



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: Sunday, October 6, 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. **Approve cancelling the par value of the Company’s shares and performing a capital consolidation and amending the Company’s articles of association accordingly.**

The proposed resolution:

To approve cancelling the par value of the Company’s shares, which is currently ILS 0.01 per share, whereby each ordinary share in the Company’s authorized share capital and its issued and paid-up share capital shall become shares without any par value and to approve a capital consolidation under the conditions described in section 2 below, and to amend Article 10 of the Company’s articles of association accordingly, as follows:

“The Company’s authorized share capital shall be comprised of 900,000,000 ordinary shares with no par value (hereinafter: the “Ordinary Shares”). The Company may alter its authorized share capital in accordance with the provisions of the Companies Law and these Articles.”



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**

An ordinary majority of the shareholders participating in the vote is required to approve item no. 1.1 above.

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 6, 2024, at 12:00PM.

Meeting type: Extraordinary 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
1.1	Approve cancelling the par value of the Company's shares and performing a capital consolidation and amending the Company's articles of association accordingly.			

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.