



August 11, 2025

Xylo Technologies Ltd – Mandatory Exchange for Cash/Termination

ADS CUSIP: 58471G508

ADS ISIN: US58471G5080

ADS Ticker Symbol: XYLO

Ratio (ADSs: Underlying Shares): 1:40

BNY has been advised that the scheme of arrangement between Xylo Technologies Ltd. (“Xylo”) and L.I.A. Pure Capital Ltd (“Pure”) was approved at the Company’s Special General Meetings of shareholders held on May 27, 2025 and by the Israeli court as required by applicable law. All holders of ordinary shares of the Company outstanding immediately prior to the effective time of the scheme of arrangement will be entitled to receive \$0.13125 in cash for each ordinary share, without interest and subject to applicable Israeli withholding taxes. Effective opening of business on August 22, 2025 (the “Effective Time”), it is anticipated that the American Depositary Shares (ADSs) of Xylo will cease trading on Nasdaq. Pure has obtained a tax ruling from the Israeli Tax Authority (the “ITA”) outlining guidelines regarding Israeli withholding tax and specifying the documentation each Holder must provide in order to qualify for an exemption from such withholding (the “Tax Ruling”).

From August 22, 2025, holders of American Depositary Shares (“Xylo ADSs”) each representing 40 Xylo ordinary shares, will be entitled to receive cash consideration of USD5.25 per ADS, subject to applicable withholding taxes. Holders are generally subject to Israeli withholding tax a rate of up to 25%. In order to receive the cash consideration without Israeli withholding tax, non-Israeli ADS holders will be required to submit documentation as set forth in the Tax Ruling, which may include a copy of their non-Israeli passport, tax declaration forms, a formal residency certificate, or a withholding tax exemption certificate, as applicable and depending on each holder’s status and the amount of consideration payable to each holder, to Computershare. Information regarding the tax arrangement and the documentation required to be submitted will be provided to the holders by Computershare. After receipt of the Israeli sub-paying agent’s approval, Computershare will arrange for payment of the cash consideration to ADS holders net of the appropriate withholding tax (if any). ADS holders will have a minimum of approximately six months to submit the required documentation. The deadline to submit the required documentation may be extended.

After expiration of the period to submit the required documentation, all remaining ADSs will be exchanged on a mandatory basis for the cash consideration, net of Israeli withholding tax.

Foreign Exchange Rate	N/A
Gross Rate per ADS:	\$5.250000
25% Israeli Tax Withholding (if applicable):	<u>(\$1.312500)</u>
Net Rate per ADS:	\$3.937500

BNY will send a separate notice to holders of Xylo ADSs that the deposit agreement among Xylo, BNY and holders of Xylo ADSs will terminate on the earlier of 30 days after the date of that notice or the date on which there are no outstanding Xylo ADSs.

BNY will close its books for all issuances and cancellations after close of business August 21, 2025.

To learn more about DRs, please contact DRBrokerSolutions@bnymellon.com or visit our website at adrbny.com .

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BNY collects fees from DR holders pursuant to the terms and conditions of the DRs and any deposit agreement under which they are issued. From time to time, BNY may make payments to an issuer to reimburse and/or share revenue from the fees collected from DR holders, or waive fees and expenses to an issuer for services provided, generally related to costs and expenses arising out of establishment and maintenance of the DR program. BNY may pay a rebate to brokers in connection with unsponsored DR issuances; brokers may or may not disclose or pass back some or all of such rebate to the DR investor. BNY may also use brokers, dealers or other service providers that are affiliates and that may earn or share fees and commissions.

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