UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November 2026

Commission file number: 001-41491

NAYAX LTD.
(Translation of registrant's name into English)

Arik Einstein Street, Bldg. B, 1st Floor
Herzliya 4659071, Israel
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

EXPLANATORY NOTE

On November 11, 2026, Nayax Ltd. (the "Company") issued a press release titled "Nayax Reports Third Quarter 2026 Results". A copy of the press release is furnished as Exhibit 99.1 hereto.

In addition, on November 11, 2026, the Company posted on its website a corporate presentation titled "Third Quarter 2026 Results". A copy of the presentation is furnished as Exhibit 99.2 hereto.

The information in this Form 6-K (including Exhibits 99.1 and 99.2 hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as set forth by specific reference in such a filing.

EXHIBIT INDEX

The following exhibits are furnished as part of this Form 6-K:

Exhibit	Description
99.1	Press Release titled "Nayax Reports Third Quarter 2026 Results" dated November 11, 2026
99.2	Corporate Presentation titled "Third Quarter 2026 Results" dated November 11, 2026

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAYAX LTD.

By: /s/ Gal Omer
Name: Gal Omer
Title: Chief Legal Officer

Date: November 11, 2026

Exhibit 99.1

Nayax Reports Third Quarter 2026 Results

Revenue of $128 million, revenue growth of 23%
Net loss of $1.1 million. Adjusted Net Income[(1)] of $14.1 million
Adjusted EBITDA[(1)] margin improved to 19%, reaching $24.2 million
Free cash flow[(1)] of $10 million, a conversion of 41%
Reaffirming original full-year 2026 guidance and raising outlook to include IPS Group acquisition

HERZLIYA, Israel, November 11, 2026 - Nayax Ltd. (Nasdaq: NYAX, TASE: NYAX), a global commerce payments and loyalty platform designed to help merchants scale their business, today announced its financial results for the third quarter ended September 30, 2026.

“Our third-quarter results demonstrated continued growth alongside improved margins, operating leverage and a return to positive free cash flow. Revenue grew 23%, gross margin hit a record 49.6%, and Adjusted EBITDA increased by more than 70% sequentially, all while we converted a 41% positive free cash flow. We completed the acquisition of IPS Group on October 1, 2026, expanding our platform into parking. Meanwhile, our new distribution partners are putting Nayax readers on more machines across more markets. With a strong Q4 order pipeline and IPS now contributing, we are well positioned for a strong finish to the year. As we move into 2027 and beyond, our focus shifts from investing to delivering, turning the partnerships and platforms we have built into recurring revenue and returns. We are still early in a long-term global shift, and Nayax is built to lead it,” commented Yair Nechmad, Nayax’s Co-Founder, Chief Executive Officer and Chairman of the Board.

(1) Organic Revenue, Adjusted EBITDA, Free Cash Flow, Adjusted OPEX and Adjusted Net Income are non-IFRS financial measures. Please refer to footnote 3 in the table below and the additional tables at the end of this press release for a reconciliation of Organic Revenue, Adjusted EBITDA, Free Cash Flow, Adjusted OPEX and Adjusted Net Income to the most directly comparable IFRS measure for each. The Company does not provide a reconciliation of forward-looking Adjusted EBITDA and Adjusted Net Income to IFRS net income (loss) due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation, in particular, because special items such as finance expenses and issuance and acquisition costs used to calculate projected net income (loss) can vary dramatically based on actual events. Therefore, the Company is not able to forecast on an IFRS basis with reasonable certainty all deductions needed in order to provide an IFRS calculation of projected net income (loss) at this time. The amount of these deductions may be material and therefore could result in projected IFRS net income (loss) being materially different than projected Adjusted EBITDA and Adjusted Net Income (non-IFRS).

Third Quarter 2026 Financial Highlights

(All comparisons are relative to the third quarter and three-month period ended September 30, 2025, unless otherwise noted)

Revenue Summary	Q3 2026 ($M)	Q3 2025 ($M)	Growth (%)
Payment processing fees	58.9	47.7	23.5%
SaaS revenue	34.6	29.4	17.7%
Total recurring revenue [(1)]	**93.5**	**77.1**	**21.3%**
POS devices revenue [(2)]	**34.5**	**27.2**	**26.8%**
Total revenue [(3)]	**128.0**	**104.3**	**22.7%**

Margin Summary	Q3 2026	Q3 2025	Variance
Payment processing margin	41.6%	39.6%	+2.0%
SaaS margin	77.3%	76.3%	+1.0%
Total recurring margin	**54.8%**	**53.6%**	**+1.2%**
POS devices margin	**35.2%**	**37.0%**	**-1.8%**
Total margin	**49.6%**	**49.3%**	**+0.3%**

(1) Recurring revenue comprised of SaaS subscription revenue and payment processing fees.

(2) POS devices' revenue includes revenues derived from the sale of our hardware products and other revenue.

(3) Organic Revenue is a non-IFRS financial measure that we define as total revenue adjusted to exclude the revenue attributable to acquired businesses for a period of 12 months following their acquisition. Total revenue for Q3 2026 includes $6.6 million of revenues from recent acquisitions.

- Revenue increased 23% to $128 million from $104.3 million, driven by both new and existing customer expansion.
- Organic Revenue [(3)] growth year to date was 21%.
- Recurring revenue from SaaS and payment processing fees grew 21%, to $93.5 million and represented 73% of total revenue.
- POS devices revenue increased by 27% to $34.5 million with strong demand for our products across all market segments, especially our EV platform as we strengthen our position in this important long-term growth market and capture market share.

- Gross margin was 49.6%:
    - Recurring margin improved to 54.8% from 53.6%, driven mainly by processing margin improvement to 41.6% from 39.6% reflecting the ongoing benefits of renegotiated contracts with several bank acquirers and the Company's improved smart-routing capabilities. SaaS margin improved as well to 77.3% from 76.3%. Both processing and SaaS margins reflect the Company's growing scale.
    - Hardware margin was 35.2%, which was a significant improvement sequentially from this year's second quarter of 28.1% driven mainly by both a higher average selling price and a lower product cost of our VPOS Media product family.
- Operating income was $3.7 million compared to $7.8 million in last year's third quarter. This year's third quarter included stock-based compensation expenses of $6.2 million compared to $2.6 million in the prior year period. The increase is due to a new senior leadership stock-based incentive plan, that was initiated and disclosed last quarter.
- Net financial expenses increased to $4.2 million compared to $3.3 million in the prior-year period, primarily reflecting higher expenses due to FX and interest expense associated with the bond issuances completed in 2025.
- The Company reported a net loss of $1.1 million for the quarter, compared to net income of $3.5 million in the prior year period due to higher financial expenses and stock-based compensation.
- Basic loss per share for the quarter ended September 30, 2026 was $(0.028) per share. Basic and diluted earnings per share for the third quarter ended September 30, 2025, were $0.095 and $0.092, respectively.
- Weighted average number of basic and diluted shares for the third quarter of 2026 were 37,928,190 and 41,435,453, respectively compared to 37,102,759 and 38,451,507 for the third quarter of 2025.
- Adjusted OPEX for the quarter was $40 million, which was an improvement of more than $4 million sequentially compared to the second quarter and represented 31.2% of revenue. Most of the improvements were related to several cost reduction initiatives such as employee-related, marketing and IT expenses.
- Adjusted EBITDA increased 32.9% to $24.2 million from $18.2 million, representing 19% of revenue as we continue to drive margin expansion, improve productivity and operational efficiency across the organization. Adjusted EBITDA in the third quarter increased by more than 70% sequentially compared to the second quarter, which reflects the operating leverage of the business from both an improvement in overall gross margin as well as disciplined cost management.
- Adjusted net income for the quarter was $14.1 million, compared to adjusted net income of $10.2 million in the prior-year period.
- Basic and diluted adjusted net income per share was $0.372 and $0.341, respectively, for the third quarter of 2026 compared to $0.275 and $0.265, respectively, for the third quarter of 2025.
- Cash flow provided from operating activities for the third quarter was $18.1 million.
- Free Cash Flow for the third quarter was $10 million compared to $3.9 million in the prior-year quarter.
- As of September 30, 2026, cash, cash equivalents and short-term deposits totaled $453 million, while total short- and long-term debt stood at $491 million. Both include $150 million of bank loans to finance the IPS acquisition which was completed on October 1, 2026 for a total cash consideration of $350 million.

Third Quarter 2026 Operational Metric Highlights

Key Performance Indicators	Q3 2026	Q3 2025	Growth (%)
Total transaction value ($m)	2,213	1,763	25.5%
Number of processed transactions (millions)	839	736	14.0%
Take rate (payments) [4]	2.66%	2.71%	-0.05%
Managed and connected devices (thousands)	1,598	1,433	11.5%
Customers	130,800	109,600	19.3%
ARPU ($) [5]	255	230	10.9%

(4) Payment service providers typically take a percentage of every transaction in exchange for facilitating the movement of funds from the buyer to the seller. Take rate % (payments) is calculated by dividing the Company's processing revenue by the total dollar transaction value in the same quarter.

(5) Average revenue per unit (ARPU) is calculated using recurring revenue divided by the number of connected devices over a 12-month trailing period.

- Total transaction value grew by 25.5% to $2.2 billion.
- Number of processed transactions increased 14% to 839 million.
- Take rate was strong at 2.66%.
- The customer base grew 19.3% year over year to approximately 131,000, with approximately 5,400 new customers added in the third quarter of 2026.
- ARPU increased to $255, representing a 10.9% increase driven by the continued conversion of existing machines from cash payments to cashless payments, and our expansion into verticals with higher transaction values, such as EV charging, amusement facilities, and car washes.

Recent Business Highlights

- **Completed Acquisition of IPS Group.** Nayax completed its acquisition of IPS Group, a leading provider of payment-enabled smart parking technology. IPS brings a market-leading smart parking platform and an installed base of more than 250,000 parking spaces across the United States, Canada, the United Kingdom, and Ireland. Nayax will strengthen the platform with its global payments infrastructure and extend it internationally through its commercial presence in over 120 countries, starting with Continental Europe, while expanding Nayax's addressable cashless opportunity.
- **Announced a Distribution Partnership with Allied Electronics, Inc.** Through the partnership, Nayax Fuel's VPOS Media 5 outdoor payment solution will reach fuel retailers across the United States alongside Allied. Allied has served the retail petroleum industry since 1978, and its systems, including the NeXGen PRIME forecourt controller, operate at tens of thousands of locations nationwide. The partnership brings Nayax payment infrastructure to US fuel retailers through a partner they know and trust. Card payments now make up 81% of US pump transactions, up from 64% a decade ago, according to NACS.

- **Announced a Global Strategic Partnership with Getnet.** Together, Nayax and Getnet will bring integrated payment acceptance to operators of vending machines, EV chargers, self-service kiosks, and other unattended businesses across Latin America and Iberia. Nayax will roll out across Getnet's acquiring network, starting in Chile and expanding to Spain, Portugal, Brazil, Mexico, and Argentina. The partnership is expected to open new Latin American markets for Nayax and strengthens its regional presence.

- **Launched its Electric Mobility Business in Brazil**. The VPOS Media 4 Mini lets drivers pay directly at the charger with cards and digital wallets. The terminal is certified by ABECS, which governs payment security in Brazil, and by Anatel, which covers connected devices. It is built for unattended outdoor sites and is available across Brazil.

2026 Financial Outlook

The Company is reaffirming its guidance for the full year, excluding IPS, of $510 million to $520 million, including organic revenue growth of 22% to 25%. IPS is expected to contribute approximately $20 million of revenue in the fourth quarter, therefore with IPS, the Company's revenue guidance is expected to be between $530 million and $540 million for the full year 2026.

Similarly, Adjusted EBITDA for the year is now expected to be approximately $90 million to $95 million, which again we are reaffirming our original guidance of $85 million to $90 million plus the expected contribution of approximately $5 million from IPS in the fourth quarter.

The Company continues to expect free cash flow conversion from Adjusted EBITDA of approximately 5% to 10% for the year, excluding the expected contribution of IPS. As stated last quarter, this primarily reflects accelerated investments the Company is making to support its long-term growth initiatives. The areas of investment are in financial services including lending, installment and issuing capabilities, as well as capturing market share in the EV charging space, and securing sourcing of key components and costs.

Mid-term Outlook

With respect to Nayax's mid-term 2028 outlook, which was introduced shortly after its IPO in 2021, the Company continues to make measurable progress. The framework includes revenue of $1.0 billion driven by a combination of organic growth and strategic M&A, gross margin of 50%, and Adjusted EBITDA margin of 30%, as we continue to drive high margin recurring revenues and operational efficiency.

It is noted that the financial outlook provided by Nayax constitutes forward-looking information within the meaning of applicable securities laws and is based on a number of assumptions and subject to a number of risks and is current as of today. Unless required by law, Nayax has no obligation to update its guidance. Please see the cautionary note regarding forward-looking statements below.

Investor Conference Calls

Nayax will host two conference calls to discuss its results later today, November 11, 2026. The first will be in English for international investors and the second in Hebrew for Israel-based investors to discuss its third quarter 2026 results.

The conference call in English will be held at: 8:30 a.m. Eastern Time / 3:30 p.m. Israel Time / 5:30 a.m. Pacific Time. The conference call in Hebrew will be held at: 10:00 a.m. Eastern Time / 5:00 p.m. Israel time / 7:00 a.m. Pacific Time.

Participating in the calls will be Yair Nechmad, Chief Executive Officer, Sagit Manor, Chief Financial Officer, and Aaron Greenberg, Chief Strategy Officer.

For the conference call in English, Nayax encourages participants to pre-register using the link below. Those who pre-register will be given a unique PIN to gain immediate access to the call, bypassing the live operator. Participants may pre-register any time, including up to and after the call/webcast start time. Participants will immediately receive an online confirmation, an email with the dial in number and a calendar invitation for the event.

To pre-register, go to:

http://services.incommconferencing.com/DiamondPassRegistration/register?confirmationNumber=13763495&linkSecurityString=1f59a992e1

For those who are unable to pre-register, kindly join the conference call/webcast by using one of the dial-in numbers or clicking the webcast link below.

- U.S. TOLL-FREE: 1-877-737-7051
- ISRAEL TOLL-FREE: 1-809-455-690
- INTERNATIONAL: 1-201-689-8878

WEBCAST LINK:

https://viavid.webcasts.com/starthere.jsp?ei=1780371&tp_key=7415856c81

Following the conference call, a replay will be available until November 25, 2026. To access the replay, please dial one of the following numbers:

- Replay TOLL-FREE: 1-844-512-2921
- Replay TOLL/INTERNATIONAL: 1-412-317-6671
- Access PIN: 13763495

An archive of the conference call will also be available on Nayax's Investor Relations website **Nayax - Investor Relations.**

To access the conference call/webcast in Hebrew, use the link:

https://events.teams.microsoft.com/event/5752d030-22bd-4ddb-9d73-e0386bfa4cf5@7a4ff859-325c-4962-8c3e-13258b1ee769?source=copyLinkLegacyShareEventDialog

About Nayax

Nayax is a global commerce enablement, payments and loyalty platform designed to help merchants scale their business. Nayax offers a complete solution including localized cashless payment acceptance, management suite, and loyalty tools, enabling merchants to conduct commerce anywhere, at any time. With foundations and global leadership in serving unattended retail, Nayax has transformed into a comprehensive solution focused on our customers' growth across multiple channels. As of September 30, 2026, Nayax has 13 global offices, approximately 1,200 employees, connections to more than 80 merchant acquirers and payment method integrations and is globally recognized as a payment facilitator. Nayax's mission is to improve our customers' revenue potential and operational efficiency — effectively and simply. For more information, please visit www.nayax.com.

Public Relations Contact:
Scott Gamm
Strategy Voice Associates
Scott@strategyvoiceassociates.com

Investor Relations Contact:
Aaron Greenberg
Chief Strategy Officer
IR@nayax.com

Forward-Looking Statements

This press release contains statements that constitute forward-looking statements. Many of the forward-looking statements contained in this press release can be identified by the use of forward-looking words such as "anticipate," "believe," "could," "expect," "should," "plan," "intend," "estimate" and "potential," among others. Forward-looking statements include, but are not limited to, statements regarding our intent, belief or current expectations, such as statements in this press release regarding our financial outlook, future business prospects and the impact of recent acquisitions or partnerships published by the Company. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. Such statements are subject to risks and uncertainties, and actual results may differ materially from those expressed or implied in the forward-looking statements due to various factors, including, but not limited to: our expectations regarding general market conditions, including as a result of global economic trends; changes in consumer tastes and preferences; fluctuations in inflation, interest rate and exchange rates in the global economic environment; the availability of qualified personnel and the ability to retain such personnel; changes in commodity costs, labor, distribution and other operating costs; our ability to implement our growth strategy; changes in government regulation and tax matters; other factors that may affect our financial condition, liquidity and results of operations; general economic, political, demographic and business conditions in Israel; the success of operating initiatives, including advertising and promotional efforts and new product and concept development by us and our competitors; and other risk factors discussed under "Risk Factors" in our annual report on Form 20-F filed with the SEC on March 9, 2026 (our "Annual Report"). The preceding list is not intended to be an exhaustive list of all of our forward-looking statements. The forward-looking statements are based on our beliefs, assumptions and expectations of future performance, taking into account the information currently available to us. These statements are only estimates based upon our current expectations and projections about future events. There are important factors that could cause our actual results, levels of activity, performance or achievements to differ materially from the results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the risks provided under "Risk Factors" in our Annual Report. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Each forward-looking statement speaks only as of the date of the particular statement. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason, to conform these statements to actual results or to changes in our expectations.

Use of Non-IFRS Financial Information

In addition to various operational metrics and financial measures in accordance with accounting principles generally accepted under International Financial Reporting Standards, or IFRS, this press release contains financial metrics presented on a constant currency basis as well as Adjusted EBITDA and Free Cash Flow, each of which are non-IFRS financial measures, as a measure to evaluate our past results and future prospects.

Constant Currency

Nayax presents constant currency information to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency rate fluctuations. Future expected results for transactions in currencies other than United States dollars are converted into United States dollars using the exchange rates in effect in the last month of the reporting period. Nayax provides this financial information to aid investors in better understanding our performance. The constant currency financial measures presented in this release should not be considered as a substitute for, or superior to, the measures of financial performance prepared in accordance with IFRS.

The Company cannot provide expected net income without unreasonable effort because certain items that impact net income are out of the Company's control and/or cannot be reasonably predicted at this time, of which unavailable information could have a significant impact on the Company's IFRS financial results.

Organic Revenue

Organic Revenue is a non-IFRS financial measure that we define as total revenue adjusted to exclude the revenue attributable to acquired businesses for a period of 12 months following their acquisition. This measure helps provide insight on organic and acquisition-related growth and presents useful information about comparable revenue growth.

Free Cash Flow

Free Cash Flow is a non-IFRS financial measure that we define as net cash provided from operating activities minus capitalized development costs and acquisition of property and equipment. A reconciliation is provided at the end of this press release for Free Cash Flow to Net cash provided from operating activities, the most directly comparable financial measure prepared in accordance with IFRS.

Adjusted OPEX

Adjusted OPEX is a non-IFRS financial measure that we define as total OPEX excluding stock based compensation, depreciation and amortization and other expenses.

Adjusted EBITDA

Adjusted EBITDA is a non-IFRS financial measure that we define as loss for the period excluding finance expenses, tax expense (benefit), depreciation and amortization, share-based compensation costs, non-recurring issuance and acquisition costs, our share in losses of associates accounted for by the equity method and other expenses.

We present Adjusted EBITDA in this press release because it is a measure that our management and board of directors utilize as a measure to evaluate our operating performance and for internal planning and forecasting purposes. Accordingly, we believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

We believe that Adjusted EBITDA, when taken collectively with financial measures prepared in accordance with IFRS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies because it provides consistency and comparability with past financial performance. However, our management does not consider this non-IFRS measure in isolation or as an alternative to financial measures determined in accordance with IFRS.

Adjusted EBITDA is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with IFRS. Adjusted EBITDA may be different from similarly titled measures used by other companies. The principal limitation of Adjusted EBITDA is that it excludes significant expenses that are required by IFRS to be recorded in our financial statements, as further detailed above. In addition, it is subject to inherent limitations as it reflects the exercise of judgment by management about which expenses are excluded or included in determining Adjusted EBITDA.

A reconciliation is provided at the end of this press release for Adjusted EBITDA to net profit or loss, the most directly comparable financial measure prepared in accordance with IFRS. Investors are encouraged to review net loss and the reconciliation to Adjusted EBITDA included below and to not rely on any single financial measure to evaluate our business.

Adjusted Net Income

Adjusted Net Income is a non-IFRS financial measure that we define as the net income or loss for the period, plus share-based compensation costs, one time and non-recurring items cost such as restructuring and M&A costs, amortization of acquired intangibles and gains or losses on equity investments, and other expenses.

Other Financial Metrics - Dollar-based net retention rate

Measured as a percentage of Recurring Revenue from returning customers in a given period as compared to the Recurring Revenue from such customers in the prior period, which reflects the increase in revenue and the rate of losses from customer churn.

NAYAX LTD

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	September 30 2026	December 31 2025
	U.S. dollars in thousands	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	452,072	319,538
Restricted cash transferable to customers for processing activity	111,943	91,965
Short-term bank deposits	1,245	1,171
Receivables in respect of processing activity	48,215	47,865
Trade receivable, net	114,312	103,975
Inventory	31,896	28,594
Other current assets	44,248	27,056
Total current assets	803,931	620,164
NON-CURRENT ASSETS:		
Long-term bank deposits	216	211
Other long-term assets	9,167	8,596
Right-of-use assets, net	11,011	8,911
Property and equipment, net	22,406	20,362
Goodwill and intangible assets, net	206,885	190,493
Deferred income tax assets	4,860	3,901
Total non-current assets	254,545	232,474
TOTAL ASSETS	1,058,476	852,638

NAYAX LTD

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	September 30 2026	December 31 2025
	U.S. dollars in thousands	
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Short-term bank credit and short-term loan	156,053	-
Current maturities of long-term bank loans	3,220	3,220
Current maturities of debentures	32,874	-
Current maturities of other long-term liabilities	2,904	5,538
Current maturities of leases liabilities	4,324	3,474
Payables in respect of processing activity	212,287	180,795
Trade payables	19,516	29,370
Other payables	52,083	52,021
Total current liabilities	483,261	274,418
NON-CURRENT LIABILITIES:		
Long-term bank loans	8,050	10,465
Other long-term liabilities	3,379	9,329
Debentures	290,838	314,064
Lease liabilities	7,641	6,402
Deferred income taxes	8,669	6,945
Total non-current liabilities	318,577	347,205
TOTAL LIABILITIES	801,838	621,623
EQUITY:		
Shareholders Equity:		
Share capital	9	9
Additional paid in capital	254,492	242,759
Capital reserves	12,355	7,882
Accumulated deficit	(10,218)	(19,635)
TOTAL EQUITY	256,638	231,015
TOTAL LIABILITIES AND EQUITY	1,058,476	852,638

NAYAX LTD

CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS (UNAUDITED)

	Nine months ended September 30		Three months ended September 30	
	2026	2025	2026	2025
	U.S. dollars in thousands (Excluding Profit per share data)			
Revenues	357,483	280,979	128,037	104,280
Cost of revenues	(184,306)	(143,542)	(64,581)	(52,914)
Gross Profit	173,177	137,437	63,456	51,366
Research and development expenses	(27,800)	(23,705)	(9,190)	(8,821)
Selling, general and administrative expenses	(126,646)	(88,766)	(41,390)	(30,007)
Depreciation and amortization in respect of technology and capitalized development costs	(11,992)	(10,428)	(4,113)	(3,926)
Other income (expenses)	(5,558)	10,944	(5,065)	(766)
Share of losses of equity method investees	-	(226)	-	-
Operating Income	1,181	25,256	3,698	7,846
Financial Income	9,191	8,461	1,796	1,685
Financial Expense	(18,586)	(9,761)	(5,986)	(4,962)
Profit (loss) before taxes on income	(8,214)	23,956	(492)	4,569
Tax expenses	(1,699)	(1,611)	(584)	(1,032)
Profit (loss) for the period	(9,913)	22,345	(1,076)	3,537
Earnings per share attributed to shareholders of the Company:				
Basic earnings (loss) per share	(0.263)	0.605	(0.028)	0.095
Diluted earnings (loss) per share	(0.263)	0.584	(0.028)	0.092

NAYAX LTD

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Nine months ended September 30		Three months ended September 30	
	2026	2025	2026	2025
	U.S. dollars in thousands			
Profit (loss) for the period	(9,913)	22,345	(1,076)	3,537
Other comprehensive income (loss) for the period:				
Items that may be reclassified to profit or loss:				
Gain from translation of financial statements of foreign operations	284	852	688	323
Gain (loss) on cash flow hedges	4,189	1,383	166	(650)
Total other comprehensive income (loss) for the period	4,473	2,235	854	(327)
Total comprehensive income (loss) for the period	(5,440)	24,580	(222)	3,210

NAYAX LTD

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

	Share capital	Additional paid in capital	Remeasurement of post-employment benefit obligations	Other capital reserves	Foreign currency translation reserve	Accumulated deficit	Total equity
	U.S. dollars in thousands						
Balance as of January 1, 2025 (audited)	9	220,715	463	9,973	(2,604)	(63,311)	165,245
Changes in the nine months ended September 30, 2025:							
Profit for the period	-	-	-	-	-	22,345	22,345
Issuance of warrants, net	-	5,706	-	-	-	-	5,706
Issuance of options due acquisition	-	1,222	-	-	-	-	1,222
Other comprehensive income for the period	-	-	-	1,383	852	-	2,235
Employee options exercised and vesting of RSUs	*	3,580	-	-	-	-	3,580
Share-based payment	-	-	-	-	-	7,781	7,781
Balance as of September 30, 2025 (unaudited)	9	231,223	463	11,356	(1,752)	(33,185)	208,114
Balance as of January 1, 2026 (audited)	9	242,759	516	10,391	(3,025)	(19,635)	231,015
Changes in the nine months ended September 30, 2026:							
Loss for the period	-	-	-	-	-	(9,913)	(9,913)
Other comprehensive income for the period	-	-	-	4,189	284	-	4,473
Employee options exercised and vesting of RSUs	*	11,733	-	-	-	-	11,733
Share-based payment	-	-	-	-	-	19,330	19,330
Balance as of September 30, 2026 (unaudited)	9	254,492	516	14,580	(2,741)	(10,218)	256,638

(*) Presents an amount less than $1 thousand.

NAYAX LTD

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

	Share capital	Additional paid in capital	Remeasurement of post-employment benefit obligations	Other capital reserves	Foreign currency translation reserve	Accumulated deficit	Total equity
				U.S. dollars in thousands			
Balance as of June 30, 2025 (unaudited)	9	230,733	463	12,006	(2,075)	(39,649)	201,487
Changes in the three months ended September 30, 2025:							
Profit for the period	-	-	-	-	-	3,537	3,537
Other comprehensive income for the period	-	-	-	(650)	323	-	(327)
Employee options exercised and vesting of RSUs	*	490	-	-	-	-	490
Share-based payment	-	-	-	-	-	2,927	2,927
Balance as of September 30, 2025 (unaudited)	9	231,223	463	11,356	(1,752)	(33,185)	208,114
Balance as of June 30, 2026 (unaudited)	9	245,823	516	14,414	(3,429)	(11,952)	245,381
Changes in the three months ended September 30, 2026:							
Loss for the period	-	-	-	-	-	(1,076)	(1,076)
Other comprehensive income for the period	-	-	-	166	688	-	854
Employee options exercised and vesting of RSUs	*	8,669	-	-	-	-	8,669
Share-based payment	-	-	-	-	-	2,810	2,810
Balance as of September 30, 2026 (unaudited)	9	254,492	516	14,580	(2,741)	(10,218)	256,638

(*) Presents an amount less than $1 thousand.

NAYAX LTD

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine months ended September 30		Three months ended September 30	
	2026	2025	2026	2025
	U.S. dollars in thousands			
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net profit (loss) for the period	(9,913)	22,345	(1,076)	3,537
Adjustments required to reflect the cash flow from operating activities (see Appendix A)	30,312	2,352	19,156	6,925
Net cash provided by operating activities	20,399	24,697	18,080	10,462
CASH FLOWS FROM INVESTING ACTIVITIES:				
Capitalized development costs	(24,345)	(17,025)	(7,181)	(4,537)
Acquisition of property and equipment	(5,142)	(3,977)	(851)	(2,071)
Loans granted to related companies and others	(493)	(2,062)	(1,301)	-
Decrease (Increase) in bank deposits	(1,000)	4,926	(1,000)	(4,080)
Interest received	8,354	4,382	2,705	1,509
Investments in financial assets and other assets	(270)	(5,000)	-	-
Proceeds from sub-lessee	-	22	-	-
Payments for acquisitions of subsidiaries, net of cash acquired	-	(15,541)	-	-
Payment of deferred consideration and contingent liability due consideration of subsidiary acquisition	(15,161)	(8,287)	(9,635)	(2,768)
Net cash used in investing activities	(38,057)	(42,562)	(17,263)	(11,947)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from issue of debentures and warrants, net	-	132,941	-	-
Interest paid	(20,254)	(6,806)	(10,084)	(5,208)
Changes in short-term bank credit and short-term loan	156,053	(26,000)	156,053	-
Repayment of long-term bank loans	(2,415)	(7,884)	(805)	(805)
Repayment of other long-term liabilities	-	(1,000)	-	-
Employee options exercised	12,197	4,067	9,041	1,387
Principal lease payments	(2,897)	(2,200)	(973)	(767)
Net cash provided by (used in) financing activities	142,684	93,118	153,232	(5,393)
Increase (Decrease) in cash and cash equivalents	125,026	75,253	154,049	(6,878)
Balance of cash and cash equivalents at beginning of period	319,538	83,130	302,827	172,267
Gains (losses) from exchange differences on cash and cash equivalents	6,511	8,663	(4,926)	1,774
Gains from translation of cash and cash equivalents of foreign operation	997	248	122	131
Balance of cash and cash equivalents at end of period	452,072	167,294	452,072	167,294

NAYAX LTD

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine months ended September 30		Three months ended September 30	
	2026	2025	2026	2025
	U.S. dollars in thousands			
Appendix A – adjustments to reconcile net profit (loss) to net cash provided by operations:				
Adjustments in respect of:				
Depreciation and amortization	23,804	18,565	9,055	6,830
Post-employment benefit obligations, net	(53)	45	(81)	10
Deferred taxes	(2,186)	(1,569)	(663)	(497)
Finance expenses, net	8,103	5,371	3,725	1,690
Income from gaining control in subsidiary	-	(12,152)	-	-
Expenses related to employee benefit	3,425	-	3,425	-
Share of loss of equity method investee	-	226	-	-
Long-term deferred income	(1,241)	144	(278)	39
Expenses in respect of share-based compensation	20,895	6,857	6,248	2,562
Total adjustments	52,747	17,487	21,431	10,634
Changes in operating asset and liability items:				
Decrease (Increase) in restricted cash transferable to customers for processing activity	(19,978)	(31,089)	17,970	(10,654)
Decrease (Increase) in receivables from processing activity	(350)	(15,553)	10,030	19,794
Increase in trade receivables	(9,744)	(9,328)	(389)	(5,033)
Increase in other current assets	(8,433)	(4,847)	126	(2,399)
Increase in inventory	(3,154)	(3,238)	(1,913)	(740)
Increase (Decrease) in payables in respect of processing activity	31,492	50,134	(20,430)	(7,078)
Increase (Decrease) in trade payables	(10,058)	(6,304)	(7,949)	1,386
Increase (Decrease) in other payables	(2,210)	5,090	280	1,015
Total changes in operating asset and liability items	(22,435)	(15,135)	(2,275)	(3,709)
Total adjustments required to reflect the cash flow from operating activities	30,312	2,352	19,156	6,925
Appendix B – Information regarding investing and financing activities not involving cash flows:				
Purchase of property and equipment on credit	197	154	-	-
Recognition of right-of-use assets through lease liabilities	4,900	117	3,679	117
Share based payments costs attributed to development activities, capitalized as intangible assets	2,373	924	500	365

IFRS to Non-IFRS Reconciliation

The following is a reconciliation of Net Income/(Loss) for the period, the most directly comparable IFRS financial measure, to **Adjusted EBITDA** for each of the periods indicated.

Quarter ended (U.S. dollars in thousands)		
	Sep 30, 2026	**Sep 30, 2025**
Net income/(loss) for the period	**(1,076)**	**3,537**
Finance expense, net	4,190	3,277
Income tax expense	584	1,032
Depreciation and amortization	9,055	6,830
EBITDA	**12,753**	**14,676**
Share-based payment costs	6,248	2,562
Employment benefit cost[(1)]	130	196
Other expenses[(2)]	5,065	766
Adjusted EBITDA	**24,196**	**18,200**

(1) Primarily other compensation arrangements provided to the shareholders of VMT

(2) Other Expenses for Q3 2025 are mainly payroll expenses due to restructuring. Other Expenses for Q3 2026 are mainly due to the amendment to the consideration related to VM Tecnologia acquisition

The following is a reconciliation of Net Income/(Loss) for the period, the most directly comparable IFRS financial measure, to **Adjusted Net Income** for each of the periods indicated.

Quarter ended (U.S. dollars in thousands)		
	Sep 30, 2026	**Sep 30, 2025**
Net income/(loss) for the period	**(1,076)**	**3,537**
Share-based payment costs	6,248	2,562
Employment benefit cost[(1)]	130	196
Other expense[(2)]	5,065	766
Amortization of acquired intangibles[(3)]	3,746	3,138
Adjusted net income for the period	**14,113**	**10,199**

(1) Primarily other compensation arrangements provided to the shareholders of VMT

(2) Other Expenses for Q3 2025 are mainly payroll expenses due to restructuring. Other Expenses for Q3 2026 are mainly due to the amendment to the consideration related to VM Tecnologia acquisition

(3) Includes deferred tax income related to amortization of acquired intangibles

The following is a reconciliation of Operating Cash for the period, the most directly comparable IFRS financial measure, to **Free Cash Flow** for each of the periods indicated.

Quarter ended (U.S. dollars in thousands)		
	Sep 30, 2026	**Sep 30, 2025**
Operating Cash	**18,080**	**10,462**
Capitalized development costs	(7,181)	(4,537)
Acquisition of property and equipment	(851)	(2,071)
Free Cash Flow	**10,048**	**3,854**

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

Quarter ended (U.S. dollars in thousands)		
	Sep 30, 2026	**Sep 30, 2025**
OPEX	**54,693**	**42,754**
Stock Based Compensation	(6,064)	(2,469)
Depreciation & Amortization	(8,578)	(6,472)
Employment Benefit Cost[(1)]	(130)	(196)
Adjusted OPEX	**39,921**	**33,617**

(1) Primarily other compensation arrangements provided to the shareholders of VM

Nayax

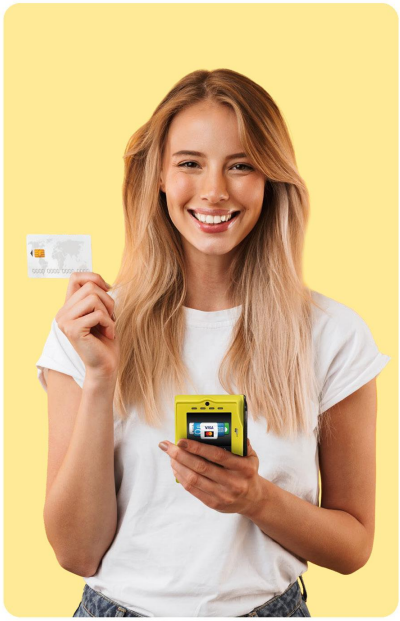
Third Quarter 2026 Results











November 11, 2026

Important Disclosure

Forward-looking statements, risk factors, and non-GAAP financial measures referenced in this presentation

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- This presentation includes projections, guidance, forecasts, estimates, assessments and other information pertaining to future events and/or matters, whose materialization is uncertain and is beyond the Company's control, and which constitute forward looking statements (within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Israeli Securities Law, 5728-1968). Many of the forward-looking statements contained in this presentation can be identified by the use of forward-looking words such as "anticipate," "believe," "could," "expect," "should," "plan," "intend," "estimate" and "potential," among others. Forward-looking statements include, but are not limited to, expectations and evaluations relating to the Company's business and financial targets and strategy, the integration of the Company's technology in various systems and industries, the advantages of the Company's existing and future products, timetables regarding completion of the Company's developments and the Company's intentions in relation to various industries, the Company's intentions in relation to the creation of collaborations and engagements in licensing agreements, production and distribution in various countries, and other statements regarding our intent, belief or current expectations. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. Such statements are subject to risks and uncertainties, and actual results may differ materially from those expressed or implied in the forward-looking statements due to various factors, including, but not limited to: our expectations regarding general market conditions, including as a result of global economic trends; changes in consumer tastes and preferences; fluctuations in inflation, interest rates and exchange rates in the global economic environment; the availability of qualified personnel and the ability to retain such personnel; changes in commodity costs, labor, distribution and other operating costs; our ability to implement our growth strategy; changes in government regulation and tax matters; political, demographic and business conditions in Israel; the success of operating initiatives, including advertising and promotional efforts and new product and concept development by us and our competitors; factors relating to acquisitions made by the Company, including our ability to effectively and efficiently integrate acquired businesses into our existing business; and other risk factors discussed under "Risk Factors" in our annual report on Form 20-F filed with the SEC on March 9 , 2026 (our "Annual Report"). The preceding list is not intended to be an exhaustive list of all of our forward-looking statements. The forward-looking statements are based on our beliefs, assumptions and expectations of future performance, taking into account the information currently available to us. These statements are only estimates based upon our current expectations and projections about future events. There are important factors that could cause our actual results, levels of activity, performance or achievements to differ materially from the results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the risks provided under "Risk Factors" in our Annual Report.

- You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Each forward-looking statement speaks only as of the date of the particular statement. Except as required by law, we undertake no obligation to update publicly any forward-looking statements provided in this presentation for any reason, to conform these statements to actual results or to changes in our expectations.

- In addition, the presentation includes data published by various bodies, and data provided to the Company in the framework of cooperation engagements, concerning the industry, competitive position and markets in which the Company operates, whose content was not independently verified by the Company, such that the Company is not responsible for the accuracy or completeness of such date or whether the data is up-to-date, and Company takes no responsibility for any reliance on such data.

- Management estimates contained in this presentation are derived from publicly available information released by independent industry analysts and other third-party sources, as well as data from the Company's internal research, and are based on assumptions made by the Company upon review of such data, and the Company's experience in, and knowledge of, the industry and markets in which the Company operates. Although the Company believes these management estimates are reasonable, projections, assumptions and estimates of the future performance of the industry in which the Company operates and the Company's future performance are necessarily subject to uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in the estimates made by independent parties and by the Company. Industry publications, research, surveys and studies generally state that the information they provide has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this presentation.

- 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, Free Cash Flow, Adjusted OPEX and Adjusted Net Income, each a non-IFRS financial measure provided to help evaluate our past results and future prospects. Please refer to the appendix for of this presentation for a definition of Adjusted EBITDA, Free Cash Flow, Adjusted OPEX and Adjusted Net Income as well as reconciliations of Adjusted EBITDA and Adjusted Net Income to net income (loss), Free Cash Flow to operating cash and Adjusted OPEX to OPEX.

- Due to the inherent difficulty in forecasting and quantifying the amounts of certain items that are necessary for such reconciliation, the Company is not able, without unreasonable effort, to provide a reconciliation of forward-looking Adjusted EBITDA and Adjusted Net Income to IFRS net income (loss), in particular because items such as finance expenses and issuance and acquisition costs used to calculate projected net income (loss) vary dramatically based on actual events. Therefore, the Company is not able to forecast on an IFRS basis with reasonable certainty all deductions needed in order to provide an IFRS calculation of projected net income (loss) at this time. The amount of these deductions may be material and therefore could result in projected IFRS net income (loss) being materially less than projected Adjusted EBITDA and Adjusted Net Income (non-IFRS).

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Today's Presenters



Yair Nechmad
CEO & Co-Founder



Sagit Manor
CFO

Global Platform - Multiple Verticals

Nayax provides payments, software, and consumer engagement solutions across a wide range of automated retail verticals



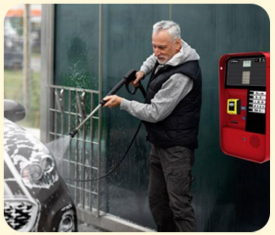
Vending



Fueling



Self-Service Kiosks



Car Wash & Air Vac



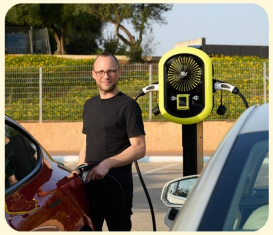
Restaurants



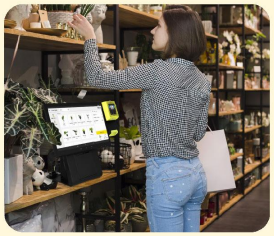
Massage Chair



Parking



EV Charging



Micro Markets



Laundromats



Amusement



Food & Beverages

Company Overview: Q3 2026

Revenue
Q3 25: $104.3M ▲22.7%
$128.0M

Recurring revenue
Q3 25: $77.1M ▲21.3%
$93.5M

Gross Margin
Q3 25: 49.3% ▲0.3pp
49.6%

Adj. EBITDA (1)
Q3 25: $18.2M ▲32.9%
$24.2M

Total transaction value
Q3 25: $1.8B ▲25.5%
$2.2B

Customers
Q3 25: 110K ▲19.3%
131K

Managed & connected devices
1.6M

$255
Annual ARPU (2)
Q3 25 $230 ▲10.9%

Dollar-based net retention rate (3)
119%

2.7%
Revenue Churn (4)

(1) Adjusted EBITDA is a non-IFRS financial measure. Please refer to the Appendix for a definition of Adjusted EBITDA and for a reconciliation of Adjusted EBITDA to the most directly comparable IFRS measure.
(2) Average revenue per unit is calculated using recurring revenue divided by the number of connected devices over a 12-month trailing period. Please refer to the Appendix for a definition of ARPU
(3) Net retention rate based on SaaS revenue and payment processing fees. Please refer to the Appendix for the definition of NRR
(4) Revenue Churn is a non-IFRS financial measure. Please refer to the Appendix for a definition of Revenue Churn.

Global Presence

USA · Canada · UK · Germany · Israel · Australia · China · Japan · South Africa · Brazil · New Zealand · Netherlands · Lithuania



1,200 No. of Employees

120+ Countries with devices

80+ Payment Methods

80+ Markets with distributors

50+ Currencies

35 Languages

Recent Business Highlights



Completed the acquisition of IPS Group, a leading smart parking technology provider. IPS brings two decades of field-proven technology and more than 250,000 parking spaces. Combined with Nayax's reach across more than 120 countries, it is expected to accelerate IPS's expansion into new markets, starting with Continental Europe, and give Nayax's existing customers access to a leading parking and curb management solution.



Announced a distribution partnership with Allied Electronics, Inc. Allied will offer Nayax Fuel's VPOS Media 5 outdoor payment solution to fuel retailers across the United States. Allied has served the retail petroleum industry since 1978, and its systems, including the NeXGen PRIME forecourt controller, operate at tens of thousands of locations nationwide. Card payments now represent 81% of transactions at the pump, up from 64% a decade ago.



Announced a global strategic partnership with Getnet. The agreement will enable operators of vending machines, EV chargers, self-service kiosks, and other automated self-service businesses to benefit from Nayax's payment technologies and Getnet's local acquiring network. Nayax is expecting to roll out across Getnet's acquiring network in Chile first, followed by Spain, Portugal, Brazil, Mexico, and Argentina. The partnership is expected to open key new Latin American markets for Nayax and strengthen its regional presence.



Launched its electric mobility business in Brazil. The VPOS Media 4 Mini lets drivers pay directly at the charger with cards and digital wallets. The terminal is certified by ABECS, which governs payment security in Brazil, and by Anatel, which covers connected devices. It is built for unattended outdoor sites and is available across Brazil.

What's Next?

Nayax Energy + Lynkwell : One Integrated EV Platform

Nayax Energy and Lynkwell now operate as one EV platform, with global payment infrastructure fused directly into the charging software stack, scaling deployment and winning marquee operators worldwide while running a leaner cost base.

One Integrated EV Business

Unified payments

Nayax's payment rails now run inside Lynkwell's software; e-commerce follows in 2H26.

Platform migration underway

First customers are already live; all customers move to Lynkwell software by 2027.

Leaner combined cost base

Combining the businesses cut redundancy, lowering headcount and keeping Energy below budget.

Deployment Pace

2x+ our pre-acquisition DC fast charger deployment rate.

Global Reach

New customers across a dozen+ countries in recent months.

Landing Marquee Operators

Winning leading CPOs in Israel, Australia, and a Netherlands tender.

White-Label Pipeline

White-label onboarding already booked into 2027.



Wherever you are in the EV Charging Journey - Nayax has what you need

IPS Group: creating a full-stack platform in smart parking

Acquisition completed October 1, 2026 | $350M all-cash | Immediately accretive

>$90M	>60%	~20%	~$21M	~80%	250k+
2026E revenue	Recurring revenue mix	2026E organic growth	2026E Adj. EBITDA	FCF conversion	Managed spaces · 550+ customers

Transaction terms

- **$350M** purchase price, cash-free / debt-free, payable entirely in cash
- **~17x** 2026E Adj. EBITDA; ~12x including >$8M run-rate synergies by 2029
- **Funding:** cash on hand plus ~$150M of new debt from Poalim Tech and First International Bank of Israel
- **Net leverage** ~3.8x at close, improving to below 3.0x by 2027
- **Leadership:** IPS management continues to lead from San Diego

Why IPS

- **+$85B** addressable cashless TPV, taking Nayax to $342B by 2029
- **Full-stack mobility:** Integrated parking, payments and EV charging, supporting municipalities' preference for a single provider
- **Synergies:** migrate $519M cashless volume to Nayax rails, EV charging cross-sell, cost savings
- **Expansion:** US, UK, Ireland, Canada today; Continental Europe next
- **Durable base:** municipal anchor customers, 8+ year average top-25 tenure

Pro forma 2026E ($M)

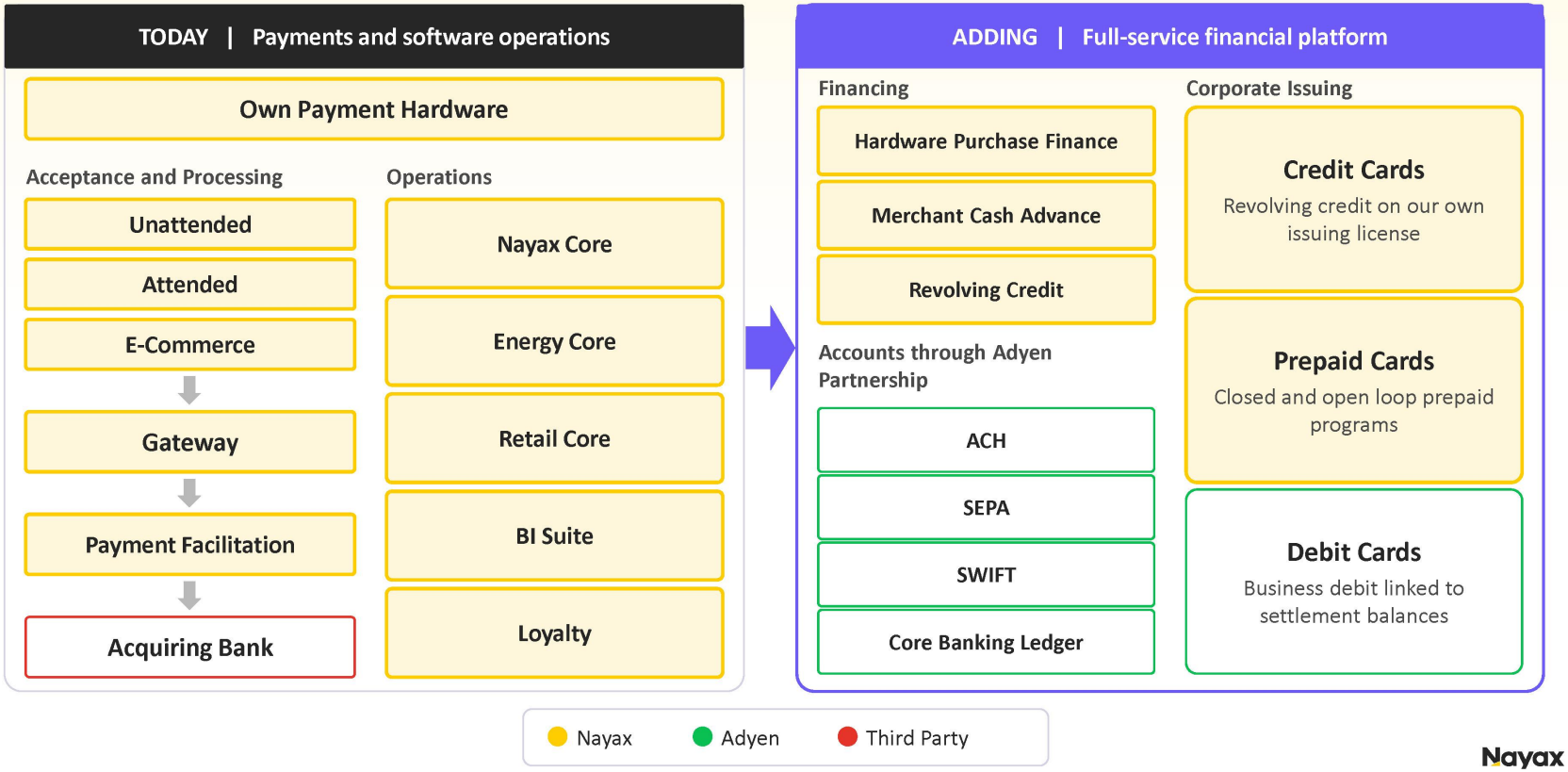
	Nayax guidance	IPS	Pro forma
Revenue	510–520	>90	**>600**
Adj. EBITDA	85–90	~21	**106–111**

- **Accretive** to gross margin, Adj. EBITDA margin, Adj. EPS and FCF conversion
- **Accelerates** progress toward 2028 targets: ~$1B revenue, 50% gross margin, 30% Adj. EBITDA margin
- **Q4 2026 contribution:** ~$20M revenue, ~ $5M Adj. EBITDA

Source: Nayax press release, Nayax Completes Acquisition of IPS Group (Oct 1, 2026)

Expanding Financial Services Across Our Customer Base

From payments and software operations to financing, issuing and banking, completed by the U.S. bank charter



Financial Performance & Outlook

Q3 2026 Key Highlights[1]

Strong growth

+22.7%
Revenue to $128.0M
Driven by new and existing customer expansion

21%
Organic revenue[2] growth
Year to date

$93.5M
Recurring revenue, +21.3%
73% of total revenue

KPIs

~131k
Customers
+19.3%

$2.2B
Transaction value
+25.5%

839M
Transactions
+14%

1.6M
Managed & connected devices
+11.5%

Profitability

49.6%
Gross margin
Up from 49.3% in Q3 2025

$24.2M
Adj. EBITDA[3], +32.9%
18.9% of revenue vs 17.5%

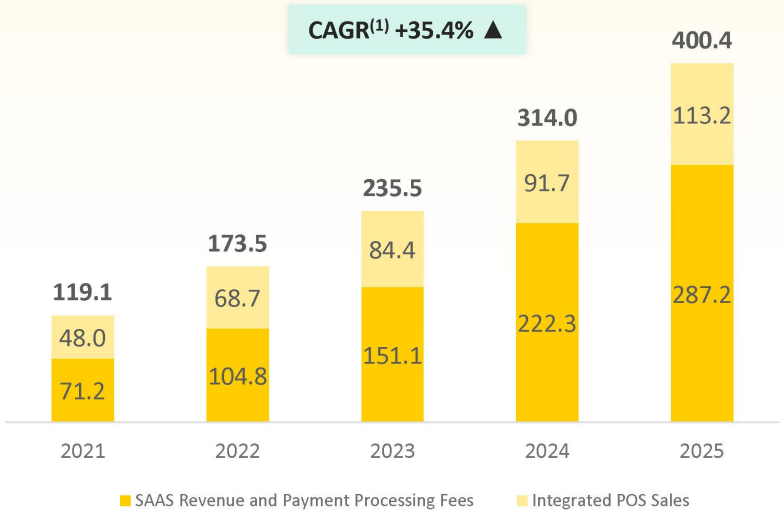
$14.1M
Adj. Net Income[4]
Up 38% from $10.2M

$10M
Free Cash Flow[5]
vs $3.9M in prior-year quarter

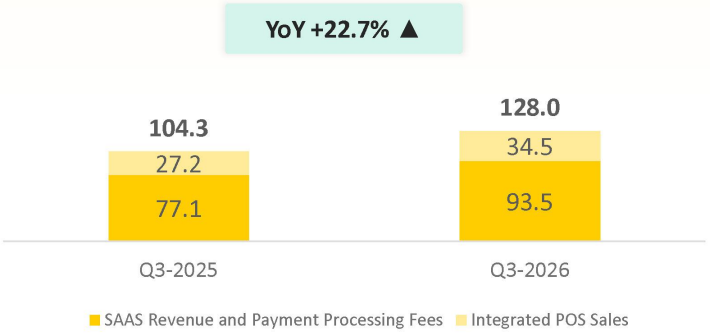
(1) All comparisons are relative to the third quarter and three-month period ended September 30, 2025 (the "prior year period").
(2) Organic Revenue is a non-IFRS financial measure that we define as total revenue adjusted to exclude the revenue attributable to acquired businesses for a period of 12 months following their acquisition. Q3 2026 includes $6.6 million of revenues from recent acquisitions. Please refer to the Appendix for a definition of Organic Revenue.
(3) Adjusted EBITDA is a non-IFRS financial measure. Please refer to the Appendix for a definition of Adjusted EBITDA and for a reconciliation of Adjusted EBITDA to the most directly comparable IFRS measure.
(4) Adjusted Net Income is a non-IFRS financial measure. Please refer to the Appendix for a definition of Adjusted Net Income and for a reconciliation of Net Income to the most directly comparable IFRS measure.
(5) Net cash provided from operating activities minus capitalized development costs and acquisition of property and equipment.

Recurring Revenue Supports Continued Growth

Annual Revenue ($M)



Quarterly Revenue ($M)



- 2025 revenue grew 28% to $400.4 million
- Recurring revenue represented 72% of total revenue

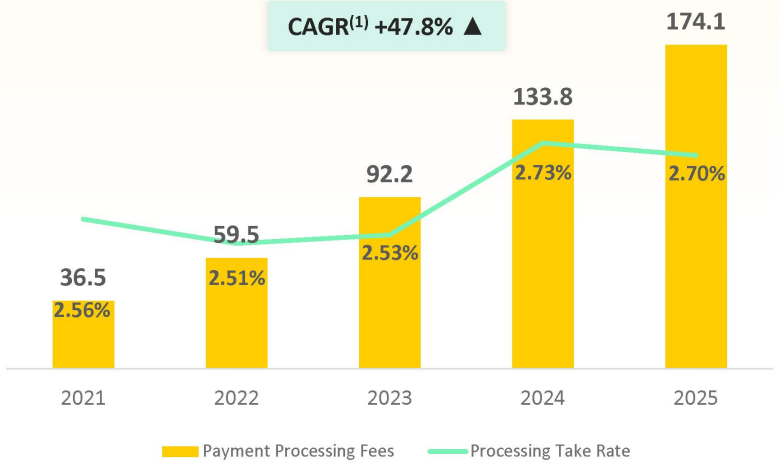
- **Strong Q3 2026 growth of 23%** YoY driven by both new and existing customer expansion, adding more than 5,400 customers this quarter
- **Organic revenue** (2) growth year to date was 21%
- **Recurring revenue** increased by 21.3% compared to Q3 2025 and represented 73% of our total revenue in Q3 2026
  - Payment processing fees increased 23.5%
  - SaaS revenue increased 17.7%

(1) CAGR 2025 v 2021
(2) Organic Revenue is a non-IFRS financial measure that we define as total revenue adjusted to exclude the revenue attributable to acquired businesses for a period of 12 months following their acquisition. Q3 2026 includes $6.6 million of revenues from recent acquisitions. Please refer to the Appendix for a definition of Organic Revenue.

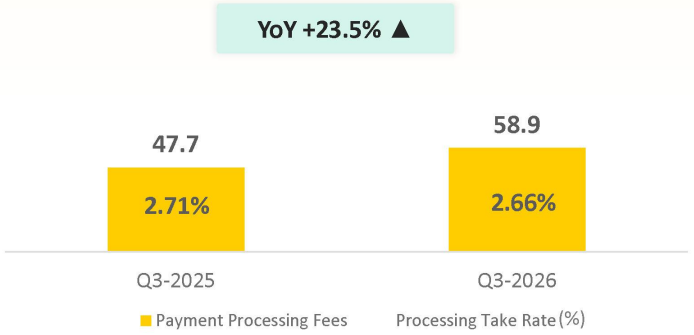
Higher Payment Volumes Drive Processing Revenue Growth

Driven by adding more devices and by increasing activity and monetization

Annual Processing Revenue ($M)



Quarterly Processing Revenue ($M)



- Payment processing fees increased by 30% YoY in 2025
- Processing take rate remained stable at approximately 2.7%
- Transaction value increased to $6.4 billion from $4.9 billion
- Number of transactions increased to 2.9 billion from 2.4 billion

23.5% increase in processing revenue as the market continues its cash-to-cashless conversion, driven by:

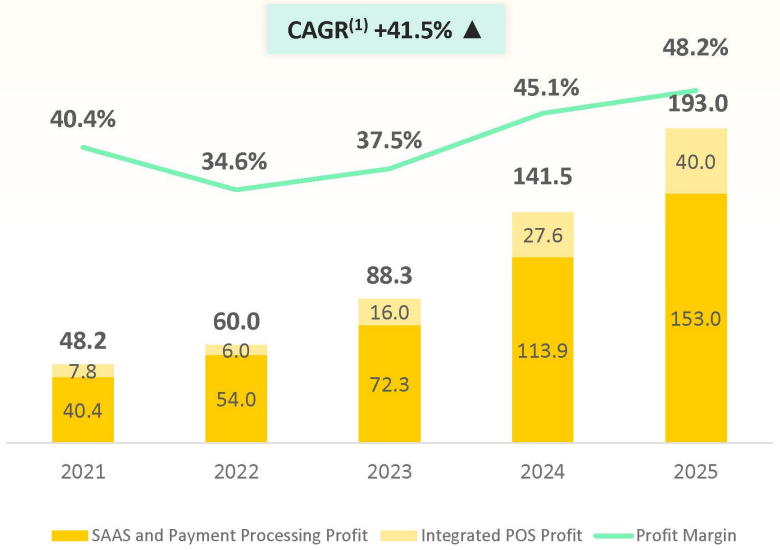
- 11.5% increase in our installed base of managed and connected devices
- 25.5% increase in dollar transaction value

(1) CAGR 2025 v 2021

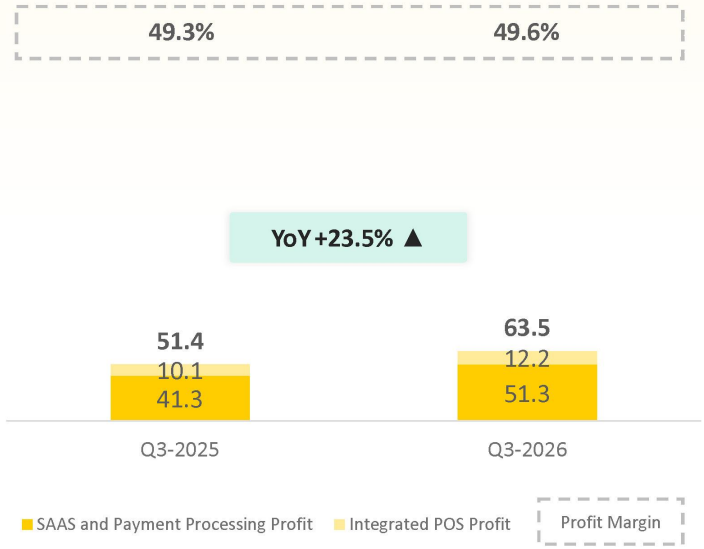
Recurring Revenue Mix drives High Gross Margin

More recurring revenue, at better economics, across an installed base that keeps growing

Annual Gross Profit ($M)



Quarterly Gross Profit ($M)



- Significant increase in gross margin to 48.2% from 45.1% driven by the improvement in operational efficiencies and continued streamlining of supply chain as well as the reduction in processing costs

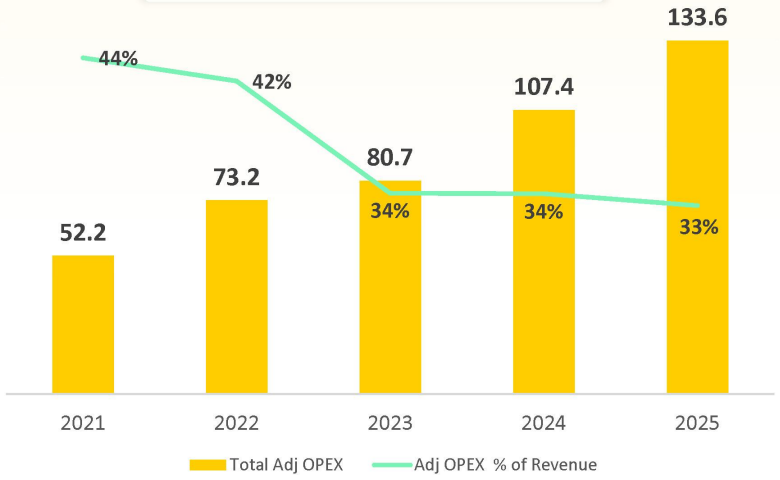
(1) CAGR 2025 v 2021

- Gross margin was 49.6%, up from 49.3% in Q3 2025, as higher recurring margins (54.8% vs 53.6%) outweighed lower POS devices margins (35.2% vs 37.0%). Sequentially, hardware margin was 35.2%, a significant improvement from Q2 2026 hardware margin of 28.1%

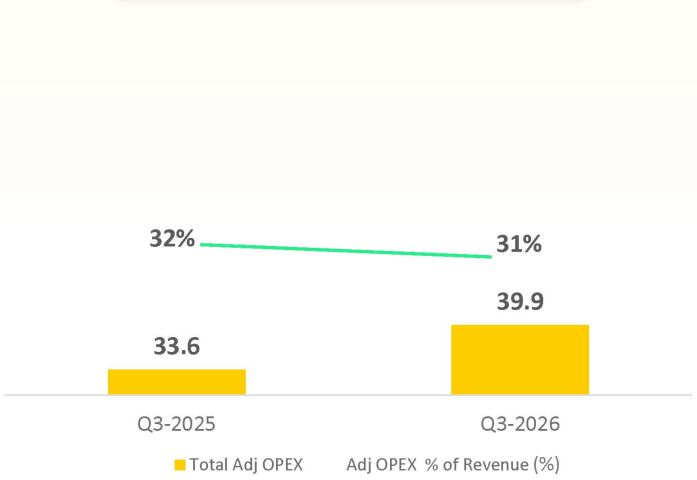
Continued Operating Leverage As Business Scales

Ongoing efficiency initiatives and disciplined cost management are turning growth into operating leverage

Annual Adjusted OPEX[(1)] ($M)



Quarterly Adjusted OPEX[(1)] ($M)



- Ongoing improvement in adjusted OPEX as a percentage of revenue to 33% reflects increasing operating leverage in the business

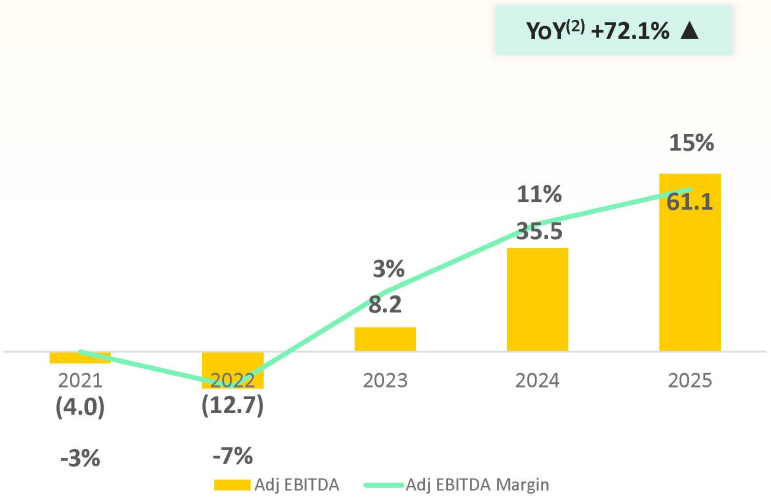
- Adjusted OPEX as a percentage of revenue improved to 31% from 32% in Q3 2025

(1) Adjusted OPEX is a non-IFRS financial measure. Please refer to the Appendix for a reconciliation of Adjusted OPEX to the most directly comparable IFRS measure.

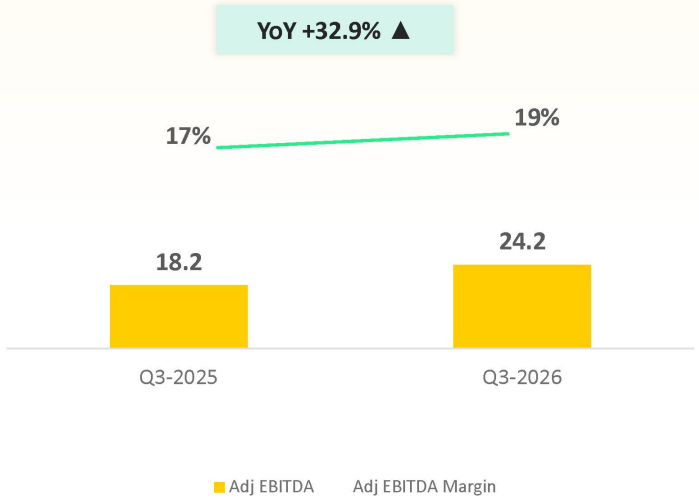
Adjusted EBITDA Growth Outpaces Revenue Growth

Operating leverage in action: margin expansion and cost discipline drive earnings faster than revenue

Annual Adj EBITDA[1] ($M)



Quarterly Adj EBITDA[1] ($M)



- Adjusted EBITDA of $61.1 million in 2025 increased significantly from $35.5 million in 2024. An impressive growth demonstrated by solid operating leverage as a result of profitable expansion, improving gross & operating margins, while strategically investing in growth opportunities

- Adjusted EBITDA increased 32.9% to $24.2 million, representing 19% of revenue compared to 17% in Q3 2025, as we continue to drive margin expansion, improve productivity and operational efficiency across the organization

(1) % Adjusted EBITDA out of revenue. Adjusted EBITDA is a non-IFRS financial measure. Please refer to the Appendix for a definition of Adjusted EBITDA and for a reconciliation of Adjusted EBITDA to the most directly comparable IFRS measure.
(2) Full year 2025 v full year 2024

Cash Generation and Investment Priorities

Positive Free Cash Flow in the Third Quarter

Q3 RESULT

$18.1M

Operating cash flow

Generated in the third quarter

Q3 RESULT

$10M

Free cash flow

41% conversion of Adjusted EBITDA

FULL-YEAR OUTLOOK

5–10%

FCF conversion of Adj. EBITDA

Excluding expected IPS contribution

Investment Priorities

01 Financial Services

- Continued Investment in lending, installment and issuing capabilities
- Lower investment expected in 2027 as focus shifts to adoption and revenue generation

02 EV Charging

- Capturing market share in the EV charging space
- Funding Lynkwell customers' deployments ahead of payments, incl. those following government grants

~$12M
funded YTD

~$5M
in Q3

03 Supply Chain

- Securing sourcing of key components and costs

2026 Outlook (1)

Continued growth & profitability expansion

Metric	Original Guidance	IPS Contribution (Q4)	FY 2026 Guidance (incl. IPS)
Revenue	$510m - $520m	~$20m	**$530m - $540m**
Organic Revenue (2)	22%-25%	—	**22%-25%**
Adjusted EBITDA (3)	$85m-$90m	~$5m	**$90m-$95m**
Free Cash Flow (4)	5%-10% conversion from Adj. EBITDA	—	**5%-10% conversion from Adj. EBITDA**

Guidance Assumptions

- Revenue guidance is inclusive of organic revenue growth of 22% to 25%
- Expected further improvement in profitability with adjusted EBITDA margin of around 17%
- Customer demand continues to be strong
- Assumes no material changes in macroeconomic conditions

(1) Due to the inherent difficulty in forecasting and quantifying the amounts of certain items that are necessary for such reconciliation, the Company is not able, without unreasonable effort, to provide a reconciliation of forward-looking Adjusted EBITDA to IFRS net income (loss), in particular because items such as finance expenses and issuance and acquisition costs used to calculate projected net income (loss) can vary dramatically based on actual events. Therefore, the Company is not able to forecast on an IFRS basis with reasonable certainty all deductions needed in order to provide an IFRS calculation of projected net income (loss) at this time. The amount of these deductions may be material and therefore could result in projected IFRS net income (loss) being materially different than projected Adjusted EBITDA (non-IFRS).
(2) Organic Revenue is a non-IFRS financial measure that we define as total revenue adjusted to exclude the revenue attributable to acquired businesses for a period of 12 months following their acquisition. Please refer to the Appendix for a definition of Organic Revenue.
(3) Adjusted EBITDA is a non-IFRS financial measure. Please refer to the Appendix for a definition of Adjusted EBITDA
(4) Free Cash Flow is a non-IFRS financial measure. Please refer to the Appendix for a definition of Free Cash Flow

Mid-term Outlook (1)

Revenue	**$1bn**
Gross Margin	**50%**
Adjusted EBITDA(2)	**30%**

2028 framework, includes $1 billion in revenue, driven by a combination of organic growth and strategic M&A, 50% gross margin, and 30% adjusted EBITDA margin. The increasing share of recurring revenue, the continued growth in ARPU, and the discipline around operating expenses all support the trajectory towards our long-term profile. These targets reflect the long-term fly wheel power of our business model as it scales, and the expected operating leverage which remain consistent with the framework we outlined

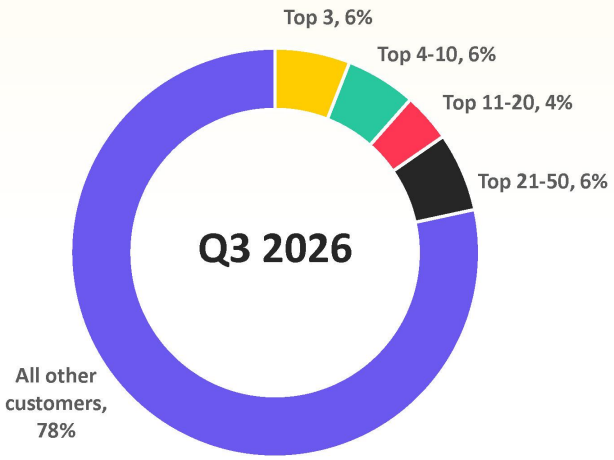
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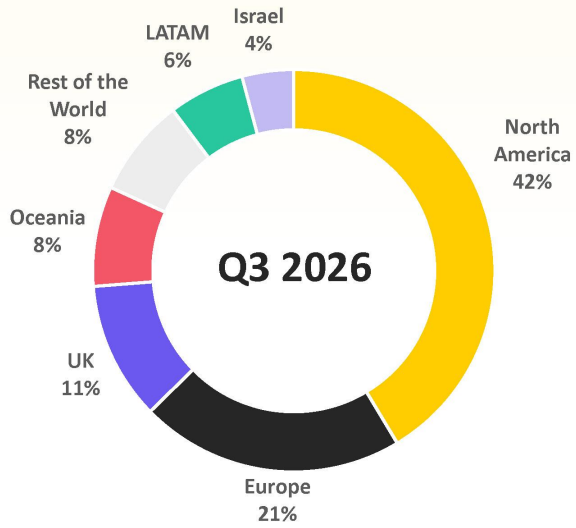
Appendix

Highly Attractive Customer Base And Global Reach

Low Customer Concentration



Global Revenue Diversification



Complete end-to-end solutions secure recurring revenue

Device Revenue

1. Hardware



VPOS Touch



Onyx



VPOS Media



Nova Market

- All-in-one cashless card reader and telemetry device
- Purchase fee per sold connected POS

Competitive Price to Attract Customers

Recurring Revenue

2. SaaS



- SaaS management system for enhanced business optimization
- Monthly subscription fee (SaaS) per connected POS

3. Processing Fee



- Global, localized cashless payment acceptance for maximized conversion
- Full payment suite – EMV Payments, Prepaid System, Payments API APMs, Licensed financial institution
- Processing fee as % of transaction value

73% Recurring Revenue

2.66% Payment Take Rate (1)

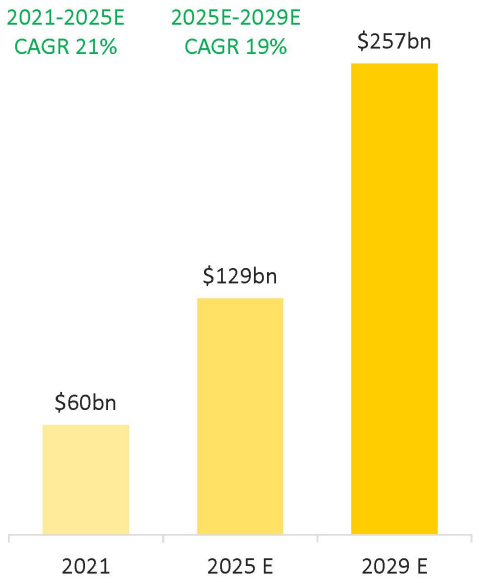
119% Dollar Based Net Retention Rate (2)

(1) Please refer to the Appendix for a definition of take rate
(2) Net retention rate based on SaaS revenue and payment processing fees. Please refer to the Appendix for the definition of NRR

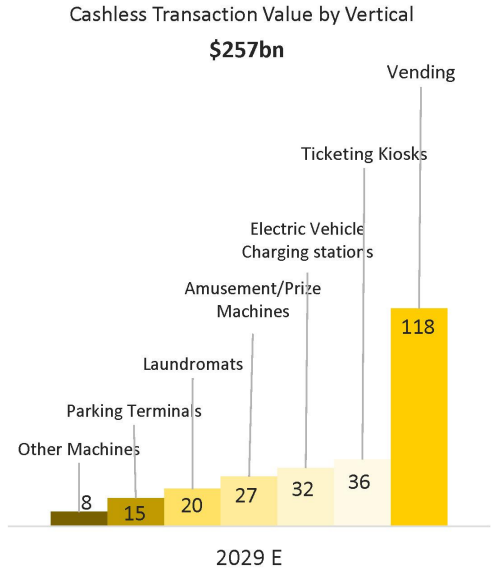
Massive Cashless Opportunity

TAM of 45M+ Unattended Machines and Growing

Cashless payment volume in unattended retail estimated to significantly increase globally from 2025 to 2029



Growth Driven by Multiple Self-Service Verticals

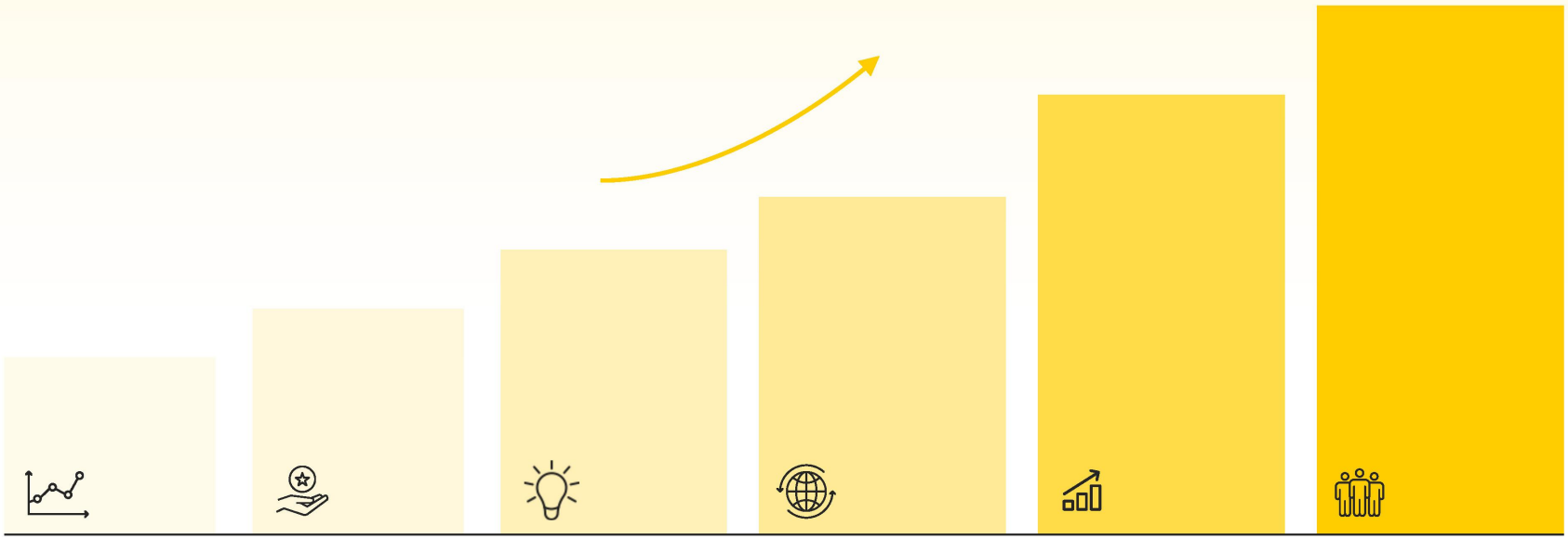


Key Market Drivers

- **Large and growing installed base** of unattended machines expected to grow from ~48M in 2025 to ~60M by 2029, with **connected machines growing 2.5x faster**, from ~16M to ~27M over the same period
- This accelerated connected device growth is driven by the **conversion** of existing **cash-only machines to cashless-enabled devices**, as operators upgrade their fleets to meet rising consumer demand for digital payments

Source: Research report regarding the unattended & connected machines market dated 2024 by one of our Third-Party Market Research Firms

Advance Strategy for Sustained Long-Term Profitable Growth



Expanding through M&A to new markets with new channels/ technology

Win New Large Enterprise and SMB Customers Globally as well as OEM

Innovate & Develop New Solutions

Expand Internationally

Enter Emerging, High-Growth Verticals

Retain And Grow With Existing Customers

Payment as a Center of Gravity

Global Cashless Payments Acceptance

Multiple Integrated POS

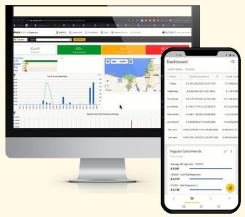


Unattended POS



POS & Registers

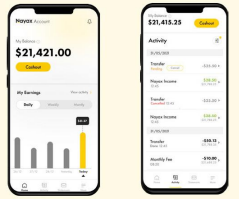
Management Platform



Loyalty & Marketing Solutions



Embedded Financing & Banking



Automated Self Service

Multiple unattended retail verticals

Energy & Mobility

Complete electric vehicle charging & payment solutions

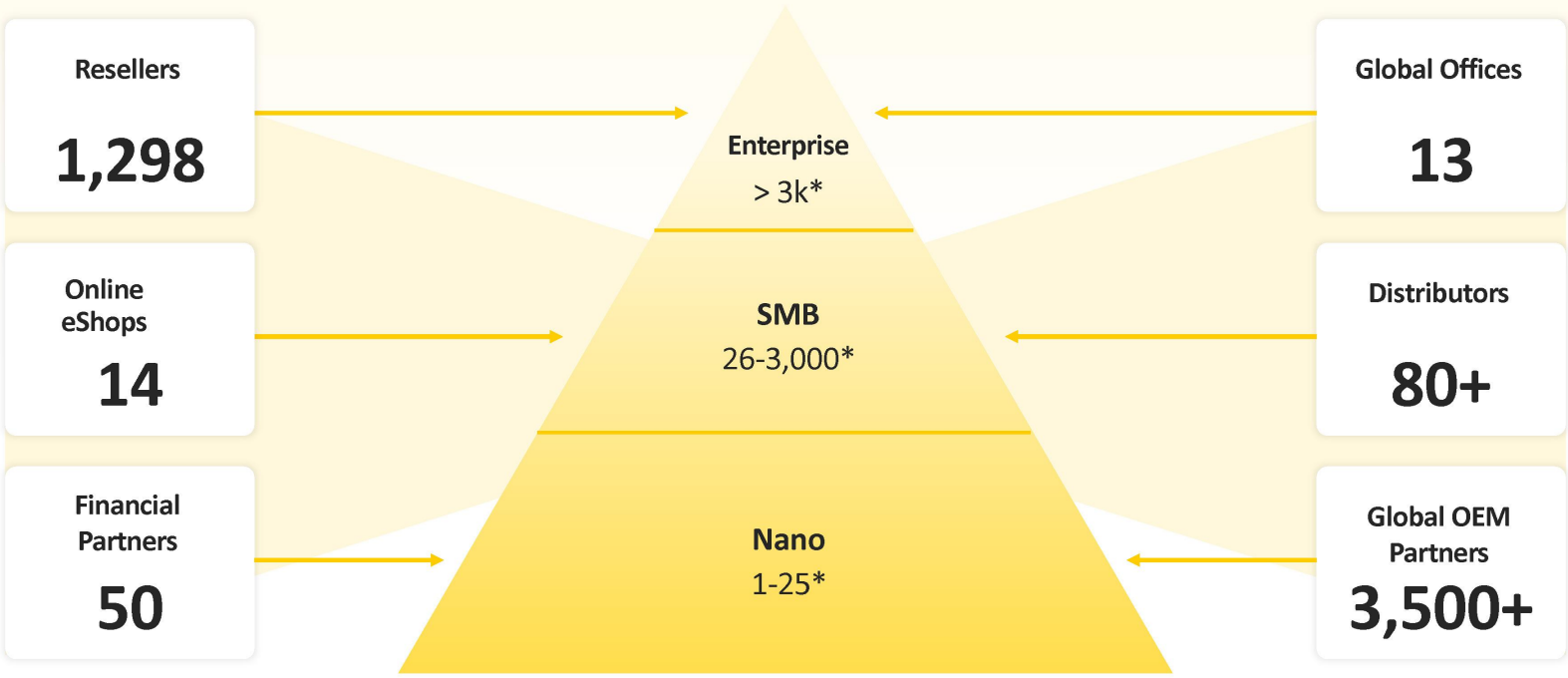
Hospitality & Retail

Robust solution for numerous retail verticals

Fuel

Diverse payment and automation solutions for the fueling industry

Our Differentiated Go-To-Market Strategy



*POS devices

As of 31st of October 2026

IFRS to Non-IFRS Reconciliation

	Quarter ended (U.S. dollars in thousands)	
	Sep 30, 2026	**Sep 30, 2025**
Net income/(loss) for the period	**(1,076)**	**3,537**
Finance expense, net	4,190	3,277
Income tax expense	584	1,032
Depreciation and amortization	9,055	6,830
EBITDA	**12,753**	**14,676**
Share-based payment costs	6,248	2,562
Employment benefit cost[(1)]	130	196
Other expenses[(2)]	5,065	766
Adjusted EBITDA	**24,196**	**18,200**

(1) Primarily other compensation arrangements provided to the shareholders of VMT
(2) Other Expenses for Q3 2025 are mainly payroll expenses due to restructuring. Other Expenses for Q3 2026 are mainly due to the amendment to deferred consideration and contingent liability related to Nayax Brazil Acquisition

IFRS to Non-IFRS Reconciliation

	Quarter ended (U.S. dollars in thousands)	
	Sep 30, 2026	Sep 30, 2025
Net income/(loss) for the period	**(1,076)**	**3,537**
Share-based payment costs	6,248	2,562
Employment benefit cost[1]	130	196
Other expense[2]	5,065	766
Amortization of acquired intangibles[3]	3,746	3,138
Adjusted net income for the period	**14,113**	**10,199**

(1) Primarily other compensation arrangements provided to the shareholders of VMT
(2) Other Expenses for Q3 2025 are mainly payroll expenses due to restructuring. Other Expenses for Q3 2026 are mainly due to the amendment to deferred consideration and contingent liability related to Nayax Brazil Acquisition
(3) Includes deferred tax income related to amortization of acquired intangibles

IFRS to Non-IFRS Reconciliation

	Quarter ended (U.S. dollars in thousands)	
	Sep 30, 2026	Sep 30, 2025
Operating Cash	**18,080**	**10,462**
Capitalized development costs	(7,181)	(4,537)
Acquisition of property and equipment	(851)	(2,071)
Free Cash Flow	**10,048**	**3,854**

	Quarter ended (U.S. dollars in thousands)	
	Sep 30, 2026	Sep 30, 2025
OPEX	**54,693**	**42,754**
Stock Based Compensation	(6,064)	(2,469)
Depreciation & Amortization	(8,578)	(6,472)
Employment Benefit Cost[(1)]	(130)	(196)
Adjusted OPEX	**39,921**	**33,617**

(1) Primarily other compensation arrangements provided to the shareholders of VMT

Key Definitions

Managed & Connected Devices
Devices that are operated by our customers.

Connected Devices
Devices that are integrated with our platform services, either sold or leased by us, enabling seamless connectivity, data exchange, and service management. These devices operate within our ecosystem, ensuring optimized performance and enhanced user experience.

Managed Devices
Third-party devices on which we provide a software solution, enabling functionality, monitoring, and management without direct ownership or control over the hardware.

Adjusted OPEX
Total OPEX excluding stock base compensation, D&A and other expenses

Revenue Churn
The percentage of revenue lost as a result of customers leaving our platform in the last 12 months.

Recurring Revenue
SAAS revenue and payment processing fees.

Existing Customer Expansion
Revenue generated within a given cohort over the years presented. Each cohort represents customers from whom we received revenue for the first time, in a given year.

Take Rate
Payment service providers typically take a percentage of every transaction in exchange for facilitating the movement of funds from the buyer to the seller. Take rate % (payments) is calculated by dividing the Company's processing revenue by the total dollar transaction value in the same quarter

ARPU
A financial metric that measures the average recurring revenue generated per connected device over a 12 months trailing period.

Organic Revenue
Organic Revenue is a non-IFRS financial measure that we define as total revenue adjusted to exclude the revenue attributable to acquired businesses for a period of 12 months following their acquisition. This measure helps provide insight on organic and acquisition-related growth and presents useful information about comparable revenue growth.

Dollar-based net retention rate
Measured as a percentage of Recurring Revenue from returning customers in a given period as compared to the Recurring Revenue from such customers in the prior period, which reflects the increase in revenue and the rate of losses from customer churn.

Adjusted EBITDA
Adjusted EBITDA is a non-IFRS financial measure that we define as profit or loss for the period plus finance expenses, tax expense, depreciation and amortization, share-based compensation costs, non-recurring issuance and acquisition related costs, our share in losses of associates accounted for by the equity method and other expenses.

Adjusted Net Income
Adjusted Net Income is a non-IFRS financial measure that we define as the net income or loss for the period, plus share-based compensation costs, one time and non-recurring items cost such as restructuring and M&A costs, amortization of acquired intangibles and gains or losses on equity investments, and other expenses.

End Customers
Customers that contributed to Nayax revenue in the last 12 months.

Free Cash Flow
Net cash provided from operating activities minus capitalized development costs and acquisition of property and equipment.

Constant Currency
Nayax presents constant currency information to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency rate fluctuations. Future expected results for transactions in currencies other than United States dollars are converted into United States dollars using the exchange rates in effect in the last month of the reporting period. Nayax provides this financial information to aid investors in better understanding our performance. These constant currency financial measures presented in this release should not be considered as a substitute for, or superior to, the measures of financial performance prepared in accordance with IFRS.

Nayax

Thank You!



IR Contact

Aaron Greenberg

Chief Strategy Officer

ir@nayax.com

Website

ir.nayax.com