most directly comparable IFRS financial measure, to Adjusted EBITDA for each of the periods indicated.

Retail Pro Stand-Alone Financials

(U.S. dollars in thousands)

FY 2022

Reported Revenue	14,656
Non-Recurring Marketing Incentive	(615)
Adjusted Revenue	14,041

Reported EBITDA	4,269
Non-Recurring Marketing Incentive	(615)
Expense Accrual Adjustment	116
Adjusted EBITDA	3,770

(1) Reconciliation based on US-GAAP. Management does not believe that conversion from US-GAAP to IFRS will result in material differences. Retail Pro's 2022 financials are unaudited, but will be audited prior to closing. Management does not expect material changes from the financials presented.



Nayax

Thank you!

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