



Nextferm Technologies Ltd.
(the "Company")

**Voting Card per Israel Company Regulations (Written Votes and Position Statements),
2005 (the "Regulations")**

Part I

Company name: Nextferm Technologies Ltd.

General meeting type: Annual extraordinary general meeting (the "meeting" or the "general meeting").

Meeting date: Thursday, April 21, 2022, at 12:00PM.

Meeting venue: Through video conference via Zoom, which can be accessed through the link: <https://us02web.zoom.us/j/81341459293>. To receive an access code please send an email to Mr. Yossi Ohana together with a copy of your ID card or certificate of incorporation or other form of identification, to the Company's satisfaction together with proof of ownership as of the date of record (as specified below in section 5).

1. The meeting's agenda and the proposed resolutions

1.1. Discussion on the 2021 annual financial statements and board of directors' report.

Discussion on the financial statements and board of directors' report for the year ending December 31, 2021.

The Company's 2021 Annual report, published on March 14, 2021 (including the 2021 financial statements and board of directors' report) (Ref. No: 2022-01-029404) (the "2021 Annual Report"), can be accessed via the Israel Securities Authority's distribution website, at www.isa.gov.il, and the Tel Aviv Stock Exchange Ltd.'s distribution website, at www.maya.tase.co.il.

1.2. Reappointing the Company's auditors

Reappointing the accounting firm Kesselman & Kesselman (PwC Israel) as the Company's auditors until the next annual general meeting. According to the Company's



articles of association, the Company's board of directors may determine the auditors' fees.

The proposed resolution:

To approve the reappointment of the accounting firm Kesselman & Kesselman (PwC Israel) as the Company's auditors until the date of the next annual general meeting.

1.3. Approval of a variable annual compensation mechanism for Mr. Boaz Noy, the Company's CEO and a director

On March 13, 2022, the Company's board of directors, after obtaining the remuneration committee's approval, approved a mechanism for payment of an annual bonus to Mr. Noy that will apply from 2022 for three years from the date of the general meeting's approval of the mechanism, as provided below, pursuant to which the cap for the annual variable remuneration is six monthly salaries (including the aforesaid discretionary bonus), in accordance with the Company's remuneration policy. Mr. Noy's annual bonus will be comprised of a bonus for achieving targets and a discretionary bonus, as follows:

- 1) Achieving general-company targets from the following list: budgetary target (such as compliance with the Company's expense target), capital raising, compliance with the product development plan, business development, attainment of regulatory milestones and sales targets. This component shall include at least one and not more than three of the aforesaid criteria. The part of the bonus for achieving targets shall not exceed five salaries and the remuneration committee and board of directors may determine how many salaries will be paid for achieving a specific target from the aforesaid list.
- 2) In addition, Mr. Noy may also be entitled to a discretionary bonus (based on non-quantifiable criteria); for the purpose of this component, the CEO's performance will be evaluated by the remuneration committee and the board of directors. The discretionary bonus component shall not exceed three salaries (from a maximum annual bonus of up to six salaries). It is clarified that Mr. Noy also serves as a director of the Company; accordingly, insofar as a decision is made to pay him a



discretionary bonus, this bonus will be brought for the separate approval of the general meeting.

The proposed resolution:

To approve a variable annual remuneration mechanism for Mr. Boaz Noy that will apply from 2022 for a period of three years from the date of the general meeting's approval, as provided in section 2.3 of the meeting invitation report.

1.4. Approval of the grant of a discretionary bonus to Mr. Boaz Noy, the Company's CEO and a director, for 2021

In light of the Company's performance in 2021 and the attainment of the three main milestones as determined in the Company's IPO prospectus for 2021 (for details see section 8.2.5 of Chapter A of the Company's Annual Report, the contents of which are included herein by way of reference), and in light of the fact that mechanisms were not approved as part of the IPO for variable remuneration for the Company's officers, it is proposed to approve a discretionary bonus to be awarded to for Mr. Noy, in a sum of 2.5 monthly salaries; i.e. - ILS 125,000, in accordance with the Company's remuneration policy (the "Discretionary Bonus").

The proposed resolution:

To approve a discretionary bonus for Mr. Boaz Noy in a sum of ILS 125,000, in respect of 2021.

1.5. The allotment of options to Mr. Boaz Noy, the Company's CEO and a director

An allotment of 170,100 non-marketable options, exercisable into up to 170,100 ordinary shares of ILS 0.01 n.v. each (an "ordinary share"), constituting approximately 0.95% of the issued and paid up capital and voting rights therein on a fully diluted basis¹, to Mr. Boaz Noy, in accordance with the Company's remuneration policy and the Company's option plan, at an exercise price of ILS 7.07 per option and in accordance with the terms and conditions detailed in Part B below.

¹ Including, assuming an allotment of the securities offered in the framework of this report and an allotment of 672,000 options to employees and officers as detailed in the Company's investment memorandum published concurrently with this meeting invitation report ("**Company's Investment Memorandum**").



The proposed resolution:

To approve the grant of 170,100 non-marketable options to Mr. Boaz Noy, in accordance with the terms and conditions detailed in section 2.5 of the meeting invitation report.

- 1.6. Approval of the allotment of 17,000 non-marketable options to each one of the Company's directors, who are not external directors and/or who do not hold another position in the Company

An allotment of 17,000 non-marketable options exercisable, into up to 17,000 ordinary shares of ILS 0.01 n.v. each, constituting approximately 0.09% of the issued and paid up capital and voting rights therein on a fully diluted basis², to each one of the Company's directors, who are not external directors and/or who do not hold another position in the Company (Mr. Yossi Peled (chairman of the board of directors), Mr. Shachar Nachmias, Mr. Ari Fried and Mr. Ran Meged); in accordance with the Company's remuneration policy and the Company's option plan, at an exercise price of ILS 7.07 per option and in accordance with the terms and conditions detailed in the meeting invitation report).

Voting for the allotment to each one of the Offeree Directors shall take place separately.

The proposed resolution:

To approve the grant of 17,000 non-marketable options to Mr. Yossi Peled, chairman of the board of directors, in accordance with the terms and conditions detailed in section 2.6 of the meeting invitation report.

To approve the grant of 17,000 non-marketable options to Mr. Shachar Nachmias, in accordance with the terms and conditions detailed in section 2.6 of the meeting invitation report.

To approve the grant of 17,000 non-marketable options to Mr. Ari Fried, in accordance with the terms and conditions detailed in section 2.6 of the meeting invitation report.

² See footnote 1 above.



To approve the grant of 17,000 non-marketable options to Mr. Ran Meged, in accordance with the terms and conditions detailed in section 2.6 of the meeting invitation report.

2. **The time and place to view the full version of the proposed resolutions**

It is possible to view the full version of the proposed resolutions at the Company's offices, 2 HaYetzira St., Yokneam Illit, during ordinary working hours, Sunday-Thursday, after scheduling an appointment with Mr. Yossi Ohana (yossio@nextfarm.com) up to the date of the general meeting. Furthermore, the full version of the proposed resolutions may be viewed on the ISA and TASE distribution websites, as detailed below in section 11.

3. **Majority required to adopt the proposed resolutions**

3.1. For the purpose of approving items 1.3 (the annual remuneration mechanism for the Company's CEO), 1.4 (Discretionary Bonus) and 1.5 (allotment of the CEO's Options) that are on the meeting's agenda, it is necessary to have the majority stipulated in Section 267A(b) of the Companies Law, meaning, an ordinary majority of the shareholders permitted to vote and participating in the vote, provided that one of the following two conditions have been satisfied:

3.1.1. The tally of the majority votes at the general meeting shall include a majority of all votes of shareholders who are not the Company's controlling shareholders or have no personal interest in the approval of such items, who participate in the vote (the tally of all votes of such shareholders shall disregard abstaining votes);

3.1.2. The total objecting votes among the shareholders described in sub-paragraph 3.1.1 above shall not exceed two percent of the Company's total voting rights.

3.2. For the purpose of approving items 1.2 (reappointment of an auditor) and 1.6 (allotment of the Directors' Options) that are on the meeting's agenda, an ordinary majority of the shareholders participating in the vote is required.

4. Shareholders shall state their vote on each agenda item in Part II of this voting card. Similarly, Part II of the voting card includes a space allocated to indicate the existence or lack of an affinity, as required under the Companies Law, and to describe the nature of the relevant



affinity. It should be clarified that any person who fails to mark or describe the nature of their affinity shall have their vote disregarded.

5. The voting card will only be valid with respect to an unregistered shareholder if it is attached to a confirmation of ownership or if the Company receives confirmation of ownership via the electronic voting system.
6. Similarly, the voting card will only be valid with respect to a shareholder under Section 177(2) of the Companies Law if a photocopy of their ID card, passport, or certificate of incorporation is attached thereto.
7. Unregistered shareholders may vote via the electronic voting system. Voting via the electronic voting system shall be possible until six (6) hours before the time scheduled for the meeting to commence. Voting via the voting card will only be allowed if the voting card has been sent to the Company's office at the address stated above, together with the documents detailed above in Sections 5-7, no later than four (4) hours prior to the time scheduled for the meeting to begin.
8. **Address for delivery of voting cards and position statements**
The Company's address at 2 HaYetzira St., Yokneam Illit, during regular work hours and concurrently by email: yossio@nextferm.com.
9. **Deadline to submit position statements to the Company and the deadline for the board of directors to submit a response to position statements**
The deadline to submit position statements to the Company is up to ten (10) days before the date scheduled for the general meeting, as stated in the meeting's invitation report (the "**Deadline to Send Position Statements**") and the deadline for the board of directors to submit a response to position statements is no later than five (5) days prior to the date scheduled for the general meeting.
10. **The ISA and TASE distribution sites, where the voting cards and position statements may be obtained:** www.magna.isa.gov.il and www.maya.tase.co.il (the "**Distribution Site**").



11. Shareholders are entitled to receive a confirmation of ownership at any of the TASE member's (with whom their shares are registered) branches or by postal delivery, if they so request. Requests in this regard shall be made in advance with respect to a specific securities account. Similarly, unregistered shareholders may instruct for their confirmation of ownership to be sent to the Company via the electronic voting system.
12. Unregistered shareholders shall be entitled to receive by email, *gratis*, a link to the voting card and position statements on the Distribution Site, from the TASE member holding their shares, unless the shareholder has informed the TASE member that they do not wish to receive such link, or that they wish to receive a voting card by postal delivery in consideration for payment. The shareholder's notice regarding voting cards shall also apply with respect to receiving position statements.
13. It is possible that there may be changes to the agenda after the publication of this voting card, including the addition of agenda items, positions statements may be published, and it will be possible to view the updated agenda and the position statements published with the Company's reports on the Distribution Site. If a request is made to add an agenda item and the Company published an amended notice about convening the general meeting, the final date by when the Company may publish an amended voting card, will be the publication date of the amended notice, as said.



Voting Card - Part II

Company Regulations (Written Votes and Position Statements), 2005 (the “Regulations”)

Company name: Nextferm Technologies Ltd.;

Company’s address (to send voting cards): 2 HaYetzira St., Yokneam Illit and concurrently by email: yossio@nextferm.com, during regular work hours;

Company no: 514999952;

Meeting date and time: Thursday, April 21, 2022, at 12:00PM.

General meeting type: Annual and extraordinary general meeting;

Date of record: March 24, 2022. If such a date is not a trading day, then the date of record shall be the last trading day before such date.

Shareholder Details

Shareholder name: _____

ID no: _____

If the shareholder does not have an Israeli identity card -

Passport number: _____

Country of issue: _____

Expiry date: _____

If the shareholder is a corporation -

Corporation no: _____

Country _____ of
incorporation: _____



Manner of Vote

Section no.	Agenda item no.	Manner of voting ¹			Are you a controlling shareholder, do you have a personal interest in the resolution, are you a senior officer or institutional investor ² ?	
		For	Against	Abstain	Yes*	No
1.2	<i>To approve the reappointment of the accounting firm Kesselman & Kesselman (PwC Israel) as the Company's auditors until the date of the next annual general meeting.</i>				/	/
1.3	<i>To approve a variable annual remuneration mechanism for Mr. Boaz Noy that will apply from 2022 for a period of three years from the date of the general meeting's approval, as provided in section 2.3 of the meeting invitation report.</i>					
1.4	<i>To approve a discretionary bonus for Mr. Boaz Noy in a sum of ILS 125,000, in respect of 2021.</i>					
1.5	<i>To approve the grant of 170,100 non-marketable options to Mr. Boaz Noy, in accordance with the terms and conditions detailed in section 2.5 of the meeting invitation report.</i>					
1.6	<i>To approve the grant of 17,000 non-marketable options to Mr. Yossi Peled, chairman of the board of directors, in accordance with the terms and conditions detailed in</i>				/	/



	<i>section 2.6 of the meeting invitation report.</i>					
1.6	<i>To approve the grant of 17,000 non-marketable options to Mr. Shachar Nachmias, in accordance with the terms and conditions detailed in section 2.6 of the meeting invitation report.</i>					
1.6	<i>To approve the grant of 17,000 non-marketable options to Mr. Ari Fried, in accordance with the terms and conditions detailed in section 2.6 of the meeting invitation report.</i>					
1.6	<i>To approve the grant of 17,000 non-marketable options to Mr. Ran Meged, in accordance with the terms and conditions detailed in section 2.6 of the meeting invitation report.</i>					

Are you an interested party, a senior officer, or an institutional investor? Yes ___ No ___

* Explain below.

- (1) Failure to mark a box will be deemed to be an abstention for such agenda item.
- (2) A shareholder who does not complete this column or who marks “yes” without providing details shall have their vote disregarded. There is no need to disclose a personal interest in approving the appointment not resulting from a relationship with the controlling shareholder.

_____ **Date**

_____ **Signature**



Details

Presented below are details about me being a controlling shareholder, having a personal interest in approving the resolution, being a senior officer or an institutional investor:

For shareholders holding shares through a TASE member pursuant to Section 177(1) of the Companies Law - This voting card shall only be effective if it is attached to a confirmation of ownership, excluding cases where voting is performed via the electronic voting system.

For shareholders registered in the Company's shareholder register - This voting card shall only be effective if it is attached to a photocopy of an ID card/passport/certificate of incorporation.