



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: Annual general meeting (the “meeting” or the “general meeting”).

Meeting date and time: Sunday, October 27, 2024, at 12:00PM.

Meeting venue: By video conference. 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 4).

1. The meeting’s agenda and the proposed resolutions:

1.1. Discussion on the financial statements and board of directors’ report for the year ended December 31, 2023 and a report of the fees paid to the auditors.

1.2. Reappointing the Company’s auditor

Proposed resolution: The appointment of the accounting firm Kesselman & Kesselman (PwC Israel) as the Company’s auditor until the next annual general meeting.

1.3. Reappointment of Mr. Yossi Peled as one of the Company’s directors

Proposed resolution: The 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.

1.4. Reappointment of Mr. Boaz Noy as one of the Company’s directors

Proposed resolution: The 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.

1.5. Reappointment of Mr. Ari Fried as one of the Company’s directors



Proposed resolution: The 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.

1.6. **Reappointment of Mr. Ran Meged as one of the Company's directors**

Proposed resolution: The 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.

Additional details:

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

For details about the director candidates for an additional term in office, including their education and experience, see Regulation 26 of Chapter D attached to the 2023 periodic report, included herein by way of reference. To the best of the Company's knowledge, as of the date of this convention notice, there have not been any material changes to the details of the directors compared with that stated in the 2023 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 2023 periodic report.

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

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

It is possible to view the full version of the proposed resolutions, the position notices (if any are submitted to the Company), and the 2023 periodic report, 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 date 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 9.

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

The approval of item no. 1.2 (appointment of the Company's auditor), items 1.3-1.6 (reappointment of the Company's directors), require an ordinary majority of shareholders participating in the vote.

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 it has been sent to the Company's office at the address stated above, together with the documents detailed above in sections 5-6, 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: Sunday, October 27, 2024, at 12:00PM.

General meeting type: Annual general meeting;

Date of record: Close of trade on Thursday, September 26, 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	Vote ¹		
		For	Against	Abstain
1.2	<i>Reappointment of the Company's auditor and authorizing the Company's board of directors to establish its fees.</i>			
1.3	<i>Reappointment 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.</i>			
1.4	<i>Reappointment 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.</i>			
1.6	<i>Reappointment 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.</i>			
1.7	<i>Reappointment 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.</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.

Date

Signature

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, unless 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.