



**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 "**meeting**").

**Meeting date and time:** Tuesday, December 31, 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 record date (as specified below in section 5).

1. **The meeting's agenda and the proposed resolutions:**

1.1. **Approval of a Special Private Placement.**

1.1.1. On November 25, 2024, the Company's Board of Directors approved the Company's engagement in a private placement agreement for equity fundraising from various investors at a price of ILS 1.382 per ordinary share of the Company with no par value ("**Ordinary Shares**" and "**Investment Agreement**"). The allocation price reflects a premium of 1.63% over the average closing price of the Company's shares over the five trading days preceding the Board's approval of the private placement.

1.1.2. As a condition precedent to the completion of the private placement under the Investment Agreement, the Company must raise a cumulative amount (including the amount raised through the private placement) of no less than USD 900,000 (the "**Minimum Amount**"), either through a private placement or a public offering via a shelf prospectus.

1.1.3. As of the report's publication date, the Company has received commitments totaling approximately USD 883 thousands<sup>1</sup> (approximately ILS 3.2 million) (the



"**Investment Amount**") from various investors, including Arancia International Inc. ("**Arancia**"), an interested party in the Company.

1.1.4. Subject to the Meeting's approval and the Investment Amount being raised, the Company shall allocate to the offerees under the private placement a total of 2,346,731 Ordinary Shares in exchange for the Investment Amount (the "**Offered Shares**" or "**Offered Securities**" and the "**Private Offering**," respectively).

1.1.5. As of the report's date, the Company has no controlling shareholder. Nonetheless, Arancia holds 1,141,672 Ordinary Shares of the Company and 167,669 Company warrants<sup>2</sup>. Due to its control relationship with Inmobiliaria Tierra de Occidente<sup>3</sup> ("**Inmobiliaria**"), which holds 596,637 Ordinary Shares of the Company<sup>4</sup>, Arancia and Inmobiliaria together hold 1,738,309 Ordinary Shares, representing approximately 27.76% of the Company's issued and outstanding share capital (approximately 25.91% on a fully diluted basis). Therefore, Arancia is considered a "controlling shareholder" under the Interested Parties Transactions chapter of the Companies Law, and relevant details are provided in the Meeting Notice Report pursuant to the Control Holders Regulations.

1.1.6. The Company presents the Private Placement for approval by the General Meeting of Shareholders under Section 270(4) of the Companies Law.

1.1.7. Proposed resolution: To approve the equity fundraising through a special private placement to Arancia International Inc., under the terms specified in the Meeting Notice Report.

## 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, 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 11.

<sup>1</sup> The USD Calculation: Based on an exchange rate of 3.674 ILS per USD on November 25, 2024, the date of the Board's approval of the Investment Agreement.

<sup>2</sup> Constitutes approximately 18.23% of the Company's issued and outstanding share capital (approximately 15.52% on a fully diluted basis).

<sup>3</sup> Control Relations Exist with Arancia International Inc.

<sup>4</sup> Constitutes approximately 9.53% of the Company's issued and outstanding share capital (approximately 8.11% on a fully diluted basis).



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

The approval of the agenda item, require an ordinary majority of shareholders participating in the vote (or its adjourned session), provided that one of the following conditions is met:

- (a) The majority vote at the Meeting includes a majority of the votes of shareholders who do not have a personal interest in the transaction's approval and who participate in the vote. Abstaining votes shall not be counted among these shareholders' total votes.
- (b) The number of dissenting votes among shareholders specified in clause (a) does not exceed two percent (2%) of the Company's total voting rights.

4. Shareholders shall indicate their vote on each agenda item in Part II of this Proxy Statement. Additionally, Part II contains a section for declaring the presence or absence of any affiliation as required by the Companies Law, along with a description of the relevant affiliation's nature. It should be noted that failing to declare such affiliation or provide its nature will result in the shareholder's vote being excluded from the tally.

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 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.



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@nextfarm.com](mailto:yossi@nextfarm.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 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.

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: Tuesday, December 31, 2024, at 12:00PM.

General meeting type: Annual general meeting;

Date of record: Close of trade on Monday, December 2, 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 equity fundraising through a special private placement to Arancia International Inc., under the terms specified in the Meeting Notice 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.

\_\_\_\_\_ **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.