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

FORM 6-K

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

For the month of: **August 2025**

Commission File Number: **001-36903**

KORNIT DIGITAL LTD.
(Translation of Registrant's name into English)

12 Ha'Amal Street
Park Afek
Rosh Ha'Ayin 4824096 Israel
(Address of Principal Executive Office)

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 ☐

CONTENTS

Notice, Proxy Statement and Proxy Card for Annual Shareholder Meeting

Kornit Digital Ltd. (“**Kornit**” or the “**Company**”) hereby publishes notice of its 2025 annual general meeting of shareholders (the “**Meeting**”), which is scheduled to take place at 12:00 p.m. (Israel time) on Monday, September 15, 2025, at Kornit’s offices at 12 Ha’Amal Street, Park Afek, Rosh Ha’Ayin, Israel.

Shareholders of record at the close of business on Monday, August 11, 2025 are entitled to vote at the Meeting.

Attached as Exhibit 99.1 to this Report of Foreign Private Issuer on Form 6-K (this “**Form 6-K**”) are the Notice and Proxy Statement for the Meeting, which contain information concerning the agenda for the Meeting, the background to the proposals, and the required majority for approval of the proposals at the Meeting, as well as logistical information concerning the required vote and means of voting on the proposals and additional general information concerning Kornit’s board of directors, corporate governance and significant shareholders.

Attached as Exhibit 99.2 to this Form 6-K is the form of proxy card being distributed by Kornit to its shareholders of record as of the record date for the Meeting, which serves as a means by which those shareholders may cast their votes on the proposals to be presented at the Meeting.

Exhibits

Exhibit Index

Exhibit No.	Description
99.1	Notice and Proxy Statement for 2025 Annual General Meeting of Shareholders of Kornit Digital Ltd.
99.2	Form of proxy card to be used for voting by record shareholders for the 2025 Annual General Meeting of Shareholders of Kornit Digital Ltd.

Incorporation by Reference

The contents of Exhibits 99.1 and 99.2 to this Form 6-K are hereby incorporated by reference into the Company’s Registration Statements on Form S-8 (File No.’s [333-203970](#), [333-214015](#), [333-217039](#), [333-223794](#), [333-230567](#), [333-237346](#), [333-254749](#), [333-263975](#) and [333-286158](#)).

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.

KORNIT DIGITAL LTD.

Date: August 7, 2025

By: /s/ Lauri Hanover

Name: Lauri Hanover

Title: Chief Financial Officer

**KORNIT DIGITAL LTD.**

12 Ha'Amal Street, Park Afek, Rosh Ha'Ayin 4824096 Israel

August 7, 2025

**NOTICE OF 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 15, 2025**

Dear Kornit Digital Ltd. Shareholders:

We cordially invite you to attend the 2025 Annual General Meeting of Shareholders, or the Meeting, of Kornit Digital Ltd., or the Company, to be held at 12:00 p.m. (Israel time) on Monday, September 15, 2025, at our offices at 12 Ha'Amal Street, Park Afek, Rosh Ha'Ayin, 4809246, Israel.

The Meeting is being called for the following purposes:

- (1) Re-election of each of Dov Ofer and Ofer Ben-Zur, in each case for a three-year term as a Class I director of the Company, until the Company's annual general meeting of shareholders in 2028 and until his successor is duly elected and qualified; and
- (2) Re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as the Company's independent registered public accounting firm for the year ending December 31, 2025 and the additional period until the Company's 2026 annual general meeting of shareholders, and authorization of the Company's board of directors (or the audit committee thereof) to fix such accounting firm's annual compensation.

In addition to the foregoing, formal proposals, at the Meeting, members of our management will be available to present and discuss our auditors' report and consolidated financial statements as of, and for the year ended, December 31, 2024, as previously made available to our shareholders as part of our Annual Report on Form 20-F, which was filed with the Securities and Exchange Commission, or SEC, on March 27, 2025 and which is available at www.sec.gov and at the "Investors" section of our Company's website, www.kornit.com.

Our board of directors unanimously recommends that you vote in favor of both of the above proposals, which are described in the proxy statement that is attached to this Notice of 2025 Annual General Meeting of Shareholders.

Shareholders of record at the close of business on August 11, 2025 are entitled to vote at the Meeting.

The affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy and voting thereon (disregarding abstentions and broker non-votes) is necessary for the approval of each of the proposals.

It is important that your shares be represented and voted at the Meeting. Accordingly, after reading this Notice of 2025 Annual General Meeting of Shareholders and the proxy statement for the Meeting, please mark, date, sign and mail the proxy card or voting instruction form as promptly as possible in the stamped envelope to be provided to you, or please follow the instructions to be sent to you for voting electronically. If mailing in your proxy to our transfer agent in the envelope to be enclosed, your vote must be received by 11:59 p.m., Eastern time, on Sunday, September 14, 2025, to be validly included in the tally of ordinary shares voted at the Meeting. If you are a street holder (i.e., you hold your shares through a bank, broker or other nominee) and are providing voting instructions to your bank, broker or other nominee online (at www.proxyvote.com) or via a physical voting instruction form, your instructions must be received by noon Eastern time on Friday, September 12, 2025. If sending in your proxy card directly to our registered office, it must be received at least four hours prior to the appointed time for the Meeting. Detailed voting instructions will be provided both in the accompanying proxy statement and on the proxy card or voting instruction form to be sent to you.

In accordance with the Israeli Companies Law, 5759-1999, and regulations promulgated thereunder, and our articles of association, as amended, any shareholder of the Company holding at least 1% of the outstanding voting rights of the Company for the Meeting may submit to the Company a proposed additional agenda item for the Meeting, to the Company's offices, 12 Ha' Amal Street, Park Afek, Rosh Ha'Ayin, 4809246, Israel, Attention: Elad Shrem, General Counsel and Chief Compliance Officer, email: Elad.Shrem@kornit.com, no later than Thursday, August 14, 2025. To the extent that there are any additional agenda items that the Board determines to add as a result of any such submission, the Company will publish an updated notice and proxy card with respect to the Meeting, no later than Thursday, August 21, 2025, to be furnished to the SEC under cover of a Report of Foreign Private Issuer on Form 6-K.

An electronic copy of the enclosed proxy materials will be available for viewing at <http://ir.kornit.com/>. The full text of the proposed resolutions, together with the form of proxy card for the Meeting, may also be viewed beginning on Sunday, August 24, 2025 at the registered office of the Company, 12 Ha' Amal Street, Park Afek, Rosh Ha'Ayin, 4809246, Israel, from Sunday to Thursday (excluding Israeli holidays), 10:00 a.m. to 5:00 p.m. (Israel time), upon prior coordination with the Company. Our telephone number at our registered office is +972-3-908-5800.

Sincerely,

/s/ Yuval Cohen

Chairman of the Board of Directors

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KORNIT DIGITAL LTD.

12 Ha'Amal Street, Park Afek, Rosh Ha'Ayin 4824096 Israel
+972-3-908-5800

**PROXY STATEMENT
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

SUMMARY

This Proxy Statement is being furnished in connection with the solicitation of proxies on behalf of the board of directors, or the Board, of Kornit Digital Ltd., to which we refer as Kornit Digital, our Company the Company, us or we (or similar terms), to be voted at the Company's 2025 Annual General Meeting of Shareholders, or the Meeting, and at any adjournment thereof, pursuant to the accompanying Notice of 2025 Annual General Meeting of Shareholders. The Meeting will be held at 12:00 p.m. (Israel time) on Monday, September 15, 2025, at our offices at 12 Ha'Amal Street, Park Afek, Rosh Ha'Ayin, 4824096, Israel.

This Proxy Statement, the attached Notice of 2025 Annual General Meeting of Shareholders and the enclosed proxy card or voting instruction form are being made available on or about August 14, 2025 to holders of Kornit Digital ordinary shares.

You are entitled to vote at the Meeting if you held ordinary shares as of the close of business on Monday, August 11, 2025, the record date for the Meeting. You can vote your shares by following the instructions under "How You Can Vote" below or by attending the Meeting. 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 Meeting is being called for the following purposes:

- (1) Re-election of each of Dov Ofer, and Ofer Ben-Zur, in each case for a three-year term as a Class I director of the Company, until the Company's annual general meeting of shareholders in 2028 and until his successor is duly elected and qualified; and
- (2) Re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as the Company's independent registered public accounting firm for the year ending December 31, 2025 and the additional period until the Company's 2026 annual general meeting of shareholders, and authorization of the Company's board of directors (or the audit committee thereof) to fix such accounting firm's annual compensation.

In addition to the foregoing formal proposals, at the Meeting, members of our management will be available to present and discuss our auditors' report and consolidated financial statements as of, and for the year ended, December 31, 2024, as previously made available to our shareholders as part of our Annual Report on Form 20-F, which was filed with the Securities and Exchange Commission, or SEC, on March 27, 2025 and which is available at www.sec.gov and at the "Investors" section of our Company's website, www.kornit.com.

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

On July 31, 2025, we had 44,794,719 ordinary shares issued and outstanding (which excludes 6,717,322 Treasury shares). Each ordinary share outstanding as of the close of business on the record date— August 11, 2025— is entitled to one vote upon each proposal to be presented at the Meeting. Under our articles of association, as amended, or the Articles, 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 twenty-five percent (25%) of our voting power. If a quorum is not present within half an hour from the time scheduled for the Meeting, the Meeting will be adjourned for one week (to the same day, time and place), or to a day, time and place determined by the Chairman of the Meeting (which may be earlier or later than said time). At such adjourned meeting the presence of any shareholder in person or by proxy (regardless of the voting power represented by his, her or its 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 submits votes for the Meeting, but does not vote on a particular proposal because that holder of record does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. It is important for a shareholder that holds ordinary shares through a bank or broker to instruct its bank or broker how to vote its shares, if the shareholder wants its shares to count towards the vote tally on a particular proposal.

Vote Required for Approval of the Proposals

Under the Israeli Companies Law, 5759-1999, or the Companies Law, the affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy and voting thereon (which excludes abstentions and broker non-votes) is necessary for the approval of each proposal (including for the election of each director nominee as a sub-proposal of Proposal 1). Because neither an abstention, nor a broker non-vote, is treated as a vote “FOR” or “AGAINST” a proposal, neither such action or inaction on a shareholder’s part impacts whether the requisite majority has been achieved for approval of any proposal.

Who Can Vote

You are entitled to vote on the proposals for the Meeting if you are a shareholder of record at the close of business on Monday, August 11, 2025. You are also entitled to vote on the proposals if you held ordinary shares through a bank, broker or other nominee that is one of our shareholders of record at the close of business on Monday, August 11, 2025.

How You Can Vote

You can vote your shares by completing and signing a proxy card or voting instruction form (which voting instruction form may be submitted electronically (online) as well). In the alternative, you can vote your shares by attending the Meeting and voting in person.

Shareholders of Record

If your shares are registered directly in your name with our transfer agent, Equiniti (formerly American Stock Transfer & Trust Company) of Brooklyn, New York, you are considered, with respect to those shares, the shareholder of record. In that case, these proxy materials are being sent directly to you. If you are a shareholder of record, the form of proxy card that has been mailed to you and that can be completed, signed and returned in the envelope that was enclosed with it provides the primary means for authorizing the voting of your ordinary shares. If you are a shareholder of record and have lost or misplaced the proxy card mailed to you, you may print a copy of the proxy card from our investor relations website at <http://ir.kornit.com>, and may complete and sign that proxy card (please also print on the proxy card the name of the record shareholder holding your ordinary shares) and return it to Elad Shrem, our General Counsel and Chief Compliance Officer, via email to Elad.Shrem@kornit.com. We reserve the right to require further identifying information from you if you submit your proxy card in that manner. You may change your mind and cancel your proxy card by sending us written notice, by signing and returning a proxy card with a later date, or by attending and voting personally or by proxy at the Meeting. We will not be able to count a proxy card unless we receive it at our principal executive offices at 12 Ha'Amal Street, Park Afek, Rosh Ha'Ayin 4809246, Israel at least four hours prior to the Meeting on Monday, September 15, 2025, or our registrar and transfer agent receives it in the enclosed envelope not later than 11:59 pm, Eastern time, on Sunday, September 14, 2025.

If you provide specific instructions (by marking a box) with regard to a proposal, your shares will be voted as you instruct. If you sign and return your proxy card without giving specific instructions with respect to a proposal, your shares will be voted in favor of such proposal, in accordance with the recommendation of the Board.

Holders in "Street Name"

If your ordinary shares are held in a brokerage account or by a bank, trustee or other nominee, you are considered to be the beneficial owner of shares held in "street name," and these proxy materials are being forwarded to you together with a voting instruction form by the broker, bank, trustee or other nominee or an agent hired by the broker, bank, trustee or other nominee. Please follow the enclosed instructions to direct your broker, bank, trustee or other nominee how to vote your shares. Beneficial owners may utilize the control number appearing on their voting instruction form to submit their voting instructions to their brokers, banks, trustees or nominees by other means, including via the internet (at www.proxyvote.com), if so indicated on their voting instruction forms. If mailing in your physical voting instruction form or providing your voting instructions online (at www.proxyvote.com), your vote must be received by noon, Eastern time, on Friday, September 12, 2025 to be validly included in the tally of ordinary shares voted at the Meeting. Alternatively, if you wish to attend the Meeting and vote in person, you must 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, along with an account statement that shows that you own your shares as of the record date for the Meeting (August 11, 2025).

If you are a beneficial owner of shares and do not specify how you want to vote on a proposal on your voting instruction form, your broker, bank, trustee or other nominee will generally not be permitted to instruct its agent to cast a vote with respect to that proposal. That is commonly referred to as a "broker non-vote." Brokers that hold shares in "street name" for clients 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 registered public accounting firm for the fiscal year ending December 31, 2025. However, we cannot be certain whether this will be treated as a routine matter since our proxy statement has been prepared in compliance with the Companies Law, rather than the rules applicable to domestic U.S. reporting companies.

In the event of a broker non-vote with respect to one or more proposals, those shares will be included in determining the presence of a quorum at the Meeting, but are not considered "present" for the purpose of voting on such proposal. Such shares have no impact on the outcome of the voting on such proposal. If your shares are held of record by a broker, bank, trustee or other nominee, we urge you to give instructions to your broker, bank, trustee or other nominee as to how your shares should be voted so that you thereby participate in the voting on these important matters.

Revocation of a Proxy or Voting Instructions

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. Beneficial shareholders holding their shares in street name should contact their brokers, banks or other nominees for information as to how to revoke their voting instructions.

Solicitation of Proxies

Proxies are being distributed to shareholders on or about August 14, 2025. Certain officers, directors, employees, and agents of the Company, none of whom will receive additional compensation therefor, may solicit proxies by telephone, email, 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 the Company's transfer agent or otherwise, and the outcome 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, or the SEC.

Availability of Proxy Materials

Copies of the proxy card, the notice of the Meeting and this Proxy Statement are available at the "Investor Relations" portion of our Company's website, <http://ir.kornit.com>. The contents of that website are not a part of this Proxy Statement.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the number of ordinary shares beneficially owned by all persons known by us to beneficially own more than 5% of our ordinary shares, and all of our executive officers and directors as a group, as of July 31, 2025 or as of such other dates as are specified in the footnotes to the table, based on public filings or information known to the Company.

The number and percentage of ordinary shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended, and is not necessarily indicative of beneficial ownership for any other purpose. Information concerning shareholders who beneficially own more than 5% of our outstanding ordinary shares is based on periodic public filings made by such shareholders. We have based our calculations of the percentage ownership on 44,794,719 ordinary shares that were issued and outstanding as of July 31, 2025 (which excludes 6,717,322 Treasury shares, which are not deemed outstanding).

Except as otherwise indicated below, we believe, based on public filings by such owners or information known to us, that the beneficial owners of the ordinary shares listed below have sole investment and voting power with respect to such shares. All of our shareholders, including the 5% shareholders, officers and directors, listed below, have the same voting rights attached to their ordinary shares.

Name	Number of Shares Beneficially Held	Percent
5% or greater shareholders		
Morgan Stanley ⁽¹⁾	2,800,018	5.6%
Artisan Partners Limited Partnership ⁽²⁾	2,972,823	6.0%
Senvest Management, LLC ⁽³⁾	4,022,066	8.1%
Chicago Capital, LLC ⁽⁴⁾	3,064,751	6.1%
All executive officers and directors as a group (10 individuals)	*(5)	*

* Represents beneficial ownership of less than 1% of our issued and outstanding ordinary shares.

- (1) The address of this shareholder is 1585 Broadway, New York, NY 10036. The information in this row is provided as of March 31, 2025, based on Amendment No. 3 to a statement of beneficial ownership on Schedule 13G filed by Morgan Stanley with the SEC on May 6, 2025. Morgan Stanley possesses shared dispositive power with respect to all of these ordinary shares, and shared voting power with respect to 2,756,052 of these ordinary shares. The ordinary shares included in the beneficial ownership of this shareholder are beneficially owned, or may be deemed to be beneficially owned, by Morgan Stanley Capital Services LLC, a wholly-owned subsidiary of Morgan Stanley, and/or certain additional operating units of Morgan Stanley, its subsidiaries or affiliates whose ownership is included in Morgan Stanley's beneficial ownership report. These ordinary shares reported as beneficially owned do not include ordinary shares, if any, beneficially owned by any operating units of Morgan Stanley whose ownership of securities is disaggregated from that of certain operating units of Morgan Stanley, its subsidiaries and affiliates.
- (2) The address of this shareholder is 875 E. Wisconsin Ave., Suite 800, Milwaukee, WI 53202. The information in this row is provided as of March 31, 2025, based on a report of institutional investment manager on Form 13F filed by Artisan Partners Limited Partnership with the SEC on May 14, 2025. The shares reported for this shareholder have been acquired on behalf of its discretionary clients. Artisan Partners Limited Partnership possesses sole voting power with respect to 2,713,557 of such shares, while lacking voting power with respect to 259,266 of such shares.
- (3) The address of this shareholder is 540 Madison Avenue, 32nd Floor, New York, New York 10022. The information in this row is provided as of March 31, 2025, based on a report of institutional investment manager on Form 13F filed by Senvest Management, LLC with the SEC on May 14, 2025. The ordinary shares reported in this row are held in the account of Senvest Master Fund, LP and Senvest Technology Partners Master Fund, LP, which we collectively refer to as the Senvest Investment Vehicles. Senvest Management, LLC may be deemed to possess share voting and dispositive power with respect to the ordinary shares held by the Senvest Investment Vehicles by virtue of Senvest Management, LLC's position as investment manager of the Senvest Investment Vehicles. Mr. Richard Mashaal may be deemed to beneficially own the ordinary shares held by the Senvest Investment Vehicles by virtue of Mr. Mashaal's status as the managing member of Senvest Management, LLC. None of the foregoing should be construed in and of itself as an admission by any of the foregoing persons or entities as to beneficial ownership of those ordinary shares.
- (4) The address of this shareholder is 135 South LaSalle Street, Suite 4200, Chicago, IL 60603. The information in this row is provided as of June 30, 2025, based on a report of institutional investment manager on Form 13F filed by Chicago Capital, LLC with the SEC on July 17, 2025.
- (5) Consists of ordinary shares, and additional ordinary shares underlying options, RSUs and PSUs that may be exercised or settled (as applicable) by our directors and executive officers within 60 days of July 31, 2025.

BOARD PRACTICES, CORPORATE GOVERNANCE AND COMPENSATION OF CERTAIN EXECUTIVE OFFICERS AND DIRECTORS

Item 6.B (“*Compensation*”) of our Annual Report on Form 20-F for the year ended December 31, 2024, which we filed with the SEC on March 27, 2025 (which we refer to as our 2024 Form 20-F), contains information regarding compensation paid to our directors and certain office holders (including our five most highly compensated office holders) with respect to 2024. Item 6.C of our 2024 Form 20-F (“*Board Practices*”) contains additional information regarding our Board, its committees and our corporate governance practices. We encourage you to review those portions of our 2024 Form 20-F, which we incorporate by reference herein (and for which we have provided a general link below), to obtain additional information:

https://www.sec.gov/ix?doc=/Archives/edgar/data/0001625791/000101376225003018/ea0234152-20f_kornit.htm#a_011

PROPOSAL 1
RE-ELECTION OF CLASS I DIRECTORS

Background

Under the Companies Law and our Articles, the management of our business is vested in our Board. The Board may exercise all powers and may take all actions that are not specifically granted to our shareholders.

Our Articles provide that our Board must consist of at least five and not more than nine directors, including, to the extent applicable, at least two external directors who may be required to be appointed under the Companies Law. In August 2019, we elected to be governed by an exemption under the Companies Law regulations that exempts us from appointing external directors and from complying with the Companies Law requirements related to the composition of the audit committee and compensation committee of our board of directors. Our eligibility for that exemption is subject to certain conditions, which we continue to fulfill currently.

Our directors are divided into three classes with staggered three-year terms. Under Article 39 of the Articles, each class of directors is required to consist, as nearly as possible, of one-third of the total number of directors constituting the entire Board (excluding, to the extent then applicable, external directors). At each annual general meeting of our shareholders, the election or re-election of directors following the expiration of the term of office of the directors of that 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. Therefore, at each annual general meeting, the term of office of only one class of directors expires. Each director holds office until the annual general meeting of our shareholders at 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.

Due to the resignation of two of our former directors since our 2024 annual general meeting of shareholders— Jae Hyun Lee, effective as of October 10, 2024, and Yehoshua (Shuki) Nir, effective as of January 1, 2025— our Board has consisted of seven directors, of whom three directors each have been classified as Class II directors and Class III directors, while only one director has been a Class I director. Because of the above-described requirement under the Articles for the number of directors in each class to be distributed as evenly as possible, the Board has redesignated Ofer Ben-Zur from a Class II director to a Class I director. As a result, we now have as even as possible of a distribution of directors among the classes, with three directors designated Class III directors and two directors each designated Class I directors and Class II directors.

At the upcoming Meeting, our Class I directors' current terms will expire. Consequently, given Mr. Ben-Zur's redesignation as a Class I director, his term will expire at the Meeting, rather than continuing until the 2026 annual general meeting of shareholders at which the Class II directors' terms will expire. The term of our other Class I director— Dov Ofer— will similarly expire at the Meeting. Our Board has nominated each of Messrs. Dov Ofer and Ofer Ben-Zur for re-election as a Class I director at the Meeting, for a three-year term. If each of the nominees is re-elected pursuant to this Proposal 1, our Board, in its staggered format, will be comprised as follows:

- (i) Class I directors: Dov Ofer and Ofer Ben-Zur, whose terms (following the Meeting) would expire at our annual general meeting of shareholders to be held in 2028 and upon the election and qualification of their respective successors;
- (ii) Class II directors: Naama Halevi Davidov and Gabi Seligsohn, whose terms will expire at our annual general meeting of shareholders to be held in 2026 and upon the election and qualification of their respective successors; and
- (iii) Class III directors: Yuval Cohen, Stephen Nigro and Ronen Samuel, whose terms will expire at our annual general meeting of shareholders to be held in 2027 and upon the election and qualification of their respective successors.

Our Board unanimously recommends that our shareholders re-elect each of our two Class I director nominees pursuant to this Proposal 1. It is intended that proxies (other than those directing the proxy holders to vote against either of the nominees, or abstain in the vote) will be voted for the re-election of each such nominee as a Class I director.

Among the prospective seven Board members (assuming re-election of each of the Class I director nominees at the Meeting, and the continued service of each present Class II director and Class III director), the Board has determined that six of them, consisting of Dov Ofer, Ofer Ben-Zur, Naama Halevi Davidov, Gabi Seligsohn, Yuval Cohen and Stephen Nigro, constituting a majority of the members of the Board, are independent under the Listing Rules of the Nasdaq Stock Market. The definition of “independent director” under the Nasdaq Stock Market rules specifies relationships that preclude a director from being deemed independent due to their deemed impairment of the director’s ability to exercise independent judgment. That definition furthermore requires, as a prerequisite to a finding of independence, that a Nasdaq-listed company’s board of directors affirmatively determine that a director can exercise independent judgment.

Each of the Class I director nominees, whose professional background is provided below, has advised the Company that he is willing, able and ready to serve as a Class I director if re-elected. Additionally, in accordance with the Companies Law, each of those nominees has certified to us that he meets all of 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 duties as a director of the Company, taking into account the size and needs of our Company. We do not have any understanding or agreement with respect to the future re-election of either of the two nominees.

Set forth below is certain biographical information regarding the background and experience of the nominees—Dov Ofer and Ofer Ben-Zur:

Ofer Ben-Zur is a co-founder of our company and has served as director since 2002. From April 2014 to July 2016, Mr. Ben-Zur served as our President and Chief Technology Officer. From 2002 to April 2014, Mr. Ben-Zur served as our Chief Executive Officer, as well as the manager of our department of research and development. Currently Mr. Ben-Zur serves as the CEO and founder of Tritone Technologies, an Israeli start up specializing in Additive Manufacturing of metals. Mr. Ben-Zur holds a B.Sc. in Mechanical Engineering from the Technion - Israel Institute of Technology, an M.Sc. in Mechanical Engineering from Tel Aviv University, and an M.B.A. from Bradford University.

Dov Ofer has served as a member of our board of directors since March 2015 and is a member of our audit and compensation committees. From 2007 to 2013, Mr. Ofer served as Chief Executive Officer of Lumenis Ltd. (Nasdaq: LMNS), a medical laser device company. From 2005 to 2007, he served as Corporate Vice President and General Manager of HP Scitex (formerly a subsidiary of Scailex Corporation Ltd. (TASE: SCIX)), a producer of large format printing equipment. From 2002 to 2005, Mr. Ofer served as President and Chief Executive Officer of Scitex Vision Ltd. Prior to joining Scitex, Mr. Ofer held various managerial positions in the emerging Israeli high-tech sector and participated in different mergers and acquisitions within the industry. Currently, Mr. Ofer serves as chairman of Magen Eco-Energy RCA Ltd., Chairman of Scodix Ltd., Chairman of Stratasys Ltd. (Nasdaq: SSYS) and Director of Copprint. He holds a B.A. in Economics from the Hebrew University in Israel as well as an M.B.A. from the University of California Berkeley.

Proposed Resolutions

We are proposing that our shareholders adopt the following resolutions at the Meeting pursuant to this Proposal 1:

- (a) “**RESOLVED**, that the re-election of Mr. Ofer Ben-Zur as a Class I director of Kornit Digital Ltd., for a term of three years that expires at Kornit’s annual general meeting of shareholders in 2028, and until the due election and qualification of his successor, be, and hereby is, approved in all respects.”
- (b) “**RESOLVED**, that the re-election of Mr. Dov Ofer as a Class I director of Kornit Digital Ltd., for a term of three years that expires at Kornit’s annual general meeting of shareholders in 2028, and until the due election and qualification of his successor, be, and hereby is, approved in all respects.”

Required Vote

As is more fully described above (under “*Summary— Vote Required for Approval of the Proposals*”), the vote required for the re-election of each of Dov Ofer and Ofer Ben-Zur, in each case for a three-year term as a Class I director, is the affirmative vote of the holders of a majority of the voting power present in person or represented by proxy at the Meeting and voting on paragraph (a) or (b) as applicable, of this Proposal 1 (excluding abstentions and broker non-votes).

Board Recommendation

The Board unanimously recommends that you vote “FOR” the re-election of each of the two Class I director nominees.

PROPOSAL 2
RE-APPOINTMENT OF INDEPENDENT AUDITORS AND APPROVAL OF THEIR ANNUAL REMUNERATION

Background

In August 2024, Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, independent registered public accounting firm, which we refer to as Kost Forer, was appointed by our shareholders as our independent auditors for the fiscal year ended December 31, 2024, and for such additional period until the Meeting. Pursuant to its role under its charter and under SEC rules, the audit committee of our Board has approved the re-appointment of Kost Forer as our independent auditors for the fiscal year ending December 31, 2025, and for such additional period until the 2026 annual general meeting of shareholders. Further to that approval, the Board, in turn, will present to our shareholders, with the recommendation that they approve (pursuant to the Companies Law), the re-appointment of Kost Forer as the independent auditors of the Company for the year ending December 31, 2025, and for the additional period until the annual general meeting to be held in 2026. As part of that shareholder approval, we are furthermore proposing that our shareholders authorize the Board, with power of delegation to the audit committee, to determine the compensation of the auditors in accordance with the volume and nature of their services.

Independent Auditors' Fees in Previous Two Years

The following table sets forth the total compensation (as well as components of compensation, in amounts and percentages) that was paid by the Company and its subsidiaries to the Company's independent auditors, Kost Forer, in each of the previous two fiscal years:

	Year Ended December 31, 2023		Year Ended December 31, 2024	
	(in thousands of dollars)			
	Amount	Percentage	Amount	Percentage
Audit fees	\$ 600	95%	\$ 600	87%
Audit-Related Fees	10	2%	6	1%
Tax Fees	0	0%	0	0%
All Other Fees	21	3%	85	12%
Total	\$ 631	100%	\$ 691	100%

“Audit fees” are the aggregate fees billed for the audit of our annual financial statements. This category also includes services that generally the independent accountant provides, such as consents and assistance with and review of documents filed with the SEC.

“Audit-related fees” are the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit and are not reported under audit fees. These fees primarily include accounting consultations regarding the accounting treatment of matters that occur in the regular course of business, implications of new accounting pronouncements and other accounting issues that occur from time to time.

“Tax fees” include fees for professional services rendered by our independent registered public accounting firm for tax compliance and tax advice on actual or contemplated transactions.

“Other fees” include fees for services rendered by our independent registered public accounting firm with respect to government incentives and other matters.

Audit Committee's Pre-Approval Policies and Procedures

Our audit committee follows pre-approval policies and procedures for the engagement of our independent accountant to perform certain audit and non-audit services. Pursuant to those policies and procedures, which are 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 service, audit-related service and tax services that may be performed by our independent accountants.

Proposed Resolutions

It is proposed that at the Meeting the following resolutions be adopted pursuant to this Proposal 2:

“RESOLVED, that the Company’s independent auditors, Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, independent registered public accounting firm, be, and hereby are, re-appointed as the independent auditors of the Company for the fiscal year ending December 31, 2025 and for the additional period until the next annual general meeting of shareholders, such re-appointment having been previously approved by the audit committee of the Board.”

“RESOLVED FURTHER, that the Company’s Board (with power of delegation to the audit committee of the Board) be, and hereby is, authorized to fix the remuneration of the independent auditors in accordance with the volume and nature of their services.”

Required Vote

The approval of Proposal 2 requires the affirmative vote of the holders of a majority of the ordinary shares present, in person or by proxy, and voting on the proposal (excluding abstentions and broker non-votes).

Board Recommendation

The Board unanimously recommends that you vote “FOR” (i) the re-appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, independent registered public accounting firm, as the independent auditors of the Company for the fiscal year ending December 31, 2025 and for the additional period until the next annual general meeting of shareholders and (ii) the authorization of the Board (with power of delegation to the audit committee) to fix the remuneration of the independent auditors in accordance with the volume and nature of their services.

PRESENTATION AND DISCUSSION OF AUDITED ANNUAL 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, 2024. A copy of the 2024 Form 20-F— which contains those audited consolidated financial statements— is available to our shareholders through the SEC website, www.sec.gov, and at the Investor Relations section of our website at <http://ir.kornit.com>. Neither of such websites is a part of this Proxy Statement.

OTHER MATTERS

Our Board does not intend to bring any matters before the Meeting other than those specifically set forth in the Notice of 2025 Annual General Meeting of Shareholders and knows of no matters to be brought before the Meeting by others. If any other matters properly come before the Meeting, it is the intention of the persons named in the accompanying proxy to vote such proxy in accordance with their judgment and based on the recommendation of the Board.

ADDITIONAL INFORMATION

Our 2024 Form 20-F, filed with the SEC on March 27, 2025, is available for viewing and downloading at the SEC's website at www.sec.gov, as well as at the Investor Relations section of our website at <http://ir.kornit.com>.

We are subject to the information reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act, applicable to foreign private issuers. We fulfill these requirements by filing and furnishing reports with or to (as applicable) the SEC. Our filings with the SEC are available to the public on the SEC's website at www.sec.gov. As a foreign private issuer, we are exempt from the rules under the Exchange Act related to the filing and content of proxy statements. The circulation of this Proxy Statement should not be taken as an admission that we are subject to those proxy rules.

By order of the Board of Directors:

/s/ Yuval Cohen
Chairman of the Board of Directors

Rosh Ha'ayin, Israel
August 7, 2025

KORNIT DIGITAL LTD.
PROXY FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 15, 2025
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby constitutes and appoints Lauri Hanover, Elad Shrem and Aviv Avidan Shalit, and each of them, the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote, on behalf of the undersigned, all of the Ordinary Shares of Kornit Digital Ltd. (the “**Company**”) held of record in the name of the undersigned at the close of business on Monday, August 11, 2025, at the 2025 Annual General Meeting of Shareholders (the “**Meeting**”) to be held at the executive offices of the Company, 12 Ha’Amal Street, Park Afek, Rosh Ha’Ayin, 4809246, Israel, on Monday, September 15, 2025 at 12:00 p.m. (Israel time), and at any and all adjournments or postponements thereof, on the matters listed on the reverse side, which are more fully described in the Notice of 2025 Annual General Meeting of Shareholders of the Company (the “**Notice**”) and accompanying Proxy Statement relating to the Meeting (the “**Proxy Statement**”).

The undersigned acknowledges receipt of the Notice and the Proxy Statement.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any proposal, this proxy will be voted FOR such proposal and in such manner as the holder of the proxy may determine with respect to any other business as may properly come before the Meeting or all and any adjournments or postponements thereof.

Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
KORNIT DIGITAL LTD.**

September 15, 2025

**Please date, sign and mail
your proxy card in the
envelope provided as soon
as possible.**

↓Please detach along perforated line and mail in envelope.↓

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” EACH PROPOSAL LISTED BELOW.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK
INK AS SHOWN HERE ☒**

		FOR	AGAINST	ABSTAIN
1.	Re-election of each of: 1(a) Dov Ofer 1(b) Ofer Ben-Zur for a three-year term, as a Class I director of the Company, until the Company’s annual general meeting of shareholders in 2028 and until his successor is duly elected and qualified	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
2.	Re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as the Company’s independent registered public accounting firm for the year ending December 31, 2025 and for the additional period until the Company’s 2026 annual general meeting of shareholders, and authorization of the Company’s board of directors (with power of delegation to the audit committee thereof) to fix such accounting firm’s annual compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To change the address on your account, please check the box at the right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

☐

Signature of shareholder

Date

Signature of shareholder

Date

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each owner should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by a duly authorized officer, giving full title as such. If the signer is a partnership, please sign in partnership name by authorized person.