

NEXXEN INTERNATIONAL LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 30, 2025

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the “*Meeting*”) of Nexxen International Ltd. (the “*Company*”) will be held on December 30, 2025, at 3:30 p.m. Israel time, at the Company’s offices, located at 82 Yigal Alon Street, Tel Aviv 6789124, Israel.

AGENDA ITEMS

At the Meeting, shareholders will be asked to consider and vote upon the following proposals (each, a “*Proposal*” and collectively, the “*Proposals*”):

1. RE-ELECTION OF THE DIRECTORS

To re-elect the directors of the Company to hold office until the close of the annual general meeting of Shareholders in 2026, and until their respective successors are duly elected and qualified.

2. RE-APPOINTMENT AND COMPENSATION OF INDEPENDENT AUDITORS

To approve and ratify of the re-appointment and compensation of Somekh Chaikin, Member Firm of KPMG International, as the independent auditors of the Company for the period ending at the close of the next annual general meeting

3. INCREASE IN SHARE RESERVE UNDER EQUITY COMPENSATION PLANS

To approve an increase to the share reserve under the Company’s equity compensation plans.

4. APPROVAL OF CHIEF EXECUTIVE OFFICER COMPENSATION

To approve the compensation package of the Company’s Chief Executive Officer.

5. APPROVAL OF NON-EXECUTIVE DIRECTOR COMPENSATION ARRANGEMENTS

To approve the compensation arrangements for the Company’s non-executive directors.

In addition to considering the foregoing Proposals, shareholders will be requested to consider the Company’s audited consolidated financial statements for the fiscal year ended December 31, 2024.

The Company knows of no other matters to be submitted at the Meeting other than as specified herein. If any other business is properly brought before the Meeting, the persons named as proxies may vote in respect thereof in accordance with their best judgment.

RECORD DATE; ENTITLEMENT TO VOTE

You are entitled to vote at the Meeting if you are a shareholder of record as of the close of business on December 1, 2025 (the “*Record Date*”).

Holders of any of the Company’s ordinary shares, par value NIS 0.02 per share (the “*Ordinary Shares*”), who hold their shares through a bank, broker or other nominee that appears in the participant listing of securities depository as of the Record Date, are also entitled to vote at the Meeting.

VOTING PROCEDURES

Shareholders may vote their Ordinary Shares by:

- Attending the Meeting in person; or
- Completing and signing the proxy card distributed with the proxy statement.

If you hold your Ordinary Shares in “street name” through a bank, broker or other nominee (i.e., you must follow the voting instructions provided by your nominee. You may also be able to submit voting instructions by phone or via the Internet depending on your nominee’s procedures.

If you wish to vote at the Meeting in person, you must obtain a legal proxy from the record holder authorizing you to participate vote the Ordinary Shares (or to appoint a proxy to do so). Please have your control number from your voting instruction form available when submitting voting instructions.

RECOMMENDATION OF THE BOARD OF DIRECTORS

THE COMPANY'S BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" EACH OF THE ABOVE PROPOSALS, AS DESCRIBED IN DETAIL IN THE PROXY STATEMENT.

QUORUM AND VOTING REQUIREMENTS

The presence (in person or by proxy) of two or more shareholders holding, in the aggregate, at least 25% of the voting power of the Company shall constitute a quorum for purposes of the Meeting.

If a quorum is not present within 30 minutes from the scheduled time, the Meeting, the Meeting will be adjourned to the following week (to the same day, time and place or to a specified day, time and place), or to such day and at such time and place as the Chairman of the Board may determine. If a quorum is not present within 30 minutes from the time scheduled for the adjourned meeting, then at such adjourned meeting, the presence of one or more shareholders in person or by proxy (regardless of the voting power represented by their Ordinary Shares) shall constitute a quorum.

Each Ordinary Share entitles its holder to one vote on each Proposal. The affirmative vote of a majority of the voting power represented and voting in person or by proxy at the Meeting is required to approve each Proposal.

A special majority vote will be required for approval of the proposal in Item 4 (Chief Executive Officer Compensation). To be approved, either (i) the affirmative vote must include a majority of the Ordinary Shares voted by shareholders who are not controlling shareholders and who do not have a personal interest in the approval of the proposal (as such terms are defined in the Israel Companies Law, 5759-1999 (the "*Companies Law*")), or (ii) the total number of Ordinary Shares of non-controlling shareholders and non-interested shareholders voting against such proposal must not exceed 2% of the Company's outstanding Ordinary Shares.

ADDITIONAL INFORMATION

This Notice has been published in accordance with the requirements of the Israeli Companies Regulations (Notice of General Meeting of Shareholders and Meeting of Class of Shareholders of a Public Company), 5760-2000, as amended, and the Company's Amended and Restated Articles of Association.

The last date for submitting a request to include a proposal pursuant to Section 66(b) of the Companies Law is December 2, 2025.

A copy of the proxy statement (which includes the full text of the proposed resolutions) and a proxy card is being distributed to shareholders and furnished to the U.S. Securities and Exchange Commission under cover of Form 6-K.

Shareholders may review the proxy statement on the "*Investors*" section of our Company website, <https://investors.nexxen.com/financial-results/annual-reports-circulars> or at our principal executive offices located at 82 Yigal Alon Street, Tel Aviv, 6789124, Israel, upon prior notice and during regular business hours and upon prior notice (telephone number: +972-3-545-3900) until the date of the Meeting.

VOTING DEADLINE

Whether or not you plan to attend the Meeting, it is important that your Ordinary Shares be represented and voted. After reviewing this Notice and the accompanying proxy statement. Please sign, date, and return your proxy card in the enclosed envelope or vote by telephone or over the Internet in accordance with the instructions on your proxy card.

If voting by mail, the proxy card must be received by Proxy Services c/o Computershare Investor Services, PO Box 43101, Providence, RI 02040-5067 or at our registered office no later than 11:59 p.m. EDT on December 29, 2025, to be validly included in the tally of Ordinary Shares voted at the Meeting. Detailed proxy voting instructions will be provided both in the proxy statement and in the proxy card.

By the Order of the Board of Directors,

/s/ Christopher Stibbs

Christopher Stibbs
Chairperson of the Board of Directors