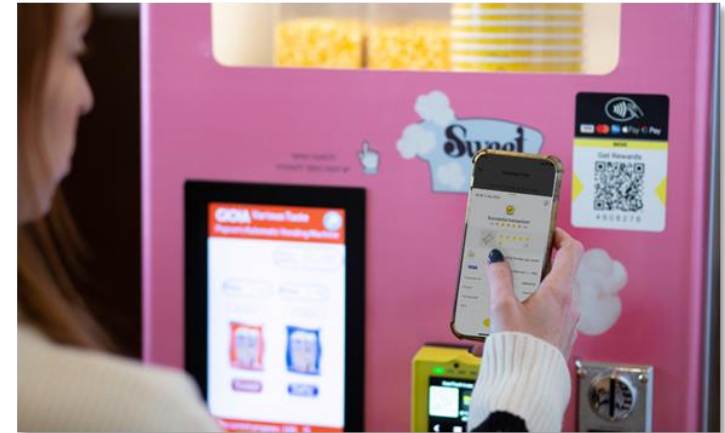


Nayax

Retail Pro International Acquisition Overview

Oct 30, 2023



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 - In addition to various operational metrics and financial measures in accordance with accounting principles generally accepted under International Financial Reporting Standards, or IFRS, this presentation contains Adjusted EBITDA, a non-IFRS financial measure, as a measure to evaluate our past results and future prospects. Please refer to the Appendix for a definition of Adjusted EBITDA and for a reconciliation of Adjusted EBITDA to net income (loss).
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Today's Speakers



Yair Nechmad
CEO and Co-Founder



Sagit Manor
CFO

Retail Pro International

Key Transaction Highlights

Transaction Details

- Enterprise Value of \$36.5 million on a cash-free debt-free basis
- Deferred revenue of \$2 million to be treated as a reduction to the deferred portion of purchase price
- Purchase for 100% of the company: (~\$20M) in cash at closing and the remainder (determined based on financial performance) paid over 3 years in either cash or equity as determined by Nayax
- Initial payment funded with committed bank financing

Financial Profile

- Given the targeted closing of Q4 2023, there is no anticipated material impact on Nayax 2023 revenue or Adjusted EBITDA
- FY 2022 for Retail Pro:
- Adj. Revenue⁽¹⁾ of ~\$14 million
 - Gross margin of ~80%
 - Adj. EBITDA⁽¹⁾ margin of 27%

Synergies

- Opportunities to deliver both revenue and cost synergies
- Immediately accretive to net income

Timing and Approval

- Anticipated to close in Q4 2023, subject to customary closing conditions
- No government approvals are expected to be needed
- Both company's Board of Directors have approved the transaction

(1) Adjusted for non-recurring marketing incentives and specific expense accruals. See reconciliation in the Appendix. Retail Pro's 2022 financials are unaudited, but will be audited prior to closing. Management does not expect material changes from the financials presented.



Strategic Highlights

Combines Powerful Retail POS & Payments Platform for Global Commerce

Strategic Rationale

**Nayax Global,
Integrated Payments**



**retailpro Global,
Retail POS**

Complementary and
Powerful
Combination

- Accelerates global expansion of Attended Retail
- Vast distribution network of over 80+ partner resellers
- Significant scale: 9,000+ Retail customers representing 56k+ stores with 150K+ licensed POS lanes in over 100 countries
- Opportunities for revenue and cost synergies
- Shared strategy and vision

Larger Total
Addressable
Market

- Combined solution using embedded payment answers wider retail market
- Larger take rate with enhanced complimentary solution
- Expansion opportunities across geographies and customer segmentation

Attractive Financial
Profile

- Solid top line growth and strong profitability
- High recurring revenues
- Diverse revenue sources

Retail Pro International At-A-Glance

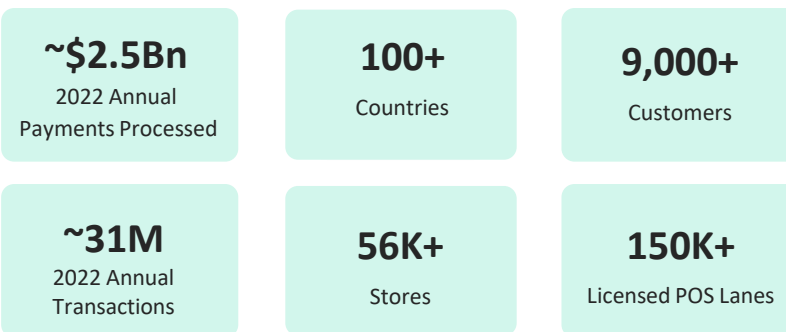
Retail Pro International

- Retail Pro has a 30+ year brand history as a global leader in retail Point of Sale (“POS”) software that management believes is recognized world-wide as a market leader for its rich functionality, multi-national capabilities, and unparalleled flexibility.
- Retail Pro offers an innovative retail software solution to help retailers not only accept payments but also optimize business operations and transform their customer experience with deep insights from integrated data.

Integrated Retail Technology Platform

- Intuitive POS software, customizable for on-brand UI and supported by robust APIs
- Deep store management functionality including store operations, back office and inventory management
- Comprehensive integrated data analytics, and robust pricing and promotions
- One software solution to support all channels and devices

Successful Global Footprint



Extensive Partner Ecosystem

Retail Pro has built deep relationships with partners across the globe and a successful go-to-market strategy that enables their global footprint without sacrificing critical product localization standards.

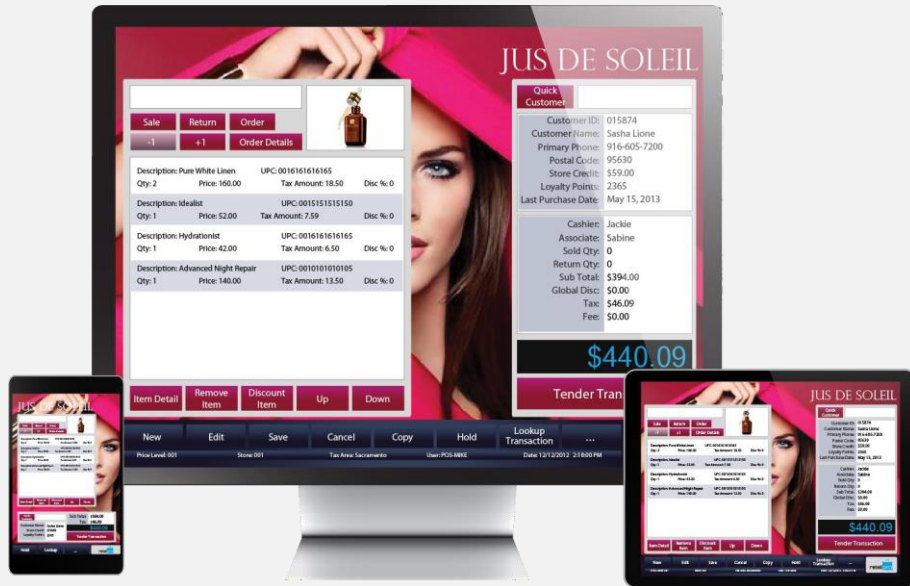
80+
Channel Partners

25+
Development Partners

20+
Alliance Partners

Retail Pro Full Product Suite For Every Retailer's Needs

Single Point of Truth for Inventory, Operations, and Customers



- Point of Sale
- Merchandising
- Customer Management
- Customer Intelligence
- Clienteling
- Store Operations
- Inventory Management
- Customer Loyalty
- Performance and KPI Reporting
- International Compliance

Retail Pro Robust Retail Platform

Brands Optimize Customer Experiences and Operations With Retail Pro



Data-Driven Operations

- End-to-end visibility of data
- Connected retail data
- Real-time communications
- Centralized control



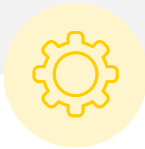
Premium Customer Experience

- Deep customer history
- Personalized marketing
- Customized engagement
- Integrated insights



Advanced Store Management

- Minimize stockouts and overstock
- Automated replenishment
- KPIs and flexible reporting
- Purchasing, receiving and transfers



End to End Integration

- Hundreds of ready-made integrations and plugins
- Ability to develop specific integrations and API connectivity



Efficient Checkout

- Customizable POS workflow
- Flexible print and email receipts
- Comprehensive sales, orders and returns



Connected System

- Back-office applications
- In-depth reporting and analytics
- Complex promotions

Combined Nayax and Retail Pro Go-To-Market Post Acquisition

Joint Offering for Retail Pro's Global Partners

- Collaboration as a combined business will enhance and diversify RPI's offerings
- Expanding RPI's distributors' addressable market with Nayax's different lines of product

Complete Solution for Retailer of all Sizes

- Easy to use, seamless solution for enterprise and SMBs.
- VAS for retailers including a marketing, loyalty and data platform.

Enhancing the Product Offering

- Transforming Retail Pro's self-checkout expertise and comprehensive solution.
- Formalizing an omnichannel experience with integrated payment options across all channels.

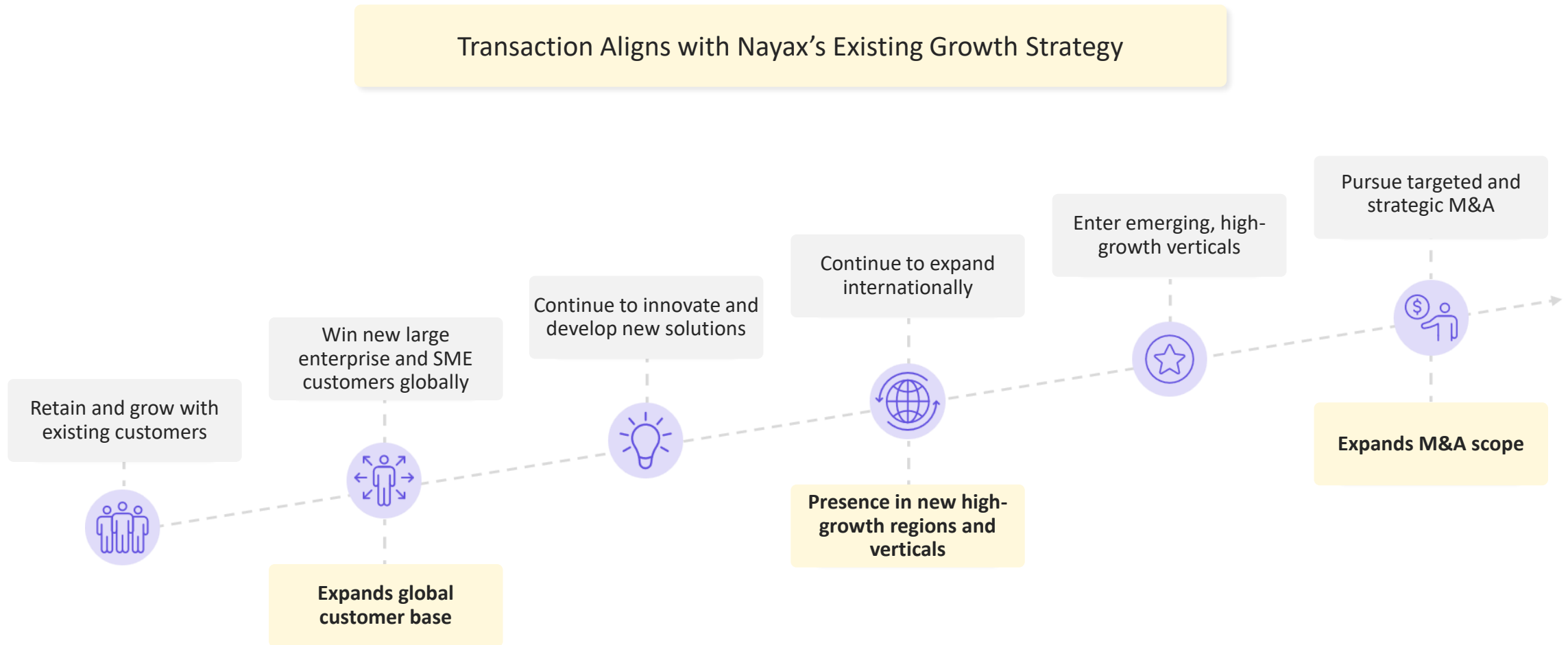
Expansion into New Verticals

- Expanding to diverse verticals
- A commitment to widening RPI market footprint
- Providing a full solution for customers with multiple verticals such as hospitality, C-Store and more

Expanding Distribution Channels

- Offerings will be made available through the distribution channels of both collaborating parties.
- Maximizing reach and accessibility.

Strategy for Sustained Long-term Growth



Four Pillars of Nayax's M&A and Investment Strategy

Built around profitable and strategic growth

Geography

- New regions / expansion within existing regions
- New customer lists
- Expansion of product reach

Channels

- Synergies from consolidation
- Direct access to strategic customers
- Regional efficiency

Technology

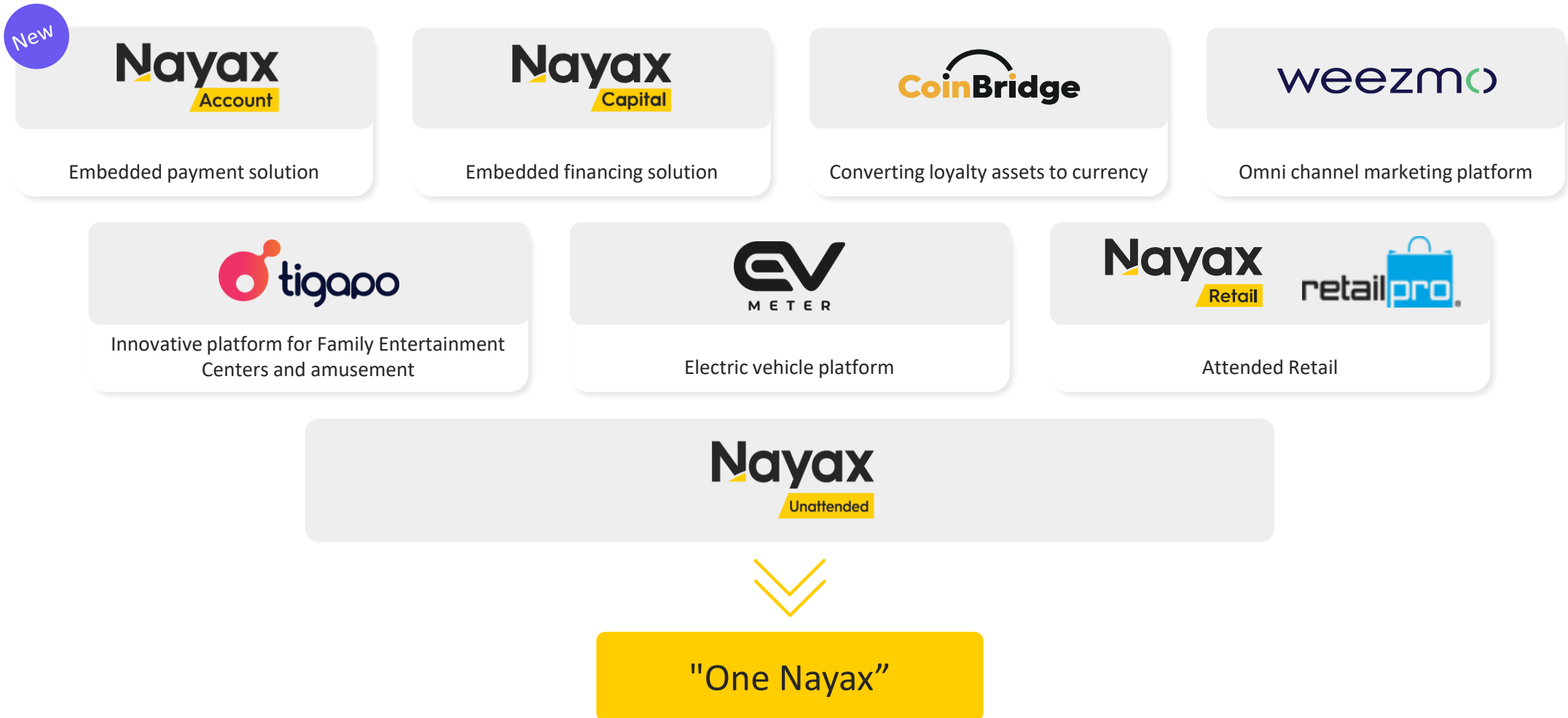
- Accretive tuck-in technologies
- Synergies from integration
- Accelerating growth engines

Strategic Minority Investment

- Commercial growth
- Guaranteed long-term contracts
- Co-development

"One Nayax" Strategy

Accelerates Execution of Growth Strategy

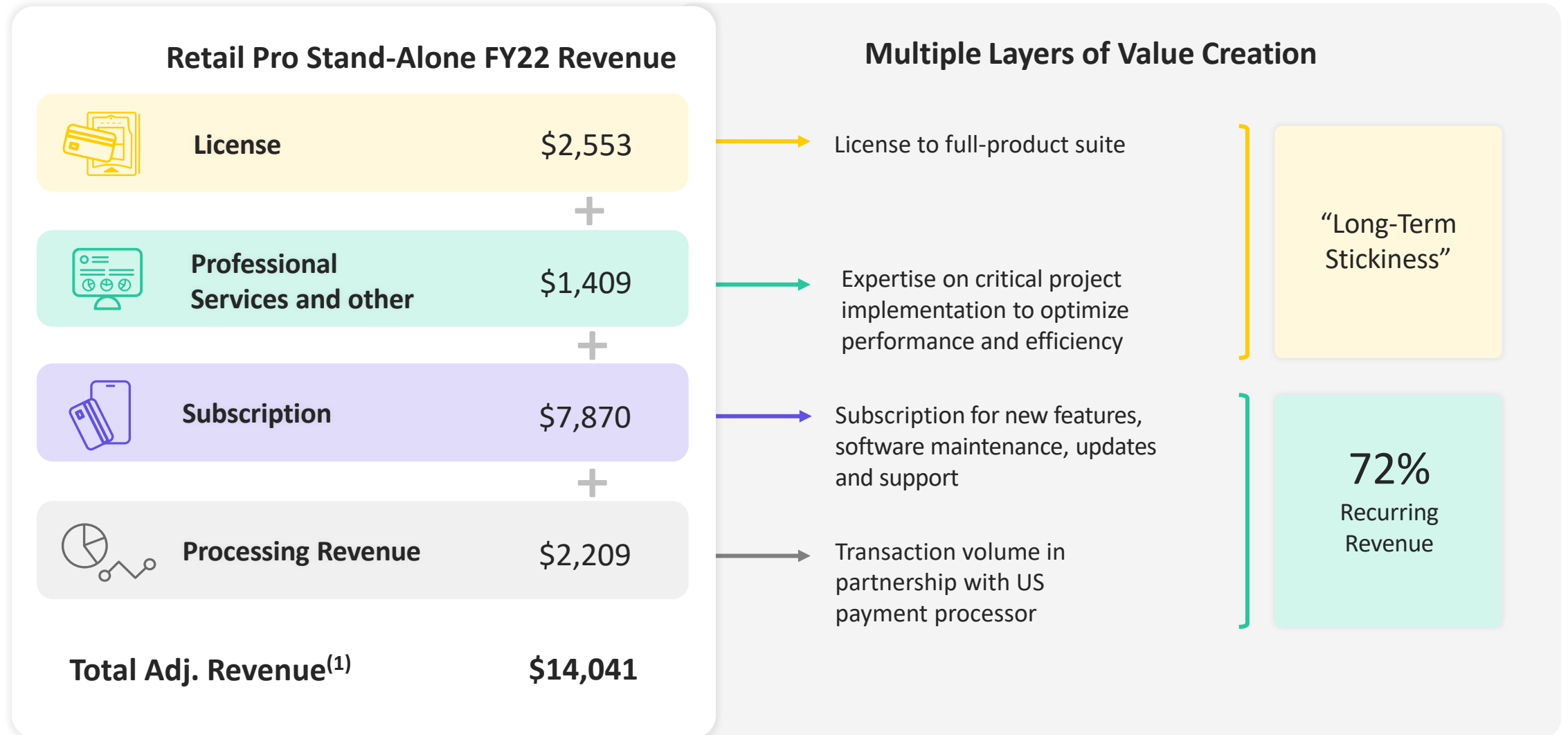




Financial Overview

Supports Nayax's Financial Profile

Retail Pro adds a diverse technology provider with attractive growth, profitability and cash flow generation at scale

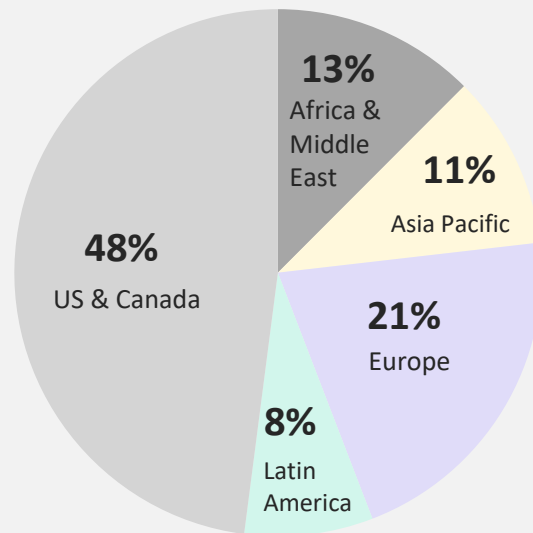


(1) Adjusted to exclude non-recurring marketing incentives. See reconciliation in the Appendix. Retail Pro's 2022 financials are unaudited, but will be audited prior to closing. Management does not expect material changes from the financials presented.

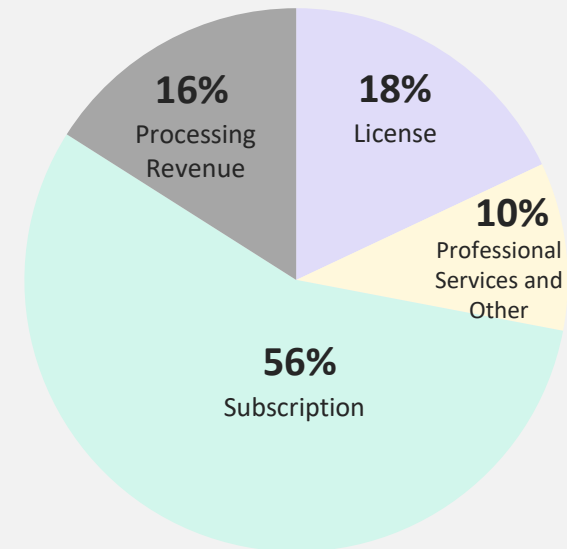
Diverse Business and Revenue Mix

Retail Pro Stand-Alone Fiscal Year 2022

Geographies ⁽¹⁾



Revenue Mix ⁽²⁾



(1) Geographies are based on unaudited FY 2022 billings. Retail Pro's customers are split between apparel, accessories, footwear, cosmetics, sportswear, and misc.

(2) Derived from page 15 adjusted revenues. Adjusted to exclude non-recurring marketing incentives. See reconciliation in the Appendix. Retail Pro's 2022 financials are unaudited, but will be audited prior to closing. Management does not expect material changes from the financials presented. Subscription includes revenue derived from software maintenance, updates and support services. Professional services and other revenue are mainly fees generated for performing value-added services, including consulting, training and implementation projects. Processing revenue is derived from an existing revenue share agreement with a US payment processor.



Appendix

GAAP to Non-GAAP

The following is a reconciliation of loss for the period, the most directly comparable IFRS financial measure, to Adjusted EBITDA for each of the periods indicated.

Retail Pro Stand-Alone Financials

(U.S. dollars in thousands)

FY 2022

Reported Revenue	14,656
Non-Recurring Marketing Incentive	(615)
Adjusted Revenue	14,041

Reported EBITDA	4,269
Non-Recurring Marketing Incentive	(615)
Expense Accrual Adjustment	116
Adjusted EBITDA	3,770

(1) Reconciliation based on US-GAAP. Management does not believe that conversion from US-GAAP to IFRS will result in material differences. Retail Pro's 2022 financials are unaudited, but will be audited prior to closing. Management does not expect material changes from the financials presented.



Nayax

Thank you!

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