



## Nextferm Technologies Ltd.

(the “Company”)

### Proxy Statement per Israel Company Regulations (Written Votes and Position Statements), 2005 (the “Regulations”)

#### Part I

**Company Name:** Nextferm Technologies Ltd.

**General meeting type:** Extraordinary general meeting (the “general meeting”).

**Meeting date:** Thursday, April 18, 2024, at 12:00PM.

**Meeting venue:** By video conference through Zoom, accessible via the link: <https://us02web.zoom.us/j/85022687362?> To receive an access code please send an email to Mr. Yossi Ohana <yossi@nextferm.com> 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. **Appointment of Ms. Suzana Nahum-Zilberberg for a second term as one of the Company’s external directors, for a term of three years commencing from the date of the general meeting approval**

Ms. Zilberberg has provided the Company with the required declaration, in accordance with Sections 224B(a) and 241 of the Law, attached hereto as Annex A to this report.

The Company’s board of directors has classified Ms. Zilberberg as a director with accounting and financial expertise as defined in the Companies Regulations (Conditions and Tests for a Director Possessing Accounting and Financial Expertise and for a Director Possessing Professional Qualifications), 2005 (the “Expertise and Qualification Regulations”), *inter alia*, based on her declaration regarding her possessing accounting and financial expertise and considering her education, experience and training.

Subject to her appointment and for her service as one of the Company’s external directors, Ms. Zilberberg shall be entitled to annual remuneration in the “amount established” for external directors in the Companies Regulations (Rules for Remuneration and Costs for External Directors), 2000 (the “**Remuneration**



**Regulations**”), as amended from time to time, in accordance with the Company’s tier from time to time (the amount shall be linked to the CPI as provided in the Remuneration Regulations), as well as participation fees totaling ILS 1,500 per meeting (the amount will not be linked to the CPI but will change pursuant to Section 5(b) of the Remuneration Regulations in the event of a meeting not physically being convened or a meeting conducted electronically). She will also be entitled to travel expense reimbursement for meetings held outside the external director’s residential area subject to and in accordance with the Remuneration Regulations. The aforementioned compensation is in the range between the fixed amounts and the maximum amounts set in Schedule II and Schedule III to the Remuneration Regulations (based on the Company’s tier).

Additionally, subject to the general meeting’s approval as provided in Section 2.3 of the meeting convention report, Ms. Zilberberg shall be entitled to be awarded 115,000 unlisted options under the conditions specified below.

For details about Ms. Zilberberg pursuant to Regulation 26 of the Report Regulations, see the “Additional Information about the Corporation” chapter included in the Company’s 2022 periodic report published on March 23, 2023 (Ref. No: 2023-01-026488).

***Proposed resolution:***

***To approve the appointment of Ms. Suzana Nahum-Zilberberg for a second term as one of the Company’s external directors, for a term of three years commencing from the date of the general meeting approval.***

- 1.2. Appointment of Ms. Liora Ettinger for a second term as one of the Company’s external directors, for a term of three years commencing from the date of the general meeting approval

Ms. Ettinger has provided the Company with the required declaration, in accordance with Sections 224B(a) and 241 of the Law, attached hereto as Annex A to this report.

The Company’s board of directors has classified Ms. Ettinger as a director with accounting and financial expertise as defined in the Companies Regulations (Conditions and Tests for a Director Possessing Accounting and Financial Expertise and for a Director Possessing Professional Qualifications), 2005 (the “Expertise and Qualification Regulations”), *inter alia*, based on her declaration regarding her possessing accounting and financial expertise and considering her education, experience and training.



Subject to her appointment and for her service as one of the Company's external directors, Ms. Ettinger shall be entitled to annual remuneration in the "amount established" for external directors in the Remuneration Regulations, as amended from time to time, in accordance with the Company's tier from time to time (the amount shall be linked to the CPI as provided in the Remuneration Regulations), as well as participation fees totaling ILS 1,500 per meeting (the amount will not be linked to the CPI but will change pursuant to Section 5(b) of the Remuneration Regulations in the event of a meeting not physically being convened or a meeting conducted electronically). She will also be entitled to travel expense reimbursement for meetings held outside the external director's residential area subject to and in accordance with the Remuneration Regulations. The aforementioned compensation is in the range between the fixed amounts and the maximum amounts set in Schedule II and Schedule III to the Remuneration Regulations (based on the Company's tier).

Additionally, subject to the general meeting's approval as provided in Section 2.3 of the meeting convention report, Ms. Ettinger shall be entitled to be awarded 115,000 unlisted options under the conditions specified below.

For details about Ms. Ettinger pursuant to Regulation 26 of the Report Regulations, see the "Additional Information about the Corporation" chapter included in the Company's 2022 periodic report published on March 23, 2023 (Ref. No: 2023-01-026488).

***Proposed resolution:***

***To approve the appointment of Ms. Liora Ettinger for a second term as one of the Company's external directors, for a term of three years commencing from the date of the general meeting approval.***

1.3. Approving the grant of unlisted options to the Company's incumbent directors

Granting 115,000 unlisted options, exercisable into up to 115,000 ordinary shares each having a par value of ILS 0.01, which shall constitute approximately 0.15% of the Company's issued and paid-up capital and voting rights and approximately 0.15% on a fully diluted basis<sup>1</sup>, to each one of the Company's incumbent directors (apart from Mr. Boaz Noy, the Company's CEO and also one of its directors) and granting 470,000 unlisted options, exercisable into up to 470,000 ordinary shares each having a par value of ILS 0.01, which shall constitute approximately 0.62% of the Company's issued and

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<sup>1</sup> Excluding treasury shares, i.e., issued and paid-up share capital entailing 76,409,149 ordinary shares. When including the treasury shares in the issued and paid-up share capital and voting rights, i.e., 77,967,399 ordinary shares, they will constitute approximately 0.15% of the Company's issued and paid-up share capital and voting rights and approximately 0.14% on a fully diluted basis.



paid-up share capital and voting rights and approximately 0.59% on a fully diluted basis<sup>2</sup>, to Mr. Yossi Peled, the chairman of the board of directors; in accordance with the Company's remuneration policy and options plan, at an exercise price of ILS 0.30 for each option and under the terms and conditions detailed below in Part B.

The grant to Ms. Zilberberg and Ms. Ettinger is subject to their appointment being approved as described in Sections 1.1 and 1.2 of this report, as the case may be.

**The grant to each one of the offerees shall be voted upon separately.**

*Proposed resolution:*

*To approve the grant of 115,000 unlisted options to Ms. Suzana Nahum-Zilberberg, in accordance with the terms and conditions detailed in Part B of the meeting convention report.*

*To approve the grant of 115,000 unlisted options to Ms. Liora Ettinger, in accordance with the terms and conditions detailed in Part B of the meeting convention report.*

*To approve the grant of 115,000 unlisted options to Mr. Ran Meged, in accordance with the terms and conditions detailed in Part B of the meeting convention report.*

*To approve the grant of 115,000 unlisted options to Mr. Ari Fried, in accordance with the terms and conditions detailed in Part B of the meeting convention report.*

*To approve the grant of 115,000 unlisted options to Mr. Shachar Nachmias, in accordance with the terms and conditions detailed in Part B of the meeting convention report.*

*To approve the grant of 115,000 unlisted options to Mr. Rom Kshuk, in accordance with the terms and conditions detailed in Part B of the meeting convention report.*

*To approve the grant of 470,000 unlisted options to Mr. Yossi Peled, in accordance with the terms and conditions detailed in Part B of the meeting convention 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 (yossi@nextfarm.com) up to the day of the

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<sup>2</sup> Excluding treasury shares, i.e., issued and paid-up share capital entailing 76,409,149 ordinary shares. When including the treasury shares in the issued and paid-up share capital and voting rights, i.e., 77,967,399 ordinary shares, they will constitute approximately 0.60% of the Company's issued and paid-up share capital and voting rights and approximately 0.58% on a fully diluted basis.



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. To approve the general meeting's agenda items 1.1 and 1.2 (the reappointment of external directors) - in accordance with Section 239(b) of the Companies Law, a majority of votes of shareholders permitted to vote and participate in the general meeting (or adjourned meeting) is required, provided that one of the following has been satisfied:

(a) The majority of votes cast at the general meeting by those participating in the vote includes a majority of the votes of shareholders who are not the controlling shareholders of the Company or shareholders with no personal interest in approving the appointment, other than a personal interest which is not a result of their relationship with the controlling shareholder. Abstaining shareholders shall not be included in the tally of votes;

(b) The total objecting votes from among the shareholders stated in paragraph (a) shall not exceed two percent (2%) of the Company's total voting rights.

3.2. An ordinary majority of the shareholders participating in the vote is required to approve the general meeting's agenda item 1.3 (awarding options to offerees).

4. Shareholders shall indicate their vote on each agenda item in Part II of this proxy statement. Similarly, Part II of the proxy statement 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 proxy statement 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 proxy statement 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 up to six (6) hours before the time scheduled for the meeting to commence. Voting via the proxy statement will only be allowed if the proxy statement 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 proxy statements and position statements**

The Company's address at 2 HaYetzira st., Yokneam Illit, during regular work hours and concurrently by email: [yossi@nextferm.com](mailto:yossi@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 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 proxy statements and position statements may be obtained:** [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and [www.maya.tase.co.il](http://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 proxy statement 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 proxy statement by postal delivery in consideration for payment. The shareholder's notice regarding proxy statements 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 proxy statement, 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 deadline for the Company to publish an amended proxy statement will be the publication date of the amended notice, as said.



## Proxy Statement - Part II

### Company Regulations (Written Votes and Position Statements), 2005 (the "Regulations")

Company name: Nextferm Technologies Ltd.;

Company's address (to send proxy statements): 2 HaYetzira st., Yokneam Illit and concurrently  
by email: yossi@nextferm.com, during regular work hours;

Company no: 514999952;

Meeting date and time: Thursday, April 18, 2024, at 12:00PM.

Meeting type: Extraordinary general meeting;

Date of record: March 21, 2024. If trade is closed on said 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 <sup>1</sup>			Are you a controlling shareholder, do you have a personal interest in the resolution, are you a senior officer or institutional investor <sup>2</sup> ?	
		For	Against	Abstain	Yes*	No
1.1	To approve the appointment of Ms. Suzana Nahum-Zilberberg, to serve as one of the Company's external directors, for a (second) term of three years, commencing from the date of the general meeting approval.					
1.2	To approve the appointment of Ms. Liora Ettinger, to serve as one of the Company's external directors, for a (second) term of three years, commencing from the date of the general meeting approval.					
1.3	Subject to her appointment being approved, to approve the grant of 115,000 unlisted options to Ms. Suzana Nahum-Zilberberg, in accordance with the terms and conditions detailed in Part B of the meeting convention report.					
1.3	Subject to her appointment being approved, to approve the grant of 115,000 unlisted options to Ms. Liora Ettinger, in accordance with the terms and conditions detailed in Part B of the meeting convention report.					
1.3	To approve the grant of 115,000 unlisted options to Mr. Ran Meged, in accordance with the terms and					





	conditions detailed in Part B of the meeting convention report.					
1.3	To approve the grant of 115,000 unlisted options to Mr. Ari Fried, in accordance with the terms and conditions detailed in Part B of the meeting convention report.					
1.3	To approve the grant of 115,000 unlisted options to Mr. Shachar Nachmias, in accordance with the terms and conditions detailed in Part B of the meeting convention report.					
1.3	To approve the grant of 115,000 unlisted options to Mr. Rom Kshuk, in accordance with the terms and conditions detailed in Part B of the meeting convention report.					
1.3	To approve the grant of 470,000 unlisted options to Mr. Yossi Peled, in accordance with the terms and conditions detailed in Part B of the meeting convention report.					

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.

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**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:

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

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