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

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**FORM 6-K**

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

**For the month of June 2024**

**Commission File Number: 001-40692**

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**Riskified Ltd.**

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(Translation of the registrant's name into English)

**Riskified Ltd.  
220 5th Avenue, 2nd Floor  
New York, New York 10001  
(Address of principal executive offices)**

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

Form 20-F  Form 40-F

#### **EXPLANATORY NOTE**

An Annual General Meeting of Shareholders (the “**Meeting**”) of Riskified Ltd. (the “**Company**”) will be held on Tuesday, August 13, 2024, at 4:00 p.m. (Israel time), at the Company’s Tel Aviv office at 37 Sderot Sha’ul HaMelech, Tel Aviv-Yafo 6492806, Israel.

In connection with the Meeting, the Company hereby furnishes the following documents:

- i. Notice and Proxy Statement with respect to the Company’s Meeting, describing the proposals to be voted upon at the Meeting, the procedure for voting in person or by proxy at the Meeting and various other details related to the Meeting; and
- ii. Proxy Card whereby holders of ordinary shares of the Company may vote at the Meeting without attending in person.

The Notice and Proxy Statement is attached to this Report on Form 6-K as Exhibit 99.1 and the Proxy Card is attached to this Report on Form 6-K as Exhibit 99.2.

Exhibit 99.1 to this Report on Form 6-K is hereby incorporated by reference into the Company’s Registration Statements on Form S-8 (Registration Nos. 333-258461, 333-265150, 333-270006 and 333-277711).

#### **EXHIBIT INDEX**

The following exhibit is furnished as part of this Report on Form 6-K:

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Notice and Proxy Statement with respect to the Company’s Annual General Meeting of Shareholders to be held on August 13, 2024
<a href="#">99.2</a>	Proxy Card for the Company’s Annual General Meeting of Shareholders to be held on August 13, 2024

**SIGNATURES**

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

**Riskified Ltd.**  
(Registrant)

Date: June 26, 2024

By: /s/ Eido Gal  
Name: Eido Gal  
Title: Chief Executive Officer



June 26, 2024

**Dear Riskified Ltd. Shareholders:**

We cordially invite you to attend the Annual General Meeting of Shareholders of Riskified Ltd. (the "**Meeting**"), to be held on August 13, 2024 at 4:00 p.m. (Israel time), at our Tel Aviv office located at 37 Sderot Sha'ul HaMelech, Tel Aviv-Yafo 6492806, Israel.

At the Meeting, shareholders will be asked to consider and vote on the matters listed in the enclosed Notice of Annual General Meeting of Shareholders (the "**Notice**"). Our board of directors recommends that you vote **FOR** each of the proposals listed in the Notice.

Only shareholders of record at the close of business on June 24, 2024 are entitled to notice of and to vote at the Meeting.

**Whether or not you plan to attend the Meeting, it is important that your shares be represented and voted at the Meeting. Accordingly, after reading the enclosed Notice and the accompanying proxy statement, please sign, date and mail the enclosed proxy card in the envelope provided or vote by telephone or over the Internet in accordance with the instructions on your proxy card.**

We look forward to greeting as many of you as can attend the Meeting.

Sincerely,

**/s/ Eido Gal**  
**Chairman of the Board of Directors**



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**To be Held at 4:00 p.m. (Israel time) on Tuesday, August 13, 2024**

**Dear Riskified Ltd. Shareholders:**

We cordially invite you to attend the Annual General Meeting of Shareholders (the “*Meeting*”) of Riskified Ltd. (the “*Company*”), to be held on August 13, 2024 at 4:00 p.m. (Israel time), at our Tel Aviv office located at 37 Sderot Sha’ul HaMelech, Tel Aviv-Yafo 6492806, Israel.

The following matters are on the agenda for the Meeting (together, the “*Proposals*”):

- (1) to re-elect each of Eido Gal, Eyal Kishon and Jennifer Ceran as Class III directors, to hold office until the close of the Company’s annual general meeting of shareholders in 2027, and until his or her respective successor is duly elected and qualified, or until such earlier time as his or her office is vacated in accordance with our Amended and Restated Articles of Association (the “*Articles of Association*”) or the Israeli Companies Law, 5759-1999 (the “*Companies Law*”); and
- (2) to re-appoint Kost Forer Gabbay & Kasierer, registered public accounting firm, a member of Ernst & Young Global, as the Company’s independent public auditors for the year ending December 31, 2024 and until the next annual general meeting of shareholders, and to authorize the Company’s board of directors (with power of delegation to its Audit Committee) to set the fees to be paid to such auditors.

**Our board of directors recommends that you vote “FOR” each of the Proposals, which are further described in the accompanying proxy statement.**

In addition to considering and voting on the foregoing Proposals, members of the Company’s management will be available at the Meeting to discuss the consolidated financial statements of the Company for the fiscal year ended December 31, 2023.

You are entitled to receive notice of, and vote at, the Meeting, or at any adjournment or postponement thereof, if you were a shareholder of record of our Class A ordinary shares, no par value (the “*Class A Shares*”), or our Class B ordinary shares, no par value (the “*Class B Shares*” and, together with the Class A Shares, the “*Shares*”), at the close of business on June 24, 2024

(the “**Record Date**”), whose Shares are registered directly with our transfer agent, Equiniti Trust Company, LLC or held through a broker, trustee or other nominee that is one of our shareholders of record at such time, or which appear in the participant listing of a securities depository on that date.

You can vote your Shares by attending the Meeting or by completing and signing the proxy card to be distributed with the proxy statement. If you hold Shares in “street name”, meaning through a bank, broker or other nominee which is one of our shareholders of record at the close of business on the Record Date, or which appears in the participant listing of a securities depository on that date, you must follow the instructions included in the voting instruction form you receive from such bank, broker or nominee, and may also be able to submit voting instructions to your bank, broker or nominee by phone or via the Internet. Please be certain to have your control number from your voting instruction form ready for use in providing your voting instructions. If you hold your Shares in “street name,” you must obtain a legal proxy from the record holder to enable you to participate in and to vote your Shares at the Meeting (or to appoint a proxy to do so).

Under the Articles of Association, the presence (in person or by proxy) of any two or more shareholders holding, in the aggregate, at least 25% of the voting power of the Shares constitutes a quorum for purposes of the Meeting. If such quorum is not present within half an hour from the time scheduled for the Meeting, the Meeting will be adjourned to the following week (to the same day, time and place or to a day, time and place specified in the notice of such meeting or as determined by the Chairperson of the Meeting). At such adjourned meeting the presence of at least one or more shareholders in person or by proxy (regardless of the voting power represented by their Shares) will constitute a quorum.

Section 66(b) of the Companies Law allows shareholders who hold at least 1% of our outstanding ordinary shares to submit a request to include a proposal on the agenda of a general meeting of our shareholders. Such request made by an eligible shareholder must be received by us no later than July 3, 2024. A copy of the proxy statement (which includes the full version of the proposed resolutions) and a proxy card is being distributed to shareholders and also furnished to the U.S. Securities and Exchange Commission under cover of Form 6-K. Shareholders are also able to review the proxy statement on the “*Investor Relations*” portion of our website at <https://ir.riskified.com> or at our Tel Aviv office located at 37 Sderot Sha’ul HaMelech, Tel Aviv-Yafo 6492806, Israel, upon prior notice and during regular working hours (email: [ir@riskified.com](mailto:ir@riskified.com)) until the date of the Meeting.

Whether or not you plan to attend the Meeting, it is important that your Shares be represented and voted at the Meeting. Accordingly, after reading this Notice of Annual General

Meeting of Shareholders and the proxy statement, please complete, sign, date and mail the proxy card in the envelope provided or vote by telephone or over the Internet in accordance with the instructions on your proxy card. If voting by mail, the proxy card must be received by no later than 6:59 a.m. (Israel Time) on Tuesday, August 13, 2024 (11:59 p.m. EDT on Monday, August 12, 2024) to be validly included in the tally of Shares voted at the Meeting. Detailed proxy voting instructions will be provided both in the proxy statement and in the proxy card.

Date: June 26, 2024

By order of the Board of Directors

**/s/ Eido Gal**  
**Chairperson of the Board of Directors**

**Riskified Ltd.**

**Proxy Statement**

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**Annual General Meeting of Shareholders  
To Be Held at 4:00 p.m. (Israel time) on August 13, 2024**

This proxy statement (the "**Proxy Statement**") is being furnished in connection with the solicitation of proxies on behalf of the board of directors (the "**Board**") of Riskified Ltd. (the "**Company**," "**Riskified**," "**we**," "**us**" or "**our**") to be voted at an Annual General Meeting of Shareholders (the "**Meeting**"), and at any adjournment or postponement thereof, pursuant to the accompanying Notice of Annual General Meeting of Shareholders (the "**Notice**"). The Meeting will be held on Tuesday, August 13, 2024, at 4:00 p.m. (Israel time), at our Tel Aviv office located at 37 Sderot Sha'ul HaMelech, Tel Aviv-Yafo 6492806, Israel.

This Proxy Statement, the attached Notice and the enclosed proxy card or voting instruction form are being made available to holders of the Company's Class A ordinary shares, no par value (the "**Class A Shares**") and Class B ordinary shares, no par value (the "**Class B Shares**") and, together with the Class A Shares, the "**Shares**"), beginning June 26, 2024.

You are entitled to receive notice of, and vote at, the Meeting if you were a shareholder of record at the close of business on June 24, 2024 (the "**Record Date**"), whose Shares are registered directly with our transfer agent, Equiniti Trust Company, LLC or held through a broker, trustee or other nominee that is one of our shareholders of record at such time, or which appear in the participant listing of a securities depository on that date. You can vote your Shares by attending the Meeting or by following the instructions under "**How You Can Vote**" below. Our Board urges you to vote your Shares so that they will be counted at the Meeting or at any postponements or adjournments of the Meeting.

**Agenda Items**

The following matters are on the agenda for the Meeting (together, the "**Proposals**"):



- (1) to re-elect each of Eido Gal, Eyal Kishon and Jennifer Ceran as Class III directors, to hold office until the close of the Company's annual general meeting of shareholders in 2027, and until his or her respective successor is duly elected and qualified, or until such earlier time as his or her office is vacated in accordance with our Amended and Restated Articles of Association (the "*Articles of Association*") or the Israeli Companies Law, 5759-1999 (the "*Companies Law*"); and
- (2) to re-appoint Kost Forer Gabbay & Kasierer, registered public accounting firm, a member of Ernst & Young Global, as the Company's independent public auditors for the year ending December 31, 2024 and until the next annual general meeting of shareholders, and to authorize the Board (with power of delegation to its Audit Committee) to set the fees to be paid to such auditors.

In addition to considering and voting on the foregoing Proposals, members of the Company's management will be available at the Meeting to discuss the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2023.

We are not aware of any other matters that will come before the Meeting. If any other matters are presented properly at the Meeting, the persons designated as proxies intend to vote upon such matters in accordance with their best judgment and the recommendation of the Board.

***Board Recommendation***

**Our Board unanimously recommends that you vote "FOR" each of the above Proposals.**

***Quorum and Adjournment***

As of the Record Date, 121,997,413 Class A Shares and 48,902,840 Class B Shares were issued and outstanding.

Under the Company's Articles of Association, the Meeting will be properly convened if at least two shareholders attend the Meeting in person or sign and return proxies, provided that they hold Shares representing at least 25% of our voting power. If such quorum is not present within half an hour from the time scheduled for the Meeting, the Meeting will be adjourned to the following week (to the same day, time and place or to a day, time and place specified in the notice of such meeting or as determined by the Chairperson of the Meeting). At such adjourned meeting the presence of at least one or more shareholders in person or by proxy (regardless of the voting power represented by their Shares) will constitute a quorum.

Abstentions and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum. A “broker non-vote” occurs when a bank, broker or other holder of record holding Shares for a beneficial owner attends the Meeting but does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Brokers that hold Shares in “street name” for clients (as described below) typically have authority to vote on “routine” proposals even when they have not received instructions from beneficial owners. The only item on the Meeting agenda that may be considered routine is Proposal 2 relating to the reappointment of the Company’s independent public auditors for the year ending December 31, 2024; however, we cannot be certain that this item will be treated as a routine matter since our Proxy Statement is prepared in compliance with the Companies Law, rather than the rules applicable to domestic U.S. reporting companies. Therefore, it is important for a shareholder that holds Shares through a bank, broker or other nominee to instruct its bank, broker or other nominee how to vote its Shares, if the shareholder wants its Shares to count for each of the Proposals.

***Vote Required for Approval of Each of the Proposals***

The affirmative vote of the holders of a simple majority of the voting power represented and voting in person or by proxy is required to approve each of the Proposals. Each Class A Share outstanding as of the close of business on the Record Date, is entitled to one (1) vote on each of the Proposals to be presented at the Meeting and each Class B Share outstanding as of the close of business on the Record Date, is entitled to ten (10) votes on each of the Proposals to be presented at the Meeting. Our Class A Shares and Class B Shares will vote as a single class on each of the Proposals to be presented at the Meeting.

Except for purposes of determining a quorum, broker non-votes will not be counted as present and are not entitled to vote. Abstentions will not be treated as either a vote “FOR” or “AGAINST” a matter.

***How You Can Vote***

You can vote either in person at the Meeting or by authorizing another person as your proxy, whether or not you attend the Meeting. You may also vote in any of the manners below:

- **By Internet** - If you are a shareholder of record, you can submit your proxy over the Internet by logging on to the website listed on the enclosed proxy card, entering your control number located on the enclosed proxy card and by following the on-screen prompts. If you hold Shares in “street name,” and if the brokerage firm, bank, nominee or other similar organization that holds your Shares offers Internet voting, you may follow the instructions shown on the enclosed voting instruction form to submit your proxy over the Internet.
- **By telephone** - If you are a shareholder of record, you can submit your proxy by telephone by calling the toll-free number listed on the enclosed proxy card, entering your control number located on the enclosed proxy card and following the prompts. If you hold Shares in “street name,” and if the brokerage firm, bank, nominee or other similar organization that holds your Shares offers telephone voting, you may follow the instructions shown on the enclosed voting instruction form to submit your proxy by telephone.
- **By mail** - If you are a shareholder of record, you can submit your proxy by completing, dating, signing and returning your proxy card in the postage-paid envelope provided. You should sign your name exactly as it appears on the enclosed proxy card. If you are signing in a representative capacity (for example, as a guardian, executor, trustee, custodian, attorney or officer of a corporation), please indicate your name and title or capacity. If you hold Shares in “street name,” you have the right to direct your brokerage firm, bank, nominee or other similar organization on how to vote your Shares, and the brokerage firm, bank or other similar organization is required to vote your Shares in accordance with your instructions. To provide instructions to your brokerage firm, bank, nominee or other similar organization by mail, please complete, date, sign and return your voting instruction form in the postage-paid envelope provided by your brokerage firm, bank, nominee or other similar organization.

#### *Registered Holders*

If you are a shareholder of record whose Shares are registered directly in your name with our transfer agent, Equiniti Trust Company, LLC (formerly American Stock Transfer & Trust Company, LLC.), you can also vote your Shares by attending the Meeting or by completing and signing a proxy card. In such case, these proxy materials are being sent directly to you. As the shareholder of record, you have the right to grant your voting proxy directly to the individuals listed as proxies on the proxy card or to vote in person at the Meeting. Please follow the instructions on the proxy card. You may change your mind and cancel your proxy card by sending us a written notice, by signing and returning a proxy card with a later date, or by voting

in person or by proxy at the Meeting. We may not be able to count a proxy card from a registered holder unless Broadridge Financial Solutions, Inc. (“**Broadridge**”) receives it in the enclosed envelope no later than 6:59 a.m. (Israel Time) on Tuesday, August 13, 2024 (11:59 p.m. EDT on Monday, August 12, 2024).

If you provide specific instructions (by marking a box) with regard to the Proposals, your Shares will be voted as you instruct. If you sign and return your proxy card or voting instruction form without giving specific instructions your Shares will be voted in favor of each Proposal in accordance with the recommendation of the Board. The persons named as proxies in the enclosed proxy card will vote in their discretion on any other matters that properly come before the Meeting, including the authority to adjourn the Meeting pursuant to Article 31 of the Company’s Articles of Association.

*Beneficial Owners*

If you are a beneficial owner of Shares held in a brokerage account or by a trustee or nominee, these proxy materials are being forwarded to you together with a voting instruction form by the broker, trustee or nominee or an agent hired by the broker, trustee or nominee. As a beneficial owner, you have the right to direct your broker, trustee or nominee how to vote, and you are also invited to attend the Meeting.

Because a beneficial owner is not a shareholder of record, you may not vote those Shares directly at the Meeting unless you obtain a “legal proxy” from the broker, trustee or nominee that holds your Shares, giving you the right to vote the Shares at the Meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your Shares.

**Even if you plan to attend the Meeting, the Company recommends that you vote your Shares in advance so that your vote will be counted if you later decide not to attend the Meeting.**

*Who Can Vote*

You are entitled to receive notice of, and vote at, the Meeting if you were a shareholder of record at the close of business on the Record Date, whose Shares are registered directly with our transfer agent, Equiniti Trust Company, LLC or held through a broker, trustee or other nominee that is one of our shareholders of record at such time, or which appear in the participant listing of a securities depository on that date.

### ***Revocation of Proxies***

Shareholders of record may revoke the authority granted by their execution of proxies at any time before the effective exercise thereof by filing with us a written notice of revocation or duly executed proxy bearing a later date, or by voting in person at the Meeting. A shareholder who holds Shares in “street name” should follow the directions of, or contact, the bank, broker or nominee if he, she or it desires to revoke or modify previously submitted voting instructions.

### ***Solicitation of Proxies***

Proxies are being distributed to shareholders on or about June 26, 2024. Certain officers, directors, employees and agents of Riskified may solicit proxies by telephone, emails, or other personal contact. We will bear the cost for the solicitation of the proxies, including postage, printing, and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of Shares.

### ***Voting Results***

The final voting results will be tallied by the Company based on the information provided by Broadridge or otherwise, and the overall results of the Meeting will be published following the Meeting in a report of foreign private issuer on Form 6-K that will be furnished to the U.S. Securities and Exchange Commission (“**SEC**”).

### ***Availability of Proxy Materials***

Copies of the proxy card, the Notice and this Proxy Statement were furnished to the SEC under cover of a Form 6-K and, on or about June 26, 2024, will be made available electronically via the Internet at [www.proxyvote.com](http://www.proxyvote.com) and on the “*Investor Relations*” portion of our website at <https://ir.riskified.com>. The information contained on our website is not incorporated by reference in and is not a part of this Proxy Statement.

*Assistance in Voting your Shares*

**YOUR VOTE IS IMPORTANT.** If you have questions about how to vote your Shares, you may contact Chett Mandel, Riskified's Head of Investor Relations, at [ir@riskified.com](mailto:ir@riskified.com).

**Special Note Regarding Forward-Looking Statements**

This Proxy Statement contains forward-looking statements, within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward looking statements contained in Section 27A of the U.S. Securities Act of 1933, as amended (the "*Securities Act*") and Section 21E of the Exchange Act. All statements contained in this Proxy Statement other than statements of historical fact, including, without limitation, statements regarding our expectations as to our shareholder engagement, and corporate governance practices are forward looking statements, which reflect our current views with respect to future events and are not a guarantee of future performance. The words "believe," "may," "will," "estimate," "potential," "continue," "anticipate," "intend," "expect," "could," "would," "project," "forecasts," "aims," "plan," "target," and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions.

The forward-looking statements contained in this Proxy Statement are based on management's current expectations, which are subject to uncertainty, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Important factors that could cause our actual results to differ materially from those indicated in the forward-looking statements include the risk factors set forth in Item 3.D - "Risk Factors" in our Annual Report on Form 20-F for the fiscal year ended December 31, 2023, as filed with the SEC on March 6, 2024 ("*Annual Report*"), and other documents filed with or furnished to the SEC. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this Proxy Statement. You should not put undue reliance on any forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Except as required by applicable law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the number of Shares beneficially owned, directly or indirectly, as of June 18, 2024, by (i) each person known by us to be the owner of more than 5% of our outstanding Shares, based on public filings or information provided to us by such shareholders, (ii) each of our directors and executive officers individually, and (iii) all of our directors and executive officers as a group. The number of Shares beneficially owned by each entity, person or director is determined in accordance with SEC rules, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under SEC rules, beneficial ownership includes any Shares over which a person has sole or shared voting power or investment power, or the right to receive economic benefit of ownership, as well as any Shares subject to options, RSUs, warrants or other rights that are currently exercisable or exercisable within 60 days of June 18, 2024. The percentage of outstanding Shares is calculated on the basis of 122,254,874 Class A Shares and 48,902,840 Class B Shares outstanding as of June 18, 2024. Except as otherwise set forth below, the street address of the beneficial owners is c/o Riskified Ltd., 220 5<sup>th</sup> Avenue, 2nd Floor, New York, New York 10001.

Name of Beneficial Owner	Class A Ordinary Shares		Class B Ordinary Shares <sup>(1)</sup>		Combined Voting Power <sup>(2)</sup>
	Number	Percent	Number	Percent	
<b>Principal Shareholders</b>					
General Atlantic RK B.V. <sup>(3)</sup>	5,324,998	4.4 %	10,649,996	21.8 %	18.3 %
Qumra Capital <sup>(4)</sup>	3,429,987	2.8 %	6,859,974	14.0 %	11.8 %
Pitango Venture Capital <sup>(5)</sup>	3,081,912	2.5 %	6,163,824	12.6 %	10.6 %
The Phoenix Holdings Ltd. <sup>(6)</sup>	3,808,288	3.1 %	4,390,524	9.0 %	7.8 %
Genesis Partners <sup>(7)</sup>	6,910,231	5.7 %	1,428,474	2.9 %	3.5 %
Capital World Investors <sup>(8)</sup>	9,774,367	8.0 %	—	—	1.6 %
<b>Directors and Executive Officers</b>					
Eido Gal <sup>(9)</sup>	4,727,688	3.9 %	9,113,300	18.6 %	15.7 %
Assaf Feldman <sup>(10)</sup>	4,059,895	3.3 %	9,113,300	18.6 %	15.6 %
Erez Shachar <sup>(11)</sup>	3,443,542	2.8 %	6,859,974	14.0 %	11.8 %
Eyal Kishon <sup>(12)</sup>	6,935,693	5.7 %	1,428,474	2.9 %	3.5 %
Jennifer Ceran <sup>(13)</sup>	56,423	*	—	—	*
Aaron Mankovski <sup>(14)</sup>	25,462	*	—	—	*
Tanzeen Syed <sup>(15)</sup>	25,462	*	—	—	*
Aglika Dotcheva <sup>(16)</sup>	1,017,066	*	—	—	*
Naama Ofek Arad <sup>(17)</sup>	791,681	*	—	—	*
Ravi Kumaraswami <sup>(18)</sup>	659,765	*	—	—	*
All executive officers and directors as a group (10 persons) <sup>(19)</sup>	21,742,677	17.8 %	26,515,048	54.2 %	46.9 %

\* Indicates beneficial ownership of less than 1%.

- (1) The Class B ordinary shares are convertible into Class A ordinary shares on a one-for-one basis, subject to customary conversion rate adjustments for share splits, share dividends and reclassifications. Beneficial ownership of Class B ordinary shares reflected in this table has not also been reflected as beneficial ownership of Class A ordinary shares into which such Class B ordinary shares may be converted.
- (2) The percentage under "Combined Voting Power" represents the voting power with respect to all of our Class A and Class B ordinary shares outstanding as of June 18, 2024, voting together as a single class. Holders of our Class A ordinary shares are entitled to one vote per share, and holders of our Class B ordinary shares are entitled to ten votes per share.
- (3) Based solely on information reported on a Schedule 13G on February 11, 2022, General Atlantic RK B.V. ("GA RK") has shared voting and dispositive power over 15,974,994 Class A ordinary shares, which consists of 5,324,998 Class A ordinary shares and 10,649,996 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares held of record by GA RK. GA RK is a wholly owned subsidiary of General Atlantic Coöperatief U.A. ("GA Coop UA"). The members that share beneficial ownership of the shares held by GA RK through GA Coop UA are the following General Atlantic investment funds (the "GA Funds"): General Atlantic Partners (Bermuda IV, L.P. ("GAP Bermuda IV"), General Atlantic Partners (Bermuda) EU, L.P. ("GAP Bermuda EU") and General Atlantic Coöperatief, L.P. ("GA Coop LP"). The general partner of GAP Bermuda IV and GAP Bermuda EU is General Atlantic GenPar (Bermuda), L.P. ("GenPar Bermuda"). GAP (Bermuda) Limited ("GAP Bermuda") is the general partner of GenPar Bermuda and GA Coop LP. There are nine members of the Management Committee of GAP Bermuda (the "GA Management Committee"). GAP Bermuda, GenPar Bermuda, and the GA Funds (collectively, the "GA Group") are a "group" within the meaning of Rule 13d-5 of the Securities Exchange Act of 1934, as amended. The business address of the foregoing General Atlantic Entities (other than GA Coop UA) is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The mailing address of GA Coop UA is Raamplein 1, 106 XK, Amsterdam, The Netherlands. Each of the members of the GA Management Committee disclaims ownership of all such shares except to the extent that he has a pecuniary interest therein. Tanzeen Syed, one of our directors, is a Managing Director at GA RK, which manages funds that collectively own the Class A ordinary shares and Class B ordinary shares.
- (4) Based solely on information reported on a Schedule 13G on February 14, 2022, Qumra Capital I, L.P. ("Qumra Capital LP") has sole voting and dispositive power over 6,431,211 Class A ordinary shares, which consists of (i) 2,143,737 Class A ordinary shares; and (ii) an additional 4,287,474 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares, held by Qumra Capital LP. Qumra Capital I Continuation Fund, L.P. ("Qumra Continuation LP") has sole voting and dispositive power over 3,858,750 Class A ordinary shares, which consists of (i) 1,286,250 Class A ordinary shares; and (ii) an additional 2,572,500 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares, held by Qumra Continuation LP. Qumra Capital GP I, L.P. ("Qumra Capital GP"), Qumra Capital Israel I Ltd. ("Qumra Capital GP"), Erez Shachar ("Erez Shachar") and Boaz Dinte ("Boaz Dinte") each share voting and dispositive power over 10,289,961 Class A ordinary shares, which consists of (i) 3,429,987 Class A ordinary shares; and (ii) an additional 6,859,974 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares, held by Qumra Capital LP and Qumra Continuation LP. Qumra Capital Serves as the general partner for each of Qumra Capital LP and Qumra Continuation LP. Qumra Capital GP GP serves as the general partner for Qumra Capital GP. Erez Shachar, one of our directors, and Boaz Dinte each hold indirectly 50% of the outstanding equity interests of Qumra Capital GP and, therefore, possess ultimate shared voting and investment authority with respect to all ordinary shares beneficially owned by the Qumra entities. The business address of each Qumra entity and reporting individual is c/o Qumra Capital, 4 Haneviim St., Tel-Aviv, Israel.
- (5) Based solely on information reported on a Schedule 13G on February 14, 2022, Pitango Growth Fund I, L.P. has sole voting and dispositive power over 9,063,825 Class A ordinary shares, which consists of (i) 3,021,275 Class A ordinary shares; and (ii) an additional 6,042,550 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares, held by Pitango Growth Fund I, L.P. Pitango Growth Principals Fund I, L.P. has sole voting and dispositive power over 181,911 Class A ordinary shares, which consists of (i) 60,637 Class A ordinary shares and (ii) an additional 121,274 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares, held, in the aggregate, by Pitango Growth Fund I, L.P. and Pitango Growth Principals Fund I, L.P. Pitango G.E. Fund I, L.P. has shared voting and dispositive power over 9,245,736 Class A ordinary shares, which consists of (i) 3,081,912 Class A ordinary shares; and (ii) an additional 6,163,824 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares, held in the aggregate, by Pitango Growth Fund I, L.P. and Pitango Growth Principals Fund I, L.P., for each of which Pitango G.E. Fund I, L.P. serves as the sole general partner. The partners of Pitango G.E. Fund I, L.P. are one individual and eight private companies that are each owned by one of the following individuals - Rami Beracha, Ayal Itzkovitz, Eyal Niv, Ittai Harel, Rami Kalish, Aaron Mankovski, one of our directors, Chemi Peres and Zeev Binman (the "Pitango Principals"). The Pitango Principals may therefore be deemed to possess shared voting and dispositive power with respect to all Class A ordinary shares and Class B ordinary shares held by the Pitango entities. The business address of each Pitango entity is 11 HaMenofim St., Building B, Herzliya, 4672562, Israel.



- (6) Based on information reported on a Schedule 13G/A filed on January 25, 2024 and information known to the Company as of June 18, 2024, The Phoenix Holdings Ltd. ("Phoenix Holdings") has shared voting and dispositive power over 8,198,812 Class A ordinary shares, which consists of (i) 3,808,288 Class A ordinary shares; and (ii) 4,390,524 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares. The Class A ordinary shares reported by Phoenix Holdings are beneficially owned by various direct and indirect, majority or wholly-owned subsidiaries of Phoenix Holdings (the "Subsidiaries"). The Subsidiaries manage their own funds and/or the funds of others, including for holders of exchange-traded notes or various insurance policies, members of pension or provident funds, unit holders of mutual funds, and portfolio management clients. Each of the Subsidiaries operates under independent management and makes its own independent voting and investment decisions. The business address of Phoenix Holdings is Derech Hashalon 53, Givataim, 53454, Israel.
- (7) Based on information reported on a Schedule 13G/A on February 14, 2024 and information known to the Company as of June 18, 2024, Genesis Partners IV L.P. ("Genesis IV") has sole voting power and sole dispositive power over 6,195,994 Class A ordinary shares. G.P.R. S.P.V 2 ("GPR") has sole voting power and sole dispositive power over 2,142,711 Class A ordinary shares, which consists of (i) 714,237 Class A ordinary shares; and (ii) an additional 1,428,474 Class A ordinary shares issuable upon conversion, on a one-for-one basis, of an equivalent number of Class B ordinary shares that are held by GPR. Genesis Partners IV Management ("Genesis Management") has shared voting power and shared dispositive power over all 8,338,705 Class A ordinary shares held by Genesis IV and GPR by virtue of its principals affiliation with GPR and by being the general partner of Genesis IV. Eyal Kishon, one of our directors, has shared voting power and shared dispositive power over all 8,338,705 ordinary shares held by Genesis IV and GPR by virtue of serving as the managing partner of Genesis Management. The business address of Genesis IV, GPR, Genesis Management and Eyal Kishon is 13 Basel Street, Herzliya, 4666013, Israel.
- (8) Based solely on information reported on a Schedule 13G filed on February 9, 2024, Capital World Investors ("CWI") has sole voting power and sole dispositive power over 9,774,367 Class A ordinary shares. CWI is a division of Capital Research and Management Company ("CRMC"), as well as its investment management subsidiaries and affiliates Capital Bank and Trust Company, Capital International, Inc., Capital International Limited, Capital International Sarl, Capital International K.K., Capital Group Private Client Services, Inc., and Capital Group Investment Management Private Limited (together with CRMC, the "investment management entities"). CWI's divisions of each of the investment management entities collectively provide investment management services under the name "Capital World Investors." The business address of CWI is 333 South Hope Street, 55th Floor, Los Angeles, California 90071.
- (9) Represents for Mr. Gal, (a) 4,623,511 Class A ordinary shares, and 9,113,300 Class B ordinary shares held directly by Mr. Gal that are convertible, on a one-for-one basis, into Class A ordinary shares at his election within 60 days of June 18, 2024, and (b) 104,177 Class A ordinary shares underlying RSUs that will vest within 60 days of June 18, 2024, but excluding 1,198,032 Class A ordinary shares underlying tranches 1, 2 and 3 of the Multi-Year Award, for which the vesting eligibility dates have occurred, or will occur, within 60 days of June 18, 2024, and therefore are, or will be, eligible to vest upon the satisfaction of the applicable share price targets. For further information related to the Multi-Year Award, see Item 6.B. "Directors, Senior Management and Employees - Compensation" of our Annual Report.
- (10) Represents for Mr. Feldman, (a) 4,059,895 Class A ordinary shares, and 9,113,300 Class B ordinary shares, which consists of (i) 815,757 Class A ordinary shares and 2,734,200 Class B ordinary shares, that are convertible, on a one-for-one basis, into Class A ordinary shares at his election within 60 days of June 18, 2024, held directly by Mr. Feldman, and (ii) 3,189,550 Class A ordinary shares, and 6,379,100 Class B ordinary shares, that are convertible, on a one-for-one basis, into Class A ordinary shares at his election within 60 days of June 18, 2024 held by Sundance NYC Holdings LLC, and (b) 54,588 Class A ordinary shares underlying RSUs that will vest within 60 days of June 18, 2024. Mr. Feldman is the manager of Sundance NYC Holdings LLC, and as such, may be deemed to share beneficial ownership over the securities held of record by Sundance NYC Holdings LLC.
- (11) Represents for Mr. Shachar, (a) 13,555 Class A ordinary shares held directly by Mr. Shachar; and (b) 10,289,961 ordinary shares held by Qumra Capital identified in footnote (4) above by virtue of serving as a Managing Partner at Qumra Capital, which manages funds that collectively own such Class A ordinary shares and Class B ordinary shares. Mr. Shachar disclaims beneficial ownership of the ordinary shares held by Qumra Capital, except to the extent of his pecuniary interest, if any, in such ordinary shares.
- (12) Represents for Dr. Kishon, (a) 25,462 Class A ordinary shares held directly by Dr. Kishon; and (b) 8,338,705 ordinary shares held by Genesis IV and GPR identified in footnote (7) above by virtue of serving as the Managing Partner of Genesis Management, which directly owns or manages funds that collectively own such Class A ordinary shares and Class B ordinary shares. Dr. Kishon disclaims beneficial ownership of the ordinary shares held by Genesis Partners, except to the extent of his pecuniary interest, if any, in such ordinary shares.
- (13) Represents for Ms. Ceran, 56,423 Class A ordinary shares held directly by Ms. Ceran.
- (14) Represents for Mr. Mankovski, 25,462 Class A ordinary shares held directly by Mr. Mankovski, and does not include the Class A ordinary shares and Class B ordinary shares held by the Pitango entities identified in footnote (5) above. Mr. Mankovski is a Managing Partner at Pitango Venture Capital, which manages funds that collectively own Class A ordinary shares and Class B ordinary shares.

- (15) Represents for Mr. Syed, 25,462 Class A ordinary shares held directly by Mr. Syed, and does not include the Class A ordinary shares and Class B ordinary shares held of record by GA RK identified in footnote (3) above. Mr. Syed is a Managing Director at GA RK, which manages funds that collectively own such Class A ordinary shares and Class B ordinary shares.
- (16) Represents for Ms. Dotcheva, (a) 560,882 Class A ordinary shares held directly by Ms. Dotcheva, and (b) 456,184 Class A ordinary shares underlying options that are currently vested and exercisable or options and RSUs that will vest and become exercisable (as applicable) within 60 days of June 18, 2024.
- (17) Represents for Ms. Ofek Arad, (a) 363,971 Class A ordinary shares held directly by Ms. Ofek Arad, and (b) 427,710 Class A ordinary shares underlying options that are currently vested and exercisable or options and RSUs that will vest and become exercisable (as applicable) within 60 days of June 18, 2024.
- (18) Represents for Mr. Kumaraswami, (a) 481,940 Class A ordinary shares held directly by Mr. Kumaraswami, and (b) 177,825 Class A ordinary shares underlying RSUs that will vest within 60 days of June 18, 2024.
- (19) Includes 1,220,484 Class A ordinary shares underlying options that are currently vested and exercisable or options and RSUs that will vest and become exercisable (as applicable) within 60 days of June 18, 2024.

## COMPENSATION OF EXECUTIVE OFFICERS

For information concerning compensation earned during 2023 by our five most highly compensated executive officers see Item 6.B. of our Annual Report, a copy of which is available on the SEC's website at [www.sec.gov](http://www.sec.gov) as well as on the "Investor Relations" portion of our website at <https://ir.riskified.com>.

## CORPORATE GOVERNANCE

### Overview

Riskified is committed to effective corporate governance and independent oversight by our Board. Our programs and policies are informed by engagement with our shareholders as well as a guiding principle that the Board is accountable for representing the best interests of our shareholders, accomplished primarily through independence, diversity of experience, qualifications, backgrounds, attributes and skills as well as engagement with shareholders and other key constituents.

Our Articles of Association provide that we may have no less than three and no more than eleven directors, as may be fixed from time to time by the Board. Our Board currently consists of seven directors. Each of our five current non-executive directors qualifies as "independent" as defined under the applicable corporate governance rules of the New York Stock Exchange ("*NYSE*"), with Dr. Eyal Kishon serving as lead independent director (as further discussed below).

Our directors are divided into three classes with staggered three-year terms. Each class of directors consists, as nearly as possible, of one-third of the total number of directors constituting the entire Board. At each annual general meeting of our shareholders, the term of office of only one class of directors expires. The election or re-election of such class of directors is for a term of office that expires as of the date of the third annual general meeting following such election or re-

election. Each director holds office until the annual general meeting of our shareholders in which his or her term expires, unless he or she is removed by a vote of 65% of the total voting power of our shareholders at a general meeting of our shareholders or upon the occurrence of certain events, in accordance with the Companies Law and our Articles of Association.

Mr. Eido Gal, our Co-Founder, has served as our Chief Executive Officer and as a member of our Board since our inception and currently also serves as chairperson of our Board. The Board will continue to exercise its judgment on an ongoing basis to determine the optimal Board leadership structure that it believes will provide effective leadership, oversight and direction, while optimizing the functioning of both the Board and management and facilitating effective communication between the two. The Board has concluded that the current structure provides a well-functioning and effective balance between strong Company leadership and appropriate safeguards and oversight by independent directors.

Under the Companies Law, the chief executive officer of a public company, or a relative of the chief executive officer, may not serve as the chairperson of the board of directors, and the chairperson of the board of directors, or a relative of the chairperson, may not be vested with authorities of the chief executive officer unless approved by a special majority of the company's shareholders. The required approval by our shareholders of the re-appointment of our Chief Executive Officer as chairperson of the Board must be obtained no later than five years following July 29, 2021, the closing date of our initial public offering ("*IPO*"). Further, if our Chief Executive Officer serves as chairperson of the Board, his or her dual office term shall be limited, following the initial five-year period, to three-year terms, subject to shareholder approval.

#### *Lead Independent Director*

Since the chairperson of our Board is also our Chief Executive Officer, our Board has appointed Dr. Eyal Kishon as lead independent director, whose responsibilities include presiding over all meetings of the Board at which the chairperson of the Board is not present, including any executive sessions of the independent directors, approving Board meeting schedules and agendas to ensure that there is sufficient time for discussion of all agenda items, acting as the liaison between the independent directors and the chief executive officer and chair of the Board, and when appropriate, meeting or otherwise communicating with major shareholders or other constituencies of the Company. The lead independent director has the authority to call meetings of the independent members of the Board.

**Corporate Governance Practices**

Below, we summarize the key governance practices and policies that our Board believes help advance our goals and protect the interests of our shareholders, including:

<b>What we do:</b>	
<ul style="list-style-type: none"> <li>Maintain a majority independent Board</li> </ul>	<ul style="list-style-type: none"> <li>Maintain entirely independent Board committees</li> </ul>
<ul style="list-style-type: none"> <li>Appoint a lead independent director with extensive oversight duties and experience</li> </ul>	<ul style="list-style-type: none"> <li>Base a significant portion of the compensation opportunity for our executive officers on the Company's financial performance</li> </ul>
<ul style="list-style-type: none"> <li>Use objective pre-established performance measures to set annual incentive targets for our Chief Executive Officer</li> </ul>	<ul style="list-style-type: none"> <li>Emphasize pay-for-performance (meaning the earning of annual bonuses are subject to the attainment of objective performance measures)</li> </ul>
<ul style="list-style-type: none"> <li>Offer equity and cash compensation which we believe appropriately incentivize our executive officers to deliver both short-term and long-term shareholder value</li> </ul>	<ul style="list-style-type: none"> <li>Regularly review executive compensation and peer group data</li> </ul>
<ul style="list-style-type: none"> <li>Exercise a disciplined approach to dilution management</li> </ul>	<ul style="list-style-type: none"> <li>Cap cash bonus payments and annual equity based compensation</li> </ul>
<ul style="list-style-type: none"> <li>Engage an independent, outside consultant to support the design, analysis and implementation of our compensation programs and to provide advice regarding our executive and non-employee director compensation</li> </ul>	<ul style="list-style-type: none"> <li>Maintain an executive compensation clawback policy, which includes recoupment and forfeiture provisions in compliance with new SEC and NYSE requirements</li> </ul>
<ul style="list-style-type: none"> <li>Conduct annual Board and committee evaluation processes</li> </ul>	

During 2023, our Board met six times and acted once by written consent; our Audit Committee met four times; our Compensation Committee met four times and acted three times by written consent; and our Nominating and ESG Committee met twice. Each of the incumbent directors (including all director nominees listed in Proposal 1) attended at least 85% of our Board meetings and the meetings of each of the committees of the Board on which they served.

For more information regarding our Board, its committees and our corporate governance practices, see “Item 6.C.– Board Practices” of our Annual Report.

### ***Shareholder Engagement***

We believe that effective corporate governance involves regular, constructive dialogue with our shareholders. This process is essential to understanding our shareholders’ perspectives and aligning our strategies with their expectations. Ongoing engagement provides us with the opportunity to evaluate and consider our corporate governance practices and helps us to ensure that such practices are dynamic and responsive to the evolving landscape of our business and our shareholders’ expectations.

#### *Commitment to Active Dialogue*

We are committed to maintaining an active dialogue with our shareholders. Throughout the year, we engage with shareholders representing a majority of our institutional shareholdings through quarterly earnings calls, investor conferences, non-deal roadshows, and direct meetings. This comprehensive investor relations program facilitates continuous interaction, providing us with valuable insights into our shareholders’ priorities and concerns.

#### *Feedback Implementation*

We review investor feedback that is received and seek to implement changes that align with our Company’s strategy, business growth, and maturity stage, where appropriate. This feedback loop helps to ensure that our business operations, strategies and governance practices are not only reflective of shareholder expectations but also contribute to the sustainable growth and long-term success of the Company.

#### *Corporate Values and Future Commitment*

Maintaining an active dialogue with our shareholders is consistent with our values of open communication and accountability. We believe that by fostering this two-way communication, we can achieve more transparent, effective, and inclusive governance. As we move forward, we remain committed to continuing these efforts, ensuring that our governance frameworks, business operations and strategies remain robust, adaptive, and aligned with shareholder interests.

## PROPOSAL 1

### RE-ELECTION OF DIRECTORS

#### *Background*

Our Board currently has seven directors and is divided into three classes with staggered three-year terms as follows:

- the Class III directors are Eido Gal, Eyal Kishon and Jennifer Ceran, and their terms expire at the Meeting;
- the Class I directors are Aaron Mankovski and Erez Shachar, and their terms expire at our annual general meeting of shareholders to be held in 2025; and
- the Class II directors are Assaf Feldman and Tanzeen Syed, and their terms expire at our annual general meeting of shareholders to be held in 2026.

At each annual general meeting of shareholders, the election or re-election of directors following the expiration of the term of office of the directors of that class will be for a term of office that expires on the date of the third annual general meeting following such election or re-election.

At the Meeting, shareholders will be asked to re-elect each of Eido Gal, Eyal Kishon and Jennifer Ceran as Class III directors.

Eido Gal is a co-founder, director and the Company's Chief Executive Officer. Our Board has determined that Mr. Gal does not qualify as "independent", as defined under the applicable rules of the NYSE, and does not serve as a member of any of our standing Board committees.

Eyal Kishon is the Chairperson of our Compensation Committee and a member of our Audit Committee and Nominating and Governance Committee. Our Board has determined that Dr. Kishon qualifies as "independent", as defined under the applicable rules of the NYSE and satisfies the additional independence requirements under Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*") necessary for service on our Audit Committee and the additional independence requirements of the NYSE necessary for service on our Compensation Committee. In addition, our Board has determined that Dr. Kishon meets the

requirements for financial literacy under the applicable rules and regulations of the SEC and NYSE.

Jennifer Ceran is the Chairperson of our Audit Committee and a member of our Nominating and Governance Committee. Our Board has determined that Ms. Ceran qualifies as “independent”, as defined under the applicable rules of the NYSE and satisfies the additional independence requirements under Rule 10A-3 of the Exchange Act necessary for service on our Audit Committee. In addition, our Board has determined that Ms. Ceran is an “audit committee financial expert” and meets the requirements for financial literacy under the applicable rules and regulations of the SEC and NYSE.

If re-elected at the Meeting, Eido Gal, Eyal Kishon and Jennifer Ceran will each serve until the 2027 annual general meeting of our shareholders, and until his or her respective successor has been duly elected and qualified, or until such earlier time as his or her office is vacated in accordance with our Articles of Association or the Companies Law.

In accordance with the Companies Law, each of Eido Gal, Eyal Kishon and Jennifer Ceran has certified to us that he or she meets all the requirements of the Companies Law for election as a director of a public company, and possesses the necessary qualifications and has sufficient time to fulfill his or her duties as a director of Riskified, taking into account the size and special needs of Riskified.

During 2023, Eido Gal attended 100% of the meetings of our Board, and each of Eyal Kishon and Jennifer Ceran attended 100% of the meetings of our Board and the respective Board committees on which they served during the period in which he or she served.

The Nominating and Governance Committee of our Board has recommended that each of Eido Gal, Eyal Kishon and Jennifer Ceran be nominated for re-election at the Meeting as a Class III director for a term to expire at the 2027 annual general meeting of our shareholders, and until his or her respective successor has been duly elected and qualified, or until such earlier time as his or her office is vacated in accordance with our Articles of Association or the Companies Law. Our Board has approved the nomination of each of Eido Gal, Eyal Kishon and Jennifer Ceran for re-election at the Meeting.

Biographical information concerning Eido Gal, Eyal Kishon and Jennifer Ceran is set forth below:



**Eido Gal**, 39, is our Co-Founder and has served as our Chief Executive Officer and as the Chairperson of our board of directors since our inception. Prior to co-founding Riskified, Mr. Gal served as an Analyst at BillGuard from January 2011 to January 2013 and as an Analyst at PayPal Holdings, Inc. from January 2009 to January 2011. We believe Mr. Gal is qualified to serve on our Board due to his deep understanding of the Company's business and operations as our co-founder and long-standing Chief Executive Officer.



**Eyal Kishon**, 64, has served as a member of our board of directors since February 2013. Since September 1996, Dr. Kishon has served as Managing Partner of Genesis Partners, an Israel-based venture capital fund and since December 2020, Dr. Kishon has served as Chairman of Deep Insight, an Israel-based venture capital fund. From 1993 to 1996, Dr. Kishon served as Associate Director of Pitango Venture Capital. Prior to that, Dr. Kishon served as Chief Technology Officer at Yozma Venture Capital in 1993. From 1991 to 1993, Dr. Kishon was a Research Fellow in the Multimedia Department of IBM Science & Technology. From 1989 to 1991, Dr. Kishon worked in the Robotics Research Department of AT&T Bell Laboratories. Dr. Kishon currently serves as a member of the board of directors of Valens Semiconductor Ltd. (NYSE: VLNS) and several privately held companies and previously served as a member of the board of directors of Audiocodes Ltd. (Nasdaq, TASE: AUDC) from 1998 to 2023. Dr. Kishon holds a B.Sc. in Computer Science from the Technion – Israel Institute of Technology and a Ph.D. in Computer Science from New York University. We believe Mr. Kishon is qualified to serve on our Board due to his extensive experience in the technology sector.





**Jennifer Ceran**, 60, has served on our board of directors since February 2021. Ms. Ceran served as the interim Chief Financial Officer for Klaviyo, Inc. from November 2021 to May 2022, the Chief Financial Officer and Treasurer for Smartsheet Inc. from September 2016 to January 2021 and the Chief Financial Officer of Quotient Technology Inc. from September 2015 to September 2016. From October 2012 to September 2015, Ms. Ceran served as the Treasurer and Vice President of Investor Relations at Box, Inc. Ms. Ceran held several roles at eBay Inc. from April 2003 to August 2012, including Vice President of Investor Relations and Corporate Financial Planning and Analysis and Treasurer. Ms. Ceran currently serves on the board of directors of several private and public companies, including Klaviyo, Inc. (NYSE: KVYO), NerdWallet Inc. (NASDAQ: NRDS), Flock Group Inc. and Wyze Labs, Inc. Ms. Ceran holds a B.A. in Communications and French from Vanderbilt University and an M.B.A. from the University of Chicago Booth School of Business. We believe Ms. Ceran is qualified to serve on our Board due to her extensive financial background and experience.

***Proposal***

Shareholders are being asked to re-elect each of Eido Gal, Eyal Kishon and Jennifer Ceran for a term to expire at the 2027 annual general meeting of our shareholders, and until his or her respective successor is duly elected and qualified, or until such earlier time as his or her office is vacated in accordance with our Articles of Association or the Companies Law.

It is proposed that the following resolutions be adopted at the Meeting:

**"RESOLVED**, that Eido Gal be re-elected as a Class III director, to hold office until the close of the Company's annual general meeting of shareholders in 2027, and until his successor has been duly elected and qualified, or until such earlier time as his office is vacated in accordance with our Articles of Association or the Companies Law;

**FURTHER RESOLVED**, that Eyal Kishon be re-elected as a Class III director, to hold office until the close of the Company's annual general meeting of shareholders in 2027, and until his successor has been duly elected and qualified, or until such earlier time as his office is vacated in accordance with our Articles of Association or the Companies Law; and

**FURTHER RESOLVED**, that Jennifer Ceran be re-elected as a Class III director, to hold office until the close of the Company's annual general meeting of shareholders in 2027, and until her successor has been duly elected and qualified, or until such earlier time as her office is vacated in accordance with our Articles of Association or the Companies Law."

***Vote Required***

See "*Vote Required for Approval of Each of the Proposals*" above.

***Board Recommendation***

The Board unanimously recommends a vote **"FOR"** the re-election of each of Eido Gal, Eyal Kishon and Jennifer Ceran as a Class III director for a term to expire at the 2027 annual general meeting of shareholders.

## PROPOSAL 2

### RE-APPOINTMENT OF INDEPENDENT AUDITORS AND AUTHORIZATION OF THE BOARD TO FIX THEIR REMUNERATION

#### Background

Our Audit Committee and Board have approved the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as our independent public auditors for the year ending December 31, 2024, subject to the approval of our shareholders.

The following table sets forth the total amount billed to us by the Company's independent public auditors, Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, for services performed in each of the previous two fiscal years:

	2023		2022
	(in thousands USD)		
Audit Fees <sup>(1)</sup>	\$	858	\$ 600
Audit-Related Fees <sup>(2)</sup>		40	—
Tax Fees <sup>(3)</sup>		156	271
Total	\$	1,054	\$ 871

(1) "Audit fees" for the years ended December 31, 2023 and 2022 include fees for the audit of our annual financial statements. This category also includes services that the independent accountant generally provides, such as consents and assistance with and review of documents filed with the SEC.

(2) "Audit-related fees" for the year ended December 31, 2023 relate to fees for assurance and other services that are reasonably related to the performance of the audit and are not reported under audit fees. We did not have any audit-related fees for the year ended December 31, 2022.

(3) "Tax fees" for the year ended December 31, 2023 and 2022 were related to ongoing tax advisory, tax compliance and tax planning services.

Our Audit Committee has adopted a pre-approval policy for the engagement of our independent public auditors to perform certain audit and non-audit services. Pursuant to this policy, which is designed to assure that such engagements do not impair the independence of our auditors, the Audit Committee pre-approves annually a catalog of specific audit and non-audit services in the categories of audit services, audit-related services and tax services that may be performed by our independent accountants. Unless a type of service to be provided by the independent accountant has received general pre-approval by the audit committee, it requires specific pre-approval by the Audit Committee. Our Audit Committee pre-approved all the audit services and all of the non-audit services provided to us and to our subsidiaries since our pre-approval policy was adopted.

***Proposal***

It is proposed that the following resolution be adopted at the Meeting:

**"RESOLVED**, to re-appoint Kost Forer Gabbay & Kasierer, registered public accounting firm, a member of Ernst & Young Global, as the Company's independent public auditors for the year ending December 31, 2024 and until the next annual general meeting of shareholders, and to authorize the Company's board of directors (with power of delegation to its Audit Committee) to set the fees to be paid to such auditors."

***Vote Required***

See "*Vote Required for Approval of Each of the Proposals*" above.

***Board Recommendation***

**The Board unanimously recommends a vote "FOR" the ratification of the re-appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as our independent public auditors for the year ending December 31, 2024.**

## PRESENTATION AND DISCUSSION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

In addition to considering the foregoing agenda items at the Meeting, we will also present our audited consolidated financial statements for the fiscal year ended December 31, 2023. A copy of the Annual Report, including the audited consolidated financial statements for the fiscal year ended December 31, 2023, is available for viewing and downloading on the SEC's website at [www.sec.gov](http://www.sec.gov) as well as on the "Investor Relations" portion of our website at <https://ir.riskified.com>.

## OTHER BUSINESS

The Board is not aware of any other matters that may be presented at the Meeting other than those described in this Proxy Statement. If any other matters do properly come before the Meeting, including the authority to adjourn the Meeting pursuant to Article 31 of our Articles of Association, it is intended that the persons named as proxies will vote, pursuant to their discretionary authority, according to their best judgment in the interest of the Company.

## ADDITIONAL INFORMATION

Our Annual Report, filed with the SEC on March 6, 2024, is available for viewing and downloading on the SEC's website at [www.sec.gov](http://www.sec.gov) as well as on the "Investor Relations" portion of our website at <https://ir.riskified.com>. Shareholders may download a copy of these documents without charge at <https://ir.riskified.com>.

The Company is subject to the information reporting requirements of the Exchange Act applicable to foreign private issuers. The Company fulfills these requirements by filing reports with the SEC. The Company's filings with the SEC are available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov). As a foreign private issuer, the Company is exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements. The circulation of this Proxy Statement should not be taken as an admission that the Company is subject to those proxy rules.

By Order of the Board of Directors,

/s/ Eido Gal

Chairperson of the Board of Directors

Dated: June 26, 2024

RISKIFIED LTD.  
220 5TH AVENUE, 2ND FLOOR  
NEW YORK, NEW YORK 10001



**SCAN TO**  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above**  
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on August 12, 2024. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**  
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**  
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on August 12, 2024. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**  
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

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KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

RISKIFIED LTD.

**THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS YOU VOTE "FOR" EACH NOMINEE IN PROPOSAL 1 AND "FOR" PROPOSAL 2.**

1. To re-elect each of Eido Gal, Eyal Kishon and Jennifer Ceran as Class III directors, to hold office until the close of the Company's Annual General Meeting of Shareholders in 2027, and until his or her respective successor is duly elected and qualified or until such earlier time as his or her office is vacated in accordance with the Company's Amended and Restated Articles of Association or the Israeli Companies Law, 5759-1999.

For Against Abstain

1a. Eido Gal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Eyal Kishon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Jennifer Ceran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

For Against Abstain

2. To re-appoint Kost Forer Gabbay & Kasierer, registered public accounting firm, a member of Ernst & Young Global, as the Company's independent public auditors for the year ending December 31, 2024 and until the next Annual General Meeting of Shareholders, and to authorize the Company's board of directors (with power of delegation to its audit committee) to set the fees to be paid to such auditors.

Note: Please sign exactly as your name or names appear(s) on this Proxy. When shares are held jointly, the senior holder should sign. When signing as executor, administrator or other fiduciary, please give full title as such. If the signer is a corporation, please sign in full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in full partnership name by authorized person.

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:**  
The Notice and Proxy Statement and Annual Report on Form 20-F are available at [www.proxyvote.com](http://www.proxyvote.com).

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**RISKIFIED LTD.**  
**Annual General Meeting of Shareholders**  
**To be held on August 13, 2024**  
**This proxy is solicited by the Board of Directors**

I, the undersigned shareholder of RISKIFIED LTD. (the "Company"), hereby appoint Eido Gal, Chief Executive Officer, and Eric Treichel, General Counsel of the Company, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize them to represent and to vote, as designated on the reverse side of this ballot, all of the Class A ordinary shares, no par value, and/or Class B ordinary shares, no par value, of RISKIFIED LTD. (the "Shares") that I am entitled to vote as of the close of business on June 24, 2024, at the Annual General Meeting of Shareholders to be held at 4:00 PM (Israel time) on August 13, 2024, at the Company's Tel Aviv office located at 37 Sderot Sha'ul HaMelech St., Tel Aviv-Yafo 6492806, Israel, and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Should any other matter requiring a vote of the shareholders arise, the proxies named above are authorized to vote in accordance with their best judgment in the interest of the Company. Any and all proxies given by the undersigned prior to this proxy are hereby revoked.**

(Continued and to be signed on the reverse side)

