



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 and time:** Monday, July 15, 2024, at 12:00PM.
- Meeting venue:** By video conference through Zoom, accessible via the link: <https://us02web.zoom.us/j/82953967068?> 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 resolution**

Approval of the award of 2,980,000 non-marketable options to Mr. Boaz Noy, the Company’s CEO who also holds office as a director.

An award of 2,980,000 non-marketable options, exercisable into up to 2,980,000 ordinary shares of ILS 0.01 par value each, constituting approximately 3.17% of the issued and paid up capital and voting rights therein, and approximately 2.70% on a fully diluted basis¹, at an exercise price of 34.28 agurot per option and in accordance with the terms and conditions detailed in section 2 of the meeting convention report.

Proposed resolution:

To approve the award of 2,980,000 non-marketable options to Mr. Boaz Noy.

¹ On a fully diluted basis - Including 9,913,240 options (including the options the subject of this report) offered to the Company’s employees and office holders under the Company’s memorandum dated June 10, 2024, published concurrently with this meeting convention report.



The time and place to view the full version of the proposed resolution

It is possible to view the full version of the proposed resolution 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@nextferm.com) up to the day of the general meeting. Furthermore, the full version of the proposed resolution may be viewed on the ISA and TASE distribution websites, as detailed below in section 11.

2. **Majority required to adopt the proposed resolution**

The majority required to adopt the resolution described in the above agenda item is a majority of votes of shareholders permitted to vote and participate in the general meeting (or deferred meeting), provided that one of the following has been satisfied:

(a) The tally of the majority of votes cast at the general meeting by those participating in the vote shall include a majority of votes of non-controlling shareholders of the Company or shareholders with no personal interest. 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. 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.
4. 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.
5. 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.
6. 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.

7. **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.

8. **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 convention 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.

9. **The ISA and TASE distribution sites, where the proxy statements and position statements may be obtained:** www.magna.isa.gov.il and www.maya.tase.co.il (the "distribution site").

10. 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.

11. 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.



12. 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: Monday, July 15, 2024, at 12:00PM.

Meeting type: Extraordinary general meeting;

Date of record: June 17, 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 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
1.1	To approve the award of 2,980,000 non-marketable options to Mr. Boaz Noy.					

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 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.