

This is a convenience translation of the Hebrew version of the EGM Notice. In the event of any inconsistency or contradiction the Hebrew version shall prevail.



NextFerm Technologies Ltd.

June 18, 2023

Attn: Israel Securities Authority
Via MAGNA

Attn: Tel Aviv Stock Exchange Ltd.
Via MAGNA

Dear Madame and/or Sir,

Re: Invitation to the Company's Annual General Meeting

Pursuant to the Israel Companies Law, 1999 (the "**Companies Law**"), the Companies Regulations (Periodic and Immediate Reports), 1970 (the "**Report Regulations**"), the Companies Regulations (Notice and Advertisement of a General Meeting and Class Meeting of a Public Company and Adding an Agenda Item), 2000 (the "**Notice and Advertisement Regulations**"), and the Companies Regulations (Voting in Writing and Position Notices), 2005 (hereinafter: the "**Voting in Writing Regulations**"), the Company hereby announces that at 12:00PM on Sunday, July 23, 2023, the Company's annual general meeting will convene through video conference via Zoom, which can be accessed through the link: <https://us02web.zoom.us/j/88309274539?>. 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 in Section 5 below).

1. The agenda items and overview of the proposed resolutions

1.1. Item no. 1 - Discussion on the 2022 annual financial statements and board of directors' report and a report of the fees paid to the auditors.

Discussion on the 2022 annual financial statements and board of directors' report.

The Company's 2022 periodic report, published on March 23, 2023 (including the financial statements and board of directors' report for the same period) (Ref. No: 2023-01-026488) (the "**2022 Periodic 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.

For details about the fees paid to the Company's auditors for the 2022 annual period, see Section 9 of the board report included as part of the 2022 Periodic Report.

No vote shall be held on this item.

1.2. Item no. 2 - Reappointment of the Company's auditor and authorizing the Company's board of directors to establish its fees

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

The proposed resolution:

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

1.3. Items 3-7 - Reappointment of each of the Company's serving directors (excluding external directors)

It is proposed to reappoint the Company's serving directors (excluding external directors) Messrs. Yossi Peled (board chairman), Boaz Noy (CEO and director), Shachar Nachmias (director), Ari Fried (director) and Ran Meged (director) (hereinafter jointly: the "**directors**"), without any change to their terms of service as Company directors, for an additional term of service until the end of the Company's next annual general meeting.

An eligibility statement by each one of the directors being brought for renewal of the general meeting, pursuant to Section 224B of the Companies Law, is attached as **Annex A** to this invitation.

For details about the aforementioned directors, including their education and experience, see Regulation 26 of Chapter D attached to the 2022 Periodic Report, included herein by way of reference. To the best of the Company's knowledge, as of the date of this invitation there have not been any material changes to the details of the directors relative to that stated in the 2022 Periodic Report.

For details about the remuneration and release, insurance and indemnification arrangements the Company's directors are entitled to, see Regulations 21 and 29A of Chapter D attached to the 2022 Periodic Report.

The reappointment of each one of the directors will be voted on separately.

Proposed Resolutions:

- 1.3.1. ***Item no. 3 - Appointment of Mr. Yossi Peled as one of the Company's directors, for an additional term in office until the Company's next annual general meeting.***
- 1.3.2. ***Item no. 4 - Appointment of Mr. Boaz Noy as one of the Company's directors, for an additional term in office until the Company's next annual general meeting.***
- 1.3.3. ***Item no. 5 - Appointment of Mr. Shachar Nahmias as one of the Company's directors, for an additional term in office until the Company's next annual general meeting.***
- 1.3.4. ***Item no. 6 - Appointment of Mr. Ari Fried as one of the Company's directors, for an additional term in office until the Company's next annual general meeting.***
- 1.3.5. ***Item no. 7 - Appointment of Mr. Ran Meged as one of the Company's directors, for an additional term in office until the Company's next annual general meeting.***

1.4. **Item no. 8 - Appointment of Mr. Rom Kshuk as one of the Company's directors**

1.4.1. On June 14, 2023, Mr. Rom Kshuk was appointed by the Company's board of directors to hold office as a director until the date of the annual general meeting being convened under this convention report.

1.4.2. It is proposed to approve the appointment of Mr. Rom Kshuk to hold office as one of the Company's directors until the end of the Company's next annual general meeting.

1.4.3. Below are details about Mr. Kshuk as required under Regulation 26 of the Report Regulations:

Name:	Mr. Rom Kshuk
ID number:	043559152
Date of birth:	August 5, 1981
Address for service of court documents:	9A Fichman St., Tel Aviv
Citizenship:	Israeli
Member of a board committee/s:	-
Are they serving as an external director?	No
Do they have accounting and financial expertise or hold professional qualifications?	No
Are they an independent director?	No
Are they an employee of the Company, a subsidiary/affiliate or of an interested party (specify the positions they hold)?	No
Date of commencement of service:	June 15, 2023
Education:	Computer science (BSc), Reichman University; Biology and chemistry (BSc), the Open University
Employment in the last five years:	2018-2022 - CEO, Future Meat Technologies
List of companies in which they serve as a director (other than the Company):	Eggmented Reality Ltd.
Are they related to any of the Company's interested parties?	No

1.4.4. Upon being appointed as one of the Company's directors, Mr. Kshuk shall be entitled to annual remuneration and participation fees at the "set amount" for an external director defined in the Companies Regulations (Rules for Remuneration and Costs for External Directors), 2000, as amended from time to time, in accordance with the Company's tier from time to time.

1.4.5. Mr. Kshuk shall also be entitled to be included under the Company's release, insurance and indemnification arrangements as customary in the Company, just like the Company's other officers.

Proposed resolution:

Appointment of Mr. Rom Kshuk as one of the Company's directors for a term in office until the end of the Company's next annual general meeting.

2. **The majority required to approve the agenda items**

2.1. The approval of item no. 2 (appointment of the Company's auditor), items 3-7 (reappointment of the Company's directors) and item no. 8 (appointment of Mr. Rom Kshuk as one of the Company's directors), require an ordinary majority of shareholders participating in the vote.

3. Legal quorum and adjourned meeting

A legal quorum for the general meeting shall be constituted in the presence, in person or by proxy, of one or more shareholders holding at least 33% of the Company's voting rights. In the event that a legal quorum is still not present within half an hour from the time scheduled for the meeting, the meeting will be postponed to the same day of the following week, at the same time and place, or at a later time, if so stated in the meeting notice. If a legal quorum is not present within half an hour from the time scheduled for the adjourned meeting, the meeting will be held with any number of participants.

When determining the attendance of a legal quorum, votes by shareholders participating via proxy/voting card as defined in Section 87 of the Companies Law, and votes by unregistered shareholders who voted via the electronic voting system shall also be taken into account.

4. Date of record

The date of record to determine the entitlement of the Company's shareholders to vote at the general meeting, as stated in Section 182 of the Companies Law, is at the end of the trading day on Sunday, June 25, 2023 (the "**date of record**"); if trade is closed on that date, the date of record will be the last trading day prior thereto.

5. Ways to vote at the meeting and position statements

5.1. Shareholders may participate in the General Meeting and vote thereat either personally, via proxy, through a voting card, as defined in Section 87 of the Companies Law, in the form attached to this invitation report (the "**voting card**") or through the electronic voting system.

5.2. Pursuant to the Companies Regulations (Proving Ownership of a Share for Voting at the General Meeting), 2000 (the "**Ownership Regulations**"), a shareholder whose right to a share is registered with a TASE member, that is included among the Company's shares entered in the register of shareholders in the name of a nominee company, and who wishes to vote at the general meeting, shall provide the Company with confirmation from the TASE member with whom their right to a share is registered, of its ownership of the share on the date of record, in accordance with Form 1 of the Schedule to the Proof of Ownership Regulations ("**confirmation of ownership**"). Unregistered shareholders may also instruct the TASE member to send their confirmation of ownership to the Company via the electronic voting system. A record in the electronic voting system operating in accordance with Title O of Chapter G2 of the Israel Securities Law, 1968 (the "**electronic voting system**") has the same status as a confirmation of ownership according to the Proof of Ownership Regulations.

5.3. The URL of the Israel Securities Authority's distribution site (the "**distribution site**") and the URL of the Tel Aviv Stock Exchange Ltd.'s website, where it is possible to access the voting card and the position statements, as defined in Section 88 of the Companies Law, are: www.magna.isa.gov.il and www.maya.tase.co.il, respectively. Voting via the voting card may be done on Part II of the voting card as published on the distribution site. Shareholders are entitled to contact the Company directly and receive the text of the voting card and position statements (if relevant). The TASE member shall send a link to the text of the voting card and position statements (if relevant) on the distribution site by email, free of charge, to any shareholder not registered in the shareholder register and whose shares are registered with that TASE member, if the shareholder gave notice that they are interested in receiving the internet

link and provided that notice was given regarding a specific securities account prior to the date of record. A shareholder whose shares are registered with a TASE member is entitled to obtain a confirmation of ownership from the TASE member through which they are holding their shares at one of the TASE member's branches or sent by mail to their address only for the cost of dispatch, if they so request. Requests in this regard shall be made in advance with respect to a specific securities account. Similarly, a shareholder in whose favor a share is registered with a TASE member and such share is registered to the nominee company in the Company's shareholder register may vote via a voting card which shall be submitted to the Company via the electronic voting system.

- 5.4. The voting cards shall be delivered to the Company's address at 2 HaYetzirah St., Yokneam Illit, during regular work hours and concurrently by email: yossio@nextferm.com. The voting cards shall be delivered no later than four (4) hours before the time scheduled for the general meeting to convene.
- 5.5. Voting through the electronic voting system will be possible from the date of record until six (6) hours before the time the general meeting is scheduled to commence.
- 5.6. A shareholder interested in participating and voting at the general meeting without physically attending the general meeting may furnish a power of attorney to participate and vote at the general meeting at least 48 hours prior to the time scheduled for the general meeting to commence, at the Company's office at 2 HaYetzirah St., Yokneam Illit.
- 5.7. One or more shareholders holding shares representing five percent or more of the Company's total voting rights (i.e. 3,820,457 shares) are entitled to view the voting cards as detailed in Regulation 10 of the Companies Regulations (Voting in Writing and Position Statements), 2005.
- 5.8. The deadline to submit position statements to the Company is ten (10) days before the date scheduled for the general meeting and the deadline for the board of directors to submit a response to position statements is five (5) days prior to the date scheduled for the general meeting.
- 5.9. A shareholder's request to include an item on the general meeting's agenda pursuant to Section 66(b) of the Companies Law and in accordance with Regulation 5A(b) of the Notice and Announcement Regulations shall be sent to the Company up to three days following the publication of this convention report. In the event that requests are made for the Company to include items on the general meeting's agenda, it is possible that this may result in items being added to the agenda. The updated agenda and position statements (if any) can be viewed on the ISA and TASE distribution sites.

6. Review of documents

It is possible to view the full version of the proposed resolutions, position notices (if submitted to the Company), and the 2022 Periodic Report, on the distribution site and the website of the Tel Aviv Stock Exchange Ltd. (the URL links are included above in Section 5.3), and at the Company's offices, 2 HaYetzirah St., Yokneam Illit, during ordinary working hours, after scheduling an appointment with Mr. Yossi Ohana (yossio@nextferm.com) up to the day of the general meeting.

7. Company's representatives for handling this report

Tomer Sela, Adv.; Debi Berenson, Adv.; Inbar Cohen, Adv;

Meitar | Law Offices

16 Abba Hillel Silver St., Ramat Gan

Tel: 03-6103100; Fax: 03-6103111

Respectfully,
Nextferm Technologies Ltd.

By:

Boaz Noy, CEO and Director

Yossi Ohana, CFO