

**Time Sensitive
Materials**

DRAFT DATED 11/14/24 FOR DISCUSSION PURPOSES ONLY

Depository's Notice of Annual General Meeting of Nexxen International Ltd.

ADSs:	American Depositary Shares (“ <u>ADSs</u> ”).
ADS CUSIP No.:	89484T104.*
ADS Record Date:	November 20, 2024.
Meeting Specifics:	Annual General Meeting to be held on Friday, December 20, 2024 at 12:30 p.m. (Israel time) at the principal executive offices of Nexxen International Ltd. (the “ <u>Company</u> ”) at 82 Yigal Alon Street, Tel Aviv, 6789124, Israel (the “ <u>Meeting</u> ”).
Meeting Agenda:	Please refer to the Company’s Notice of Meeting available on the Company's website, https://www.Nexxeninternational.com/investors/ .
ADS Voting Instructions Deadline:	On or before 10:00 a.m. (New York City time) on December 13, 2024.
Deposited Securities:	Depositary Interests (the “ <u>Shares</u> ”), each one (1) Depositary Interest representing the right to receive one (1) Ordinary Share of Nexxen International Ltd., a company incorporated under the laws of the State of Israel (the “ <u>Company</u> ”).
ADS Ratio:	Two (2) Shares to one (1) ADS.
Depository:	Citibank, N.A.
Custodian of Deposited Securities:	Citibank, N.A. (London).
Deposit Agreement:	Deposit Agreement, dated as of June 22, 2021, by and among the Company, the Depository and all Holders and Beneficial Owners of ADSs issued thereunder.

*ADS CUSIP No. is provided as a convenience only and without any liability for accuracy.

To be counted, your Voting Instructions need to be received by the Depository prior to **10:00 a.m.** (New York City time) on **December 13, 2024.**

The Company has announced that the Meeting will be held at the date, time and location identified above. **A copy of the Company's Circular and Notice of General Meeting, with respect to the Meeting is noted on the Company's website at <https://www.nexxeninternational.com/investors>. The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g., an adjournment or cancellation of the Meeting, and change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://www.nexxeninternational.com/investors>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.**

Holders of ADSs wishing to give voting instructions to the Depository must sign, complete and return the enclosed Voting Instructions prior to the ADS Voting Instructions Deadline in the enclosed pre-addressed envelope.

The Depository has been advised by the Company that under the Articles of Association as in effect on the date of the Deposit Agreement, voting at any meeting of shareholders of the Company is by poll.

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs as of the ADS Record Date of voting instructions in the manner specified by the Depository, the Depository shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement, the Articles of Association and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs in accordance with such voting instructions.

Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depository from the Holder shall not be voted (except as otherwise contemplated in the Deposit Agreement). Neither the Depository nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depository nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated in the Deposit Agreement. If the Depository timely receives voting instructions from a Holder which fail to specify the manner in which the Depository is to vote the Deposited Securities represented by such Holder's ADSs, the Depository will deem such Holder to have instructed the Depository to vote in favor of the items set forth in such voting instructions. Notwithstanding anything else contained in the Deposit Agreement, the Depository shall, if so requested in writing by the Company, represent all Deposited Securities (whether or not voting instructions have been received in respect of such Deposited Securities from Holders as of the ADS Record Date) for the sole purpose of establishing quorum at a meeting of shareholders.

The information contained herein with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depository and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. The rights and obligations of Holders and Beneficial Owners of ADSs, the Company and the Depository are set forth in their entirety in the Deposit Agreement and summarized in the American Depositary Receipts. If you wish to receive a copy of the Deposit Agreement, please contact the Depository at the number set forth below.

If you have any questions, please contact Citibank, N.A. - ADR Shareholder Services at 1-877-CITI-ADR (1-877-248-4237).