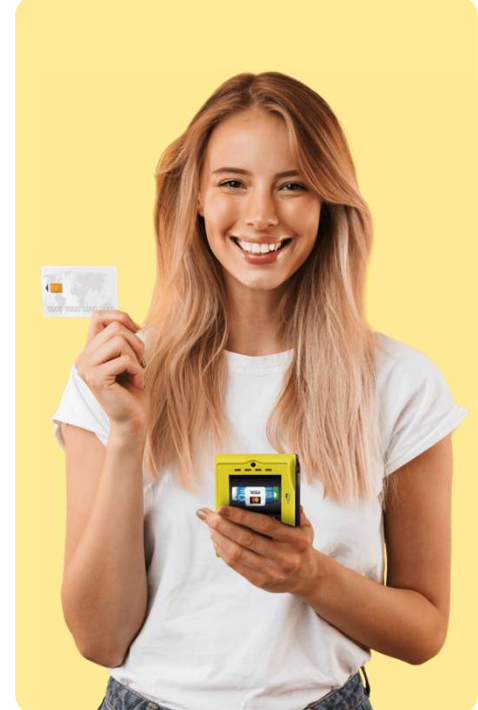




Acquisition of IPS Group

Creating a Full-Stack Platform in Smart Parking

August 25, 2026



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Transaction Summary

IPS Overview

- A provider of a fully integrated smart parking technology solutions for municipalities, private operators and universities
- Founded in 2000 and headquartered in San Diego, CA, serves 550+ customers across US, UK, Ireland, and Canada, managing 250k+ parking spaces
- 2026E Revenue of over \$90M with a >60% recurring revenue mix, representing ~20% strong organic revenue growth compared to FY 2025 and Adj. EBITDA of ~\$21M, alongside with strong free cash flow generation and ~80% conversion⁽¹⁾

Transaction Overview

- Nayax will acquire IPS for a purchase price of \$350M on a cash-free, debt-free basis, payable entirely in cash
- Purchase price represents ~17x 2026E Adj. EBITDA and ~12x synergized Adj. EBITDA⁽²⁾
- Transaction will be funded through a combination of cash on hand and ~\$150M of new committed debt
- Net leverage is expected to be ~3.8x⁽³⁾ at close and expected to improve to below 3.0x⁽³⁾ by 2027

Leadership

- IPS management team is expected to continue to lead the business from San Diego, California following close

Timing

- Expected to close in Q4 2026, subject to customary regulatory approvals and closing conditions

1) FCF conversion defined as (Adj. EBITDA – capex) / Adj. EBITDA.

2) Inclusive of >\$8M of run-rate synergies expected by 2029.

3) Net leverage ratio is defined as the ratio of consolidated net debt outstanding, to consolidated Adjusted EBITDA, and calculated in accordance with the terms of Nayax's debt agreement.

Accelerating the Next Phase of Growth



Enhance Addressable Market Opportunity

- Immediate **entry** into smart parking, **expanding addressable cashless TPV by ~\$85B⁽¹⁾ to \$342B⁽²⁾ by 2029**
- IPS is a **scaled platform** for Nayax entry into parking, with over \$90M in 2026E revenue, 250k+ spaces, 550+ customers, operating across US, UK, Ireland and Canada



Full Stack Mobility Platform with Cross-sell Potential

- **Fully integrated** payment, compliance and management solutions purpose built for **mobility**
- Opportunity to **offer Nayax's payments and EV charging solutions** to the installed base



Durable Customer Base

- Adds a new, diversified blue-chip customer base with average tenure of **8+ years⁽³⁾**
- Long-term municipal contracts drive **highly recurring revenue**



International Expansion

- IPS is expected to **grow ~20% organically in 2026E**, expanding across the UK, Ireland and Canada
- Nayax's global platform supports the **IPS expansion** playbook to improve penetration in North America and expand across Continental Europe and other geographies



Improves Financial Profile

- Adds predictable recurring revenue, and is **accretive to Gross margin, Adj. EBITDA margin, Adj. EPS and Free Cash Flow conversion**; expected to deliver **run-rate Adj. EBITDA synergies of >\$8M** by 2029
- Aligns our progress toward **Nayax's 2028 financial targets** of ~\$1B revenue and 50% Gross Margin, and 30% Adj. EBITDA Margin

Source: Research report regarding the unattended and connected machines dated 2024 and global parking payments opportunity dated 2026 by one of our Third-Party Market Research Firms.

1) Represents incremental global cashless parking payment volume opportunity beyond unattended parking terminals, including mobile, app-based, and other digital payment methods.

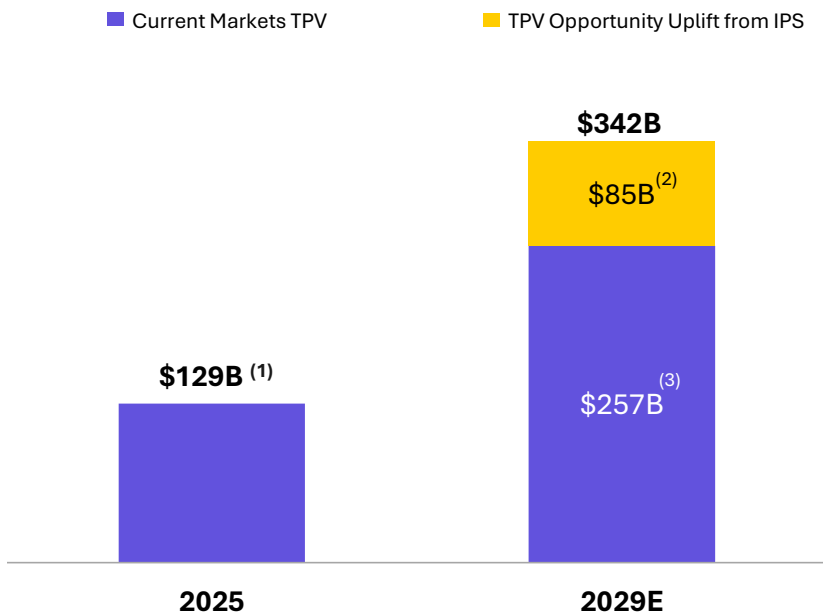
2) Represents Nayax's estimated 2029 total cashless transaction volume opportunity, inclusive of existing unattended commerce verticals and parking payments.

3) Average Tenure for top 25 customers by ARR as of 2025.

Enhances Addressable Market Opportunity

Acquisition Unlocks Incremental ~\$85B TPV

Nayax Addressable TPV



- Parking is a **\$123B TPV** growing at 7⁽⁴⁾%; **cashless payments** are increasing penetration growing at 8%⁽⁴⁾
- Nayax's **current addressable TPV** projected to grow from **\$129B to \$257B in 2029**
- **IPS expands Nayax** beyond unattended terminals **into mobile, app-based, and other digital parking payment channels**
- Acquisition **unlocks an incremental ~\$85B addressable TPV 2029E**

Source: Research report regarding the unattended and connected machines dated 2024 and global parking payments opportunity dated 2026 by one of our Third-Party Market Research Firms.

1) Represents estimated 2025 cashless payments volume opportunity across existing unattended commerce verticals.

2) Represents incremental global cashless parking payment volume opportunity beyond unattended parking terminals, including mobile, app-based, and other digital payment methods addressable after the acquisition of IPS.

3) Nayax projected addressable TAM of \$257B for 2029E includes \$15B related to unattended parking terminals.

4) Represents 2025-30 CAGR.

IPS at a Glance



Established provider of fully integrated smart parking technology solutions for municipalities, private operators and universities, headquartered in San Diego



Fully Integrated Parking Platform

- **Payment Solutions:** Meters, PARK SMARTER®, TEXT-TO-PAY™
- **Compliance:** Enforcement & permitting, DMV services, sensors
- **Management:** Data management, payment processing, Elevate™



Municipalities anchor the base with multi-year contracts with strong traction within Universities and Private Operators



High recurring revenue mix from up-selling payment, compliance and management solutions into the installed base



Cross-sell runway with mobile payments, and enforcement and permitting solutions

By the Numbers (2026E)

>\$90M

REVENUE

>60%

RECURRING REVENUE MIX

~\$21M

ADJ. EBITDA

~80%

FCF Conversion⁽¹⁾

250k+

MANAGED SPACES

\$519M

TOTAL CASHLESS
TRANSACTION VOLUME⁽¹⁾

~200

EMPLOYEES

Geographic Footprint

U.S.

UK

Ireland

Canada

Customer Base

Municipalities

Universities

Private Operators

1) FCF conversion defined as (Adj. EBITDA – capex) / Adj. EBITDA.

2) Figures as of Mar '26 LTM.

IPS Has a Full-Stack Parking Platform

Payment Collection Solutions



Single & Multi-Space Meters

Advanced on- and off-street meters with granular curb data



PARK SMARTER® Mobile Payments

Contactless payment, wayfinding and account management in one app



TEXT-TO-PAY™

Accountless, app-free payment via SMS and QR code

Compliance Solutions



Enforcement & Permitting

Automates citation management and permit compliance end to end



DMV Services

Nationwide registered-owner data to lift collection on violations



Vehicle Detection Sensors

3D stereoscopic sensors determining real-time occupancy

Management Solutions



Data Management System

Central control point orchestrating real-time data across the platform



Payment Processing

Proprietary, fully compliant processing integrated across solutions

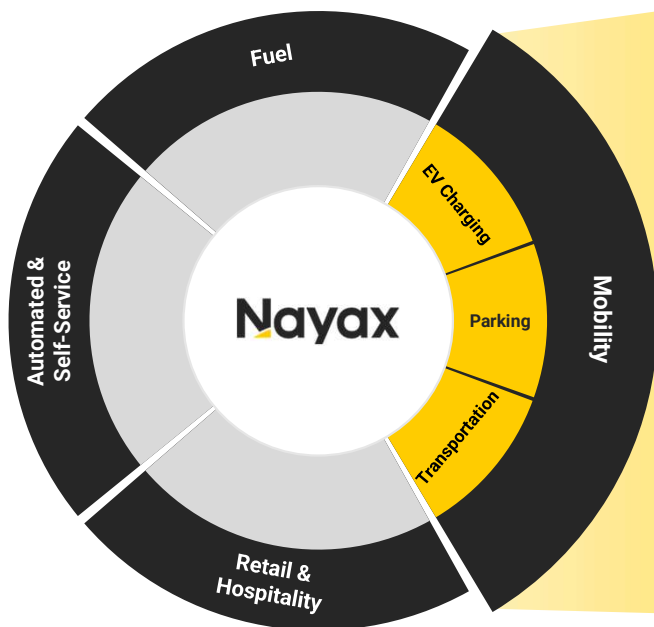


Elevate™

Real-time dashboards, predictive analytics and AI scenario modeling

IPS covers the full parking lifecycle from meters to payments, mobile app, enforcement, permitting, and data analytics

IPS Establishes Mobility as a Core End-Market for Nayax



Nayax + IPS

What IPS Enables in the Mobility End-Market

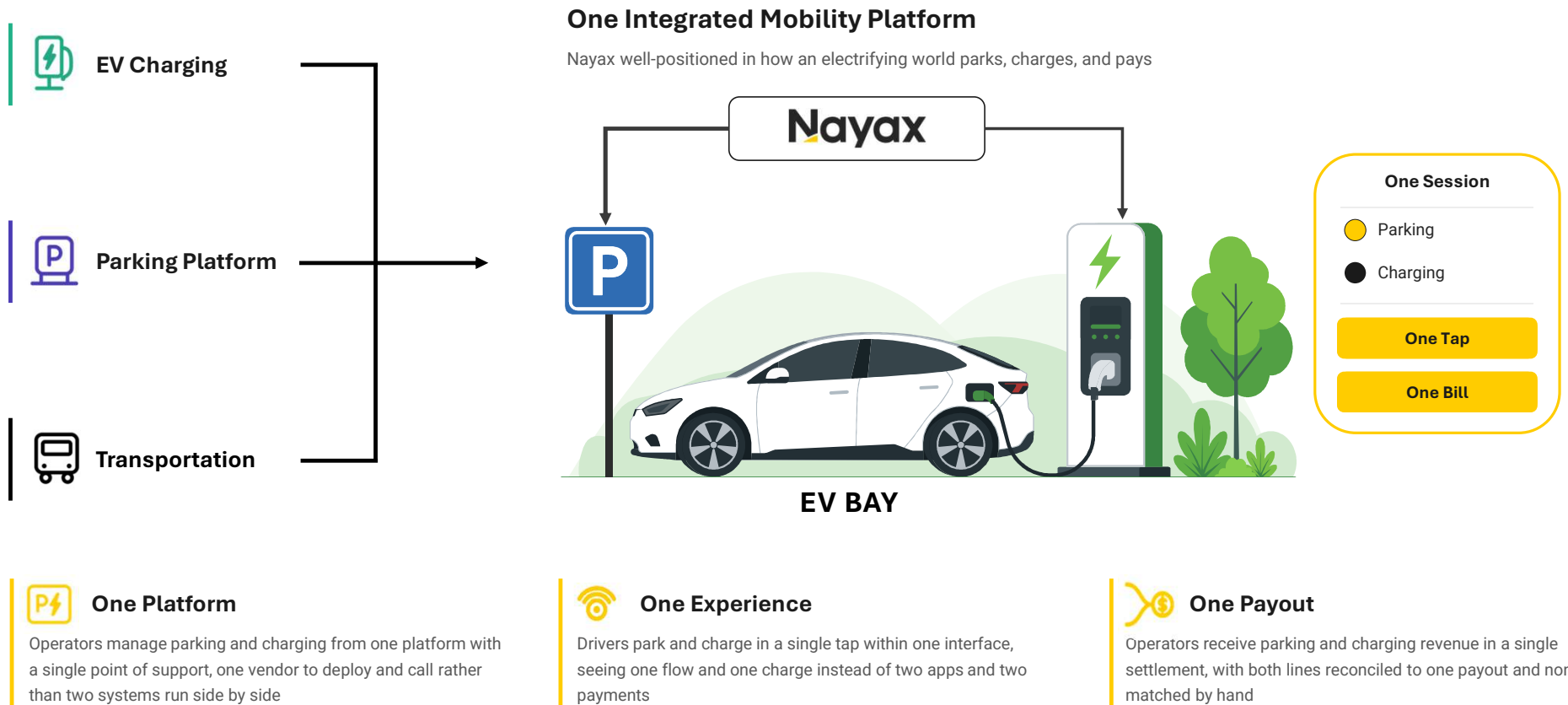
- **Convertible payment volume onto Nayax rails**
 - \$519M in total cashless transaction volume as of Mar '26 LTM
- **Parking entry**
 - 250k+ managed spaces and 550+ customers across the US, UK, Ireland and Canada
- **Full-stack platform**
 - Payments, enforcement, permitting, sensors and data in one integrated system
- **Building out the platform layer**
 - Parking payments are often procured as integrated solutions; expanding the platform widens the serviceable fee pool
- **EV charging offer to the IPS base**
 - Nayax can offer EV charging to IPS's customer base

Nayax Parking Today
Cashless payment acceptance only



With IPS
Mobile payments, meters, enforcement, permitting and curb data

IPS Accelerates Nayax's Integrated Mobility Strategy



Deepening Market Presence

Nayax

Global unattended commerce, payments and loyalty platform

**Scaled SMB focused
Customer Base**

125k+
Customers

**Global Customer
Reach**

120+
Countries served

**Strong Expansion
Engine**

120%
Dollar net retention

**Existing Municipality
Experience**

 **Lynkwell**
Comprehensive EV charging
platform

+

IPS

Full-stack smart parking platform

**Blue-chip
Customer Base**

550+
Active customers

**Sticky Customer
Relationships**

8+ years
Average top 25 customer
tenure

**Highly Recurring
Revenue**

>60%
Recurring revenue mix

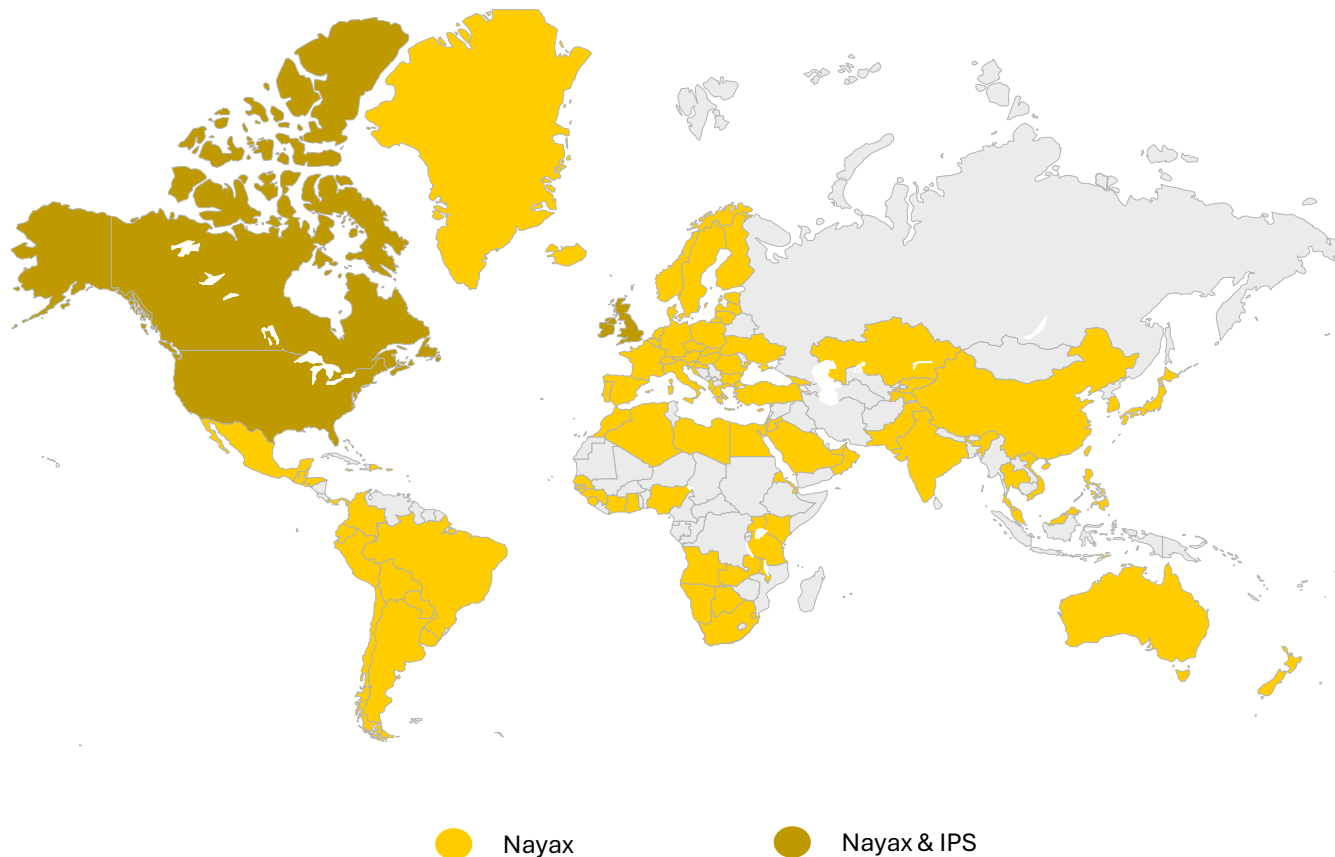
**Long-term
Contracts**

5-7 years
Average contract term at
signing

Adds a blue-chip customer base with durable recurring revenue

Note: Nayax and IPS metrics as of Jun '26, unless otherwise specified.

Nayax Global Footprint Creates Runway for IPS Expansion



- IPS operates across the U.S., UK, Ireland, and Canada today
- Nayax serves 120+ countries globally
- Significant runway to scale IPS, increase penetration in North America and expand across continental Europe and other geographies

IPS Unlocks Significant Revenue and Cost Synergies



Payment Processing

Opportunity to migrate IPS existing cashless payments volume to Nayax's processing platform



International Expansion

Continental Europe is the largest opportunity, building on IPS's traction in Canada, Germany and France



EV Charging Cross-Sell

IPS's municipal relationships open a route to bundle parking and Nayax's EV charging offerings into a single higher-value transaction



Cost Synergies

Leveraging Nayax's supplier relationships to improve equipment costs

>\$8M of run-rate Adj. EBITDA synergies expected by 2029

IPS Acquisition Expands Nayax's Topline and Profitability

	 IPS (2026E)	 Nayax (2026 Guidance)	Pro Forma (2026E)
Revenue	>\$90	\$510-520	>\$600
Adj. EBITDA	~\$21	\$85-90	\$106-111

- IPS adds a highly predictable revenue stream supported by long-term customer contracts
- IPS land-and-expand model combined with Nayax's payments and EV charging capabilities offers cross sell opportunity
- Accelerates progress toward Nayax's 2028 goals of \$1B in revenue, with 50% Gross margin and 30% Adj. EBITDA margin

Note: \$M. All figures shown on a 2026E basis unless otherwise specified. Excludes synergies. Purchase price represents ~17x IPS 2026E Adj. EBITDA, or ~12x inclusive of >\$8M of run-rate synergies expected by 2029. Pro forma figures are illustrative and are not reflected in Nayax's current 2026 guidance.

IPS Represents a Strong Fit Within Nayax's M&A Strategy

 Foundational Building Blocks	Combines hardware, software and payments, mirroring Nayax's platform
 Unattended by Design	High-frequency, low-value transactions requiring integrated payments
 Global Leverage	Nayax's global infrastructure supports international expansion
 Recurring Revenue Visibility	Multi-year contracts and reputation-driven procurement