GOTO LTD
Consolidated Financial Statements

As of December 31, 2023

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Auditor's Report to the Shareholders of
GoTo Ltd (formerly known as - Neratec Media Ltd)

We audited the attached consolidated financial reports of Goto Ltd (formerly known as Neratec Media Ltd.) (hereinafter "the company") for the days of December 31, in the years 2023 and 2022, as well as the consolidated reports of profit or loss and profit including other, the changes in equity and cash flows for each of the three years during the period ending on December 31, 2023. These financial statements are the responsibility of the company's board of directors and management. It is our duty, based on our audit, to form an opinion on these financial statements.

We did not audit the financial statements of an incorporated subsidiary whose incorporated assets constitute about 6% and about 10% of the entirety of all incorporated assets on the days of December 31, 2023 and 2022 respectively, nor its outcomes, shown as part of a discontinued activity, constituting about 0%, about 7% and about 13% of the entirety of all incorporated assets on the dates of December 31, 2023, 2022 and 2021 respectively.

We have conducted our audit according to the Generally Accepted Auditing Principles in Israel, including the standards set in the Auditors' Regulations (Auditor's Mode of Performance), 5733-1973. According to such standards, we are required to plan and conduct the audit with the aim of achieving reasonable certainty that the financial statements do not include material misrepresentations. The audit consists of a sample examination of evidence supporting the amounts and information presented in the financial statements. The audit also consists of an examination of the accounting principles and material estimates employed by the company's board of directors and its management, as well as a general adequacy assessment of the presentation in the financial statements. We believe that our audit and the reports of other auditors provide a solid foundation for our opinion.

It is our opinion, based on our audit and on the reports by other audits, that in all material aspects such consolidated financial reports properly reflect the financial position of the company and its incorporated companies as of December 31, 2023 and 2022, as well as the outcomes of their operations, changes in equity and cash flows in each of the three years of the period ending on December 31, 2023, and all in compliance with the International Financial Report Standards (IFRS) and the provisions of the Securities Regulations (annual financial statements) 5770-2010.

Without qualifying our foregoing opinion, we wish to draw attention to the content of note 1b of these financial statements pertaining to the company's financial position and the board of directors and management's plans in this regard.

Key Audit Matters:
The key audit matters detailed below are those matters that were linked, or needed to be linked, to the Company's Board of Directors and which, in our professional judgment, were most significant in the audit of the consolidated financial statements for the current period. These matters include, among others, any matter that: (1) refers, or may refer, to sections or material disclosures in the financial statements, and (2) our judgment about it was particularly challenging, subjective, or complex. These matters were addressed in the context of our audit and in forming our opinion on the consolidated financial statements as a whole. The communication of these matters below does not alter our opinion on the consolidated financial statements as a whole, and we do not provide through it a separate opinion on these matters or on the sections or disclosures to which they refer.

Examination of Indication for Impairment of Fixed Assets in Operations in Germany:
In accordance with the provisions of notes 3 and 12 in the financial statements, the Company examines the need for impairment of fixed assets when there are indications that the carrying amount in the financial statements may not be recoverable. Given the ongoing losses in the German operations sector, the company examined the recoverable amount of fixed assets in Germany as of December 31, 2023, which constitutes about 65% of the fixed assets in the financial statements. The recoverable amount is measured based on fair value less costs of disposal using the comparison approach based on similar transactions in the market while making unique adjustments for asset characteristics such as asset age and mileage. Changes in relevant parameters in the valuation basis could significantly impact the fair value estimate less costs of disposal of the fixed assets presented in the Company's financial statements.
Due to the above, we identified that the examination of impairment of fixed assets in Germany is a key audit matter.

Audit Procedures Performed in Response to the Key Audit Matter

- Understanding the management process for identifying impairment indicators and for estimating the recoverable amount of the fixed assets.

- Assessing the relevance, reliability, and accuracy of the external data used to estimate the recoverable amount
- Examining the integrity and accuracy of the calculations used in the valuation model to estimate the recoverable amount.
- Assessing the comparability of the data, understanding the rationale behind the valuation model, and evaluating the reasonableness of the disposal costs.
- We examined the adequacy of the disclosure about impairment of fixed assets provided in the financial statements.

The company's financial position

As mentioned in note 1b to the financial statements and in the attention drawn above regarding the Company's financial condition, we identified this issue as a key audit matter because the Company's ability to meet its obligations when they come due depends on the realization of the cash flow forecast prepared by the Company's management. The forecast includes assumptions and estimates involving significant judgment, and possible changes in these estimates may have a material adverse effect on the expected cash flows.

Audit Procedures Performed in Response to the Key Audit Matter

- We evaluated management's forecasts regarding future cash flows and the process of management in preparing them.
- We compared the forecast received from the Company's management to the budget approved by the Board of Directors.
- We performed sensitivity analyses on certain material parameters that are not absolutely certain in the Company's cash flow forecast.
- We examined the reasonableness of the assumptions taken in relation to the management plans as detailed in note 1b.
- We examined the extent of the existing obligations in the Company expected to be settled in the short term.
- We assessed the adequacy of the disclosures in the financial statements.

Tel-Aviv, Israel

March 26, 2023

KOST FORER GABBAY
& KASIERER
Accountants

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Notes	As of December 31 2023	As of December 31 2022
		ILS in Thousands	
CURRENT ASSETS			
Cash and cash equivalents	7a	8.336	28.086
Short-term deposits	7b	23.066	-
Clients, net	8	10.164	8.037
Other accounts receivable	9	3.254	4,272
Financial derivative	1b	1.378	1.686
Assets held for sale	6	4.221	20,483
		50.419	62.564
NON-CURRENT ASSETS			
Encumbered deposit	18a	396	7.664
Intangible assets, net	10	4.405	6.367
Easement assets, net	11	6.265	15.990
Fixed assets, net	12	20.653	8.309
Investment accounted for using the equity method	5	9,648	-
		41.367	38.330
Total assets		**91,786**	**100,894**
CURRENT LIABILITIES			
Credit and current maturities of loans from banks and others	15	7.872	2.689
A loan from a non-controlling shareholder	6	13.814	12.496
Current maturities of lease related liabilities	16	4.689	11.360
Trade payables	13	10.011	13.457
Other accounts receivables	14	10.255	10,773
Liabilities pertaining to assets held for sale	6	-	3,939
		46.641	54.714
NON-CURRENT LIABILITIES			
Long-term engagements with suppliers	19c	2.994	3.839
Loans from banks and others	14	11.472	327
Lease related liabilities	16	1.664	5.242
		16.130	9.408
Total liabilities		62.771	64.122
EQUITY (DEFICIT) ATTRIBUTABLE TO COMPANY SHAREHOLDERS			
Share capital	20	-	-
Share premium		271.320	270.981
Accumulated deficit		(240,955)	(233,391)
Other capital funds		13,157	11.239
		43.522	48.829
Non-controlling interests		(14,507)	(12,057)
Total equity		29.015	36.772
		91,786	**100,894**

The accompanying notes are an integral part of the consolidated financial statements.

March 26, 2024			
Financial Statements' Approval Date	Yossi Ben Shalom Board Chairman	Gil Laser CEO	Tomer Geller CFO

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER OVERALL PROFIT

	Notes	For the year ending on December 31 2023	2022(*)	2021(*)
		ILS in Thousands (exclusive of shares' loss information)		
11,142	22a	88.558	69.360	47.093
Cost of services	22b	63.962	64.824	41.212
Gross profit		24.596	4.536	5.881
Costs of Research and Development	22c	7.273	5.689	5.800
Selling and marketing expenses	22d	8.041	11.948	5.066
General and administrative expenses	22e	27.092	31.346	16.866
Other income	22f	14.077	5.487	3.384
Other costs	22g	309	78.100	-
Equity loss		3,084	-	-
Operating income (loss)		(7,126)	(117,060)	(18,467)
Financing proceeds	22h	4.770	1.785	71
Financing expenses	22h	2.458	1.451	4.843
Loss before income taxes		(4,814)	(116,726)	(23,239)
Taxes on income	17	244	457	1
Loss caused by ongoing activity		(5,058)	(117,183)	(23,240)
Loss caused by discontinued activity	6	(4,956)	(22,635)	(23,991)
Loss		(10,014)	(139,818)	(47,231)
Other total loss:				
Sums re-classified as profit or loss where the following specific conditions exist:				
Transfer to profit or loss for realization of foreign activities		-	1.207	-
Adjustments resulting from translating a foreign activity's financial statements		748	(2,980)	2.242
Other overall profit (loss)		748	(1,773)	2.242
Total loss		(9,266)	(141,591)	(44,989)

Loss attributable to:				
Company shareholders		(7,564)	(137,549)	(43,816)
Non-controlling interests		(2,450)	(2,269)	(3,415)
		(10,014)	(139,818)	(47,231)
Overall loss attributable to:				
Company shareholders		(6,816)	(138,273)	(42,544)
Non-controlling interests		(2,450)	(3,318)	(2,445)
		(9,266)	(141,591)	(44,989)
Loss per share attributable to the Company's shareholders (NIS)				
Basic and diluted loss (in ILS) in an ongoing activity	23	(0.94)	(27.41)	(9.34)
Basic and diluted loss (in ILS) in a discontinued activity	23	(0.47)	(5.40)	(11.30)
Total basic and diluted Loss to the Company's shareholders (in ILS)		(1.41)	(32.81)	(20.64)

(*) Resubmitted due to a discontinued activity, see note 6.

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated statements of changes in equity

	Capital Shares	Share premium Shares	Accumulated Loss	A fund deriving from transaction with non-controlling interests	Share-based payment of a transaction fund	Adjustments resulting from translating the financial statements of foreign operations	A fund deriving fund for a convertible owner's loan	A fund deriving from a transaction with controlling shareholders	A fund deriving from the re-measurement of the plans for a defined benefit	Total	Non-controlling interests	Total Capital
	ILS in Thousands											
Balance at January 1, 2023	-	270.981	(233,391)	2.882	3.787	693	2.647	1.208	22	48.829	(12,057)	36.772
Loss	-	-	(7,564)	-	-	-	-	-	-	(7,564)	(2,450)	(10,014)
Adjustments resulting from the translation of financial statements of foreign activity	-	-	-	-	-	748	-	-	-	748	-	748
Total of other overall loss	-	-	(7,564)	-	-	748	-	-	-	(6,816)	(2,450)	(9,266)
Shares issuance, net	-	339	-	-	)778)	-	-	-	-	-	-	-
Cost of a share-based payment	-	-	-	-	1.509	-	-	-	-	1.509	-	1.509
Balance at December 31, 2023	-	271,320	(240,955)	2.882	4,957	1.441	2.647	1.208	22	43.522	(14,507)	29.015

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated statements of changes in equity

	Capital Shares	Share premium Shares	Accumulated Loss	A fund deriving from transaction with non-controlling interests	Share-based payment of a transaction fund	Adjustments resulting from translating the financial statements of foreign operations	A fund deriving fund for a convertible owner's loan	A fund deriving from a transaction with controlling shareholders	A fund deriving from the re-measurement of the plans for a defined benefit	Total	Non-controlling interests	Total Capital
	ILS in Thousands											
Balance on January 1, 2022	-	176.002	(95,842)	2.882	1.069	1.417	2.647	1.208	22	89.405	(8,739)	80.666
Loss	-	-	(137,549)	-	-	-	-	-	-	(137,549)	(2,269)	(139,818)
Adjustments resulting from translating the financial statements of a foreign activity	-	-	-	-	-	(724)	-	-	-	(724)	(1,049)	(1,773)
Total of other overall loss			(137,549)			(724)				(138,273)	(3,318)	(141,591)
Issuance of net share capital	-	17.331	-	-	-	-	-	-	-	17.331	-	17.331
A reverse takeover and capital issuances in a merger (see note 1a	-	76.850	-	-	-	-	-	-	-	76.850	-	76.850
Cost of share-based payment	-	798	-	-	2.718	-	-	-	-	3,516	-	3,516
Balance at December 31, 2022	-	270.981	(233,391)	2.882	3.787	693	2.647	1.208	22	48.829	(12,057)	36.772

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated statements of changes in equity

	Capital Shares	Share premium Shares	Accumulated Loss	A fund deriving from transaction with non-controlling interests	Share-based payment of a transaction fund	Adjustments resulting from translating the financial statements of foreign operations	A fund deriving fund for a convertible owner's loan	A fund deriving from a transaction with controlling shareholders	A fund deriving from the re-measurement of the plans for a defined benefit	Total	Non-controlling interests	Total Capital
	ILS in Thousands											
Balance on January 1, 2021	-	69.963	(52,026)	2.687	685	145	2.647	1.208	22	25.331	(6,464)	18.867
Loss	-	-	(43,816)	-	-	-	-	-	-	(43,816)	(3,415)	(47,231)
Adjustments resulting from the translation of the financial statements of foreign activities	-	-	-	-	-	1,272	-	-	-	1,272	970	2.242
Total other overall profit (loss)			(43,816)			1.272				(42,544)	(2,445)	(44,989)
Issuance of net share capital	-	106.039	-	-		-	-	-	-	106,039	-	106,039
Cost of share-based payment	-	-	-	-	384	-	-	-	-	384	-	384
Issuance of capital to non-controlling interests	-	-	-	195	-	-	-	-	-	195	170	365
Balance on December 31, 2021	-	176.002	(95,842)	2,882	1,069	1.417	2.647	1.208	22	89.405	(8,739)	80.666

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ending on 2019		
	2023	2022	2021
	ILS in Thousands		
Cash Flows from Current Activities			
Loss	(10,014)	(139,818)	(47,231)
Adjustments to reconcile income to net cash flow provided by operating activities (a)	8.259	104.332	23,659
Net cash used in current activities	(1,755)	(35,486)	(23,572)
Cash flows from investing activities			
Acquisition of a subsidiary incorporated for the first time (c)	-	-	4.890
A reverse takeover constituting a joint venture	-	35.692	-
Consideration from the realization of an investment in a formerly consolidated company (d)	5.782	-	-
Purchase of fixed assets	(12,531)	(2,128)	(8,875)
Pledged and other deposits, net	5.824	(232)	(336)
Short-term deposit investment	(22,918)	-	-
Purchase of intangible assets	-	(145)	(15)
Repayment of a loan from an included company	1.140	-	-
Giving a loan to a realization group held for sale	-	(3,836)	-
Proceeds from selling fixed assets	6.016	2.648	524
Net cash created by (used in) investment activities	(16,687)	31.999	(3,812)
Cash flows from financing activities			
Receipt of a loan from a banking institution	15.791	1.750	2.500
Repayment of a loan from a banking institution	(7,361)	(19,166)	(609)
Receipt of loan from non-controlling interests	-	-	994
Repayment of loan from others	1,782	(1,559)	(2,582)
Issuance of shares capital, deducting the issuance costs	-	49.781	11.655
Owner investment	-	-	15.681
Repayment of lease obligation	(9,249)	(12,449)	(10,363)
Net cash provided by (used in) financing activities	(2,601)	18.357	17.276
Exchange differences for cash balances and cash equivalents	1.293	239	(410)
Cash and cash value increase (decrease)	(19,750)	15.109	(10,518)
Cash and cash equivalents at the beginning of the year	28.086	12.977	23.495
Cash and cash equivalents at the end of the year	8.336	28.086	12.977

The accompanying notes are an integral part of the consolidated financial statements.

		For the year ending on 2019		
		2023	2022	2021
		ILS in Thousands		
(a)	Adjustments required to present cash flows provided by an ongoing activity			
	Income and expenses not involving cash flows:			
	Depreciation and amortizations	20.825	27.624	22.349
	Cost of a share-based payment	1.509	2.718	384
	Loss (Profit) deriving from selling fixed property	(2,021)	264	(48)
	Net financing expenses	535	(1,454)	3.355
	Change in liabilities due to employee benefits, net	-	-	(83)
	Derivative depreciation	309	2.892	-
	A change in reputation and in assets held for sale, net	-	74.672	-
	Equity loss an included company	3.084	-	-
	Profit resulting from loss of control	(3,644)	-	-
	Capital gain from sale of operations	(5,557)	-	-
		15.040	106.716	25.957
	Changes in asset and liability items:			
	Decrease (increase) in clients	(2,291)	(1,755)	1.194
	Decrease (increase) in other debtors and debit balances	(643)	(207)	(6,171)
	Increase (decrease) in trade payables	(2,337)	1.503	4.584
	Increase (decrease) in related parties	(293)	106	99
	Increase (decrease) in other accounts payable	(702)	(193)	(968)
		(6,266)	(546)	(1,262)
	Cash flows paid and received during the period for:			
	Distribution of profits from an included company	1.479	-	-
	Interest paid	(1,994)	(1,838)	(1,036)
		8.259	104.332	23.659
)b)	Significant non-cash transactions			
	A purchase of fixed property in credit	9.518	-	-
	Conversion of shareholders' loans into capital	-	-	(29,235)
	Recognition of a right-of-use asset against a lease obligation	5.935	2.642	10.939
		14.453	2.642	(18,296)
(c)	Acquisition of a subsidiary incorporated for the first time			
	Assets and liabilities of the incorporated subsidiary as of the date of acquisition:			
	Working capital (excluding cash and cash equivalents)	-	-	(11,762)
	Other debtors	-	-	1,198
	Fixed assets	-	-	5,219
	Right-of-use assets	-	-	5,746
	Intangible assets	-	-	10,820
	Reputation	-	-	73,223
	Lease related liabilities	-	-	(5,958)
	Other Liabilities	-	-	(4,673)
	Issuance of shares	-	-	(78,703)
		-	-	(4,890)

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED CASH FLOWS STATEMENTS

	For the year ending on 2019		
	2023	2022	2021
	ILS in Thousands		
(c) Acquisition of a subsidiary incorporated for the first time			
Assets and liabilities of the incorporated subsidiary as of the date of acquisition:			
Working capital (excluding cash and cash equivalents)	-	-	(11,762)
Other debtors	-	-	1,198
Fixed assets	-	-	5,219
Right-of-use assets	-	-	5,746
Intangible assets	-	-	10,820
Reputation	-	-	73,223
Lease related liabilities	-	-	(5,958)
Other Liabilities	-	-	(4,673)
Issuance of shares	-	-	(78,703)
	-	-	(4,890)
(d) Consideration from the realization of investments in a subsidiary that was consolidated			
Assets and liabilities of the incorporated subsidiary as of the date of acquisition:			
Working capital (excluding cash and cash equivalents)	2.683	-	-
Fixed property	403	-	-
Intangible assets	56		
Right-of-use assets	6.383	-	-
Other Liabilities	(2,277)	-	-
Lease related liabilities	(6,614)	-	-
Capital gain from the sale of a subsidiary that was previously consolidated	5.148	-	-
	5.782	-	-

The accompanying notes are an integral part of the consolidated financial statements.

Note 1:- GENERAL

GoTo Ltd (formerly known as 'Neratec Media Ltd.') (hereinafter "**the company**") was founded and incorporated in Israel on the 26th day of November, 2020. The company's registered office is located in Tel Aviv, Israel. As of June 16, 2022, Neratec Ltd. has changed its name to GoTo Ltd.
The company is a public company whose shares are trade-able in the Tel Aviv Stock Exchange.

א. A merger transaction - Neratec Media Ltd. (hereinafter "**a reverse takeover**")

On day of June 6, 2022, a merger was completed between GoTo Global Mobility Ltd. and the Neratec Media Ltd. company (hereinafter "Neratec") by way of allocating Neratec shares to GoTo Global Mobility Ltd.'s shareholders (hereinafter **"the offerees"**). At the time of said merger, GoTo Global Mobility Ltd.'s preferred shares were converted into regular shares, so, each offeree holding such preferred share received 1.2 regular GoTo Global Mobility Ltd shares. Under this agreement, the offerees transferred the entirety of their holdings in GoTo Global Mobility Ltd in exchange for an allocation of 195,259,311 regular shares of the company, thus holding about 73% of the issued and paid capital of the company, thereby making GoTo global Mobility Ltd. a fully owned subsidiary of the company.
Furthermore, under the merger agreement, the company has issued the offerees the right to receive 82,626,380 regular shares provided the following terms exist:

An additional allocation of 82,626,380 regular shares to the offerees if within a year and a half from the time of the merger the company fails to sell its Triniti Audio Ltd. subsidiary, or raise at least 2 million USD at a value higher than 15 million USD.

Insofar as within a year and a half of such merger, the company does sell Triniti Audio Ltd or raise more than 2 million USD with a value higher than 15 million USD and lower than 30 million USD, the offerees will be allocated the relative part of the rights per such value. Insofar as within a year and a half of such merger, the company does sell Triniti Audio Ltd or raise more than 2 million USD with a value higher than 30 million USD, the offerees will be allocated the relative part of the rights per such value.

As part of the pending warranties of this merger agreement, and concurrent with it, GoTo Global Mobility Ltd has raised a sum total of about 20.7 million USD (about 71 million ILS) from investors and company shareholders during the years 2021 2022. On June 6, 2022, the foregoing transaction as well as the allocation of shares to the offerees were completed.

As part of the transaction, all shares of Goto Global were transferred to the Company, and in return, Goto Global shareholders (hereinafter - "Goto Global Shareholders") were allocated ordinary shares of the company, as well as 96,768,418 unregistered rights exercisable for ordinary shares of the Company (hereinafter - "the Allocated Rights") under the circumstances detailed in the merger agreement, including for not completing the sale of the subsidiary Trinity Audio Ltd.

On December 6, 2023, the conditions set forth in the merger agreement for the allocation of additional shares to Goto Global Shareholders were met, and accordingly, the Allocated Rights will be exercised for 1,652,528 shares of the Company (after a capital consolidation at a ratio of 1:50), and will be allocated to Goto Global Shareholders. After the report date on the financial condition, the rights were exercised, and the shares were issued.

The consolidated financial statements include the statements of the company, GoTo Global Mobility Ltd and the other subsidiaries. Despite legally being buyer of the shares as set forth above, and since the GoTo Global Mobility Ltd.'s shareholders were given control in the company, it was determined that GoTo Global Mobility Ltd is the accounting buyer of the activity, rendering the transaction a reverse takeover constituting a joint venture. Such consolidated financial statements (including comparative figures) reflect the continued financial position of GoTo Global Mobility Ltd. (the accounting buyer), as well as the results of its activities and its cash flows, exclusive of any comparative information regarding loss per share and share capital presented per the directions of the company (who is the legal buyer or the accountably procured). At 39,822 ILS in Thousands, the consideration for the acquisition was determined in accordance with the value of the company's financial instruments (as the legal buyer or the accountably procured) on the day of completing the transaction. The cost of a joint venture agreement at about 1.7 million ILS were entered in the administration and generalities section of the company's profit & loss statement.

Note 1:- GENERAL (continued)

Furthermore, as per the merger agreement, the Company wished to sell the Triniti Audio Ltd subsidiary, the latter was presented in the consolidated financial statements as a held-for-sale asset by July 1, 2023. As of December 31, 2023, in accordance with the agreement between the Company and the founders of Trinity, the accounting treatment is in accordance with the equity method.

Also, as of June 31, 2022, the company has entered a financial derivative of about 1.7 million ILS due to the allocation of additional shares to the offerees upon the sale of Triniti Audio Ltd. as set forth above. During the statement's term, the company has decreased by a sum total of about 309 thousand ILS.

On March 15, 2022, in order to comply with one of the pending warranties of the Neratec transaction (raising at least 18 million USD), three investors as classified by the first addition to the Securities Law, had undertaken to buy company's class b preferred shares at an aggregated sum of 7 million USD, as an investment. Under the terms of association and subject to the completion of the Neratec transaction, two of such investors shall be allocated company shares for a consideration of 2 million USD, in accordance with the company's value of about 96 million USD before the overall investment of 18 million USD as set forth in the documents of association, and the third investor ("the investor") shall be allocated such company shares at a price identical to the share, i.e., for a consideration of 5 million USD. However, as part of such investor's undertaking, Shagrir's board of directors has consented to provide the said investor with a mechanism that will ensure the value of the its holdings in Neratec, following the Neratec transaction.

Pursuant to the investments set forth above, and pursuant also to a shareholders meeting on March 21, 2022, it was agreed that the conversions of the loan and the investments will be based on the pre-money value of 96 million USD. It was further agreed that the interest on the loan set forth in section 3 above, shall be paid in cash.

On March 13, 2022, the Spanish company ASTARA MOBILITY S.L. (hereinafter "**Astara**"), primarily involved in the automobile industry, has completed an investment in the company. This investment reflects the company's pre-cash value of 102 million USD. These are the main terms of the investment transaction:

- The Company raised a sum of 5 million USD from Astra in exchange for 1,122,013 Class B preferred shares with a nominal value of 0.01 ILS each, representing about 4.14% of the Company's share capital on a fully diluted basis after allocation.
- Astra has the right to appoint a director to the company's board of directors.
- In addition, and as part of this agreement, the parties signed a memorandum of understanding for collaborations in Central and South America, as well as other countries. Such collaborations' specifics are to be concluded in the future. Astra was also given the right of first refusal to supply vehicles to the Company and its European subsidiaries.

In May 7, 2022, the company had entered an investment agreement with ION ION, a supplier of materials and technology to the vehicle industry. Under this agreement, the Spanish investor will (subject to the completion of the merger with Neratec) invest in the company a sum of 2.5 million USD (about 8.5 million ILS), based on the pre-money value of 96 million USD.

Following the merger transaction with NERATEC, it was decided that the company's preference shareholders would receive 1.2 ordinary shares for each preferred share held on the eve of the merger.

Note 1:- GENERAL (continued)

ב. The company's financial position

In the year ending on December 31, 2023, the company has sustained losses of 10,014ILS in Thousands and a negative cash flow of 1,755 ILS in Thousands, due to its ongoing activity. Concurrently, the company is showing a positive working capital of 3,778 ILS in Thousands for the same date. Taking the net assets held for sale out of the obligations held for sale, the company shows a negative working capital of 443 ILS in Thousands. for more information see note 6.

The company has been operating and is constantly working towards fulfilling its business plans, including investing in existing European markets.
It must be pointed out that the company's management and board of directors have reviewed the entirety of sources known to be at the company's disposal for the purpose of meeting its obligations in the foreseeable future. Since the company cannot be certain about any other fund raising at this time, it has (and still is) launched a profit focused strategy, resulting in a streamlining process that includes inter alia: improving the structure of the operational expenses by closing down the Maltese operations, optimizing the existing fleets in Israel and in Madrid; downsizing operational expenses in Germany by optimizing and replacing means, as well as re-organizing the company's administration and generalities. As far as the company's headquarters is concerned, the company has initiated a reduction of management and general costs, including a re-organization of the company's executive structure. Additionally, the company has sought clients to whom it can offer its technological services (application development) in the report year and continues to negotiate with additional potential clients, in order to increase revenue in the technology sector. It is the company's board and management's opinion that the premises on which the foreseen plan is based are reasonable. In light of the foregoing, the company's board and management believe that the aforementioned streamlining steps will make it possible for the company to meet all its obligations in the foreseeable future.

ג. The ramifications of the Ukraine-Russian War

In February 2022, a war began between Russia and the Ukraine. that war has led and continues to lead to significant casualties, damage to infrastructure and a disruption of any economic operations in the Ukraine. Reacting to this state of affairs, several countries (including the US, UK and the EU) imposed economic sanctions on certain entities and on individuals affiliated with Russia all around the world. In addition, Belarus was also put under various sanctions.
these sanctions can affect such entities and individuals directly, business third parties associated with them, indirectly, and certain industries in the Russian and Belarus economies in general.
The potential fluctuations on prices of commodities, foreign currency exchange rates, restrictions on import and export, the availability of local materials and services and access to local resources, might all adversely impact entities who operate or significantly exposed in Russia, Belarus and the Ukraine.
the sanction imposed in Russia by the western world caused the price of oil to rise, resulting an increase in fuel prices, which, in turn, effected the company's costs of energy.

ד. the impact of the inflation and increased interest rates

Following global macro-economic developments in 2022. inflation rates in Israel and all around the world have risen. As part of the steps taken to curb price increases, central banks Israel and all around the world began raising the interest rate
The company has leasing transactions and loans in a changing and unlinked rate, which are affected by the rise of interest rate, which further impacts on the company's current operational expenses as well as new leasing transactions about to be signed. See also note 18.

Note 1:- GENERAL (continued)

ה. The Impact of the "Iron Swords" War

Starting from October 7, 2023, the State of Israel has been in a state of war in the Gaza Strip area and in a state of limited warfare in the northern border area. The state of war has various effects on the company, which manifested in a decrease in travel volume by about 10%. In addition, with the outbreak of the war, some of the company's employees were called up for reserve duty, which did not significantly affect the company's operations. Furthermore, the group's companies are continuously reviewing and closely following the developments related to the war. At this stage, the impacts of the war and its consequences as described above do not have a significant effect on the group's operations and business results. Additionally, the liquidity status and financial condition of the group enable it to function well during the war period. The scope and duration of the war and its consequences on the state of the economy and the Israeli market are unpredictable and difficult to forecast and depend, among other things, on the manner and extent of the war's development as a result. The company has applied for war-related expense grants in the amount of approximately 500 thousand ILS, of which about 250 thousand ILS were recognized under other income.
It should be noted that starting from January 2024, the company has returned to its normal activities and volumes similar to the period before the outbreak of the war, and the company estimates that the war does not have any significant effects on its results during the first quarter of 2024.

ו. Definitions

GOTO GLOBAL MOBILITY Ltd. (“**The Company**”)

Related parties - as defined in IAS 24.

Incorporated subsidiaries -	GOTO GLOBAL MOBILITY Ltd. (hereinafter “**GoTo Global**”)	-	Held at a rate of 100%.
	Go To Car Sharing T.L.V., Limited Partnership (hereinafter “**the Partnership**”)	-	Held at a rate of 99.9%.
	Car 2 Go Car sharing TLV Ltd. (hereinafter “**the General Partner**”)	-	Held at a rate of 100%.
	GoTo Global Mobility Spain S.L.U. (hereinafter "**GoTo Spain**”)	-	Held at a 100% interest - presented as a discontinued operation until May 31, 2023 (the date of the investment sale). The operation was sold during the reporting period.
	Car Sharing Services Malta LTD (“CSS”)	-	Held at a rate of 53.5% - shown as a discontinued activity.
	GoTo Malta Co. LTD (hereinafter “**GoTo Malta**”)	-	Held at a rate of 83.33% by GoTo sharing Malta - shown as a discontinued activity.
	Electric Mobility Concepts GmbH (hereinafter “**GoTo Sharing Germany**”)	-	Held at a rate of 100%.
	GoTo sharing Germany Green City GmbH (hereinafter “**Green City**”)	-	Held at a rate of 100%.

	GoTo Global Asset GmbH	Held at a rate of 100%.
	GoTo Global Amsterdam B.V. ("Go To Amsterdam")	Held at a rate of 100%. (Inactive company)
	GoTo Sharing Germany GmbH Austria (hereinafter "**GoTo Austria**")	Held at a rate of 100%. (Inactive company)
	Terser Tude Lt. (hereinafter "**Terser Tude**")	Held at a rate of 100%.
	Neratec Media technologies Ltd. (hereinafter "**Neratec Media Technologies**")	Held at a rate of 100%.
Company accounted for using the equity method	Triniti Audio Ltd/ (hereinafter "Triniti Audio")	Held at a rate of 78.13% as of the report date. For details see note 5.

Note 2: - **Main principles of accounting policy**

The accounting policy below was consistently applied to the financial statements and all presented periods, unless stated otherwise.

I. The basis of presenting financial statements

The financial statements are made in compliance with the International Financial Reporting Standards ("IFRS"). Furthermore, the statements are made in compliance with the Securities Regulations (Annual Statements), 5770- 2010.

The drafting of the company's financial statements is cost-based.

The company decided to report the profit and loss components using the activity characteristic method.

The operational cycle of the company is one year.

II. Consolidated Financial Statements

The consolidated financial statements include the statements of companies in which the company has control (subsidiaries). Control exists when a company has power over the company it is invested in, exposure or rights to variable returns due to its involvement in the invested-in company, and the ability to exercise its power to affect the scope of returns the such entity yields. As far as control is concerned, the impact of potential voting rights is only taken into consideration where such voting rights are real. Financial statements are consolidated from the time control is obtained to the time it is discontinued.

Note 2: - **Accounting policy principles (continued)**

III. Investment in Joint Arrangements

Joint arrangements are arrangements in which the company has joint control. Joint control is the contractually agreed sharing of control over an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

In joint ventures, the parties to the arrangement have joint control over the net assets of the arrangement. A joint venture is accounted for using the equity method.

See note 5 below, the company has a joint arrangement with Trinity Audio Ltd. (hereinafter – Trinity) according to which decisions of the company require the unanimous consent of the parties.

IV. The functional currency and presentation currency

The financial statements are presented in ILS.

The financial statements are presented in ILS because the company believes that such financial statements in ILS provide relevant information to investors and to the users of such financial statements in Israel.

V. Fixed assets

Fixed asset items are presented at cost.

Depreciation is calculated at equal annual rates based on the straight-line depreciation method throughout the asset's useful life, as follows:

	%
Furniture and office supplies	6-15
Computers and communication	33
Vehicles	20
Improvements to the leasehold	8.33-10

Each asset's useful life, depreciation method, and residual value are examined at least at the end of each year, and changes are handled as an accounting estimate change in the from here and for now on method.

VI. Recognition of income

When control of the property or service is transferred to the customer, revenue from contracts with customers is recognized in profit or loss. The transaction price is the amount of consideration expected to be obtained under the terms of the contract, less sums collected for the benefit of third parties (such as taxes).

Note 2: - **Accounting policy principles (continued)**

Income from providing services

Revenue from service provision is recognized over time, throughout the period during which the customer receives and consumes the benefits provided by the company's performance. The Company collects payment from its customers in accordance with the payment terms stipulated in specific agreements, where payments can be made before or after the service period, and the company sells the property or a liability for the contract with the customer as a result. The types of services the company provides are technology and the rental of shared vehicles by minutes, hours, or days.

VII. Leases

The group as a lessee

For transactions in which the company is a lessee, it recognizes the beginning of a lease on a Right-of-use asset against an obligation in such lease, except in lease transactions for a period of up to 12 months and lease transactions, in which the underlying asset’s value is low and the company has elected to acknowledge the lease payments as an expense in the profit and loss statement all across the lease term.

In transactions where the employee is entitled to a vehicle from the Company as part of their employment terms, the Company recognizes these transactions as employee benefits under IAS 19 rather than as a sublease transaction.

At the commencement date, a lease liability includes all unpaid lease payments discounted at the company's incremental borrowing rate. After commencement date, the company employs the effective interest method to gage the lease liability.

The right-of-use asset is measured in the cost model and reduced over its functional life span or the lease period, the shorter of the two.

Following are data pertaining to the number of relevant rights of use assets’ amortization corresponding to right of use assets groups:

	Number of years	Primary amortization
Structures	2-4	4
Vehicles	2-3	3
Parking	10	10

Note 2: - **Accounting policy principles (continued)**

VIII. Intangible assets

Separately purchased intangible assets are assessed at the initial cost acknowledgement with added direct acquisition costs. Intangible assets acquired as part of joint venture transactions are valued according to the fair value on the date of acquisition.

The functional life span of intangible assets is as follows:

	Years
Software	3
Client relations	6
Brand	3

Costs of research and development

Research costs are attributed to profit or loss as they are incurred.

Costs paid in connection with an in-house project development constitute an intangible asset only if the following can be proven: The technological feasibility of completing the intangible asset so that it may be used or sold; The Company's intention to complete the intangible asset and utilize or sell it; The intangible asset's usability and sell-ability; The manner in which the intangible asset will provide future economic benefits; The availability of the resources required: technical, financial, and other resources available for the completion of the intangible asset, as well as the capacity to accurately estimate its costs during development.
The asset is valued based on its cost, which is presented exclusive of the cumulative depreciation and the accumulated depreciation. Asset reduction begins when development is completed and the asset is ready for use. The asset is being depreciated throughout its functional life span. Depreciation is tested once a year, as well as during the development process.

When an internally developed asset does not constitute an intangible asset, development expenditures are recorded in profit or loss at the time they are incurred. Development costs previously recognized as expenses do not constitute an asset at a later period.
The foregoing conditions were not met in any of the years in this report, hence any development expenses are charged to profit or loss.

Note 2: - **Accounting policy principles (continued)**

IX. Depreciation of non-financial assets

The Company examines the need for non-financial assets depreciation when there are indications, as a consequence of events or changes in circumstances, that the balance in the financial statements is not recoverable.
When the balance of non-financial assets in the financial statements exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the greater of the fair value minus the costs of realization and the value of use. See also notes 3b and 10.

X. Financial instruments

1. Financial assets

Financial assets are measured by their fair value plus any transaction costs directly attributable to the purchase of such financial asset at the time of the initial recognition, except where such financial asset is measured by its fair value through profit or loss, in which case, the transaction costs are attributed to profit or loss.

The debt instruments in the Company's financial statements are classified and measured using the following criteria:
(A) The Company's financial asset management business model; and
(B) the contractual cash flow characteristics of the financial asset.

The company measures fair value debt instruments through profit or loss when:

Financial assets held for trading (derivatives) are measured at fair value through profit or loss.

The company measures its financial derivative in accordance with Level 2 of the fair value hierarchy. The measurement is conducted using the Goto Ltd.'s share capital multiplied by the estimated increase in shares due to the exercise of rights as described in Note 1a above.
During the reporting period, the company decreased the value of the derivative by approximately 309 thousand ILS.

Depreciation of financial assets

At each report time, the Company reviews the provision for due to financial debt instruments not evaluated at fair value through profit or loss.

The Company has financial assets with short credit terms, such as clients, for which it applies the IFRS 9 relief, i.e. the Company measures the provision for loss in an amount equal to predicted credit losses throughout the life of the instrument.

Note 2: - **Accounting policy principles (continued)**

2. Financial instruments (continued)

3. Financial liabilities

Financial liabilities assessed at reduced cost

At the initial recognition date, the company measures its financial liabilities (primarily bank and other corporate borrowings) at fair value less transaction costs that are directly attributable to the issuance of the financial liability. Following first recognition, the Company uses the effective interest method to measure all financial liabilities at a lower cost.

4. Share-based payment transactions

Employees of the company are entitled to benefits in the form of a share-based payment that is invested in equity instruments.

The cost of transactions with employees settled via equity instruments is measured by such equity instruments' fair value at the time of granting such benefits. An applicable model of options pricing is used to determine the fair value.

5. Determining fair value

In an ordinary transaction between market players at the time of measurement, fair value is the price that would have been acquired in the sale of a property or the price that would have been paid for the transfer of an obligation.

The determination of fair value is based on the premise that the transaction takes place in the asset or liability's main market, or, where such main market does not exist, in the most advantageous market.

The fair value of an asset or liability is determined by the discounts that market players will use when pricing the asset or liability, assuming that market players are acting in their best economic interests.

Determining the fair value of a non-financial asset takes into account a market player's potential ability to earn economic advantages from using the asset optimally or selling it to another market player who will utilize the asset optimally.

The group uses evaluation practices suitable to the conditions and have adequate data to estimate fair value, while maximizing the use of relevant observable data and reducing the use of unobservable data.

All assets and liabilities determined at fair value or reported at fair value are classified into the following categories under the fair value hierarchy, depending on the lowest level of data relevant for evaluating fair value as a whole:

Level 1: Quoted prices (without adjustments) of similar assets and liabilities in an active market.
Level 2: Data that are not quoted prices from Level 1, which can be observable directly or indirectly.
Level 3: Data that are not based on any observable market information (assessment techniques without the use of observable market data).

Note 2: - Accounting policy principles (continued)

6. Provisions

Lawsuits

Provisions for lawsuits are recognized when the group has a present legal responsibility or an implicit obligation as a result of a previous incident, when it is more probable than not that the group will need its financial resources to settle the obligation, and when the obligation can be reliably calculated.

7. Non-current property or group of properties held for sale and a discontinued activity

Non-current property or group of properties classified as held for sale, the settling of which shall be done by a selling transaction rather than by an ongoing use. The foregoing occurs when such assets are immediately available for sale AS IS, the company is obligated to such selling plan, there is a plan to locate a buyer and it is highly probable that realization may be concluded withing a year of the classification date.

When a company is bound by a selling plan involving losing control over a subsidiary, regardless of whether the company maintains non-controlling rights in such subsidiary, it may classify the entirety of the subsidiary's assets and liabilities as held for sale.

A discontinued activity is a component of the company, representing either distinct and significant field of business operations or a geographic area, constituting a realized activity or an activity classified as held for sale. The results of the discontinued activity (including comparative numbers) are shown separately in the profit or loss statement, minus tax effects.

See also note 6.

8. A change in the accounting policy - including first-time implementation of new financial reporting standards and amendments of existing accounting standards

1. Amendment to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

In February 2021, IASB published an amendment to the international accounting standard 8: presenting financial statements (hereinafter: "the amendment"). The amendment's purpose is to provide a new definition of the term "accounting estimates."

Accounting estimates are "financial sums in the financial statements susceptible to measurement uncertainty." The amendment defines changes in accounting estimates and distinguishes them from changes in accounting policies and corrections of errors.

The amendment will be implemented prospectively to annual periods starting on January 1, 2023, and will apply to changes in accounting policies and accounting estimates that occur before or after that date.

The above amendment did not have a significant impact on the company's consolidated financial statements.

Note 2: - **Accounting policy principles (continued)**

2. Amendment to IAS 12, Income Taxes

In May 2021, the IASB announced an amendment to International Accounting Standard 12, Income Taxes (the "IAS 12" or "Standard") that limits the application of the "First Recognition Exception" (the "**exception**") to deferred taxes as defined in Sections 15 and 24 of IAS 12 (the "**amendment**").

IAS 12 excludes the recognition of deferred assets and liabilities in respect of some temporary differences emerging from the initial recognition of assets and liabilities in certain transactions under the Guidelines for the Recognition of Deferred Tax Assets and Liabilities. The amendment reduces the applicability of the exception and clarifies that it does not apply to the recognition of deferred tax assets and liabilities arising from a transaction that is not a joint venture and creates equal differences in obligation and right, even if the other exception conditions are met.

The above amendment did not have a significant impact on the company's consolidated financial statements.

3. Amendment to IAS 1 Accounting Policies Disclosure

In February 2021, IASB published an amendment to the international accounting standard 1: presenting financial statements (hereinafter: "the amendment"). In accordance with the amendment, companies will be required to provide disclosure of their material accounting policy, replacing the current requirement to provide disclosure of their significant accounting policy. One of the main reasons for this amendment is that the term "significant" is not defined in the IFRS, while "material" is defined in various standards as well as in the IFRS, especially in IAS 1.

The amendment will be implemented for annual periods beginning on January 1, 2023.

The above amendment had an impact on the disclosures of the company's accounting policies, but it did not affect the measurement, recognition, or presentation of any items in the company's consolidated financial statements.

Note 3: - **The main considerations, estimates, and assumptions used in the financial statement preparation**

When preparing the financial statements, the management of the group is required to exercise judgment and to use estimates, assessments, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue, and expenses. Changes in accounting estimates are accounted for in the period in which they were produced.
In formulating the accounting estimates, the company's management relies on past experience, various facts, external factors, and reasonable assumptions, according to the circumstances.
The following are the main assumptions made in the financial statements regarding the uncertainty of the reporting date and critical estimates calculated by the group, which may change the value of assets and liabilities in the financial statements in the following year if the estimates and assumptions are materially changed:

- Discount rate of liabilities on a lease

  Since the company cannot easily determine the interest rate grossed up in the lease, it uses the company's additional interest rate to calculate the liabilities on the lease. The additional interest rate set by the company is the rate that the company would have had to pay on a loan for a period similar to the lease period and with similar collateral, in order to obtain a property with a value comparable to the lease right of use and everything in a similar economic environment. When there are no financing transactions on which the company may rely, it calculates the rate of additional interest based on the company's financing risk, the lease time and other economic factors resulting from the lease's requirements and limits. For the purpose of setting the additional interest rate, the company is assisted by an external valuer.

Note 3: - The main considerations, estimates, and assumptions used in the financial statement preparation

- Examination of Impairment of Fixed Assets

The company examines the need for impairment of fixed assets when there are indicators resulting from events or changes in circumstances that suggest the carrying amount in the financial statements may not be recoverable. In cases where the carrying amount of the fixed assets in the financial statements exceeds their recoverable amount, the assets are written down to their recoverable amount. The recoverable amount is the greater of the fair value minus the costs of realization and the value of use. The recoverable amount is the higher of fair value less costs of sale and value in use. For information regarding the calculation of the recoverable amount for the fixed assets in Germany, see Note 12.

Note 4: - New IFRS standards are disclosed in the time leading up to their implementation.

א. Amendment to IAS 1, presentation of financial statements

In January 2020, the IASB published an amended to - IAS 1 concerning the requirement to classify liabilities as current or non-current (the "original Amendment"). in October 2022, the IABS published a consecutive amendment of the foregoing amendment (hereinafter “**the consecutive amendment**”).

the consecutive amendment has stipulated that:

- Only financial parameters, with which an entity must comply at the end of or prior to the report period affect such liability’s classification as current or non-current.
- in the matter of a liability, of which the compliance with the financial parameters is tested within 12 months following the date of the report, a disclosure must be provided to the users of such financial statements, facilitating the assessment of risks due to such liability. i.e., the consecutive amendment stipulates that a disclosure of the liability’s value in the books, information of financial parameters, as well as facts and circumstances as of the end of the report period, which might create the conclusion that such entity may struggle to comply with such financial parameters.

The original amendment stipulated that a liability's right of conversion will affect the type of the entire liability as current or non-current, except in cases where the conversion component is capital.

The original amendment and the consecutive amendment shall be implemented for year long periods beginning on January 1, 2024 or after that date. Earlier application is possible. Such amendments shall be implemented retroactively.

The above amendment does not expect to have a significant impact on the company's consolidated financial statements.

Note 5 - Investment accounted for using the equity method

a. Trinity Co.

As part of the merger agreement signed as described in Note 1 above, it was agreed among the parties to the merger agreement, among other things, that the company would work to sell all or a majority of the significant assets or shares of Trinity, or to act to raise capital in Trinity from an investor to an extent that would lead to a loss of control. From the date of completion of the merger, the company's management actively worked to realize its holdings in Trinity Audio Ltd.

On July 9, 2023, concurrent with the sale efforts, the company signed agreements with four of Trinity's founders (hereinafter: "the Entrepreneurs") under which it allocated options to them, so that after the allocation the company would hold 100% of the share capital (50% upon full dilution) of Trinity. Additionally, under the agreements, it was agreed that all decisions in the company's board would be made unanimously, therefore, at the time of transition from a held-for-sale investment to an investment accounted for using the equity method, the company recorded a profit resulting from the loss of control over Trinity in the amount of approximately 3,644 thousand ILS.

In accordance with the accounting treatment at the time of transition from a held-for-sale asset to treatment according to the equity method, the company estimated, through an external valuation expert, the fair value of the investment. The company's share of the excess of cost generated due to customer relationships and technology amounts to approximately 2,264 and 1,362 thousand ILS, respectively. The estimated useful life of the excess costs is 5 years. In addition, the company's share in the goodwill amounted to approximately 10,020 thousand ILS. During the reporting period, the company recorded equity losses of approximately 2,638 thousand ILS.

The total impact in the financial statements for Trinity, including the profit from loss of control, amounted to a net of 560 thousand ILS.

Summary of financial statement data from entities accounted for using the equity method and additional information

Below are data on the financial condition of Trinity from the company's perspective:

	As of December 31
	2023
	ILS in Thousands
CURRENT ASSETS	
Cash and cash equivalents	1.080
Clients, net	4.956
Other accounts receivable	367
	6.403
NON-CURRENT ASSETS	
Fixed assets, net	129
Total assets	6.532
CURRENT LIABILITIES	
Trade payables	1.542
Other accounts receivables	2.769
	4.311
Total liabilities	4.312
Total equity	2.221
Rate of holding in the included company	78.13%
Excess of cost and goodwill	13.228
Other adjustments	(5,315)
The balance of the investment account in the included company	9.648

Note 5 - Investment accounted for using the equity method (continued)

a. Trinity Co. (continued)

Below are data on the operational results of Trinity for 2023:

	For the year ending on December 31
	2023
	ILS in Thousands
11,142	16.456
Cost of services	3.230
Gross profit	13.226
Costs of Research and Development	6.251
Selling and marketing expenses	3.269
General and administrative expenses	5.918
Operating income (loss)	2.212
Net financing expenses	366
Loss before tax	2.578
Tax revenues	1.304
Loss	1.274

Note 5 - Investment accounted for using the equity method (continued)

Below are data on the operational results of Trinity for the second half of 2023 from the company's perspective (starting from the date of transition to investment accounted for using the equity method):

	For the period starting July 1 to December 31
	2023
	ILS in Thousands
11,142	9.477
Cost of services	1.754
Gross profit	7.723
Costs of Research and Development	5.268
Selling and marketing expenses	2.877
General and administrative expenses	3.414
Operating income (loss)	3.836
Net financing expenses	415
Loss before tax	4.251
Tax revenues	1.852
Loss	2.399
Rate of holding in the included company (*)	83.59%
The included company's share in the loss	2.005
Adjustments:	
Amortization of excess cost	398
Other adjustments	681
The company's share in the loss of the included company	3.084

(*) During the reporting period of 2023, the company's ownership percentage decreased due to the vesting of options to the founders of Trinity from 83.59% to 78.13%.

Note 6: - a group of assets held for sale and a discontinued activity

Closing down the Maltese activity

on September 29, 2022, as part of the company's resolution to target profitability focused activities, including inter alia closing down losing activities, the company's management has decided to close down its operations in Malta (hereinafter "**the discontinued activity**"), including GoTo Sharing Malta and GoTo Malta As part of such decision, the company had informed its clients employees and the Maltese 'ministry of transport of its intention to close down such activity as of September 30, 2022. As of December 31, 2022 the company's service is no longer available in Malta and the activity is practically discontinued.

Concurrently, the company is negotiating waving mutual suites between the parties, inter alia by way of waving owner's loan balance with the existing minority shareholder who collaborate on the Maltese activity.
As of the report date, the company has a loan to Goto Sharing Malta and Goto Malta amounting to approximately 20,647 thousand ILS. Concurrently, Divono has a loan to Goto Sharing Malta and Goto Malta amounting to approximately 13,814 thousand ILS.

The balance of the Maltese fixed property is made up of a fleet of vehicles planned to be sold in order to settle their debts to creditors in the order occurrence, and the balance of the amount gained by selling the vehicles is to be divided among the shareholders in accordance with their respective loans they had given the company.

So therefore, the fixed property's classification is an asset held for sale.

In accordance with the aforementioned, Goto Malta is classified as a discontinued operation and the balance of fixed assets held for sale stands at its reduced cost amounting to approximately 4,221 thousand ILS. It is noted that based on actual sale prices, there is no indication of impairment of the fixed assets.

Note 6: - a group of assets held for sale and a discontinued activity (continued)

Sale of Madrid Operation

On June 1, 2023, an agreement was signed between the company and ASTARA MOBILITY S.L (hereinafter - Astara) concerning the sale of 100% of the shares of Goto Spain.

In return for the sale of the shares, Astara paid the company an amount reflecting the net asset value of Goto Spain as of May 31, 2023, which is estimated at about 0 EUR, plus the value of Goto Spain's goodwill, which is estimated at about 1.6 million EUR ("Sale Price") (a total of about 6.4 million ILS), subject to the sale price adjustment mechanism as defined in detail below.

On June 29, 2023, the company received an additional amount towards the Sale Price of 103 thousand EUR (a total of about 0.4 million ILS), in accordance with the price adjustment mechanism, making the total transaction amount 1.703 million EUR (a total of about 6.8 million ILS).

Furthermore, the agreement stipulated that the company would grant Astara an exclusive license to use its name and trademark for a period of 24 months from the completion of the transaction, in the territory of Spain only, without receiving any additional consideration.

According to the agreement, the company committed not to compete with Astara (directly or indirectly) in the territory of Spain, for a period of two years from the completion of the transaction.

It is also noted that, concurrently with the signing of the agreement and the completion of the agreement transaction, the company entered into an agreement with Astara to provide technology services for a period of 12 months for operating Astara's car-sharing service ("the Services Agreement"). See Note 19c regarding engagements.

The sale of the Madrid operation meets the definition of a discontinued operation; therefore, the comparative figures in the profit or loss statement have been restated.

Note 6: - Assets held for sale and a discontinued activity (continued)

b. Following are data of the operations' outcomes regarding the discontinued activity in Malta:

	For the year ending on December 31		
	2023	2022	2021
	ILS in Thousands		
11,142	-	6.137	7.585
Cost of services	-	7.730	9.559
Gross loss	-	(1,593)	)1,974(
Selling and marketing expenses	-	659	922
General and administrative expenses	2.254	2.596	2.475
Other income - capital gain	74	-	-
Operating income (loss)	(2,180)	(4,848)	(5,371)
Financing proceeds	-	595	12
Financing expenses	466	-	816
Loss caused by discontinued activity	(2,646)	(4,253)	(6,175)
Loss from the disposal of discontinued operation, net	1.814	1.207	-
Loss from discontinued operation, net	(4,460)	(5,460)	(6,175)
Net income (loss) attributable to:			
Company shareholders	(1,976)	(3,191)	(3,304)
Non-controlling interests	(2,484)	(2,269)	(2,871)
	(4,460)	(5,460)	(6,175)

Following are data of the cash flows net, attributed to the Maltese discontinued activity and cash flows deriving from activity (used for activity).

	For the year ending on December 31		
	2023	**2022**	**2021**
	ILS in Thousands		
Ongoing activity	(1,058)	(1,723)	(556)
Financing proceeds	493	456	(148)
Investment activity	965	504	(20)

Note 6: - Assets held for sale and a discontinued activity (continued)

Following are data of the operations' outcomes regarding the discontinued activity in Madrid:

	For the year ending on December 31		
	2023	2022	2021
	ILS in Thousands		
11,142	3.670	7.913	4.345
Cost of services	7.099	16.690	13.693
Gross loss	(3,429)	(8,777)	(9,348)
Selling and marketing expenses	802	4.073	4.609
General and administrative expenses	1.215	3.227	3.193
Operating income (loss)	(5,446)	(16,077)	(17,150)
Financing expenses	198	1.098	666
Loss caused by discontinued activity	(5,644)	(17,175)	(17,816)
Profit from the disposal of discontinued operation, net	5.148	-	-
Loss from discontinued activity, net	(496)	(17,175)	(17,816)
Net income (loss) attributable to:			
Company shareholders	(496)	(17,175)	(17,816)
Non-controlling interests	-	-	-
	(496)	(17,175)	(17,816)

Following are data of the cash flows net, attributed to the Madrid discontinued activity and cash flows deriving from activity (used for activity):

	For the year ending on December 31		
	2023	**2022**	**2021**
	ILS in Thousands		
Ongoing activity	(10,190)	(9,571)	(6,658)
Financing proceeds	7.755	8.068	13.747
Investment activity	-	2.540	(6,947)

Note 7: - A. Cash and cash equivalents for immediate withdrawal

	2019	
	2023	2022
	ILS in Thousands	
Israeli currency	931	1.291
EUR	5.389	25.455
USD	2.016	1.340
	8.336	28.086

Note 7: B. Short-term deposits

	2019	
	2023	2022
	ILS in Thousands	
Banking Corporation Deposits	23.066	-
	23.066	-

During the reporting period, investments were made in bank deposits at an average interest rate of approximately 4.5%.

Note 8: - Clients

a. Balance of clients, net

	2019	
	2023	2022
	ILS in Thousands	
Unpaid debts	8.068	7.010
Credit cards (*)	2.715	2,602
Income to receive	1.090	893
Balance of clients	11.873	10.505
Deduction - provision for doubtful debts	(1,709)	)2,468)
Clients, net	10.164	8.037

(*) Clients' charges are made using credit cards, thus, the credit withdrawal is for a period of around 30 days and does not carry interest.

Note 8: - Clients (continued)

b. Movement in provision for doubtful debt

	ILS in Thousands
Balance on January 1, 2022	(2,203)
Provision throughout the year	(1,348)
Recognition of written-off lost debts	103
Cancellation in respect of doubtful debts that were collected	1.093
Adjustments resulting from the translation of financial statements of foreign activity	)113)
Balance on December 31, 2022	(2,468)
Provision throughout the year	(1,335)
Recognition of written-off lost debts	418
Cancellation in respect of doubtful debts that were collected	929
Cancellation of the provision for liabilities provided due to exit from the merger.	945
Adjustments resulting from the translation of financial statements of foreign activity	(198)
Balance at December 31, 2023	(1,709)

c. The following information relates to the Company's credit risk exposure in relation to clients' balances.

	Income to receive and clients whose time has not yet arrived their repayment (no delay in collection)	Clients whose due date has passed and the delay in their collection constitutes					
		up to 30 days	31-60 days	61-90 days	91-120 days	Over 120 days	Total
	ILS in Thousands						
	As of December 31, 2023						
Balance of clients before provision for doubtful debt	8.874	303	99	130	111	2.356	11.873
Balance of provision for doubtful debts	15	42	19	31	20	1.582	1.709
	As of December 31, 2022						
Balance of clients before provision for doubtful debt	7.886	264	144	137	140	1.954	10.525
Balance of provision for doubtful debts	62	126	127	106	112	1.935	2.468

Note 9: - Debtors and debt balances

	2019	
	2023	2022
	ILS in Thousands	
Institutes	141	654
Expenses in advance	2.098	2.641
Supplier advances	21	70
Other	994	907
	3.254	4.272

Note 10: -Intangible assets, net

a. Composition and movement:

2023

	Software	Client relations	Brand	Total
	ILS in Thousands			
Cost				
Balance at January 1, 2023	2.647	7.596	2.653	12.896
Additions throughout the year				
Adjustments resulting from the translation of financial statements of foreign activity	56	-	-	56
Exit from the merger	76	-	-	76
Balance at December 31, 2023	2.627	7.596	2.653	12.876
Accumulated depreciation and accumulated losses due to depreciation				
Balance at January 1, 2023	2.392	2.657	1.480	6.529
Additions throughout the year				
Depreciation	211	1.040	670	1.921
Adjustments resulting from the translation of financial statements of foreign activity	41	-	-	41
Exit from the merger	20	-	-	20
Balance at December 31, 2023	2.624	3.697	2.150	8.471
Reduced cost balance on December 31, 2023	3	3.899	503	4.405

Note 10: -Intangible assets (continued)

Year 2022

	Software	Client Relations	Brand	Reputation	Total
	ILS in Thousands				
Cost					
Balance on January 1, 2022	2.453	7.596	2.653	73.223	85.925
Additions throughout the year					
Acquisitions	145	-	-	-	145
Adjustments resulting from the translation of financial statements of foreign activity	49	-	-	-	49
Balance on December 31, 2022	2.647	7.596	2.653	73.223	86.119
Accumulated depreciation and accumulated losses due to depreciation					
Balance on January 1, 2022	1.665	317	221	-	2.203
Additions throughout the year					
Depreciation	696	2.340	1.259	73.223	77.518
Adjustments resulting from the translation of financial statements of foreign activity	31	-	-	-	31
Balance on December 31, 2022	2.392	2.657	1.480	73.223	79.752
Balance of reduced cost on December 31, 2022	255	4.939	1.173	-	6.367

b. Costs of depreciation

the costs of such depreciation and losses due to intangible assets' decrease of value are characterized in profit or loss as follows:

	For the year ending on 2019	
	2023	2022
	ILS in Thousands	
Cost of services	211	696
Selling and marketing expenses	1.710	2.150
Other costs	-	74.672

	1.921	77.518

Note 11: - **Right-of-use assets**

The company has lease agreements that include leases of vehicles and structures used for its ongoing operations. Vehicles lease agreements are for the most part for a period of 2 to 3 years. The lease agreement for the structures is for a period of 2 to 4 years, in which the company has also included the realization of the extension option contained in the agreements.

The company has lease agreements for certain vehicles with a low monetary value. The Company uses the standard's relief for these leases and recognizes the lease payments as a cost in a straight line throughout the lease duration.

Composition and movement:

2023

	Structures	Vehicles	Total
		ILS in Thousands	
Cost			
Balance at January 1, 2023	4.708	39.415	44.123
Additions throughout the year			
New leases	-	5.935	5.935
Adjustments resulting from the translation of financial statements of foreign activity	-	1.807	1.807
Deductions throughout the year			
Discontinued leases	-	218	218
Exit from the merger	-	21.305	21.305
Balance at December 31, 2023	4.708	25.634	30.342
Accumulated depreciation			
Balance at January 1, 2023	3.022	25.111	28.133
Additions throughout the year			
Depreciation	842	8.901	9.743
Adjustments resulting from the translation of financial statements of foreign activity	-	1.186	1.186
Deductions throughout the year			
Discontinued leases	-	63	63
Exit from the merger	-	14.922	14.922
Balance at December 31, 2023	3.864	20.213	24.077
Reduced cost balance on December 31, 2023	844	5.421	6.265

Note 11: - Right-of-use assets (continued)

Year 2022

	Structures	Vehicles	Total
		ILS in Thousands	
Cost			
Balance on January 1, 2022	5.615	37.856	43.471
Additions throughout the year			
New leases	-	2.642	2.642
Adjustments resulting from the translation of financial statements foreign activity	-	1.198	1.198
Deductions throughout the year			
Discontinued leases	907	2.281	3.188
Balance on December 31, 2022	4.708	39.415	44.123
Accumulated depreciation			
Balance at January 1, 2022	2.493	13.997	16.490
Additions throughout the year			
Depreciation	846	11.502	12.348
Adjustments resulting from the translation of financial statements of foreign activity	-	534	534
Deductions throughout the year			
Discontinued leases	317	922	1.239
Balance on December 31, 2022	3.022	25.111	28.133
Balance of reduced cost on December 31, 2022	1.686	14.304	15.990

Note 12: - Fixed assets

Composition and movement:

2023

	Vehicles	Furniture and office supplies	Computers and peripherals	Improvements to the leasehold	Total
	ILS in Thousands				
Cost					
Balance at January 1, 2023	22.520	813	3.772	769	27.874
Additions throughout the year					
Acquisitions	21.709	81	259	-	22.049
Adjustments resulting from the translation of financial statements of foreign activity	1.624	19	396	7	2.046
Deductions throughout the year					
Realizations	18.657	40	40	-	18.737
Exit from the merger	576	173	138	-	887
Balance at December 31, 2023	26.620	700	4.249	776	32.345
Accumulated depreciation					
Balance at January 1, 2023	14.789	615	3.425	736	19.565
Additions throughout the year					
Depreciation	7.825	65	379	21	8.290
Adjustments resulting from the translation of financial statements of foreign activity	613	18	34	6	671
Deductions throughout the year					
Realizations	16.310	40	-	-	16.350
Exit from the merger	204	277	3	-	484
Balance at December 31, 2023	6.713	381	3.835	763	11.692

Reduced cost balance on December 31, 2023	19.907	319	414	13	20.653

Given the ongoing losses in the German operations sector, the company examined the recoverable amount of fixed assets in Germany as of December 31, 2023, which constitutes about 65% of the fixed assets of the company. The recoverable amount is calculated as the fair value of the assets net of estimated selling costs. The company's management assessed the fair value by comparing the cost in the fixed asset in the books to the selling prices of similar scooters, taking into account the asset's age in mileage. The result of the assessment did not reflect a decrease in value, and therefore no reduction was recognized in the financial statements.

Note 12: - Fixed assets(continued)

Year 2022

	Vehicles	Furniture and office supplies	Computers and peripherals	Improvements to the leasehold	Total
	ILS in Thousands				
Cost					
Balance on January 1, 2022	46,876	1.386	5.419	768	54,449
Additions throughout the year					
Acquisitions	1.665	241	222	-	2.128
Adjustments resulting from the translation of financial statements foreign activity	1.559	84	4	1	1.648
Deductions throughout the year					
Realizations	11.423	310	-	-	11.733
Assignment to assets held for sale	16.157	588	1.873	-	18.618
Balance on December 31, 2022	22.520	813	3.772	769	27.874
Accumulated depreciation					
Balance on January 1, 2022	22,741	581	2.544	686	26,552
Additions throughout the year					
Depreciation	11.108	260	1.019	43	12.430
Adjustments resulting from the translation of financial statements of foreign activity	601	4	227	7	839
Reputation depreciation	177	108	-	-	285

Deductions throughout the year					
Realizations	8.830	-	-	-	8.830
Assignment to assets held for sale	11.008	338	365	-	11.711
Balance on December 31, 2022	14.789	615	3.425	736	19.565
Balance of reduced cost on December 31, 2022	7.731	198	347	33	8.309

Regarding liens, see Note 19a.

Note 13: - Liabilities to suppliers and service providers

	2019	
	2023	2022
	ILS in Thousands	
Suppliers and service providers	4.912	7,830
Expenses to pay	4.782	5.362
Repayable checks	62	71
Related party - note 24a	255	194
	10.011	13.457

Note 14: - Credited accounts and credit balance

	2019	
	2023	2022
	ILS in Thousands	
Employees and wage liabilities	2.842	3.155
Provision for vacation and convalescence	1.398	1.135
Institutes	1.994	2.301
Advance income	1.647	2.040
Other eligibles	2.374	2.142
	10.255	10.773

Note 15: - Loans from banking institutions and others

(1) Composition with current liabilities

	2019	
	2023	2022
	ILS in Thousands	
Loan from a banking institution	6.034	681
Current maturities of long-term loans	1.838	2,008

	7.872	2,689

(2) Composition with non-current liabilities

	2019	
	2023	2022
	ILS in Thousands	
Long-term loans from banking institutions	13.310	553
Long-term loans from others	-	1.782
Deducting current maturities	(1,838)	(2,008)
	11.472	327

Note 15: - **Loans from banking institutions and others**

(3) The following are details of loans from banking institutions and others

a. As of March 2018 and until June 2019, an incorporated company in Germany had taken out crowed loans of about 1,182 thousands Euro, with 30% of the loan's principal repaid in June 2021, another 30% were repaid in June 2022 and an additional 40% are destined to be repaid in June 2023. The loans are unlinked and have an annual interest rate of 3.75%-4.75%, paid off once a year in June. About 467 lenders participated in the loan. As of December 31, 2023, the loan balance has been fully repaid.

b. in March 31, 2020, the company took a loan of about 118 thousand ILS from a banking institution. The loan is unlinked and carries a fixed annual interest rate of 2.7%. The loan will be repaid in 36 equal monthly payments of principal and interest, starting April 2020. On January 3, 2023, the loan was fully repaid.

c. On April 27, 2020, the Company took out a 1.5 million ILS loan from a banking institution, for a period of 36 months. The loan is unlinked and carries a variable annual interest at prime + 1.5% and will be repaid in 24 monthly installments as pf April 2021.

The loan was accepted by the bank as part of the State of Israel Program to provide state guarantee loans to deal with the spread of the corona virus. Om August 23, 2022, the loan was repaid by way of an advanced repayment.

d. On April 31, 2020, the Company took out a 14 million ILS loan from a banking institution, for a period of 44 months. This loan replaces 3 earlier loans for the same amount, which the company had taken from the same banking institution. The loan is unlinked and carries a variable annual interest rate of 3.23%. The loan will be repaid in 32 monthly installments, starting January 2021. Om August 23, 2022, the loan was repaid by way of an advanced repayment.

e. On April 29, 2021, the Company took out a 2.5 million ILS loan from a banking institution, for a period of 21 months. The loan is unlinked and carries a variable annual interest rate of 3%. The loan will be repaid in 12 monthly payments, starting January 2022.

The Company has registered a first-degree fixed lien in favor of the bank for 95 electric vehicles it owns.
The loan was fully repaid during the reporting period.

f. On April 27, 2023, the Company took out a 620 million ILS loan from a banking institution, for a period of 60 months. The loan is unlinked and carries a variable annual interest rate of 0.9%. The loan will be repaid in 60 monthly payments, starting January 2023.
The Company has registered a first-degree fixed lien in favor of the bank for 4 electric vehicles it owns.

g. On April 27, 2023, the Company took out a 2.667 million ILS loan from a banking institution, for a period of 36 months. The loan is unlinked and carries a variable annual interest rate of 1.85%. The loan will be repaid in 36 monthly payments, starting January 2023.
The Company has registered a first-degree fixed lien in favor of the bank for 50 electric vehicles it owns.

h. On May 7, 2023, the Company took out a 2.667 million ILS loan from a banking institution, for a period of 36 months. The loan is unlinked and carries a variable annual interest rate of 1.85%. The loan will be repaid in 36 monthly payments, starting May 2021.
The Company has registered a first-degree fixed lien in favor of the bank for the vehicles.

i. On January 1, 2023, the subsidiary in Germany obtained a loan from a banking institution in the amount of 13,494 thousand NIS to finance the purchase of mopeds, batteries, and helmets for a period of 48 months. The loan is unlinked and carries a variable annual interest rate of 7%. The loan will be repaid in 48 monthly installments, starting from January 2023. The agreement stipulates that in case of material breach of the agreement, the parties may terminate the agreement.

Note 16: - **Lease obligations**

	2019	
	2023	2022
	ILS in Thousands	
Lease related liabilities	6.353	16.602
Current lease maturities	(4,689)	(11,360)
	1.664	5.242

An external and independent appraiser assists the Group in calculating the nominal interest rate appropriate for the capitalization of lease contracts, taking into account the companies' financing risk, the conditions of the lease contracts, and other economic aspects. The weighted average supplementary interest rate used to capitalize future lease payments in calculating the lease liabilities balance ranged from 5.5% to 3.5%.

	For the year ending on 2019		
	2023	2022	2021
	ILS in Thousands		
Interest expenses in respect of lease obligations	433	551	269
Expenditure on leases of low-value assets	3.008	2.464	2.386
Expenses on variable lease payments	-	-	261
Total negative cash flow for leases	10.601	11.562	7.432

(*) For the analysis of the company's Lease liabilities repayment times see note 18b(5).

Note 17: - **Taxes on income**

(1) Tax laws applying to the members of the group

Income Tax (Adjustments Due to Inflation) Law, 5745-1985

According to the law, until the end of 2007, the results measured for tax purposes in Israel are adjusted to changes in the CPI.

The Knesset amended the Income Tax (Adjustments Due to Inflation) Law, 5745-1985, in February 2008, limiting the implementation of the Adjustments Law from 2008 onwards. With the exception of some adjustments for changes in the consumer price index in the period up to December 31, 2007, as of 2008, the results for tax purposes are measured at nominal values. Adjustments for capital gains, such as the realization of real estate (betterment) and securities, remain in effect until the date of realization. Starting in 2008, the legislation will be amended to eliminate the adjustment of the supplement and deduction owing to inflation, as well as the additional deduction due to depreciation (for depreciable assets acquired after the 2007 tax year).

Note 17: - Taxes on income (continued)

(2) Tax rates applying to the members of the group

The rate of companies' tax in Israel in the years 2023, 2022 and 2020 is 23%
Beginning in the year of sale, a body of persons must pay tax on real capital gain in the companies' tax rate as of the year of the lease.

A law was published in August 2013 to modify national priorities (legislative reforms to accomplish budget objectives for 2013 and 2014), 5773-2013 (the Budget Law). The law includes, among other things, provisions on taxing revaluation gains, starting from August 1, 2013, but these provisions' effectiveness regarding revaluation gains is conditioned on the publication of regulations, defining what is considered "surplus not subject to the corporate tax", and regulations to prevent double tax on assets outside Israel. As of the date of approving these financial statements, no such regulations have been published.

In 2023, the main tax rate applied to consolidated companies whose place of incorporation is outside of Israel is as follows: Companies incorporated in Malta - tax rate of 35% (same as 2022), company incorporated in Spain - tax rate of 25% (same as 2022), and companies incorporated in Germany - tax rate of 30% (same as 2022).

(3) Final tax assessments

The company has final tax assessments up to and including the 2018 tax year. For the rest of the group's incorporated companies final tax appraisals have not yet been issued since the time of their incorporation.

(4) Losses carried over for tax purposes and other temporary differences

The Company has business losses for tax purposes that are carried over to the following years, totaling at 146,402 thousands ILS, as of December 31, 2023; at 187,308 thousand ILS (and 187,308 thousand ILS as of December 31, 2022).

No deferred tax assets were recognized by the group due to carried over business losses, as there is no expectation that they will be utilized in the foreseeable future.

	For the year that ended on 2019		
	2023	2022	2021
	ILS in Thousands		
Current taxes	244	457	1
	244	457	1

(5) Theoretical tax

The difference between the statutory tax and the taxes on income imputed in the profit or loss statement is mostly due to tax loss, for which no deferred tax assets have been established.

Note 18: - Financial instruments

a. Fair value

Due to the short durations of these instruments, management estimates that the balance of cash, deposits, clients and debtors, suppliers and creditors, and other current liabilities, is close to the fair value. Furthermore, the majority of the company's bank loans have variable interest rates and hence closely represent their fair value.

b. Management's financial risk management objectives and policies

The foundations of the Company's financial liabilities consist of loans and credits. These financial obligations are primarily intended to fund the Company's activities and to offer guarantees to support those operations. Customers, debtors and debit balances, cash, and deposits resulting directly from the Company's operations, comprise the majority of the Company's assets.

The company is exposed to market risk, credit risk, and liquidity risk. The risk management is overseen by the company's senior management.

1) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument may vary as a result of market price changes. Market risk includes three types of risk: interest rate risk, currency risk, and pricing risks such as stock price risk and commodity price risk. Loans and credits, as well as deposits, are financial products that are impacted by market risk.

2) Interest risk

Interest risk is the risk that the fair value or future cash flows of a financial instrument may vary as a result of interest market rates changes.

The Company's exposure to the risk of changes in market interest rates is principally due to long-term obligations with variable interest rates.

Interest rate sensitivity analysis:

The table below indicates the sensitivity of the impacted fraction of loans and credits to a reasonably anticipated change in interest rates. When all other variables remain constant, the effect of interest rate changes on the Company's pre-tax loss will be as follows:

	A 2% increase in the prime interest rate	The effect on profit before tax
	ILS in Thousands	ILS in Thousands
2023:		
Loans in ILS	4.539	156
2022:		
Loans in ILS	225	17

The current observable market environment is used to establish the starting point for the interest rate sensitivity analysis.

Note 18: - **Financial instruments (continued)**

3) Foreign currency risk

Foreign currency risk is the risk that a financial instrument's fair value or future cash flows may vary as a result of changes in foreign exchange rates.

The Company's exposure to foreign currency risk is principally due to ongoing operations (where income or expenditure is generated in a currency other than the Company's presentation currency) and net interests in foreign subsidiaries.

A 5% increase in the Euro exchange rate will increase the company's capital by approximately 198,000 ILS in 2023, and a 5% decrease in the Euro exchange rate will decrease the company's capital by approximately 194,000 ILS in 2023.

A 5% increase in the Dollar exchange rate will increase the company's capital by approximately 138,000 ILS in 2023, while a 5% decrease in the Dollar exchange rate will decrease the company's capital by approximately 138,000 ILS in 2023.

4) Credit risk

Credit risk is the risk of the opposing party failing to fulfill its obligations as a client or those originating from a financial instrument, causing the Group to suffer a loss. The Group is subject to credit risk as a result of its operational activities (mostly client balances) and financial activities, which include bank deposits and foreign currency transactions.

Balance of clients

Most of the company's clients are private clients who pay with a credit card. Unpaid client balances are reviewed regularly.

Based on the Company's previous experience, and depreciation evaluation and calculation is done on each reporting date. The maximum credit risk exposure at the reporting date is the balance in the books (see note 8 regarding customers).

The Group does not have any collateral to secure these liabilities. The group assesses the risk of client concentration, except for its economic development authority in Tel Aviv-Yafo and the client Astra in the technology sector, as low, since its clients are primarily private end-customers who mostly pay via credit cards.

Financial instruments and deposits

The credit risk posed by bank balances is deemed low by the Group's management, since these balances are held by reputable banking institutions.

5) Liquidity risk

The group's purpose is to maintain a balance between stability and flexibility by using overdrafts, bank loans, financing leases, leases and acquisitions.

The table below shows the repayment durations of the Group's financial liabilities in non-capitalized amounts (including interest payments) according to the contractual terms:

Note 18: - Financial instruments (continued)

5) Liquidity risk (continued)

As of December 31, 2023

	up to Year	From on year to 2 years	From 2 years to 3 years	From 3 years to 4 years	From 4 years to 5 years	Total
Loans from banks	9.076	9.076	4.427	630	69	23.278
Trade payables	10.011	2.994	-	-	-	13.005
Eligibles	10.255	-	-	-	-	10.255
A loan from a non-controlling shareholder	13.814	-	-	-	-	13.814
Lease related liabilities	4.879	1.749	-	-	-	6.628
	48.035	13.819	4.427	630	69	66.980

As of December 31, 2022

	until Year	From on year to 2 years	From 2 years to 3 years	From 3 years to 4 years	Total
Loans from banks	1.021	122	105	-	1.248
Outstanding liabilities to suppliers and service providers	13.330	1.937	1.903	-	17.170
Eligibles	10.773	-	-	-	10.773
Other Liabilities	1.846	-	-	-	1.846
A loan from a non-controlling shareholder	12.965	-	-	-	12.965
Lease liabilities	12.141	4.292	577	59	17.069
	52.076	6.351	2.585	59	61.071

c. Changes in liabilities arising from financing activities

	Loans	Lease liabilities	Total liabilities arising from financing activities
Balance on January 1, 2021	29.103	14.199	43.302
Cash flow	305	(10,363)	(10,058)
Effects of changes in exchange rates	(1,765)	(1,852)	(3,617)
Other changes	(18)	-	(17)
A newly incorporated company	8.136	5.958	14.094
Recognition of non-cash operating liabilities	-	19.679	19.679
Balance on December 31, 2021	35.761	27.621	63.383
Cash flow	1,750	(12,448)	(10,698)
Effects of changes in exchange rates	913	752	1,665
repayment of a CM loan from others	(1,559)	-	(1,559)
repayment of a CM loan from banks	(19,166)	-	(19,166)
Other changes	(2,189)	-	(2,189)
Recognition of non-cash operating liabilities	-	677	677
Balance on March 31, 2022	15,512	16,602	32,114
Cash flow	6.648	(9,249)	(2,601)
Effects of changes in exchange rates	1.046	(219)	827
repayment of a CM loan from others	1,782	-	1,782
repayment of a CM loan from banks	(7,361)	-	(7,361)
Other changes	9.577	5.833	15.410
Exit from the merger	-	(6,614)	(6,614)
Recognition of non-cash operating liabilities	9.518	-	9.518
Balance on December 31, 2023	33.158	6.353	39.511

Note 19: - Encumbrances, guarantees, contingent liabilities, and engagements

a. Encumbrances and guarantees

(1) The Company registered a floating charge to the benefit of the bank on all financial assets, property, and any kind of right the Company has or will have in the future, in any shape or form. A fixed charge on the Company's share capital that was not yet called or has been called and not yet paid off, and on the goodwill and the Company's rights to any tax exemption, break, or discount, under any law. A fixed charge on all securities, documents, and notes the bank has.

(2) As of December 31, 2023, the Company had bank guarantees in the amount of about 560 thousand ILS for a variety of Israeli authorities, municipalities, and suppliers.

(3) according to note 19c(3) above, and herein and a prerequisite to the execution of this contract, the company has put up a bank guarantee for the benefit of the "Tel Aviv-Jaffa economic development Authority" as of December 31, 2023, at 1,500 thousand ILS.

(4) To fulfill its undertakings, the Company made an autonomous, independent guarantee to the benefit of the Malta Government for 200 thousand Euro. The guarantee is in effect throughout the entire contract period.

(5) The Company recorded an encumbrance on all rights under the insurance policy pertaining to the vehicles that the Company is leasing from a third party, for the benefit of such third party, as well as any title to damages or indemnification for the vehicles' loss or damage or the expropriation thereof. See also note 19c(1).

(6) In 2019, the subsidiary entered into an operating leasing agreement with a financing entity to lease approximately 220 electric scooters. As part of the transaction, the subsidiary was required to deposit a deposit to secure the transaction at a rate of 15% of the transaction amount, totaling 193 thousand Euro.

(7) A subsidiary has associated with local leasing providers in a vehicle rental transaction. The subsidiary was required to provide a bank guarantee from a local bank as part of the agreement, while the local bank requested a counter-guarantee from the company's bank in Israel. In Israel, the company deposited a total of 6,155 thousand ILS in a pledged deposit against the bank guarantee. During the reporting period, the guarantees were canceled, and the funds were released from the encumbrance.

b. Contingent liabilities

On May 6, 2021, an application was filed against the Company for approval of a class action in the amount of 6,358 thousand ILS, alleging that the Company provides its clients with misleading representations regarding the manner of termination of use of the paid car rental platform of a subsidiary company ("Auto Tel"), which provides for the residents of the city according to an agreement between it and the Tel Aviv-Yafo Economic Development Authority Ltd., a company owned by the Tel Aviv Municipality. According to the applicant, the Company presents its subscribers with false information that states that there are hundreds of parking lots designated for "Auto Tel" clients only, which will allow the use of vehicles rented from it to terminate relatively quickly, and thus be able to drive around comfortably across Tel Aviv. however, in actual fact, private vehicles routinely park in designated parking lots in a way that prevents the Company's clients from parking a rented vehicle and terminating its use, causing it to incur additional cost while the client is forced to search for another parking space. In light of the Company's legal advisor's stance, at this point, the lawsuit's chances cannot be estimated.

Note 19: - Encumbrances, guarantees, contingent liabilities, and engagements (continued)

c. Engagements

(1) The company leases cars from various car leasing companies. In most cases such rental does not include mandatory, comprehensive and/or third party insurances, so the company takes care of third party and mandatory insurances independently.

(2) On a non-material scale, the company entered some other agreements with other Israeli authorities.

(3) On June 27, 2016, an agreement was made between the Company and the Tel Aviv Jaffa Economic Development Authority ("Authority"), for the Company to operate a car sharing service in Tel Aviv. The agreement became

effective on July 1, 2016 (the Effective Date"). To execute the contract, a partnership was established, which was incorporated on June 27, 2016, engaging in establishing, maintaining, and operating the Tel Aviv City car sharing system.

The contract period is 137 months.
The authority, at its exclusive discretion, may extend the contract period by two more periods of 36 months each, subject to a 6 month advanced notice.
The authority may, unilaterally and at its exclusive discretion, terminate the engagement early at any time in the contract period and in the extension periods, by giving the partnership prior written notice at least 6 months in advance. In such a case, the company will be entitled to all of the consideration agreed upon until the date of such termination, as well as compensation for early termination of up to 1 million ILS, in annual brackets.
On October 1, 2017, the period of a regular provision of service commenced; the consideration for it varies by the number of cars, the number of new and total subscribers, the total mileage, and the number of cars removed from the fleet.
See Note 19a(3) for further information on bank and performance guarantees.

(4) On February 18, 2018, the Municipality of Natanya Tenders Committee authorized the engagement with the Company as a sole vendor for 6 years ("Contract Period"), for operating 70 electric vehicles in the city, with the municipality allocating 210 designated parking spaces to the company. The agreement provides for the company to receive subsidies from the Natanya municipality in exchange for operating the service in the city. Under this engagement agreement and the terms agreed upon between the parties, the company terminated its operations in the city of Natanya in April 2022.

(5) On February 11, 2018, the Company signed a contract with the Municipality of Jerusalem to obtain a franchise to use designated parking spaces, to establish and operate a car sharing system in Jerusalem. The term of this contract is 3 years with an option of a 1-year extension. On January 1, 2023, the association with the Jerusalem municipality was terminated. So therefore, the Jerusalem municipality no longer supplied parking spaces and this service is now provided by the company via associations with external parking providers.

(6) The consolidated subsidiary signed a contract with a local supplier to supply electric motorcycles on December 4, 2020 ("Motorcycles"). According to the agreement, the subsidiary will rent motorcycles for a minimum of two and a half years, with payments for the motorcycles made using the "income distribution" method. The company is under no obligation to make a payment in months when the motorcycles generate no revenue.
On October 24, 2023, GoTo Sharing Germany entered into an agreement with the local supplier for the purchase of the scooters in accordance with the terms of the original agreement dated December 4, 2020. The company exercised the purchase option, and thus, 1,500 scooters and batteries for their operation were transferred from the local supplier to GoTo Sharing Germany. According to the original agreement, the scooters were supposed to be transferred to the company in exchange for a total of 1,000 EUR per scooter. This agreement was amended on February 28, 2024, and the purchase price for the scooters was revised and reduced to 870 EUR each, with a total amount of 1,305,000 EUR. For 1,000 scooters, the company will make payments over a period of 24 months, while for the remaining scooters, payments will be made over a period of 36 months. According to the terms of the agreement, either party is entitled to terminate the agreement immediately in the event of a material breach of the agreement.

Note 19: - Encumbrances, guarantees, contingent liabilities, and engagements (continued)

c. Engagements (continued)

(7) Furthermore, the consolidated company associated with the same supplier in a product acquisition agreement framework, under which expenses of up to 1,650 thousand Euro incurred by the company will be paid by the supplier. This amount will be paid by the subsidiary as part of the "revenue sharing" transaction, with the remaining amount, if any, due on December 31, 2023, to be paid in 12 equal installments up to January 1, 2024. Following the agreement signed on February 28, 2024, it was agreed between the parties that the remaining balance would be paid in 24 installments instead of the originally stipulated 12 installments.

Furthermore, the company entered into an agreement with the same provider for the provision of IoT and software services for the operation of the company's electric motorcycles. These services are paid for on an ongoing basis.

(8) On December 29, 2022, the company associated with an Astra Mobility S.L ("Astra') shareholder in a services and technology development agreement, under which the company shall provide Astra with services based on its knowledge and technological developments, and assist in developing a car sharing platform, which would be fully owned by Astra ("the platform" and "the agreement' respectively).
Under this agreement's terms, Astra shall pay the company 4 million Euro ("the consideration"), to be distributed as follows: (1) a 1 million Euro down payment to be paid up to 30 days after receiving the company's invoice; (2) twelve (12) equal monthly installments of 250 thousand Euro (each), to be paid each month in the year following the completion of the agreement. In exchange of the consideration, the company shall provide Astra with

development, implementation, support, and maintenance services for the platform for a period of 12 months. Astra may extend this period by an additional 24 months, subject to paying additional consideration (deriving from the scope of development inputs as may be required from the company), with the company's consent. As of the publication date of the reports, it was agreed between the company and Astara to extend the agreement until the end of April 2024, for a monthly consideration of 250,000 EUR.

Under this agreement, Astra may use the platform to offer car leasing services for a period of seven (7) calendar days or more to users or clients worldwide, but not in Israel. The company may use the platform to offer car sharing services for a period shorter than seven (7) calendar days around the world ("the company's right of use"). this agreement contains an agreement mechanism for cases where any one of the parties may desire to operate such services in an area or a field in which the other party operates, including an advanced notice and the possibility of promoting a collaboration.

Each party may terminate this agreement inter alia for the following reasons: (1) at the end of the first 12 months of signing the agreement (and not before) without giving a reason and with a three (3) month notice to the other party; (2) in cases of insolvency, bankruptcy, receivership, creditors settlement or a similar proceeding against the other party, not finalized within 30 days of receiving the demand; (3) upon a fundamental breach of this agreement under its terms. During the reporting period, the company recorded revenues in accordance with the aforementioned agreement, totaling approximately 16.2 million ILS.

(9) On December 14, 2020, the Company entered into an office lease agreement in Tel Aviv; the gross leased area is 1,035 square meters. Under the agreement, the term of the lease is 24 months, starting on January 1, 2021. The Company may extend the term of the lease by two more periods of 12 months each. The company has chosen to extend the agreement period by an additional 12 months.

Note 19: - Encumbrances, contingent liabilities, and engagements (continued)

c. Engagements (continued)

(10) On December 29, 2022, Electric Mobility Concepts GMBH, a subsidiary fully owned by the company (hereinafter “Emi”), associated in an unlinked third party agreement (hereinafter “the seller”) to purchase 100% of the issued and paid share capital of a foreign company incorporated under the German Law, who operated in the field of mopeds in Germany (”the acquired company” and “the agreement” respectively) as set forth herein:
Emi shall acquire from the seller the full ownership (100%) of the acquired company in exchange for only one Euro. For such consideration, after completing the transaction, Emi shall receive part of the acquired company’s assets as set forth herein, undertaking to settle a debt the seller has with a financing company (the unlinked third party) pertaining to such assets, at 2.5 million Euro (”the debt” and “the financing entity” respectively).

The seller has provided basic representations pertaining to the acquired company and assets as well as an undertaking to an indemnification due to breaching such representations. The indemnification obligation is time limited at up to one year after completion and the amount must be up to 50% of the debt. In addition, the seller has undertaken to fully indemnify the company for damages related to all of the acquired company’s liabilities as are known at the time of completion, as well as those unknown at that time; and due to damages caused to it in respect of the power of attorney given to the seller by Emi in order to settle the remaining debt and transfer out of the company the remaining assets. Such obligation to indemnify will be effective for a period of 12 months as of completion.
The repaying of the loan to the financing entity as set forth above shall be done using the company's independent sources.
To the best of the company’s knowledge, the transaction subject of this agreement is not expected to impose any tax charges or liens.
It is hereby clarified that the foregoing does not contain full information about any previous operations of the acquired company, as under the terms of the transaction, the company only acquires specific assets and liabilities from the aforementioned activity as set forth above.
On January 18, 2023, the pending warranty were complied with and the acquisition of the German moped incorporation’s shares was completed. The accounting treatment applied following the acquisition of 100% of the shares of the acquired company is in accordance with the accounting treatment for asset acquisitions and liabilities due to the fact that the acquired company does not constitute a business as defined in IFRS 3 and therefore is not treated as a business combination.

(11) For the operation of the electric motorcycle service in Germany, GoTo Germany has a number of material leasing agreements with local suppliers.

(12) In February 28, 2022, the Company had entered an investment agreement (hereinafter “**the agreement**") with Keshet Holdings Limited Partnership ("**Keshet**"), under which Keshet will provide the Company with advertising and digital services. According to the agreement, if the Company is registered as a public company, the Company will issue 7.5 million ILS in second-tier shares in exchange for the aforementioned services, valuing the company at US $ 102 million before cash. If, prior to December 31 2022, the Company will not be registered as a public company, it will pay in cash for the services it has used, provided however the sum is not higher than 50% of the financial agreement, i.e., up to about 3.75 million ILS. The Company has approached Keshet requesting a change the terms of the agreement, whereby the provisions of this agreement will apply to the foregoing sum of 3.75 million ILS, and the company will have a right to decide whether or not to utilize such advertising and digital services against the remaining 3.75 million ILS. To that end, the Company will give Keshet options convertible to company shares (and inasmuch as the Neratec transaction is completed, such options shall be convertible to Neratec options). Inasmuch as the company exercises its right, such options will be converted to shares. in June 6, 2022, the company was registered as a public company. As of this report, the company has used the entirety of such services against the first 50%. The company has no intention of exercising the option of using the advertising and digital services.

(13) As of December 31, 2023, the company is insured by the following insurance policies” (1) position holders liability insurance; (2) employers’ liability insurance; (3) mandatory insurance and third party insurance; (4) structure and business insurance.

Note 20: - Capital

a. Composition:

	December 31, 2023	
	Registered	Issued and paid

	up	
	Number of shares	
no nominal value regular shares	50000000	5385653

Following the company’s capital consolidation, its issued and paid up capital is 5,385,653 PV regular shares.
In light of the foregoing and under the terms of the warrants and the rights to shares, no change may be made in the amount of such warrants and rights to shares, however, the same will be adjusted after the capital consolidation, so the realization shares allocated after the realization of such warrants and rights to shares will be reduced, so that each warrant or right to shares is realized as a one fiftieth (1/50) of a Company’s no PV regular share, as set forth herein:
If, following capital consolidation, certain shareholders are left with fractions of shares, the handling of such fractions will be coordinated with the Tel Aviv Stock Exchange Ltd (hereinafter “TASE”) and/or Bank Hapoalim’s registration company and/or as applicable with the relevant TASE members.

b. The movement in share capital

On February 26, 2023, the general assembly decided to perform a capital consolidation in a 1:50 ratio.

c. Rights attached to shares

Ordinary shares - voting rights at general meetings, the right to receive dividends, the right to dissolve the company, and the right to appoint the company's directors.

d. Capital management in the Company

The company's goals in managing its capital are:
1. Maintain the group's ability to ensure business continuity and the fulfillment of the company's business plans in the coming years, resulting in a return for shareholders, investors, and other shareholders.
2. Ensure a reasonable return for shareholders by pricing products and services in accordance with the existing level of risk in the Group's business operations.

Note 21: - **Share-based payment transactions**

a. Expenditure shown in the financial statements

The expense shown in the financial statements for employee services is presented in the table below:

	For the year that ended on 2019		
	2023	2022	2021
	ILS in Thousands		
Share-based payment plans settled on equity instruments	1.509	2.718	384
Total cost incurred as a result of share-based payment transactions	1.509	2.718	384

b. On July 11, 2019, the Company’s board of directors passed an option plan for Company employees, directors, officers, and service providers, under Section 102 of the Income Tax Ordinance (“Option Plan”). The Company board of directors allocated 15% of the Company’s allotted and paid up share capital on a fully diluted basis (the “Reserved Option Pool”). 2/3 of the Reserved Option Pool will be allotted to the Company’s current employees, subject to the Company’s board of directors’ decision (as of the day of adopting the Option Plan), and the rest will be designated for future allotments to future Company employees and service providers.

c. On July 13, 2020, the board of directors authorized 1,506,900 options that will be used as the pool for allocating ordinary shares and options under the plan.

d. On November 13, 2020, the Board of Directors approved the distribution of 845,400 conversion options for up to 845,400 ordinary shares of the Company having a nominal value of 0.01 ILS. 544,000 of the total options were allocated to the Company's employees, 50,200 of the total options were allocated to a relative of the controlling shareholder employed by the Company, and the remaining 251,200 options were allocated to the Company's CEO, who also serves as the Company's director. The options are allocated in a capital course under section 102 or 3I of the Income Tax Ordinance, in line with the terms of the Company's options plan.

a) The maturity period for a group of offerees, including a relative of the controlling shareholder and the CEO, to whom 650,700 of the allocated options to the offeree shall mature on a quarterly basis, 12.5% at the end of each quarter as of July 12 2020, provided however that the offeree continues to work with or provide services to the company. The exercise premium for each option is equal to the par value of an ordinary share.
According to the Black–Scholes model, the fair value of the aforesaid warrants at the time of grant approval is roughly 260 thousand USD.

Note 21: - Share-based payment transactions (continued)

b) For the group of offerees who were jointly offered 194,700 of the allotted options, it was determined that the vesting period will be as follows: 12 months after the offeree started working at the Company and as long as they continue to work for or provide services to the Company, the options to be granted to that offeree will vest on a quarterly basis, with 12.5% vesting at the end of each quarter over two years. The exercise premium for each option is equal to the par value of an ordinary share.
According to the Black–Scholes model, the fair value of the aforesaid warrants at the time of grant approval is roughly 78,000 USD.

e. On November 6, 2020, the Board of Directors approved the distribution of 44,100 conversion options for up to 44,100 ordinary shares of the Company having a nominal value of 0.01 ILS. The total options were allocated to the company's employees. The options are allocated in a capital course under section 102 or 3I of the Income Tax Ordinance, in line with the terms of the Company's options plan.

On the terms of the allotted options, it was determined that the vesting period will be as follows: 12 months after the offeree started working at the Company and as long as they continue to work for or provide services to the Company, the options to be granted to that offeree will vest on a quarterly basis, with 12.5% vesting at the end of each quarter over two years. The exercise premium for each option is equal to the par value of an ordinary share.
According to the Black–Scholes model, the fair value of the aforesaid warrants at the time of grant approval is roughly 18,000 USD.

f. On November 18, 2020, the Board of Directors approved the distribution of 60,300 conversion options for up to 60,300 ordinary shares of the Company having a nominal value of 0.01 ILS. The total options were allocated to the company's employees. The options are allocated in a capital course under section 102 or 3I of the Income Tax Ordinance, in line with the terms of the Company's options plan.

On the terms of the allotted options, it was determined that the vesting period will be as follows: 12 months after the offeree started working at the Company and as long as they continue to work for or provide services to the Company, the options to be granted to that offeree will vest on a quarterly basis, with 12.5% vesting at the end of each quarter over two years. The exercise premium for each option of ordinary share is USD 1.59.
According to the Black–Scholes model, the fair value of the aforesaid warrants at the time of grant approval is roughly 3,000 USD.

Below is a table showing the data used to estimate the fair value of the defrayed share options in the company's financial instruments as of the time of such granting, in accordance with the Black & Shcoolz model of options pricing:

	2020
Dividend yield on the share	0
Expected volatility in stock prices (%)	55.8%
Risk-free interest rate (%)	**3.34%**
Predicted life of stock options (years)	**1.5-5**
Share price (USD)	0.40

Note 21: - Share-based payment transactions (continued)

g. On March 11, 2021 and August 11, 2021, the Board of Directors approved the distribution of 10,050 and 111,300 respectively convertible options for up to 121,350 ordinary shares of the Company having a nominal value of NIS 0.01. The total options were allocated to the company's employees. The options are allocated in a capital course under section 102 or 3I of the Income Tax Ordinance, in line with the terms of the Company's options plan.

a) For the group of offerees who were jointly offered 30,100 of the allotted options, it was determined that the vesting period will be as follows: he options to be granted to that offeree will vest on a quarterly basis, with 12.5% vesting at the end of each quarter over two years, as long as they continue to work for or provide services to the Company. The exercise premium for each option of ordinary share is USD 1.59.
According to the Black–Scholes model, the fair value of the aforesaid warrants at the time of grant approval is roughly 1,000 USD.

b) For the group of offerees who were jointly offered 91,250 of the allotted options, it was determined that the vesting period will be as follows: 12 months after the offeree started working at the Company and as long as they continue to work for or provide services to the Company, the options to be granted to that offeree will vest on a quarterly basis, with 12.5% vesting at the end of each quarter over two years. The exercise premium for each option of ordinary share is USD 1.59.
The fair value of the foregoing options at the time of granting, in accordance with the Black & Shcoolz model is about 5 million USD.

Below is a table showing the data used to estimate the fair value of the defrayed share options in the company's financial instruments as of the time of such granting, in accordance with the Black & Shcoolz model of options pricing:

	2021
Dividend yield on the share	0
Expected volatility in stock prices (%)	46.3% - 44.3%
Risk-free interest rate (%)	1.1% - 0.8%
Predicted life of stock options (years)	6.5 - 5.1
Stock price (USD)	0.43

h. On January 27, 2022, the Company board of directors approved an allocation of 583,000 options for the employees.
The vesting period is as detailed below: The options will vest quarterly, with 8.33% vesting at the end of each quarter over a three-year period. The exercise premium for each option is USD 9.58.
The fair value of the foregoing options at the time of granting, in accordance with the Black & Shcoolz model is about 1.5 million USD (about 4.7 million ILS)

Below is a table showing the data used to estimate the fair value of the defrayed share options in the company's financial instruments as of the time of such granting, in accordance with the Black & Shcoolz model of options pricing:

Dividend yield on the share	**0**
Expected volatility in stock prices (%)	**48.9% - 47.8%**
Risk-free interest rate (%)	**1.75% - 1.7%**
Predicted life of stock options (years)	**6.06 - 5.53**
Stock price (USD)	**4.64**

Pursuant to the foregoing in notes 1b, following the merger transaction, the amount of options was adapted to 3,983,337 options with additional 1.72 USD utilization.

Note 21: - **Share-based payment transactions (continued)**

i. On December 15, 2022, the Remuneration Committee and the Board of Directors of the company approved the allocation of 24,756,816 non-tradable stock options of the company prior to the capital merger as described above.
The vesting period is as detailed below: The options will vest quarterly.
Mean warrants' life expectancy 5 years
The exercise premium for each option is USD 0.14 (prior to the capital consolidation) and 7.07 ILS (after the capital consolidation).
The options are allocated in a capital course under section 102 or 3I of the Income Tax Ordinance, in line with the terms of the Company's options plan.

a) For the offeree who was offered 14,000,000 of the allotted options, it was determined that the vesting period will be as follows: he options to be granted to that offeree will vest on a quarterly basis, with 16.66% vesting at the end of each quarter over two years, for a period of 18 months, as long as they continue to work for or provide services to the Company. The exercise premium for each option of ordinary share is about 0.14 ILS.
According to the Black–Scholes model, the fair value of the aforesaid warrants at the time of grant approval is roughly 630 thousand USD.
b) For the group of offerees who were jointly offered 7,056,816 of the allotted options, it was determined that the vesting period will be as follows: the options given to the offeree shall mature on a quarterly basis, 8.33% at the end of each quarter over a period of three years provided however that th e offeree continues to work for or provide services to the company. The exercise premium for each option of ordinary share is about 0.14 ILS .
According to the Black–Scholes model, the fair value of the aforesaid warrants at the time of grant approval is roughly 317 thousand USD.
c) For the group of offerees who were jointly offered 3,700,000 of the allotted options, it was determined that the vesting period will be as follows: the options given to the offeree shall mature on a quarterly basis, 8.33% at the end of each quarter over a period of three years provided however that th e offeree continues to work for or provide services to the company. The exercise premium for each option is 0.12 ILS.
According to the Black–Scholes model, the fair value of the aforesaid warrants at the time of grant approval is roughly 165 thousand USD.

Below is a table showing the data used to estimate the fair value of the defrayed share options in the company's financial instruments as of the time of such granting, in accordance with the Black & Shcoolz model of options pricing:

Dividend yield on the share	**0**
Expected volatility in stock prices (%)	55.8%
Risk-free interest rate (%)	**3.34%**
Predicted life of stock options (years)	**3 - 1.5**
Stock price (USD)	**0.03**

Note 21: - Share-based payment transactions (continued)

j. Yearly movement

The table below shows the changes in the number of share options, as well as the weighted average of their exercise price:

	2023		2022	
	Number of options	Weighted average of the exercise price	Number of options	Weighted average of the exercise price
	ILS		ILS	
Stock options for the beginning of the year	36919400	0.32	8122800	0.013
Stock options granted during the year	-		28740156	0.918
Options added due to the merger	-		2931650	1.075
Share options forfeited during the year	2298950	0.010	2875206	0.010
Share options for the end of the year	34620550	0.32	36919400	0.32
Share options that can be exercised at the end of the year	23963300	0.15	11077300	0.15

Note 22: - Other details for the profit or loss items

a. Income

	For the year that ended on 2019		
	2023	2022(*)	2021(*)
	ILS in Thousands		
Round trip service	19.204	21.336	18.331
One way service	22.288	21.410	19.246
Electric motorcycle service	22.456	16.809	4.133
Bicycle and scooter service	-	-	22
Income from tech services	17.144	-	-
Revenue from subscription fees and others	7.466	9.805	5.361
	88.558	69.360	47.093
Primary client - Israel sector	28%	33%	43%
Primary client - Tech sector	18%	-	-

(*) reclassification caused by a discontinued activity, see note 6.

Note 22: - **Other details for the profit or loss items (continued)**

b. Cost of the services

	For the year that ended on 2019		
	2023	2022(*)	2021(*)
	ILS in Thousands		
Salary and fringe benefits	15.234	17.734	11.534
The cost of renting the property and maintenance	25.860	24.951	17.057
Depreciation and amortizations	14.767	17.136	9.925
Computers and communication maintenance	5.249	2.962	1.788
Structure and travel maintenance	498	573	280
Subsidies for projects (**)	-	(96)	(481)
Others	2.354	1.563	1.109
	63.962	64.824	41.212

(*) reclassification caused by a discontinued activity, see note 6.

(**) See Note 19c(3) and (4).

c. Research and development expenses

	For the year that ended on 2019		
	2023	2022	2021
	ILS in Thousands		
Salaries and related	5.489	4.086	4.532
External suppliers	1.784	1.603	1.268
	7.273	5.689	5.800

d. Selling and marketing expenses

	For the year that ended on 2019		
	2023	2022(*)	2021(*)
	ILS in Thousands		
Salaries and related	2.968	3.426	1,978
Marketing and advertising	3.363	6.372	2,550
Depreciation and amortizations	1.710	2.150	538
	8.041	11.948	5,066

(*) reclassification caused by a discontinued activity, see note 5.

Note 22: - **Other details for the profit or loss items (continued)**

e. Costs of administration and generalities

	For the year ending on in December		
	2023	2022	2021
	ILS in Thousands		
Salaries and related	14.281	17.823	10.704
Rent and structure maintenance	1.875	1.702	735
Consulting and legal services	6.104	7.170	2.771
Provision for doubtful and lost debt	1.090	1.571	898
Office and Travel overseas	1.108	1.204	1.444
Others	2.634	1.876	313
	27.092	31.346	16.866

f. Other income

	For the year that ended on 2019		
	2023	2022	2021
	ILS in Thousands		
Income from grants (*)	5.058	3.860	3.384
compensations due to accident related damages - incorporated company	-	786	-
Profit resulting from loss of control in a subsidiary	3.644	-	-
Equity profit from car sales	3.629	-	-
Others	1.746	841	-
	14.077	5,487	3.384

(*) In 2023, primarily arising from revenues in the subsidiary in Germany for supporting environmental pollution reduction. (*) Due to the impacts of the corona on the operations of the German subsidiary over the years 2021 and 2022, the German incorporated company received relief from the German government.

g. Other costs

	For the year that ended on 2019		
	2023	2022	2021
	ILS in Thousands		
Equity loss from car sales	-	251	-
Derived revaluation	309	2.892	-
Reputation depreciation	-	285	
Depreciation of Reputation and Other assets (*)	-	74.672	-
	309	78.100	-

(*) See note 10.

Note 22: - Other details for the profit or loss items (continued)

h. Financing income and expenses

	For the year ending on 2019		
	2023	2022(*)	2021(*)
	ILS in Thousands		
Financing income			
Interest income from bank deposits	257	-	-
Exchange rate differences, net	4.306	1.785	-
Others	207	-	71
Total financing income	4.770	1.785	71

	For the year ending on 2019		
	2023	2022(*)	2021 (*)
	ILS in Thousands		
Financing expenses			
Interest expenses in respect of loans from banking and other corporations	2.006	811	947
Interest expenses for leases	433	551	269
Exchange rate differences, net	-	-	3.280
Others	19	89	347
Total financing expenses	2.458	1.451	4.843

(*) reclassification caused by a discontinued activity, see note 6.

Note 23: - **Loss per share**

A. Details of the amount of shares and loss used to calculate the net loss per share

	For the year that ended on 2019					
	2023		2022		2021	
	Share quantity	DEFICIT ATTRIBUTABLE TO COMPANY SHAREHOLDERS	Share quantity	DEFICIT ATTRIBUTABLE TO COMPANY SHAREHOLDERS	Share quantity	DEFICIT ATTRIBUTABLE TO COMPANY SHAREHOLDERS
	Thousands	ILS in Thousands	Thousands	ILS in Thousands	Thousands	ILS in Thousands
Share quantity and deficit	5.367	7.564	4.192	137.549	2.123	43.816
For the purpose of calculating a basic and diluted loss	5.367	7.564	4.192	137.549	2.123	43.816

b. The following convertible securities (dilutive potential ordinary shares) were not included in the diluted loss per share calculation because their inclusion reduces the underlying loss per share.

Options for employees in the programs Share-based payment for 2023 - 34,620,550, for 2022 - 36,919,400, for 2021 - 8,122,800

c. this calculation is a 1:50 ratio after capital consolidation See not 20a above.

Note 24: - **Balances and transactions with stakeholders and related parties**

a. Related party and stakeholder balances

	2019	
	2023	2022
	ILS in Thousands	
Eligibles - CEO wages	1.320	949
Suppliers - related party	255	194
A loan from a non-controlling shareholder (1)	13.814	12.496
Eligibles - development manager wages (2)	44	44

(1) The Company has a loan balance from a non-controlling shareholder.

(2) costs of wages for the manager of the development team, who fits the definition of a related party and is a family member of the chairman of the company’s board of directors.

b. Related party transactions

	For the year that ended on 2019		
	2023	2022	2021
	ILS in Thousands		
Cost of services	40	152	112
Financing expenses	399	490	799
Management and general - CEO wage expenses	3.011	2.786	2.097
Administration and generalities - development manager wage expenses	662	730	598

Note 24: - Related party and stakeholders balances and transactions (continued)

c. Benefits and remuneration for stakeholders and key management personnel

Members of the Board of Directors, senior management, and a management company that provides key personnel are among the Company's key management personnel.

For the year that ended on December 31, 2023

	Stakeholders employed by the company	Other key management personnel
	ILS in Thousands	
Short-term benefits for the termination of the transaction	3.389	1.843
Share-based payment	412	276
Total	3.801	2.120
Number of people	2	3

For the year that ended on December 31, 2022

	Stakeholders employed by the company	Other key management personnel
	ILS in Thousands	
Short-term benefits and for the termination of the transaction	2.783	1.773
Share-based payment	742	601
Total	3.525	2.374
Number of people	2	3

For the year that ended on December 31, 2021

	Stakeholders employed by the company	Other key management personnel
	ILS in Thousands	
Short-term benefits and for the termination of the transaction	2.521	1.440
Share-based payment	174	27
Total	2.695	1.467
Number of people	2	3

Note 25: - **Activity sectors**

Reporting on activity segments

The activity sectors were determined based on information reviewed by the Chief Operating Officer (CODM) for the purposes of resource allocation and performance appraisal decision-making. Accordingly, for management purposes, the car rental activity is structured according to geographic sectors (Israel and Germany) and also, in light of the company's technological developments, starting from December 31, 2023, an additional technological sector has been added. It is hereby stated that such decisions are carried out regardless of any one-time influences in this report.

The Israeli Sector - The company operates collaborative transportation services including both round-trip and one-way rides. A one-way vehicle and shared electric bicycle services were closed during 2022 as part of discontinuing losing activities thus minimizing future losses.

Germany Sector - The company operates collaborative transportation services of shared electric motorcycles as part of this activity sector.

Technology Sector - Within this sector, the company develops an application and website for car sharing and rental purposes, and additionally provides support for the products it develops. Moreover, this sector includes 100% of the activities of Trinity Company, starting from the date it began to be treated according to the equity method (excluding the impact of cost surpluses). Trinity Co. engages in audio and voice advertising activities.

For details regarding the conclusion of activities in the Malta and Madrid sectors, refer to note 6 above.

The operating segments' accounting policies are the same as those presented in Note 2.

Operating profit (loss) as reported in the financial statements is used to estimate sector performance.

Items directly attributable to the segment and items that can be reasonably attributed are included in segment results reported to the chief operating decision maker.

Unallocated items, marketing expenses, and general and administrative expenses, including global, are managed on a group basis.

	Israel sector	**Germany sector**	Technology Sector	Adjustments	Total
			ILS in Thousands		
For the year that ended on December 31, 2023					
Income from others	47.198	24.216	26.621	(9,477)	88.558
Sectoral profit (loss)	8.365	(11,712)	2.308	(685)	(1,724)
Expenses not attributable to sectors					(5,402)
Net financing expenses					2.312
Loss before tax from ongoing operations					(4,814)
Further information:					
Cost of the services	(6,850)	(7,659)	)638)	(48)	(14,767)

Note 25: - **Activity sectors (continued)**

	Israel sector	**Germany sector**	Other sector	Total
	ILS in Thousands			
For the year that ended on December 31, 2022 (*)				
Income from others	48.717	19.844	800	69.360
Sectoral profit (loss)	3.347	(16,238)	-	(12,891)
Expenses not attributable to sectors				(29,495)
Depreciation of Reputation and Other assets				(74,672)
Net financing expenses				332
Loss before tax from ongoing operations				(116,726)
Further information:				
Cost of the services	(11,336)	(5,800)	-	(17,136)

(*) reclassification caused by a discontinued activity, see note 6.

	Israel sector	**Germany sector**	Total
	ILS in Thousands		
For the year that ended on December 31, 2021 (*)			
Income from others	42.911	4.182	47.093
Sectoral profit (loss)	3.872	(4,225)	(353)
Expenses not attributable to sectors			(18,114)
Net financing expenses			(4,772)
Loss before tax from ongoing operations			(23,239)
Further information:			
Cost of the services	(8,398)	(1,527)	(9,925)

(*) reclassification caused by a discontinued activity, see note 6.

Note 26: - **Events after the date of the report**

Following note 1(b) regarding the NeherTech merger transaction, on December 6, 2023, the conditions stipulated in the merger agreement for the allocation of additional shares to GoTo Global shareholders were fulfilled. Accordingly, the allocated rights will be exercised for the company's shares and allotted to GoTo Global shareholders. On February 22, 2024, the shares were allocated.

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