

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Nexxen International Ltd.**  
(Exact name of Registrant as specified in its charter)

**State of Israel**  
(State or other jurisdiction of  
incorporation or organization)

**82 Yigal Alon Street,  
Tel Aviv, Israel**  
(Address of Principal Executive Offices)

**Not applicable**  
(I.R.S. Employer  
Identification Number)

**6789124**  
(Zip Code)

**Nexxen International Ltd. Global Share Incentive Plan (2011), as amended  
Nexxen International Ltd. 2017 Equity Incentive Plan, as amended**  
(Full title of the plans)

**Puglisi & Associates**  
**850 Library Avenue, Suite 204**  
**Newark, DE 19711**  
(Name and address of agent for service)

**(302)-738-6680**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**James J. Masetti  
Christina F. Pearson  
Pillsbury Winthrop Shaw Pittman LLP  
2550 Hanover Street  
Palo Alto, CA 94304  
(650) 233-4500**

**Tuvia J. Geffen  
Naschitz, Brandes,  
Amir & Co., Advocates  
5 Tuval Street  
Tel Aviv, 6789717, Israel  
Tel: +972-3-623-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act of 1934:

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.**

## PART I

### INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

Nexxen International Ltd. (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same employee benefit plans is effective. The Registrant’s Registration Statement on Form S-8 filed with the U.S. Securities and Exchange Commission (the “Commission”) (File No. 333-258731), excluding reports that the Registrant filed with the Commission that were incorporated into such Registration Statement to maintain current information about the Registrant, is hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act. Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b), and will include the address and telephone number to which the request is to be directed.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

*In this Registration Statement, Nexxen International Ltd. is sometimes referred to as “Registrant,” “we,” “us” or “our.”*

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 20-F](#) for the fiscal year ended December 31, 2023, filed with the Commission on March 6, 2024;
- (b) The Registrant’s Reports on Form 6-K, furnished to the Commission on [January 2, 2024 \(first filing\)](#), [January 2, 2024 \(second filing\)](#), [January 9, 2024 \(first filing\)](#), [January 9, 2024 \(second filing\)](#), [January 10, 2024](#), [January 16, 2024 \(first filing\)](#), [January 16, 2024 \(second filing\)](#), [January 17, 2024](#), [January 22, 2024](#), [January 29, 2024 \(first filing\)](#), [January 29, 2024 \(second filing\)](#), [February 5, 2024](#), [February 12, 2024](#), [February 20, 2024](#), [February 26, 2024](#), [February 27, 2024](#), [February 28, 2024](#), [March 1, 2024](#), [March 4, 2024](#), and [March 6, 2024](#) (in each case, to the extent expressly incorporated by reference into the Registrant’s Registration Statement on Form S-8 (File No. 333-258731)); and
- (c) The description of the Registrant’s ordinary shares and American Depositary Shares set forth in [Exhibit 2.1](#) of the Registrant’s Annual Report on Form 20-F for the year ended December 31, 2023, filed with the Commission on March 6, 2024, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (excluding any portions thereof furnished by the Registrant) after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that any documents, or portions thereof, which are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Information subsequently furnished on Form 6-K shall not be deemed incorporated herein by reference unless such Form 6-K expressly provides to the contrary and it is not subsequently superseded.

Any statement contained in this Registration Statement in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

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**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

None.

**Item 6. Indemnification of Directors and Officers.**

Under the Israeli Companies Law, 5759-1999 (the "Companies Law"), a company may not exculpate an office holder from liability for a breach of the duty of loyalty. An Israeli company may exculpate an office holder in advance from liability to the company, in whole or in part, for damages caused to the company as a result of a breach of duty of care but only if a provision authorizing such exculpation is included in its articles of association. Our amended and restated articles of association include such a provision. An Israeli company may not exculpate a director from liability arising out of a prohibited dividend or distribution to shareholders.

An Israeli company may indemnify an office holder in respect of the following liabilities and expenses incurred for acts performed as an office holder, either in advance of an event or following an event, provided a provision authorizing such indemnification is contained in its articles of association:

- a financial liability imposed on him or her in favor of another person pursuant to a judgment, including a settlement or arbitrator's award approved by a court. However, if an undertaking to indemnify an office holder with respect to such liability is provided in advance, then such an undertaking must be limited to events which, in the opinion of the board of directors, can be foreseen based on the company's activities when the undertaking to indemnify is given, and to an amount or according to criteria determined by the board of directors as reasonable under the circumstances, and such undertaking shall detail the abovementioned events and amount or criteria;
  - reasonable litigation expenses, including legal fees, incurred by the office holder (1) as a result of an investigation or proceeding instituted against him or her by an authority authorized to conduct such investigation or proceeding, provided that (i) no indictment was filed against such office holder as a result of such investigation or proceeding; and (ii) no financial liability, such as a criminal penalty, was imposed upon him or her as a substitute for the criminal proceeding as a result of such investigation or proceeding or, if such financial liability was imposed, it was imposed with respect to an offense that does not require proof of criminal intent; and (2) in connection with a monetary sanction;
  - reasonable litigation expenses, including legal fees, incurred by the office holder or imposed by a court in proceedings instituted against him or her by the company, on its behalf or by a third-party or in connection with criminal proceedings in which the office holder was acquitted or as a result of a conviction for an offense that does not require proof of criminal intent; and
  - expenses, including reasonable litigation expenses and legal fees, incurred by an office holder in relation to an administrative proceeding instituted against such office holder, or certain compensation payments made to an injured party imposed on an office holder by an administrative proceeding, pursuant to certain provisions of the Israeli Securities Law, 5728-1968 (the "Israeli Securities Law").
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An Israeli company may insure an office holder against the following liabilities incurred for acts performed as an office holder if and to the extent provided in the company's articles of association:

- a breach of the duty of loyalty to the company, to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach of the duty of care to the company or to a third-party, including a breach arising out of the negligent conduct of the office holder;
- a financial liability imposed on the office holder in favor of a third-party;
- a financial liability imposed on the office holder in favor of a third-party harmed by a breach in an administrative proceeding; and
- expenses, including reasonable litigation expenses and legal fees, incurred by the office holder as a result of an administrative proceeding instituted against him or her, pursuant to certain provisions of the Israeli Securities Law.

An Israeli company may not indemnify or insure an office holder against any of the following:

- a breach of the duty of loyalty, except to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach of the duty of care committed intentionally or recklessly, excluding a breach arising out of the negligent conduct of the office holder;
- an act or omission committed with intent to derive illegal personal benefit; or
- a fine, monetary sanction or forfeit levied against the office holder.

Under the Companies Law, exculpation, indemnification and insurance of office holders must be approved by the compensation committee and the board of directors (and, with respect to directors and the chief executive officer, by the shareholders). However, under regulations promulgated under the Companies Law, the insurance of office holders does not require shareholder approval and may be approved by only the compensation committee, if the engagement terms are determined in accordance with the company's compensation policy, which was approved by the shareholders by the same special majority required to approve a compensation policy, provided that the insurance policy is on market terms and the insurance policy is not likely to materially impact the company's profitability, assets or obligations.

Our amended and restated articles of association allow us to exculpate, indemnify and insure our office holders for any liability imposed on them as a consequence of an act (including any omission) which was performed by virtue of being an office holder. Our office holders are currently covered by a directors and officers' liability insurance policy.

We have entered into agreements with each of our directors and executive officers exculpating them in advance, to the fullest extent permitted by law, from liability to us for damages caused to us as a result of a breach of duty of care, and undertaking to indemnify them to the fullest extent permitted by law. This indemnification is limited to events determined as foreseeable by the board of directors based on our activities, and to an amount or according to criteria determined by the board of directors as reasonable under the circumstances.

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The maximum indemnification amount set forth in such agreements is limited to an amount equal to the higher of \$50 million and 25% of our total shareholders' equity as reflected in our most recent consolidated financial statements prior to the date on which the indemnity payment is made (other than indemnification for an offering of securities to the public, including by a shareholder in a secondary offering, in which case the maximum indemnification amount is limited to the gross proceeds raised by us and/or any selling shareholder in such public offering). The maximum amount set forth in such agreements is in addition to any amount paid (if paid) under insurance and/or by a third-party pursuant to an indemnification arrangement.

In the opinion of the Commission, indemnification of directors and office holders for liabilities arising under the Securities Act, however, is against public policy and therefore unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit No.	Description
<a href="#">4.1</a>	<a href="#">Form of Deposit Agreement by and among the Registrant, Citibank, N.A., and the holders and beneficial owners of American Depositary Shares issued hereunder (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Amendment No. 2 to Form F-1 (File No. 333-256452), filed with the Commission on June 14, 2021).</a>
<a href="#">4.2</a>	<a href="#">Form of American Depositary Receipt (incorporated herein by reference to the Registrant's prospectus (File No. 333-257094), filed with the Commission on January 10, 2024 pursuant to Rule 424(b)(3) under the Securities Act).</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Naschitz, Brandes, Amir &amp; Co., Advocates, as to the legality of the Registrant's Ordinary Shares.</a>
<a href="#">23.1*</a>	<a href="#">Consent of Somekh Chaikin, a member firm of KPMG International, an independent registered public accounting firm.</a>
<a href="#">23.2*</a>	<a href="#">Consent of Naschitz, Brandes, Amir &amp; Co., Advocates (included in Exhibit 5.1).</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (contained on the signature page hereto).</a>
<a href="#">99.1</a>	<a href="#">Global Share Incentive Plan (2011), as amended (incorporated herein by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form F-1 (File No. 333-256452), filed with the Commission on May 25, 2021).</a>
<a href="#">99.2</a>	<a href="#">2017 Equity Incentive Plan, as amended (incorporated herein by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2023, filed with the Commission on March 6, 2024).</a>
<a href="#">107*</a>	<a href="#">Filing Fee Table.</a>

\*Filed herewith.

## Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post-effective amendment to the Registration Statement to include any financial statements to the Registration Statement required by Item 8.A of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act need not be furnished, *provided* that the Registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Securities Act or Item 8.A of Form 20-F if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13(a) or Section 15(d) of the Exchange Act that are incorporated by reference in the Form F-3.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Tel Aviv, Israel, on March 6, 2024.

### NEXXEN INTERNATIONAL LTD.

By: /s/ Ofer Druker  
Ofer Druker  
Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints Ofer Druker and Sagi Niri and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power to act separately and full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or either of them or his or her or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ofer Druker</u> <b>Ofer Druker</b>	Chief Executive Officer (Principal Executive Officer) and Director	March 6, 2024
<u>/s/ Sagi Niri</u> <b>Sagi Niri</b>	Chief Financial Officer (Principal Financial Officer) and Director	March 6, 2024
<u>/s/ Christopher Stibbs</u> <b>Christopher Stibbs</b>	Non-Executive Chairperson	March 6, 2024
<u>/s/ Yaniv Carmi</u> <b>Yaniv Carmi</b>	Director	March 6, 2024
<u>/s/ Rebekah Brooks</u> <b>Rebekah Brooks</b>	Director	March 6, 2024
<u>/s/ Norm Johnston</u> <b>Norm Johnston</b>	Director	March 6, 2024
<u>/s/ Neil Jones</u> <b>Neil Jones</b>	Director	March 6, 2024
<u>/s/ Joanna Parnell</u> <b>Joanna Parnell</b>	Director	March 6, 2024
<u>/s/ Lisa Klinger</u> <b>Lisa Klinger</b>	Director	March 6, 2024
<u>/s/ Daniel Kerstein</u> <b>Daniel Kerstein</b>	Director	March 6, 2024
<u>/s/ Rhys Summerton</u> <b>Rhys Summerton</b>	Director	March 6, 2024

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**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Nexxen International Ltd. has signed this Registration Statement on March 6, 2024.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi  
Name: Donald J. Puglisi  
Title: Managing Director

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**נְשִׁיץ בְּרַנְדֵס אִמִּיר**  
**NASCHITZ BRANDES AMIR**

NASCHITZ, BRANDES, AMIR & CO., ADVOCATES  
5 TUVAL STREET, TEL-AVIV 6789717 ISRAEL  
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WWW.NBLAW.COM

Tel-Aviv, March 6, 2024

Nexxen International Ltd.  
82 Yigal Alon Street  
Tel Aviv 6789124  
Israel

Ladies and Gentlemen:

Nexxen International Ltd., a company organized under the laws of the State of Israel (the “*Company*”), has filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (the “*Registration Statement*”), for the purpose of registering under the Securities Act of 1933, as amended (the “*Securities Act*”), (i) an additional 1,250,000 of its Ordinary Shares, par value NIS 0.01 per share (the “*Ordinary Shares*”), issuable under the Company’s Global Share Incentive Plan (2011), as amended (the “*2011 Plan*”), and (ii) an additional 3,750,000 of its Ordinary Shares issuable under the Company’s 2017 Equity Incentive Plan, as amended (the “*2017 Plan*”, and together with the 2011 Plan, the “*Plans*”). The additional 5,000,000 Ordinary Shares issuable under the 2011 Plan and the 2017 Plan are collectively referred to herein as the Authorized Shares.

As special Israeli counsel to the Company, we have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purpose of our opinion. Upon the basis of such examination, we are of the opinion that, when the Authorized Shares are issued and sold pursuant to the terms of the applicable Plan and in accordance with the Registration Statement, the Authorized Shares will be legally and validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to Israeli law, and we do not express any opinion as to the laws of any other jurisdiction.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Naschitz, Brandes, Amir & Co., Advocates

Naschitz, Brandes, Amir & Co., Advocates

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 6, 2024, with respect to the consolidated financial statements of Nexxen International Ltd. (formerly Tremor International Ltd.), incorporated herein by reference.

/s/ Somekh Chaikin  
Somekh Chaikin  
Member Firm of KPMG International

Tel Aviv, Israel  
March 6, 2024

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## Calculation of Filing Fee Tables

S-8

(Form Type)

## Nexxen International Ltd.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Ordinary shares, par value NIS 0.01 per share(2)	457(a)	1,250,000(3)	\$2.59(4)	\$3,237,500.00	\$0.00014760	\$477.86
	Equity	Ordinary shares, par value NIS 0.01 per share(2)	457(a)	3,750,000(5)	\$2.59(4)	\$9,712,500.00	\$0.00014760	\$1,433.57
	Total Offering Amounts					\$12,950,000.00		\$1,911.42
	Total Fee Offsets							—
	Net Fee Due							\$1,911.42

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional ordinary shares, par value NIS 0.01 per share (“Ordinary Shares”), of Nexxen International Ltd. (the “Registrant”) that may from time to time be offered or issued pursuant to the Nexxen International Ltd. Global Share Incentive Plan (2011), as amended (the “2011 Plan”), or the Nexxen International Ltd. 2017 Equity Incentive Plan, as amended (the “2017 Plan”), by reason of any share dividend, share split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration that would increase the number of outstanding Ordinary Shares.

(2) Ordinary Shares may be represented by the American Depositary Shares (“ADSs”) of the Registrant, evidenced by American Depositary Receipts. The Registrant’s ADSs issuable upon deposit of Ordinary Shares registered hereby have been previously registered pursuant to the Registrant’s Registration Statement on Form F-6 initially declared effective by the U.S. Securities and Exchange Commission on June 17, 2021 (File No. 333-257094). Each ADS represents two (2) Ordinary Shares.

(3) Represents the additional 1,250,000 Ordinary Shares reserved for future issuance under the 2011 Plan.

(4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act based on the average of the high (\$5.31) and low (\$5.03) prices of the ADSs as reported on the Nasdaq Global Market on February 29, 2024, adjusted to reflect the ADS to Ordinary Share ratio.

(5) Represents the additional 3,750,000 Ordinary Shares reserved for future issuance under the 2017 Plan.